(Please Scan this QR code to view this Prospectus)

PROSPECTUS
Dated February 20, 2025
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED

Corporate Identity Number: **U31102PN2001PLC016455**

REGISTERED AND CORPORATE OFFICE		CONTACT PERSON
Plot No. L-61, M.I.D.C Kupwad Block, Sangli – 416 436 Maharashtra, India		Deepak Ramchandra Suryavanshi (*Company Secretary and Compliance Officer*)
EMAIL	**TELEPHONE**	**WEBSITE**
investorgrievance@qualitypower.co.in	+ 91 233 264 5432	www.qualitypower.com

OUR PROMOTERS: THALAVAIDURAI PANDYAN, CHITRA PANDYAN, BHARANIDHARAN PANDYAN AND PANDYAN FAMILY TRUST

DETAILS OF THE OFFER

TYPE	FRESH ISSUE	OFFER FOR SALE	OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIIs AND RIIs
Fresh Issue and Offer for Sale	5,294,100 Equity Shares of face value of ₹ 10 each aggregating ₹ 2,249.99 million	14,910,500 Equity Shares of face value of ₹ 10 each aggregating ₹ 6,336.96* million	20,204,600 Equity Shares of face value of ₹ 10 each aggregating to ₹ 8,586.96* million	The Offer is being made pursuant to Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") as our Company did not fulfil requirements under Regulations 6(1)(a) of the SEBI ICDR Regulations. For further details, see "*Other Regulatory and Statutory Disclosures –Eligibility for the Offer*" on page 338.

**Subject to finalization of the Basis of Allotment.*

DETAILS OF THE SELLING SHAREHOLDER, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARES# (₹)
Chitra Pandyan	Promoter Selling Shareholder	14,910,500 Equity Shares of face value of ₹ 10 each aggregating to 6,336.96* million.	0.02

#Calculated on a fully diluted basis. As certified by Kishor Gujar & Associates, Chartered Accountants, Statutory Auditors of our Company, by way of their certificate dated February 20, 2025.
**Subject to finalization of the Basis of Allotment.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10. The Offer Price, Floor Price or Price Band as determined by our Company in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations and as stated under "*Basis for the Offer Price*" on page 90, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "*Risk Factors*" section on page 22.

COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

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

(Please Scan this QR code to view this Prospectus)

PROSPECTUS
Dated February 20, 2025
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

relation to herself 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. The Promoter Selling Shareholder assumes no responsibility for any other statements, including, inter alia, any of the statements made by or relating to our Company or in relation to our business in this Prospectus.

LISTING

Our Company has received 'in-principle' approvals from BSE Limited (the "**BSE**") and National Stock Exchange of India Limited (the "**NSE**", together with BSE, the "**Stock Exchanges**") for the listing of the Equity Shares pursuant to their letters each dated November 19, 2024. The Equity Shares once offered through the Red Herring Prospectus and this Prospectus, are proposed to be listed on the Stock Exchanges. For the purposes of the Offer, NSE is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
Pantomath Capital Advisors Private Limited **Telephone**: 1800 8898711 **E-mail**: qualitypower.ipo@pantomathgroup.com **Contact Person**: Amit Maheshwari	**MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)** **Telephone**: +91 810 811 4949 **E-mail**: qualitypower.ipo@linkintime.co.in **Contact Person**: Shanti Gopalkrishnan

BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE	Thursday, February 13, 2025	BID/OFFER OPENED ON	Friday, February 14, 2025	BID/OFFER CLOSED ON(1)	Tuesday, February 18, 2025

(1)UPI mandate time end date shall be at 5:00 pm on the Bid/Offer Closing Date.

PROSPECTUS
Dated February 20, 2025
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED

Our Company was originally incorporated as "*Quality Power Electrical Equipments Private Limited*", a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated September 20, 2001, issued by the Registrar of Companies, Maharashtra at Pune ("**RoC**"). The name of our Company was subsequently changed to "*Quality Power Electrical Equipments Limited*" upon the conversion of our Company from a private to a public limited company, pursuant to a board resolution dated February 15, 2024, and our shareholders' resolution dated March 23, 2024, and a fresh certificate of incorporation was issued on June 14, 2024, by the RoC. For details of the change in the registered office of our Company, see *"History and Certain Corporate Matters – Changes in the registered office of our Company"* on page 188.

Registered and Corporate Office: Plot No. L-61, M.I.D.C Kupwad Block, Sangli – 416 436 Maharashtra, India
Telephone + 91 233 264 5432; **Website**: www.qualitypower.com
Contact Person: Deepak Ramchandra Suryavanshi, Company Secretary and Compliance Officer; **Telephone**: + 91 233 264 5432; **E-mail:** investorgrievance@qualitypower.co.in
Corporate Identity Number: U31102PN2001PLC016455

OUR PROMOTERS: THALAVAIDURAI PANDYAN, CHITRA PANDYAN, BHARANIDHARAN PANDYAN AND PANDYAN FAMILY TRUST

INITIAL PUBLIC OFFERING OF 20,204,600* EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 425* PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 415 PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING TO ₹ 8,586.96* MILLION ("OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF 5,294,100 EQUITY SHARES AGGREGATING TO ₹ 2,249.99 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 14,910,500 EQUITY SHARES AGGREGATING TO ₹ 6,336.96* MILLION BY CHITRA PANDYAN (THE "PROMOTER SELLING SHAREHOLDER") (THE "OFFER FOR SALE"). THE OFFER WILL CONSTITUTE 26.09 % OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

THE FACE VALUE OF OUR EQUITY SHARE IS ₹ 10 EACH AND THE OFFER PRICE IS 42.50 TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WAS DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WAS ADVERTISED IN ALL EDITIONS OF BUSINESS STANDARD (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF BUSINESS STANDARD (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF KESARI (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF SANGLI, MAHARASHTRA WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND WAS MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

**Subject to finalization of the Basis of Allotment.*

The Offer was made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. This Offer was made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Offer was made available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company in consultation with the BRLM allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis (the "**Anchor Investor Portion**"). One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids having been received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares were added to the QIB Portion (other than Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion was made available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion was made available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. However, if the aggregate demand from Mutual Funds was less than 5% of the Net QIB Portion, the balance Equity Shares was made available for allocation in the Mutual Fund Portion was added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, (a) not more than 15% of the Offer was made available for allocation to Non-Institutional Investors (out of which one third shall were reserved for Bidders with Bids exceeding ₹ 0.20 million up to ₹ 1.00 million and two-thirds were reserved for Bidders with Bids exceeding ₹ 1.00 million) and (b) not more than 10% of the Offer was made available for allocation to Retail Individual Investors ('**RIIs**') in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received from them at or above the Offer Price. All potential Bidders, other than Anchor Investors, were mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Account (as defined hereinafter) and UPI ID in case of UPI Bidders (defined hereinafter), which were blocked by the Self Certified Syndicate Banks ("**SCSBs**") or the Sponsor Banks, as the case may be, to the extent of their respective Bid Amounts. Anchor Investors were not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" on page 359.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10. The Offer Price, Floor Price or Price Band as determined by our Company in consultation with the BRLM and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for the Offer Price*" on page 90, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "*Risk Factors*" beginning on page 22.

COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Promoter Selling Shareholder accepts responsibility for and confirms only the statements expressly made by such Promoter Selling Shareholder in this Prospectus solely in relation to herself 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. The Promoter Selling Shareholder assumes no responsibility for any other statements, including, inter alia, any of the statements made by or relating to our Company or in relation to our business in this Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus and this Prospectus, are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters each dated November 19, 2024, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A signed copy of the Red Herring Prospectus has been filed, and a copy of this Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 419.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
PANTOMATH	MUFG
Pantomath Capital Advisors Private Limited Pantomath Nucleus House, Saki Vihar Road, Andheri East, Mumbai – 400 072 Maharashtra, India **Telephone**: 1800 889 8711 **E-mail**: qualitypower.ipo@pantomathgroup.com **Investor Grievance E-mail**: investors@pantomathgroup.com **Website**: www.pantomathgroup.com **Contact Person**: Amit Maheshwari **SEBI Registration No.**: INM000012110	**MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)** C 101, 1st Floor, 247 Park L.B.S. Marg, Vikhroli West Mumbai – 400 083, Maharashtra, India **Telephone**: +91 810 811 4949 **E-mail**: qualitypower.ipo@linkintime.co.in **Investor Grievance Email**: qualitypower.ipo@linkintime.co.in **Website**: www.linkintime.co.in **Contact Person**: Shanti Gopalkrishnan **SEBI Registration No.:** INR000004058

BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE	Thursday, February 13, 2025	BID/OFFER OPENED ON	Friday, February 14, 2025	BID/OFFER CLOSED ON(1)	Tuesday, February 18, 2025

(1) *UPI mandate time end date was at 5:00 pm on the Bid/Offer Closing Date.*

TABLE OF CONTENTS

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This 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, and references to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rule guidelines or policy as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

Unless the context otherwise indicates, all references to "the Company", and "our Company", are references to Quality Power Electrical Equipments Limited*, a company incorporated under the Companies Act, 1956, whose registered and corporate office is situated at Plot No. L-61, M.I.D.C Kupwad Block, Sangli – 416 436 Maharashtra, India. Furthermore, unless the context otherwise indicates, all references to "we", "us" or "our" are references to our Company and our Subsidiaries on a consolidated basis.*

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

Notwithstanding the foregoing, terms in "Main Provisions of the Articles of Association", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies in India", "Basis for the Offer Price" "Restriction on Foreign Ownership of Indian Securities", "Other Financial Information" and "Outstanding Litigation and Material Developments", beginning on pages 375, 98, 102, 183, 90, 374, 303 and 329 will have the meaning ascribed to such terms in those respective sections.

Company related terms

Term	Description
AoA/Articles of Association or Articles	The articles of association of our Company, as amended.
Audit Committee	Audit committee of our Company, described in "*Our Management- Board Committees – Audit Committee"* on page 201.
Audited Financial Statements for Mehru Electrical and Mechanical Engineers Private Limited	Audited financial statements of Mehru Electrical and Mechanical Engineers Private Limited for the six-month period ended September 30, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022. The audited financial information for Mehru Electrical and Mechanical Engineers Private Limited was made available on the website of the Company at https://qualitypower.com/ipo-2 from the date of the Red Herring Prospectus till the Bid/Offer Closing Date.
Auditors/ Statutory Auditors	The statutory auditors of our Company, currently being Kishor Gujar & Associates, Chartered Accountants.
Board/ Board of Directors	The board of directors of our Company, as constituted from time to time.
CARE	CARE Analytics and Advisory Private Limited.
CARE Report	Report titled "*Research Report on Energy Transition Equipments and Power Technologies Industry*", dated January 20, 2025, prepared by CARE, which is exclusively prepared for the purpose of the Offer and issued by CARE and is commissioned and paid for by our Company. The CARE report was made available on the website of the Company at https://qualitypower.com/ipo-2 from the date of the Red Herring Prospectus till the Bid/Offer Closing Date.
Chairman and Managing Director	The chairman and managing director of our Company, namely Thalavaidurai Pandyan.
Chief Financial Officer	The Chief Financial Officer of the Company, namely, Rajesh Jayaraman. For further details, see *"Our Management – Key Managerial Personnel and Senior Management Personnel"* on page 208.
CSR Committee/ Corporate Social Responsibility Committee	The corporate social responsibility committee of our Company, described in "*Our Management – Board Committees – Corporate Social Responsibility Committee*" on page 206.
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely, Deepak Ramchandra Suryavanshi. For further details, see *"Our Management – Key Managerial Personnel and Senior Management Personnel"* on page 208.
Director(s)	The director(s) on our Board.
Equity Shares	The equity shares of our Company of face value of ₹ 10 each.
Executive Directors	Executive director(s) of our Company. For further details of the Executive Directors, see "*Our Management*" on page 195.
Independent Director(s)	Independent director(s) of our Company who are eligible to be appointed as independent director(s) under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see "*Our Management*" on page 195.
IPO Committee	The IPO committee of our Board constituted vide the resolution of the Board dated July 16, 2024.
Joint Managing and Whole-time Director	The joint managing director and whole-time director of our Company, namely Bharanidharan Pandyan.

Term	Description
KMP/ Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 as applicable and as further described in "*Our Management – Key Managerial Personnel and Senior Management Personnel*" on page 208.
Materiality Policy	The policy adopted by our Board on August 24, 2024, for identification of: (a) outstanding material litigation proceedings; (b) Group Companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus.
Material Subsidiary/Endoks	The material subsidiary of our Company in accordance with the SEBI Listing Regulations, namely, Endoks Enerji Anonim Şirketi.
Mehru	Mehru Electrical and Mechanical Engineers Private Limited
MoA/Memorandum of Association	The memorandum of association of our Company, as amended.
Nebeskie	Nebeskie Labs Private Limited
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, described in "*Our Management–Board Committees – Nomination and Remuneration Committee*" on page 204.
Non-Executive Directors	The non-executive non-independent Directors on our Board, described in "*Our Management*" on page 195.
Promoters	The promoters of our Company, namely, Thalavaidurai Pandyan, Chitra Pandyan, Bharanidharan Pandyan and Pandyan Family Trust. For details see "*Promoters and Promoter Group – Details of our Promoters*" on page 211.
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in "*Our Promoters and Promoter Group – Promoter Group*" on page 214.
Promoter Selling Shareholder	One of our promoter who is offering her Equity Shares as a part of the Offer for Sale, namely, Chitra Pandyan.
Registered and Corporate Office	The registered and corporate office of our Company, situated at Plot No. L-61, M.I.D.C Kupwad Block, Sangli – 416 436 Maharashtra, India.
Restated Consolidated Financial Information	Restated consolidated financial information of our Company and Subsidiaries (together referred to as the "**Group**") for the six-month period ended September 30, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, comprising the restated consolidated statement of assets and liabilities of the Group as at September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated statement of cash flows of the Group for the six-month period ended September 30, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of significant accounting policies and other explanatory information for the purpose of inclusion in this Prospectus prepared in terms of the requirements of: a) Section 26 of Part I of Chapter III of the Companies Act, 2013; b) SEBI ICDR Regulations; and c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
RoC/Registrar of Companies	The Registrar of Companies, Maharashtra at Pune.
Senior Management Personnel	Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as further described in "*Our Management-Key Managerial Personnel and Senior Management Personnel*" on page 208.
Shareholders	The holders of the Equity Shares from time to time.
S&S Transformers	S&S Transformers & Accessories Private Limited
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Company, described in "*Our Management – Board Committees – Stakeholders' Relationship Committee*" on page 205.
Subsidiaries	The subsidiaries of our Company as on the date of this Prospectus, as described in the section titled "*Our Subsidiaries*" on page 192. For the purpose of financial information included in this Prospectus, "subsidiaries" would mean subsidiaries of our Company as at and for the relevant Fiscal/financial period.
Pro Forma Consolidated Financial Information	The pro forma consolidated financial information complied by our Company to illustrate the impact of the acquisition of Mehru Electrical and Mechanical Engineers Private Limited that will be undertaken after the date of our Restated Consolidated Financial Information i.e. September 30, 2024, on our restated statement of assets and liabilities as of September 30, 2024 and as of March 31, 2024, as if the acquisition of Mehru Electrical and Mechanical Engineers Private Limited had been consummated on April 1, 2024 and on the restated statement of profit and loss for the six-month period ended September 30, 2024 and the financial year ended March 31, 2024, as if the acquisition of Mehru Electrical and Mechanical Engineers Private Limited had consummated on April 1, 2024.
QPEPPL	Quality Power Engineering Projects Private Limited.

Offer related terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of prospectus as may be specified by SEBI in this behalf.
Acknowledgment Slip	The slip or document issued by the relevant Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allotted/Allotment/Allot	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale to successful Bidders.
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Allottee	A successful Bidder to whom the Equity Shares are Allotted.
Anchor Investor	A QIB, who applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 100.00 million.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which was considered as an application for Allotment in terms of the Red Herring Prospectus and this Prospectus.
Anchor Investor Allocation Price	The price at which Equity Shares were allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. The Anchor Investor Allocation Price was determined by our Company, in consultation with the BRLM on the Anchor Investor Bidding Date
Anchor Investor Bidding Date	The day, one Working Day prior to the Bid/Offer Opening Date being Thursday, February 13, 2025 on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLM did not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price, in this case being ₹ 425 per Equity Share, at which the Equity Shares were Allotted to Anchor Investors in terms of the Red Herring Prospectus and this Prospectus, which was a price equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price was decided by our Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations.
Anchor Investor Pay-in Date	With respect to Anchor Investors, it was the Bid/Offer Closing Date.
Anchor Investor Portion	9,092,070 Equity Shares, being 60% of the QIB Category, which was allocated by our Company in consultation with the BRLM, to Anchor Investors, on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Application Supported by Blocked Amount/ASBA	An application (whether physical or electronic) by an ASBA Bidder to make a Bid authorizing the relevant SCSB to block the Bid Amount in the relevant ASBA Account and included application made by UPI Bidders, where the Bid Amount was blocked upon acceptance of UPI Mandate Request by UPI Bidders.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which was blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders.
ASBA Bidders	All Bidders except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders Bidding through the ASBA process, which was considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Banker(s) to the Offer	Collectively, the Escrow Bank(s), Refund Bank(s), Public Offer Account Bank(s) and the Sponsor Banks.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "*Offer Procedure*" on page 359.
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to the submission of an ASBA form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of a Bid cum Application Form, to subscribe to or purchase our Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations and in terms of the 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 paid by the Bidder or was blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Offer, as applicable.
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid, including an Anchor Investor Application Form or an ASBA Form, and which was considered as the application for the Allotment pursuant to the terms of the Red Herring Prospectus and this Prospectus.
Bid Lot	26 Equity Shares of face value of ₹ 10 each and in multiples of 26 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 did not accept any Bid, being Tuesday, February 18, 2025 which was published in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard (a widely circulated Hindi national daily newspaper)

Term	Description
	and all editions of Kesari (a widely circulated Marathi daily newspaper, Marathi being the regional language of Sangli, Maharashtra, where our Registered and Corporate Office is located).
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries started accepting Bids, being Friday, February 14, 2025 which was published in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard (a widely circulated Hindi national daily newspaper) and all editions of Kesari (a widely circulated Marathi daily newspaper, Marathi being the regional language of Sangli, Maharashtra, where our Registered and Corporate Office is located).
Bid/Offer Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days during which prospective Bidders (excluding Anchor Investors) could submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. The Bid/ Offer Period comprised of Working Days only.
Bidder	Any prospective investor who made a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied and includes an Anchor Investor.
Bidding Centers	Centers at which the Designated Intermediaries accepted the Bid cum Application Forms, being the Designated SCSB Branches, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	The book building process as described in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Book Running Lead Manager/BRLM	The book running lead manager to the Offer, in this case being, Pantomath Capital Advisors Private Limited.
Broker Centres	Broker centres of the Registered Brokers where ASBA Bidders submitted the ASBA Forms (in case of UPI Bidders only ASBA Forms under UPI) to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, and updated from time to time.
Cap Price	The higher end of the Price Band being ₹ 425, above which the Offer Price and Anchor Investor Offer Price was not finalised and above which no Bids were accepted, including any revisions thereof.
Cash Escrow and Sponsor Bank Agreement	The agreement dated February 6, 2025, entered into amongst our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the BRLM, the Syndicate Member and Banker(s) to the Offer for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account, and where applicable remitting refunds, if any, to such Bidders, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to a dematerialised account.
Collecting Depository Participants/CDPs	A depository participant, as defined under the Depositories Act, 1996 and registered under SEBI Act and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Collecting Registrar and Share Transfer Agents/RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, issued by SEBI.
Confirmation of Allocation Note/CAN	Notice or intimation of allocation of the Equity Shares sent to the Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bidding Date.
Cut-off Price	The Offer Price, being ₹ 425 per Equity Share of face value of ₹ 10 each, finalised by our Company in consultation with the BRLM, in accordance with the SEBI ICDR Regulations. QIBs (including Anchor Investors) and Non-Institutional Investors were not entitled to Bid at the Cut-off Price.
Demographic Details	The details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, as applicable.
Designated CDP Locations	Such centres of the Collecting Depository Participants where ASBA Bidders could submit the ASBA Forms (in case of UPI Bidders only ASBA Forms under UPI). The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time.
Designated Date	The date on which the funds from the Escrow Account are transferred to the Public Offer Account or the Refund Account, as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Offer Account(s) and/or are unblocked, as applicable, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated Intermediaries	Collectively, the members of the SCSBs, Syndicate, sub-Syndicate, Registered Brokers, CDPs and RTAs who were authorized to collect ASBA Forms from the ASBA Bidders, in relation to the Offer.
Designated RTA Locations	Such centres of the RTAs where ASBA Bidders could submit the ASBA Forms (in case of UPI Bidders only ASBA Forms under UPI). The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time.

Term	Description
Designated SCSB Branches	Such branches of the SCSBs which collected the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited.
Draft Red Herring Prospectus/DRHP	The draft red herring prospectus dated September 16, 2024, issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which our Equity Shares will be Allotted and the size of the Offer.
Eligible FPI(s)	FPIs that were eligible to participate in this Offer in terms of applicable laws, other than individuals, corporate bodies and family offices.
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it was not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constituted an invitation to subscribe or purchase for the Equity Shares.
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank for the Offer and in whose favour the Anchor Investors transferred money through direct credit or NEFT or RTGS or NACH in respect of the Bid Amount when submitting a Bid.
Escrow Bank	A bank, which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account was opened, in this case being Axis Bank Limited.
First Bidder	The Bidder whose name appeared first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appeared as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, being ₹ 401 per Equity Share of face value of ₹ 10 each.
Fresh Issue	The issue of 5,294,100* Equity Shares aggregating to ₹ 2,249.99 million by our Company. **Subject to finalization of the Basis of Allotment*.
General Information Document/GID	The general information document for investing in public issues, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 notified by SEBI and the UPI Circulars, as amended from time to time. The General Information Document is available on the websites of the Stock Exchanges and the BRLM.
Monitoring Agency	Brickwork Ratings India Private Limited.
Monitoring Agency Agreement	The agreement dated February 6, 2025, entered into between our Company and the Monitoring Agency.
Mutual Fund Portion	5% of the QIB Category or 303,069* Equity Shares (excluding the Anchor Investor Portion) which were made available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids having been received at or above the Offer Price. **Subject to finalization of the Basis of Allotment*.
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, see "*Objects of the Offer*" on page 76.
Net QIB Portion	The QIB portion less the number of Equity Shares allocated to the Anchor Investors.
Non-Institutional Category	The portion of the Offer having been not more than 15% of the Net Offer, or 3,030,690* Equity Shares, available for allocation to Non-Institutional Investors of which one-third was 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 shall was made available for allocation to Bidders with a Bid size of more than ₹1.00 million provided that under-subscription in either of these two sub-categories of Non-Institutional Category were allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price. **Subject to finalization of the Basis of Allotment*.
Non-Institutional Investors/NIIs	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with the SEBI, that are not QIBs (including Anchor Investors) or Retail Individual Investors who had Bid for Equity Shares for an amount of more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs).
Offer	The initial public offer of 20,204,600* Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 425 per Equity Share aggregating to ₹ 8,586.96* million comprising a Fresh Issue of 5,294,100* Equity Shares aggregating to ₹ 2,249.99 million and an Offer for Sale of 14,910,500 Equity Shares aggregating to ₹ 6,336.96* million by the Promoter Selling Shareholder. **Subject to finalization of the Basis of Allotment*.
Offer Agreement	The agreement dated September 16, 2024 as amended by the Amendment to the Offer Agreement dated January 24, 2025, entered into among our Company, the Promoter Selling Shareholder and the BRLM pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer for Sale	The offer for sale of 14,910,500 Equity Shares aggregating to ₹ 6,336.96* million by the Promoter Selling Shareholder.

Term	Description
	Subject to finalization of the Basis of Allotment.
Offer Price	The final price at which Equity Shares were Allotted to the successful Bidders (except Anchor Investors), as determined in accordance with the Book Building Process and determined by our Company in consultation with the BRLM in terms of the Red Herring Prospectus and in accordance with the SEBI ICDR Regulations. Equity Shares were Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus.
Offered Shares	The Equity Shares offered by the Promoter Selling Shareholder in the Offer by way of Offer for Sale.
Pantomath	Pantomath Capital Advisors Private Limited.
Price Band	Price band ranging from a Floor Price of ₹ 401 per Equity Share to a Cap Price of ₹ 425 per Equity Share, including revisions thereof, if any. The Price Band was decided by our Company in consultation with the BRLM, and the minimum Bid Lot size was decided by our Company in consultation with the BRLM, and was advertised in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard (a widely circulated Hindi national daily newspaper) and all editions of Kesari (a widely circulated Marathi daily newspaper, Marathi being the regional language of Sangli, Maharashtra, where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and were made available to the Stock Exchanges for the purpose of uploading on their websites.
Pricing Date	The date on which our Company in consultation with the BRLM, finalized the Offer Price.
Prospectus	This prospectus dated February 20, 2025 filed with the Registrar of Companies for this Offer in accordance with the provisions of Sections 26 and 32 of the Companies Act 2013 and the SEBI ICDR Regulations, containing the Offer Price, the size of the Offer and certain other information.
Public Offer Account	The bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act 2013 to receive monies from the Escrow Accounts and the ASBA Accounts on the Designated Date.
Public Offer Account Bank	The bank, which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations, with whom the Public Offer Account is opened for collection of Bid Amounts from the Escrow Accounts and ASBA Accounts on the Designated Date, in this case being Axis Bank Limited.
QIB Category	The portion of the Offer, being not less than 75% of the Offer, or 15,153,450* Equity Shares, which was made available for allocation to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation was on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids having been received at or above the Offer Price or the Anchor Investor Offer Price (for Anchor Investors). *Subject to finalization of the Basis of Allotment.*
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	The red herring prospectus dated February 6, 2025, was issued in accordance with Section 32 of the Companies Act 2013 and the SEBI ICDR Regulations, which did not have complete particulars of the price at which the Equity Shares were Allotted and which was filed with the Registrar of Companies at least three Working Days before the Bid/Offer Opening Date being February 14, 2025.
Refund Account	The account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors.
Refund Bank	The bank which is a clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account was opened, in this case being Kotak Mahindra Bank Limited.
Registered Brokers	Stockbrokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and with the stock exchanges having nationwide terminals, other than the BRLM and members of the Syndicate and eligible to procure Bids in terms of SEBI ICDR Master Circular and the SEBI circular number CIR/CFD/14/2012 dated October 4, 2012 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), and the UPI Circulars, issued by SEBI.
Registrar Agreement	The agreement dated September 16, 2024, as amended by the Amendment to the Registrar Agreement dated January 24, 2025, entered into among our Company, the Promoter Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registrar to the Offer	MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*).
Retail Category	The portion of the Net Offer, being not more than 10% of the Offer, or 2,020,460* Equity Shares, available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price. *Subject to finalization of the Basis of Allotment.*
Retail Individual Investors/RIIs	Individual Bidders, whose Bid Amount for Equity Shares in the Offer was not more than ₹ 0.20 million in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).

Term	Description
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIBs bidding in the QIB category and Non-Institutional Investors bidding in the Non- Institutional category were not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
SEBI ICDR Master Circular	Shall mean the SEBI master circular bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, as amended.
Self-Certified Syndicate Banks/SCSBs	The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is appearing in the "list of mobile applications for using UPI in public issues" displayed on SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43. The said list shall be updated on SEBI website.
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, in this case being MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*).
Share Escrow Agreement	The agreement dated February 6, 2025, entered into among the Promoter Selling Shareholder, our Company and the Share Escrow Agent in connection with the transfer of the respective portion of Equity Shares being offered by the Promoter Selling Shareholder in the Offer for Sale portion of the Offer and credit of such Equity Shares to the demat account of the Allottees.
Specified Locations	Bidding Centres where the Syndicate accepted Bid cum Application Forms, a list of which was included in the Bid cum Application Form.
Sponsor Banks	Axis Bank Limited and Kotak Mahindra Bank Limited being the Bankers to the Offer registered with SEBI, which were appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the UPI Mandate Request by a UPI Bidder and carry out other responsibilities, in terms of the UPI Circulars.
Stock Exchanges	Together, BSE and NSE.
Syndicate Agreement	The agreement dated February 6, 2025, entered into among the members of the Syndicate, our Company, the Promoter Selling Shareholder and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate.
Syndicate Member	Intermediary registered with SEBI and permitted to carry out activities as an underwriter, in this case being Asit. C. Mehta Investment Interrmediates Limited.
Syndicate or members of the Syndicate	Together, the BRLM and the Syndicate Member.
Underwriters	Pantomath Capital Advisors Private Limited and Asit. C. Mehta Investment Interrmediates Limited.
Underwriting Agreement	The agreement dated February 19, 2025, entered into among our Company, the Promoter Selling Shareholder and the Underwriters, on or after the Pricing Date but before filing of the Prospectus with the RoC.
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidders	Collectively, individual investors who applied as (i) Retail Individual Investors in the Retail Category, (ii) Non- Institutional Investors with a Bid size of up to ₹ 0.50 million in the Non-Institutional Category, and Bidding under the UPI Mechanism. Pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent these circulars are not

Term	Description
	rescinded by the SEBI RTA Master Circular), SEBI ICDR Master Circular, SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI RTA Master Circular (to the extent it pertains to UPI) and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference number 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges 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 Bidders, by way of a notification on the UPI application and by way of an SMS directing the UPI Bidders to such UPI application) to the UPI Bidders initiated by the Sponsor Banks to authorised blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI, and the subsequent debit of funds in case of Allotment.
UPI Mechanism	The Bidding mechanism that was used by UPI Bidders to make Bids in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
Working Day(s)	All days on which commercial banks in Mumbai, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/Offer Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India are open for business and the time period between the Bid/Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India, as per the circulars issued by SEBI from time to time.

Conventional and general terms and abbreviations

Term	Description
A/c	Account
AGM	Annual general meeting
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Calendar Year or year	Period of twelve months ending on December 31 of that particular year, unless stated otherwise
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires
Companies Act, 2013/ Companies Act	Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time.
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020, and a pandemic on March 11, 2020
CSR	Corporate social responsibility.
Demat	Dematerialised
Depositories Act	Depositories Act, 1996 read with the rules and regulations thereunder
Depository or Depositories	NSDL and CDSL
DIN	Director Identification Number
DP ID	Depository Participant’s Identification Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EBITDA	Earnings before interest, tax, depreciation and amortisation
EGM	Extraordinary general meeting
EPS	Earnings per share
ESI Act	Employees State Insurance Act, 1948
ESIC	Employees State Insurance Corporation
EUR/ €	Euro
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year, Fiscal, FY/ F.Y.	Period of twelve months ending on March 31 of that particular year, unless stated otherwise
FI	Financial institutions
FIR	First information report
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross domestic product
GoI / Central Government	Government of India

Term	Description
GST	Goods and services tax
HUF	Hindu undivided family
IT Act	The Information Technology Act, 2000
I.T. Act	The Income-tax Act, 1961
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Ind AS	Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India, being, accounting principles generally accepted in India including the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended
IPO	Initial public offer
IT	Information technology
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of fund-based lending rate
Mn/ mn	Million
N.A. or NA	Not applicable
NACH	National Automated Clearing House
NAV	Net asset value
NEFT	National electronic fund transfer
Non-Resident	A person resident outside India, as defined under FEMA
NPCI	National payments corporation of India
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NRI/ Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an ‘Overseas Citizen of India’ cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer
P/E Ratio	Price/earnings ratio
PAN	Permanent account number allotted under the I.T. Act
PAT	Profit After Tax
R&D	Research and development
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RONW	Return on net worth
Rs. / Rupees/ ₹ / INR	Indian Rupees
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 FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
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 Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI SBEB 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
Specified Securities	Equity shares and/or convertible securities
State Government	Government of a state of India

Term	Description
U. S. Securities Act	United States Securities Act of 1933, as amended
US GAAP	Generally Accepted Accounting Principles in the United States of America
USA/ U.S. / US	The United States of America
USD / US$	United States Dollars
VAT	Value added tax
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 (*now repealed*) or the SEBI AIF Regulations, as the case may be.
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations

Technical and Industry Related Terms

Term	Description
EPC	Engineering, procurement, and construction
FACTS	Flexible Alternating Current Transmission Systems
HSE	Health, Safety and Environment
HVDC	High Voltage Direct Current
NABL	National Accreditation Board for Testing and Calibration Laboratories
STATCOM	Static synchronous compensator
SVCs	Static VAR Compensators
Revenue from International Markets	Revenue from international markets means the revenue from outside India representing sales generated by exports and sales generated by Endoks.

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

Certain Conventions

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

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

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

Financial Data

Unless stated or the context requires otherwise, the financial information and financial ratios in this Prospectus are derived from our Restated Consolidated Financial Information. For further information, see "*Restated Consolidated Financial Information*" on page 216.

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year and accordingly, all references to a particular financial year or fiscal are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless the context requires otherwise, all references to a year in this Prospectus are to a calendar year and references to a Fiscal/Fiscal Year are to the year ended on March 31, of that calendar year.

Restated consolidated financial information of our Company and Subsidiaries (together referred to as the "**Group**") for the six-month period ended September 30, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, comprising the restated consolidated statement of assets and liabilities of the Group as at September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated statement of cash flows of the Group for the six-month period ended September 30, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of significant accounting policies and other explanatory information for the purpose of inclusion in this Prospectus prepared in terms of the requirements of: a) Section 26 of Part I of Chapter III of the Companies Act, 2013; b) SEBI ICDR Regulations; and c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.

Financial information for the six-month period ended September 30, 2024 may not be indicative of the financial results for the full year and are not comparable with financial information for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022.

We have included in this Prospectus, the Pro Forma Consolidated Financial Information complied by our Company to illustrate the impact of the acquisition of Mehru Electrical and Mechanical Engineers Private Limited that will be undertaken after the date of our Restated Consolidated Financial Information i.e. September 30, 2024, on our restated statement of assets and liabilities as of September 30, 2024 and as of March 31, 2024, as if the acquisition of Mehru Electrical and Mechanical Engineers Private Limited had been consummated on April 1, 2024 and on the restated statement of profit and loss for the six-month period ended September 30, 2024 and the Financial Year ended March 31, 2024, as if the acquisition of Mehru Electrical and Mechanical Engineers Private Limited had consummated on April 1, 2024.

We have included in this Prospectus, the Audited Financial information of Mehru Electrical and Mechanical Engineers Private Limited for the six-month period ended September 30, 2024, and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022. The audited financial information for Mehru Electrical and Mechanical Engineers Private Limited was available on the website of the Company at https://qualitypower.com/ipo-2 from the date of the Red Herring Prospectus till the Bid/Offer Closing Date.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "*Risk Factors – Significant differences exist between Ind AS ("Indian Accounting Standards") and other accounting principles, such as U.S. GAAP ("Generally Accepted Accounting Principles in the United States of America") and IFRS ("International Financial Reporting Standards"), which investors may be more familiar with and may consider material to their assessment of our financial condition.*" on page 34. The degree to which the financial information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Unless otherwise specified, financial information pertaining to India and rest of the world segment pertains to those geographical segments as per Ind AS 108.

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

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

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 22, 152 and 306, respectively, and elsewhere in this Prospectus, unless otherwise stated or context requires otherwise, have been derived from Restated Consolidated Financial Information or non-GAAP financial measures as described below.

Non-GAAP Financial Measures

Certain measures included in this Prospectus, for instance Revenue from Operations, EBITDA, EBITDA Margin, PAT, PAT Margin, Net Worth, ROE, and ROCE (the **"Non-GAAP Measures"**), presented in this Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS, IFRS or US GAAP. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity.

Further, these non-GAAP Measures and other statistical and other information relating to operations and financial performance should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these non-GAAP Measures and other statistical and other information relating to operations and financial performance, are not annualized terms and may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. Further, they may have limited utility as a comparative measure.

Although such non-GAAP financial measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. For further information, see "*Management's Discussion and Analysis of Financial Position and Results of Operations – Key Performance Indicators and Certain Non-GAAP Measures*" on page 310.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Prospectus has been obtained or derived from the report titled "*Research Report on Energy Transition Equipments and Power Technologies Industry*" dated January 20, 2025, prepared by CARE (the "**CARE Report**"), and publicly available information as well as other industry publications and sources. The CARE Report has been commissioned and paid for by our Company and has been exclusively prepared for the purpose of the Offer and was made available on the website of our Company at https://qualitypower.com/ipo-2. CARE is an independent agency which has no relationship with our Company, our Promoters, any of our Directors or Key Managerial Personnel and Senior Management Personnel or the Book Running Lead Manager. CARE was appointed by our Company pursuant to the engagement letter dated January 13, 2024.

The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. Given the scope and extent of the CARE Report, disclosures are limited to certain excerpts and the Report has not been reproduced in its entirety in this Prospectus. There are no parts, data or information which may be relevant for the proposed Offer, that have been left out or changed in any manner. The extent to which the industry and market data presented in this Prospectus is meaningful and depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies, and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in *"Risk Factors – Industry information included in this Prospectus has been derived from an industry report exclusively commissioned and paid for by us for the purposes of the Offer."* on page 38.

In accordance with the disclosure requirements under the SEBI ICDR Regulations, *"Basis for the Offer Price"* on page 90 includes information relating to our peer group companies.

Currency and Units of Presentation

All references to "Rupees" or "₹" or "Rs." Are to Indian Rupees, the official currency of the Republic of India.

All references to "U.S.$", "U.S. Dollar", "USD" or "U.S. Dollars" are to United States Dollars, the official currency of the United States of America.

All references to "The lira", or "₺" are to the Turkish Lira, the official currency of Turkey.

In this Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions. One million represents '10 lakhs' or 1,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, such figures appear in this Prospectus expressed in such denominations or rounded-off to such number of decimal points as provided in their respective sources.

Time

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

Exchange Rates

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

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

Currency	Exchange rate as on			
	Six-month period ended September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	83.78	83.37	82.22	75.81
1 Turkish Lira	2.45	2.57	4.29	5.15

Source: www.fbil.org.in and www.oanda.com.

FORWARD-LOOKING STATEMENTS

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

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

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

- We derive majority of our revenue from international markets, which contributed to more than 74.00% of our total revenue during the six-month period ended September 30, 2024 and in each of the last three Fiscals.
- We are dependent on the performance of the market for High-Voltage Direct Current ("**HVDC**") and Flexible Alternating Current Transmission Systems ("**FACTS**"), which in turn is dependent on a range of social, economic and regulatory factors beyond our control.
- Any disruption, breakdown or shutdown of our operating facilities may have a material adverse effect on our business, financial condition, results of operations and cash flows.
- Any shortages, delay or disruption in the supply of the raw materials we use in our operating process may have a material adverse effect on our business, financial condition, results of operations and cash flows.
- Our Company regularly deals in foreign exchange.
- We do not have long-term agreements with any of our customers. In order to retain some of our existing customers we may also be required to offer terms to such customers which we may place restraints on our resources.
- We are dependent on our top 10 customers who contribute to more than 52.66% of our total revenue from operations during the six-month period ended September 30, 2024 and in each of the last three Fiscals.
- Acquisitions, strategic alliances and investments could be difficult to integrate, disrupt our business and lower our results of operations.
- We are subject to strict quality requirements and any product defect issues or failure by us or our raw material suppliers or our customers to comply with quality standards may lead to the cancellation of existing and future orders, recalls or exposure to potential product liability claims.
- Some of our operating facilities, and our Registered Office are located on leasehold lands and rental basis.

For a further discussion of factors that could cause our actual results to differ, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 22, 152 and 306, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially be different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate.

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

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

The Promoter Selling Shareholder shall ensure that investors are informed of material developments in relation to statements and undertakings specifically made or confirmed by the Promoter Selling Shareholder in the Red Herring Prospectus and this Prospectus until the grant of listing and trading permission by the Stock Exchanges for the Equity Shares pursuant to the Offer.

SECTION II – SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this 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 Prospectus, including the sections titled "Risk Factors", "Our Business", "Industry Overview", "Capital Structure", "The Offer", "Other Financial Information", "Objects of the Offer" and "Outstanding Litigation and Material Developments" beginning on pages 22, 152, 102, 66, 52, 303, 76 and 329 respectively of this Prospectus.

Primary business of our Company

We are an Indian player serving global clients in critical energy transition equipment and power technologies. We provide high voltage electrical equipment and solutions for electrical grid connectivity and energy transition. We are a technology-driven company specializing in the provision of power products and solutions across power generation, transmission, distribution, and automation sectors. Additionally, we offer equipment and solutions tailored for emerging applications such as large-scale renewables. *(Source: Care Report).*

Summary of Industry (*Source: CARE Report*)

The energy transition equipment and power technologies market is poised for significant growth in the coming decades. As governments and businesses around the world intensify their efforts to decarbonize the energy sector, the market for energy transition equipment will continue to expand, driven by technological advancements, supportive policies, and increasing public awareness of the need for climate action.

Name of Promoters

As on the date of this Prospectus, Thalavaidurai Pandyan, Chitra Pandyan, Bharanidharan Pandyan and Pandyan Family Trust are our promoters. For further details, see "*Our Promoters and Promoter Group – Details of our Promoters*" on page 211.

The Offer

The following table summarises the details of the Offer:

Offer	20,204,600* Equity Shares of face value of ₹ 10 each for cash at price of ₹ 425 per Equity Share (including a premium of 415 per Equity Share), aggregating to ₹ 8,586.96 million.
of which	
Fresh Issue(1)	5,294,100* Equity Shares of face value of ₹ 10 each aggregating to ₹ 2,249.99 million
Offer for Sale(2)	14,910,500 Equity Shares of face value of ₹ 10 each by the Promoter Selling Shareholder aggregating to ₹ 6,336.96* million.

**Subject to finalization of the Basis of Allotment.*

(1)The Offer has been authorized by a resolution of our Board pursuant to its resolution dated August 24, 2024, and the Fresh Issue has been authorized by a special resolution of our Shareholder dated September 10, 2024.

(2)The Equity Shares being offered by the Promoter Selling Shareholder are eligible for being offered for sale pursuant to the Offer for Sale in terms of the SEBI ICDR Regulations. For details of the authorisations by the Promoter Selling Shareholder in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures – Authority for the Offer" on page 338.

For details of the Promoter Selling Shareholder and the Offered Shares, please see the sections titled "*The Offer*" and "*Other Regulatory and Statutory Disclosures*" on pages 52 and 338, respectively.

Objects of the Offer

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

Sr. No.	Particulars	Estimated amount* (in ₹ million)
1.	Payment of the purchase consideration for the acquisition of Mehru Electrical and Mechanical Engineers Private Limited	1,170.00
2.	Funding capital expenditure requirements of our Company for purchase plant and machinery	272.17
3.	Funding inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes	611.76
	Total	**2,053.93**

**Subject to finalization of the Basis of Allotment. The amount to be utilised for unidentified acquisitions and general corporate purposes shall not exceed 35% of the Gross Proceeds. The amount utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.*

For further details, see "*Objects of the Offer*" on page 76.

Aggregate pre-Offer shareholding of our Promoters, members of our Promoter Group and Promoter Selling Shareholder

The aggregate pre-Offer shareholding of our Promoters and members of our Promoter Group as a percentage of the pre-Offer paid-up share capital of our Company is set out below:

Sr. No.	**Name of the Shareholder**	**Pre-Offer equity share capital**	
		No. of equity shares	**% of paid-up equity share capital**
Promoters			
1.	Thalavaidurai Pandyan	98,60,480	13.67
2.	Chitra Pandyan*	149,11,000	20.67
3.	Bharanidharan Pandyan	286,19,480	39.66
4.	Pandyan Family Trust	187,59,000	26.00
	Total	**72,149,960**	**100.00**

**Also the, Promoter Selling Shareholder.*

Summary of Restated Consolidated Financial Information

The following summary financial information is derived from our Restated Consolidated Financial Information:

(*in ₹ million, except otherwise stated*)

Particulars	**As at and for the six-month period ended**	**As at / for the Fiscal ended**		
	September 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Share capital	721.50	721.50	1.50	1.50
Net worth(1)	2,386.26	1,903.25	1,756.57	1,602.93
Revenue from operations	1,557.38	3,005.97	2,532.50	1,826.38
Total Income	1,827.15	3,314.01	2,735.51	2,117.33
Restated profit / (loss) for the year/ period	500.78	554.74	398.92	422.27
Restated earnings / (loss) per share (₹) for continuing and discontinued operations				
- Basic(2) (in ₹)	4.56	5.19	2.86	2.29
- Diluted(2) (in ₹)	4.56	5.19	2.86	2.29
Return on Net Worth for equity shareholders (%)	20.99	29.15	22.71	26.34
Net asset value per Equity Share (3) (in ₹)	33.07	26.38	24.35	22.22
Total Borrowings(4)	255.53	382.79	106.07	115.18

(1) *Net worth has been defined under Regulation 2(1)(hh)of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. .*

(2) *Basic and diluted earnings/ (loss) per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).*

(3) *Net Asset Value per Equity Share is defined as the Net worth divided by number of equity shares outstanding as at the end of year/period.*

(4) *Total borrowings consist of current and non-current borrowings.*

For further details, see "*Restated Consolidated Financial Information*" and "*Other Financial Information*" beginning on pages 216 and 303.

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

Our Statutory Auditors have not made any qualifications in the Restated Consolidated Financial Statements, and accordingly, there are no qualifications that have not been given effect to in the Restated Consolidated Financial Information.

Summary of Outstanding Litigation

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

Name of entity	**Criminal proceedings**	**Tax proceedings**	**Statutory or regulatory proceedings**	**Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years including outstanding actions**	**Material civil litigations#**	**Aggregate amount involved* (₹ in million)**
Company						

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years including outstanding actions	Material civil litigations#	Aggregate amount involved* (₹ in million)
By the Company	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil
Against the Company	Nil	Nil	Nil	*(Not applicable)*	1[@]	127.50
Directors						
By our Directors	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil
Against the Directors	Nil	Nil	Nil	*(Not applicable)*	1[^]	Nil
Promoters						
By Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By Subsidiaries	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil
Against Subsidiaries	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil

**To the extent quantifiable.*
#In accordance with the Materiality Policy.
[@]While the information available on the E-courts services website discloses that the suit has been disposed of, as on the date of this Prospectus, no order in relation to the said disposition has been passed by the Court.

As on the date of this Prospectus, our Company does not have any Group Company.

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" on page 329.

Risk Factors

Specific attention of Investors is invited to the section "*Risk Factors*" on page 22. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

Summary of Contingent Liabilities

The following is a summary table of our contingent liabilities as at September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets:

(₹ in million)

Particulars	As at	As at		
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Letter of credit	Nil	Nil	0.93	Nil
Bank Guarantees issued	1,100.38	403.33	211.73	198.04
Total	**1,100.38**	**403.33**	**212.66**	**198.04**

For further details of our contingent liabilities (as per Ind AS 37) as on March 31, 2024, see "*Restated Consolidated Financial Information – Note 45(b)*" on page 285.

Summary of Related Party Transactions

A summary of related party transactions (post inter-company eliminations) as per Ind AS 24 – Related Party Disclosures, read with the SEBI ICDR Regulations entered into by our Company for the six-month period ended September 30, 2024 and the financial years ended March 31, 2024, 2023 and 2022, as per Ind AS 24 –Related Party Disclosures read with SEBI ICDR Regulations and derived from the Restated Consolidated Financial Information are as set forth below:

(in ₹ million)

Name of the Related Party	Nature of Transactions	Six-month period ended September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Mr. Thalavaidurai Pandyan	Salary and Benefits	10.35	20.70	13.80	13.80
Mr.Bharanidharan Pandyan	Salary and Benefits	10.35	20.70	13.80	13.80
Mrs. Chitra Pandyan	Salary and Benefits	2.48	4.95	3.30	3.30
Mrs. Nivetha Bharanidharan	Salary and Benefits	4.32	8.64	5.76	5.76
Mr. Mahesh Vitthal Saralaya	Salary and Benefits	0.55	1.06	0.97	0.93
Mr. Rajesh Jayaraman	Salary and Benefits	1.53	0.34	Nil	Nil

Name of the Related Party	Nature of Transactions	Six-month period ended September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Mr. Tushar Deshpande	Salary and Benefits	0.09	0.07	Nil	Nil
Mr. Deepak Suryavanshi	Salary and Benefits	0.28	Nil	Nil	Nil
Mr. Thalavaidurai Pandyan	Interest on Unsecured Loans	0.01	0.22	Nil	Nil
Mr.Bharanidharan Pandyan	Interest on Unsecured Loans	0.04	0.87	Nil	Nil
Mrs. Chitra Pandyan	Interest on Unsecured Loans	0.04	1.18	Nil	Nil
Mrs. Nivetha Bharanidharan	Interest on Unsecured Loans	0.01	0.26	Nil	Nil
Mr. Rajendra Sheshadri Iyer	Sitting fees & Commission	1.45	Nil	Nil	Nil
Mr. Sadayandi Ramesh	Sitting fees & Commission	0.05	Nil	Nil	Nil
Mr. Shailesh Kumar Mishra	Sitting fees & Commission	0.93	Nil	Nil	Nil
Mrs. Pournima Suresh Kulkarni	Sitting fees & Commission	0.25	Nil	Nil	Nil
Mrs. Chitra Pandyan	Guest House Rent	Nil	0.14	0.18	0.18
Mr.Bharanidharan Pandyan	Rent for Delhi Office	0.60	1.20	1.20	1.20
Quality Power Engineering Projects Private Limited	Rental Expense	0.30	Nil	Nil	Nil
Quality Power Engineering Projects Private Limited	Rental Income	3.00	6.00	6.00	6.00
Endoks Enerji Anonim Șirketi	Sales	10.68	34.52	81.25	99.13
	Purchases	Nil	1.91	Nil	Nil
Quality Power Engineering Projects Private Limited	Purchases (Manpower Service Charges)	3.60	7.20	7.20	11.05
Quality Power Engineering Projects Private Limited	Purchases (Raw Materials)	55.61	115.00	61.94	59.46
Quality Power Engineering Projects Private Limited	Purchases	4.98	4.46	0.11	Nil
S & S Transformers and Accessories Private Limited	Purchases (Asset)	Nil	Nil	0.20	0.50
S & S Transformers and Accessories Private Limited	Purchases (Raw Material)	Nil	1.00	0.30	NIL
Quality Power Engineering Projects Private Limited	Machinery Rent	1.20	2.40	2.40	2.40
S & S Transformers and Accessories Private Limited	Advances Given	Nil	Nil	Nil	1.15
S & S Transformers and Accessories Private Limited	Advance Given	Nil	0.69	Nil	Nil
S & S Transformers and Accessories Private Limited	Royalty	0.60	1.20	Nil	Nil
Mr. Thalavaidurai Pandyan	Salary and Benefits	1.53	3.05	3.05	3.05
Mr.Bharanidharan Pandyan	Salary and Benefits	1.53	3.05	3.05	3.05
Mrs Chitra Pandyan	Salary and Benefits	4.50	9.00	9.00	4.20
Mrs.Nivetha Bharanidharan	Salary and Benefits	4.20	8.40	8.40	3.60
Onur Emre TERCİYANLI	Director, salary, remunerations	4.79	9.95	7.24	4.15
Onur Emre TERCİYANLI	Advance	Nil	144.86	210.73	0.65
Alper TERCİYANLI	Receivables arising from relationship	0.47	88.37	48.52	7.21
Alper ÇETİN	Debt arising from relationship	0.10	48.46	84.63	59.31
Alper ÇETİN	Debt arising from relationship	0.03	Nil	Nil	Nil
Alper ÇETİN	Director, salary, remunerations	7.16	17.56	10.96	6.15

For details of the related party transactions, see "*Restated Consolidated Financial Information – Note 39 – Related Party Transactions*" on page 275.

Financing arrangements

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

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

Weighted average price at which the specified securities were acquired by our Promoters and the Promoter Selling Shareholder in the last one year is given below:

Name of the Promoter	Number of Equity Shares acquired	Weighted average price of acquisition per Specified Securities (in ₹)**
Thalavaidurai Pandyan	N.A.	N.A.
Chitra Pandyan*	N.A.	N.A.
Bharanidharan Pandyan	N.A.	N.A.
Pandyan Family Trust	18,759,000	Nil

**Also the Promoter Selling Shareholder.*
***As certified by Kishor Gujar & Associates, Chartered Accountants, Statutory Auditors of our Company, by way of their certificate dated February 20, 2025.*

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

Period	Weighted average cost of acquisition (in ₹)*	Cap Price is 'x' times the weighted average cost of acquisition	Range of acquisition price: lowest price – highest price (in ₹)
Last one year preceding the date of Prospectus	100.00	4.25	100.00
Last 18 months preceding the date of Prospectus	100.00	4.25	100.00
Last three years preceding the date of Prospectus	100.00	4.25	100.00

**As certified by Kishor Gujar & Associates, Chartered Accountants, Statutory Auditors of our Company, by way of their certificate dated February 20, 2025.*
#Excludes acquisition of all shares by way of gift.

Average cost of acquisition of Equity Shares by our Promoter and Promoter Selling Shareholder

The average cost of acquisition of Equity Shares by our Promoter and the Promoter Selling Shareholder as at the date of this Prospectus, is:

Name of Promoter	Number of Equity Shares held	Average cost per Equity Share (₹)**
Promoters		
Thalavaidurai Pandyan	98,60,480	0.06
Chitra Pandyan*	149,11,000	0.02
Bharanidharan Pandyan	286,19,480	0.02
Pandyan Family Trust	187,59,000	Nil

**Also the Promoter Selling Shareholder*
***As certified by Kishor Gujar & Associates, Chartered Accountants, Statutory Auditors of our Company, pursuant to their certificate dated February 20, 2025.*

Acquisition of equity shares in the last three years by our Promoters, members of the Promoter Group and the Promoter Selling Shareholder

The price at which equity shares were acquired by Promoters, members of the Promoter Group, the Promoter Selling Shareholder, as applicable, in the last three years is set forth below:

Name of Shareholder	Date of acquisition	Number of equity shares acquired	Face value (₹)	Acquisition price per Equity Share (in ₹)*
Promoters				
Pandyan Family Trust	August 16, 2024	187,59,000	10	N.A.**

**As certified by Kishor Gujar & Associates, Chartered Accountants, Statutory Auditors of our Company, by way of their certificate dated February 20, 2025.*
***Shares were acquired by way of gift.*

Our Company does not have any Shareholders entitled with the right to nominate directors or any other rights.

Details of pre-IPO Placement

Our Company has not undertaken a Pre-IPO Placement.

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

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

Split or consolidation of equity shares in the last one year

Our Company has not undertaken any split or consolidation of its Equity Shares in the one year preceding the date of filing of this Prospectus.

Exemption under securities laws

Our Company has not sought any exemption from SEBI in respect to the Offer, from complying with any provisions of securities laws, as on the date of this Prospectus.

SECTION III – RISK FACTORS

Unless otherwise stated, references in this section to the "Company" or "our Company" means "Quality Power Electrical Equipments Limited", and "we", "our" or "us" (including in the context of any financial information) is a reference to our Company together with our Subsidiaries.

To obtain a complete understanding of our Company and business, prospective investors should read this section in conjunction with "Our Business", "Industry Overview", "Other Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 152, 102, 303 and 306, respectively as well as financial and other information contained in this Prospectus as a whole. Additionally, please refer to "Definitions and Abbreviations" on page 1 for definition of certain terms used in this section.

Some of the information in the following section, especially information with respect to our plans and strategies, consists of certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. You should read the section "Forward-Looking Statements" on page 14 for a discussion of the risks and uncertainties related to those statements and the section "Our Business" on page 152 for a discussion of certain risks that may affect our business, financial condition, or results of operations.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Research Report on Energy Transition Equipment & Power Technologies Industry" dated January 20, 2025 (the "**CARE Report**"), prepared and released by CARE Analytics and Advisory Private Limited ("**CARE**"). The CARE Report has been exclusively commissioned and paid for by our Company pursuant to an engagement letter dated January 13, 2024, for the purpose of understanding the industry in which we operate and in connection with this Offer. See "Risk Factors – Industry information included in this Prospectus has been derived from an industry report exclusively commissioned and paid for by us for the purposes of the Offer" on page 38. A copy of the CARE Report was made available on the website of our Company at https://qualitypower.com/ipo-2 from the date of the Red Herring Prospectus till the Bid Offer/Closing Date.*

INTERNAL RISK FACTORS

1. We derive majority of our revenue from international markets, which contributed to more than 74.00% of our total revenue during the six-month period ended September 30, 2024 and in each of the last three Fiscals. We plan to further expand into new geographical regions and may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected.

Our portfolio comprises product offerings that span across domestic and international markets, enabling us to access our customers effectively. The key regions we cater to include Asia, Middle East, North America, South America, Australia and Europe. The breakdown of our revenue generated from our domestic and international markets, for the relevant financial periods, are indicated in the table below:

Markets	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (₹ *in million*)	As a % of our total revenue from operations	Revenue (₹ *in million*)	As a % of our total revenue from operations	Revenue (₹ *in million*)	As a % of our total revenue from operations	Revenue (₹ *in million*)	As a % of our total revenue from operations
Domestic	352.45	22.63	489.87	16.30	518.81	20.49	394.72	21.61
International	1,179.99	75.77	2,425.15	80.68	1,948.30	76.93	1,356.51	74.27
Other Operating Revenue	24.94	1.60	90.95	3.03	65.39	2.58	75.15	4.11
Total	**1,557.38**	**100.00**	**3,005.97**	**100.00**	**2,532.50**	**100.00**	**1,826.38**	**100.00**

As indicated above, a substantial portion of our revenue is earned from overseas operations, which includes revenue generated from one of our Subsidiaries i.e. Endoks which is based in Turkey. Any adverse events or circumstances in Turkey or in any other countries in which we operate, including a market slow down, economic crisis, epidemic, political unrest, or other factors affecting the power transmission industries, may have a material adverse effect on our business, financial condition, results of operations and cash flows.

The top 10 countries to which our customers belong to are Turkey, India, U.S.A, Spain, South Korea, Mexico, Israel, Vietnam, United Arab Emirates and China. Our revenue from international markets is subject to risks that are specific to each country and region in which we operate, as well as risks associated with international markets in general. Our revenue from international markets is subject to, among other risks and uncertainties, the following:

i. demand for our products by our customers located outside India;

ii. social, economic, political, geopolitical conditions and adverse weather conditions, such as natural disasters, civil disturbance, terrorist attacks, war or other military action would affect our business and operations and may also prevent us from production or delivery of our products to our customers;

iii. 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;

iv. 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;

v. fluctuations in foreign currency exchange rates against the Indian Rupee, may affect our results of operations, the value of our export receivables, the relative prices at which we and our competitors sell products in the same markets and the cost of certain inventory and non-inventory items required for our operations. For instance, fluctuation of the Pound Sterling, Euro and U.S. Dollar would have an impact on the export revenues and profits of our operations;

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

vii. inability to effectively enforce contractual or legal rights and adverse tax consequences; and

viii. differing accounting standards and interpretations.

In addition, we may not perform as expected in our international markets, because our competitors and the established players in these markets may have more experience in operating in such market, which could allow them to have better relationships with distributors and consumers, gain early access to information regarding attractive sales opportunities and, in general, be better placed to launch products with other advantages of being a first mover.

Further, as part of our expansion plans, we intend to focus on overseas operations and expand our customer base by identifying the locations in new regions new or acquire running operating facilities. The risks involved in entering new geographical regions and expanding operations in those areas, may be higher than expected. As we enter new locations, we will face competition from regional or national players, who may have an established local presence, and may be more familiar with local customers' design preferences, business practices and customs. By expanding into new geographical regions, we may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected. While we have not experienced any of the above risks that had an adverse impact on our business operations and financial conditions in the last three Fiscals, we cannot assure that these risks will not arise in the future.

2. We are dependent on the performance of the market for High-Voltage Direct Current ("HVDC") and Flexible Alternating Current Transmission Systems ("FACTS"), which in turn is dependent on a range of social, economic and regulatory factors beyond our control. Any adverse trend in such markets could have a material adverse effect on our business, financial condition, results of operations and cash flows.

As a manufacturer and supplier of customized products such as reactors, transformers, static var compensators ("**SVC**") and static synchronous compensators ("**STATCOM**") our business is dependent on the performance of the market for high-voltage direct current ("**HVDC**") and flexible alternating current transmission systems ("**FACTS**").

Set out below is the category-wise break-up of our revenue for the six-month period ended September 30, 2024 and for the financial years ended March 31, 2024, 2023 and 2022:

Category	**Six-month period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (₹ *in million*)	**As a % of our total revenue from operations**	**Revenue (₹ *in million*)**	**As a % of our total revenue from operations**	**Revenue (₹ *in million*)**	**As a % of our total revenue from operations**	**Revenue (₹ *in million*)**	**As a % of our total revenue from operations**
Power products(1)	698.04	44.82	1,238.60	41.20	849.01	33.52	615.84	33.72
Power quality systems (2)	834.40	53.58	1,676.42	55.77	1,618.10	63.89	1,135.39	62.17
Others(3)	24.94	1.60	90.95	3.03	65.39	2.58	75.15	4.11

Category	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (₹ *in million*)	As a % of our total revenue from operations	Revenue (₹ *in million*)	As a % of our total revenue from operations	Revenue (₹ *in million*)	As a % of our total revenue from operations	Revenue (₹ *in million*)	As a % of our total revenue from operations
Total	**1,557.38**	**100.00**	**3,005.97**	**100.00**	**2,532.50**	**100.00**	**1,826.38**	**100.00**

(1)Power Products include a range of power products such as reactors, line traps, transformers, and instrument transformers. We also provide line tuners, metal-enclosed capacitor banks, and composites.
(2)Power Quality Systems include static VAR compensators (SVC), STATCOMs, harmonic filters, capacitor banks, and shunt reactors.
(3)Includes export incentives, packaging, freight, exchange rate difference, testing, inspection and service & repairs, etc.

Some of the factors which affect the performance of these markets include socio-economic factors such as changes in government policies, economic conditions, demographic trends, employment and income levels and interest rates, global adoption of renewable energy, and technological developments. Further, the global transmission line market is also poised for a transformative shift as the power generation sector is moving towards more sustainable and energy-efficient energy sources. The cross-border energy transition and multilateral power trade around the world especially in USA, Europe, Middle East, and India are expected to attract investments in the sector and grow the sector (*Source: Care Report*). The transition from traditional to more sustainable and energy-efficient energy sources in turn is dependent on numerous social, economic and environmental factors, including changes in government policies and economic conditions. There can be no assurance that the transition or industry at large will not undergo any adverse trend or de-growth. Any adverse trends in the industry may result in cancellation of orders placed by our customers. While there have been no instances of cancellation of orders placed by our customers in the last three fiscal years, there cannot be any assurance that we may not face any cancellations in the future. Any such cancellations may have a material adverse effect on our business, financial condition, results of operations and cash flows.

Further, the nature of our business is capital intensive. While certain factors, such as general macroeconomic and consumer trends, have directly correlated impacts on demand in our industry, others can have indirect consequences that are difficult to predict and beyond our control and may result in our investments not yielding the expected results due to factors beyond our control. For example, the upfront capital costs associated with HVDC and FACTS projects can be substantial, as HVDC and FACTS systems involve complex engineering and sophisticated technologies. The design, manufacturing, and installation of specialized components, such as converters, transformers, and control systems, contribute to the overall complexity, driving up costs. In the six-month period ended September 30, 2024, and during Fiscal 2024, 2023 and 2022, we incurred capital expenditure aggregating to ₹ 37.62 million, ₹ 357.41 million, ₹ 72.57 million and ₹ 30.90 million, respectively. There can be no assurance that such capital expenditure requirements will corelate to growth in our business.

In addition to social, economic and environmental factors, the HVDC and FACTS market may be significantly influenced by evolving regulatory frameworks, such as the 'Make in India' initiative, which encourages domestic manufacturing, as well as stringent local operating compliance requirements. Additionally, changes in import-export regulations and restrictions could further impact the market dynamics, potentially affecting the availability of raw materials, components, and finished products. Given the impact of various industry-related factors on our business, we cannot assure you that the demand for our products in the future will grow, or will not decrease, which could have a material adverse effect on our business, results of operations and financial condition.

3. ***Any disruption, breakdown or shutdown of our operating facilities may have a material adverse effect on our business, financial condition, results of operations and cash flows.***

We have a total of seven operating facilities which are located in India at Sangli, Maharashtra, and Aluva, Kerala and in Turkey at Ankara. Operating facilities are categorised as those facilities of the Company from where the Company conducts its operations for sales and supply of products to its customers. The six India based operating facilities are engaged in manufacturing of products and the one Turkey based facilities are engaged in design, operation, assembly, project management and delivery operations.

We are dependent on our operating facilities for the production of our products and providing of our services. Adverse events affecting the geographical areas where our operating facilities are located such as our facility in Turkey, may disrupt our production and operations, leading to potential delays, increased costs, and interruptions in the supply chain. While we have not experienced any such disruptions in the past, there cannot be any assurance that we will not experience it in the future.

Further, our operating 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, labor disputes, natural disasters, industrial accidents, infectious diseases (such as COVID-19 pandemic), political instability, the need to comply with the directives of relevant government authorities and the requirement to obtain certain material approvals to operate our operating facilities. For example, our operating facility located at

Sangli, Maharashtra was temporarily shut down/closed for approximately three weeks to comply with the COVID-19 lockdown orders issued by the Government of India in the year 2020. For details of our capacity and utilization, please refer to section "*Our business - Manufacturing Capacity and Capacity Utilisation*" on page 177.

Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted supply of our products is critical to our business. While we seek to ensure a timely supply of our products to our customers and there have not been any material delays in the past, our customer relationships, business and financial results may be adversely affected by any disruption of operations of our product lines and installed capacity, due to any of the factors mentioned above.

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

We use key raw materials such as steel for structural components, copper and aluminum for conductive elements, insulating materials including paper or fiberglass, and magnetic cores typically made of iron or ferrite. While we follow a just-in-time delivery or lean operating process for procurement of our raw materials, the table below indicates details of the number of days' worth of inventory of raw materials and work-in-progress goods that we typically maintain at our facilities.

Particulars	Six-month period ended	For Fiscal		
	September 30, 2024	2024	2023	2022
Days of inventory of raw materials and work-in-progress goods at our operating facilities	78	63	103	107

While we strive to maintain adequate inventory levels, we have experienced certain instances in the past of shortages of raw materials and work-in-progress goods from our suppliers during COVID -19 when we resumed our production at our operating facilities subsequent to the lockdown period.

If we face a shortage in raw materials in the future, there can be no assurance that we may be able to acquire the raw materials from the market in a timely manner, or at all, and if we are not able to procure raw materials in sufficient quantities, we may not be able to manufacture our products according to our pre-determined timeframes or as contracted with our customers, at our previously estimated product costs, or at all. Therefore, any shortage, delay or disruption in supply of any of our raw materials could have an adverse effect on our business, results of operations, cash flows and reputation. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations- Principal Factors Affecting our Results of Operations*" beginning on page 307.

Further, our operations are dependent upon the price and availability of the raw materials that we require for the production of our products. Our primary raw materials include metal (such as aluminium, copper, and steel), insulation materials, resins, power electronic semiconductors, insulators, capacitors, and switchgear components. The following table sets forth the details of our total cost of materials for the periods indicated:

Particulars	Six-month period ended	For Fiscal		
	September 30, 2024	2024	2023	2022
Cost of Materials Consumed (₹ million)	878.32	2,053.04	1,575.33	1,079.94
Cost of Materials Consumed as a Percentage of Total Expenses (%)	68.81	76.49	69.68	66.31

The proportion of material costs to total expenses has been rising over the past three fiscal years, primarily due to the increasing prices of key raw materials such as copper and aluminum. Furthermore, the limited number of suppliers for raw materials, crucial to the manufacturing process of our Company, including aluminum and copper conductors, epoxy resin, and insulators, has contributed to the increase in raw material costs. The increase in these costs have not had any material adverse effect on the Restated Consolidated Financial Information of our Company. Any increase in prices of our raw materials may adversely affect our financial performance and results of operations.

For further details in relation to procurement of our raw materials, see "*Our Business – Raw Materials and Suppliers*" on page 175.

We have in the past experienced cost fluctuations for these raw materials due to volatility in the commodity markets and have mitigated the risk of cost fluctuations by adjusting the selling price of our products. However, increasing global demand for, and uncertain supply of, any such raw materials could disrupt us or our suppliers' ability to obtain such raw materials in a timely manner to meet our supply needs and at competitive prices and may lead to increased costs. The prices and supply of these raw materials are also affected by, among others, general economic conditions, competition, production costs and levels, the occurrence of pandemic (such as COVID-19), transportation costs, indirect taxes and import duties, tariffs and fluctuations in the foreign currency exchange rate.

Any increase in the cost of inputs to our production could lead to higher costs for our products. If we increase the prices of our products to offset the impact of higher costs, this may cause certain of our customers to cancel orders or refrain from purchasing our products, which may materially and adversely reduce the demand for our products, and thus, negatively impact our operating results. While we have not faced any such cancellations in the past, there cannot be any assurance that we may not face the same going forward. If we are unable to pass on cost increases to our customers or are unsuccessful in managing the effects of raw material price fluctuations, our business, financial condition, results of operations and cash flows could be materially and adversely affected. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations- Principal Factors Affecting our Results of Operations*" on page 307.

5. ***Our Company regularly deals in foreign exchange. Our inability to handle foreign currency fluctuation risks associated with our export sales could negatively affect our sales to customers in foreign countries, as well as our operations and representations in such countries, and our overall profitability.***

During the six-month period ended September 30, 2024 and during Fiscals 2024, 2023 and 2022, we exported our products to 100 countries and a portion of our business transactions were denominated in foreign currencies. Our revenue from operations from outside India for the six-month period ended September 30, 2024, and during Fiscals 2024, 2023 and 2022 constituted as follows:

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from international markets (in ₹ million)	1,179.99	2,425.15	1,948.30	1,356.51
Revenue from international markets as a % as a percentage of revenue from operations	75.77	80.68	76.93	74.27

Fluctuations, including the depreciation of the Indian Rupee against the Lira, USD, Euro, British Pound and other foreign currencies, as well as the depreciation of the USD and Lira, may adversely impact our operational results, particularly with respect to any proposed capital expenditures in foreign currencies. While we generally attempt to mitigate the effects of exchange rate volatility by adjusting our pricing to customers and by earning revenues in the respective currencies to establish a natural hedge, there can be no assurance that we will be able to do so promptly or fully. This may negatively affect our business, financial condition, results of operations, and cash flows. For details on the exchange rates between the Indian Rupee and the Turkish Lira, see "*Certain Conventions, Presentation of Financial, Industry and Market Data – Exchange Rates*" on page 13.

6. ***We do not have long-term agreements with any of our customers. In order to retain some of our existing customers we may also be required to offer terms to such customers which we may place restraints on our resources. Our inability to maintain our customer network in India and globally and attract additional customers may have a material adverse effect on our results of operations and financial condition.***

Our Company has presence in domestic and international markets and are exporting our products in over 100 customer reference points. As of September 30, 2024, we had 143 customers. Our end customers include power utilities, power industries, and renewable energy entities.

We do not have long-term agreements with any of our customers and manufacture and sell our products through purchase orders with certain customers within India and abroad. The success of our business is accordingly significantly dependent on us maintaining cordial relationships with our customers. There can be no assurance that we can continue to maintain our networks of customers on commercially favorable terms or at all. The success of our business depends on maintaining good relationships with customers and ensuring that these customers find our products to be commercially remunerative and have continuing demand on the market. In addition, our growth as a business depends on our ability to attract additional customers. Furthermore, we have limited ability to manage the activities of independent third party suppliers and we cannot assure that they will, at all times, strictly adhere to the terms and conditions of our arrangements with them.

Additionally, in order to retain some of our existing customers we may also be required to offer terms to such customers which we may place restraints on our resources. We cannot assure you that we will be able to maintain historic levels of business with our top customers or negotiate commercially favorably arrangements. Further, we may be reluctant to proceed against customer and strain the relations in the event of disagreements or disputes relating to our services.

7. ***We are dependent on our top 10 customers who contribute to more than 52.66% of our total revenue from operations during the six-month period ended September 30, 2024 and in each of the last three Fiscals and the loss of any of these customers or a significant reduction in purchases by any of them could adversely affect our business, results of operations and financial condition.***

We derived more than 52.66% of our total revenue from operations from the sale of products to our top 10 customers during the six-month period ended September 30, 2024 and in Fiscal 2024, Fiscal 2023, and Fiscal 2022. The table below sets forth the revenue derived from our top 3 customers, top 5 customers and top 10 customers during the respective financial years:

Particulars	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Top 3 customers	508.20	32.63	816.16	27.15	615.25	24.29	563.11	30.83
Top 5 customers	635.90	40.83	1,191.01	39.62	896.25	35.39	693.85	37.99
Top 10 customers	862.10	55.36	1,748.69	58.17	1,410.44	55.69	961.74	52.66

Our customers include GE T&D Vernova India Limited, Hitachi Energy Limited and Kalpataru Projects International Limited (*formerly known as Kalpataru Power Transmission Limited*), among others. The disclosure of Hitachi Energy Limited has only been made for such customers who have provided consent to being named in this Prospectus. The remaining names of the top 10 customers as of the six-month period ended September 30, 2024, and during Fiscal 2024, Fiscal 2023 and Fiscal 2022 have not been included due to confidentiality reasons and non-receipt of consent from such customers to be named in this Prospectus.

We depend and expect to continue to depend on our top 10 customers for a substantial portion of our total revenue from operations. The loss of any of our top 10 customers (in particular our largest customer) for any reason (including due to loss of, or failure of our customers to win orders / contracts from their customers to renew our existing arrangements with our customers; limitation to meet any change in quality specification, change in technology; disputes with a customer; adverse changes in the financial condition of our customers, such as possible bankruptcy or liquidation or other financial hardship) could have a material adverse effect on our business, results of operations and financial condition.

Further, we rely on purchase orders and delivery schedules issued by our customers from time to time, that set out the price per unit, volume and other terms of sales for our products. However, such purchase orders/delivery schedules may be cancelled unilaterally with or without cause and should such cancellation take place, it may have an adverse impact on our revenue and results of operations.

While there have not been a significant number of orders cancelled during the six-month period ended September 30, 2024, and in each of the past three Fiscals, there can be no assurance this trend will continue, and future cancellations orders might have an impact on our results of operations and business in the future. Furthermore, there is no assurance that our top 10 customers will continue to source products from us at volumes or rates consistent with, and commensurate to, the amount of business received from them historically, or at all. While our top 10 customers have not terminated their relationship with us or reduced the demand for our products during the six-month period ended September 30, 2024, and in the last three Fiscals, any decrease in the demand for our products from our top 10 customers, or a termination of our arrangements altogether, would adversely impact our results of operations, financial condition and cash flow.

8. ***Acquisitions, strategic alliances and investments could be difficult to integrate, disrupt our business and lower our results of operations.***

We may enter into select strategic alliances and potential strategic acquisitions that are complementary to our business and operations, including opportunities that can help us further improve our technology system. These strategic alliances with third parties could subject us to a number of risks, including risks associated with sharing proprietary information, non-performance or default by counterparties, and increased expenses in establishing these new alliances, any of which may materially and adversely affect our business. We may have limited ability to control or monitor the actions of our strategic partners. To the extent a strategic partner suffers any negative publicity as a result of its business operations, our reputation may be negatively affected by virtue of our association with such party. Strategic acquisitions and subsequent integrations of newly acquired businesses require significant managerial and financial resources, which could divert resources from our existing operations and negatively impact our growth.

We have entered into a sale and purchase agreement ("**SPA**") with Mehru Electrical and Mechanical Engineers Private Limited ("**Mehru**") and certain individuals, wherein the Net Proceeds of the Offer will be utilized to acquire 51.00 % stake in Mehru. For further details see "*Objects of the Offer – Details of the Objects – Payment of the purchase consideration for the acquisition of Mehru Electrical and Mechanical Engineers Private Limited*" on page 78. The proposed acquisition of Mehru is of critical importance to our business, and any failure to complete this transaction would have a substantial adverse effect on our operations and strategic objectives. For consequences of our inability to complete transaction, please also see *"– Objects of the Offer for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval."* on page 30.

There is no assurance that the acquired business or assets will generate the expected financial results, integration opportunities, synergies, or other benefits immediately, or at all, and they may incur losses. The costs and duration of integrating Mehru could materially exceed our expectations, potentially harming our operational results. Furthermore, we may face reputational or financial risks in resolving outstanding litigations, contractual liabilities, or financial indebtedness that come with this acquisition.

These decisions reflect our dynamic approach to growth, characterized by an acquisitive past where we have consistently sought opportunities to expand our footprint. While our growth strategy remains centred on acquisitions, we cannot sure you that our acquisitions would assist in our growth strategy. Further, we may also face operational and structural integration challenges in integrating IT systems, retaining relationships with key employees of acquired businesses, and increased regulatory and compliance requirements. If any of such challenges are not resolved in our favour, we could lose opportunities in strategic acquisitions and alliances, and our business, financial condition and results of operations will be materially and adversely affected.

9. We are subject to strict quality requirements and any product defect issues or failure by us or our raw material suppliers or our customers to comply with quality standards may lead to the cancellation of existing and future orders, recalls or exposure to potential product liability claims.

We face an inherent business risk of exposure to product defects and subsequent liability claims if the use of any of our products results in personal injury or property damage. We may not be able to meet regulatory quality standards in India or abroad, or the quality standards imposed by our customers, raw material suppliers and applicable to our operating processes, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. We are also required to obtain material approvals and certifications for product quality verification in India and other jurisdictions. We are, ISO 9001:2015, ISO 14001:2015 and ISO 45001:2015, certified manufacturer. Further, our operating facilities are subjected to rigorous quality control checks, accreditation requirements, and periodic inspections and customer audit from various regulatory agencies that have issued us product and system certifications. While we have not experienced any instances of defect issues or failure to comply with the quality standards in the past, if any of our products do not meet regulatory standards or are defective, we may be, *inter alia*, (i) responsible for damages relating to any defective products, (ii) required to replace, recall or redesign such products, (iii) incur significant costs to defend any such claims or (iv) restricted to produce or market such products to our customers.

While there have not been any material product liability claims made against our products or any cancellation of existing or future orders resulting in a material adverse impact on our business, financial condition, results of operations and cash flows, there can be no assurance that this will continue in the future. There can be no assurance that we comply or can continue to comply with all regulatory requirements or the quality requirement standards of our customers. Because of the long useful life of some our products, it is possible that latent defects might not appear for several years. There is no guarantee that any future non-compliance with quality standards will not result in a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

The failure by us or any of our suppliers to achieve or maintain compliance with regulatory requirements or quality standards may disrupt our ability to supply products sufficient to meet demand until compliance is achieved. The quality of raw materials will have an impact on the quality of the finished products and in turn affect our brand image, business and revenue. Our failure to comply with applicable regulations could cause adverse consequences to be imposed on us, including warning letters, fines, injunctions, civil penalties, the refusal of regulatory authorities to grant approvals, delays, suspensions or withdrawal of approvals, license revocation, seizures or recalls of products, operating restrictions and criminal prosecutions, all of which could harm our business. While there have been no instances in the past, we cannot assure you that these risks will not arise in the future. There can be no assurance that if we need to engage new suppliers to satisfy our business requirement, we will be able to locate new suppliers in compliance with regulatory requirements in a timely manner, or at all. Failure to do so could lead to the cancellation of existing and future orders and have a material adverse effect on our business and revenue.

10. ***Some of our operating facilities, and our Registered Office are located on leasehold lands and rental basis. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be a material adverse effect on our business, financial condition and operations.***

Some of our operating facilities located in Sangli, Maharashtra are operating on leasehold land from Maharashtra Industrial Development Corporation. For details, please refer to "*Our Business – Properties*" on page 181. The agreements are among other obligations, subject to the following:

- payment of rent, rates, taxes, and service charges, as well as complying with environmental regulations and building requirements;
- planation of trees along the periphery of the plot within a specified time frame and maintain them throughout the lease term;
- prohibition from excavating or building beyond certain limits without prior consent;
- Compliance with water, air, and environmental pollution control acts and regulations, including obtaining necessary permits and memberships; and
- to insure buildings against fire, maintain the premises in good condition, and allow inspections for repairs and compliance.

While we have not experienced any issue in renewing the lease arrangement of our above-mentioned operating facilities in the past, however, if we are unable to renew certain or all of these leases on commercially reasonable terms, or at all, and are not able to relocate our operating 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.

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

To keep abreast of the most updated technology and respond effectively to changing customer preferences and requirements, we must be able to develop and produce new products to meet our customers' demand in a timely manner. For instance, the increasing integration of renewable energy sources, such as wind and solar, into the U.S. grid has driven interest in HVDC transmission systems. HVDC can efficiently transport power from remote renewable energy sites to demand centres, overcoming transmission challenges associated with long distances (*Source: CARE Report*). The Middle East has been investing in renewable energy projects, including solar and wind power. HVDC systems can be instrumental in efficiently transmitting electricity generated from renewable sources, especially from remote areas with abundant renewable resources (*Source: CARE Report*).

We assemble and manufacture metal-enclosed capacitor banks to meet the project requirements and specifications of our customers. Additionally, we have tested our metal enclosed capacitor banks for oil & gas requirements for fire and safety like internal arc tests. During the last financial year, we have launched a line matching unit and metal enclosed capacitor banks as new products. Further, as of September 30, 2024, we are working on multiple upgrades of existing product lines and intend to continue developing products suited to electrical requirements as of the date of this Prospectus. For further details in relation to total number of products launched during the six-month period ended September 30, 2024, and during Fiscals 2024, 2023 and 2022, please see "*Our Business*" on page 152.

Please see below the details in relation to the capital expenditure incurred by us during the six-month period ended September 30, 2024, and during Fiscals 2024, 2023 and 2022:

(in ₹ million, except specifically mentioned)

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Capital Expenditure	37.62	357.41	72.57	30.90
Capital Expenditure as a percentage of total expenditure	2.95	13.32	3.21	1.90

We have funded the above capital expenditure by a combination of internal accruals and debt for the purpose of purchase of land aggregating to ₹ 239.60 million for potential business expansion opportunities and investment purposes. The balance amount was spent on the purchase of plant and machinery, vehicles and office equipment for improving operational capabilities.

Our new products may not receive customer acceptance as customer 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 customer preferences by adjusting the mix of existing product offerings, developing new products, or fail to install and commission new equipment needed to manufacture products for customers, we could experience lower sales, excess inventories and lower profit margins, any of which could have an adverse effect on our results of operations and financial condition. In addition, market acceptance of new products that we may introduce is subject to uncertainty and achieving market acceptance may require substantial marketing efforts and expenditures. We also cannot assure that our new products will have the same or better margins than our current products. The failure of the new product lines to gain market acceptance or our inability to maintain our current product margins with the new products could adversely affect our business, financial performance and/or results of operations.

12. We are highly dependent on our skilled personnel for our day-to-day operations. The loss of or our inability to attract or retain such persons have a material adverse effect on our business performance.

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

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total Number of employees	167	163	165	121
Total number of employees who terminated their relationship with the Company	Nil	15	16	10
Attrition Rate (%)	Nil	9.20	9.70	8.26

Our inability to attract and retain skilled personnel may impact our production, day to day operations and in turn adversely impact our results of operations and financial results.

13. We are highly dependent on Thalavaidurai Pandyan, Chitra Pandyan and Bharanidharan Pandyan, our Promoters and Directors for our business. The loss of or our inability to attract or retain such persons could have a material adverse effect on our business performance.

Our business and the implementation of our strategy is dependent upon Thalavaidurai Pandyan, Chitra Pandyan and Bharanidharan Pandyan, our Promoters and Directors, who oversee our day-to-day operations, strategy and growth of our business. If one or more members of our whole-time Directors 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 Promoters and whole-time Directors or our inability to replace them may restrict our ability to grow, to execute our strategy, to raise the profile of our brand, to raise funding, to make strategic decisions and to manage the overall running of our operations, which would have a material adverse impact on our business, results of operations, financial position and cash flows.

We cannot assure you that we will not lose our whole-time Directors in the future, or we will be able to replace any Directors 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.

14. Objects of the Offer for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval.

We propose to use the Net Proceeds for payment of the purchase consideration for the acquisition of Mehru Electrical and Mechanical Engineers Private Limited, funding capital expenditure requirements of our Company for purchase plant and machinery and funding inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes. For further details, please see "*Objects of the Offer*" on page 76. The proposed deployment of Net Proceeds has not been appraised by any bank or financial institution or other independent agency and is based on internal management estimates based on current market conditions and historic level of expenditures.

We are yet to place orders for the plant and machinery which will be purchased through the Net Proceeds. Further, the acquisition of Mehru for which majority of the funds are earmarked to be utilized through the Net Proceeds may not synergize with our operations or location. 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. In the event any circumstances arise that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations. Furthermore, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed under Regulation 59 of the SEBI ICDR Regulations. Additionally, the requirement on the Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. There can be no assurance that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in this Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion.

Various risks and uncertainties, including those set forth in this "*Risk Factors*" section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. 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.

15. 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.

Our Company is required to pay certain statutory dues including provident fund contributions and employee state insurance contributions under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees' State Insurance Act, 1948, respectively, and professional taxes. The table below sets forth the details of the delays in statutory dues payable by our Company in relation to its employees for the periods indicated below:

Particulars	**Six-month period ended September 30, 2024**			**Fiscal 2024**			**Fiscal 2023**			**Fiscal 2022**		
	Number of employees	**Paid (₹ in million)**	**Unpaid (₹ in million)**	**Number of employees**	**Paid (₹ in million)**	**Unpaid (₹ in million)**	**Number of employees**	**Paid (₹ in million)**	**Unpaid (₹ in million)**	**Number of employees**	**Paid (₹ in million)**	**Unpaid (₹ in million)**
Provident Fund	132	1.06	-	110	2.01	-	105	1.92	-	99	1.53	-
ESIC	68	0.43	-	52	0.08	-	55	0.08	-	56	0.07	-
Tax Deducted at Source on salaries	-	12.20	-	-	27.85	-	-	14.34	-	-	14.93	-
Tax Deducted at Source on other than salaries	-	4.54	-	-	7.76	-	-	3.32	-	-	2.46	-
Tax collected at source	-	0.50	-		0.01	-	-	-	-	-	-	-
GST	-	62.07	-	-	114.84	-	-	89.18	-	-	75.41	-
Profession Tax	-	0.15	-	-	0.31	-	-	0.29	-	-	0.28	-
Labour welfare fund	-	-	-	-	0.00	-	-	0.00	-	-	0.00	-
Group Gratuity LIC - Expenses	-	7.31	-	-	8.77	-	-	1.12	-	-	1.68	

Particulars	Six-month period ended September 30, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	Number of employees	Paid (₹ in million)	Unpaid (₹ in million)	Number of employees	Paid (₹ in million)	Unpaid (₹ in million)	Number of employees	Paid (₹ in million)	Unpaid (₹ in million)	Number of employees	Paid (₹ in million)	Unpaid (₹ in million)
Any other dues	-	-	-	-	-	-	-	-	-	-	-	-

In the past, there have been instances of delays in the remittance towards the payment of these statutory dues including employee provident fund contributions. While we have addressed these issues, we cannot guarantee that similar delays or delays in payment of other statutory dues will not occur in the future. Such delays could result in penalties, interest charges, or other legal actions by the relevant authorities, which could adversely impact our financial performance and reputation.

16. There is a lack of specificity around one of the proposed objects of the Offer and we have not specifically earmarked the use of the Net Proceeds under the head of the objects of the Offer.

Our Company proposes to deploy a certain portion from the balance Net Proceeds towards funding of unidentified acquisitions and investments in a manner as approved by our Board from time to time. Although we have identified broad aspects on which the Company intends to utilise the Net Proceeds, the Company has not identified the specific acquisitions which will be undertaken by our Company and accordingly, there are no definitive agreements with the parties which the Company may enter into. Such initiatives will depend upon our business plans, market conditions, our Board's analysis of economic trends and business requirements, competitive landscape, regulatory conditions as well as general factors affecting our results of operations, financial condition and access to capital. Inability to finalize such activities in a timely manner may delay our deployment of the Net Proceeds and adversely affect our business and future growth. For further information, please see the section entitled "*Objects of the Offer – Funding inorganic growth through unidentified acquisitions and other strategic initiatives*" on page 84.

17. Improper storage, processing and handling of our raw materials, work products and products could damage our inventories and, as a result, have an adverse effect on our business, results of operations and cash flows.

We typically store our raw materials, work-in-progress, stock in trade and finished goods at some of our operating facilities. In the event that our raw materials, work products and products are improperly stored, processed and handled, the quality our raw materials, could be reduced and our work-in-progress products could be damaged. As a result, our production outputs could be adversely affected, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. While there have been no instances in the past where our raw materials, work products and products was damaged due to improper storage, processing and handling, however, we cannot assure that we will not face such issues in future. For details, please see "*Our Business – Transportation and Storage*" on page 180.

18. Our financing agreement with Axis Bank Limited to meet our working capital requirement contains covenants that limit our flexibility in operating our business. 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 at December 31, 2024, our borrowings, on a consolidated basis, were ₹ 94.94 million. A portion of these borrowings is secured by mortgage of immovable properties, including the industrial properties which is situated at Sangli, hypothecation of current assets (both present and future), fixed immovable assets and personal guarantees given by our Promoters. 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 ownership, control or management of our board of directors, alter the shareholding of the Company and amendments or alterations to the constitutional documents of the Company, including but not limited to, the articles of association and the memorandum of association.

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 further details, see "*Financial Indebtedness – Principal terms of borrowings currently availed by our Company*" on page 327. Additionally, we confirm that no breach of any covenants is foreseen in relation to the proposed offer.

There can be no assurance that 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.

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, our financial condition at such time and the terms of our other outstanding debt facilities. 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. If any of these risks materialize, it could have a material adverse effect on our business, reputation, results of operations and financial condition.

19. If we are unable to maintain and enhance our brand, including our ability to protect our brand through intellectual property, the sales of our products will suffer, which would have a material adverse effect on our results of operations.

We believe that our brand plays a significant role in the success of our business and sustaining customer loyalty. The ability to differentiate our products from that of our competitors is an important factor in attracting customers. As of the date of this Prospectus, our Company has 10 registered trademarks which are currently used by us. We have registered our trademark; ‘3’ and ‘1’ under Class 9 and 11, respectively, with the registrar of trademarks in India under the Trademarks Act, 1999 which is currently valid. Further, our subsidiary, Endoks has six trademarks registered in its name. For details, see “*Our Business – Intellectual property rights*” on page 181.

The application of laws governing intellectual property rights in India is uncertain, evolving and could involve substantial risks to us. Failure to register or renew the registration of any of our registered intellectual properties may affect our right to use such intellectual properties in future or allow others to use our products and designs as available in the public domain, without our consent. Further, if we are unable to register our intellectual properties for any reason, including our inability to remove objections to any trademark application, or if any of our unregistered trademarks are registered in favor of or used by a third party in India or abroad, we may not be able to claim registered ownership of such trademark, and as a result, we may not be able to seek remedies for infringement of those trademarks by third parties, which would cause damage to our business prospects, reputation and goodwill in India and abroad. We cannot assure you that there will not be similar instances where our applications for trademarks may be opposed, which may have a material adverse effect to our business.

While we take care to ensure that we comply with the intellectual property rights of others, we may be susceptible to claims from third parties asserting infringement and other related claims. If claims or actions are adjudicated against us from third parties asserting infringement and other related claims in India and abroad, we may be required to obtain a license, modify our existing product offerings or cease the use of such trademarks and design, or use a new non-infringing trademark. Such licenses or design modifications can be extremely costly. Further, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, the settlement of which could be costly and time consuming. We may also be liable for any past infringement. Any of the foregoing could adversely affect our business, financial condition, results of operations and cash flows.

20. The pro-forma financial information included in this Prospectus may not accurately reflect our future results of operations, financial position and cash flows

This Prospectus contains the pro forma consolidated financial information of our Company as of the six-month period ended September 30, 2024 and for the financial year ended March 31, 2024, solely to demonstrate the impact of acquisition of Mehru by our Company. The aforesaid transaction will be consummated only upon successful completion of the Offer, utilising the Net Proceeds. To assist in understanding the impact of such acquisition on our Company’s financial performance, we have prepared the Consolidated Proforma Financial Statements as of the six-month period ended September 30, 2024 and for the periods ended March 31, 2024, which are set forth “*Pro Forma Consolidated Financial Information*” on page 292. The Proforma Consolidated Financial Information have been prepared for illustrative purposes only based on certain assumptions as specified therein, and therefore may not accurately reflect the actual consolidated financial condition and results of operations. If the various assumptions underlying the preparation of the pro-forma financial information do not occur, our actual financial results could be significantly different from those indicated therein.

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

Our contingent liabilities and commitments as of the six-month period ended September 30, 2024 and during Fiscals 2024, 2023 and 2022 are as follows:

(*in ₹ million*)

Particulars	Six-month period ended September 30, 2024	Financial Year		
		2024	2023	2022
Letter of credit	Nil	Nil	0.93	Nil
Bank Guarantees issued	1,100.38	403.33	211.73	198.04
Total	1,100.38	403.33	212.66	198.04

If any such contingent liability or commitment materializes, it could have an adverse effect on our results of operations, financial condition and cash flows. For details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Contingent Liabilities*" beginning on page 321.

22. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.

Our restated summary statements of assets and liabilities as at September 30, 2024, March 31, 2024, 2023 and 2022, and restated summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022, have been prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Ind AS Rules and restated in accordance with the SEBI ICDR Regulations, the SEBI Circular and the Prospectus Guidance Note.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Restated Financial Statement included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

23. We regularly work with hazardous materials and activities in our operation which can be dangerous and could cause injuries to people or property. This may have an adverse effect on our business, cash flows and results of operations

Our business requires individuals to work under potentially dangerous circumstances or with flammable materials. For example, moving machineries for manufacturing reactors, can seriously hurt or even disable employees or other persons, and cause damage to our properties and the properties of others. Despite compliance with requisite safety requirements and standards, our operations are subject to significant hazards, including mechanical failures and other operational problems, discharges or releases of hazardous substances, chemicals or gases and other environmental risks.

While we have not experienced any such significant hazards in the past which caused any personal injury or destruction to property, 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 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.

24. There are certain proceedings involving our Company, our Promoters, our Directors, our Subsidiaries which if determined against us, may have an adverse effect on our business, cash flows and results of operations.

There are outstanding legal proceedings involving our Company, Promoters, Subsidiaries, and Directors, as on the date of this Prospectus. Brief details of material outstanding litigation are set forth below:

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years including outstanding actions	Material civil litigations#	Aggregate amount involved* (₹ in million)
Company						
By the Company	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil
Against the Company	Nil	Nil	Nil	*(Not applicable)*	1@	127.50
Directors						
By our Directors	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil
Against the Directors	Nil	Nil	Nil	*(Not applicable)*	1^	Nil
Promoters						
By Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By Subsidiaries	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil
Against Subsidiaries	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil

**To the extent quantifiable.*
#In accordance with the Materiality Policy.
@While the information available on the E-courts services website discloses that the suit has been disposed of, as on the date of this Prospectus, no order in relation to the said disposition has been passed by the Court.

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" on page 329.

25. Our Company is 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.

Our Company is required to comply with Indian laws, among other things, relating to Factories Act 1948, Employees Provident Fund Scheme, 1952, Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981, Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, 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) and mandatory certification requirements for our facilities and products. For regulations and policies applicable to our Company, see "*Key Regulations and Policies*" beginning on page 183. 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.

Our business and operations are subject to a number of approvals, licenses, registrations and permissions for construction and operation of our operating facilities, and trading office, in addition to extensive government regulations for the protection of the environment and occupational health and safety. We have either made or are in the process of making an application or renewal for obtaining necessary approvals that are not in place or have expired.

Further, we may also need to apply for additional approvals including the renewal of approvals which may expire from time to time, in the ordinary course of business. For further details of pending renewals and pending material approvals, see "*Government and Other Approvals*" on page 334. 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.

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

26. There are certain of our historical corporate and secretarial records are not traceable. We cannot assure you that regulatory proceedings or actions will not be initiated against us in the future which may impact our financial condition and reputation and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.

The Form SH-4 dated October 15, 2004 in relation to the transfer of 50 Equity Shares from Muthulaxmi Poomari to Thalavaidurai Pandyan is not traceable in our records. We have been unable to trace the form mentioned above despite conducting a search at our Company's office and may be unable to obtain copies of these documents in the future to ascertain details of the relevant transactions or actions. Accordingly, for the purpose of making disclosures in the "*Capital Structure*" section beginning on page 66 of this Prospectus, we have relied on the search report dated February 20, 2025 prepared by Aditya Patil & Co., Independent Practising Company Secretary (having membership number A52585), and certified by their certificate dated February 20, 2025 ("**RoC Search Report**") pursuant to their inspection and independent verification of the documents available or maintained by our Company. Further, while there have been no regulatory proceedings or actions initiated against us in relation to the aforementioned non-availability of the corporate records, we cannot assure you that the relevant corporate records will become available in the future, that regulatory proceedings or actions will not be initiated against us in the future, or that we will not be subject to any penalty imposed by the competent regulatory authority in this respect.

27. Our success depends on our ability to execute our growth strategies. If we are unable to sustain or manage our growth, our business, results of operations, cash flows and financial condition may be adversely affected.

We are embarking on a growth strategy that involves steps aimed at expanding our customer base and establishing leadership position for our products in India, enhancing our geographical footprint of our products, capitalizing on the market opportunity in our industry, including through innovation and product development to expand our product portfolio by entering into new product segments, enhancing productivity and operational efficiencies and enhancing our environmental initiatives. The growth strategy of our Company focuses on both organic and inorganic acquisitions, aiming to expand into new markets domestically and internationally. We have undertaken strategic acquisitions of Nebeskie, Endoks, and S&S Transformers, with a view to enhance our capabilities including our ability to serve larger industrial markets and assisting in transitioning from traditional to renewable energy. Additionally, our commitment to research and development ensures that we understand evolving market needs and innovate accordingly. Moving forward, we will continue to prioritize both organic and inorganic growth, particularly in smart industries and sustainable energy solutions, while leveraging our expertise in HVDC technology to capitalize on the increasing demand for renewable energy integration. With plans to expand manufacturing operations, including setting up a new factory in Sangli, Maharashtra, we aim to further strengthen our operating capabilities and consolidate our presence in key industrial hubs, harnessing the growth opportunities in the power transmission sector.

Our growth strategy will place significant demands on our management as well as our financial, accounting and operating systems. Our ability to expand our business is subject to significant risks and uncertainties, including the following:

- delays and cost overruns as a result of a number of factors, many of which may be beyond our control, such as unavailability of timely supplies of equipment and technologies;

- pandemics or epidemics, such as the COVID-19 pandemic;
- inability to hire, train and retain skilled sales and marketing personnel for the sale and distribution of our products;
- inability to develop and maintain relationships with our customers;
- delays or denial of required approvals by relevant government authorities;
- diversion of significant management attention and other resources;
- inability to derive benefits from product development efforts/ commercialization;
- inadequate infrastructure and logistics for the delivery of our products;
- inability to adapt our operational and management systems to an expanded distribution network;
- the competition we face from other manufacturers, traders, suppliers and importers of wires, and consumer electrical products in relation to our offerings;
- market development of new products taking longer than expected;
- failure of our dealers and suppliers to adhere to our specifications and timelines;
- failure to maintain high quality control standards;
- shortage of raw materials or our inability to source for sufficient inventory;
- failure to execute our expansion plans effectively; and
- the need to raise significant additional funds to build an additional operating facility, which we may be unable to obtain on reasonable terms or at all;

Additionally, we are proposing to expand our operations by addition of operating facilities. However, we cannot assure you that our operations will be able to generate cash flows sufficient to cover such costs. Further, we cannot assure you that any such expansion or improvement of technological infrastructure, will achieve an increased planned output capacity or operational efficiency. If the expenditure that we incur does not produce anticipated or desired results, our profitability, cash flows and financial condition will be adversely affected.

To achieve and maintain future growth, we need to, among other things, effectively manage our expansion projects, accurately assess new markets, attract new dealers or customers, obtain sufficient financing for our expected capital expenditures, control our input costs, effectively expand, train and manage our employees, maintain sufficient operational and financial controls, acquire businesses that we believe are congruent with our expansion plans and make additional capital investments to take advantage of anticipated market conditions.

Further, our ability to sustain our rates of growth may be affected by external factors outside our control, including a decline in the demand for our products, increased price competition, the lack of availability of raw materials, or a general slowdown in the economy. The industry may be affected by, among other things, changes in government policies, government initiatives, economic conditions, income levels and interest rates, which may negatively affect the demand for our products. These factors may negatively contribute to changes in the prices of, and demand for, our products, and could contribute to a failure to sustain our growth, which could have a material adverse effect on our business, results of operations, cash flows and financial condition.

28. We are exposed to compliance and internal control related risks. Any such risk could cause operational errors and have an adverse effect on our business, cash flows and results of operations

As of September 30, 2024, we export our products across 100 countries and as a result, we are required to comply with a broad range of legal and regulatory requirements in a number of jurisdictions, including in the areas of anti-corruption, anti-money laundering, anti-trust and competition. While we generally do not accept payments from third parties for sale of products to our customers, there have been a few instances in the past where we have accepted such payments. In such situations, we provide the banks with remitter details and our customer details along with the relevant invoice numbers. We may not have subjected the third party to our customer on-boarding and other checks or undertaken checks as to the source of funds and co-relation between the third party and our customer. As a result, our compliance and risk management policies, programs and functions may not be effective in managing different types of risks, including risks that we fail to identify or anticipate, as well as misconduct relating to a lack of adequate internal governance or control. While we have not experienced any non- compliance or lack of adequate internal governance or control in the past, any failure to effectively prevent, identify or address violations as a result of inadequate internal controls, procedures, compliance systems and risk management systems could result in penalties and other sanctions, liabilities, the assertion of damages claims by third parties, and reputational damage, each of which could have a material adverse effect on our business, operations, financial condition or prospects.

29. Industry information included in this Prospectus has been derived from an industry report exclusively commissioned and paid for by us for the purposes of the Offer.

We have commissioned and paid for a research report on "*Research Report on Energy Transition Equipment & Power Technologies Industry*" (the "**CARE Report**") dated January 20, 2025, which is exclusively prepared for the purposes of the Offer and issued by an independent third-party research agency, CARE Analytics and Advisory Private Limited, which has been used for industry related data that has been disclosed in this Prospectus. Our Company, our Promoters and our Directors are not related to CARE. CARE uses certain methodologies for market sizing and forecasting. Accordingly, investors should read the industry related disclosure in this Prospectus in this context. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. CARE has advised that while it has taken reasonable care to ensure the accuracy and completeness of the CARE Report, it believes that the CARE 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 CARE Report is not a recommendation to invest / disinvest in any company covered in the CARE Report. Accordingly, prospective investors should not base their investment decision solely on the information in the CARE Report.

The commissioned CARE Report also highlights certain industry and market data, which may be subject to assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that CARE's assumptions are correct and will not change and, accordingly, our position in the market may differ, favorably or unfavorably, from that presented in this Prospectus.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Prospectus based on, or derived from, the CARE Report. You should consult your own advisors and undertake an independent assessment of information in this Prospectus based on, or derived from, the CARE Report before making any investment decision regarding the Offer. For the disclaimers associated with the CARE Report, see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data*" on page 12.

30. Our failure to maintain optimum inventory levels could adversely affect our business, financial condition, results of operation and cash flow.

Our products are offered at various price points and the pricing risk is suitably mitigated as majority of our sales are directly to customers. Our sales and marketing team takes into consideration various factors such as consistency, landing costs and discounts, and applicable taxes to arrive at the list price of our offerings. Most of the production that we entail is carried by us after the receipt of the order at a pre-agreed price and hence, as a result we are able to maintain the margins and work on a converter model and are largely immune to commodity price fluctuations. Our future earnings through the sale and distribution of our products may not be realized as forecasted, due to cancellations or modifications of firm orders or our failure to accurately prepare demand forecasts. If we are unable to appropriately estimate the demand for our products for any reason, it could result in excess inventory levels or the unavailability of our products during increased demand, resulting in loss in potential sales.

Our ability to accurately forecast customer demand for our products is affected by various factors, including:

- a substantial increase or decrease in the demand for our products or for similar offerings of our competitors;
- changes in customer requirements;
- aggressive pricing strategies employed by our competitors;
- failure to accurately forecast or changes in customer acceptance of our products;
- limited historical demand and sales data for our products in newer markets;
- fluctuations in foreign currencies; and
- weakening of general economic conditions or customer confidence that could reduce the sale of our products.

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

31. Information relating to capacity utilization of our operating facilities included in this Prospectus is based on various assumptions and estimates. Under-utilization of capacity of our operating facilities and an inability to effectively utilize our operating facilities may have an adverse effect on our business and future financial performance.

Information relating to our capacity utilization of our operating facilities included in this Prospectus is based on various assumptions and estimates of our management and independent chartered engineer, namely, Satish P. Kulkarni, Chartered Engineer, including proposed operations, assumptions relating to availability and quality of raw materials, potential utilization levels and operational efficiencies. For further information regarding our operating facilities, including our historical installed capacity and estimated capacity utilization, see "*Our Business - Business Operations - Operating facilities*" and "*Our Business - Business Operations – Manufacturing Capacity and Capacity Utilization*" on pages 174 and 177, respectively. Actual and future manufacturing volumes and capacity utilization rates may differ significantly from the estimated production capacities of our operating facilities. Undue reliance should therefore not be placed on the information relating to our installed capacities or historical capacity utilization of our operating facilities included in this Prospectus.

Further, there is no guarantee that our future production or capacity utilization levels will match or exceed our historical levels. Under-utilization of our operating 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. Our expected return on capital invested is subject to, among other factors, the ability to ensure satisfactory performance of personnel to further grow our business, our ability to absorb additional infrastructure costs and utilize the expanded capacities as anticipated. In case of oversupply in the industry or lack of demand, we may not be able to utilize our capacity efficiently.

32. Failure or disruption of our information technology systems may adversely affect our business, financial condition, results of operations, cash flows and prospects.

We have implemented various information technology solutions to cover key areas of our operations including sourcing, planning, manufacturing, supply chain, accounting, distribution network and data security. However, these systems are potentially vulnerable to damage or interruption from a variety of sources, which could result in a material adverse effect on our operations. A large-scale information technology malfunction could disrupt our business or lead to disclosure of, and unauthorized access to, sensitive Company information. Our ability to keep our business operating depends on the proper and efficient operation and functioning of various information technology systems, which are susceptible to malfunctions and interruptions (including those due to equipment damage, power outages, computer viruses and a range of other hardware, software and network problems). Such malfunction or disruptions could interrupt our business operations and result in economic losses. Any failure of our information technology systems could also cause damage to our reputation which could harm our business. Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition, results of operations and cash flows. We depend on a number of third-party service providers for maintenance of our information technology systems. These third-party service providers are essential in our production process. Our operations could be disrupted if we do not successfully manage relationships with such third-party service providers or if they do not perform or are unable to perform agreed-upon services, or if they are unwilling to make their services available to us at reasonable prices. If such third-party service providers do not perform their service obligations, it could adversely affect our reputation, business, financial condition and results of operations. While there have been no instances in the past, we cannot assure you that these risks will not arise in the future.

There is no assurance that we will not experience disruption in our information technology systems in the future and we will be able to remedy such disruption in timely manner, or at all. Any such disruption of our information technology systems could have a material adverse effect on our business, results of operation and financial condition.

Further, unavailability of, or failure to retain, well trained employees capable of constantly servicing our information technology systems may lead to inefficiency or disruption of our information technology systems, thereby adversely affecting our ability to operate efficiently.

Any failure in overhauling or updating our information technology systems in a timely manner could cause our operations to be vulnerable to external attacks and inefficient. Hence, any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) may affect our ability to conduct our normal business operations, which may materially adversely affect our business, financial condition, results of operations, cash flows and prospects. In addition, technological advances from time to time may result in our systems, methods or processing facilities becoming obsolete.

Further, we are dependent on various external vendors for certain elements of our operations and are exposed to the contractual risks and operational risks of these external vendors. Their failure to perform their contractual obligations could materially and adversely affect our business, results of operations and cash flows.

33. ***Our suppliers and customers may engage in certain transactions in or with countries or persons that are subject to international economic sanctions. This may have an adverse effect on our business, cash flows and results of operations.***

Various international jurisdictions, including the United States and the United Kingdom, restrict investments or otherwise doing business in or with certain countries or territories and with certain persons or businesses that have been specially designated by such government agencies. Other governments and international or regional organizations also administer similar economic sanctions.

Our suppliers and customers may be located in and/ or may enter into transactions with end customers, either directly or indirectly through distributors and agents, located in, jurisdictions to which certain Office of Foreign Assets Control-administered and other sanctions apply, such as Myanmar. If we fail to comply with current or future applicable laws we could incur significant fines and other penalties and suffer negative publicity and reputational damage, which could have an adverse effect on our financial condition, cash flows, results of operations or business. While we have not experienced any incurred any such fines and other penalties in the past, we cannot assure you that these risks will not arise in the future. Further, investors in the Equity Shares could incur reputational or other risks as a consequence. There can be no assurance that our future business will be free of risk under sanctions implemented by these jurisdictions or that we will be able to conform our business operations to the expectations and requirements of such international regulatory agencies that do not have jurisdiction over our business but nevertheless assert the right to impose sanctions on an extraterritorial basis.

34. ***Our insurance coverage may not be adequate to protect us against all potential losses, which may have a material adverse effect on our business, financial condition, cash flows and results of operations.***

Our operations are subject to various risks and hazards inherent in the operating business, including breakdowns, failure or substandard performance of equipment, third party liability claims, labor disturbances, employee fraud and infrastructure failure, as well as fire, theft, robbery, earthquake, flood, acts of terrorism and other force majeure events. We have obtained insurance policies in relation to plant and machinery, burglary, stocks and finished goods. In addition, we have also obtained directors' and officers' liability insurance. The following table sets forth details of our insurance coverage for the six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022:

(in ₹ million, except specifically mentioned)

Particulars	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Insured Tangible Assets	Uninsured/ Under insured Tangible Assets	Insured Tangible Assets	Uninsured/ Under insured Tangible Assets	Insured Tangible Assets	Uninsured/ Under insured Tangible Assets	Insured Tangible Assets	Uninsured/ Under insured Tangible Assets
Amount of Tangible Assets	369.45	364.37	346.6	324.67	264.78	129.85	242.48	94.1
Amount of Sum Insurance	626.00	Nil	733.03	Nil	599.48	Nil	537.37	Nil
Insurance Coverage (in %)	169.44	Nil	211.49	Nil	226.41	Nil	221.61	Nil

There are possible losses, which we may not have insured against or covered or wherein the insurance cover in relation to the same may not be adequate. If we were to incur a serious uninsured loss or a loss that significantly exceeds the limits of our insurance policies, it could have a material adverse effect on our business, financial condition, results of operations and cash flows. For details, see "*Our Business – Insurance*" on page 180.

Our policies are subject to standard limitations that apply to the length of the interruption covered and the maximum amount that can be claimed. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, insurance policies. We cannot assure you that the operation of our business will not be affected by any of the risks and hazards listed above. In addition, our insurance may not provide adequate coverage in certain circumstances including losses arising due to third-party claims that are either not covered by insurance or the values of which exceed insurance limits, economic or consequential damages that are outside the scope of insurance coverage and claims that are excluded from coverage. If our arrangements for insurance are not adequate to cover claims, we may be required to make substantial payments and our results of operations, financial condition and cash flows may therefore be adversely affected.

We may not have identified every risk, and further may not be insured against every risk, including operational risks that may occur, and the occurrence of an event that causes losses more than the limits specified in our policies, or losses arising from events or risks not covered by insurance policies or due to the same being inadequate. Any of the above could materially harm our financial condition and future results of operations and cash flows. There can be no assurance that any claims filed will be honored fully or in a timely fashion under our insurance policies. In addition, we may not be able to renew certain of our insurance policies upon their expiration, either on commercially acceptable terms or at all.

35. Our Promoters and 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

As of the date of this Prospectus, our Promoters and Promoter Group hold 99.99% of our outstanding Equity Shares. Further, the involvement of our Promoters in our operations, including through strategy, direction and customer relationships have been integral to our development and business and the loss of any of our Promoters may have a material adverse effect on our business and prospects.

Accordingly, our Promoters and Promoter Group will continue to exercise significant influence over our business and all matters requiring shareholders' approval, including the composition of our Board of Directors, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, investments and capital expenditures. This concentration of ownership may also delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of our Promoters and Promoter Group. Further, the Promoters' shareholding may limit the ability of a third party to acquire control. The interests of our Promoters and Promoter Group, as our Company's controlling shareholder, could conflict with our Company's interests, your interests or the interests of our other shareholders. There is no assurance that our Promoters and Promoter Group will act to resolve any conflicts of interest in our Company's or your favour.

36. We have issued Equity Shares by way of a bonus issue on January 13, 2024, at a price that may be lower than the Offer Price. We cannot assure you that we will not issue Equity Shares in the future at a price lower than the Offer Price.

We have issued Equity Shares by way of a bonus issue on January 13, 2024, at a price that may be lower than the Offer Price. The reserves used pre and post bonus issuance of Equity Shares on January 13, 2024, aggregated to ₹ 911.11 million and ₹ 191.11 million respectively. For further details, see "*Capital Structure*" on page 66. The price at which our Company has issued the Equity Shares in the past is not indicative of the price at which they will be issued or traded. We cannot assure you that the Equity Shares to be issued in the future will be at or lower than the Offer Price.

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

No dividend has been paid by our Company on the Equity Shares during the six-month period ended September 30, 2024, the last three Fiscals or from October 1, 2024, till the date of this Prospectus. For details, see "*Dividend Policy*" on page 215. However, the amount of our future dividend payments, if any, will depend on our future earnings, cash flows, financial condition, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that we will pay dividends. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lenders.

EXTERNAL RISK FACTORS

38. Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely impact our business, cash flows, financial condition and results of operations.

The economy and securities markets in India are influenced by economic developments and volatility in securities markets in other nations across the globe. Investors' responses to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative developments in the economy, such as increase in trade deficits, or a default on national debt, in other emerging countries may also affect investor confidence and cause increase in volatility in Indian securities markets and affect the Indian economy in general. Any financial instability across the globe may also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and may adversely affect our business, financial performance and the price of our Equity Shares.

Any other global economic developments or the probability of their occurrence may continue to have an adverse effect on global economic conditions and the stability of financial markets across the globe and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could decrease economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our equity shares. Any financial disruption could have an adverse effect on our business, cash flows, future financial performance, shareholders' equity and the price of our Equity Shares.

39. Any natural or man-made disasters, fires, pandemics or epidemics, acts of war, terrorism, civil unrest and other events could materially and adversely affect our business.

Natural disasters (such as floods and earthquakes), epidemics, pandemics such as COVID-19, and man-made disasters, including acts of war, terrorism, and other events, which are beyond our control, may lead to economic instability, in India and other nations globally, which may materially and adversely affect our business, financial condition, and results of operations. Recent developments in the ongoing conflict between Russia and Ukraine has resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India.

Our operations may be adversely affected by fires, natural disasters, and severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic, and political events in India may have a negative effect on our business operations. Such events could also create a perception that investment in Indian companies involves a higher degree of risk and may have an adverse effect on our business and the price of the Equity Shares. Several countries in the world, including India, are vulnerable to infectious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1, and H1N1 strains of influenza in birds and swine and more recently, the SARS-CoV-2 virus. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares of our Company.

40. A slowdown in economic growth in India or political instability could adversely affect our business.

Our performance and the growth of our business are significantly dependent on the health of the overall Indian economy. In the recent past, the Indian economy has been affected by global economic uncertainties and liquidity crisis, domestic policy and political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, adverse conditions affecting agriculture, rising inflation rates and various other factors. Risk management initiatives by banks and lenders in such circumstances may affect the availability of funds in the future or the withdrawal of our existing credit facilities. The Indian economy is undergoing various changes, and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, in the future may have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which may adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India may adversely affect our business, financial condition, results of operation and the trading price of our Equity Shares. Volatility, negativity, or uncertain economic conditions could undermine the business confidence and may have a significant impact on our results of operations. Changing demand patterns and economic volatility and uncertainty could have a material adverse impact on our business, financial conditions, and results of operations.

41. Downgrading of India's sovereign debt rating by an international rating agency could have an adverse impact on our business and results of operations.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any downfall in the credit ratings for India and other jurisdictions we operate in, by international rating agencies may adversely impact our ability to raise additional finances. This may have an adverse effect on our ability to fund our growth on favourable terms and adversely affect our business operations, financial performance and the price of the Equity Shares.

42. Changes in laws, rules and regulations and legal uncertainties including taxation laws, their interpretation, such changes may significantly affect our financial statements.

The regulatory environment in which we operate is evolving and is subject to change. The GoI may implement new laws or regulations that may affect the industry in which we operate and may lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Accordingly, any adverse regulatory change in this regard could lead to fluctuation of prices of raw materials and thereby increase our operational cost. For details on the laws applicable to us, see "*Key Regulations and Policies in India*" on page 183.

With the implementation of Good & Services Tax ("**GST**"), we are obligated to pass on any benefits accruing to us as result of the transition to GST to the consumer thereby limiting our benefits. In order for us to utilise input credit under GST, the entire value chain has to be GST compliant, including us. While we are and will continue to adhere to the GST rules and regulations, there can be no assurance that our suppliers and dealers will do so. Any such failure may result in increased cost on account of non-compliance with the GST and may adversely affect our business and results of operations. Any dividend distributed by a domestic company is subject to Dividend Distribution Tax ("**DDT**") in the hands of the investor at the applicable rate. Additionally, the Company is required to withhold tax on such dividends distributed at the applicable rate.

Further, the GoI announced the union budget for Fiscal 2025, pursuant to which the Finance Act, 2024 ("**Finance Act, 2024**"), has introduced various amendments to taxation laws in India. There is no certainty on the impact of the Finance Act, 2023 and any amendments made to it in the future, may have on our business operations or the industry in which we operate. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Further it may also impact the viability of our current businesses or restrict our ability to grow our businesses in the future. We may incur increase in expenses relating to compliance with such new requirements which may require support from our management and other resources and failure to comply may adversely affect our business and results of operations. Uncertainty in the applicability, interpretation or implementation of any amendment to or change in governing laws, regulations or policies, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming and costly of us to resolve and may affect our ability to grow our business in the future.

The Government of India has passed new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020, the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, respectively which were to take effect from April 1, 2021 (collectively, the "**Labour Codes**"). The Government of India has deferred the effective date of the Labour Codes and they shall come into force from such date as may be notified by the Government. Further, the Code on Social Security, 2020 ("**Social Security Code**") will impact overall employee expenses and, in turn, could impact the profitability of our Company. Under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as may be notified by the Central Government), of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees' provident fund. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. 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 impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

43. Non-compliance with existing or changes to environmental, health and safety, labour laws and other applicable regulations by us or our manufacturing partners may adversely affect our business, financial condition, results of operations and cash flows.

We, as well as such manufacturing partners, are subject to the laws and regulations governing relationships with employees in areas such as minimum wages, maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour, work permits, maintenance of regulatory and statutory records and making periodic payments. See "*Key Regulations and Policies in India*" on page 183. We and such manufacturing partners may fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities. We and such manufacturing partners may become involved or liable in litigation or other proceedings and consequently incur increased costs or penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business and results of operations.

We have incurred and expect to continue incurring costs for compliance with all applicable health and safety, and labour laws and regulations. We cannot assure you that we and such manufacturing partners will be able to comply with all applicable environmental, health, safety and labour laws and regulations or the terms and conditions of any consents or permits in the future or that such compliance will not result in a curtailment of production or a material increase in the costs of our production and operations. We may, in future, be held liable for any regulatory lapses and non-compliances and incur increased costs or be subject to penalties, which are not covered by the insurance we currently carry. Any of the above may adversely affect our business, financial condition, results of operations and cash flows.

In addition, we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India, generally for carrying out our business. Most of these approvals are granted for a limited duration and require renewal. Further, while we have applied for some of these approvals, we cannot assure you that such approvals will be issued or granted to us in a timely manner, or at all. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be adversely affected. For details of such approvals, including the approvals and registrations that we have applied for and are pending renewal or have not applied for see "*Government and Other Approvals*" on page 334.

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

The Indian economy and markets are influenced by economies and market conditions in other countries across the globe. Economic instability in Asia, United States, United Kingdom, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any financial instability across the globe may increase volatility in the Indian markets, directly or indirectly, and adversely affect the Indian economy. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world may influence other nations and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, issues pertaining to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy.

These developments, or the probability that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

45. In case of rise in inflation in India, we may not be able to increase the price of our products at a proportional rate thereby reducing our margins.

India has experienced high inflation in the recent past. Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. Increased inflation may lead to an increase in interest rates and increased costs of logistics, wages, raw materials and other expenditure incurred in our business operations. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. We may be unable to reduce our costs or entirely offset any increases in costs with increases in prices for our products, wherein, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that inflation levels in India will not worsen in the future.

46. 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, 2002, as amended (the "**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India (the "**CCI**") to separate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties. Any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. Further, the Competition Act prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished.

The combination regulation (merger control) provisions under the Competition Act require that the acquisition of shares, voting rights, assets or control or mergers or amalgamations which exceed any of the prescribed asset and turnover based thresholds shall be mandatorily notified to and pre-approved by the CCI. Any breach of the provisions of the Competition Act by our Company may attract substantial monetary penalties.

The Competition Act aims to, among other things, prohibit all agreements and transactions, which may have an appreciable adverse effect in India. Consequently, certain agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. We are not currently party to any outstanding proceedings, nor have we ever received any notice in relation to non-compliance with the Competition Act. Any enforcement proceedings initiated by the CCI in future, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI may affect our business, financial condition and results of operations.

47. Significant differences exist between Ind AS ("Indian Accounting Standards") and other accounting principles, such as U.S. GAAP ("Generally Accepted Accounting Principles in the United States of America") and IFRS ("International Financial Reporting Standards"), which investors may be more familiar with and may consider material to their assessment of our financial condition.

Our Restated Consolidated Financial Information for the six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022, have been prepared and presented in conformity with Ind AS. Ind AS differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements and consult their own professional advisors for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should be limited accordingly.

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

Our Company is a company incorporated under the laws of India and all of our Directors are located in India. Our Company's assets, our Key Managerial Personnel and officers are also located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908. India is not party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. To be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian Code of Civil Procedure, 1908. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being 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, including the United States, 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-reciprocating territory for civil liability, whether predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India. Further, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

49. Subsequent to the listing of the Equity Shares, we may be subject to surveillance measures, such as the Additional Surveillance Measures and the Graded Surveillance Measures by the Stock Exchanges in order to enhance the integrity of the market and safeguard the interest of investors.

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures ("**ASM**") and Graded Surveillance Measures ("**GSM**") by the Stock Exchanges. These measures are in place to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock

Exchanges for ASM is based on objective criteria, which includes market-based parameters such as high low price variation, concentration of client accounts, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. Securities are subject to GSM when its price is not commensurate with the financial health and fundamentals of the issuer. Specific parameters for GSM include net worth, net fixed assets, price to earning ratio, market capitalization and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

50. Our 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. The Offer Price, market capitalization to revenue multiple and price to earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.

Prior to the Offer, there has been no public market for the Equity Shares, and after the Offer, an active trading market for the Equity Shares may not develop. 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 has been 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 our 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, actual or anticipated fluctuations in our operating results, the public's reaction to our press releases, other public announcements and filings with the regulator, changes in senior managerial or key managerial personnel, changes in our shareholder base, changes in accounting standards, policies, guidance, interpretations or principles and changes in economic, legal and other regulatory factors.

Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate significantly because of market volatility. A decrease in the market price of our Equity Shares could cause investors to lose some or all their investment.

The Offer Price of the Equity Shares was determined by the Company in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors, including as set out in the section titled "*Basis for Offer Price*" on page 90 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter. The relevant financial parameters based on which the Price Band was determined, was disclosed in the advertisement that was issued for publication of the Price Band.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by us or our competitors of significant acquisitions, strategic alliances, our competitors launching new products or superior products, COVID-19 related or similar situations, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

51. We have issued Equity Shares during the preceding 12 months at prices that may be lower than the Offer Price. We cannot assure you that we will not issue Equity Shares in the future at a price lower than the Offer Price.

We have issued Equity Shares at prices that may be lower than the Offer Price in the last 12 months preceding the filing of this Prospectus, by way of issuing bonus shares. For further details, see *"Capital Structure"* on page 66. The price at which our Company has issued the Equity Shares in the past is not indicative of the price at which they will be issued or traded. We cannot assure you that the Equity Shares to be issued in the future will be at or lower than the Offer Price.

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

The Offer comprises of an Offer for Sale aggregating to 14,910,500 Equity Shares of face value of ₹10 each by the Promoter Selling Shareholder. All Offer related expenses will be borne by our Company and the Promoter Selling Shareholder, on a proportional basis, in accordance with applicable law, including Section 28(3) of the Companies

Act, 2013, other than the listing fees which will be solely borne by the Company. All expenses relating to the Offer shall be paid by the Company on behalf of the Promoter Selling Shareholder in the first instance, until the date of listing of equity shares. All expenses shall be deducted from the Offer proceeds and only the balance amount shall be paid to the Promoter Selling Shareholder in proportion to the Offered Shares. In the event the Offer is withdrawn or unsuccessful or if the Offer fails to open during the period of validity of the final observations issued by SEBI, the Promoter Selling Shareholder shall reimburse the Company for any expenses incurred by the Company on behalf of such Promoter Selling Shareholder as mutually agreed.

53. The requirements of being a publicly listed company may strain our resources.

We are not a listed company and have historically not been subjected to the compliance requirements and increased scrutiny of our affairs associated with being a listed company by shareholders, regulators, and the public at large. As a listed company, we will incur significant legal, accounting, corporate governance, and other expenses that we did not previously incur as an unlisted company. We will be subject to the SEBI Listing Regulations which will require us to file audited annual and unaudited quarterly reports of our business and financial conditions. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may be unable to readily determine and accordingly report any changes in our results of operations or cash flows as promptly in comparison to the other listed companies.

Furthermore, as a listed company, we will be required to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, financial condition, results of operations and cash flows. In addition, we may need to hire additional staff with appropriate experience and technical legal and accounting knowledge for our legal and accounting departments, but we cannot assure you that we will be able to do so in a timely and efficient manner.

54. An investment in the Equity Shares is subject to general risks related to investments in Indian companies.

We are incorporated in India and a majority of our assets and employees are located in India. Consequently, our business, results of operations, financial condition and the market price of the Equity Shares will be affected by changes in interest rates in India, policies of the Government of India, including taxation policies along with policies relating to industry, political, social and economic developments affecting India.

55. The trading volume and market price of the Equity Shares of our Company may be volatile following the Offer.

The market price of the Equity Shares of our Company may fluctuate as a result of various factors, few of which are mentioned below, some of which are beyond our control:

(a) quarterly variations in our results of operations;

(b) results of operations that vary from the expectations of securities analysts and investors;

(c) results of operations that vary from those of our competitors;

(d) changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;

(e) a change in research analysts' recommendations;

(f) announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;

(g) announcements by third parties or governmental entities of significant claims or proceedings against us;

(h) new laws and governmental regulations applicable to our industry;

(i) additions or departures of key management personnel;

(j) changes in exchange rates;

(k) fluctuations in stock market prices and volume; and

(l) general economic and stock market conditions.

Any changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares of our Company.

56. Any fluctuation in the exchange rates between Indian and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

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

57. Investors may be subject to taxes arising out of capital gains on sale of Equity Shares in India.

Under the present Indian tax regime, unless specifically exempted, capital gains arising from the sale of Equity Shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company.

The GoI has notified the Finance Act, 2020 ("**Finance Act 2020**") which stipulates that the sale, transfer and issue of certain securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act 2020 also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of certain securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified under the Finance Act 2020 at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Further, the Finance Act, 2021, which followed, removed the requirement for DDT to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

Further, the Government of India has enacted certain provisions under the Finance Act, 2024 with effect from April 1, 2024, pursuant to the announcement of the Union Budget for Financial Year 2025. The remaining provisions of the Finance Act, 2024 shall come into effect on the date that the Central Government may, by notification, appoint. The Finance Act, 2024 provides various amendments to the taxation laws in India. There is no certainty on the impact of the Finance Act, 2024 and any amendments made to it in the future, may have on our business operations or the industry in which we operate. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Uncertainty in the applicability, interpretation, or implementation of any amendment to or change in governing laws, regulations or policies, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming and costly of us to resolve and may affect our ability to grow our business in the future.

58. Investors may not be able to immediately sell the Equity Shares purchased in the Offer on any Indian Stock Exchange.

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

59. Any issuance of Equity Shares or convertible securities or other equity linked instruments by our Company in the future may dilute your shareholding and sale of Equity Shares by shareholders holding significant shares may adversely affect the trading price of the Equity Shares in the market.

We may, in the future, require refinancing the growth of our Company via future equity offerings in the market. Any future equity issuances by our Company, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sale of our Equity Shares by our shareholders may adversely affect the trading price of the Equity Shares in the market, which may cause adverse implications including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. Additionally, any perception by investors that such issuances may occur may also affect the market price of our Equity Shares. There is no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

Foreign ownership of Indian securities is subject to Government regulation. Under the consolidated foreign direct investment policy (effective from October 15, 2020) ("**FDI Policy**"), the Government of India has prescribed specific requirements and conditionalities with respect to the level of foreign investment permitted in certain business sectors both without prior regulatory approval (the "**Automatic Route**") and with prior regulatory approval (the "**Approval Route**"). Our Company is involved in brand retail sector which falls under the Approval Route. This may restrict our ability to raise capital in the future or in the ability of foreign investors to purchase Equity Shares of our Company.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any terms or at all. For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 374.

61. Determination of the Price Band was based on various factors and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the Book Running Lead Manager ("BRLM") is below their respective issue prices.

The Price Band for the Offer was determined on the basis of various factors and assumptions, by our Company in consultation with the BRLM. Further, the Offer Price of the Equity Shares has been determined by our Company in consultation with the BRLM through the Book Building Process. These are based on various factors, including factors as described under "*Basis for Offer Price*" on page 90 and may not be indicative of the market price for the Equity Shares after the Offer.

Additionally, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLM is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the Book Running Lead Manager*" on page 345. The factors that may affect the market price of the Equity Shares include, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop, or continuous trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

62. Non-Institutional Bidders and Qualified Institutional Bidders ("QIBs") were not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid amount) at any stage after submitting a bid, and Retail Individual Bidders were not permitted to withdraw their Bids after Bid/Offer Closing Date.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders were required to block the Bid amount on submission of the Bid and were not permitted to withdraw or lower their Bids (in terms of quantity of equity shares or the Bid Amount) at any stage after submitting a Bid. Similarly, Retail Individual Bidders could revise or withdraw their Bids at any time during the Bid/Offer Period and until the Bid/ Offer Closing date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Offer, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment.

We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the investors' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Bidders will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.

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

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

64. Your ability to acquire and sell Equity Shares is restricted by the distribution and transfer restrictions set forth in this Prospectus.

No actions have been taken to permit a public offering of the Equity Shares in any jurisdiction, other than India. As such, the Equity Shares of our Company have not and will not be registered under the U.S. Securities Act, any state securities laws, or the law of any jurisdiction other than India. Furthermore, the Equity Shares are subject to restrictions on transferability and resale. The investors are required to inform themselves about and observe these restrictions. We, our representatives, and our agents will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with the restrictions set forth herein.

65. A third party may be prevented from acquiring control of us post this Offer, pursuant to anti-takeover provisions under the Indian Law.

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

66. ***The rights of the shareholders of Companies under Indian law may be more restrictive compared to laws of other jurisdictions.***

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

SECTION IV – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares (1)(2)	20,204,600* Equity Shares of face value of ₹ 10 each, aggregating to ₹ 8,586.96 million
***of which*:**	
Fresh Issue (1)	5,294,100* Equity Shares, aggregating to ₹ 2,249.99 million
Offer for Sale(2)	14,910,500 Equity Shares of face value ₹ 10 each, aggregating to ₹ 6,336.96* million by the Promoter Selling Shareholder
The Offer comprises of:	
A) QIB Portion(3)(4)	Not less than 15,153,450* Equity Shares of face value ₹ 10 each aggregating to ₹ 6,440.22 million
***of which*:**	
(i) **Anchor Investor Portion**	9,092,070* Equity Shares of face value ₹ 10 each
(ii) **Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)(4)**	6,061,380* Equity Shares of face value ₹ 10 each
of which:	
(a) **Available for allocation to Mutual Funds only (5% of the Net QIB Portion)**	303,069* Equity Shares of face value ₹ 10 each
(b) **Balance for all QIBs including Mutual Funds**	5,758,311* Equity Shares of face value ₹ 10 each
B) Non-Institutional Portion(5)	Not more than 3,030,690* Equity Shares of face value ₹ 10 each aggregating to ₹ 1,288.04 million
C) Retail Portion(5)	Not more than 2,020,460* Equity Shares of face value ₹ 10 each aggregating to ₹ 858.70 million
Pre- and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as at the date of this Prospectus)	72,150,000
Equity Shares outstanding after the Offer	77,444,100* Equity Shares of face value ₹ 10 each
Use of Net Proceeds	See "*Objects of the Offer*" on page 76 for information about the use of the proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

**Subject to finalization of the Basis of Allotment.*

(1) The Offer has been authorized by a resolution of our Board dated August 24, 2024, and the Fresh Issue has been authorized by a special resolution of our Shareholders dated September 10, 2024. Further, our Board has taken on record the consent of the Promoter Selling Shareholder by a resolution of our Board dated January 20, 2025.

(2) The Promoter Selling Shareholder has confirmed and authorised her participation in the Offer for Sale as set out below:

Name of the Promoter Selling Shareholder	*Offered Shares*	*Date of consent letter*
Chitra Pandyan	*14,910,500*	*January 15, 2025*

(3) Our Company allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. The QIB Portion was accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the Net QIB Portion was made available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion was made available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. For details, see "Offer Procedure" on page 359.

(4) Under subscription, if any, in the QIB Portion was not allowed to be met with spill over from other categories or a combination of categories. If at least 75% of the Offer cannot be allotted to QIBs, the entire application money will be refunded forthwith. In the event aggregate demand in the QIB category has been met 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, as applicable, at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange.

(5) Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Investors and Retail Individual Investors, was made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Investor was not less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, were allocated on a proportionate basis. The allocation to each Non-Institutional Investor was not less than ₹ 0.2 million, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, were allocated on a proportionate basis. Allocation to Anchor Investors was made on a discretionary basis. For details, see "Offer Procedure" on page 359.

For details, including in relation to grounds for rejection of Bids, refer to "*Offer Structure* "and "*Offer Procedure*" on page 356 and 359, respectively. For details of the terms of the Offer, see "*Terms of the Offer*" on page 350.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Consolidated Financial Information. The summary financial information presented below should be read in conjunction with "Financial Information" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 216 and 306, respectively.

[The remainder of this page has intentionally been left blank]

SUMMARY OF THE RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(*in ₹ million*)

Particulars	**As at September 30, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
ASSETS				
Non-current assets				
Property, plant and equipment	716.54	654.00	387.77	336.58
Capital work-in-progress	17.27	17.27	6.87	-
Other intangible assets	6.09	5.61	6.74	1.92
Goodwill	0.44	0.44	0.44	0.44
Financial assets				
(i) Investments	16.34	16.14	14.81	-
(ii) Other financial assets	101.36	438.57	412.64	354.06
Deferred tax assets (net)	15.43	7.50	18.79	20.74
Other non-current assets	138.75	132.57	77.27	3.90
Total non-current assets	**1,012.22**	**1,272.10**	**925.33**	**717.64**
Current assets				
Inventories	140.14	234.59	478.72	407.66
Financial assets				
(i) Investments	493.69	459.14	291.94	-
(ii) Trade receivables	838.91	794.78	650.02	538.97
(iii) Cash and cash equivalents	488.41	473.09	511.89	654.51
(iv) Bank balances other than (iii) above	285.85	3.59	6.07	24.74
(v) Other financial assets	325.16	156.55	48.29	24.65
Current tax assets (net)	-	23.13	3.26	0.91
Other current assets	412.04	171.87	206.87	159.48
Total current assets	2,984.20	2,316.74	2,197.06	1,810.92
Total Assets	3,996.42	3,588.84	3,122.39	2,528.56
EQUITY AND LIABILITIES				
Equity				
Equity share capital	721.50	721.50	1.50	1.50
Other equity				
Total equity attributable to the Owners of the Company	1,133.52	810.36	1,119.50	923.90
Non-controlling interest	531.24	371.39	635.57	677.53
Total equity	**2,386.26**	**1,903.25**	**1,756.57**	**1,602.93**
Liabilities				
Non-current liabilities				
Financial liabilities				
i) Borrowings	-	13.01	1.97	3.10
ii) Other Financial Liabilities	39.75	18.57	13.12	8.68
Deferred Tax Liability (net)	1.69	1.25	1.36	1.16
Total non-current liabilities	**41.44**	**32.83**	**16.45**	**12.94**
Current liabilities				
Financial liabilities				
i) Borrowings	255.53	369.78	104.10	112.08
ii) Trade payables				
a) Total outstanding dues to micro and small enterprises	22.39	19.03	13.43	57.92
b) Total outstanding of creditors other than (ii) (a) above	546.65	624.23	514.22	215.05
iii) Other financial liabilities	422.12	435.11	475.43	273.89
Provisions	-	-	-	3.13
Other current liabilities	303.61	204.61	242.20	250.62
Current Tax Liabilities	18.42	-	-	-
Total current liabilities	**1,568.72**	**1,652.76**	**1,349.38**	**912.69**
Total equity and liabilities	**3,996.42**	**3,588.84**	**3,122.39**	**2,528.56**

SUMMARY STATEMENT OF RESTATED PROFIT AND LOSS

(*in ₹ million*)

Particulars	Six-month period ended September 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from operations	1,557.38	3,005.97	2,532.50	1,826.38
Other income	269.77	308.04	203.01	290.95
Total Income	1,827.15	3,314.01	2,735.51	2,117.33
Expenses				
Cost of materials consumed	878.32	2,053.04	1,575.33	1,079.94
(Increase)/decrease in inventories	40.26	(50.24)	23.06	(8.52)
Employee benefits expenses	129.73	247.58	200.63	165.99
Finance costs	17.23	22.93	26.65	14.76
Depreciation and amortisation	18.15	33.65	23.37	19.26
Other expenses	192.67	377.17	411.91	357.13
Total expenses	**1,276.36**	**2,684.13**	**2,260.95**	**1,628.56**
Profit/(loss) before exceptional items and tax	**550.79**	**629.88**	**474.56**	**488.77**
Exceptional items (Gain)/Loss	2.36	(2.67)	(1.87)	(1.17)
Restated Profit before tax	**548.43**	**632.55**	**476.43**	**489.94**
Tax expenses:				
Current tax	54.90	77.55	78.78	72.36
Deferred tax	(7.25)	0.26	(1.27)	(4.69)
Total tax expenses	**47.65**	**77.81**	**77.51**	**67.67**
Profit for the year	**500.78**	**554.74**	**398.92**	**422.27**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurement of the net defined benefit liability/asset	(2.08)	18.33	(7.18)	(5.82)
Foreign Currency Conversion Adjustment	-	-	-	-
Tax on items that will not be reclassified to profit or loss	0.49	(4.57)	1.84	1.34
Items that will be reclassified to profit or loss				
Remeasurement of the net defined benefit liability/asset	-	-	-	-
Foreign Currency Conversion Adjustment	5.57	13.23	71.76	44.50
Tax on items that will be reclassified to profit or loss	-	-	-	-
Total other comprehensive income, net of tax	**3.98**	**26.99**	**66.41**	**40.02**
Total comprehensive income for the year	**504.76**	**581.73**	**465.33**	**462.29**
Profit attributable to:				
Owners of the Holding Company	329.21	374.42	206.06	165.15
Non - Controlling Interest	171.57	180.32	192.86	257.12
Other Comprehensive Income/(Loss) attributable to:				
Owners of the Holding Company	4.65	13.61	15.59	18.67
Non - Controlling Interest	(0.67)	13.38	50.82	21.35
Total comprehensive income attributable to:				
Controlling Interest	**333.86**	**388.03**	**221.65**	**183.82**
Non-Controlling Interest	**170.90**	**193.70**	**243.68**	**278.47**
Earnings per equity share (Nominal value per share Rs. 10/-)				
- Basic & Diluted (Rs.)	4.56	5.19	2.86	2.29

SUMMARY STATEMENT OF RESTATED CASH FLOWS

(*in ₹ million*)

Particulars	Six-month period ended September 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
A) CASH FLOW FROM OPERATING ACTIVITIES:				
Net Profit before tax as per Statement of Profit & Loss	548.43	632.55	476.43	489.94
Adjustment for :				
Depreciation and amortization Expenses	18.15	33.65	23.37	19.26
Finance Cost	17.23	22.93	26.65	14.76
Profit on Sale of Assets	2.36	(2.67)	(1.87)	(1.17)
Interest on Fixed Deposit	(170.77)	(209.09)	(158.37)	(246.73)
Remeasurement of benefit Obligations	0.77	2.56	5.99	3.45
Operating profit before working capital changes	**416.17**	**479.93**	**372.20**	**279.51**
Working Capital Changes				
(Increase)/Decrease in Trade Receivables	(44.13)	(144.76)	(111.04)	(121.94)
(Increase)/Decrease in Inventory	94.45	244.13	(71.07)	(179.25)
(Increase)/Decrease in Other Current & Non Current Assets	(298.63)	(14.83)	(90.37)	(13.41)
Increase/(Decrease) in Trade Payables	(74.22)	115.61	254.68	(31.11)
Increase/(Decrease) in Other Current Liabilities	107.20	(72.45)	197.56	237.11
Increase/(Decrease) in Short Term Provisions, etc	-	-	(3.13)	-
Cash generated from operations	200.84	607.63	548.83	170.91
Less:- Income Taxes paid	36.47	92.47	105.78	85.56
Net cash flow from operating activities (A)	**164.37**	**515.16**	**443.05**	**85.35**
B) CASH FLOW FROM INVESTING ACTIVITIES:				
Purchase of PPE including of CWIP	(37.62)	(357.41)	(72.57)	(30.90)
Sale of PPE	4.65	54.51	4.05	1.60
Advance paid for purchase of fixed Assets	(4.86)	(120.00)	(77.22)	(0.65)
Advance for purchase shares of Mehru Electricals and Mechanicals Private Limited	(36.00)	-	-	-
Investment made/Sold during the year	(34.76)	(168.53)	(306.75)	1.40
Interest Income	170.77	209.09	158.37	246.73
Forex -PPE, Intangible Assets	(50.56)	(3.59)	(15.86)	(12.42)
Net cash flow from investing activities (B)	**11.62**	**(385.93)**	**(309.98)**	**205.76**
C) CASH FLOW FROM FINANCING ACTIVITIES:				
Net Proceeds/(Repayment) of Issue of Capital				
Net (Repayment) of Long & Short Term Borrowings	(176.94)	(116.42)	(210.44)	(40.75)
Net Proceeds of Short Term Borrowings	49.68	382.10	200.71	70.14
Net Proceeds of Long Term Borrowings	-	11.05	0.62	1.61
Interest and Finance Cost	(17.23)	(22.93)	(26.65)	(14.76)
Net cash flow from financing activities (C)	**(144.49)**	**253.80**	**(35.76)**	**16.24**
D) IMPACT OF FOREIGN STEP DOWN SUBSIDIARY :				
Change in foreign currency arising on Consolidation	5.57	13.23	71.77	44.50

Particulars	Six-month period ended September 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Gross up effect of Hyper Inflation of Step Down Subsidiary	(21.75)	(435.05)	(311.70)	(381.46)
TOTAL	**(16.18)**	**(421.83)**	**(239.93)**	**(336.96)**
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C+D)	**15.32**	**(38.80)**	**(142.62)**	**(29.61)**
Cash and cash equivalents at the beginning of the year	**473.09**	**511.89**	**654.51**	**684.12**
Cash and cash equivalents at the end of the year	**488.41**	**473.09**	**511.89**	**654.51**
Cash and cash equivalents at the end of the year				
Balances with banks	315.69	347.15	478.95	633.80
Deposits with bank – original maturity of less than 3 months	109.35	102.54	-	5.24
Cash on Hand	63.37	23.40	32.94	15.47
Total	**488.41**	**473.09**	**511.89**	**654.51**

GENERAL INFORMATION

Our Company was originally incorporated as "*Quality Power Electrical Equipments Private Limited*" as a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated September 20, 2001, issued by the RoC. The name of our Company was subsequently changed to "*Quality Power Electrical Equipments Limited*" upon the conversion of our Company from a private to a public limited company, pursuant to a board resolution dated February 15, 2024, and our shareholders' resolution dated March 23, 2024, and a fresh certificate of incorporation was issued on June 14, 2024, by the RoC.

Corporate identity number: U31102PN2001PLC016455

Company Registration number: 016455

Registered and Corporate Office of our Company

Quality Power Electrical Equipments Limited
Plot No. L-61, M.I.D.C
Kupwad Block, Sangli – 416 436 Maharashtra, India

For details of the changes in our Registered Office, see "*History and Certain Corporate Matters – Changes in the registered office of our Company*" at page 188.

The Registrar of Companies

Our Company is registered with the Registrar of Companies, Maharashtra at Pune which is situated at the following address:

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

Board of Directors

The following table sets out the brief details of our Board as on the date of this Prospectus:

Name	Designation	DIN	Address
Thalavaidurai Pandyan	Chairman and Managing Director	00439782	Balaji Nagar, 153, Kupwad Road, Sangli 416416, Maharashtra, India
Chitra Pandyan	Whole Time Director	02602659	Balaji Nagar, 153, Kupwad Road, Sangli 416416, Maharashtra, India
Bharanidharan Pandyan	Joint Managing and Whole-time Director	01298247	Balaji Nagar, 153, Kupwad Road, Sangli 416416, Maharashtra, India
Mahesh Vitthal Saralaya	Whole Time Director	10509703	1, S Kumar Residency, Moti Chowk, Nishant Colony Sangli, Vishrambag Miraj, 416416, Maharashtra, India
Pournima Suresh Kulkarni	Independent Director	10320821	Aakanksha plot no 302, lane no 14, Hari Om Nagar ambai tank jawal rankala west baju, Phulewadi, Karvir Kolhapur, Maharashtra, 416010
Rajendra Sheshadri Iyer	Independent Director	09319795	B/12 A01, Building No-8, Interface Heights, Link Road, Behind D-Mart, Malad West, Mumbai Suburban, Maharashtra- 400064
Shailesh Kumar Mishra	Independent Director	08068256	Krishna Kumar Mishra, Flat No. A-702, Time Residency, Sector- 63, Gurgaon Sector 56, Gurgaon, Haryana, 122011
Sadayandi Ramesh	Independent Director	00588780	21/12, Cresant Street, A B M Avenue, Raja Annamalaipuram, Chennai, Tamil Nadu 600 028

For further details of our Board of Directors, see "*Our Management*" on page 195.

Company Secretary and Compliance Officer

Deepak Ramchandra Suryavanshi is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Deepak Ramchandra Suryavanshi

Address: Plot No. L-61, M.I.D.C Kupwad Block, Sangli – 416 436 Maharashtra, India
Telephone: + 91 233 264 5432
E-mail: investorgrievance@qualitypower.co.in

Investor Grievances

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

All Offer-related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary(ies) 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 Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Manager

Pantomath Capital Advisors Private Limited
Pantomath Nucleus House
Saki Vihar Road, Andheri East
Mumbai – 400 072
Maharashtra, India
Telephone: 180 0889 8711
E-mail: qualitypower.ipo@pantomathgroup.com
Investor Grievance E-mail: investors@pantomathgroup.com
Website: www.pantomathgroup.com
Contact Person: Amit Maheshwari
SEBI Registration No.: INM000012110

Syndicate Member

Asit C. Mehta Investment Interrmediates Limited
Pantomath Nucleus House,
Saki Vihar Road, Andheri East,
Mumbai – 400 072, Maharashtra, India
Telephone: +91 22 2858 3333
Email: manju.makwana@acm.co.in
Website: https://www.investmentz.com
Contact person: Manju Makwana
SEBI Registration No: INZ000186336

Statement of inter-se allocation of responsibilities among the BRLM

Pantomath Capital Advisors Private Limited is the sole BRLM to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them, accordingly a statement of inter-se allocation of responsibilities is not required.

Legal Counsel to our Company as to Indian Law

Trilegal
One World Centre
10th floor, Tower 2A & 2B

Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Telephone: +91 22 4079 1000

Registrar to the Offer

MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)
C 101, 1st Floor, 247 Park
L.B.S. Marg, Vikhroli West
Mumbai – 400 083, Maharashtra, India
Telephone: +91 810 811 4949
E-mail: qualitypower.ipo@linkintime.co.in
Investor Grievance Email: qualitypower.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Banker(s) to the Offer

Public Offer Account Bank and Sponsor Bank

Axis Bank Limited
Axis House,6th Floor, C-2,
Wadia lnternational Centre,
Pandurang Budhkar Marg, Worli,
Mumbai - 400 025, India
Telephone: 022 24253672
Email Id: vishal.lade@axisbank.com
Website: www.axisbank.com
Contact Person: Vishal M. Lade
SEBI Registration Number: INBI00000017

Escrow Collection Bank, Refund Bank and Sponsor Bank

Kotak Mahindra Bank limited
Intellion Square, 501,
5th Floor, A Wing, Infinity IT Park, Gen. A.K. Vaidya Marg,
Malad - East, Mumbai 400097, India
Telephone: 022 69410636
Email Id: cmsipo@kotak.com
Website: www.kotak.com
Contact Person: Siddhesh Shirodkar
SEBI Registration Number: INBI00000927

Banker(s) to our Company

Axis Bank Limited
Amrai Road, Sangli 416 416
Telephone: +91 88069 01671
Email: sangli.branchhead@axisbank.com
Website: www.axisbank.com
Contact Person: Avinash Desai

Designated Intermediaries

Self-Certified Syndicate Banks

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

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

SCSBs eligible as Issuer Banks for UPI Mechanism

In accordance with the SEBI ICDR Master Circular read with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, each applicable to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, UPI Bidders using the UPI Mechanism could only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is also available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted 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 at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, as updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

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

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Experts

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

Our Company has received the written consent dated February 20, 2025, from Kishor Gujar & Associates, Chartered Accountants to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus and as an "Expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated January 1, 2025, on our Restated Consolidated Financial Information; (ii) their report dated February 6, 2025, on the statement of special tax benefits available to our Company and our shareholders, our material subsidiary under the applicable tax laws in India in this Prospectus; and (iii) report dated January 7, 2025, on the Pro Forma Consolidated Financial Information and such consent has not been withdrawn as on the date of this Prospectus.

Our Company has received the written consent dated February 20, 2025, from S. Singhal & Co., Chartered Accountants to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus and as an "Expert" as defined under section 2(38) of the Companies Act, 2013 in respect of their report dated December 23, 2024, on the Audited Financial Statements for Mehru Electrical and Mechanical Engineers Private Limited for the six-month period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022.

Our Company has received written consent dated February 20, 2025 from the practicing company secretary, Aditya Patil & Co., Company Secretaries to include its name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as practicing company secretary and in respect of the certificate dated February 20, 2025, issued by it in connection with *inter alia*, certain corporate records which are untraceable and filings and such consent has not been withdrawn as of the date of this Prospectus.

Our Company has received written consent dated February 20, 2025, from Satish P. Kulkarni, the independent chartered engineer, to include their name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as independent chartered engineer in respect of the certificate dated January 9, 2025, issued by them in connection with the capacity details included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

Statutory Auditor to our Company

Kishor Gujar & Associates, Chartered Accountants
Office No. 2, 1st Floor, Mahalaxmi Heights,
Near Bank of Maharashtra (Pimpri Branch), Pimpri, Pune – 411 018
Maharashtra, India
E-mail: info.kgapune@gmail.com
Telephone: 020 27472930
Firm registration number: 116747W
Peer review number: 014220

Changes in Auditors

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

Particulars	Date of Change	Reason for Change
Kishor Gujar & Associates, Chartered Accountants Office No. 2, 1st Floor, Mahalaxmi Heights, Near Bank of Maharashtra (Pimpri Branch), Pimpri, Pune – 411 018 Maharashtra, India **E-mail**: info.kgapune@gmail.com **Telephone**: 020 27472930 **Firm registration number**: 116747W **Peer review number**: 014220	December 20, 2023	Appointed as the Statutory Auditors to fill the casual vacancy
Khire Khandekar & Kirloskar 157, Raghukul, South Shivaji Nagar, Panchmukhi Maruti Road, Sangli 416416 Maharashtra, India **E-mail**: cakirloskar@gmail.com **Telephone**: 0233-2376096 **Firm registration number**: 105148W **Peer review number**: NA	December 14, 2023	Resigned as the statutory auditor was not peer reviewed.

Grading of the Offer

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

Appraising Entity

No appraising entity has been appointed in relation to the Offer.

Monitoring Agency

As the size of the Fresh Issue exceeds ₹1,000.00 million, our Company, in compliance with Regulation 41 of the SEBI ICDR Regulations, has appointed Brickwork Ratings India Private Limited, a credit rating agency registered with SEBI as a Monitoring Agency to monitor the utilisation of the Gross Proceeds,. For details in relation to the proposed utilisation of the Gross Proceeds, see "*Objects of the Offer – Monitoring Agency to monitor the period and amount*" on page 88.

Brickwork Ratings India Private Limited
A-30, 5th floor, SA, Technopolis Knowledge Park,
Mahakali Caves Road NR Udyog Bhavan Chakala,
Andheri (E), Mumbai - 400 093
Telephone: 08040409940/40409999
Email: jatin.vr@brickworkratings.com/ ritaban.b@brickworkratings.com
Website: www.brickworkratings.com
Contact Person: Mr. Jatin Vyas/ Mr. Rituban Basu
CIN: U67190KA2007PTC043591

Credit Rating

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

Debenture Trustee

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing of Offer Documents

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

Securities and Exchange Board of India

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

A copy of the Red Herring Prospectus, along with the material contracts and documents was filed with the RoC in accordance with Section 32 of the Companies Act, and a copy of this Prospectus shall be filed with the RoC at PCNTDA Green Building, Block A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune – 411044, Maharashtra, India as required under Section 26 of the Companies Act and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of this Prospectus and the Bid cum Application Forms. The Price Band was decided by our Company, in consultation with the BRLM, and was advertised in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard (a Hindi national daily newspaper) and all editions of Kesari (a widely circulated Marathi newspaper, Marathi being the regional language of Sangli, Maharashtra where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date and was made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Offer Price was determined by our Company, in consultation with the BRLM after the Bid/Offer Closing Date.

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

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors were not permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors could revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors could not withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) was made on a proportionate basis while allocation to Anchor Investors was made on a discretionary basis. For further details, see "*Terms of the Offer*" and "*Offer Procedure*" beginning on pages 350 and 359, respectively.

The Book Building Process and the Bidding process are subject to change from time to time, and the Bidders were advised to make their own judgment about investment through the aforesaid processes prior to submitting a Bid in the Offer. Bidders should note that the Offer is also subject to our Company obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

For further details on the method and procedure for Bidding, see "*Offer Procedure*" on page 359.

Underwriting Agreement

Our Company and the Promoter Selling Shareholder have entered into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer.

The Underwriting Agreement is dated February 19, 2025. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(₹ in million)

Name, address, telephone and e-mail of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten
Pantomath Capital Advisors Private Limited **Address**: Pantomath Nucleus House Saki- Vihar Road, Andheri East, Mumbai - 400 072, Maharashtra, India **Telephone**: 1800 8898711 **Email**: 1800 8898711	20,204,600	8,586.96
Asit. C. Mehta Investment Interrmediates Limited **Address:** Pantomath Nucleus House, Saki Vihar Road, Andheri East, Mumbai - 400072 Maharashtra, India **Telephone**: +912228583333 **Email**: manju.makwana@acm.co.in	Nil	Nil

The abovementioned underwriting commitment is indicative and will be finalized after determination of the Offer Price and Basis of Allotment and will be subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board of Directors, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board/IPO Committee, at its meeting held on February 19, 2025, had accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them.

CAPITAL STRUCTURE

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

(in ₹ million, except share data or indicated otherwise)

		Aggregate value at face value	Aggregate value at Offer Price*
A	**AUTHORIZED SHARE CAPITAL**		
	100,000,000 Equity Shares of face value ₹10 each	1,000.00	
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**(3)		
	72,150,000 Equity Shares of face value of ₹ 10 each	721.50	
			-
D	**PRESENT OFFER IN TERMS OF THIS PROSPECTUS**		
	Offer of 20,204,600* Equity Shares of face value of ₹ 10 each aggregating to ₹ 8,586.96 million (1) comprising of:	202.05	8,586.96
	Fresh Issue of 5,294,100* Equity Shares of face value ₹ 10 each aggregating to ₹ 2,249.99 million	52.94	2,249.99
	Offer for Sale of 14,910,500 Equity Shares of face value ₹ 10 each aggregating to ₹ 6,336.96* million by the Promoter Selling Shareholder(1) (2)	149.11	6,336.96
E	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	77,444,100* Equity Shares of face value of ₹ 10 each	774.44	
F	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	Nil	
	After the Offer	2,197.05	

**Subject to finalization of the Basis of Allotment.*

(1) *The Offer has been authorized by a resolution of our Board dated August 24, 2024, and the Fresh Issue has been authorised by a resolution of our Shareholders dated September 10, 2024. Further, our Board has taken on record the consent of the Promoter Selling Shareholder by resolution of our Board dated January 20, 2025. The Promoter Selling Shareholder has consented to participate in the Offer for Sale pursuant to her consent letter. For further details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures –* Authority of the Offer*" on page 338.*

(2) *The Promoter Selling Shareholder confirms that the Equity Shares being offered by her are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 and Regulation 8A of the SEBI ICDR Regulations. For further details of authorizations received for the Offer, see "Other Regulatory and Statutory Disclosures – Eligibility of the Offer" on page 338.*

Changes in the authorised share capital of our Company

For details of the changes to the authorised share capital of our Company during the last 10 years, see "*History and Certain Corporate Matters- Amendments to our Memorandum of Association*" on page 188.

Notes to the Capital Structure

1. **Share Capital history of our Company**

(a) Equity Share Capital

The following table sets forth the history of the Equity Share capital of our Company.

Date of allotment/ split of equity shares	Reason/particulars of allotment/ split of equity shares	Names of allottees	No. of equity shares allotted	Cumulative No. of equity shares	Face value (₹)	Issue price per equity share (₹)	Form of consideration
September 20, 2001*	Initial subscription to the MOA	Allotment of 90 Equity Shares to Thalavaidurai Pandyan and 10 equity shares to Chitra Pandyan.	100	100	1,000	1,000	Cash
December 27, 2002	Further issue	Allotment of 370 Equity Shares to Bharanidharan Pandyan, 300 Equity Shares to Chitra Pandyan, and 50 equity shares to Muthu Laxmi Poomari	720	820	1,000	1,000	Cash
March 31, 2012	Further issue	Allotment of 455 Equity Shares to Thalavaidurai Pandyan and 225 Equity Shares to Bharanidharan Pandyan.	680	1,500	1,000	1,000	Cash
Pursuant to a resolution of our Board dated December 14, 2023 and a resolution of our shareholders dated January 3, 2024 each equity share of our Company of ₹1,000 each was sub-divided into Equity Shares of ₹ 10 each and accordingly the issued and paid-up equity share capital of our Company was sub-divided from 1,500 equity shares of ₹ 1,000 each to 150,000 Equity Shares of ₹ 10 each.							
January 13, 2024	Bonus issue in the ratio of four hundred and eighty (480) Equity Shares for every one (1) existing Equity Share held	Allotment of 28,560,000 Equity Shares to Thalavaidurai Pandyan, 28,560,000 Equity Shares to Bharanidharan Pandyan and 14,880,000 Equity Shares to Chitra Pandyan.	72,000,000	72,150,000	10	-	NA

**Our Company was incorporated on September 20, 2001 and the date of subscription to the Memorandum of Association was August 2, 2001.*

(b) Preference share capital

Our Company has no preference shares as on the date of this Prospectus. Accordingly, our Company has no outstanding preference shares as on the date of this Prospectus.

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

Date of allotment	Reason/Nature of Allotment	Names of Allottees	No. of equity shares Allotted	Face Value (₹)(1)	Issue price per equity share (₹)	Form of consideration	Benefits to our Company
January 13, 2024	Bonus issue in the ratio of four hundred and eighty (480) Equity Shares for every one (1) existing Equity Share held	Allotment of 28,560,000 Equity Shares to Thalavaidurai Pandyan, 28,560,000 Equity Shares to Bharanidharan Pandyan and 14,880,000 Equity Shares to Chitra Pandyan.	72,000,000	10	-	N.A.	-

(1) *As adjusted for sub-division of equity shares.*

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

The Offer Price for the Equity Shares is ₹ 425. There have been no allotments made by our Company at a price lower than the Offer Price in the last one year.

4. **Details of equity shares granted under employee stock option schemes**

Our Company has not issued any equity shares under any employee stock option scheme since incorporation. As on the date of this Prospectus, our Company does not have any employee stock options scheme or any employee stock option plan.

5. Our Company has not issued any Equity Shares or preference shares out of its revaluation reserves at any time since incorporation.

6. Our Company has not allotted any shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013.

7. All transactions in Equity Shares by our Promoters and members of our Promoter group between the date of filing of this Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions. There were no such transactions from the date of the Draft Red Herring Prospectus till the date of this Prospectus.

8. ***Shareholding pattern of our Company***

The table below presents the shareholding pattern of our Company as on the date of this Prospectus.

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up equity shares held (IV)	Number of Partly paid-up equity shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII) Number of Shares pledged or otherwise encumbered (XIII)				Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+ C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class eg: Equity Shares	Class eg: Others	Total								
(A)	**Promoter and Promoter Group**	4	7,21,49,960	-	-	7,21,49,960	99.99	7,21,49,960	-	7,21,49,960	99.99%	-	-	-	-	-	-	7,21,49,960
(B)	**Public**	4	40	-	-	40	Negligible	40	-	40	Negligible	-	-	-	-	-	-	40
(C)	**Non Promoter-Non Public**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	**Shares underlying DRs**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	**Shares held by Employee Trusts**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**8**	**7,21,50,000**	**-**	**-**	**7,21,50,000**	**100%**	**7,21,50,000**	**-**	**7,21,50,000**	**100%**	**-**	**-**	**-**	**-**	**-**	**-**	**7,21,50,000**

9. **Other details of Shareholding of our Company**

As on the date of the filing of this Prospectus, our Company has 8 Shareholders.

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

No.	Name of the Shareholder	No. of Equity Shares (of face value ₹10 each)	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
1.	Thalavaidurai Pandyan	9,860,480	13.67	12.73
2.	Chitra Pandyan	14,911,000	20.67	19.25
3.	Bharanidharan Pandyan	28,619,480	39.66	36.96
4.	Pandyan Family Trust	18,759,000	26.00	24.22
	Total	**72,149,960**	**99.99**	**93.16**

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

No.	Name of the Shareholder	No. of Equity Shares (of face value ₹10 each)	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
1.	Thalavaidurai Pandyan	9,860,480	13.67	12.73
2.	Chitra Pandyan	14,911,000	20.67	19.25
3.	Bharanidharan Pandyan	28,619,480	39.66	36.96
4.	Pandyan Family Trust	18,759,000	26.00	24.22
	Total	**72,149,960**	**99.99**	**93.16**

(c) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, as of one year prior to the date of filing of this Prospectus:

No.	Name of the Shareholder	No. of Equity Shares (of face value ₹10 each)	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
1.	Thalavaudurai Pandyan	28,619,500	39.67%	36.96
2.	Chitra Pandyan	14,911,000	20.67%	19.25
3.	Bharanidharan Pandyan	28,619,500	39.66%	36.96
	Total	**72,150,000**	**100.00**	**93.16**

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

No.	Name of the Shareholder	No. of Equity Shares (of face value ₹1000 each)	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
1.	Thalavaidurai Pandyan	595	39.67%	36.96
2.	Chitra Pandyan	310	20.66%	19.25
3.	Bharanidharan Pandyan	595	39.66%	36.96
	Total	**1,500**	**100.00**	**93.16**

10. Our Company may alter its capital structure within a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or for acquiring assets or for business purposes or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

11. There are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Prospectus.

- ***Details of Shareholding of our Promoters and members of the Promoter Group in the Company***

(a) As on the date of this Prospectus, the members of the Promoter Group do not hold any Equity Shares in our Company. Our Promoters hold 72,149,960 Equity Shares, equivalent to 99.99 % of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth in the table below:

S. N.	Name of the Shareholder	Pre-Offer Equity Share capital		Post-Offer Equity Share capital*	
		No. of Equity Shares	% of total Shareholding	No. of Equity Shares	% of total Shareholding
Promoters					
1.	Thalavaidurai Pandyan	9,860,480	13.67	9,860,480	12.73
2.	Chitra Pandyan	14,911,000	20.67	500	Negligible
3.	Bharanidharan Pandyan	28,619,480	39.66	28,619,480	36.96
4.	Pandyan Family Trust	18,759,000	26.00	18,759,000	24.22
	Total	**72,149,960**	**99.99**	**57,239,460**	**73.91**

**Subject to finalisation of Basis of Allotment.*

(b) All Equity Shares held by our Promoters are in dematerialized form as on the date of this Prospectus.

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

The build-up of the Equity Shareholding of our Promoters since incorporation of our Company is set forth in the table below.

Nature of transaction	Date of allotment/ transfer	No. of equity shares	Face value per equity share (₹)	Issue price/ transfer price/ per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Thalavaidurai Pandyan						
Initial subscription to the MOA	September 20, 2001	90	1,000	1,000	90.00	90.00
Transfer from Muthulaxmi Poomari	October 15, 2004	50	1,000	1,000	6.10	6.10
Further issue	March 31, 2012	455	1,000	1,000	30.33	30.33
Pursuant to a resolution of our Board dated December 14, 2023 and a resolution of our Shareholders dated January 3, 2024 each equity share of our Company of ₹ 1,000 each was sub-divided into Equity Shares of ₹ 10 each. Consequently, 595 equity shares of face value ₹ 1,000 each held by Thalavaidurai Pandyan were sub-divided into 59,500 equity shares of face value ₹ 10 each.						
Bonus issue in the ratio of four hundred and eighty (480) Equity Shares for every one (1) existing Equity Share held	January 13 2024	28,560,000	10	-	39.58	36.88
Transfer to Hemant Madhavrao Mahabal	March 15, 2024	(10)	10	100.00	Negligible	Negligible
Transfer to Bhalchandra Badgonda Patil	March 15, 2024	(10)	10	100.00	Negligible	Negligible
Transfer to Pandyan Family Trust	August 16, 2024	(18,759,000)	10	-	26.00	24.22
TOTAL	**9,860,480 Equity Shares, aggregating to 13.67% of the pre-Offer paid-up Equity Share capital of our Company.**					
Chitra Pandyan						
Initial subscription to the MOA	September 20, 2001	10	1,000	1,000	10.00	10.00
Further issue	December 27, 2002	300	1,000	1,000	36.59	36.59
Pursuant to a resolution of our Board dated December 14, 2023 and a resolution of our Shareholders dated January 3, 2024 each equity share of our Company of ₹ 1,000 each was sub-divided into Equity Shares of ₹ 10 each. Consequently, 310 equity shares of face value ₹ 1,000 each held by Chitra Pandyan were sub-divided into 31,000 equity shares of face value ₹ 10 each.						
Bonus issue in the ratio of four hundred and eighty (480) Equity Shares for every one (1) existing Equity Share held	January 13, 2024	14,880,000	10	-	20.62	19.21
TOTAL	**1,49,11,000 Equity Shares, aggregating to 20.67% of the pre-Offer paid-up Equity Share capital of our Company.**					
Bharanidharan Pandyan						
Further issue	December 27, 2002	370	1,000	1,000	45.12	45.12
Further issue	March 31, 2012	225	1,000	1,000	15.00	15.00
Pursuant to a resolution of our Board dated December 14, 2023 and a resolution of our Shareholders dated January 3, 2024 each equity share of our Company of ₹ 1,000 each was sub-divided into Equity Shares of ₹ 10 each. Consequently, 595 equity shares of face value ₹ 1,000 each held by Bharanidharan Pandyan were sub-divided into 59,500 equity shares of face value ₹ 10 each.						
Bonus issue in the ratio of four hundred and eighty (480) Equity Shares for every one (1) existing Equity Share held	January 13, 2024	28,560,000	10	-	39.58	36.88

Nature of transaction	Date of allotment/ transfer	No. of equity shares	Face value per equity share (₹)	Issue price/ transfer price/ per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Transfer to Chandrashekhar Bhalchandra Dandekar	March 15, 2024	(10)	10	100.00	Negligible	Negligible
Transfer to Sudhakar Shamrao Jadhav	March 15, 2024	(10)	10	100.00	Negligible	Negligible
TOTAL	**28,619,480 Equity Shares aggregating to 39.66% of the pre-Offer paid-up Equity Share capital of our Company**					
Pandyan Family Trust						
Transfer from Thalavaidurai Pandyan	August 16, 2024	18,759,000	10	-	26.00	24.22
TOTAL	**18,759,000 Equity Shares, aggregating to 26.00% of the pre-Offer paid-up Equity Share capital of our Company.**					

(d) Except as disclosed above, all the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment of such Equity Shares.

(e) As on the date of this Prospectus, none of the Equity Shares held by our Promoters are pledged or are pledged with any lenders as security for loans availed by our Promoters.

(f) Except as disclosed above, none of the members of the Promoter Group, our Promoters, or the Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Prospectus.

(g) There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and 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 this Prospectus.

12. ***Details of Promoters' contribution and lock-in for 3 years and 1 year***

(a) Pursuant to Regulations 14 and 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 the Promoters shall be locked in for a period of 3 years as minimum promoters' contribution from the date of Allotment ("**Promoters' Contribution**"), and the Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked-in for a period of one year from the date of Allotment.

(b) Details of the Equity Shares to be locked-in for 3 years from the date of Allotment as Promoters' Contribution are set forth in the table below.

Name of the Promoter	Date of allotment of the Equity Shares	Nature of transaction	No. of Equity Shares(2)	Face value (₹)	Issue/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in(1)	Percentage of the post-Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
Bharanidharan Pandyan	December 27, 2002	Further issue	36,980	10(3)	10(3)	36,980	0.05	February 21, 2028
Bharanidharan Pandyan	March 31, 2012	Further issue	22,500	10(3)	10(3)	22,500	0.03	February 21, 2028
Bharanidharan Pandyan	January 13, 2024	Bonus issue in the ratio of four hundred and eighty (480) Equity Shares for every one (1) existing Equity Share held	5,568,860	10	-	5,568,860	7.19	February 21, 2028
Thalavaidurai Pandyan	January 13, 2024	Bonus issue in the ratio of four hundred and eighty (480)	28,560,1000	10	-	9,860,480	12.73	February 21, 2028

Name of the Promoter	Date of allotment of the Equity Shares	Nature of transaction	No. of Equity Shares[(2)]	Face value (₹)	Issue/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in[(1)]	Percentage of the post-Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
		Equity Shares for every one (1) existing Equity Share held						
Total						**15,488,820**	**20.00**	-

[(1)]Subject to finalisation of Basis of Allotment.
[(2)]All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.
[(3)]Issue price, face value and number of equity shares mentioned are after taking into effect the sub-division of Equity Shares of face value of ₹ 1,000 each to ₹ 10 each pursuant to a board resolution dated December 14, 2023 and a resolution of our shareholders dated January 13, 2024.

(c) Our Promoters have given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as 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 Prospectus until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

(d) Our Company undertakes that the Equity Shares that shall be locked-in are not and will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

(i) The Equity Shares offered for Promoters' Contribution do not include equity shares acquired in the three immediately preceding years (a) for consideration other than cash involving revaluation of assets or capitalisation of intangible assets; or (b) resulting from a bonus issue of Equity Shares out of revaluation reserves or unrealized profits of our Company or from a bonus issuance of equity shares against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution;

(ii) The Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) Our Company has not been formed by the 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 Prospectus pursuant to conversion from a partnership firm; and

(iv) The Equity Shares forming part of the Promoters' Contribution are not subject to any pledge.

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

In addition to the Equity Shares held by our Promoters which are locked in as stated above, pursuant to the SEBI ICDR Regulations, the entire pre-Offer capital of our Company shall be locked-in for a period of six months from the date of Allotment, except for (i) the Equity Shares Allotted pursuant to the Offer for Sale; (ii) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that such Equity Shares shall be locked in for a period of at least six months from the date of purchase by such shareholders; and (iii) as otherwise permitted under the SEBI ICDR Regulations. Further, any unsubscribed portion of the Offered Shares will also be locked in, as required under the SEBI ICDR Regulations. Additionally, in accordance with Regulation 8A of the SEBI ICDR Regulations, the relaxation from lock-in period provided under Regulation 17(c) of the SEBI ICDR Regulations to Equity Shares held by VCFs or Category I AIF or Category II AIF or FVCI shall not be available to any Shareholder(s) holding, individually or with persons acting in concert, more than 20% of pre-Offer shareholding of our Company on fully diluted basis.

14. ***Lock-in of Equity Shares Allotted to Anchor Investors***

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in the following manner: There shall be a lock-in of 90 days on 50% of the Equity Shares Allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares Allotted to the Anchor Investors from the date of Allotment.

15. ***Recording on non-transferability of Equity Shares locked-in***

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

16. ***Other requirements in respect of lock-in***

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

(a) With respect to the Equity Shares locked-in for one year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

(b) With respect to the Equity Shares locked-in as Promoters' Contribution for 3 years from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer. For further details, please see "*Objects of the Offer*" on page 76 of this Prospectus.

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 to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations. For details of pledge on Equity Shares which will continue post listing of the Equity Shares, please see "*– Build-up of the Promoters' shareholding in our Company"* on page 71.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, may be transferred to any member of the Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the Takeover Regulations.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoters prior to the Offer and locked-in for a period of six months, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in with the transferee and compliance with the provisions of the Takeover Regulations.

17. Our Company, the Promoters, the Directors and the BRLM have no existing buyback arrangements and or any other similar arrangements for the purchase of Equity Shares being issued through the Offer.

18. As on the date of this Prospectus, our Company does not have any investors which are either directly or indirectly related to the BRLM or its associates or affiliates.

19. All issuances of securities made by our Company since its incorporation till the date of filing of this Prospectus were in compliance with the Companies Act, 1956 and the Companies Act, 2013, as applicable.

20. Except as disclosed in this section, none of the Directors or Key Managerial Personnel or Senior Management Personnel of our Company hold any Equity Shares in our Company. For details, see "*Our Management-Shareholding of Directors in our Company*" on page 200.

21. All Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Prospectus.

22. As on the date of this Prospectus, the BRLM and its associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 do not hold any Equity Shares of our Company. The BRLM and its 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. None of the Promoters or other members of our Promoter Group will participate in the Offer except to the extent of their participation in the Offer for Sale.

24. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Prospectus with SEBI until the Equity Shares are listed on the Stock Exchanges.

25. No person connected with the Offer, including, but not limited to, the BRLM, the members of the Syndicate, our Company, our Directors, our Promoters and members of our Promoter Group, shall offer or make payment of any incentive, whether direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

26. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

27. **Details of acquisitions through secondary transactions of the securities of our Company**:

Except as disclosed in the *"Capital Structure – Build-up of the Promoters' shareholding in our Company*" on page 71 and as set out below, there have been no acquisitions through secondary transactions of the Equity Shares of our Company:

Hemant Madhavrao Mahabal

Sr. No.	Name of the Transferor	Transferee/ Name of the major shareholder	Date of acquisition	Number of shares acquired	Face value (₹)	Amount of Consideration (₹)	Price of acquisition	Mode of Acquisition
1.	Thalavaidurai Pandyan	Hemant Madhavrao Mahabal	March 15, 2024	10	10	1,000.00	100.00	Transfer

Bhalchandra Bagonda Patil

Sr. No.	Name of the Transferor	Transferee/ Name of the major shareholder	Date of acquisition	Number of shares acquired	Face value (₹)	Amount of Consideration (₹)	Price of acquisition	Mode of Acquisition
1.	Thalavaidurai Pandyan	Bhalchandra Badgonda Patil	March 15, 2024	10	10	1,000.00	100.00	Transfer

Chandrashekhar Bhalchandra Dandekar

Sr. No.	Name of the Transferor	Transferee/ Name of the major shareholder	Date of acquisition	Number of shares acquired	Face value (₹)	Amount of Consideration (₹)	Price of acquisition	Mode of Acquisition
1.	Bharanidharan Pandyan	Chandrashekhar Bhalchandra Dandekar	March 15, 2024	10	10	1,000.00	100.00	Transfer

Sudhakar Shamrao Jadhav

Sr. No.	Name of the Transferor	Transferee/ Name of the major shareholder	Date of acquisition	Number of shares acquired	Face value (₹)	Amount of Consideration (₹)	Price of acquisition	Mode of Acquisition
1.	Bharanidharan Pandyan	Sudhakar Shamrao Jadhav	March 15, 2024	10	10	1,000.00	100.00	Transfer

SECTION V – PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue and the Offer for Sale. The Fresh Issue comprises of 5,294,100* Equity Shares aggregating to ₹ 2,249.99 million to be issued by our Company and the Offer for Sale comprises of 14,910,500 Equity Shares aggregating to 6,336.96* million by the Promoter Selling Shareholder. For details, see "*Summary of the Offer Document*" and "*The Offer*" on pages 16 and 52, respectively.

**Subject to finalization of the Basis of Allotment.*

Offer for Sale

The Promoter Selling Shareholder will be entitled to her respective portion of the proceeds of the Offer for Sale, after deducting the portion of Offer related expenses and relevant taxes thereon, as applicable. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds.

Fresh Issue

The details of the proceeds of the Fresh Issue are set forth below:

Particulars	**Estimated amount (in ₹ million)**
Gross Proceeds of the Fresh Issue	2,249.99
(Less) Expenses in relation to the Fresh Issue	(196.06)
Net Proceeds	**2,053.93**

Requirement of funds

The Net Proceeds of the Fresh Issue are proposed to be utilized in the following manner:

1. Payment of the purchase consideration for the acquisition of Mehru Electrical and Mechanical Engineers Private Limited;

2. Funding capital expenditure requirements of our Company for purchase plant and machinery; and

3. Funding inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes.

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

In addition to the aforementioned Objects, our Company will receive the benefits of listing of its Equity Shares on the Stock Exchanges including enhancement of our Company's brand name and creating a public market for our Equity Shares in India.

The main objects and the objects incidental and ancillary to the main objects of our MoA enables our Company (i) to undertake our existing business activities; (ii) to undertake activities for which funds are being raised by us through the Fresh Issue; and (iii) to undertake the activities for which funds are earmarked towards general corporate purposes.

Utilization of Net Proceeds

The Net Proceeds are proposed to be utilized in the following manner:

(*in ₹ million*)

Sr. No.	**Particulars**	**Estimated amount (in ₹ million)**
1.	Payment of the purchase consideration for the acquisition of Mehru Electrical and Mechanical Engineers Private Limited	1,170.00
2.	Funding capital expenditure requirements of our Company for purchase plant and machinery	272.17
3.	Funding inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes	611.76#
	Total	**2,053.93**

#The amount to be utilised for unidentified acquisitions and general corporate purposes shall not exceed 35% of the Gross Proceeds. The amount utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.

Our Board at its meeting held on September 10, 2024 approved the proposed objects of the Offer and the respective amounts proposed to be utilized from the Net Proceeds for each object. See "*Material Contracts and Documents for Inspection – Material Documents*" on page 419.

Proposed schedule of implementation and deployment of Net Proceeds

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

(*in ₹ million*)

Particulars	Total estimated cost[1]	Amount deployed as of December 31, 2024	Amount to be funded from Net Proceeds	Estimated deployment of the Net Proceeds
				Fiscal 2025
Payment of the purchase consideration for the acquisition of Mehru Electrical and Mechanical Engineers Private Limited	1,200.00	30.00[3]	1,170.00	1,170.00
Funding capital expenditure requirements of our Company for purchase plant and machinery	272.17	-	272.17	272.17
Funding inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes [2]	611.76	-	611.76	611.76
Net Proceeds	**2,083.93**	**30.00**	**2,053.93**	**2,053.93**

(1) *Applicable taxes, to the extent required, have been included in the estimated cost.*
(2) *The amount to be utilised for unidentified acquisitions and general corporate purposes shall not exceed 35% of the Gross Proceeds. The amount utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.*
(3) *As certified by Kishor Gujar & Associates, Chartered Accountants, Statutory Auditors of our Company pursuant to their certificate on the source of funds and deployment of funds dated February 20, 2025.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described in this section are based on our current business plan, management estimates, market conditions and other external commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution. We may have to revise our funding requirements and deployment schedule on account of a variety of factors such as timing of completion of the Offer, our financial and market condition, our management's estimates of economic trends and business requirements, business and strategy, retention other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

Subject to applicable law, in case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. 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 Offer. In the event that the estimated utilisation of the Net Proceeds in a scheduled Financial Year is not completely met, due to the reasons stated above, the same shall be utilised in the next Fiscal Year, 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 towards general corporate purposes, to the extent that the total amount to be utilised towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations.

Means of Finance

The aggregate purchase consideration under the Mehru SPA is ₹ 1,200.00 million out of which our Company has paid an advance amount of ₹ 30.00 million. Save and except the foregoing, the entire requirement of funds for the Objects of the Fresh Issue are proposed to be met from the Net Proceeds, we confirm that there is no requirement to make firm arrangements of finance towards at least 75% of the stated means of finance through verifiable means, excluding the amount to be raised through the Fresh Issue. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VI and Regulation 7(1)(e) of the SEBI ICDR Regulations. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for Objects, our Company may explore a range of options including utilizing our internal accruals or availing additional debt for capital expenditure.

Details of the Objects

1. ***Payment of the purchase consideration for the acquisition of Mehru Electrical and Mechanical Engineers Private Limited***

In order to grow and expand our business, we evaluate targets for acquisitions and seek opportunities to acquire businesses which complement our product offerings, strengthen or establish our presence in our targeted domestic and international markets, or enhance our knowledge base and know-how and provide synergy to our existing businesses and operations.

We believe that we have benefitted significantly from the acquisitions undertaken by us in the past. These acquisitions have helped us to establish and expand our control on the value chain of energy transition & power technologies. Our emphasis on inorganic growth & acquisitions is targeted towards adding capabilities, value chain enlargement, spreading product bouquet and de-risking our business model. The table below summarizes the key acquisitions that we have undertaken in the past:

Name of the Company	Financial Year of Acquisition	Consideration (in ₹ million)	Acquisition Rationale
Electrical Power Equipment Company	2022	10.86	To manufacture instrument transformers till 145 KV.
S&S Transformers & Accessories Private Limited	2019	10.24	To manufacture medium voltage instrument transformers (<33KV) and cast resin instrument transformers
Endoks Enerji Anonim Şirketi	2011	15.96*	To develop larger coils for SVC and STATCOM devices.

**Amount in Euros which was converted in ₹ 92.62, as at the rate of exchange on March 31, 2011.*

For details in relation to our business and the industry in which we operate, please see "*Our Business*" and "*Industry Overview*" on pages 152 and 102, respectively.

The typical framework and process followed by us for acquisitions involves the identification of the strategic acquisitions based on the following criteria: (a) expertise in the domain we operate in or wish to expand into; (b) compatibility with our industry; (c) presence in our targeted domestic and overseas markets; (d) new capabilities to serve existing customers; and (e) newer technology infrastructure, service/product offerings. We typically engage external advisors and consultants to assist us in the process of such acquisition, with whom (and with the potential target) we enter into customary non-disclosure agreements. We may be required at various stages of the process, to procure: (i) corporate authorizations and approvals of corporate actions by way of Board and Shareholder resolutions, (ii) applicable judicial/regulatory approvals; and (iii) financing, including by way of raising of capital or borrowings/financial assistance from banks/financial institutions. We also enter into requisite non-disclosure agreements and undertake due diligence of the target. On satisfactory conclusion of the diligence exercise, we enter into definitive agreements after the approval of our Board and the shareholders, if required.

Pursuant to a Share Purchase Agreement dated April 25, 2024, between our Company, (the "**Mehru SPA**") Mehru Electrical and Mechanical Engineers Private Limited ("**Mehru**") and the shareholders of Mehru (the "**Sellers**"), our Company will acquire 522,750 equity shares from the Sellers for a cash consideration of ₹ 1,200.00 million aggregating to 51% of the shareholding of Mehru Electrical and Mechanical Engineers Private Limited.

Set out below are the details of the shareholders of Mehru along with the details of their shares proposed to be acquired by our Company post the completion of the acquisition:

Name of the Shareholder	Number of shares held	Number of shares to be transferred	Percentage of shareholding	Percentage of shareholding offered
Asha Sharma	20,500	20,500	2.00	2.00
Sudhir Prakash Sharma	20,500	20,500	2.00	2.00
Monica Sharma	151,990	117,158	14.83	11.40
Sandeep Prakash Sharma	442,559	176,095	43.18	17.20
Mandeep Prakash Sharma	389,451	188,600	37.99	18.40
Total	**1,025,000**	**522,853**	**100.00**	**51.00**

A Letter of Extension dated July 24, 2024 has been executed by our Company and Mehru which extends the period for entering into a shareholders agreement from May 21, 2024 to November 21, 2024. Additionally, a Second Letter of Extension dated January 14, 2025, has been executed by our Company and Mehru which extends the period for entering into a shareholders agreement to March 30, 2025. We believe that with the acquisition of Mehru, our Company has expanded the scope of its business allowing us to manufacture instrument transformers till 400 KV. The proposed acquisition will facilitate our company's expansion into new verticals and geographic markets, including Southeast Asia and Africa, where Mehru has a strong presence. Mehru’s specialization in instrument transformers will allow for the provision of integrated solutions across utilities, power generation, and heavy industrial sectors. The acquisition will enable product bundling and streamlined procurement processes, leading to increased margins and enhanced customer value through more comprehensive offerings.

As set out above, we propose to utilize a sum of ₹ 1,170.00 million from the Net Proceeds towards the discharge of the balance consideration payable to the sellers. In accordance with the terms of the Mehru SPA, the payout structure for the consideration payable by our Company is divided into two parts: (i) payment of ₹ 30.00 million within 15 days from the date of the Mehru SPA, which has been paid by our Company as on the date of this Prospectus; and (ii) payment of the remaining ₹ 1,170.00 million prior to the expiration of 45 days from the date of listing of the Equity Shares of our Company on the stock exchanges upon completion of the initial public offering.

In terms of the Mehru SPA, the parties have acknowledged that they shall not be entitled to terminate or vary any terms of the Mehru SPA until the earlier of, (i) expiry of 12 (twelve) months from the date of execution of the Mehru SPA; or (ii) expiry of 45 (forty five) days from the date of listing of Equity Shares, or such later date as the parties may mutually agree to in writing, and shall be irrevocably bound by the same. Further, the Mehru SPA Came into effect on April 25, 2024, and shall remain valid and binding on the parties until it is terminated in accordance with the terms thereof.

Upon completion of the aforementioned acquisition, Mehru will be designated as a subsidiary of our Company. Consequently, our Company will be required to publish its consolidated financial results, which will include the standalone financial results of Mehru for the relevant fiscal year, on our Company's website.

We may enter into additional amendments to extend the timelines for consummation of the transactions, if required, at the appropriate stage.

Also see “*Risk Factors – Acquisitions, strategic alliances and investments could be difficult to integrate, disrupt our business and lower our results of operations.*” on page 27.

Other than the receipt of the proceeds of the Offer for Sale by our Promoters, our Company has not entered into and is not planning to enter into any arrangement/ agreements with any of our Directors, Key Managerial Personnel, Senior Management Personnel, Group Companies in relation to the utilisation of the Net Proceeds. Further, there are no material existing or anticipated interests of such individuals and entities in the objects of the Offer except as set out above.

Details of Mehru Electrical and Mechanical Engineers Private Limited

Corporate information

Mehru was incorporated on October 13, 1995, as a private limited company under the Companies Act, 1956. Its registered office is situated at E-1247, Ind. Area, Bhiwadi, District Alwar, Rajasthan, India, 301019. Its CIN is U29299RJ1995PTC010898.

Nature of business

The principal business of Mehru is, among others, to manufacture, trade, sell, import, export, fabricate, assemble, take agency and otherwise deal in control and realy panels, switch gear panels, current transformers (CT), potential transformers (PT) stabligers, invertor, UPS capacitors, resistors, theristors, all kind of transformers, electric generators and cables, all other electrical substation equipments and electrical goods.

Capital structure

As on the date of this Prospectus, the authorised share capital of Mehru is ₹ 12,500,000 divided into 1,250,000 equity shares of ₹ 10 each. The issued and paid-up share capital of Mehru is ₹ 10,250,000 divided into 1,025,000 equity shares of ₹ 10 each.

Shareholding pattern

The following table sets forth the details of the shareholding of Mehru, as on the date of this Prospectus:

Name of the Shareholder	Number of shares held	Percentage of shareholding
Asha Sharma	20,500	2.00
Sudhir Prakash Sharma	20,500	2.00
Monica Sharma	151,990	14.83

Name of the Shareholder	Number of shares held	Percentage of shareholding
Sandeep Prakash Sharma	442,559	43.18
Mandeep Prakash Sharma	389,451	37.99
Total	**1,025,000**	**100.00**

Impact of acquisition of Mehru

For the illustration of the acquisition of Mehru, as if the acquisition had consummated on April 1, 2024, please see "*Pro Forma Consolidated Financial Information*" on page 292.

Financial information

Set forth below are the brief highlights of the audited standalone financial statements of Mehru as at the six-month period ended September 30, 2024 and as at March 31, 2024, March 31, 2023 and March 31, 2022:

(*in ₹ million unless otherwise stated*)

Particulars	As at and for the six-month period ended September 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
Statement of Assets and Liabilties				
Equity and Liabilities				
Shareholders' Funds	1,279.16	1,229.92	1,128.21	1,063.01
Non-Current Liabilities	41.53	66.20	63.88	80.46
Current Liabilities	574.66	506.93	759.97	923.12
Total	**1,895.35**	**1,803.05**	**1,952.06**	**2,066.60**
Assets				
Non-Current Assets	433.15	353.70	361.28	386.50
Current Assets	1,462.20	1,449.35	1,590.79	1,680.10
Total	**1,895.35**	**1,803.05**	**1,952.06**	**2,066.60**
Statement of Profit and Loss				
Total Income	1,121.83	2,193.45	2,030.56	1,892.41
Expenses	1,056.49	2,055.98	1,921.34	1,791.21
Profit after Tax	49.03	101.71	65.21	58.22
Statement of Cash Flows				
Net cash from operating activities	30.54	111.26	320.80	(41.87)
Cash used in investing activities	21.53	(13.51)	2.28	(17.91)
Cash used/ generated in financing activities	(30.09)	(141.67)	(236.25)	34.71

The Audited Financial Statements of Mehru Electrical and Mechanical Engineers Private Limited was made available on the website of the Company at https://qualitypower.com/ipo-2 from the date of the Red Herring Prospectus till the Bid/Offer Closing Date.

2. ***Funding capital expenditure requirements of our Company for purchase plant and machinery***

We are an Indian player serving global clients in critical energy transition equipment and power technologies. We provide high voltage electrical equipment and solutions for electrical grid connectivity and energy transition. We are a technology-driven company specializing in the provision of power products and solutions across power generation, transmission, distribution, and automation sectors. Additionally, we offer equipment and solutions tailored for emerging applications such as large-scale renewables. *(Source: Care Report).*

On an ongoing basis, we invest in the procurement plant and machinery, which is utilized by us in carrying out of our business, based on our Order Book and the future requirements estimated by our management. We propose to utilize ₹ 270.00 million out of the Net Proceeds towards purchase of below mentioned plant and machinery for the facilities located at Sangli, Maharashtra.

While we propose to utilize ₹ 270.00 million towards purchasing plant and machinery, based on our current estimates, the specific number and nature of such plant and machinery to be procured by our Company will depend on our business requirements. The capital requirements, the deployment of funds and the intended use of the Net Proceeds, are based on our current business plan, management estimates, current and valid quotations from suppliers, past business achieved and other commercial and technical factors.

An indicative list of such plant and machinery that we intend to purchase, along with the details of the quotations we have received in this respect is set forth below:

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

Sr. No.	Description of the Plant and Machinery	Cost per unit (in ₹ million)	Quantity	Cost (in ₹ million)	GST	Total Amount excluding GST (in ₹ million)	Name of the vendor	Date of the quotation	Validity[1]
1.	5T Battery Forklift with Triple Mast, 4.2 mtr side shift attachment	4.50	1	4.50	18%	4.50	Hyundai Construction Equipment India	January 6, 2025	2 months from the date of the quotation
2.	Vertical Insulation Wrapping machine (2 lines in 1)	4.82	2	9.64	N.A.	9.64	Beijing Holland Co., Ltd	January 4, 2025	270 days from the date of the quotation
3.	Planetary stranding machine (Max. 61 lines)	32.15	2	64.30	N.A.	64.30	Beijing Holland Co., Ltd	January 4, 2025	270 days from the date of the quotation
4.	24 Bobbins Stranding Machine with Capstan Unit	4.80	1	4.80	18%	4.80	Pratik Machineries Private Limited	December 25, 2024	9 months from the date of the quotation
5.	Turks Head (Shaping Machine)	2.85	1	2.85	18%	2.85	Pratik Machineries Private Limited	December 25, 2024	9 months from the date of the quotation
6.	04-Layer Servo Controlled Horizontal Taping Machine	3.15	1	3.15	18%	3.15	Pratik Machineries Private Limited	December 25, 2024	9 months from the date of the quotation
7.	Fiber Glass Machine	3.80	1	3.80	18%	3.80	Pratik Machineries Private Limited	December 25, 2024	9 months from the date of the quotation
8.	586 kVAr, 7.5 kV, 50 Hz. 1 – Phase, Internal fuse type high voltage capacitor units	0.07	100	6.88	18%	6.88	Magnewin Energy Private Limited	January 1, 2025	90 days from the date of the quotation
9.	550 kVAr, 13 kV, 50 Hz. 1 – Phase, Internal fuse type high voltage capacitor units	0.07	50	3.35	18%	3.35	Magnewin Energy Private Limited	January 1, 2025	90 days from the date of the quotation
10.	Impulse Voltage Test Set	33.00	1	33.00	18%	33.00	KVTEK Power Systems Private Limited	January 4, 2025	86 days from the date of the quotation
11.	Spectro Check Spectrometer	2.20	1	2.20	18%	2.20	AMETEK Instruments India Private Limited	January 2, 2025	180 days from the date of the quotation
12.	Flat and channel support bobbin – 700mm	0.03	30	0.75	18%	0.75	Pratik Wire & Cable Machines Private Limited	January 4, 2025	9 months from the date of the quotation
13.	Flat and channel support bobbin – 800 mm	0.04	30	1.20	18%	1.20	Pratik Wire & Cable Machines Private Limited	January 4, 2025	9 months from the quotation date
14.	Flat and channel support bobbin – 920 mm	0.05	15	0.75	18%	0.75	Pratik Wire & Cable Machines Private Limited	January 4, 2025	9 months from the quotation date
15.	25 MT Electric Steerable Trolley including Erection and Commissioning costs	31.20	1	31.20	18%	31.20	ElectroMech Material Handling Systems (India) Private Limited	January 2, 2025	90 days from the date of the quotation
16.	Mandrel	1.37	20	27.40	18%	27.40	Specific Mechatronics Private Limited	January 4, 2025	9 months from the date of the quotation
17.	Winding Machine	2.48	24	59.44	18%	59.44	Specific Mechatronics Private Limited	January 4, 2025	9 months from the date of the quotation
Cost						**259.21**	-	-	-
Contingency expenses calculated at 5% of the Cost						**12.96**	-	-	-

Sr. No.	Description of the Plant and Machinery	Cost per unit (in ₹ million)	Quantity	Cost (in ₹ million)	GST	Total Amount excluding GST (in ₹ million)	Name of the vendor	Date of the quotation	Validity[1]
Total Amount						**272.17**	-	-	-

[1]*All quotations received from the vendors are valid as on the date of this Prospectus.*
[2]*USD amount which was converted in ₹ 85.83, as at the rate of exchange on January 6, 2025.*

A brief description of the machinery we propose to purchase, and its intended purpose, is set out below:

Sr. No.	Plant/ Machinery	Description
1.	5T Battery Forklift	Used to lift and move heavy materials including reactor coils and transformers.
2.	Vertical Insulation Wrapping Machine	Ensures adequate insulation for wires and cables to prevent electrical faults.
3.	Planetary Stranding Machine	Creation of multi-wire strands for cables.
4.	24 Bobbins Stranding Machine	Provides durable and sturdy support for winding and storing wires and cables.
5.	Turks Head	Used to shape and straighten wires and cables.
6.	Servo Controlled Horizontal Taping Machine	Applies protective tape horizontally around wires or cables.
7.	Fiber Glass Machine	Produces fiberglass for use in insulation and reinforcement materials.
8.	High Voltage Capacitor Units	Provides accurate and reliable high-voltage testing.
9.	Impulse Voltage Test Set	Used to evaluate the durability and reliability of electrical components.
10.	Spectro Check Spectrometer	Analyzes materials to assess their composition.
11.	Flat and Channel Bobbins	Provides durable and sturdy support for winding and storing wires and cables.
12.	Electric Steerable Trolley	Facilitates the movement and positioning of heavy machinery, including its setup and commissioning.
13.	Mandrel	Used as the core support during the winding process to ensure precise coil formation for various electrical components.
14.	Winding Machine	Automates the winding process to produce coils with consistent quality and accuracy for use in reactors and transformers.

The quotations in relation to the plant and machinery are valid as on the date of this Prospectus. Some of the quotations mentioned above do not include cost of freight, insurance, entry tax, customs duty and other applicable taxes as these can be determined only at the time of placing of orders. Such additional costs shall be funded from the Net Proceeds proposed to be utilised towards the purchase of capital equipment or through internal accruals, if required. Our Company has not placed orders for any of these machineries as on the date of this Prospectus.

We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the plant and machinery or at the same costs. The quantity of plant and machinery to be purchased will be based on management estimates and our business requirements. Our Company shall have the flexibility to deploy such plant and machinery according to the business requirements of our Company and based on estimates of our management. No second-hand or used machinery is proposed to be purchased out of the Net Proceeds. Each of the units mentioned above is proposed to be acquired in a ready-to-use condition.

Further, our Promoters, Directors and Key Managerial Personnel do not have any interest in the proposed acquisition of the plant and machinery or in the entity from whom we have obtained quotations in relation to such proposed acquisition of the plant and machinery.

3. ***Funding inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes***

We expect to utilize ₹ 611.76 million of the Net Proceeds towards funding inorganic growth through unidentified acquisitions and other strategic initiatives and general corporate purposes shall not exceed 35% of the Gross Proceeds. Further, the amount utilized for funding inorganic growth through acquisitions and other strategic initiatives shall not exceed 25% of the Gross Proceeds. In addition, the amount to be utilized towards general corporate purposes shall alone not exceed 25% of the Gross Proceeds.

Funding inorganic growth through unidentified acquisitions and other strategic initiatives

We have benefited significantly from the acquisitions and investments undertaken by us in the past. These acquisitions have helped us to establish and expand our control on the value chain of energy transition & power technologies. Our emphasis on inorganic growth & acquisitions is targeted towards adding capabilities, value chain enlargement, spreading product bouquet and de-risking our business model. For further details including the consideration paid by us for these acquisitions, see "*Objects of the Offer – Payment of the purchase consideration for the acquisition of Mehru Electrical and Mechanical Engineers Private Limited*", "*Our Business*" and "*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 pages 78, 152 and 189.

The amount to be utilised towards funding inorganic growth through acquisition and other strategic initiatives is based on our management's current estimates and budgets, and our Company's historical acquisitions and strategic investments and partnerships, and other relevant considerations. The actual deployment of funds will depend on a number of factors, including the timing, nature, size and number of acquisitions or strategic initiatives proposed, as well as general macro or micro-economic factors affecting our results of operation, financial condition and access to capital.

The typical framework and process followed by us for acquisitions involves the identification of the strategic acquisitions based on the following criteria: (a) expertise in the domain we operate in or wish to expand into; (b) compatibility with our industry; (c) presence in our targeted domestic and overseas markets; (d) new capabilities to serve existing Consumers; and (e) newer technology infrastructure, service/product offerings. We typically engage external advisors and consultants to assist us in the process of such acquisition, with whom (and with the potential target) we enter into customary non-disclosure agreements. We may be required at various stages of the process, to procure: (i) corporate authorizations and approvals of corporate actions by way of Board and Shareholder resolutions, (ii) applicable judicial/regulatory approvals, such as from the National Company Law Tribunal and/or the Competition Commission of India, and (iii) financing, including by way of raising of capital or borrowings/financial assistance from banks/financial institutions. These acquisitions will be undertaken in accordance with the applicable laws, including the Companies Act, FEMA and the regulations notified thereunder, as the case may be.

The above factors will also determine the form of investment for these potential acquisitions or strategic initiatives, i.e., whether they will involve equity, debt or any other instrument or combination thereof. At this stage, our Company cannot determine whether the form of investment will be equity, debt or any other instrument or combination thereof. As on the date of this Prospectus, other than the portion of the Net Proceeds allocated towards this object of the Offer, our Company has not sourced any financing or entered into any arrangement towards financial leverage for any such future acquisitions or other strategic initiatives. The portion of the Net Proceeds allocated towards this object of the Offer may not be the total value or cost of any such strategic initiatives but is expected to provide us with sufficient financial leverage to enter into binding agreements. In the event that there is a shortfall of funds required for such acquisitions or other strategic initiatives, such shortfall shall be met out of the portion of the Net Proceeds allocated for general corporate purposes or we may explore a range of options including utilising our internal accruals.

General corporate purposes

The Net Proceeds will first be utilized for each of the other objects as set out in this section. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds towards general corporate purposes, as approved by our management, from time to time, subject to (i) such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds, and (ii) the cumulative amount to be utilized for general corporate purposes and our object of '*Funding inorganic growth through acquisitions and other strategic initiatives*' shall not exceed 35% of the Gross Proceeds, in compliance with SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, the following:

i. funding strategic initiatives;

ii. funding growth opportunities;

iii. strengthening marketing capabilities;

iv. meeting ongoing general corporate contingencies;

v. meeting expenses incurred in the ordinary course of business including payment of commission and/or fees to consultants; and

vi. any other purpose, as may be approved by the Board or duly appointed committee, from time to time, subject to compliance with applicable law.

In the event our Company is unable to utilise the Net Proceeds towards other Objects for any of the reasons as aforementioned, our Company may at its discretion utilise such Net Proceeds towards general corporate purposes, provided that the aggregate amount deployed towards general corporate purposes shall not exceed 25% of the Gross Proceeds.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount available under this head and the business requirements of our Company, from time to time. Our Company's management, in accordance with the policies of our Board, shall have flexibility in utilising surplus amounts, if any. In the event that we are unable to utilise the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilise such unutilised amount(s) in the subsequent Fiscals.

Interim use of Net Proceeds

We, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board or a duly constituted committee thereof.

In accordance with the Companies Act, 2013, we confirm that we shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Offer related expenses

The total Offer related expenses are estimated to be approximately ₹ 748.26 million.

Other than for (i) listing fees, audit fees of the statutory auditors (other than to the extent attributable to the Offer), corporate advertisements expenses in the ordinary course of business by the Company (not in connection with the Offer), and stamp duty payable on issue of Equity Shares pursuant to Fresh Issue which shall be borne solely by the Company, and (ii) stamp duty as applicable and payable on transfer of the Offered Shares pursuant to the Offer for Sale, the Company and the Promoter Selling Shareholder agree to share, on a pro rata basis, the costs and expenses (including all applicable taxes) directly attributable to the Offer (including fees and expenses of the Book Running Lead Manager, legal counsel appointed by the Company for the Offer and other intermediaries, advertising and marketing expenses, printing, offer advertising, research expense, road show expenses, underwriting commission, procurement commission (if any), brokerage and selling commission and payment of fees and charges to various regulators in relation to the Offer) in proportion to the number of Equity Shares issued and allotted by the Company through the Fresh Issue and transferred and sold by the Promoter Selling Shareholder through the Offer for Sale, respectively, in accordance with Applicable Law. The Company agrees to pay the cost and expenses of the Offer on behalf of the Promoter Selling Shareholder in the first instance, (in accordance with the appointment or engagement letter or memoranda of understanding or agreements with such entities), and the Promoter Selling Shareholder agrees that she shall reimburse the Company, in proportion to her respective portion of the Offered Shares, for any documented expenses incurred by the Company on behalf of the Promoter Selling Shareholder, subject to receipt of supporting documents for such expenses upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer in accordance with Applicable Law, except for such costs and expenses as described above, in relation to the Offer which are paid for directly by the Promoter Selling Shareholder. Further, in the event the Offer is withdrawn for any reasons, the Company and the Promoter Selling Shareholder shall share the costs and expenses (including all applicable taxes) directly attributable to the Offer, in proportion of the Equity Shares offered through the Fresh Issue and the Offer for Sale.

The break-up of the estimated Offer expenses is set forth below:

(in ₹ million)

Activity	Estimated expenses(1) (₹ in million)	As a % of total estimated Offer related expenses(1)	As a % of Offer size(1)
Fixed fees payable to Book Running Lead Manager	30.00	4.01	0.35
Underwriting /Selling Commission to the Book Running Lead Manager	429.35	57.38	5.00
Commission/processing fee for SCSBs, Sponsor Bank(s) and fees payable to sponsor bank(s) for bids made by RIBs, Bankers to the Offer(s), Brokerage and Syndicate Fees, bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(2)(3)(4)(5)(6)	192.51	25.73	2.24
Fees payable to Registrar to the Offer	0.32	0.04	Negligible

Activity	Estimated expenses[(1)] (₹ in million)	As a % of total estimated Offer related expenses[(1)]	As a % of Offer size[(1)]
Others expenses including but not limited to:			
(i) Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses;	28.21	3.77	0.33
(ii) Printing and distribution of stationery;	2.13	0.29	0.02
(iii) Advertising and marketing expenses	32.53	4.35	0.38
(iv) Fees payable to legal counsel	21.50	2.87	0.25
(v) Fees payable to other advisors to the Offer, including but not limited to Statutory Auditors, industry service provider and Chartered Engineer; and	7.80	1.04	0.09
Miscellaneous	3.91	0.52	0.05
Total estimated Offer expenses	**748.26**	**100.00**	**8.71**

(1)Offer expenses excludes applicable taxes. Offer expenses are estimates and are subject to change.

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

Portion for RIBs	*0.30% of the Amount Allotted (plus applicable taxes)**
Portion for Non-Institutional Bidders	*0.15% of the Amount Allotted (plus applicable taxes)**

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

Selling Commission payable to the SCSBs was 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 and the Promoter Selling Shareholder to the SCSBs on the applications directly procured by them.

(3)Processing fees payable to the SCSBs of ₹ 10 per valid application (plus applicable taxes) for processing the Bid cum Application Form for Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking. In case the total ASBA processing charges payable to SCSBs exceeds ₹ 0.5 million the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed ₹ 0.50 million.

(4) Selling commission on the portion for RIBs (using the UPI mechanism) and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate Members) would be as follows:

Portion for RIBs	*0.30% of the Amount Allotted (plus applicable taxes)**
Portion for Non-Institutional Bidders	*0.15% of the Amount Allotted (plus applicable taxes)**

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

The Selling commission payable to the Syndicate/ sub-Syndicate Members was determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate / sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the Selling Commission was payable to the SCSB and not the Syndicate / sub-Syndicate Member.

In addition to the selling commission referred above, any additional amount(s) to be paid by our Company and the Promoter Selling Shareholder was as mutually agreed in writing amongst the Book Running Lead Manager, its respective Syndicate Member, our Company and the Promoter Selling Shareholder before the opening of the Offer.

(5)Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts/Syndicate ASBA mechanism and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts/Syndicate ASBA mechanism, would be as follows: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs. (In case the total processing charges payable under this head exceeds ₹ 0.50 million, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ 0.50 million.).

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs was determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

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

Members of the Syndicate / RTAs / CDPs /Registered Brokers	*₹10 per valid application (plus applicable taxes)**

Sponsor Bank - Axis Bank Limited	*Up to 9,00,000 valid Bid cum Application Forms: Nil* *Above 9,00,000 valid Bid cum Application Forms: ₹ 6.50 per valid Bid cum Application Form (plus applicable taxes).* *The Sponsor Bank(s) 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.*
Sponsor Bank - Kotak Mahindra Bank Limited	*Up to 2,25,000 valid Bid cum Application Forms: Nil* *Above 2,25,000 valid Bid cum Application Forms: ₹ 6.50 per valid Bid cum Application Form (plus applicable taxes).* *The Sponsor Bank(s) 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*

[*]The total uploading charges / processing fees payable to members of the Syndicate, RTAs, CDPs, Registered Brokers will be subject to a maximum cap of ₹ 1 million (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹ 1 million, then the amount payable to members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹ 1 million All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

Pursuant to the SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate / 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 fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / 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, Non-Institutional Investor 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 Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Monitoring Agency to monitor the period and amount

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company has appointed Brickwork Ratings India Private Limited as the Monitoring Agency for monitoring the utilisation of the Gross Proceeds amounting to ₹ 2,249.99 million for Fiscal 2025. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds and submit the report required under the SEBI ICDR Regulations.

Our Company will disclose, and continue to disclose, the utilisation of the Gross Proceeds, including interim use, under a separate head in our balance sheet for such financial years as required under applicable law, 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 financial years, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any. Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our quarterly consolidated results.

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 applications of the Gross Proceeds. The Audit Committee will make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement indicating (a) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the Objects; and (b) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the Objects. This information will also be published in newspapers, one in English, one in Hindi, and one regional language of the jurisdiction where our Registered and Corporate Office is located, simultaneously with the interim or annual financial results 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 in period and amount

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in an English national daily newspaper, one in a Hindi national daily newspaper and one in a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), in accordance with the Companies Act and applicable rules. The Shareholders who do not agree to the proposal to vary the objects shall be given an exit offer, at such price, and in such manner, in accordance with our Articles of Association, the Companies Act, and provisions of Regulation 59 and Schedule XX of the SEBI ICDR Regulations. For further details, see "*Risk Factors – Objects of the Offer for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval.*" on page 30.

Bridge Financing Facilities

We have not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds.

Appraising Agency

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

Other Confirmations

There is no proposal whereby any portion of the Net Proceeds will be paid to our Promoters, members of the Promoter Group, Directors or Key Managerial Personnel/ Senior Management Personnel. Further, there are no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Group Companies, Directors or Key Managerial Personnel/ Senior Management Personnel. Our Promoters, Directors, Key Managerial Personnel and Senior Management Personnel do not have any interest in the entities from whom we have obtained quotations mentioned above.

Except to the extent of any proceeds received pursuant to the sale of Equity Shares proposed to be sold by the Promoter Selling Shareholder in the Offer for Sale, none of our Promoters, members of the Promoter Group, Directors, KMPs or Senior Management will receive any portion of the Offer Proceeds and there are no material existing or anticipated transactions in relation to utilization of the Offer Proceeds with our Promoters, members of the Promoter Group, Directors, KMPs or Senior Management.

BASIS FOR THE OFFER PRICE

The Price Band and the Offer Price was determined by our Company, in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the quantitative and qualitative factors described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is 40.10 times the face value at the lower end of the Price Band and 42.50 times the face value at the higher end of the Price Band. Investors should also refer to "*Our Business", "Risk Factors", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 152, 22, 216 and 306, 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:

- Global energy transition and power technology player catering to diverse industry segments and poised to benefit out of global shift towards decarbonisation and adoption of renewable energy.
- Demonstrated track record of growth and financial performance for the six-month period ended September 30, 2024 and the last three fiscals.
- Diversified customer base of global businesses with long lasting relationships.
- Comprehensive product portfolio in the energy transition equipment and power technologies sector in India and abroad with high trade barriers.
- Demonstrated record of strategic acquisitions along with enhanced order book contributing to sustainable growth.
- Research and development capabilities to offer future ready solutions.
- Management team with domain experience.

For further details, see "*Our Business – Our Strengths*" on page 154.

Quantitative factors

Certain information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For further information, see "*Financial Information*" on page 216.

Some of the quantitative factors which have formed the basis for calculating the Offer Price are as follows:

I. Restated earnings / (loss) per share (₹) ("EPS")

Fiscal/Period	Basic & Diluted EPS* (₹)	Weight
March 31, 2024	5.19	3
March 31, 2023	2.86	2
March 31, 2022	2.29	1
Weighted Average	3.93	
September 30, 2024#	4.56	N.A.

#Not annualized.
Notes: Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33.

II. Price/Earning ("P/E") ratio in relation to Price Band of ₹ 401 to ₹ 425 per Equity Share:

Particulars	P/E at the lower end of the Price Band (number of times)	P/E at the higher end of the Price Band (number of times)
Based on basic/diluted EPS for Fiscal 2024	77.26	81.89
Based on basic/diluted EPS for Fiscal 2023	140.21	148.60
Based on basic/diluted EPS for Fiscal 2022	175.11	185.59

III. Industry Peer Group P/E ratio

Particulars	P/E Ratio
Highest	308.63
Lowest	241.90
Average	267.35

The highest and lowest industry P/E shown above is based on the peer set provided below under "– Comparison with listed industry peers". The industry P/E ratio mentioned above is computed based on the closing market price of equity shares on the stock exchanges as on February 5, 2025 divided by the EPS as on for the financial year ended March 31, 2024.

IV. Return on Net Worth ("RoNW")

Year ended	RoNW (%)	Weight
March 31, 2024	29.15	3
March 31, 2023	22.71	2
March 31, 2022	26.34	1

Year ended	RoNW (%)	Weight
Weighted Average	26.53	
September 30, 2024#	20.99	-

#Not annualized.

Notes:

i. Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year / Total of weights.

ii. Return on Net Worth (%) = Net profit after tax divided by Net worth as at the end of the year/ period.

iii. Net worth has been defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations as the aggregate value of the paid -up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

V. Net asset value per Equity Share (face value of ₹ 10 each)

Net Asset Value per Equity Share	(₹)
As at September 30, 2024#	33.07
As at March 31, 2024	26.38
As at March 31, 2023	24.35
As at March 31, 2022	22.22
After the completion of the Offer	
(i) Floor Price	59.62
(ii) Cap Price	59.87
(iii) Offer Price	59.87

#Not annualized.

Notes:

i. Net asset value per share= Net worth as restated / Number of equity shares as at period/ year end.

VI. Comparison of Accounting Ratios with Listed Industry Peers

Name of the Company	Total Revenue (₹ in million)	Face Value per Equity Share (₹)	Market Capitalization as on March 31, 2024 (in ₹ million)	Closing price as on February 05, 2025	P/E Ratio	EPS (Basic and Diluted) (₹)	RoNW (%)	NAV (₹ per share)	Profit after tax (₹)
Quality Power Electrical Equipments Limited	3,005.97	10.00	N.A.	N.A.	81.89	5.19	29.15	26.38	554.74
Listed Peers									
Transformers & Rectifiers (India) Limited	12,946.76	1.00	56,405.49	814.90	251.51	3.24	8.35	39.49	470.05
Hitachi Energy India Ltd	52,374.90	2.00	295,472.32	11,925.35	308.63	38.64	12.04	320.86	1,637.80
GE Vernova T&D India Limited	31,679.10	2.00	217,193.68	1,710.25	241.90	7.07	14.57	48.54	1,810.50

Source: All the financial information for listed industry peer mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the audited financial statements of the respective company for the year ended March 31, 2024, submitted to stock exchanges.

Source for our Company: Based on the Restated Consolidated Financial Information for the year ended March 31, 2024.

Notes:

i. P/E Ratio for the peer group has been computed based on the closing market price of equity shares on NSE as on February 5, 2025, divided by the diluted EPS.

ii. RoNW is computed as net profit after tax divided by net worth.

iii. Net worth has been computed as sum of paid-up share capital and other equity.

iv. Net Asset Value per share is calculated by dividing Restated equity by Weighted average number of equity shares outstanding during the period.

VII. Key performance indicators ("KPIs")

The table below sets forth the details of our KPIs that our Company considers having a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been historically used by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of our business in comparison to our peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Offer Price. The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational KPIs, to make an assessment of our Company's performance.

The KPIs set forth below, have been approved by the Audit Committee pursuant to its resolution dated February 20, 2025, and the Audit Committee has confirmed that other than the KPI set out below, our Company has not disclosed any other KPIs to investors at any point of time during the three years period prior to the date of this Prospectus. Additionally, the KPIs have been subjected to verification and certification by, Kishor Gujar & Associates, Chartered Accountants, Statutory Auditors of our Company, by their certificate dated February 20, 2025.

A list of our KPIs for the six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022 is set out below:

As per the Restated Consolidated Financial Statements

(in ₹ million except per share data or unless otherwise stated)

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations(1)	1,557.38	3,005.97	2,532.50	1,826.38
EBITDA(2)	314.04	381.09	323.44	233.01
EBITDA Margin (%)(3)	20.16	12.68	12.77	12.76
PAT(4)	500.78	554.74	398.92	422.27
PAT Margin (%)(5)	27.41	16.74	14.58	19.94
Net worth(6)	2,386.26	1,903.25	1,756.57	1,602.93
ROE (%)(7)	20.99	29.15	22.71	26.34
ROCE (%)(8)	15.84	19.20	22.32	20.58
Debt - Equity Ratio(9)	0.11	0.20	0.06	0.07
Net Cash from/ (used in) Operating Activities(10)	164.37	515.16	443.05	85.35
Net Cash from/ (used in) Operating Activities/ EBITDA (%)(11)	52.34	135.18	136.98	36.63
No. of operating facilities (12)	7	7	7	7
International markets (no. of countries) (13)	100	100	92	90
Revenue from international markets (%)(14)	75.77	80.68	76.93	74.27
No. of Customers(15)	143	210	227	266
Revenue CAGR (%)(16)	N.A.			28.29

As certified by Kishor Gujar & Associates, Statutory Auditors pursuant to their certificate dated February 20, 2025.

Notes:

1) *Revenue from operations is calculated as revenue from sale of products & services and other operating revenue as per the Restated Consolidated Financial Statements;*
2) *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;*
3) *EBITDA Margin is calculated as EBITDA divided by revenue from operations;*
4) *PAT represents total profit after tax for the year / period;*
5) *PAT Margin is calculated as PAT divided by total income;*
6) *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 as per SEBI ICDR Regulations.*
7) *ROE is calculated as PAT divided by Net worth*
8) *ROCE is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (6) above + total current & non-current borrowings– cash and cash equivalents and other bank balances;*
9) *Debt Equity Ratio: This is defined as total debt divided by total equity. Total debt is the sum of total current & non-current borrowings; total equity means sum of equity share capital and other equity;*
10) *Net Cash from/ (used in) Operating Activities means Net Cash from/ (used in) Operating Activities as per the Restated Consolidated Financial Statement.*
11) *Net Cash from/ (used in) Operating Activities / EBITDA % means ratio of Net Cash from/ (used in) Operating Activities to EBITDA*
12) *Number of operating facilities indicates the number of operations units of production/assembly.*
13) *International markets is the number of countries to which sales are made.*
14) *Revenue from international markets (%) is calculated as revenue from international markets divided by total revenue from operations.*
15) *Number of Customers indicate the number customers served by company.*
16) *CAGR = Compounded Annual Growth Rate.*

Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company is below:

KPI	Explanation
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
EBITDA	EBITDA provides information regarding the operational efficiency of the business

KPI	Explanation
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business
PAT	Profit After Tax (PAT) for the year / period provides information regarding the overall profitability of the business
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business
Net Worth	Net Worth is an indicator of our financial standing/ position as of a certain date
ROE (%)	ROE provides how efficiently our Company generates profits from shareholders' funds
ROCE (%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business
Debt - Equity Ratio	Debt to Equity Ratio is used to measure the financial leverage of our Company
Net Cash from/ (used in) Operating Activities	Cashflow from/ (used in) Operating Activities is our Company's ability to generate cash from our core business operations
Net Cash from/ (used in) Operating Activities/ EBITDA (%)	Net Cash from/ (used in) Operating Activities / EBITDA indicates the ratio between Net Cash from Operating Activities to EBITDA
No. of operating facilities	Number of operating facilities is used to indicate the number of manufacturing & assembly units operated by the Company.
International markets (no. of countries)	International markets is the number of countries to which sales are made.
Revenue from international markets (%)	Revenue from international markets (%) indicates the proportion of sales outside the country of the Company.
Number of customers	Number of customers shows the diversity in customers served over the period
Revenue CAGR (%)	Revenue CAGR growth provides information regarding the growth in revenue over a period
Market Capitalization	Market capitalization represents the total market value of the outstanding shares of company
Market Price	Market Price means the closing market price of the equity share of a company as on a particular date
P/E Ratio	P/E Ratio means the closing market price of equity shares on stock exchange, divided by its EPS

We believe that the KPIs, disclosed above, are the only relevant and material KPI pertaining to our Company which may have a bearing on the Offer Price.

The other operational metrics of our Company have been disclosed in sections, see "*Our Business*" and "*Industry Overview*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 152, 102 and 306, respectively.

Our Company confirms that it shall continue to disclose all the KPIs included in this section "*Basis for the Offer Price*", at least once in a year after the date of listing of the Equity Shares or for any lesser period as determined by the Board of Directors of our Company until such time as may be required under the SEBI ICDR Regulations.

VIII. Comparison with listed industry peers

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates and whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size / business portfolio / product & service profile, on a whole with that of our business.

(a) Comparison of KPIs for the six-month period ended September 30, 2024 with Listed Industry Peers

(in ₹ million, unless otherwise specified)

Parameter	Quality Power Electrical Equipments Limited	Transformers & Rectifiers (India) Limited	Hitachi Energy India Limited	GE Vernova T&D India Limited
Revenue from Operations	1,557.38	7,835.40	28,809.80	20,661.10
EBITDA	314.04	1,113.90	1,576.40	3,868.80
EBITDA Margin (%)	20.16	14.22	5.47	18.73
PAT	500.78	667.40	627.10	2,791.60
PAT Margin (%)	27.41	8.35	2.18	13.41
Net Worth	2,386.26	11,132.40	14,026.10	13,763.80
ROE (%)	20.99	6.00	4.47	20.28
ROCE (%)	15.84	7.72	7.07	28.13
Debt – Equity Ratio	0.11	0.22	0.19	-
Net Cash from/ (used in) Operating Activities (A)	164.37	(375.90)	(837.80)	4,636.60
Net Cash from/ (used in) Operating Activities/ EBITDA (%)	52.34	(33.75)	(53.15)	119.85
No. of operating facilities	7	N.A.*	N.A.*	N.A.*
International markets (no. of countries)	100	25	70+	50
Revenue from international markets (%)	75.77	N.A.*	N.A.*	N.A.*
Number of customers	143	N.A.	N.A.	N.A.
Market Capitalization	N.A.	94,634.78	616,454.18	428,186.62
Market Price	N.A.	630.55	14,545.30	1,672.30
P/E Ratio	N.A.	142.40	982.43	153.42

**These details are not publicly available.*

(b) *Comparison of KPIs of Fiscal 2024 with Listed Industry Peers*

(in ₹ million, unless otherwise specified)

Parameter	Quality Power Electrical Equipments Limited	Transformers & Rectifiers (India) Limited	Hitachi Energy India Limited	GE Vernova T&D India Limited
Revenue from Operations	3,005.97	12,946.76	52,374.90	31,679.10
EBITDA	381.09	1,341.09	3,489.70	3,189.70
EBITDA Margin (%)	12.68	10.36	6.66	10.07
PAT	554.74	470.05	1,637.80	1,810.50
PAT Margin (%)	16.74	3.61	3.12	5.67
Net Worth	1,903.25	5,629.35	13,598.70	12,429.40
ROE (%)	29.15	8.35	12.04	14.57
ROCE (%)	19.20	13.82	18.74	24.23
Debt – Equity Ratio	0.20	0.45	0.11	0.00
Net Cash from/ (used in) Operating Activities (A)	515.16	291.43	2,523.10	5,183.60
Net Cash from/ (used in) Operating Activities/ EBITDA (%)	135.18	21.73	72.30	162.51
No. of operating facilities	7	4	8	5
International markets (no. of countries)	100	25	70+	50
Revenue from international markets (%)	80.68	7.62	24.50	30.92
Number of customers	210	N.A.*	N.A.*	N.A.*
Revenue CAGR (FY 2022 to FY 2024)	28.29	5.57	3.56	1.65
Market Capitalization	N.A.	56,419.75	295,472.32	217,780.38
Market Price	N.A.	395.75	6,971.70	850.55

Parameter	Quality Power Electrical Equipments Limited	Transformers & Rectifiers (India) Limited	Hitachi Energy India Limited	GE Vernova T&D India Limited
P/E Ratio	N.A.	122.11	180.43	119.98

*These details are not available in the annual report for Fiscal 2024.

(c) Comparison of KPIs of Fiscal 2023 with Listed Industry Peers

(in ₹ million, unless otherwise specified)

Parameter	Quality Power Electrical Equipments Limited	Transformers & Rectifiers (India) Limited	Hitachi Energy India Limited	GE Vernova T&D India Limited
Revenue from Operations	2,532.50	13,959.70	44,685.10	27,732.20
EBITDA	323.44	1,208.76	2,359.30	902.10
EBITDA Margin (%)	12.77	8.66	5.28	3.25
PAT	398.92	423.45	939.00	-14.90
PAT Margin (%)	14.58	3.01	2.09	-0.05
Net Worth	1,756.57	4,008.66	12,153.10	10,727.10
ROE (%)	22.71	10.56	7.73	-0.14
ROCE (%)	22.32	13.62	11.74	2.80
Debt - Equity Ratio	0.06	0.82	0.23	0.20
Net Cash from/ (used in) Operating Activities (A)	443.05	283.89	53.70	-373.40
Net Cash from/ (used in) Operating Activities/ EBITDA (%)	136.98	23.49	2.28	-41.39
No. of operating facilities	7	4	8	5
International markets (no. of countries)	92	N.A.*	N.A.*	N.A.*
Revenue from international markets (%)	76.93	4.82	26.60	30.45
Number of customers	227	N.A.*	N.A.*	N.A.*
Market Capitalization	N.A.	7,606.53	141,698.89	30,379.92
Market Price	N.A.	57.38	3,343.40	118.65
P/E Ratio	N.A.	18.69	150.88	N.A.

*These details are not available in the annual report for Fiscal 2023.

(d) Comparison of Operational Parameters of Fiscal 2022 with Listed Industry Peers

(in million, unless otherwise specified)

Parameter	Quality Power Electrical Equipments Limited	Transformers & Rectifiers (India) Limited	Hitachi Energy India Ltd	GE T&D Vernova India Limited
Revenue from Operations	1,826.38	11,617.46	48,839.60	30,659.50
EBITDA	233.01	740.69	3,465.00	12.90
EBITDA Margin (%)	12.76	6.38	7.09	0.04
PAT	422.27	142.80	2,034.00	- 496.20
PAT Margin (%)	19.94	1.22	4.11	-1.60
Net Worth	1,602.93	3,632.72	11,323.90	10,802.90
ROE (%)	26.34	3.93	17.96	(4.59)
ROCE (%)	20.58	8.92	21.43	(4.87)
Debt - Equity Ratio	0.07	0.89	0.11	0.15
Net Cash from/ (used in) Operating Activities (A)	85.35	18.92	-1,266.90	82.10
Net Cash from/ (used in) Operating Activities/ EBITDA (%)	36.63	2.55	-36.56	636.43
No. of operating facilities	7	4	N.A.*	N.A.*
International markets (no. of countries)	90	N.A.*	N.A.*	N.A.*

Parameter	Quality Power Electrical Equipments Limited	Transformers & Rectifiers (India) Limited	Hitachi Energy India Ltd	GE T&D Vernova India Limited
Revenue from international markets (%)	74.27	14.56	22.99	25.21
Number of customers	266	N.A.*	N.A.*	N.A.*
Market Capitalization	N.A.	4,367.99	149,236.47	23,428.26
Market Price	N.A.	32.95	3,521.25	91.50
P/E Ratio	N.A.	31.08	73.37	N.A.

These details are not available in the annual report for Fiscal 2022.

IX. Comparison of KPIs over time based on additions or dispositions to the business

Our Company has not undertaken a material acquisition or disposition of assets / business for the periods that are covered by the KPIs and accordingly, no comparison of KPIs over time based on additions or dispositions to the business, have been provided.

X. Weighted average cost of acquisition

(a) The price per share of our Company based on the primary / new issue of shares (equity / convertible securities)

There has been no issuance of Equity Shares, other than bonus issue on January 13, 2024, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)) in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where the Promoter, members of the Promoter Group, or Shareholder(s) having the right to nominate director(s) on the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

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

The details of the Equity Shares or convertible securities and issuance of bonus shares, during the 18 months preceding the date of this certificate, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("**Primary Issuance"**) are as follows:

A. The price per share of the Company based on the primary/ new issue of shares (equity/ convertible securities)

Date of allotment	Name of allottee	No. of shares transacted*	Face Value (in ₹)	Issue price per share*	Nature of allotment	Nature of consideration	Total consideration (in ₹ million)
January 13, 2024	Mr. Thalavaidurai Pandyan	28,560,000	10	-	Bonus issuance	N.A	N.A
January 13, 2024	Mr. Bharanidharan Pandyan	28,560,000	10	-	Bonus issuance	N.A	N.A
January 13, 2024	Mrs. Chitra Pandyan	14,880,000	10	-	Bonus issuance	N.A	N.A
Total		-					N.A
Weighted Average Cost of Acquisition [Total Consideration/Total Number of Shares Transacted]							N.A

**Adjusted for split and bonus issue not considered.*

B. The price per share of the Company based on secondary sale/ acquisitions of shares (equity/ convertible securities)

Date of Transfer	Category	Name of Transferor	Name of Transferee	No. of Securities	Face Value of Securities	Price per Security*	Nature of Security	Total Consideration*
August 16, 2024	Gift	Mr. Thalavaidurai Pandyan	Pandyan Family Trust	1,87,59,000	10	N.A	Equity Shares	NA

**No consideration paid on account of gift.*

XI. Explanation for Offer Price / Cap Price vis-à-vis WACA of Primary Issuance (set out in IX above) along with our Company's key financial and operational metrics and financial ratios for the six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022.

We are among the few global manufacturers of critical high voltage equipment for High Voltage Direct Current ("**HVDC**") and Flexible AC Transmission Systems ("**FACTS**") networks. These equipment and networks form key components for energy transition from renewable sources to traditional power grids. With over two decades of experience in the energy transition space, we provide an extensive range of products crucial for effective power transmission and advanced power automation. Our offerings include reactors, transformers, line traps, instrument transformers, capacitor banks, converters, harmonic filters, and reactive power compensation systems. Additionally, our grid interconnection solutions feature technologies such as STATCOM and static var compensator systems ("**SVC**"). Our domestic and global footprint allows us to cater to both Indian and global customer bases. (*Source: Care Report*)

CAGR (FY22-FY24) of Quality Power is best amongst peers at 28.3%. Quality Power's revenue grew led by strong export sales. They are also one of the leading manufacturers of Air core dry type reactors in India. (*Source: Care Report*)

In FY24, Quality Power Electrical Equipments Ltd. Profit after tax margin was the highest among its peers at 16.74% supported by an increase in revenue from operations along with a decrease in interest & depreciation expenses. The company had consistently the best ratio amongst FY22, FY23 and FY24. The PAT margin grew from 16.74% in FY24 to 27.41% in H1FY25 indicating significant growth. (*Source: Care Report*)

In FY24, Quality Power Electrical Equipments Ltd. ROE was the highest among its peers at 29.15%. Notably, Transformers & Rectifiers has the lowest ROE at 8.35% for the same period. There is a sharp increase in ROE to 41.97% in H1FY25, showcasing Quality Power's strong financial momentum and sustained outperformance. (*Source: Care Report*)

XII. Explanation for Offer Price / Cap Price vis-à-vis WACA of Secondary Transactions (set out in IX above) in view of the external factors which may have influenced the pricing of the Offer.

The energy transition equipment and power technologies market is poised for significant growth in the coming decades (*Source: Care Report*). As governments and businesses around the world intensify their efforts to decarbonize the energy sector, the market for energy transition equipment will continue to expand, driven by technological advancements, supportive policies, and increasing public awareness of the need for climate action (*Source: Care Report*).

Further, the global transmission line market is also poised for a transformative shift as the power generation sector is moving towards more sustainable and energy-efficient energy sources. The cross-border energy transition and multilateral power trade around the world especially in USA, Europe, Middle East, and India are expected to attract investments in the sector and grow the sector (*Source: Care Report*).

The HVDC and FACTS market in India is expected to grow at a CAGR of 18% from USD 877 million in 2024 to USD 1,700 million in 2028 due to the increased focus on the addition of renewable energy in the mainstream electricity supply of the country (*Source: CARE Report*).

XIII. The Offer price is 42.50 times of the face value of the Equity Shares

The Offer Price of ₹ 425 has been determined by our Company, in consultation with the BRLM on the basis of the demand from investors for the Equity Shares through the Book Building process. Our Company, in consultation with the BRLM are justified of the Offer Price in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Management Discussion and Analysis of Financial Position and Results of Operations*" and "*Financial Information*" on pages 22, 152, 306 and 216, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" on page 22 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To
The Board of Directors,
Quality Power Electrical Equipments Limited
Plot No. L - 61, M. I. D. C.
Kupwad Block, Sangli 416436
Maharashtra, India

Re: Proposed initial public offering of equity shares of face value of ₹ 10 (the "Equity Shares") of Quality Power Electrical Equipments Limited (the "Company") comprising a Fresh Issue of the Equity Shares of the Company ("Fresh Issue") and an offer for sale of Equity Shares by one of the Promoters of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

We, Kishor Gujar & Associates, Chartered Accountants, hereby confirm that the enclosed **Annexure A**, prepared by the Company and initiated by us for identification purpose ("**Statement**") for the Offer, provides the possible special tax benefits available to the Company, its material subsidiary and shareholders of the Company under Income-tax Act, 1961 and indirect tax laws presently in force in India, (read with the rules, circulars and notifications issued in connection thereto) and in Turkey. 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 and/or its Material Subsidiary i.e. 'ENDOKS ENERJi ANONiM SiRKETi' (Formerly known as 'Endoks Enerji Dağıtım Sistemleri Sanayi İthalat ve İhracat Limited Şirketi') 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 or its Material Subsidiary i.e. 'Endoks Enerji Anonim Şirketi' (Formerly known as 'Endoks Enerji Dağıtım Sistemleri Sanayi İthalat ve İhracat Limited Şirketi') will continue to obtain these benefits in the future; or

2. The conditions prescribed for availing of the benefits, where applicable have been/would be met with.

3. The revenue authorities/courts will concur with the views expressed herein.

The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company and its Material Subsidiary and on the basis of our understanding of the business activities and operations of the Company and its Material Subsidiary.

We have conducted our review in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("**ICAI**") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this statement we have complied with the Code of Ethics issued by the ICAI.

We hereby consent to be named an “expert” under the Companies Act, 2013, as amended, and our name may be disclosed as an expert to any applicable legal or regulatory authority insofar as may be required, in relation to the statements contained therein. We further confirm that we are not and have not been engaged or interested in the formation or promotion or management of the Company.

We have carried out our work on the basis of Restated Consolidated Financial Statements and other documents, public domain and information made available to us by the Company, which has formed substantial basis for this Statement.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

We hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to the submission of this certificate as may be necessary, to any regulatory / statutory authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the BRLM in connection with the Offer and in accordance with applicable law.

This certificate may be relied on by the BRLM, its affiliates and legal counsels in relation to the Offer and to assist the BRLM 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 BRLM, 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 BRLM 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 BRLM 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 Kishor Gujar & Associates
Chartered Accountants
Firm Registration No: 116747W
Peer Review No: 014220

CA Javedkhan Saudagar
Partner
Membership No. 139006
UDIN: 25139006BMIDZF6114
Certificate No.: 248/2024-25
Date: February 6, 2025
Place: Pune, Maharashtra

ANNEXURE A

Statement of Tax Benefits

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS MATERIAL SUBSIDIARY AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS IN INDIA & DIRECT TAX LAWS IN TURKEY

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

The Company is not entitled to any special tax benefits under the Income Tax Act,1961.

II. Special Indirect tax benefits available to the Company

The Company is not entitled to any special tax benefits under the Goods & Services Tax Act,1961.

III. Special Direct tax benefits available to the material subsidiary

'Endoks Enerji Anonim Şirketi' (Formerly known as 'Endoks Enerji Dağıtım Sistemleri Sanayi İthalat ve İhracat Limited Şirketi') and their shareholders have special tax benefits for direct tax under Turkish law no. 5746. According to the law mentioned, on the support of research and development activities, expenses made for research, development and design activities can be deducted from corporate tax. In this context, USD 1.59 Millions was deducted from the earnings subject to corporate tax for the period April 1st, 2024 to Sept 30th, 2024

IV. Special Indirect tax benefits available to the material subsidiary

The Material subsidiary is not entitled to any special tax benefits under the Goods & Services Tax Act, 2017.

V. Special tax benefits available to the Company's Shareholders

The Shareholders of the Company are not entitled to any special tax benefits for investing in the shares of the Company.

Notes:

i. The above Statement of Tax benefits sets out the special tax benefits available to the Company, its material subsidiary and its shareholders under the tax laws mentioned above.
ii. The above Statement covers only above-mentioned tax laws benefits and does not cover any general tax benefits under any other law.
iii. This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
iv. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.
v. This statement does not discuss any tax consequences under any law for the time being in force, as applicable of any country outside India. The shareholders / investors are advised to consult their own professional advisors regarding possible tax consequences that apply to them in any country other than India.
vi. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 2019') with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ('MAT') under Section 115JB. The CBDT has further

issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

In such a case, the Company is not allowed to claim any of the following deductions/ exemptions under the Act:

- Deduction under the provisions of Section 10AA.
- Deduction under clause (iia) of sub- section (1) of Section 32 (additional depreciation).
- Deduction under section 32AD or Section 33AB or Section 33ABA
- Deduction under section 35AD or Section 35CCC
- Deduction under section 80G

Lower corporate tax rate under Section 115BAA of the Act and Minimum Alternate Tax ('MAT') credit under section 115JAA of the Act which is in general available and hence may not be treated as special tax benefits.

The Company (Quality Power Electrical Equipments Private Limited) has evaluated and decided to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability from the Financial Year 2019-20 onwards.

SECTION VI - ABOUT OUR COMPANY

INDUSTRY OVERVIEW

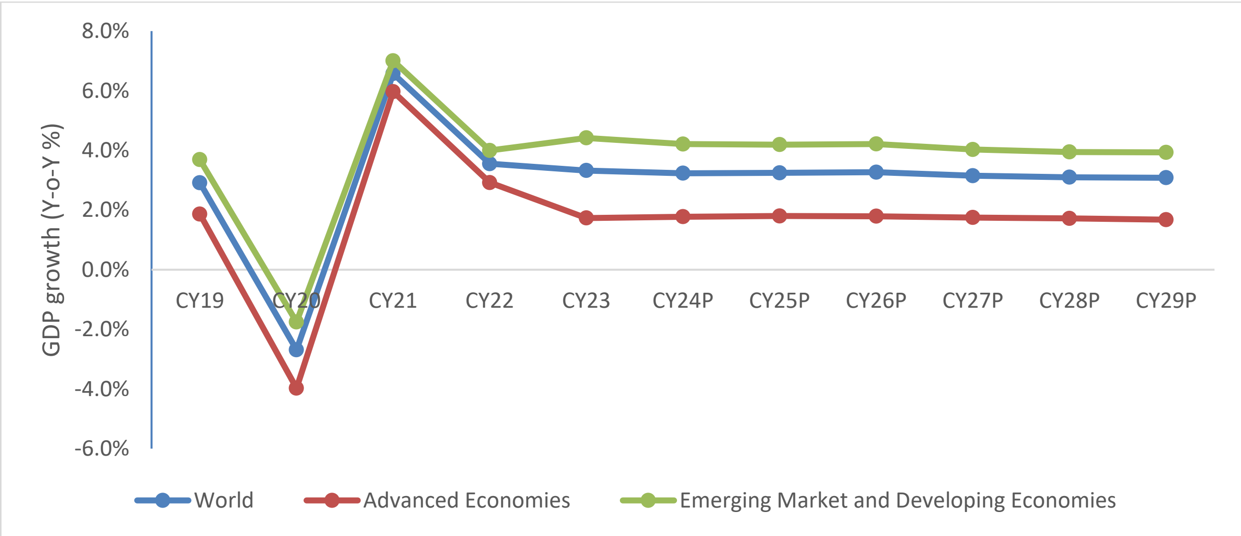
*The industry research report titled "Research Report on Energy Transition Equipments and Power Technologies Industry" dated January 20, 2025 (the "**CARE Report**") is exclusively prepared and issued for the purpose of the Offer by CARE and commissioned and paid for by our Company. Unless noted otherwise, the information in this section is obtained or extracted from the CARE Report. Further, CARE is an independent agency, and is not related to our Company, our Directors, our Promoters, our Key Managerial Personnel, our Senior Management or the BRLM. This report was made available on the website of our Company at https://qualitypower.com/ipo-2 CARE from the date of the Red Herring Prospectus till the Bid/Offer Closing Date. The data included herein includes excerpts from the CareEdge Report and may have been selective or re-ordered for the purposes of presentation here.*

1 ECONOMY OUTLOOK

1.1 Global Economy

Global growth, which stood at 3.3% in CY23, is anticipated to fall and remain at 3.2% in both CY24 and CY25. The global real GDP growth outlook shows signs of improvement as cyclical imbalances ease, aligning economic activity with potential output in major economies. While global disinflation progresses, risks remain, particularly from financial market volatility and geopolitical tensions that could disrupt trade and increase commodity prices. Nonetheless, stronger public investment in advanced economies aimed at infrastructure and the green transition may stimulate private sector investment and bolster global demand. Additionally, accelerating structural reforms in both advanced and emerging markets could enhance productivity and support medium-term growth.

Chart 1: Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)



Notes: P-Projection; Source: IMF – World Economic Outlook, October 2024

Table 1: GDP growth trend comparison - India v/s Other Economies (Real GDP, Y-o-Y change in %)

	Real GDP (Y-o-Y change in %)Real GDP (Y-o-Y change in %)									
	CY20	CY21	CY22	CY23	CY24P	CY25P	CY26P	CY27P	CY28P	CY29P
India	-5.8	9.7	7.0	8.2	7.0	6.5	6.5	6.5	6.5	6.5
China	2.2	8.4	3.0	5.3	4.8	4.5	4.1	3.6	3.4	3.3
Indonesia	-2.1	3.7	5.3	5.0	5.0	5.1	5.1	5.1	5.1	5.1
Saudi Arabia	-3.6	5.1	7.5	-0.8	1.5	4.6	4.4	3.6	3.5	3.5
Brazil	-3.3	4.8	3.0	2.9	3.0	2.2	2.3	2.4	2.5	2.5
Euro Area	-6.1	6.2	3.3	0.4	0.8	1.2	1.5	1.4	1.3	1.2
United States	-2.2	6.1	2.5	2.9	2.8	2.2	2.0	2.1	2.1	2.1

P- Projections; Source: IMF- World Economic Outlook Database (October 2024)

Advanced Economies Group

Advanced economies are expected to experience a gradual increase in growth, increasing to 1.8% in CY24 and staying same for next 2 years.

The **United States** is expected to grow to 2.8% in CY24, followed by a slight slowdown to 2.2% in CY25. Growth outlook for the United States has improved due to strong consumption and non-residential investment, driven by rising real wages and wealth effects. However, growth is expected to decelerate as fiscal policies tighten and the labour market cools, leading to a gradual closure of the output gap.

The **Euro Area's** growth is anticipated to rebound from its sluggish growth in CY23 to 0.8% in CY24 and further to 1.2% in CY25. This recovery is driven by better export performance, as well as a stronger domestic demand. The gradual loosening of the monetary policy is expected to boost investment, and the rise of real wages is anticipated to improve the consumption patterns.

Emerging Market and Developing Economies Group

Emerging market and developing economies are forecasted to maintain stable growth at 4.2% in both CY24 and CY25. The economic forecast for emerging and developing Asia reveals a modest deceleration in growth, with projections indicating a decline from 5.3% in CY24 to 5% in CY25. **China's** trajectory reflects a gradual slowdown, transitioning from 4.8% in CY24 to 4.5% in CY25 due to low consumer confidence and ongoing real estate sector challenges. However, better than expected net exports have ensured that the slowdown in growth is marginal. In contrast, **India's** growth remains robust, with anticipated rates of 7% in CY24 and 6.5% in CY25. This moderation in GDP growth is expected as the surge in pent-up demand from the pandemic wanes. The economy is transitioning towards its potential, reflecting a more sustainable pace of growth as it adjusts to post-pandemic realities.

The **Indonesian** economy is expected to register growth of 5.0% in CY24 and 5.1% in CY25, an important concern for Indonesia is the trade fragmentation. **Saudi Arabia’s** growth in CY24 is predicted to see a revamp in the growth rate to 1.5% on account of the extension of oil production cuts taking place in the country. Going forward, GDP is expected to grow at 4.6% in CY25. On the other hand, **Brazil's** growth is projected to be 3% in CY24 due to robust private consumption and investment driven by a strong labour market and effective government transfers. However, due to the anticipated tightening of the labour market and ongoing restrictive monetary policy, growth is expected to slowdown in CY25 to 2.2%.

Despite the turmoil in the last 2-3 years, India bears good tidings to become a USD 5 trillion economy by CY27. According to the IMF dataset on Gross Domestic Product (GDP) at current prices, the nominal GDP has been at USD 3.6 trillion for CY23 and is projected to reach USD 5.2 trillion by CY27 and USD 6.3 trillion by CY29. India’s expected GDP growth rate for coming years is almost double compared to the world economy. The Indian economy shows resilience amid global inflation, supported by a stable financial sector, strong service exports, and robust investment driven by government spending and high-income consumer consumption, positioning it for better growth than other economies.

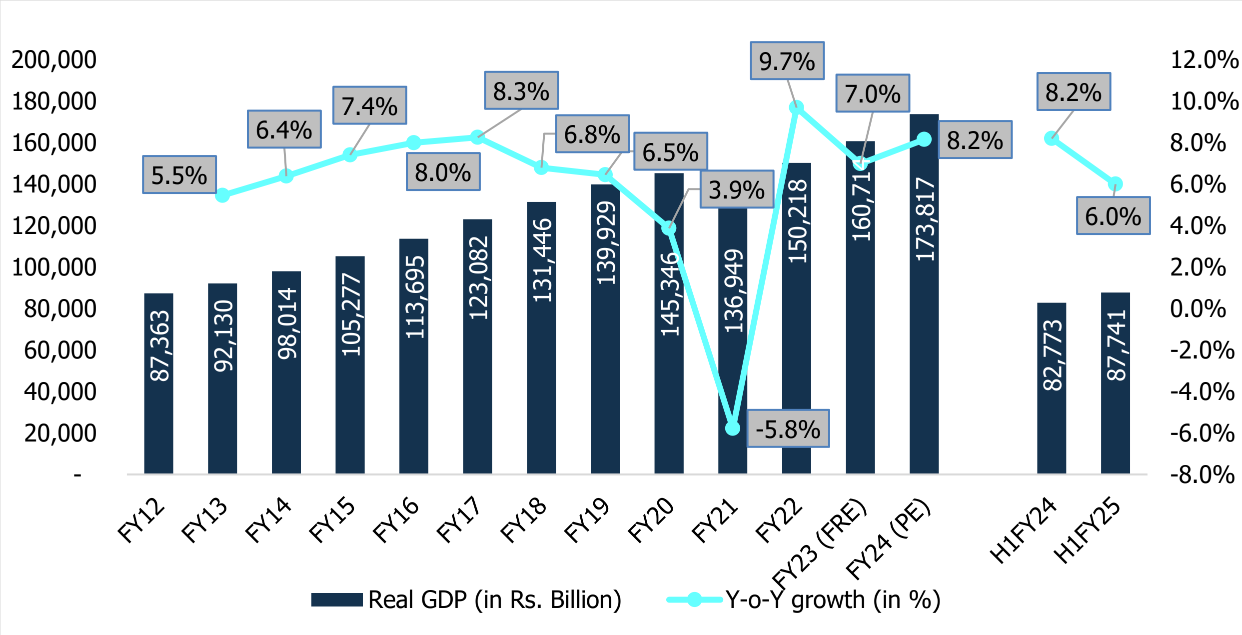
Besides, India stands out as the fastest-growing economy among the major economies. The country is expected to grow at more than 6.5% in the period of CY24-CY29, outshining China’s growth rate. By CY27, the Indian economy is estimated to emerge as the third-largest economy globally, hopping over Japan and Germany. Currently, it is the third largest economy globally in terms of Purchasing Power Parity (PPP) with a ~7.9% share in the global economy, with China (~18.7%) on the top followed by the United States (~15.1%).

1.2 Indian Economic Outlook

1.2.1 GDP Growth and Outlook

Resilience to External Shocks remains Critical for Near-Term Outlook

Chart 2: Trend in Real Indian GDP growth rate



Note: FRE – First Revised Estimates, PE – Provisional Estimate; Source: MOSPI

India's real GDP grew by 7.0% in FY23 and stood at ~Rs. 161 trillion, as per the First Revised Estimate, despite the pandemic in previous years and geopolitical Russia-Ukraine spillovers. Real GDP in the year FY24 is estimated to grow at 8.2% at Rs. 173.82 trillion as per provisional estimate of the Ministry of Statistics and Programme Implementation. It is expected that domestic demand, especially investment, to be the main driver of growth in India, amid sustained levels of business and consumer confidence.

In H1FY25, GDP grew 6.0% YoY, with private consumption increasing by 6.7% and government spending contracting by 2.0%

GDP Growth Outlook

- Driven by strong government capital expenditure, recovery in industrial activity, improved rural demand, and robust export performance, the economy continues to expand. The provisional estimates (PE) placed real GDP growth at 6.6% for FY24.

- Industrial activity in India faced a setback in Q25 due to sector-specific slowdowns and monsoon-related disruptions. However, signs of recovery are visible, with industrial performance expected to improve in the second half of the year, driven by seasonal corrections, government spending, and the normalization of key sectors like cement, iron, steel, mining, and electricity.

- The domestic economic activity has shown signs of recovery after the slowdown in Q2 (5.4% growth), driven by strong festive demand and an uptick in rural activity. Healthy kharif crop production, higher reservoir levels, and better rabi sowing are providing a strong foundation for agricultural growth. Industrial activity is expected to normalize post-monsoon disruptions, with growth supported by government capital expenditure and improvements in cement, iron, steel, mining, and electricity sectors. The services sector continues to grow robustly, with the PMI for services at 58.4 in November, indicating continued expansion. Merchandise exports grew by 17.2% in October, and services exports maintained double-digit growth, supporting the external sector.

- Investment activity is expected to pick up which will be driven by higher government capital expenditure and a recovery in industrial sectors like cement, iron, and steel. Strong export growth in both merchandise and services is also likely to support investment.

Persistent geopolitical tensions, volatility in international financial markets and geo-economic fragmentation do pose risk to this outlook. Based on these considerations, the RBI, in its December 2024 monetary policy, has projected real GDP growth at 6.6% y-o-y for FY25.

Table 2: RBI's GDP Growth Outlook (Y-o-Y %)

FY25P (complete year)	Q3FY25P	Q4FY25P	Q1FY26P	Q2FY26P
6.6%	6.8%	7.2%	6.9%	7.3%

Note: P-Projected; Source: Reserve Bank of India

1.2.2 *Gross Value Added (GVA)*

Gross Value Added (GVA) is the measure of the value of goods and services produced in an economy. GVA gives a picture of the supply side whereas GDP represents consumption.

Industry and Services sector leading the recovery charge

- The gap between GDP and GVA growth turned positive in FY22 (after a gap of two years) due to robust tax collections. Of the three major sector heads, the service sector has been the fastest-growing sector in the last 5 years.

- In FY23, **the agriculture sector** performed well despite weather-related disruptions, such as uneven monsoon and unseasonal rainfall, impacting yields of some major crops and clocked a growth of 4% y-o-y, garnering Rs. 22.3 trillion. The agriculture sector's growth slowed in FY24 to an estimated 1.4% rise for the year, down from 4.7% in FY23. The sector reached to Rs. 23.1 trillion for FY24 as per provisional estimate. In Q1FY25, the agriculture sector grew by only 2% y-o-y as compared to 3.7% in Q1FY24. Better monsoon conditions are expected to brighten outlook for the agriculture sector. Going forward, rising bank credit and increased exports will be the drivers for the agriculture sector.

- The **industrial sector** output in FY23 grew by only 2.1% with estimated value Rs. 44.74 trillion owing to decline in manufacturing activities. India's industrial sector experienced robust growth in FY24 supported by positive business sentiment, falling commodity prices, and government policies like production-linked incentives. The sector grew by 9.5% on y-o-y basis, reaching Rs. 48.9 trillion for FY24. In Q1FY25, the industrial sector grew by 8.3% y-o-y as compared to 6% in Q1FY24. This growth was driven mainly by sales growth in manufacturing companies, construction, and utility services. Construction grew at the highest rate of 10.5% as compared to a growth rate of 8.3% in the same quarter in previous year.

- In FY23, benefitting from the pent-up demand, the **services sector** was valued at Rs. 80.6 trillion and registered growth of 10.0% y-o-y. In FY24, India's services sector growth was driven by steady growth in various service sector indicators like air passenger traffic, port cargo traffic, GST collections, and retail credit. With this, the growth of service sector is estimated at Rs. 86.7 trillion registering 7.6% growth in FY24 overall. In Q1FY25, the services sector grew by only 7.2% y-o-y as compared to 10.7% in Q1FY24.

Table 3: Sectoral Growth (Y-o-Y % Growth) - at Constant Prices

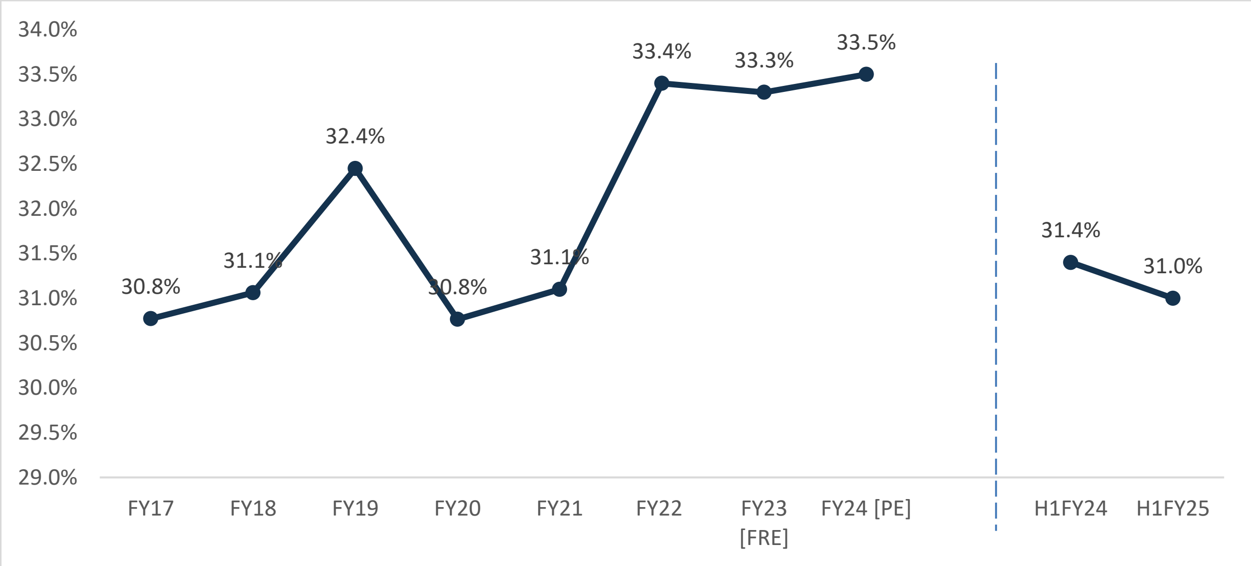
At constant Prices	FY19	FY20	FY21	FY22	FY23 (FRE)	FY24 (PE)	Q1FY24	Q1FY25
Agriculture, Forestry & Fishing	**2.1**	**6.2**	**4.1**	**3.5**	**4.7**	**1.4**	**3.7**	**2.0**
Industry	**5.3**	**-1.4**	**-0.9**	**11.6**	**2.1**	**9.5**	**6**	**8.3**
Mining & Quarrying	-0.9	-3.0	-8.6	7.1	1.9	7.1	7.0	7.2
Manufacturing	5.4	-3.0	2.9	11.1	-2.2	9.9	5.0	7.0
Electricity, Gas, Water Supply & Other Utility Services	7.9	2.3	-4.3	9.9	9.4	7.5	3.2	10.4
Construction	6.5	1.6	-5.7	14.8	9.4	9.9	8.6	10.5
Services	**7.2**	**6.4**	**-8.2**	**8.8**	**10.0**	**7.6**	**10.7**	**7.2**
Trade, Hotels, Transport, Communication & Broadcasting	7.2	6.0	-19.7	13.8	12.0	6.4	9.7	5.7
Financial, Real Estate & Professional Services	7.0	6.8	2.1	4.7	9.1	8.4	12.6	7.1
Public Administration, Defence and Other Services	7.5	6.6	-7.6	9.7	8.9	7.8	8.3	9.5
GVA at Basic Price	**5.8**	**3.9**	**-4.2**	**8.8**	**6.7**	**7.2**	**8.3**	**6.8**

Note: FRE – First Revised Estimates, PE – Provisional Estimate; Source: MOSPI

1.2.3 *Investment Trend in Infrastructure*

Gross Fixed Capital Formation (GFCF) is a measure of the net increase in physical assets. In FY23, the ratio of investment (GFCF) to GDP remained flat, as compared to FY22, at 33.3%. Continuing in its growth trend, this ratio has reached 33.5% in FY24. In H1FY25, GFCF as a proportion in GDP, reached 31.0% as compared to 31.4% in H1FY24 mainly reflecting growth in private investment.

Chart 3: Gross Fixed Capital Formation (GFCF) as % of GDP (At constant prices)



Note: 3RE – Third Revised Estimate, 2RE – Second Revised Estimates, 1RE – First Revised Estimates, PE – Provisional Estimate, FAE-First Advance Estimate; Source: MOSPI

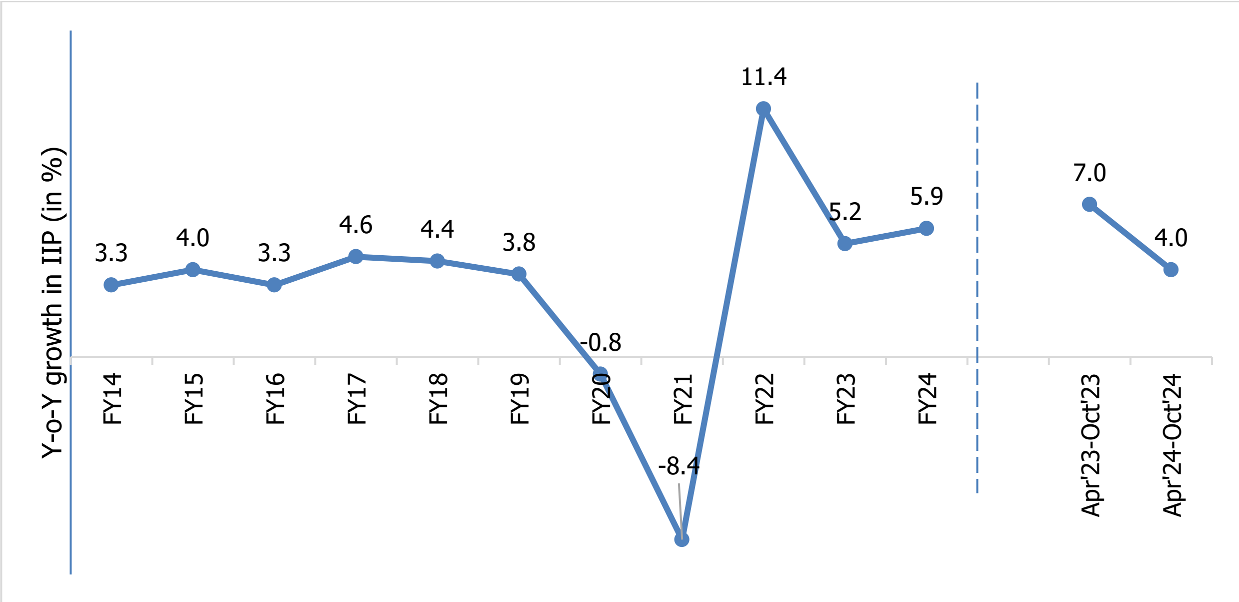
Overall, the support of public investment in infrastructure is likely to gain traction due to initiatives such as Atmanirbhar Bharat, Make in India, and Production-linked Incentive (PLI) scheme announced across various sectors.

1.2.4 *Industrial Growth*

Improved Core and Capital Goods Sectors helped IIP Growth Momentum

The Index of Industrial Production (IIP) is an index to track manufacturing activity in an economy. During FY23, the industrial output recorded a growth of 5.2% y-o-y supported by a favorable base and a rebound in economic activities. During FY24, the industrial output recorded a growth of 5.9% y-o-y supported by growth in manufacturing and power generation sectors. The period April 2024 – October 2024, industrial output grew by 4.0% compared to the 7% growth in the corresponding period last year. For the month of September 2024, the IIP growth increased by 3.1% as compared to the last year's IIP growth of 6.4%. This increase was on account of all the used based segments witnessing a growth in their Y-o-Y growth in September 2024 compared to August 2023. The manufacturing sector also grew modestly in September 2024 by 3.9% as compared to a growth of 5.1% in September 2023. Within the growth in manufacturing, the top three positive contributors were Manufacture of basic metals, Manufacture of electrical equipment, and Manufacture of coke and refined petroleum products. So far in the current fiscal, the government's strong infrastructure spending and rising private investment are evident, though consumer non-durables production has declined. Urban demand drives consumption, while rural demand improves, highlighting the importance of sustained consumption and investment for industrial performance.

Chart 4: Y-o-Y growth in IIP (in %)

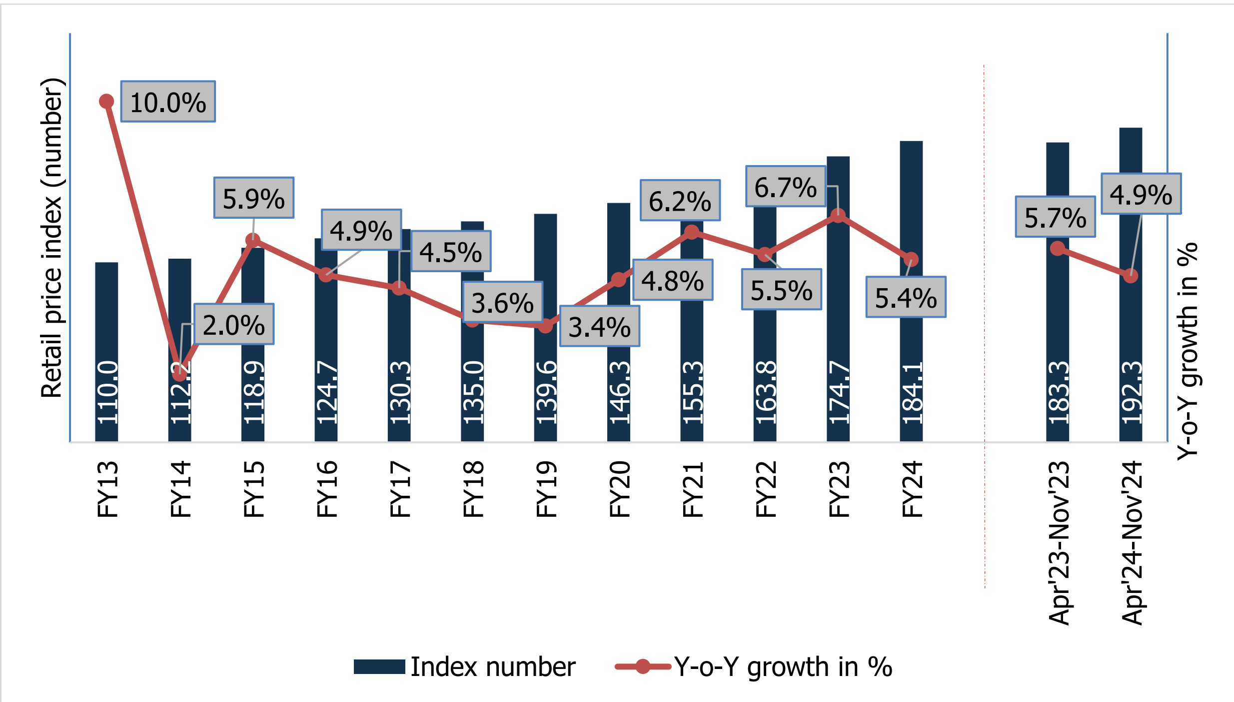


Source: MOSPI

1.2.5 *Consumer Price Index*

India's consumer price index (CPI) tracks retail price inflation in the economy. During FY23, CPI remained elevated at an average of 6.7%, above the RBI's tolerance level. In FY24, the Consumer Price Index (CPI) showed fluctuations, starting with a moderation to 4.3% in May 2023, followed by a spike to 7.4% in July 2023 due to rising food prices. Overall, inflation moderated to 5.4% for the year, remaining within the RBI's target range of 2% to 6%, despite volatility in food prices throughout the months. High inflation in specific food items poses inflation risk, even though an improvement in south-west monsoon and better kharif sowing are improving the food inflation outlook. The numbers for April 2024-November 2024 show a decline in inflation growth y-o-y to 4.9% as compared to inflation growth y-o-y of 5.7% in April 2023-November 2023 period. For October 2024, CPI inflation stood at 6.2% which has been the highest retail inflation since December 2023. There was a decline in inflation observed among the subgroups pulses & products, eggs, sugar & confectionery and spices subgroup.

Chart 5: Retail Price Inflation in terms of index and Y-o-Y Growth in % (Base: 2011-12=100)



Source: MOSPI

The CPI is primarily factored in by RBI while preparing their bi-monthly monetory policy. At the bi-monthly meeting held in November 2024, RBI projected inflation at 4.8% for FY25 with inflation during Q3FY25 at 5.7%, Q4FY25 at 4.5%, Q1FY26 at 4.6%, and Q2FY26 at 4.0%.

Considering the current inflation situation, RBI has kept the repo rate unchanged at 6.5% again in the November 2024 meeting of the Monetary Policy Committee.

Further, the central bank changed its stance to neutral. While headline inflation has started easing due to softening in core component and economic activity has been resilient supported by domestic and investment demand, volatility in food prices due to adverse weather conditions pose a risk to the path of disinflation. Core inflation has likely reached its lowest point, and fuel prices are contracting. Domestic growth remains strong, driven by private consumption and investment, allowing the MPC to focus on bringing inflation down to the 4% target. As a result, the MPC decided to adopt a 'neutral' stance, monitoring inflation while supporting growth.

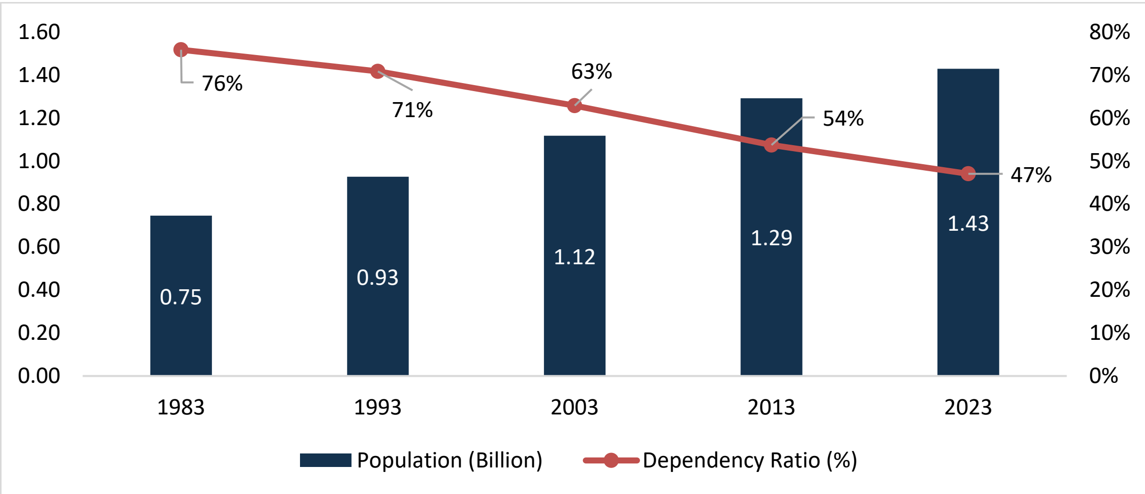
1.2.6 Overview on Key Demographic Parameters

- **Population growth and Urbanization**

The trajectory of economic growth of India and private consumption is driven by socio-economic factors such as demographics and urbanization. According to the world bank, India's population in 2022 surpassed 1.42 billion slightly higher than China's population 1.41 billion and became the most populous country in the world.

Age Dependency Ratio is the ratio of dependents to the working age population, i.e., 15 to 64 years, wherein dependents are population younger than 15 and older than 64. This ratio has been on a declining trend. It was as high as 76% in 1983, which has reduced to 47% in 2023. Declining dependency means the country has an improving share of working-age population generating income, which is a good sign for the economy.

Chart 7: Trend of India Population vis-à-vis dependency ratio

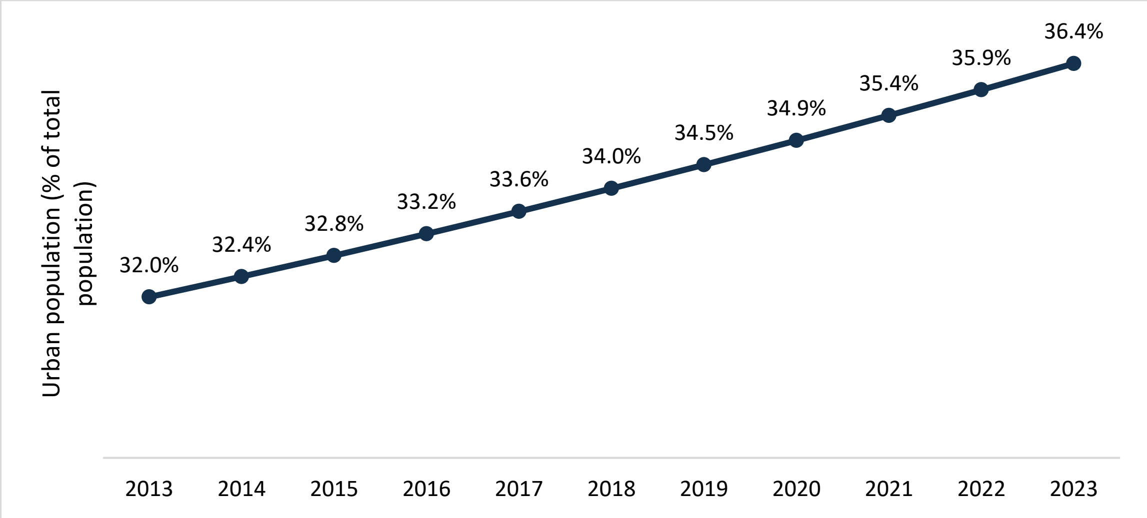


Source: World Bank Database

With an average age of 29, India has one of the youngest populations globally. With vast resources of young citizens entering the workforce every year, it is expected to create a 'demographic dividend'. India is home to a fifth of the world's youth demographic and this population advantage will play a critical role in economic growth.

The urban population is significantly growing in India. The urban population in India is estimated to have increased from 413 million (32% of total population) in 2013 to 519.5 million (36.4% of total population) in the year 2023.

Chart 9: Urbanization Trend in India



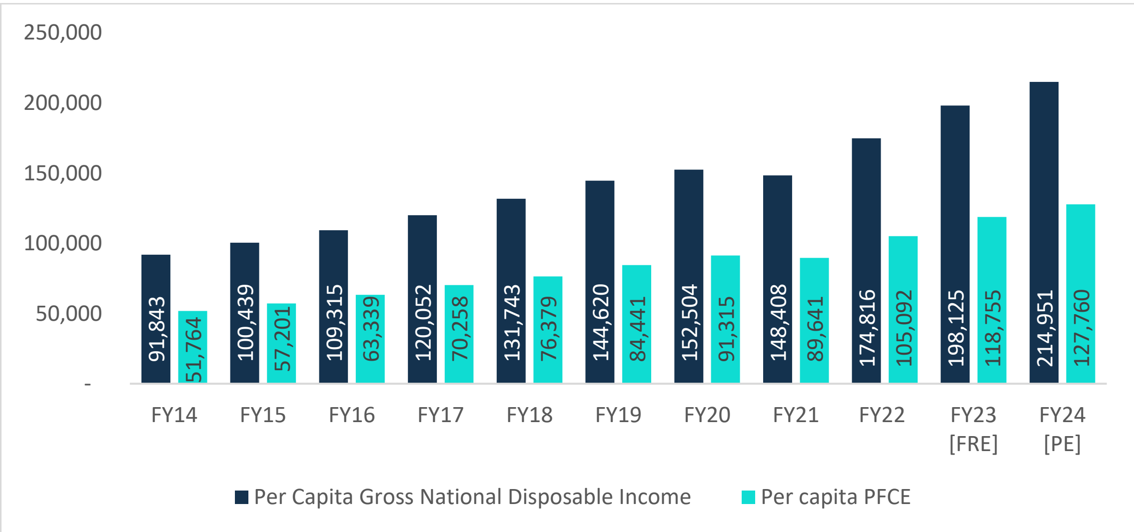
Source: World Bank Database

- **Increasing Disposable Income and Consumer Spending**

Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period FY14 to FY24, per capita GNDI at current prices registered a CAGR of 8.88%. More disposable income drives more consumption, thereby driving economic growth.

With increase in disposable income, there has been a gradual change in consumer spending behaviour as well. Private Final Consumption Expenditure (PFCE) which is measure of consumer spending has also showcased significant growth in the past decade at a CAGR of 9.46%.

Chart 10: Trend of Per Capita GNDI and Per Capita PFCE (Current Price)



Note: FRE – First Revised Estimates, PE – Provisional Estimate; Source: MOSPI

1.2.7 Concluding Remarks

The major headwinds to global economic growth are escalating geopolitical tensions, volatile global commodity prices, high interest rates, inflation woes, volatility in international financial markets, climate change, rising public debt, and new technologies. Despite the global economic growth uncertainties, the Indian economy is relatively better placed in terms of GDP growth compared to other emerging economies. According to IMF's forecast, it is expected to be 7% in CY24 compared to the world GDP growth projection of 3.2%. The bright spots for the economy are continued healthy domestic demand, support from the government towards capital expenditure, moderating inflation, investments in technology and improving business confidence.

India's strategic positioning as a manufacturing hub, bolstered by government initiatives, a skilled workforce, and a burgeoning startup ecosystem, enhances this outlook. Ongoing reforms and a focus on innovation position the country to capitalize on emerging opportunities, strengthening its role in the global manufacturing landscape. Likewise, several high-frequency growth indicators including the purchasing managers index, E-way bills, bank credit, toll collections and GST collections have shown improvement in FY24. Moreover, normalizing the employment situation after the opening up of the economy is expected to improve and provide support to consumption expenditure.

At the same time, public investment is expected to exhibit healthy growth as the government has allocated a strong capital expenditure of about Rs. 11.11 lakh crores for FY25. The private sector's intent to invest is also showing improvement as per the data announced on new project investments and resilience shown by the import of capital goods. Additionally, improvement in rural demand owing to healthy sowing, improving reservoir levels, and progress in south-west monsoon along with government's thrust on capex and other policy support will aid the investment cycle in gaining further traction.

2 OVERVIEW OF ENERGY TRANSITION EQUIPMENT & POWER TECHNOLOGIES INDUSTRY

The global energy landscape is undergoing a significant transformation, often referred to as the Energy Transition & Power Technologies industry. This Energy Transition & Power Technologies marks a shift from traditional, carbon-intensive energy sources like coal, oil, and natural gas to cleaner, more sustainable energy sources such as solar, wind, and hydrogen. At the core of this transition is the adoption of energy transition equipment & power technologies, which encompasses a broad range of novel methods, advanced equipment, innovative technologies and devices designed to facilitate the generation, storage, distribution, and efficient use of renewable energy.

The Energy Transition & Power Technologies market is growing rapidly, driven by the global need to combat climate change, reduce greenhouse gas emissions, and increase energy efficiency. Countries around the world are implementing policies to promote the adoption of clean energy technologies, including renewable energy targets, carbon pricing mechanisms, and subsidies for green technology. These policies, combined with the declining cost of renewable energy technologies, are creating a favorable environment for the energy transition equipment market to expand.

AC (Alternating Current) and DC (Direct Current) technologies each serve crucial roles in modern energy systems. AC is the dominant form of power distribution globally, favored for its ease of voltage transformation and extensive infrastructure, making it ideal for household, industrial, and grid-level applications. On the other hand, DC, especially in the form of HVDC (High Voltage Direct Current), is essential for long-distance transmission and renewable energy integration, offering higher efficiency with fewer losses. Both AC and DC technologies are vital for the energy transition, working together to support reliable, efficient, and renewable power distribution.

Energy transition equipment encompasses various technologies aimed at advancing renewable energy and reducing reliance on fossil fuels. Solar panels, wind turbines, hydropower systems, and geothermal or biomass systems generate clean electricity for residential, commercial, and utility-scale applications. Energy storage systems, such as lithium-ion batteries and hydrogen fuel cells, balance supply and demand by storing excess renewable energy. Grid modernization, including smart grids and high-voltage transmission, enhances efficiency and facilitates renewable integration, while microgrids improve energy resilience by enabling localized generation. Electric vehicle (EV) infrastructure, including charging stations and vehicle-to-grid (V2G) technology, supports the shift to electric transportation. Energy-efficient appliances further reduce energy consumption, contributing to overall sustainability.

High Voltage Direct Current (HVDC) and Flexible Alternating Current Transmission Systems (FACTS) are integral part of high voltage electrical equipment and solutions for electrical grid connectivity and energy transition system as they play a critical role in the integration and transmission of renewable energy. Both HVDC and FACTS fall under the broader category of energy grid modernization equipment, which is essential for ensuring that high voltage renewable energy can be efficiently transmitted, distributed, and stabilized within the grid. These technologies help overcome challenges related to long-distance power transmission, grid stability, and the variable nature of renewable energy sources like solar and wind.

Some of the key product lines in the critical energy transition equipments and power technologies industry are high voltage electrical equipment and solutions such as reactors, transformers, line traps, Edison composites, line tuners, instrument transformers, capacitor banks, converters, harmonic filters, reactive power compensation systems, thyristor-controlled series capacitors ("TCSC"), unified power flow controllers ("UPFC"), HVDC, FACTS, etc. and grid interconnection solutions feature technologies such as static synchronous compensators ("STATCOM") and static var compensator systems (SVC). More details of these product lines and their market trends have been described later in this report.

The global push towards carbon neutrality, with countries like the EU aiming for net-zero emissions by 2050 and China by 2060, is driving significant investments in renewable energy and infrastructure. Falling costs of renewable technologies like solar and wind, coupled with technological advancements, have made renewable energy increasingly competitive, further fuelling the energy transition equipments and power technologies market. Additionally, the shift towards decentralized energy systems and local renewable generation enhances energy security by reducing dependence on fossil fuel imports. Technological innovations, such as smart grids, AI, and better energy storage systems, are optimizing energy management and integration of renewables. Investments in modernizing grid infrastructure, such as high-voltage transmission systems, are crucial to accommodating renewable energy and ensuring the long-term success of the global energy transition.

The energy transition equipment and power technologies market is poised for significant growth in the coming decades. As governments and businesses around the world intensify their efforts to decarbonize the energy sector, the market for energy transition equipment will continue to expand, driven by technological advancements, supportive policies, and increasing public awareness of the need for climate action.

Emerging markets such as India, China, and Southeast Asia are expected to be major growth areas for energy transition equipment, as these regions are rapidly scaling up their renewable energy capacity and investing in grid modernization. Additionally, the electrification of transportation and the rise of green hydrogen as a clean energy carrier will open new opportunities for equipment manufacturers and technology providers.

The energy transition equipment market is a cornerstone of the global shift towards a sustainable energy future. By providing the tools and technologies needed to generate, store, distribute, and efficiently use clean energy, this market is essential for achieving global climate goals, enhancing energy security, and promoting economic growth in a low-carbon world.

3 OVERVIEW OF THE GLOBAL AND INDIAN ELECTRICITY TRANSMISSION SECTOR

3.1 Global Electricity Transmission Sector

The electricity demand is expected to grow globally majorly driven by the thriving wind, solar, natural gas-fired generation, and nuclear sectors. The demand is also expected to come from residential, commercial, and industrial activities and the rising electric vehicle growth.

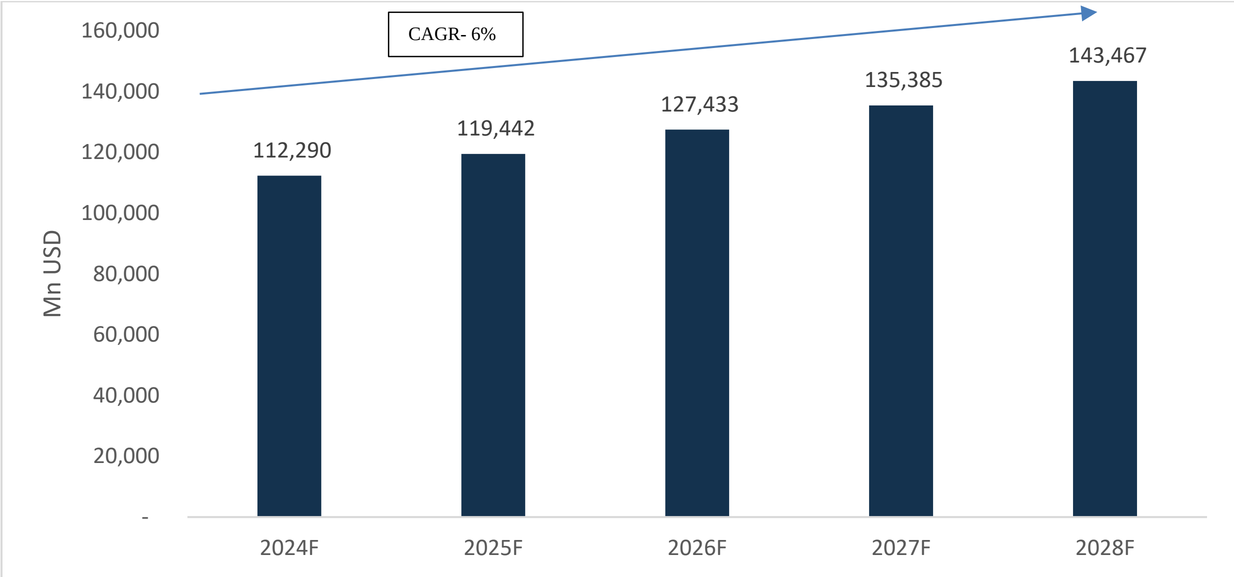
Transmission lines are high-voltage power lines that distribute electricity over a long distance from big power plants to smaller power distribution lines for use at the local level. The increasing electricity demand in the world, especially the need to integrate renewable energy into the main grid line is projected to drive the energy transition and power technologies sector globally. The transmission sector has grown at a CAGR of 8% in CY19 at Mn 78,736 USD to Mn 1,05,903 USD in CY23.

3.2 Future Market Trends and Key Investment Drivers

The global transmission line market is poised for a transformative shift as the energy transition and power technologies sector is moving towards more sustainable and energy-efficient energy sources. The cross-border transmission lines and multilateral power trade around the world especially in ASEAN countries are expected to attract investments in the energy transition and power technologies sector.

The market size consists of the entire supply chain of the power transmission sector is expected to grow at a CAGR of 6% from Mn 1,12,290 USD in CY24 to Mn 1,43,467 USD in CY28.

Chart 12: Global Electricity Transmission Sector Market Forecast



Source: Maia Research, CareEdge Research

The energy transition and power technologies market is currently undergoing a major change with countries in pursuit of better efficiencies and more suitability for integrating renewable energy. Several countries are upgrading their energy transition and power technologies lines to higher voltages to reduce transmission losses. Whereas technological changes and upgrades are being made to make the energy transition and power technologies systems more stable against the intermittent nature of renewable energy sources.

Besides, the increased renewable power capacity has raised the need for countries to interconnect their energy transition and power technologies systems in order to balance generation and demand through the export and import of electricity. This has pushed the construction of higher-capacity interconnection lines.

Further, China and the US are the top two countries in terms of transmission length. Energy transition and power technologies lines are upgraded with advanced technologies in developed countries, given their universal access to electricity, contributing to the energy transition and power technologies sector growth. Whereas in developing countries, the growth is brought about by the expansion of grids to provide electricity to all parts.

3.3 Transmission Network in India

The transmission network in India operates at different voltages to cater to different needs in the industry. The different voltage levels include Extra High Voltage (EHV), High Voltage, Medium Voltage, and Low Voltage.

The following table shows the distribution of the voltage lines:

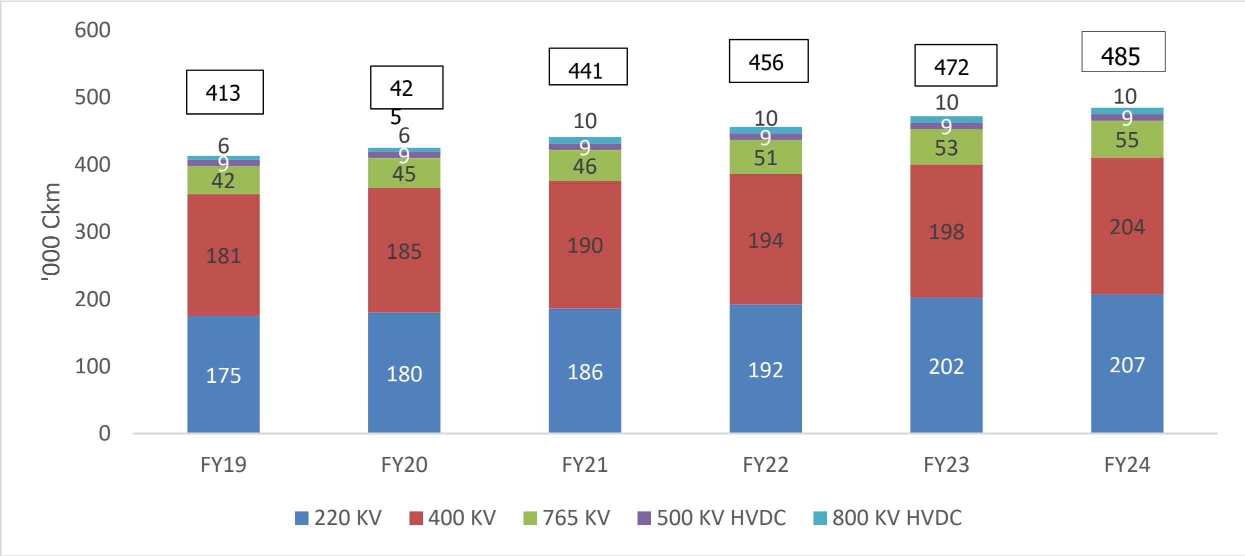
Table 4: Distribution of Voltage Lines

Extra High Voltage	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	1.1kV, 220 kV and below

Further, India’s energy transition and power technologies system has expanded at a significant pace driven by growing demand, the government’s focus on providing electricity in rural areas, and the need for connecting the generation stations including integration of RE sources from the RE-rich states. In addition, with the implementation of two Central Sector Schemes namely, the North Eastern Regional Power System Improvement Project (NERPSIP) and Comprehensive Scheme of Transmission & Distribution System in Arunachal Pradesh & Sikkim, the transmission and distribution infrastructure of North Eastern states are being strengthened.

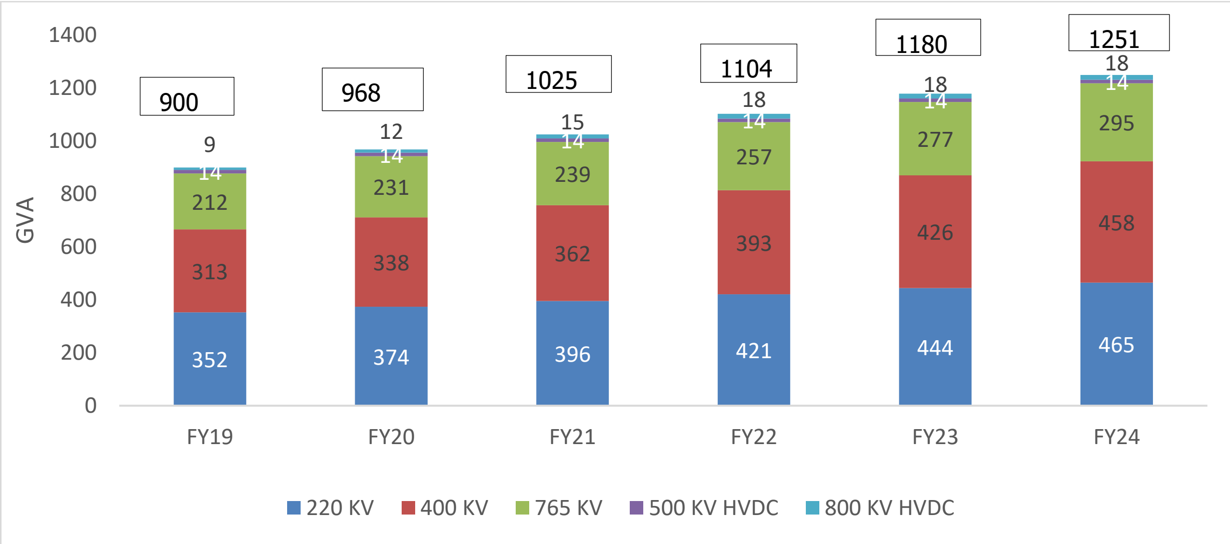
Moreover, the transmission line network grew at a CAGR of approximately 3% to 4,85,544 CKm as of March 2024 from 4,13,407 CKm as of March 2019. During FY24, 14,203 CKm of transmission lines were added to the total network. The transmission line network stood at 4,87,587 CKm as of July 2024. Whereas the transformation line capacity is at 12,65,700 MVA as of July 2024.

Chart 13: Transmission Line Network (220 kV & Above)



Source: Central Electricity Authority, CareEdge Research

Chart 14: Transformation Capacity (220 kV & Above)



Source: Central Electricity Authority, CareEdge Research

As of July 2024, there are 54 transmission projects have been constructed and 53 projects are under construction. These include various projects of energy transition and power technologies systems associated with renewable projects and conventional projects in Rajasthan, Karnataka, Maharashtra, etc. These projects are being executed mainly by PGCIL along with private players like Sterlite Power Transmission Limited, Adani Transmission Limited, ReNew Transmission Ventures Private Limited, etc.

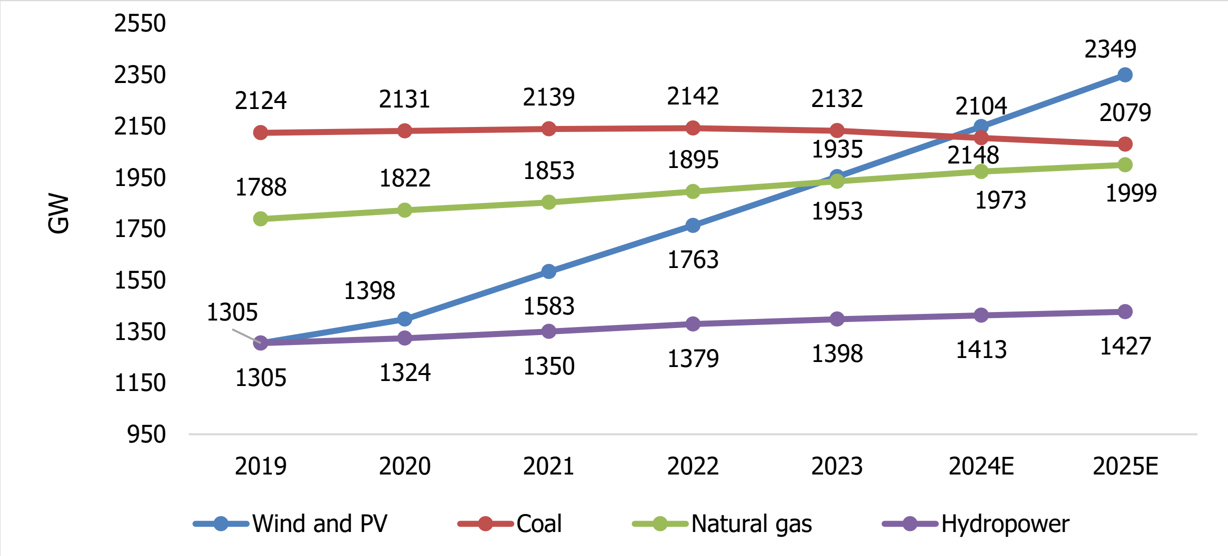
Furthermore, the substation line network grew at a CAGR of approximately 7% to 1.25 million MVA as of March 2024 from 0.8 million MVA as of March 2019. During FY24, the substation line network grew to 1.25 million MVA.

4 OVERVIEW OF GLOBAL RENEWABLE ENERGY

4.1 Global Power Sector

According to IEA, Renewable electricity capacity additions achieved an estimated 507 GW in 2023, marking an increase of nearly 50% compared to the previous year, 2022. The substantial growth is attributed to ongoing policy support in over 130 countries, prompting a significant shift in the global growth trend. The global acceleration in 2023 was primarily fuelled by the year-on-year expansion of China's thriving market for solar PV (+116%) and wind (+66%). The trend of increasing renewable power capacity additions is expected to persist over the next five years, with solar PV and wind collectively representing a record 96% of the total. This dominance is due to their lower generation costs compared to both fossil and non-fossil alternatives in most countries, coupled with sustained policy backing.

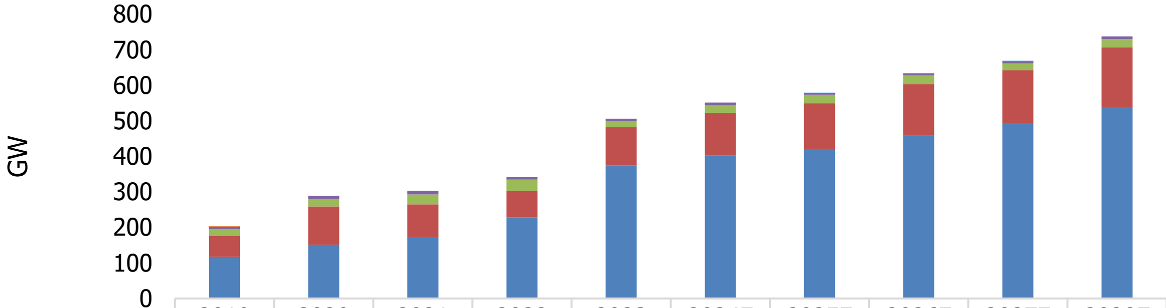
Chart 15: Global Power Sector Installed Capacity



Source: IEA

4.2 Global Renewable Installed Capacity

Chart 16: Forecasted Net Renewable Electricity Capacity Additions by Technology



	2019	2020	2021	2022	2023	2024E	2025E	2026E	2027E	2028E
CSP	0.6	0	0	0	0	0	0	0	0	0
Geothermal	0	0	0.3	0	0	0	0.6	0	1	0
Bioenergy	8	9	10	7	6	8	6	6	7	7
HydroPower	19	21	28	32	18	21	24	24	19	24
Wind	59	108	95	74	108	121	127	144	148	167
Solar PV	117	151	171	228	375	402	422	459	494	540

Solar PV   Wind   HydroPower   Bioenergy   Geothermal   CSP

Source: IEA

Solar PV capacity, encompassing both large utility-scale and small distributed systems, constitutes two-thirds of the anticipated growth in global renewable capacity for the current year. Solar PV and wind installed capacity constitute to more than 90% of the total renewable energy installed capacity. The installed capacity of renewable energy is expected to reach 11,000 GW by 2030 under COP28 targets.

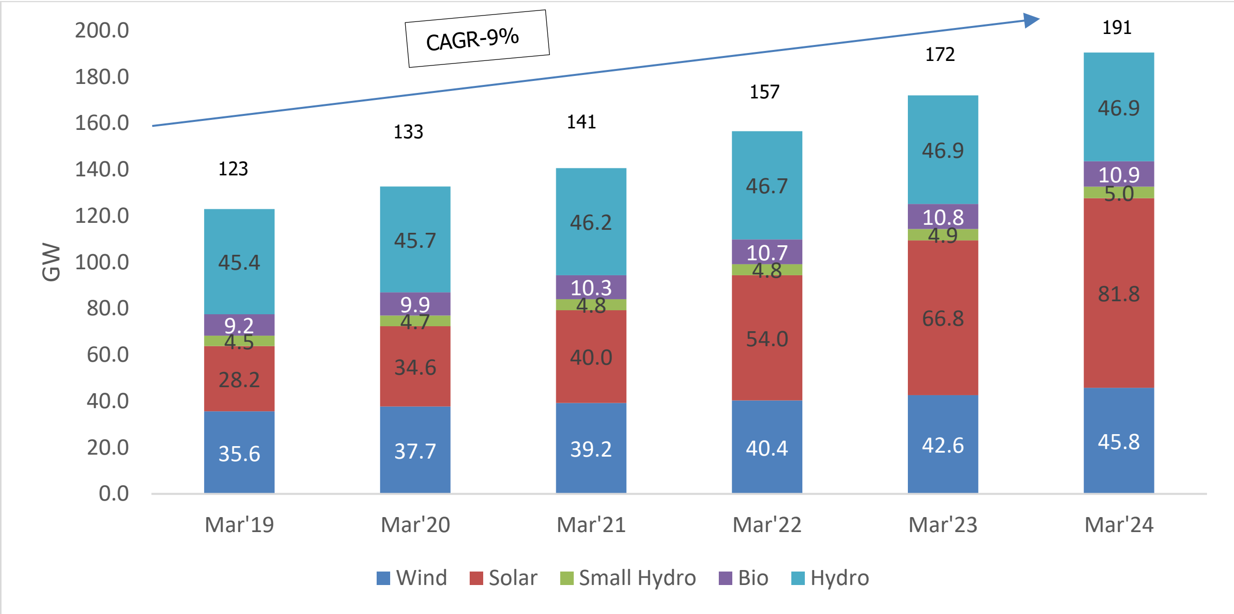
4.3 Renewable Energy in India

Overview

There has been a significant shift globally in the generation capacity mix due to the growing concerns towards the environment and climate change. India is an active participant and has taken initiatives towards sustainable development and cleaner environment including significant additions of renewable energy generation capacity.

As per REN21 Renewables 2022 Global Status Report, India currently ranks 4th globally in total renewable energy installed capacity, wind power capacity and solar power capacity with generation from non-fossil fuel sources being 43% of the total installed generation capacity in 2024. The total potential of renewable power in India is estimated to be 1,639 GW as compared to installed capacity of 191 GW as on March 2024. The installed capacity of renewable energy has grown by 123 GW over FY19-FY24, implying a CAGR of around 9%.

Chart 17: Renewable Energy - Trend in Installed Capacity



Note: Small Hydro denotes projects up to 25 MW, Hydro Power Plants denotes projects more than 25 MW
Source: CEA, CareEdge Research

5 GLOBAL HVDC AND FACTS MARKET

5.1 Overview

High Voltage Direct Current (HVDC) and Flexible AC Transmission Systems (FACTS) are both critical energy transition systems and methods for optimizing transmission performance. HVDC uses direct current for the energy transition of bulk power over long distances. HVDC lines are less expensive and provide less loss of DC energy through long distances as compared to AC transmission. It interconnects the networks with different frequencies and characteristics. HVDC lines increase the efficiency of transition lines due to which power is rapidly transferred. They are majorly used in the energy transition of renewable energy.

Advantages of HVDC Transmission:

- Fewer conductors and insulators are required, reducing the system cost
- Requires less phase-to-phase and ground-to-ground clearance
- Lesser corona loss as compared to HVAC transmission lines of similar power
- Power loss is reduced with DC because fewer numbers of lines are required for power transmission
- Due to the absence of frequency in the HVDC line, losses like skin effect and proximity effect do not occur in the system

FACTS are used to control the energy transition line power flow, voltage control, transient stability improvement, and oscillation damping. They are divided into three types, shunt compensation devices, series compensation devices, and combined series and shunt compensation devices.

Further, FACTS are static power-electronic devices installed in AC transmission networks to increase energy transfer capability. Also, these devices are employed for congestion management and loss optimization.

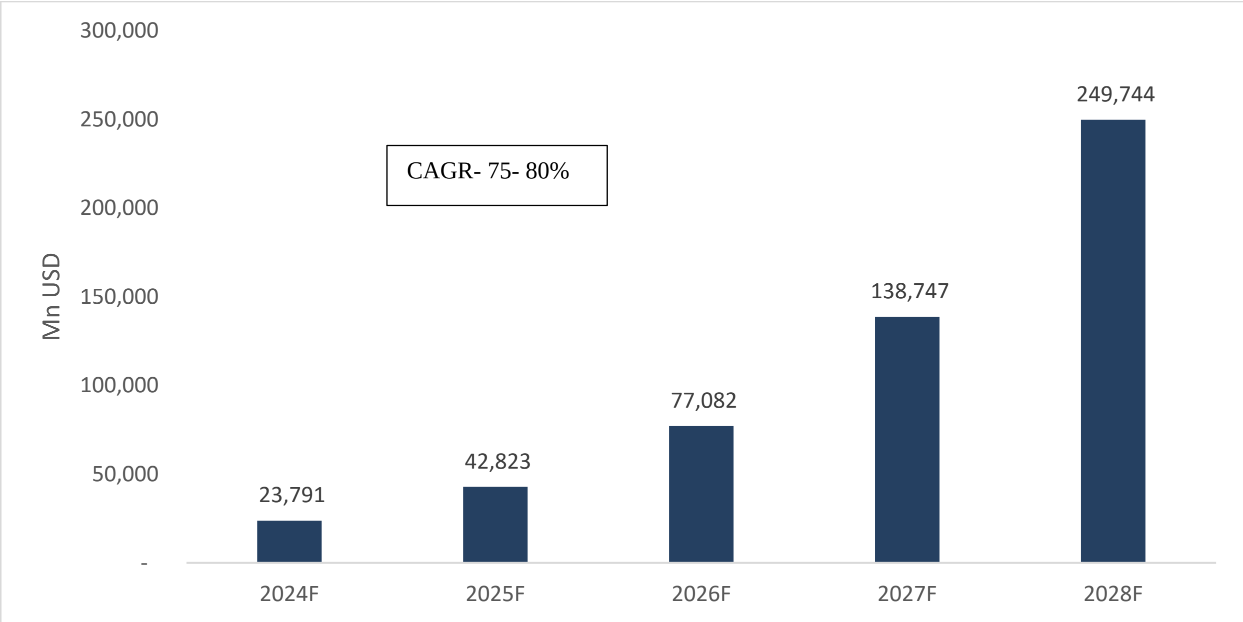
The increasing number of decentralized renewables power feeds makes it difficult to ensure reliable & stable grid operation. Therefore, FACTS are used to increase the reliability of AC grids, ensuring stability, and boosting energy transition efficiency. With the help of these high voltage fluctuations, power failures can be prevented, network assets can be optimally utilized, and load-induced disturbances can be mitigated.

The installation of HVDC and FACTS systems is increasing at a rapid pace around the world, including in Europe, North and South America, and China. Another factor attributed to this accelerating trend, alongside the increasing renewable energy capacity, the thriving cross-regional electricity trading, and the rising demand for a more reliable electricity supply, is the economic feasibility of using HVDC to strengthen grid connections. The market also expects to witness 52% of the HVDC transmission capacity originating from Asia.

The global market for HVDC and FACTS has grown at a CAGR OF 11% from Mn 10,162 USD in FY19 to Mn 13,217 USD in FY23.

Owing to increase in global adoption of renewable energy, the HVDC and FACTS market globally is expected to grow at a CAGR of 75-80% by CY28. This large growth is expected on the basis of projects approved all over the world and the back log in the supply of HVDC and FACTs globally.

Chart 14: Global HVDC and FACTS Market Forecast



Source: Maia Research, CareEdge Research, Industry Sources

5.2 Global Market Split by Regions

- **India**

High Voltage Direct Current (HVDC) Transmission has revolutionized the existing power system. The biggest advantage is the ease of long-distance and bulk power transmission, it has facilitated the transmission of electricity from power-rich states to power-deficit states, which coincidentally happen to be economically poor and economically rich respectively. There are currently five operational HVDC links in India namely Rihand-Dadri, Ballia-Bhiwadi, Chandrapur-Padge, Talcher-Kolar, and Mundra-Mohindergarh. Furthermore, the Biswanath-Agra link is commissioned.

In India, the first FACTS device installed in India is Thyristor Controlled Series Capacitor (TCSC) with Fixed Series Compensation (FSC) at 400 kV transmission line between Kanpur (U.P) and Ballabgarh (Haryana) in the Northern Grid.

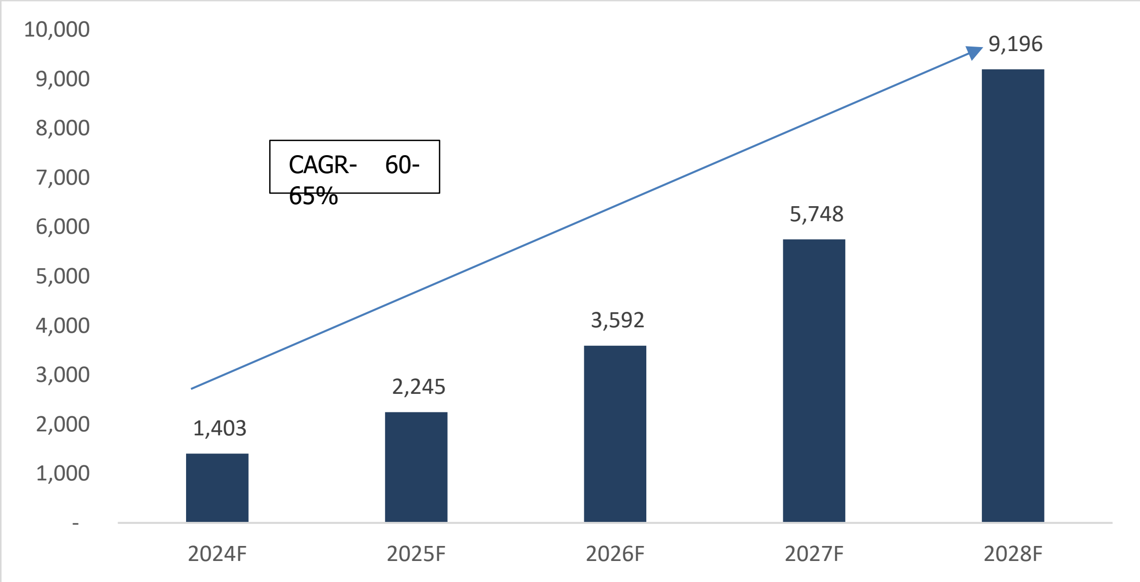
Some more existing FACTS projects working successfully in India are:

- Ranchi-Sipat 400 kV D/C, 376 Km transmission line with 40% FSC at Ranchi end
- Raipur-Rourkela 400 kV, D/C, 412 Km transmission line with FSC-TCSC installed at Raipur end
- FSC-TCSC installed at Kalpakam-Khammam 400 kV, D/C, 364 Km transmission line in Andhra Pradesh

The HVDC and FACTS market in India has grown at a CAGR of 7% from 576 Mn USD in CY19 to 743 Mn USD in CY23.

The HVDC and FACTS Market in India is expected to grow at a CAGR of 60-65% from USD 1,403 Mn in CY24 to USD 9,196 Mn in CY28 due to the increased focus on the addition of renewable energy in the main stream electricity supply of the country.

Chart 20: HVDC and FACTS Market Forecast in India



Source: Maia Research, CareEdge Research, Industry Sources

Note- The quantum of the HVDC transmission projects announced far exceeds the forecasted trajectory. India has planned HVDC projects with a current investment of Rs 76,000 cr. With the tendered orders an additional of Rs 30,000 to 40,000 cr. Is estimated to being added in the next 4 to 5 years. The estimated projects awarded in the market is sizeable and if executed and operationalised will result in addition to the market size of the industry in the medium to long term.

- **USA**

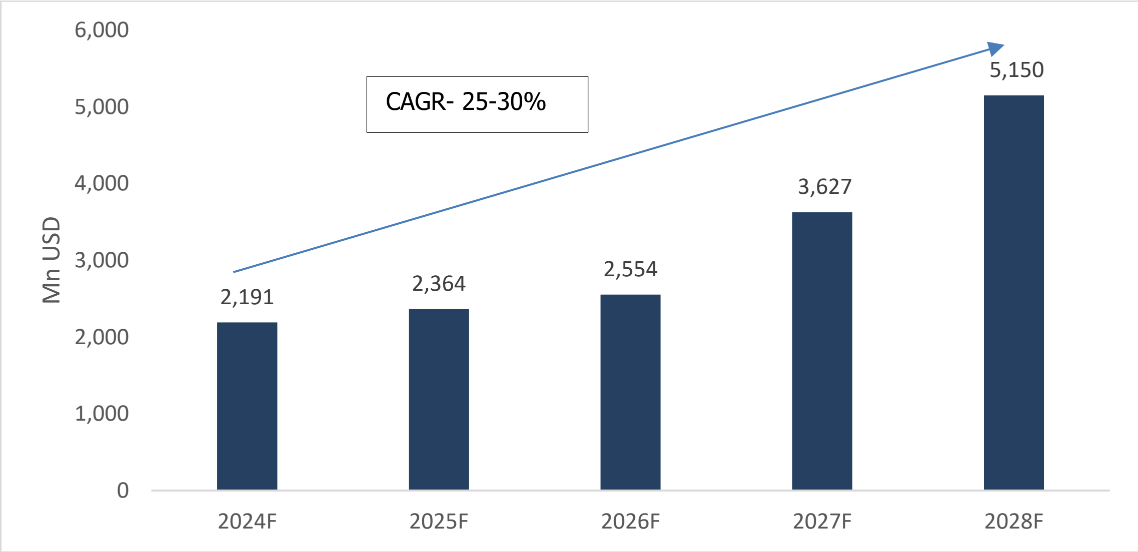
The increasing integration of renewable energy sources, such as wind and solar, into the U.S. grid has driven interest in HVDC transmission systems. HVDC can efficiently transport power from remote renewable energy sites to demand centres, overcoming energy transition challenges associated with long distances.

The need to modernize and increase the capacity of the U.S. power grid is increasing due to the growing population, ageing infrastructure, grid resilience requirements, operational flexibility needs, and a growing portfolio of renewable energy.

The United States has a goal to deploy 30 GW of offshore wind by 2030 and 86 GW by 2050 (Department of Energy, 2021; Wind Energy Technologies Office, 2017). Given that HVDC is a major transmission technology for integrating offshore wind farms into an onshore grid, at least ten offshore HVDC transmission systems and associated converter stations with 3 GW each or equivalent could be needed by 2030. The market of HVDC and FACTS has grown at a CAGR of 5% from Mn 1,671 USD in CY19 to Mn 2,041 USD in CY23.

The HVDC and FACTS market in USD is expected to grow at a CAGR of 25-30% from USD 2,191 Mn in CY24 to USD 5,150 Mn in CY28.

Chart 22: HVDC and FACTS Market Forecast in USA



Source: Maia Research, CareEdge Research

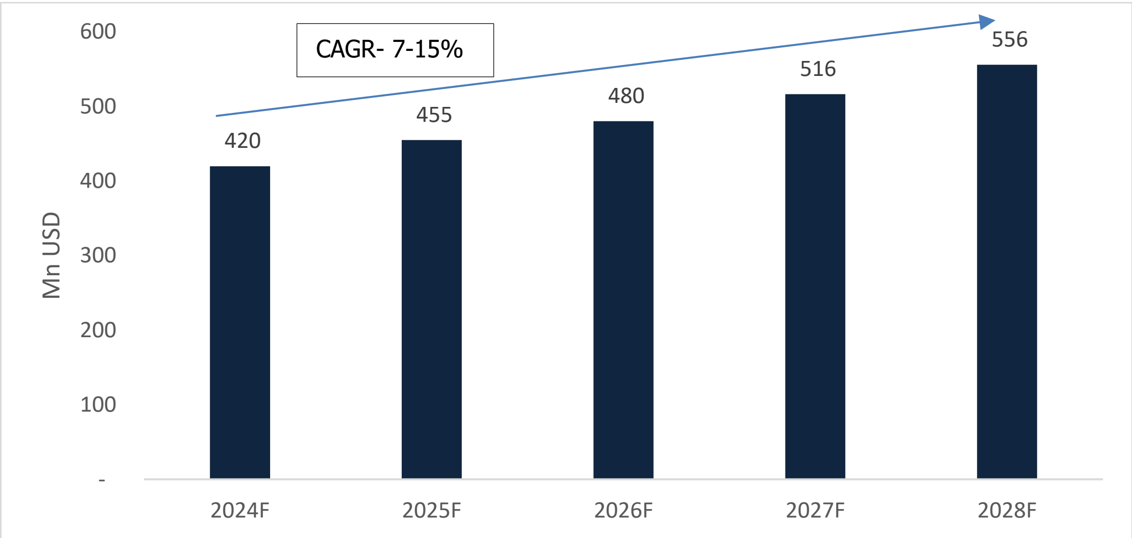
- **Middle East**

HVDC technology is employed to enhance energy security, optimize resource utilization, and enable the exchange of electricity between neighbouring nations. The Middle East has been investing in renewable energy projects, including solar and wind power. HVDC systems can be instrumental in efficiently transmitting electricity generated from renewable sources, especially from remote areas with abundant renewable resources. The growing demand for electricity in the Middle East, driven by economic development and population growth, creates a need for efficient and reliable energy transition system. HVDC and FACTS technologies can address challenges associated with transmitting large amounts of electricity across the region.

Furthermore, the Middle East is mainly the six Gulf countries, including Saudi Arabia, Kuwait, Bahrain, Qatar, the United Arab Emirates, and Oman, connecting Asia, Africa, Europe, and the three continents of the superior geographical position. The region has rich solar energy resources and wind energy resources, so the development potential is huge. HVDC transmission can facilitate the integration of renewable energy into the production of green hydrogen. The Middle East's interest in renewable hydrogen as a clean energy carrier may drive the adoption of HVDC systems. The market of HVDC and FACTS has grown at a CAGR of 4% from Mn 330 USD in CY19 to Mn 391 USD in CY23.

The HVDC and FACTS market in Middle East is expected to grow at a CAGR of 7-15% from USD 420 Mn in CY24 to USD 556 Mn in CY28.

Chart 24: HVDC and FACTS Market Forecast in Middle East



Source: Maia Research, CareEdge Research, Industry Sources

- **Other Countries**

In Europe, the North Sea Wind Power Hub serves as a prominent offshore wind energy source for several European Union countries. Given the considerable distance of the North Sea wind farm from the onshore grid, HVDC transmission stands out as the optimal choice for efficient long-distance transmission to meet load demand centres in Germany, the Netherlands, the UK, Norway, Denmark, Belgium, France, and other nations.

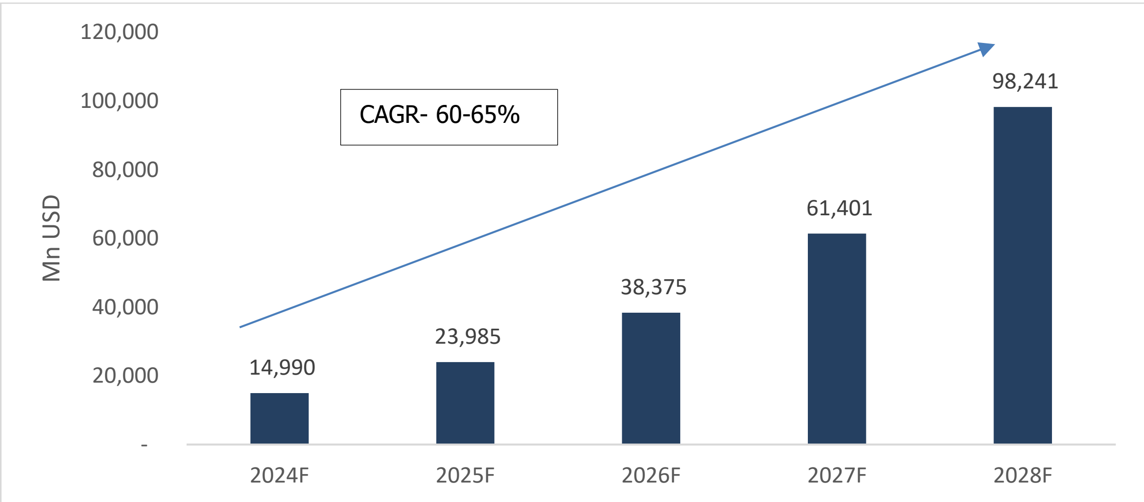
In the summer of 2020, the German government made the decision to expand the capacity from 15 GW to 20 GW, aiming to realize the climate and energy objectives outlined in the Paris Climate Agreement cost-effectively. Through this initiative, Germany and the Netherlands aim to achieve production capacities of 20 GW and 11.6 GW, respectively, by 2030, leveraging offshore HVDC platforms and 525 kV undersea transmission cable systems. With the vast offshore wind power potential in the North Sea, the target is to generate 180 GW by 2045. Additionally, a portion of the generated electricity undergoes conversion to hydrogen, transported to shore via pipelines, while the remaining wind energy is conveyed to the shore through electrical connections. Plans include the implementation of over 40 GW of electrolysers by 2030.

Furthermore, in China, the northwest region boasts abundant wind resources, and the western region hosts numerous hydropower plants. However, these sources are situated at a considerable distance from end-users in the southeast regions. To achieve efficient long-distance and high-power transmission, the nation operates multiple ±1,100 kV, ±800 kV, and ±500 kV HVDC systems, facilitating the delivery of over 1000 GW of electricity from rural northwest areas to economic centres in the southeast regions.

The market of HVDC and FACTS has grown at a CAGR of 5% from Mn 7,576 USD in CY19 to Mn 9,369 USD in CY23.

The HVDC and FACTS market in other countries is expected to grow at a CAGR of 60-65% from USD 14,990 Mn in CY24 to USD 98,241 Mn in CY28.

Chart 26: HVDC and FACTS Market Forecast in other countries



Source: Maia Research, CareEdge Research, Industry Sources

5.3 Global Market Split by Products

Table 5: Global Market Evaluation

	Significant Global Market	Projected Significant Global Demand
Reactor	Yes	Yes
Converter	Yes	Yes
DC Breakers	No	Yes
DC Filters	Yes	Yes
Capacitors	Yes	Yes
Inductor	Yes	Yes
Transformer	Yes	Yes

Source: Electric Grid Supply Chain Review, U.S. Department of Energy

Reactors

HVDC converters can generate harmonics due to the switching actions in the power electronics. Reactors are often employed as harmonic filters to mitigate these harmonics, ensuring the smooth operation of the HVDC system and reducing interference with other equipment on the AC and DC sides.

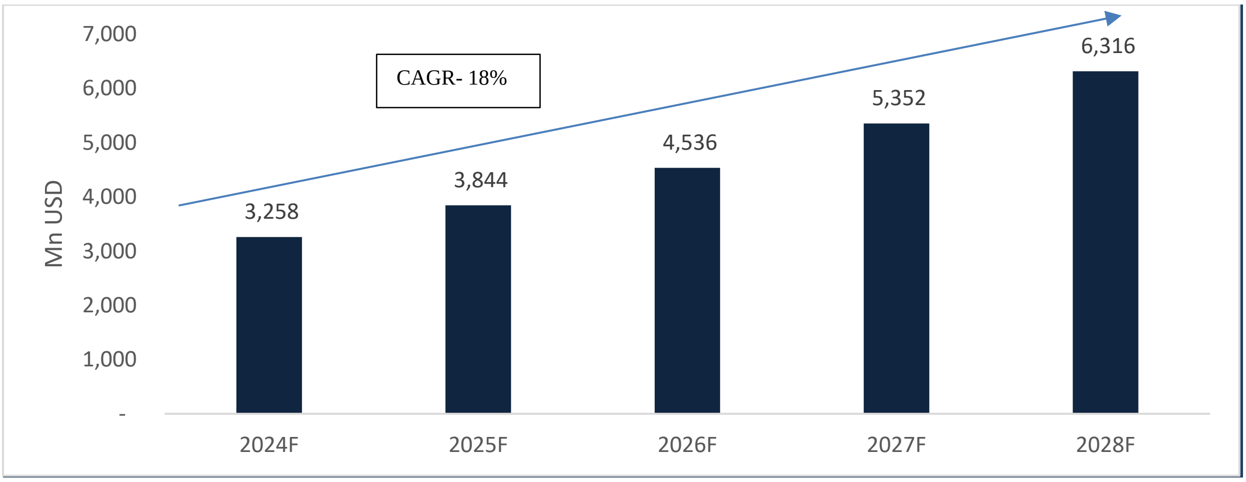
The integration of reactors with Flexible Alternating Current Transmission Systems (FACTS) devices is becoming more common. This combination provides comprehensive solutions for grid stability and voltage control.

The global push towards renewable energy sources, including solar and wind power, drives the demand for energy transition reactors and ongoing grid modernization initiatives worldwide, aimed at improving reliability and accommodating new technologies, contribute to the demand for reactors.

The market for reactors has grown at a CAGR of 6% from Mn 2,164 USD in CY19 to Mn 2,761 USD in CY23.

The global reactor market is expected to grow at a CAGR of 8% from USD 3,258 Mn in 2024 to USD 6,316 Mn in 2028.

Chart 28: Market of Reactor Forecast



Source: Maia Research, CareEdge Research, Industry Sources

Capacitors

In HVDC systems, especially in voltage source converter (VSC) HVDC, smoothing capacitors are used to reduce DC voltage ripple. These capacitors help stabilize the DC voltage and improve the quality of power transmission.

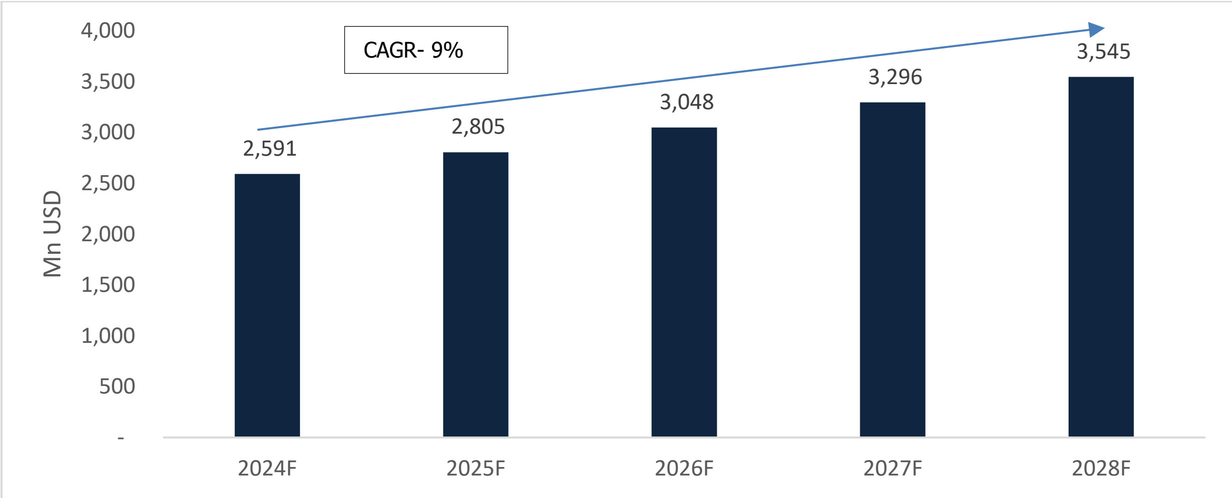
Capacitors are used in static var compensators, thyristor-controlled series compensators, static synchronous compensators, unified power flow controllers, etc., These are FACTS components. Capacitors play a crucial role in controlling voltage levels in the power system, improving power factors, enhancing system stability, and maintaining voltage stability.

The global capacitor market is growing steadily driven by factors like the increasing adoption of electronic devices, industrial automation, electrical vehicles, and renewable energy systems.

The market for capacitors has grown at a CAGR of 6% from Mn 1,927 USD in CY19 to Mn 2,403 USD in CY23.

The global capacitor market is expected to grow at a CAGR of 8% from USD 2,591 Mn in 2024 to USD 3,545 Mn in 2028.

Chart 30: Market of Capacitor Forecast



Source: Maia Research, CareEdge Research

Instrument Transformers

Current Transformers (CTs) in HVDC systems are used to measure and monitor the current flowing through the conductors. They provide a reduced, proportional current output to instruments and relays. Voltage Transformers (VTs) in HVDC systems are utilized for voltage measurement and monitoring. They step down the high DC voltage to levels suitable for metering, relaying, and control devices. Some HVDC systems use combined instrument transformers that integrate both current and voltage measurements into a single unit. These transformers simplify the design and installation process.

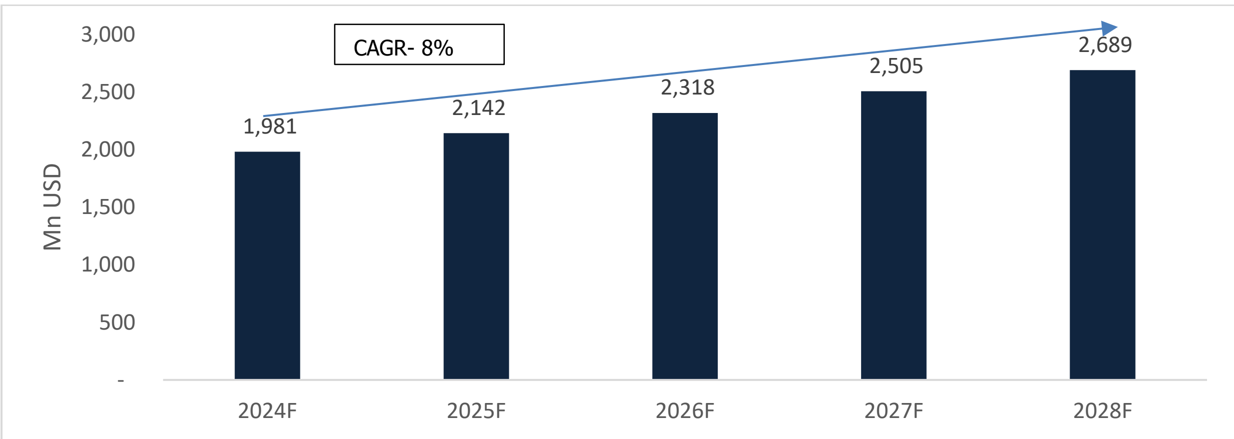
Current Transformers and Voltage Transformers in FACTS devices are similar to those in HVDC systems, providing accurate current and voltage measurements for monitoring and control purposes. In FACTS devices like Static Var Compensators (SVC), shunt reactor voltage transformers are employed to monitor the voltage across the shunt reactor.

The instrument transformer market is expected to continue growing as power systems evolve, with a focus on reliability, efficiency, and environmental sustainability. The shift toward digital solutions, the expansion of renewable energy, and ongoing grid modernization projects will likely drive innovations in instrument transformer technologies.

The market for capacitors has grown at a CAGR of 6% from Mn 1,927 USD in CY19 to Mn 2,403 USD in CY23.

The global instrument transformers market is expected to grow at a CAGR of 8% from USD 1,981 Mn in 2024 to USD 2,689 Mn in 2028.

Chart 32: Market of Instrument Transformers Forecast



Source: Maia Research, CareEdge Research

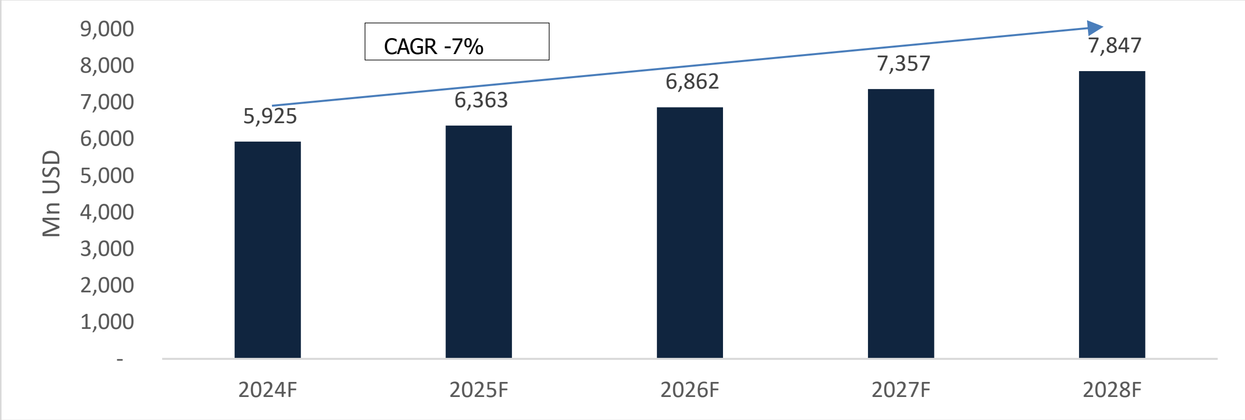
Others

Other instruments like inverters, generators, AC Filters, rectifiers, converters, harmonics, filters, capacitors and diodes are used in HVDC and FACTS. The market for other instruments is expected to grow with the growing adoption of HVDC and FACTS in transmission grids.

The market of other products has grown at a CAGR of 5% from Mn 4,583 USD in CY19 to Mn 5,539 USD in CY23.

The global market for other than the mentioned instruments is expected to grow at a CAGR of 7% from USD 5,925 Mn in 2024 to USD 7,847 Mn in 2028.

Chart 34: Market of Other Instruments



Source: Maia Research, CareEdge Research

5.4 Competitive Landscape

Company	Locations	Description
Siemens AG	Germany, The United States, China, India	Siemens is a electrification solution provider, offering a comprehensive portfolio of products and solutions for power generation, distribution, and utilization. The company provides electrical infrastructure for industries, cities, and utilities, including smart grids and energy-efficient technologies.
Hyosung Group	USA, Australia, UK, Asia	Hyosung Group has capabilities and provides services in various industries including textiles, advanced materials, heavy industry, construction, trade, information and communication. Hyosung Heavy industries provide energy solutions.
General Electric	United States, Europe, Asia	GE Renewable Energy focuses on developing and providing solutions in the renewable energy sector, including wind, hydro, and solar power. GE Power is involved in the generation, transmission, and distribution of electricity. The segment offers a range of products and services for power generation and grid solutions.
Hitachi ABB Power Grids	Switzerland, Japan, India	Hitachi ABB Power Grids is a joint venture between Hitachi Ltd. and ABB Ltd., specializing in power and energy solutions. The company focuses on providing solutions and services in the power and energy sector. Its core business areas include energy transition equipments and power technologies and distribution, grid automation, and sustainable energy solutions.
Toshiba Corporation	Japan, The United States, Asia	Toshiba is known for its diversified portfolio of products and services spanning various industries, including electronics, energy, infrastructure, and healthcare. It provides energy solutions which Involves power generation, transmission, and distribution solutions.
Crompton Greaves	Majorly India	It is an Indian multinational company with a significant presence in the power transmission and distribution sector. CG Power is in power systems services, offering solutions for power generation, transmission, and distribution. Products include transformers, circuit breakers, and other electrical equipment.
Transformers & Rectifiers India Limited	Majorly India	Transformers & Rectifiers (India) Limited (TRIL), specializes in manufacturing power, distribution, and special-purpose transformers, along with rectifiers for industrial use. TRIL's products serve power networks, industrial applications, and railway electrification, with operations spanning India and around 25 international markets.
Arteche Group	Global Player	Arteche Group provides electrical engineering and energy solutions, specializing in protection, control, measurement, and communication equipment for the power industry. Their products include relays, instrument transformers, and power quality equipment, serving utilities, industries, and renewable energy sectors. Arteche has a global presence, exporting to roughly 175 countries.

5.5 Key Factors Driving the Growth of the Global HVDC and FACTS Market

The growth of the global HVDC and FACTS market is expected to continue as the power industry evolves, and as the focus on sustainable, reliable, and interconnected energy systems increases.

Growing investment in Transmission Line

5.5.1 *Projected Additions in Transmission*

The interstate transmission lines are expected to add 13,042 CKm from FY24-FY28, according to ISTS Rolling Plan 2027-28 alongside the increasing transformation capacity of 96,905 MVA in the same period. This will attract an investment of Rs. 42,998 crores from FY24 to FY28.

The detailed split across years is provided below:

Table 6: Under Construction Transmission Line (ckm)

FY	WR	SR	NR	ER	NER	Total
FY24	2,642	1,909	3,807	80	450	**8,888**
FY25	2,189	911	405	235	-	**3,737**
FY26	187	-	-	-	230	**417**
FY27	-	-	-	-	-	**-**
FY28	-	-	-	-	-	**-**
Total	**5,015**	**2,820**	**4,212**	**315**	**680**	**13,042**

Source: ISTS Rolling Plan 2027-28, CareEdge Research

Table 7: Under Construction Transformation Capacity (MVA)

FY	WR	SR	NR	ER	NER	Total
FY24	22,500	13,500	18,815	-	320	**55,135**
FY25	30,500	8,500	-	1,050	-	**40,050**
FY26	-	-	-	-	1,720	**1,720**
FY27	-	-	-	-	-	**-**
FY28	-	-	-	-	-	**-**
Total	**53,000**	**22,000**	**18,815**	**1,050**	**2,040**	**96,905**

Source: ISTS Rolling Plan 2027-28, CareEdge Research

5.5.2 *Projected Investments in the Indian Electricity Transmission Sector*

Table 8: Transmission Line Investments (In Cr)

FY	WR	SR	NR	ER	NER	Total
FY24	7,365	6,659	10,770	285	417	**25,495**
FY25	11,320	3,391	1,077	594	77	**16,459**
FY26	614	-	-	-	430	**1,044**
FY27	-	-	-	-	-	**-**
FY28	-	-	-	-	-	**-**
Total	**19,298**	**10,050**	**11,847**	**879**	**925**	**42,998**

Source: ISTS Rolling Plan 2027-28, CareEdge Research

- **Renewable Energy Integration:**

  HVDC: HVDC is particularly suitable for long-distance transmission of electricity. This is advantageous for connecting remote renewable energy generation sites, such as offshore wind farms, to population centres where electricity demand is high. The growth of renewable energy sources, such as wind and solar, requires effective integration into existing power grids. HVDC technology facilitates the long-distance transmission of power from remote renewable energy generation sites to demand centres.

  FACTS: FACTS devices, such as Static Var Compensators (SVCs) and Static Synchronous Compensators (STATCOMs), provide dynamic control over voltage and reactive power. This is essential for stabilizing the grid when integrating intermittent renewable sources. FACTS devices enhance grid stability and power quality, supporting the integration of variable renewable energy sources. They provide dynamic control to manage voltage, reactive power, and grid conditions.

- **Long-Distance Transmission:**

  HVDC: HVDC is highly efficient for long-distance transmission of electricity, especially across regions or countries. It reduces transmission losses, improves grid reliability, and enables power trading between distant locations. HVDC minimizes transmission losses and allows for the efficient transport of electricity over hundreds or even thousands of kilometres.

FACTS: FACTS, such as Static Synchronous Compensator (STATCOM), Static Var Compensators (SVCs) and Thyristor-Controlled Series Compensators (TCSC), enhance the capability of power transmission over long distances by improving the system's overall stability and control. FACTS technologies provide dynamic control over power flow within AC transmission systems. This capability is crucial for optimizing power transfer in long-distance transmission corridors and managing system congestion.

- **Grid Modernization Initiatives:**

  Governments and utilities worldwide are investing in upgrading and modernizing power grids to enhance efficiency, reliability, and flexibility. HVDC and FACTS technologies play a vital role in supporting these grid modernization initiatives. Utilities are investing in digital upskilling as well as in new business processes, technologies, and structures and increasing capacity. They are rolling out multiple initiatives to account for the rise in two-way power flow and reduce emissions.

  At the same time, the grid lines are expected to be more digitally tethered grid. This will widen the attack surface and make it more vulnerable to cyber threats. In response, utilities are deploying operational technology enhancements, new security architecture, security-by-design in products and services, and updated business processes.

- **Increasing Energy Demand:**

  The growing global demand for electricity, driven by population growth, industrialization, and urbanization, necessitates more efficient & advanced energy transition equipments and power technologies like HVDC and FACTS to meet the increasing load requirements. The increasing demand in residential/ commercial real estate, industrial electricity requirement, transportation across the world, etc., are leading to increased demand for power. Hence, there is a rising need for electricity generation and transfer it through distances.

- **Cross-Border Power Trading:**

  HVDC facilitates cross-border power trading, allowing countries to exchange electricity more efficiently. Cross-border electricity trading (CBET) can reduce costs, improve reliability, and reduce emissions for all participating countries. Regulatory coordination is essential to making CBET successful. For example, India’s expanding CBET mechanisms could increase access to Nepal’s large hydroelectric potential Interconnected grids with HVDC links enable the sharing of surplus power and contribute to energy security.

- **Grid Resilience and Stability:**

  The energy generated must be equal to the energy consumed. So, ‘unreliable’ energy sources like renewable energy are difficult to integrate with conventional grids. For a power grid, to remain stable, it needs to respond to volatility in voltage and frequency disturbances. Due to increased loads during peak hours, the existing transmission lines face the challenge of capacities matching the inflow and outflow of power. A surge can occur when producers generate too much power without warning, and the entire system shuts down. A transmission line has its specified capacity, and if this limit gets passed, thermal loads will build up, leading to damage. HVDC and FACTS technologies enhance grid resilience and stability by providing fast and dynamic control over voltage and reactive power. This is crucial in mitigating the impact of disturbances and ensuring the reliable operation of the power system.

- **Smart Grid Integration:**

  Renewable energy integration is crucial for several reasons. It helps mitigate climate change by reducing greenhouse gas emissions. Moreover, it diversifies the energy mix, enhances energy security, and promotes local economic development. However, the intermittent nature of renewable sources poses unique challenges that must be addressed for smooth grid integration. To effectively integrate renewable energy, grid management and control strategies need to be agile and adaptive. Advanced algorithms and real-time monitoring systems enable grid operators to optimize power flow, balance supply, and demand, and mitigate potential grid instabilities.

  Further, demand response programs and smart grid technologies empower consumers to participate actively in load management. Grid optimization technologies, such as advanced sensors, automation, and real-time data analytics, play a significant role in integrating renewable energy sources. By monitoring and analysing grid conditions, these technologies facilitate efficient grid operations, reduce energy losses, and enhance grid stability.

Moreover, smart grid technologies enable better communication and coordination between various grid components, paving the way for seamless renewable energy integration. The integration of HVDC and FACTS technologies into smart grid systems enhances overall grid intelligence, enabling more efficient control, monitoring, and management of power flows.

- **Upcoming Mega Transmission Projects**

  - **North Sea Wind Power Hub (NSWPH) - North Sea Region**:

    a) The North Sea Wind Power Hub (NSWPH) program is establishing a knowledge base to assist European countries in selecting the appropriate solution to unlock the potential of the anticipated 180GW offshore wind capacity to be deployed in the North Sea by 2050. Utilizing a transnational, integrated approach, the hub-and-spoke project represents a significant departure from existing national and fragmented offshore wind developments within the energy sectors. NSWPH will integrate offshore and onshore hydrogen production capabilities and storage with wind and power transmission systems spanning the continent. The hub's objective is to offer long-term flexibility by supplying electricity during periods when renewable energy production is insufficient.

    b) The North Sea Wind Power Hub is a visionary project aiming to create an artificial island in the North Sea as a hub for connecting offshore wind farms from neighbouring countries, including Denmark, Germany, the Netherlands, Belgium, and the United Kingdom. The project envisions a large-scale interconnection of renewable energy sources to facilitate efficient power transmission across borders.

  - **Trans-Mediterranean Renewable Energy Cooperation (TREC) - North Africa to Europe:**

    a) TREC proposes the creation of a super grid to transmit solar and wind power from North Africa to Europe. The project involves the construction of high-voltage direct current (HVDC) transmission lines to connect solar and wind farms in the Sahara Desert region to European countries. This initiative aims to tap into North Africa's abundant renewable energy resources and support Europe's clean energy goals.

    b) TREC envisioned the establishment of large-scale renewable energy projects, primarily solar and wind farms, in North African countries such as Morocco, Algeria, Tunisia, and Libya. The generated renewable electricity would then be transmitted to Europe. The initiative considered the use of high-voltage direct current (HVDC) transmission lines to transport the electricity generated in North Africa across the Mediterranean Sea to Europe.

  - **Asian Super Grid - East Asia:**

    a) The concept of an Asian Super Grid involves connecting the electricity networks of several East Asian countries, including China, Japan, South Korea, Mongolia, and Russia. This project envisions the transmission of renewable energy, particularly solar and wind power, across borders to meet the region's growing energy demand sustainably.

    b) The growth avenue for Asian nations involves combining a super grid with microgrid technologies, allowing them to enjoy the advantages of interconnection while minimizing the risks associated with dependence on neighboring countries. The Asia Super Grid, or ASG, represents a substantial network of interconnected electricity grids designed to facilitate the transmission of power from renewable sources such as solar, wind, and hydro throughout the continent. China, Japan, South Korea, Russia, and Mongolia have already endorsed and supported this initiative. These nations have outlined plans to construct an ocean-floor power network to link their electricity grids, paving the way for a cleaner and more efficient pan-Asian electric power system.

  - **European Supergrid - Europe:**

    a) The European Super Grid serves as a collective term encompassing various projects underway in Europe and beyond. Upon completion, these initiatives would establish a power network that connects European countries internally and extends to other regions, including North Africa and the Middle East. The primary objectives of the Super Grid involve enhancing existing energy interconnectors and introducing new ones between different European areas to elevate the capacity and quality of power transmission among nations. Although a significant portion of these projects is still in the planning stages, several have already commenced production.

b) Specifically, the interconnectedness of energy will enable European states to trade their energy surpluses with other countries and acquire excess energy during times of deficiency. This energy-sharing mechanism plays a crucial role in mitigating the variability of renewable energy as an unstable and unreliable electricity source. This dynamic becomes evident in a practical scenario; for instance, during the summer, the power generated by solar panels in Southern European Countries experiences an exponential increase, leading to the producing country accumulating an energy surplus.

- **ASEAN Power Grid - Southeast Asia:**

a) The Association of Southeast Asian Nations (ASEAN) has been working on a plan to develop an ASEAN Power Grid. This project aims to connect the electricity networks of ASEAN member countries, promoting cross-border electricity trade and facilitating the integration of renewable energy sources in the region.

b) The ASEAN Power Grid (APG) initiative aims to establish a regional power interconnection, initially on cross border bilateral terms, with subsequent expansion to a sub-regional basis and eventual integration into a comprehensive power grid system for South East Asia. Positioned as a vital element within the Master Plan of the ASEAN Connectivity, the APG project anticipates facilitating electricity trade across borders. This is projected to yield advantages by addressing the growing demand for electricity and enhancing access to energy services throughout the region.

- **African Clean Energy Corridor - Africa:**

a) The Africa Clean Energy Corridor (ACEC) is a regional effort aimed at expediting the advancement of renewable energy capabilities and the cross-border exchange of renewable power within the Eastern Africa Power Pool (EAPP) and Southern African Power Pool (SAPP). This endeavour is grounded in the robust political dedication of African leaders to fortify regional institutions and transmission infrastructure, establishing expansive competitive markets and reducing costs across production sectors. Through the establishment of a more extensive regional electricity market, the ACEC has the potential to draw investments, fulfilling 40–50% of power requirements in the EAPP and SAPP regions by 2030.

b) The African Clean Energy Corridor seeks to create an interconnected transmission network across Eastern and Southern Africa, allowing for the efficient transmission of renewable energy. This project is particularly focused on harnessing the vast potential of solar and wind resources in the region.

5.5.3 Market Challenges

- **High Initial Costs:**

The upfront capital costs associated with HVDC and FACTS projects can be substantial. HVDC and FACTS systems involve complex engineering and sophisticated technologies. The design, manufacturing, and installation of specialized components, such as converters, transformers, and control systems, contribute to the overall complexity, driving up costs. These costs may pose a challenge for potential investors and project developers.

Further, the construction of HVDC converter stations, which house critical equipment for converting AC to DC or vice versa, involves substantial costs. These stations require specialized infrastructure, including high-power electronic devices, cooling systems, and control systems. High-voltage transmission lines, a fundamental component of HVDC projects, contribute significantly to the overall costs.

- **Technological Complexity:**

HVDC and FACTS technologies involve complex engineering and sophisticated control systems. The deployment and maintenance of such advanced technologies require specialized knowledge and skilled personnel. The design, manufacturing, and installation of specialized components, such as converters, transformers, and control systems, contribute to the overall complexity, driving up costs.

- **Grid Integration Challenges:**

  Existing power grids are predominantly designed for alternating current (AC) transmission. Integrating HVDC systems requires compatibility measures to ensure the smooth interaction of HVDC with AC systems, involving transformers, converters, and control systems. Accordingly, integrating HVDC and FACTS technologies into existing power grids can be challenging due to compatibility issues, grid codes, and the need for coordinated planning and operation.

- **Financing and Funding Challenges:**

  The significant upfront capital required for HVDC and FACTS projects can be a barrier to securing financing. Investors and financial institutions may perceive these projects as high-risk due to the large initial investments.

  HVDC and FACTS projects typically have long payback periods. Investors may be hesitant to commit capital to projects with extended timelines for returns on investment, especially if other opportunities offer shorter payback periods. Securing financing for HVDC and FACTS projects can be challenging, especially for large-scale installations. Economic uncertainties and project risks may further deter potential investors.

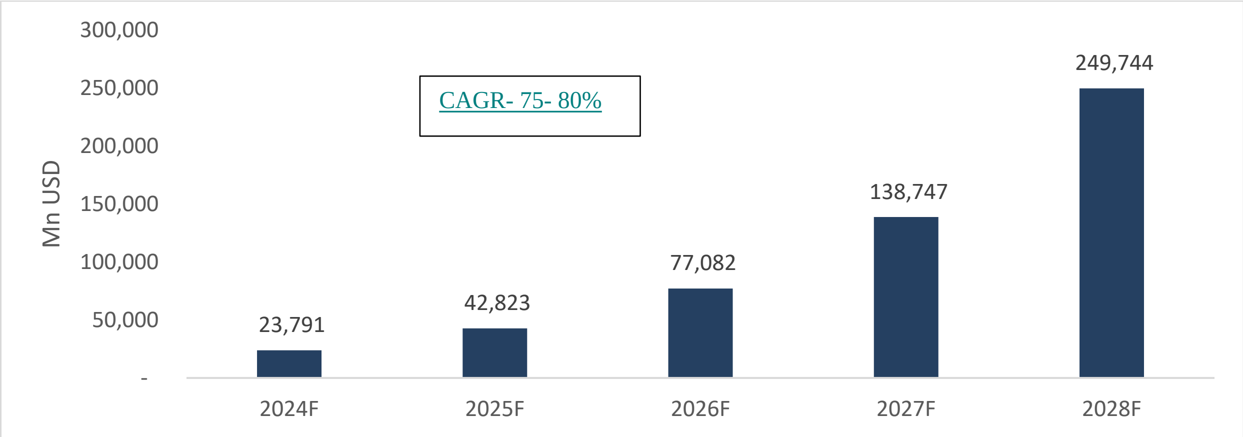
5.5.4 Growth Forecast

The global HVDC market witnessed significant growth in the past decade, driven by large-scale projects in regions like Europe, Asia-Pacific, and North America. The development of intercontinental HVDC links and submarine cables contributed to market expansion. Whereas the increasing share of renewable energy in power generation and the growing need for efficient transmission are expected to drive the demand for HVDC transmission lines. In addition, the need for grid resilience against disturbances and fluctuations is expected to increase the adoption of FACTS devices to stabilize voltage and improve power quality.

Furthermore, as the world is undergoing an energy transition, the demand for HVDC and FACTS solutions is expected to align with the goals of integrating renewable energy sources and improving overall grid performance. On the other hand, the incorporation of HVDC and FACTS technologies into smart grid initiatives may contribute to their continued growth, supporting the development of intelligent and efficient power systems.

The Global HVDC and FACTS market is expected to grow at a CAGR of 75-80% from USD 23,791 Mn in 2024 to USD 2,49,744 Mn in 2028.

Chart 35: Global HVDC and FACTS Market Forecast



Source: Maia Research, CareEdge Research, Industry Sources

Note- The quantum of the HVDC transmission projects announced far exceeds the forecasted trajectory. With tendered projects worth USD 90 to 100 billion already been allotted worldwide, the estimated projects awarded in the market is sizeable and if executed and operationalised will result in addition to the market size of the industry in the medium to long term.

6 STATCOM

6.1 Overview

STATCOM stands for Static Synchronous Compensator. It is a critical energy transition device type used in electricity grids to regulate voltage, improve power quality, and enhance grid stability. A STATCOM operates by generating or absorbing reactive power to maintain the voltage within acceptable limits, especially during transient conditions or grid fluctuations. This helps improve the overall efficiency and reliability of the electrical system.

STATCOM (Static Synchronous Compensator) finds various applications in electrical power systems to enhance grid stability, improve power quality, and support voltage regulation. Some common applications of STATCOM include:

Voltage Regulation: STATCOMs are used to regulate voltage levels in transmission and distribution networks. By injecting or absorbing reactive power, STATCOMs help maintain the voltage within acceptable limits, ensuring a stable operation of electrical equipment and systems.

Power Factor Correction: STATCOMs can be employed to correct power factor issues in industrial and commercial facilities. By supplying or absorbing reactive power as needed, STATCOMs help improve power factor, thereby optimizing the efficiency of power distribution systems.

Grid Stability Enhancement: STATCOMs play a crucial role in enhancing the stability of power grids, especially during transient events or disturbances. By providing rapid and precise reactive power support, STATCOMs help dampen voltage fluctuations and stabilize grid operation, preventing voltage collapses and blackouts.

Renewable Energy Integration: STATCOMs are increasingly used in renewable energy systems, such as wind farms and solar power plants, to mitigate voltage fluctuations and grid integration challenges. By providing reactive power support, STATCOMs facilitate a smooth integration of variable renewable energy sources into the grid.

Industrial Applications: STATCOMs are utilized in various industrial applications to improve power quality, stabilize voltage levels, and mitigate harmonics. They are commonly deployed in industries with sensitive equipment, such as manufacturing plants, data centres, and semiconductor facilities, to ensure reliable & stable power supply.

Transmission Line Compensation: STATCOMs can be installed at strategic locations along transmission lines to compensate for voltage drops, line losses, and reactive power demand. This helps optimize power transfer capacity, reduce transmission losses, and enhance overall grid efficiency.

6.2 Global STATCOM Market Size

The integration of renewable energy sources into the power grid presents challenges related to voltage fluctuations and intermittent power generation. Also, the rising demand for electricity worldwide calls for grid stability and power quality. In this regard, STATCOM solutions help stabilize the grid and help with the seamless integration of renewable energy in the main power grid. Similarly, governments worldwide are implementing regulations and policies to promote clean energy generation and grid stability. Accordingly, the market for STATCOM technologies is expected to gain more traction in the coming years.

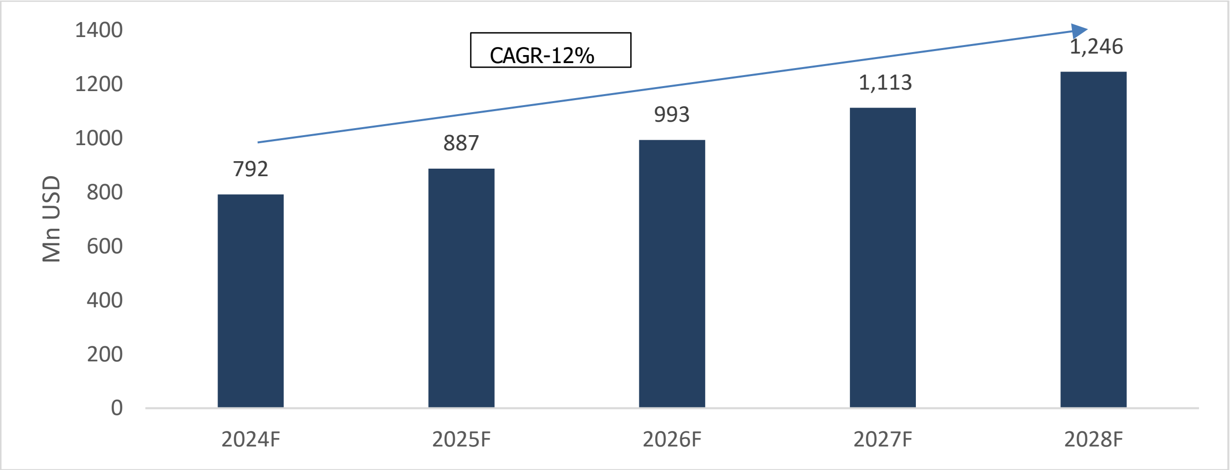
Furthermore, research and development efforts are ongoing to improve the ability of STATCOMs, resulting in improved efficiency, reliability, and cost-effectiveness. The market for STATCOMs is geographically segmented into regions such as North America, Europe, Asia Pacific, Latin America, and the Middle East & Africa. Asia Pacific is anticipated to dominate the global STATCOM market, owing to rapid industrialization, urbanization, and infrastructure development initiatives in countries like China, India, and South Korea.

The global STATCOM market has grown at a CAGR of 5% from 2019 to 2023 to reach Mn 742 USD from Mn 617 USD in 2019.

Moreover, rapid industrialization & urbanization and a rising population are expected to substantially raise power consumption. This will further necessitate robust power transmission and distribution systems. Such factors alongside the global shift to sustainable energy sources are expected to drive the STATCOM market globally.

The global STATCOM market is expected to grow at a CAGR of 12% from Mn 792 USD in 2024 to Mn 1,246 USD in 2028.

Chart 37: Global STATCOM Market Size Forecast



Source: Maia Research, CareEdge Research, Industry Sources

6.3 Indian STATCOM Market Size

The Indian STATCOM market has been witnessing steady growth, propelled by rising investments in renewable energy integration, grid modernization projects, and infrastructure development initiatives. The market for STATCOM has grown at a CAGR of 6% from Mn 36 USD in 2019 to Mn 45 USD in 2023.

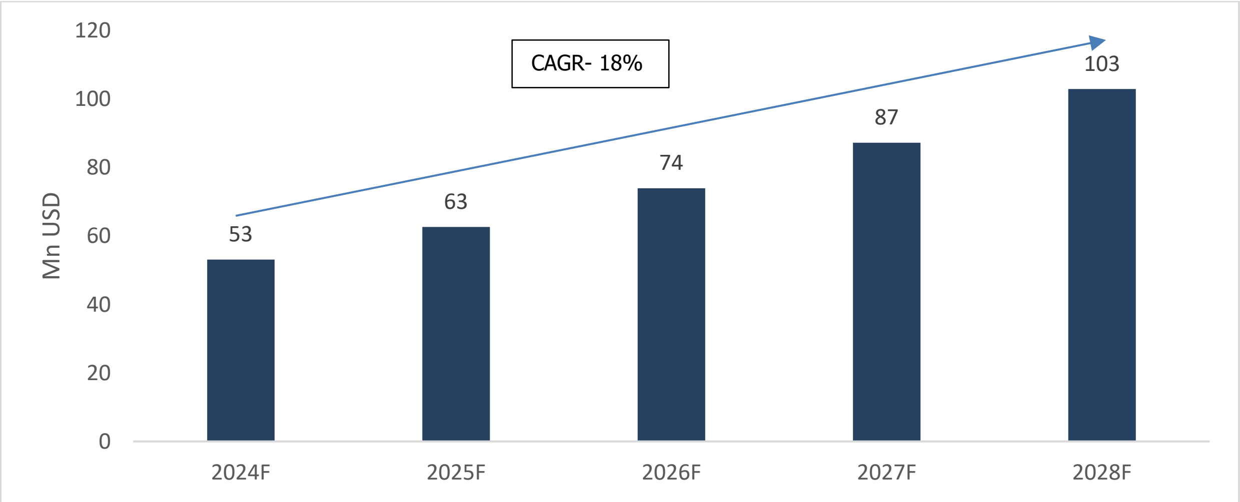
The growth of the Indian STATCOM market is primarily driven by growing concerns regarding grid stability and power quality, increasing renewable energy penetration, rising demand for efficient power transmission and distribution systems, and government initiatives promoting clean energy and sustainable development. The domestic market for STATCOM and the pent-up demand from exports project about 35-40% CAGR for this product.

Furthermore, the growing use of STATCOM in high voltage direct systems and its adoption in renewable energy industries for voltage stability electric utility applications are expected to drive the Indian STATCOM market. This will be supplemented by the high demand for STATCOM from the expanding industrial sector and the rising use of STATCOM in photovoltaic generation.

Moreover, the Indian government has been implementing various policies and initiatives to promote the adoption of STATCOMs and other FACTS (Flexible Alternating Current Transmission Systems) solutions in the country. For instance, initiatives such as the Green Energy Corridor project, Smart Grid Mission, and UDAY (Ujwal DISCOM Assurance Yojana) scheme aim to modernize the power sector and enhance grid reliability and stability.

The Indian STATCOM market size is expected to grow at a CAGR of about 18% from Mn 53 USD in 2024 to Mn 103 USD in 2028.

Chart 39: Indian STATCOM Market Size Forecast



Source: Maia Research, CareEdge Research, Industry Sources

HVDC and STATCOM under bidding/ planned/ under Planning as per CEA

HVDC and Statcom Projects as of now which are under bidding/ planned/ under Planning are as follows:

1. HVDC HVDC (Under Bidding/ Planned/Under Planning):

(i) ±800 kV 6000 MW HVDC (LCC) from Bhadla-III to Fatehpur

(ii) ±800 kV 6000 MW HVDC (LCC) from KPS2 to Nagpur

(iii) ±500 kV 2500 MW HVDC (VSC) from KPS3 to South Olpad

(iv) ±350 kV 5000 MW HVDC (VSC) from Pang (Leh) to Kaithal

(v) ±800 kV 6000 MW HVDC (LCC) from Barmer-II to a suitable location in WR /SR

(vi) ±800 kV 6000 MW HVDC (LCC) from Merta-II (final location being finalized)

(vii) ±320 kV 500 MW HVDC from Angul/ Paradeep to Port Blair/ Great Nicobar

(viii) ±320 kV 1000 MW India – Sri Lanka VSC HVDC System

(ix) 500 MW India – Myanmar Back-to-back LCC HVDC System

(x) 2000 MW HVDC between India and Singapore

2. STATCOMS (Under Bidding/ Planned/Under Planning):

S.No.	Location	Capacity
1	Bikaner-IV	± 2x300 MVAR
2	Siwani	± 2x300 MVAR
3	Barmer-I	± 2x300 MVAR
4	Sirohi	± 2x300 MVAR
5	Rishabhdeo	± 2x300 MVAR
6	Mandsaur	± 300 MVAR
7	Kurawar	± 300 MVAR
8	Bikaner-III	± 2x300 MVAR
9	Ghiror	± 2x300 MVAR
10	Merta-II	± 2x300 MVAR
11	Nizamabad-II	±300 MVAR
12	Khavda PS-I	2 x ±300 MVAR
13	Khavda PS-III	2 x ±300 MVAR
14	Boisar-II	2 x ±200 MVAR
15	Pune-III	±300 MVAR
16	Jamnagar	±400 MVAr
17	Navsari	±300 MVAR
18	Navinal (Mundra)	±300 MVAR
19	Halvad	±300 MVAR
20	Vatman	±300 MVAR

7 GLOBAL HIGH VOLTAGE PRODUCTS

7.1 Overview

High-voltage power is AC (alternating current) power with a voltage exceeding 1000V or 1500V DC (direct current) in distribution lines (International Electrotechnical Commission standard). High-voltage electrical equipment are a series of key products that ensure safe, reliable, and efficient power transmission under high voltage, such as High Voltage Special Power Transformers, High Voltage Reactors, and others. These products play a crucial role in various industries, including power generation, transmission, distribution, and industrial applications.

Table 9: Different Types of High Voltage Products

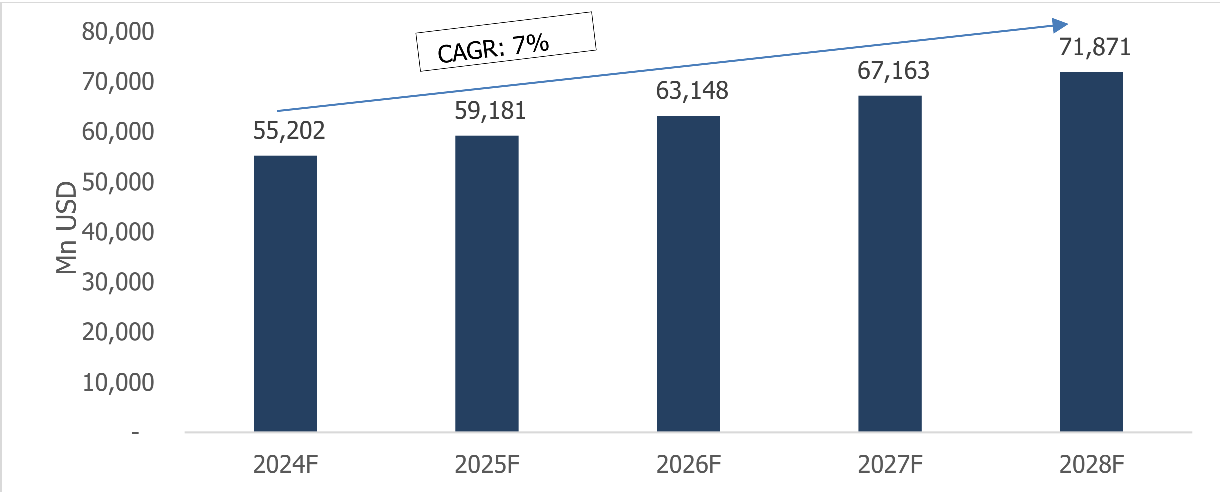
Types	Description
High-Voltage Special Power Transformers	High-voltage transformers convert voltages from one level or phase configuration to another, usually from higher to lower. They can include features for electrical isolation, power distribution, and control & instrumentation applications. The transformer design is based on the principle of magnetic induction between coils to convert voltage and/or current levels.
High-Voltage Reactors	A high-voltage reactor is a coil wired in series between two points in a power system to minimize

Types	Description
	inrush current, voltage notching effects, and voltage spikes. Reactors may be tapped so that the voltage across them can be changed to compensate for a change in the load that the motor is starting.
High-Voltage Breaker Products	High-voltage circuit breakers are mechanical switching devices which connect and break current circuits (operating currents and fault currents) and carry the nominal current in closed position.
Others	Other high-voltage products include capacitors, combined electrical appliances, transformers, lightning arresters, coupling capacitors, transmission lines, power cables, grounding devices, generators, condensers, electric motors, closed busbars, thyristors, etc.

The global high voltage products value grew at a CAGR of 5% in the period from 2019-2023. The industry grew from USD 43,756 million in 2019 to USD 52,314 million in 2023. In 2023, high-voltage special power transformers had the highest product market share at 33.8% followed by high-voltage switchgear, high-voltage reactors, high-voltage breakers, and others at 21.2%, 8.7%, 5.0%, and 31.3%, respectively. Whereas the utility market by application contributes the largest share at 60.1% followed by industrial, commercial, and others at 19.2%,10.8%, and 9.9%, respectively, as of 2023 the growth is determined by energy requirements and governments shift towards renewable energy which has resulted in development of transmission grids.

The global high voltage products value is expected to grow at a CAGR of 7% in the period from 2023-2028. The industry is expected to grow from USD 52,314 million in 2023 to USD 71,871 million in 2028. In 2028, high-voltage special power transformers will contribute around 35.3% of the market share followed by high-voltage switchgear, high-voltage reactors, high-voltage breakers, and others at 21.2%, 8.2%, 4.8%, and 30.4%, respectively. Whereas the utility market by application will continue to contribute the largest share at 60.3% followed by Industrial, Commercial and Others at 18.6%,11.1% and 10.1% respectively as of 2028. The government's stance on Net-Zero carbon has resulted in the focus from thermal energy to renewable energy which will lead to an increase in transmission grids and high voltage product requirements.

Chart 41: Global High Voltage Products Forecast



Source: Maia Research, CareEdge Research

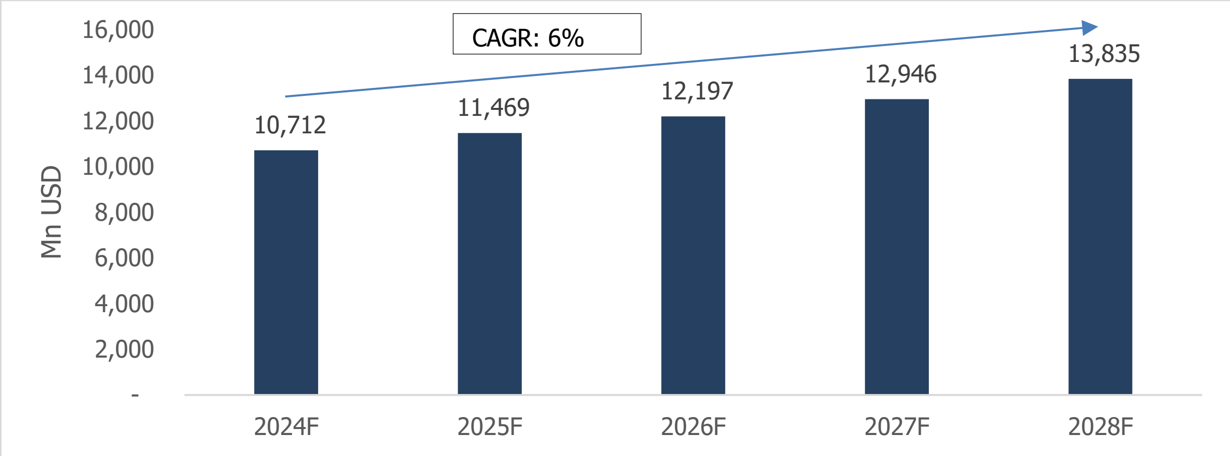
7.2 Global High Voltage Market Split by Region

7.2.1 USA High Voltage Product Market

The USA is one of the largest markets for high-voltage products globally, driven by factors such as infrastructure development, industrial expansion, and the increasing demand for electricity. The market has been experiencing steady growth, driven by investments in grid modernization, renewable energy integration, and electrification projects. The USA accounted for the largest market share at 19.4% as of 2023. The high voltage market of the USA was valued at USD 10,172 million which grew at a CAGR of 4% from USD 8,597 million in 2019. Some of the major companies operating in the USA high-voltage products market include ABB, Siemens, General Electric, Schneider Electric, Eaton Corporation, and Mitsubishi Electric Corporation.

The USA will account for the largest market share at 19.3% as of 2028. The high voltage market of the USA is estimated to be valued at USD 13,835 million, growing at a CAGR of 6% from 2023 marginally lower than industry growth CAGR of 7% in the same period.

Chart 43: USA High Voltage Market Forecast



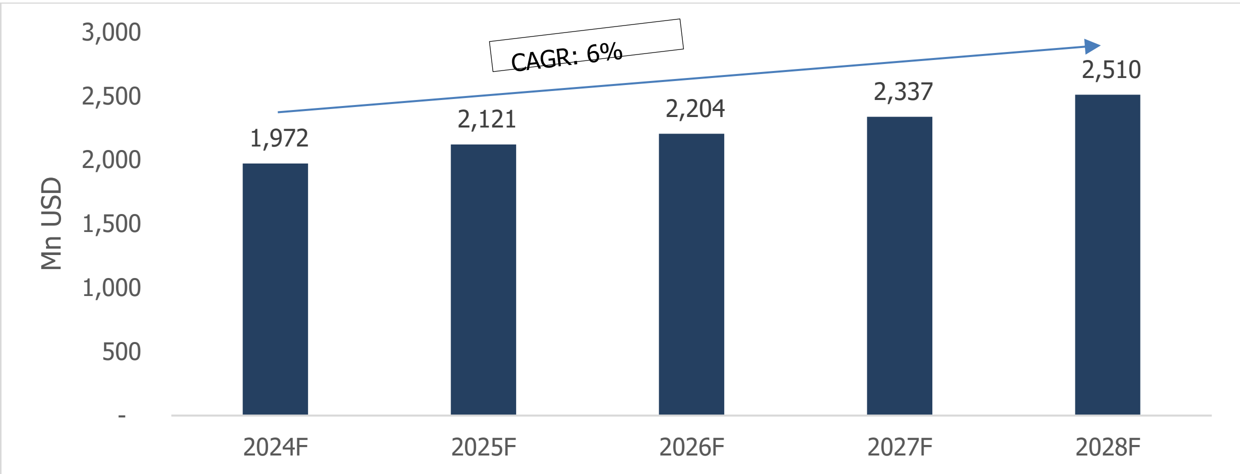
Source: Maia Research, CareEdge Research.

7.2.2 *Middle East High Voltage Product Market*

The Middle East region, with its rapidly growing economies and increasing energy demand, represents a significant market for high-voltage products. The Middle East accounts for a market share of 4% as of 2023. The high voltage market of the Middle East was valued at USD 1,873.8 million which grew at a CAGR of 3% from USD 1,675 million in 2019 whereas the industry grew by 5% in the same period. The market includes both domestic and international players, with major global companies often partnering with local firms to capitalize on market opportunities.

The Middle East will account for the market share of 6% as of 2028 lower than 2023. The high voltage market of the Middle East is estimated to be valued at USD 2,510 million, growing at a CAGR of 6.0% from 2023 marginally lower than industry growth CAGR of 6.6% in the same period.

Chart 45: Middle East High Voltage Market Forecast



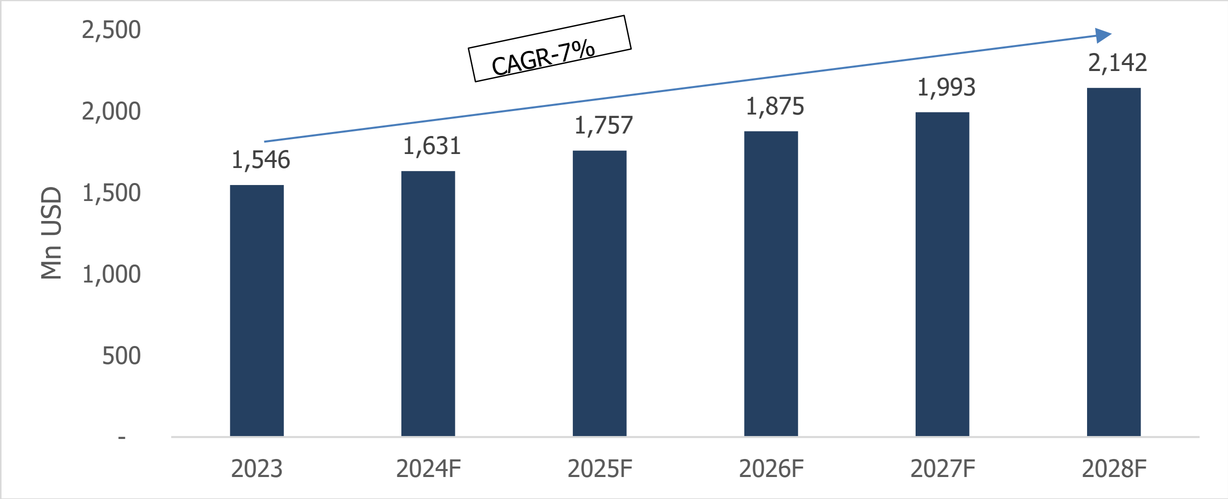
Source: Maia Research, CareEdge Research

7.2.3 *Africa High Voltage Product Market*

The African high-voltage products market is characterized by diverse levels of development across different regions and countries. Africa accounts for a market share of 3.0% as of 2023. The high voltage market of Africa was valued at USD 1,546 million which grew at a CAGR of 5% from USD 1,631 million in 2019 in line with the industry growth. Many countries in Africa are investing in infrastructure projects to address the growing demand for electricity and improve access to reliable power.

Africa will continue to account for the market share of 3% as of 2028. The high voltage market of Africa is estimated to be valued at USD 2,142 million, growing at a CAGR of 7% from 2023.

Chart 47: Africa High Voltage Market Forecast



Source: Maia Research, CareEdge Research

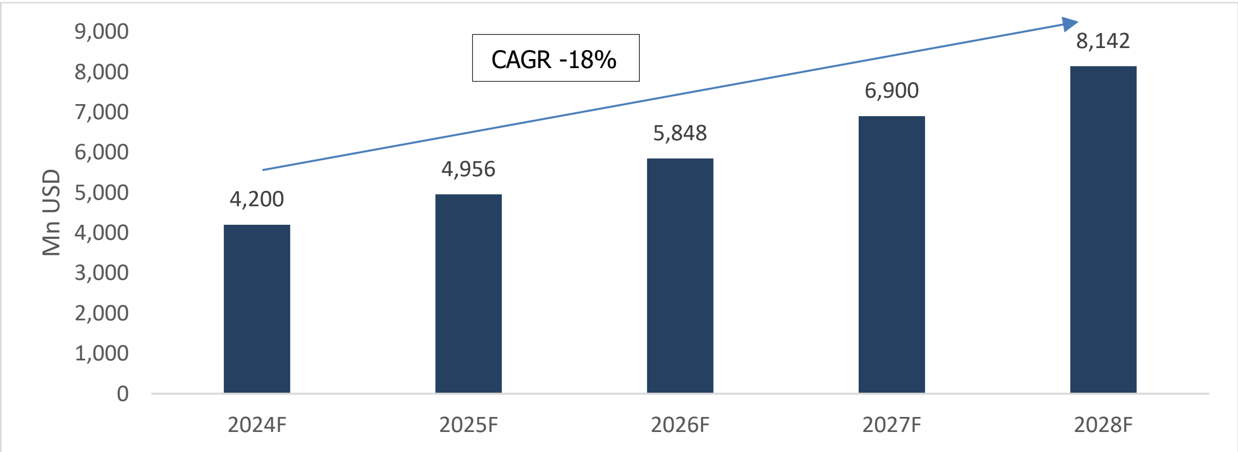
7.2.4 Indian High-Voltage Products Market

Under the National Electricity Plan for transmission sector, transmission network in the country will be expanded from 4.85 lakh ckm in 2024 to 6.48 lakh ckm in 2032. During the same period the transformation capacity will increase from 1,251 GVA to 2,342 GVA. This will act a demand driver for the Indian High- Voltage Products market in India.

The high-voltage products market in India encompasses a broad spectrum of electrical equipment designed to handle and control high levels of voltage in various applications across the country. The Indian high-voltage products value grew at a CAGR of 6% in the period from 2019-2023. The industry grew from USD 2,850 million in 2019 to USD 3,558 million in 2023. In 2023, high-voltage special power transformers had the highest product market share at 37.3% followed by high-voltage switchgear, high-voltage reactors, high-voltage breakers, and others at 25.1%, 6.9%, 4.5%, and 26.2% respectively. The utility market by application contributes the largest share at 62.9% followed by industrial, commercial, and others at 21.5%, 7.1%, and 8.5%, respectively as of 2023. India has ambitious targets for renewable energy deployment, including solar, wind, and hydroelectric power. India is investing heavily in infrastructure projects to modernize its power transmission and distribution networks, improve grid reliability, and meet the growing energy demand. Initiatives such as the Green Energy Corridors, Smart Cities Mission, and Rural Electrification Program drive the demand for high-voltage products across the country.

The Indian high-voltage products value is expected to grow at a CAGR of 8% in the period from 2023-2028. The industry is expected to grow from USD 3,558 million in 2023 to USD 5,133 million in 2028. In 2028, high-voltage special power transformers will contribute around 38.4% of the market share followed by high-voltage switchgear, high-voltage reactors, high-voltage breakers, and others, at 25.1%, 6.6%, 4.3%, and 25.7% respectively. The utility market by application will continue to contribute the largest share at 63.0% followed by industrial, commercial, and others at 20.8%, 7.3%, and 8.9% respectively, as of 2028.

Chart 49: Indian High Voltage Products Forecast



Source: Maia Research, CareEdge Research

Table 11: Indian High Voltage Products Value Segment by Type (2024-2028F)

Million USD	2024F	2025F	2026F	2027F	2028F
High Voltage Special Power Transformers	1,565	1,846	2,179	2,571	3,034
High Voltage Reactors	291	344	406	479	565
High Voltage Breaker Products	188	221	261	308	364
Others	1,101	1,299	1,533	1,809	2,134
Total	4,200	4,956	5,848	6,900	8,142

Source: Maia Research, CareEdge Research.

7.3 Global High Voltage Products Type

7.3.1 Global High Voltage Special Power Transformers

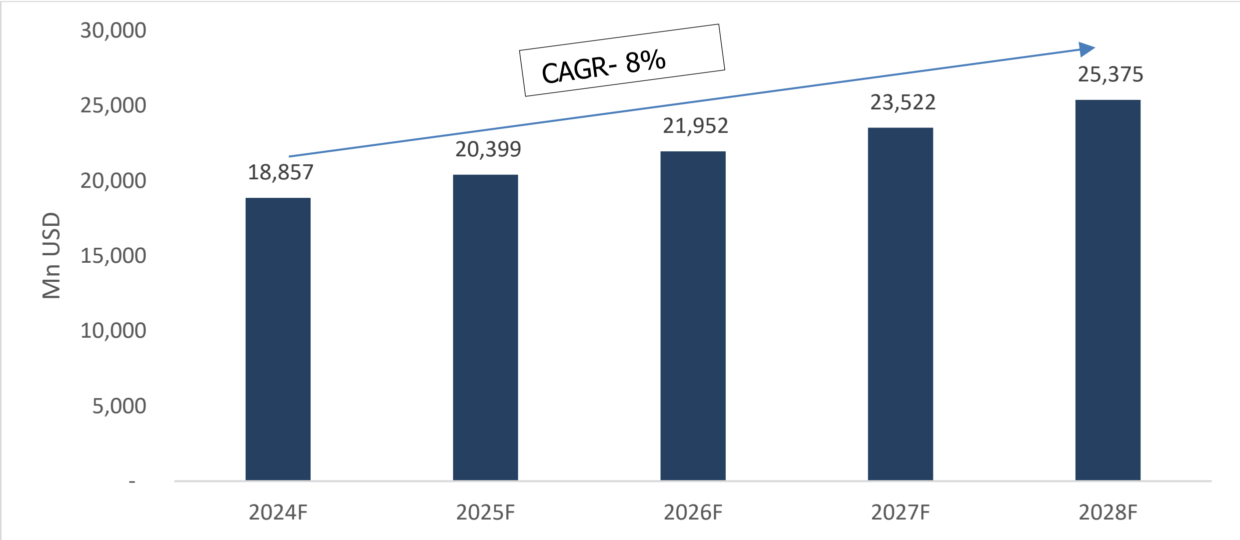
High voltage special power transformers are transformers designed to handle exceptionally high voltage levels, typically above 69 kV (kilovolts). These transformers play a crucial role in energy transition and distribution systems, stepping up voltage levels for long-distance transmission and stepping down voltage levels for distribution to end-users.

High voltage special power transformers are often custom-designed to meet the unique needs of a particular power system. This includes considerations such as voltage levels, load characteristics, environmental conditions, and regulatory requirements.

High voltage special power transformers account for 33.8% of the market size of the high voltage products market, the market size of high voltage special power transformers was at USD 17,704 million as of 2023. It grew at a CAGR of 5% from USD 14,327 million in 2019.

High voltage special power transformers will account for the largest share at 35.3% of market size of the high voltage products market, the market size of high voltage special power transformers is expected at USD 25,375 million as of 2028. It is expected to grow at a CAGR of 8% from 2024.

Chart 51: Global High Voltage Special Power Transformers Forecast



Source: Maia Research, CareEdge Research

7.3.2 Global High Voltage Reactors

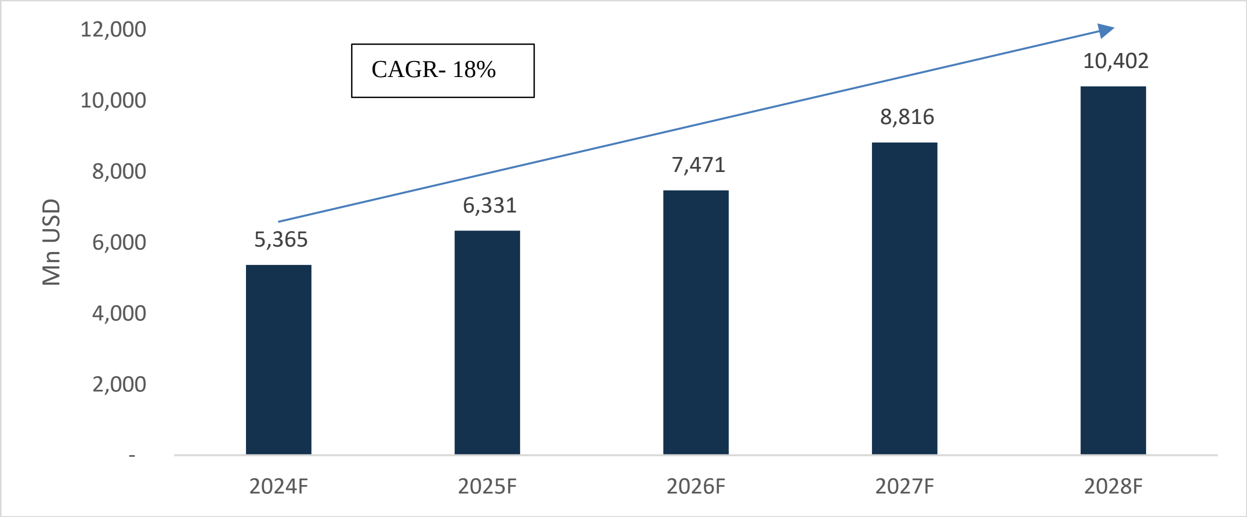
High voltage reactors are electrical devices used in critical energy transition systems to control voltage, manage reactive power, and improve system stability. High voltage reactors are primarily used to regulate voltage levels and control reactive power flow in electrical networks. They help maintain voltage stability, reduce voltage fluctuations, and improve the overall efficiency of power transmission and distribution systems.

High voltage reactors are connected in series with power lines or electrical equipment to limit the flow of reactive power and adjust voltage levels. By introducing inductive impedance into the system, they help offset the capacitive reactance of transmission lines and loads, thereby improving power factor and voltage regulation.

High voltage reactors account for 8.7% of the market size of the High voltage products market, the market size of high voltage reactors was at USD 4,547 million as of 2023. It grew at a CAGR of 4% from USD 3,967 million in 2019.

High voltage reactors will account for the market share at 8.2% of the market size of the high voltage products market, the market size of high voltage reactors is expected at USD 5,907.2 million as of 2028. It is expected to grow at a CAGR of 18% from 2023 below the industry growth of 6.6% in the same time period.

Chart 53: Global High Voltage Reactors Forecast



Source: Maia Research, CareEdge Research, Industry Sources

7.3.3 Global High Voltage Breaker Products

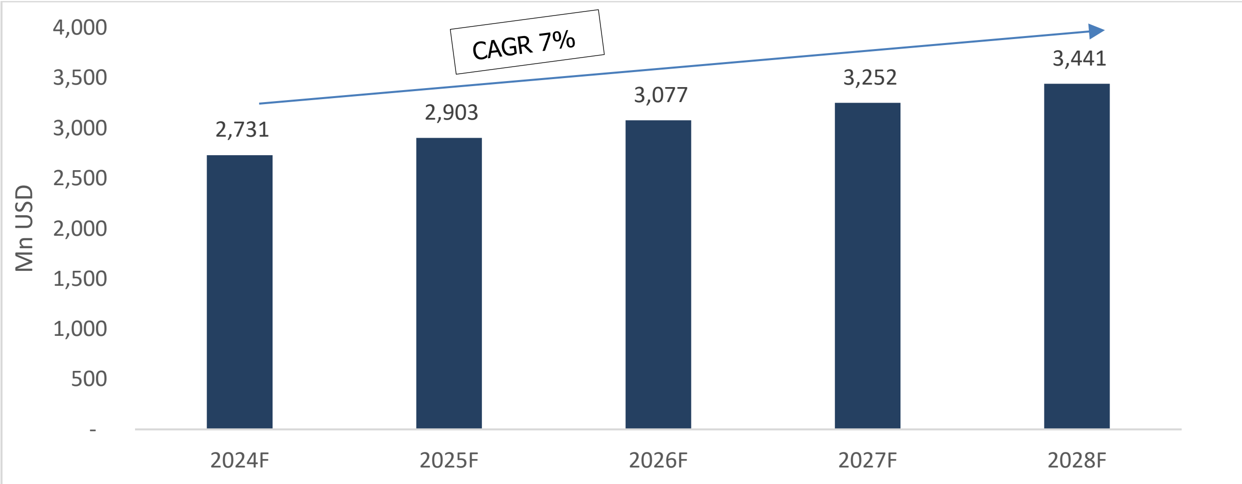
High voltage breaker products are essential components in critical energy transition equipment systems used to interrupt or break electrical circuits at high voltage levels. High voltage breakers are designed to interrupt the flow of electrical current under normal and fault conditions. They play a crucial role in protecting electrical equipment, ensuring personnel safety, and maintaining the reliability of power systems.

High voltage breakers are typically housed within robust enclosures made of metal or composite materials to withstand the stresses of high voltage operation. They consist of stationary and moving contacts that make and break the electrical connection. The contacts are designed to handle high currents and withstand arcing during interruption. Breakers may also include mechanisms for arc quenching, such as magnetic blowout coils, puffer chambers, or arc chutes, to extinguish the arc quickly and safely.

High voltage breaker products account for 5% of market size of the high voltage products market, the market size of high voltage breaker products was at USD 2,620 million as of 2023. It grew at a CAGR of 4% from USD 2,262 million in 2019.

High voltage breaker products will account for the market share at 4.8% of market size of the high voltage products market, the market size of high voltage breaker products is expected at USD 3,441 million as of 2028. It is expected to grow at a CAGR of 6% from 2023 below the industry growth of 7%.

Chart 55: Global High Voltage Breaker Products Forecast



Source: Maia Research, CareEdge Research

8 GLOBAL POWER QUALITY PRODUCTS MARKET

8.1 Overview

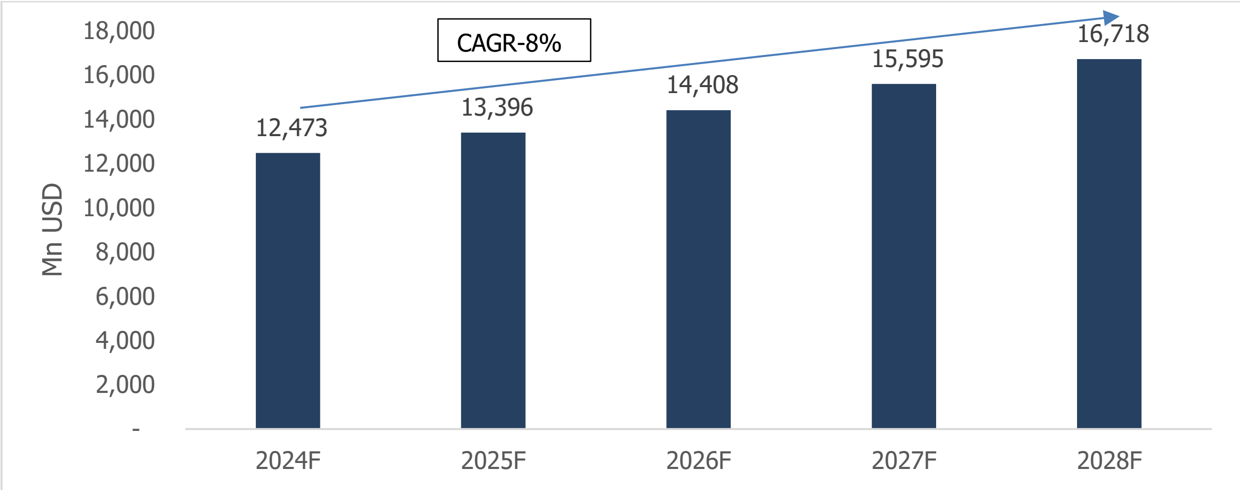
Power quality is the quality of electric energy in the energy transition system. The main indicators to measure power quality are voltage, frequency, and waveform. Deviations in voltage, current, or frequency that cause electrical equipment to malfunction or not work properly are defined as power quality problems. Power quality products are used to eliminate power quality problems and extend the operating life of electrical systems.

Types	Description
Harmonic Filters	Harmonic filters are series or parallel resonant circuits designed to shunt or block harmonic currents. They reduce the harmonic currents flowing in the power system from the source, and thereby, reduce the harmonic voltage distortion in the system.
Static Var Compensator (SVC)	A static VAR compensator (SVC) is a set of electrical devices for providing fast-acting reactive power on high-voltage energy transition networks. SVCs can regulate voltage, power factor, and harmonics and stabilize the system.
Static Synchronous Compensator (STATCOM)	A Static synchronous Compensator (STATCOM) is a fast-acting device capable of providing or absorbing reactive current, thereby regulating the voltage at the point of connection to a power grid. It is categorized under Flexible AC transmission system (FACTS) devices. The technology is based on VSCs with semi-conductor valves in a modular multi-level configuration.
Others	Other Power Quality Products include output filters and LCL filters and so on. An output filter helps approximate the ideal waveform by blocking undesirable ripple voltages and currents from reaching the load. LCL filter is a type of filter used in power electronics to reduce harmonic distortion and improve the performance of power converters. The acronym LCL stands for the inductance (L), capacitance (C), and inductance (L) components that make up the filter.

The global power quality products market grew at a CAGR of 6% in the period from 2019-2023. The industry grew from USD 9,305 million in 2019 to USD 11,549 million in 2023. In 2023, capacitor banks had the highest product market share at 31.5% followed by static var compensator (SVC), harmonic filters, static synchronous (STATCOM), and others at 16.9%, 11.9%, 6.4%, and 33.3%, respectively. Whereas the public utility market by application contributes the largest share at 46.5% followed by industrial and others at 28.1% and 25.4%, respectively, as of 2023. The power quality products market experienced significant growth due to the increasing importance of maintaining a stable, reliable, and high-quality electrical power supply.

The global power quality products market is expected to grow at a CAGR of 8% in the period from 2023-2028. The industry is expected to grow from USD 11,549 million in 2023 to USD 16,718 million in 2028. In 2028, capacitor banks will contribute around 31.5% of the market share followed by static var compensator (SVC), harmonic filters, static synchronous (STATCOM), and others at 17.0%, 12.5%, 6.1%, and 32.8%, respectively. Whereas the public utility market by application will continue to contribute the largest share at 46.7% followed by industrial and others at 27.4% and 25.9%, respectively, as of 2028 driven by several factors, including the increasing reliance on sensitive electronic equipment, the growing awareness of the importance of power quality, and the expansion of renewable energy integration and electrification initiatives.

Chart 57: Global Power Quality Products Market Forecast



Source: Maia Research, CareEdge Research

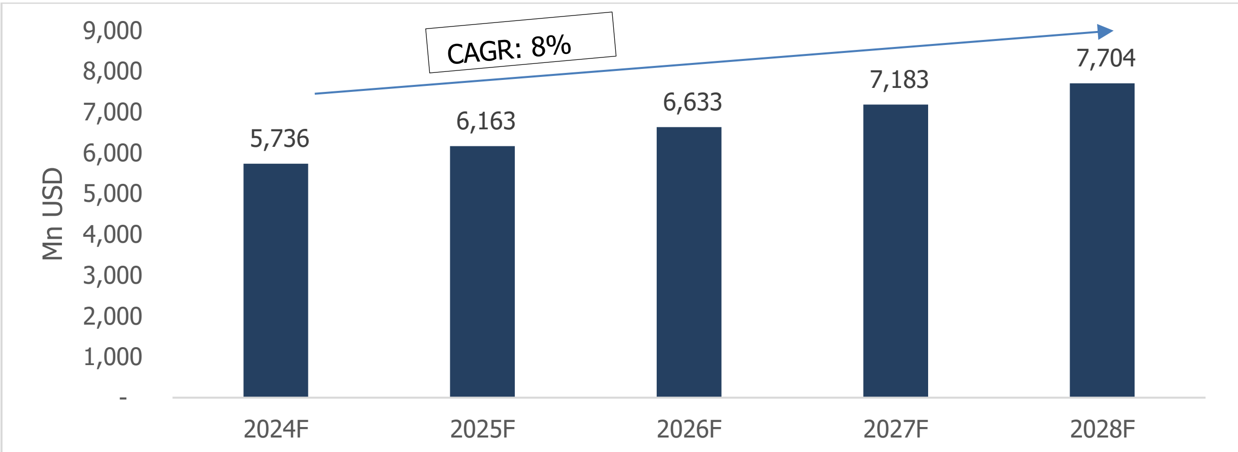
8.2 Global Power Quality Products Market Split by Region

8.2.1 APAC (Excluding India)

The historical growth of the power quality products market in the APAC region can be attributed to experiencing rapid economic growth over the past few decades, driven by industrialization, urbanization, and infrastructure development. APAC (excluding India) accounts for the largest market share at 46.0% as of 2023. The global power quality products market of APAC (excluding India) is valued at USD 5,307.6 million growing at a CAGR of 6% from 2019. The APAC region is a leader in renewable energy deployment, with countries like China, Japan, and Australia investing heavily in solar, wind, and hydroelectric power.

APAC (excluding India) will account for the largest market share at 46.1% as of 2028. The power quality products market of APAC (excluding India) is estimated to be valued at USD 7,703.6 million, growing at a CAGR of 7.7% from 2023 in line with the industry growth CAGR of 8% in the same period.

Chart 59: APAC (Excluding India) Power Quality Products Market Forecast



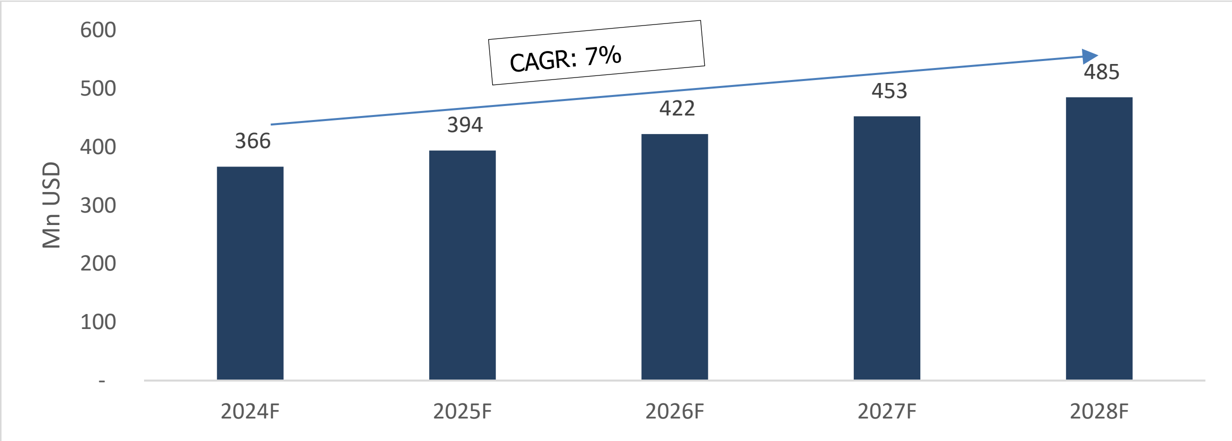
Source: Maia Research, CareEdge Research

8.2.2 Middle East

The Middle East accounts for the market share at 2.9% as of 2023. The global power quality products market of the Middle East is valued at USD 242 million growing at a CAGR of 6% from 2019 majorly due to growth in Urbanization and industrialization with industries heavily relying on power quality products that are vulnerable to power disturbances.

The Middle East will account for a market share of 2.9% as of 2028. The power quality products market of the Middle East is estimated to be valued at USD 485 million, growing at a CAGR of 7% from 2023 comparatively below the industry growth CAGR of 8% in the same period.

Chart 61: Middle East Power Quality Products Market Forecast



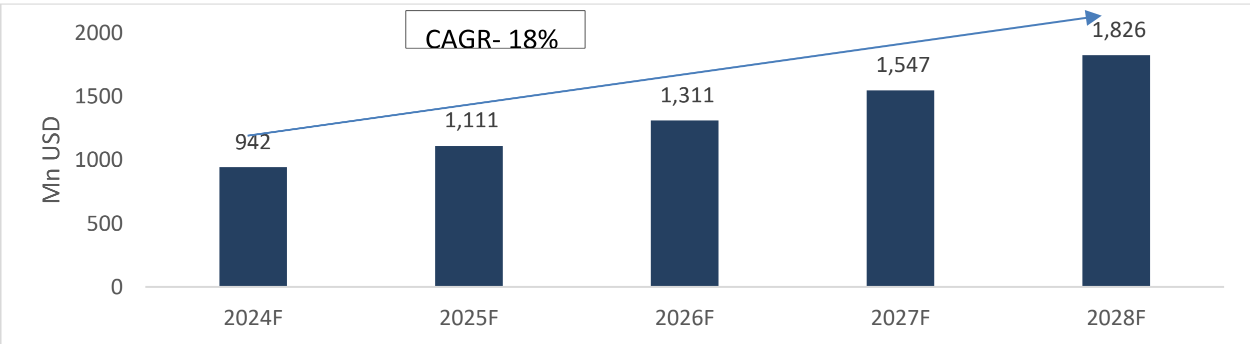
Source: Maia Research, CareEdge Research

8.3 Indian Power Quality Products Market

The power quality products market in India has witnessed significant growth in recent years, driven by ambitious targets for renewable energy deployment, including solar, wind, and hydroelectric power. The Indian power quality products market grew at a CAGR of 7% in the period from 2019-2023. The industry grew from USD 609 million in 2019 to USD 798 million in 2023. In 2023, capacitor banks had the highest product market share at 28.6% followed by harmonic filters, static var compensator (SVC), static synchronous (STATCOM), and others at 18.5%, 13.3%, 5.7%, and 33.9%, respectively. Whereas the public utility market by application contributes the largest share at 46.1% followed by industrial and others at 31.3% and 22.7%, respectively, as of 2023.

The Indian power quality products market is expected to grow at a CAGR of 9% in the period from 2023-2028. The industry is expected to grow from USD 798 million in 2023 to USD 1,22 million in 2028. In 2028, capacitor banks will contribute around 28.7% of the market share followed by harmonic filters, static var compensator (SVC), static synchronous (STATCOM), and others, at 19.1%, 13.3%, 5.4%, and 33.5%, respectively. Whereas the public utility market by application will continue to contribute the largest share at 46.1% followed by industrial and others at 31.3% and 22.7%, respectively, as of 2028.

Chart 63: Indian Power Quality Products Market Forecast



Source: Maia Research, CareEdge Research

Table 13: Indian Power Quality Products Market Segment by Type Forecast

Million USD	2024F	2025F	2026F	2027F	2028F
Harmonic Filters	173	205	242	285	336
Capacitor Banks	270	319	376	444	524
Static Var Compensator (SVC)	125	148	174	206	243
Static Synchronous (STATCOM)	53	63	74	87	103
Others	320	377	445	525	620
Total	942	1,111	1,311	1,547	1,826

Source: Maia Research, CareEdge Research

8.4 Global Power Quality Products Type

8.4.1 Global Harmonic Filters

Harmonic filters are essential components in critical energy transition equipments and power technologies systems used to mitigate the adverse effects of harmonic distortion. Harmonic filters are designed to reduce harmonic distortion in electrical systems caused by nonlinear loads such as power electronic devices, variable frequency drives (VFDs), rectifiers, and other equipment. Harmonic distortion can lead to voltage and current waveform distortion, increased losses, equipment overheating, and interference with sensitive electronic equipment.

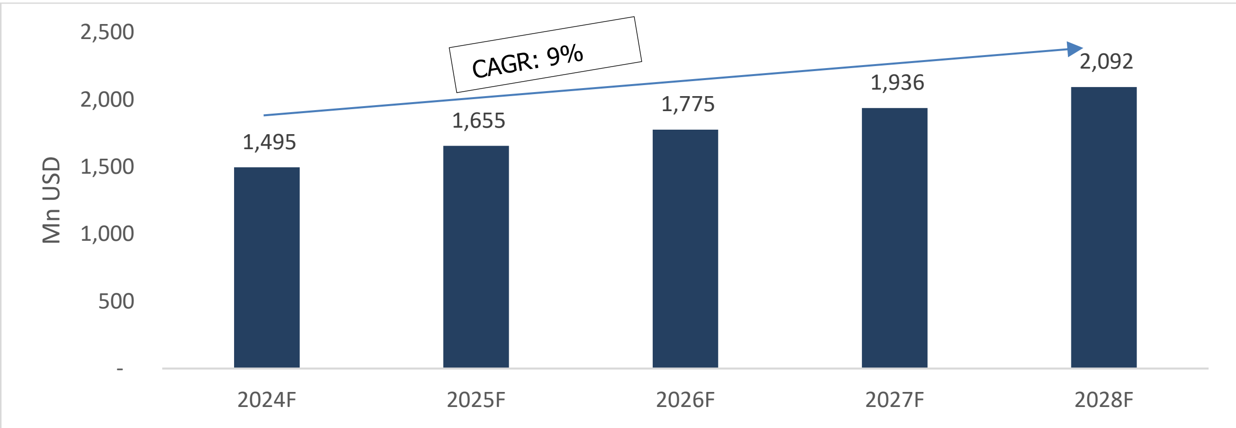
Harmonic filters work by providing a low-impedance path for harmonic currents to flow, diverting them away from the power system and preventing them from propagating to other equipment. They typically consist of passive components such as capacitors, inductors, and resistors configured in various configurations to create impedance at specific harmonic frequencies.

Harmonic filters reduce voltage and current distortion, improving power quality and reducing the risk of equipment malfunction or failure. By reducing losses associated with harmonic distortion, filters help optimize energy efficiency and reduce electricity consumption.

Harmonic filters account for 11.9% of market size of global power quality products, the market size of harmonic filters was at USD 1,371.6 million as of 2023. It grew by CAGR of 7% from USD 1,058.6 million in 2019.

Harmonic filters will account for the market share at 12.5% of market size of global power quality products, the market size of harmonic filters is expected at USD 2,092.2 million as of 2028. It is expected to grow by CAGR of 9% from 2023.

Chart 65: Global Harmonic Filters Value Forecast



Source: Maia Research, CareEdge Research

8.4.2 Global Capacity Banks

A capacity bank, also known as a capacitor bank, is a collection of capacitors connected in parallel in critical energy transition system. The primary purpose of a capacity bank is to provide reactive power compensation to improve power factor and voltage regulation in electrical networks. Capacitors store electrical energy in an electric field and release it when needed, helping to balance the reactive power demand of inductive loads such as motors, transformers, and fluorescent lighting.

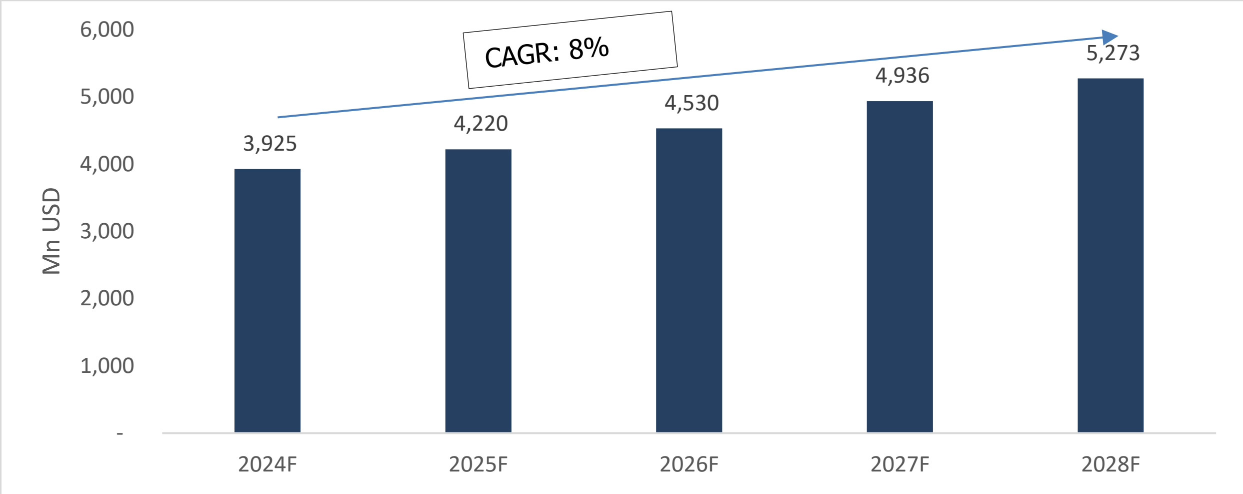
Capacitor banks can also help regulate voltage levels in electrical systems by supplying or absorbing reactive power to maintain voltage within acceptable limits. During periods of high demand or voltage drops, capacitors can inject reactive power into the system to boost voltage levels and improve system stability.

Capacitor banks are controlled by automatic switching devices such as capacitor switching contactors or controllers that monitor system conditions and switch capacitors on or off as needed to maintain desired power factor and voltage levels. Advanced control systems may include reactive power controllers, power factor relays, and programmable logic controllers (PLCs) for precise and efficient operation.

Capacity banks account for 31.5% of market size of global power quality products, the market size of harmonic filters was at USD 3,633 million as of 2023. It grew by CAGR of 6% from USD 2,921 million in 2019.

Capacity Bank will account for the market share at 31.5% of market size of global power quality products, the market size of capacity bank is expected at USD 5,272.9 million as of 2028. It is expected to grow by CAGR of 8% from 2023.

Chart 67: Global Capacity Bank Forecast



Source: Maia Research, CareEdge Research

8.4.3 *Global Static Var Compensator (SVC)*

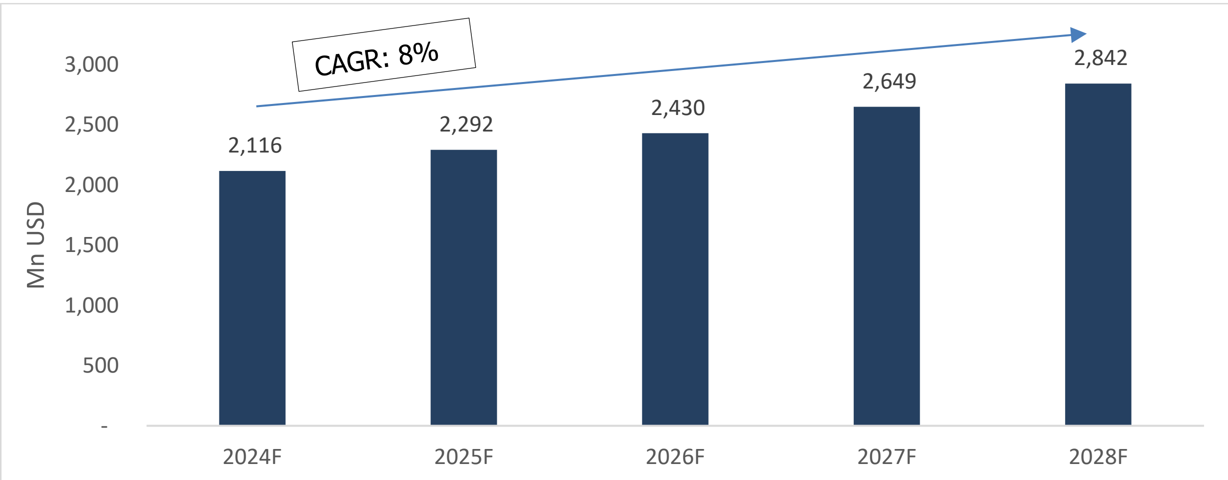
A Static Var Compensator (SVC) is a device used in critical energy transition equipment systems to regulate voltage, improve power factor, and enhance system stability by controlling reactive power flow. SVCs are deployed in power systems to compensate for reactive power fluctuations caused by varying loads, particularly those with a high percentage of inductive loads like motors and transformers. By dynamically adjusting reactive power output, SVCs help maintain voltage stability and power quality.

SVCs consist of power electronic devices such as thyristors or insulated-gate bipolar transistors (IGBTs), along with capacitors and reactors. They inject or absorb reactive power into the system as needed to regulate voltage and power factor. SVCs can respond rapidly to changes in system conditions, making them effective for dynamic voltage control and stability enhancement.

SVCs account for 16.9% of market size of global power quality products, the market size of SVCs was at USD 1,956 million as of 2023. It grew by CAGR of 6% from USD 1,573 million in 2019.

SVCs will account for the market share of around 17.0% of market size of global power quality products, the market size of SVCs is expected at USD 2,842 million as of 2028. It is expected to grow by CAGR of 8% from 2023.

Chart 69: Global Static Var Compensator Forecast



Source: Maia Research, CareEdge Research

8.5 Growth Drivers

Some of the key growth drivers include:

- **High Entry Barrier on account of Established Track Record of Operations with Power Utilities**

  The power transmission sector, both in India and abroad, presents formidable barriers to entry, largely due to the capital-intensive nature of infrastructure development and stringent product specification frameworks. Establishing a foothold in this sector demands substantial financial resources for acquiring land, procuring equipment, and deploying skilled manpower. Moreover, the complex approval procedures imposed by customers often prolong the entry process, adding further to the barriers.

  Additionally, existing players in the market often enjoy economies of scale and established networks, making it challenging for new entrants to compete effectively. Furthermore, the long gestation period associated with transmission projects and the inherent risks involved deter potential investors from venturing into the sector. Consequently, despite the potential for lucrative returns, the high entry barriers in the power transmission sector serve as a significant deterrent for new players, necessitating careful strategic planning and substantial investment to navigate successfully.

  Meeting regulatory requirements and obtaining necessary certifications indeed pose significant challenges for new entrants into the power transmission sector, both domestically and internationally. These processes are often time-consuming and expensive, creating formidable barriers to entry.

  Establishing a manufacturing facility for STATCOMs requires substantial upfront investment in equipment, technology, and infrastructure. Designing and manufacturing STATCOMs requires advanced technical knowledge in power electronics, control systems, and grid integration. Companies with established expertise and intellectual property in these areas have a competitive advantage, making it challenging for new entrants to compete without similar capabilities. Apart from this, utility track record of more than 5 years is required paired with raw materials constrains adds to the entry constraints.

  Compliance with industry standards and regulations is essential for ensuring the safety and reliability of STATCOMs with existing grid infrastructure. Meeting regulatory requirements and obtaining necessary certifications can be time-consuming and expensive, creating barriers to entry for new players.

- **Increasing Power Demand**

  As industries become more reliant on stable and high-quality power supply, there is a growing demand for solutions that can improve power factor, voltage stability, and grid reliability. STATCOMs offer dynamic reactive power compensation, voltage regulation, and fast response capabilities, making them attractive for utilities and industries seeking to enhance power quality.

- **Growing Renewable Energy Integration**

  STATCOMs can mitigate the impact of fluctuations in renewable energy output by providing reactive power support and grid stabilization services, driving demand for STATCOM solutions in renewable energy integration projects.

  The integration of renewable energy sources, such as solar and wind, into the power grid can induce fluctuations in power generation. Power quality products help manage the variability and ensure a smooth integration of renewable energy into the grid. India has committed to decrease the emissions intensity of its Gross Domestic Product (GDP) by 45% by 2030, compared to 2005 levels.

  Furthermore, with the announcement of 500 GW RE capacity installation by 2030 and Net-Zero emissions by 2070, India has set itself on one of the most accelerated energy transition trajectories in the world. This will increase the demand for the STATCOMs as on average 100MW around 10MVAr STATCOMs are required.

- **Waiver of ISTS Charges**

  The Ministry of Power has issued the order for an extension to the inter-state transmission system (ISTS) charges waiver on solar and wind energy projects commissioned up to 30 June 2025. The waiver of ISTS charges shall allow for hydro-pumped storage plant and battery energy storage system projects to be commissioned up to 30th June 2025 following some conditions.

Further, ISTS waiver would be allowed for trading electricity generated and supplied from solar, wind, pumped hydro, and Battery Energy Storage Systems (BESS) in the green term ahead market (GTAM) till 30th June 2023. The arrangement would be reviewed on an annual basis depending on future developments in the power market.

Moreover, as per the notification issued by the Ministry of Power, a complete waiver of ISTS charges has been given for offshore wind power projects commissioned on or before 31st December 2032 for 25 years from the date of commissioning of the Project.

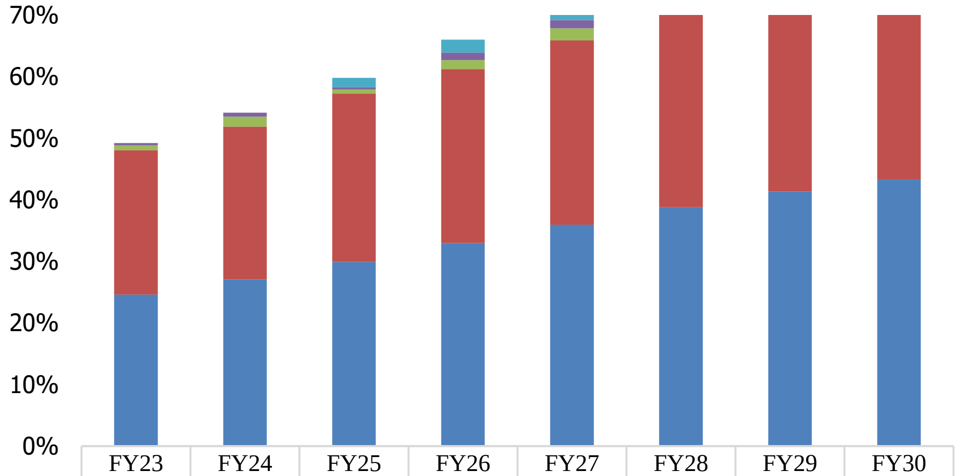
- **Renewable Purchase Obligation (RPO)**

Under Section 86(1) (e) of the Electricity Act 2003 and the National Tariff Policy 2006, Renewable Purchase Obligation (RPO) is a mechanism wherein the obligated entities are obliged to purchase a certain percentage of electricity from renewable energy sources, as a percentage of the total consumption of electricity or buy, in lieu of that, renewable energy certificates (REC) from the market.

RPOs were earlier categorised as solar and non-solar RPOs. However, as per the latest targets, RPOs are categorized as Wind RPO, Hydro RPO, Distributed RPO, and Others. Obligated entities which include distribution companies (or DISCOMs), open access consumers, and captive power producers are obligated to purchase a minimum share of their electricity from renewable energy sources as per RPO targets.

Furthermore, a joint committee under the co-chairmanship of the Secretary, the Ministry of Power and Secretary, and the Ministry of New and Renewable Energy was constituted on 17th December 2020 and based on the recommendations, the Ministry of Power has specified the RPO trajectory beyond FY22. As per the targets set, an RPO of 43.33% is proposed to be achieved by FY30.

Chart 70: RPO Trajectory from FY23 to FY30



	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30
Distributed RPO	0.0%	0.0%	1.5%	2.1%	2.7%	3.3%	3.9%	4.5%
HPO	0.4%	0.7%	0.4%	1.2%	1.3%	1.4%	1.4%	1.3%
Wind RPO	0.8%	1.6%	0.7%	1.5%	2.0%	2.5%	3.0%	3.5%
Other RPO	23.5%	24.8%	27.4%	28.2%	29.9%	31.6%	33.1%	34.0%
Total RPO	24.6%	27.1%	29.9%	33.0%	36.0%	38.8%	41.4%	43.3%

Total RPO Other RPO Wind RPO HPO Distributed RPO

Source: Renewable Purchase Obligation and Energy Storage Obligation Trajectory Report dated 22nd July 2023
Renewable Purchase Obligation and Energy Storage Obligation Trajectory
Note: Distributed RPO is not available for FY23 and FY24

- **Increasing Grid Modernization Initiatives**

Many regions are investing in grid modernization initiatives to enhance the overall efficiency and reliability of power distribution. This involves the deployment of advanced power quality products to manage and control grid dynamics. The deployment of smart grid technologies, which enable better monitoring and control of power distribution, is driving the adoption of power-quality products. These products play a crucial role in maintaining the stability and reliability of smart grids.

- **Industrialization and Urbanization**

  Urbanization and industrial growth lead to increased electricity consumption. High-voltage products are essential for transmitting large amounts of power over long distances efficiently, supporting the power needs of industrial zones and urban areas. The increasing reliance on electronic devices, data centres, and critical infrastructure has driven the demand for UPS systems. These systems are an integral part of power quality solutions, providing backup power during outages and ensuring a continuous, high-quality power supply for rural and urban areas.

- **Electrification of Transportation**

  The growing trend of electric vehicles (EVs) and the electrification of transportation systems require robust high-voltage infrastructure for charging stations and grid connections. This contributes to the demand for high-voltage products. EV charging stations, particularly fast-charging stations, require high power levels to charge multiple vehicles simultaneously. This increased power demand can lead to voltage fluctuations and grid instability, necessitating the use of STATCOMs for voltage regulation and reactive power compensation. EV charging stations incorporate renewable energy sources, such as solar photovoltaic (PV) panels or wind turbines, to offset their energy consumption and reduce carbon emissions. However, renewable energy sources are inherently variable and intermittent, leading to grid instability and voltage fluctuations. STATCOMs can help address these challenges by providing dynamic reactive power support and grid stabilization, enabling seamless integration of renewable energy into EV charging infrastructure.

- **Government Regulations and Standards**

  Stringent regulations and standards related to energy efficiency, environmental impact, and safety influence the development and adoption of high-voltage products. Compliance with these regulations often leads to the replacement or upgrade of existing infrastructure.

8.6 Key Challenges

Some of the key challenges include:

- **High Initial Investment**

  Power quality products, STATCOMs, and high-voltage equipment require significant initial capital investment for procurement, installation, and commissioning. The costs associated with purchasing the equipment, site preparation, civil works, and system integration can be substantial, presenting a barrier to adoption for many organizations.

- **Complex Engineering and Design**

  Power quality products, STATCOMs, and high-voltage equipment are complex systems that require careful engineering and design to ensure proper operation, reliability, and integration with the existing power grid. Design considerations include voltage and current ratings, reactive power compensation, harmonic mitigation, control strategies, and grid compatibility, which can be challenging to optimize and implement effectively.

- **Grid Compatibility and Interoperability**

  Integration into existing power grids can pose compatibility and interoperability issues. Challenges may arise in synchronizing operation with grid frequency and voltage levels, ensuring seamless coordination with other grid control devices, and addressing potential interactions with grid protection systems. Power quality products, STATCOMs, and high-voltage equipment can introduce harmonics and electromagnetic interference (EMI) into the power system due to their switching operation and power electronics components. Mitigating harmonics and EMI requires careful filtering, shielding, and grounding measures to prevent adverse effects on sensitive equipment and ensure compliance with regulatory standards for power quality.

- **Grid Integration of Renewable Energy**

  While the integration of renewable energy sources is a growth driver, it also poses challenges for grid operators. The intermittent nature of renewable sources like wind and solar requires advanced grid management solutions and additional investments in energy storage systems.

- **Project Approval and Permitting Delays**

  Obtaining regulatory approvals and permits for new high-voltage projects can be a time-consuming process. Delays in project approval and permitting can hinder the timely implementation of infrastructure projects. The industry requires skilled labour for designing, manufacturing, and installing products. Shortages of skilled workers and a widening skills gap can lead to challenges in meeting production demands and maintaining quality standards. The complex nature of the industry coupled with the need for precision engineering, can result in extended lead times for manufacturing. Production delays may occur due to factors such as customization requirements, testing, and quality control.

- **Maintenance, Reliability, and Safety**

  Ensuring the maintenance, reliability, and safety of power quality products, STATCOMs, and high-voltage equipment is essential for minimizing downtime, preventing equipment failure, and ensuring personnel safety. Challenges may arise in accessing and servicing equipment components, diagnosing and troubleshooting faults, and implementing effective maintenance and safety protocols.

9 COMPETITIVE LANDSCAPE

9.1 Benchmarking Based on Profitability Parameters

Name of the Company	Business Overview
Quality Power Electrical Equipments Ltd.	Quality Power is a technology-based provider of Power Products, Systems, Solutions and Services. The company was established in 2001 and has operations in India. Quality Power has its prominence presence with a number for industries in the fields of Reactors, Transformers, Line Traps, Capacitor Banks, Static VAR Compensators (SVC), STATCOM'S, Harmonic Filters, Grid Automation & SCADA systems. Quality Power has a Global presence with a satisfied customer base in over 100 countries. Quality Power have over two decades of experience in the power transmission sector. Company provides a wide range of products, including reactors, transformers, line traps, composites, capacitor banks, harmonic filters, static var compensators ("SVC"), supervisory control and data acquisition ("SCADA"), and reactive power compensation systems. These products play a critical role in various essential processes, including power generation, transmission, and distribution. Quality Power Electrical Equipments Ltd. has 7 operating facilities with export presence in nearly 100 countries. Export contribution in revenue stood at 80.68% in FY24, 76.93% in FY23 and 74.27% in FY22.
GE T&D India Limited	GE T&D India Limited is a key player in the Indian power transmission and distribution industry. The company is part of the global GE Grid Solutions business, which provides equipment, systems, and services to enable the reliable and efficient transmission and distribution of electricity. GE T&D India Limited specializes in high voltage products, substation automation, distribution automation, and software solutions to enhance grid reliability and efficiency. It offers maintenance, support, and retrofit services to extend asset life and performance. The company has completed major projects for power utilities, industrial customers, and renewable energy providers, holding a significant market share in India's T&D sector. The company has 5 operating facilities unit with export presence in roughly 50 countries. Export contribution in revenue stood at 31% in FY24, 30% in FY23 and 25% in FY22.
Transformers & Rectifiers (India) Limited	Transformers & Rectifiers (India) Limited (TRIL) was established in 1994. The company has been in operation for several decades, specializing in the manufacturing of power and distribution transformers, as well as rectifiers. TRIL focuses on the design, manufacturing, and supply of a wide range of transformers, including power transformers, distribution transformers, and special-purpose transformers. TRIL's transformers find applications in power transmission and distribution networks, industrial setups, and railway electrification projects. The rectifiers produced by the company are commonly used in various industrial processes. TRIL has a presence not only in India but also in international markets. The company exports its products to different countries like Canada and the United Kingdom, contributing to its global footprint. The company has 4 operating facilities unit with presence in around 25 countries contributing roughly 8% of company's revenue.
Hitachi Energy India Ltd.	Hitachi Energy India Limited (formerly known as ABB Power Products and Systems India Limited) is a leading player in the power and energy sector in India. It operates as part of the global Hitachi Energy business, which focuses on power grids, energy storage, and digital solutions for utilities, industries, and infrastructure.

Name of the Company	Business Overview
	Hitachi Energy India Limited specializes in grid automation, high voltage products, grid integration, and digital solutions. It provides advanced control and protection systems, manufactures transformers and switchgear, designs substations, and offers HVDC solutions. The company also focuses on energy management, cybersecurity, renewable integration, and energy storage. Serving national utilities, industrial clients, and renewable developers. The company has 8 operating facilities with export presence in roughly 80 countries. Export contribution in revenue stood at 25% in FY24, 27% in FY23 and 23% in FY22.
Siemens Limited	Siemens India Limited is a leading multinational company in the Indian technology and engineering sector, providing a wide range of products, solutions, and services across various industries. As part of the global Siemens AG, Siemens India has a significant presence in sectors like energy, healthcare, industry, infrastructure, and cities. Siemens Limited provides comprehensive solutions across multiple sectors. In energy, it offers conventional and renewable power generation systems and high-voltage transmission products. In healthcare, it supplies advanced imaging and diagnostic systems along with healthcare IT solutions. For industry, Siemens delivers automation and digitalization products and process industry solutions. In infrastructure and cities, it offers smart building technologies and mobility solutions, while also driving digital transformation with software and IT services. The company has 6 operating facilities with export presence in roughly 35 countries. Export contribution in revenue stood at 15% in FY23 and 18% in FY22.

9.2 Benchmarking Based on Profitability Parameters

- Indian HVDC equipment market is closely competed among five companies with Siemens Ltd., Hitachi Energy India Ltd. and Quality Power Electrical Equipments Ltd. being the most prominent players.

- CAGR (FY22-FY24) of Quality Power is best amongst peers at 28.3%. Quality Power's revenue grew led by strong export sales. They are also one of the leading manufacturers of Air core dry type reactors in India. This was followed by Siemens Limited at 21.7% in a similar time frame.

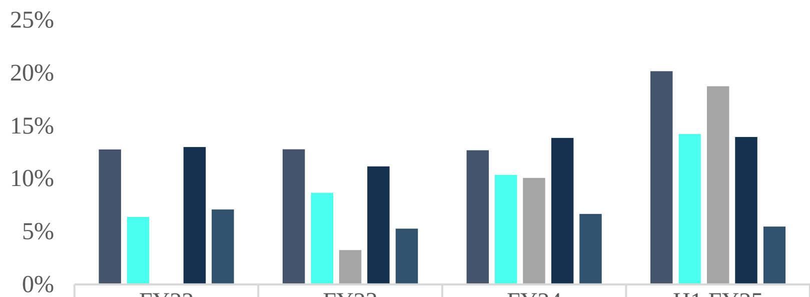
- Quality Power Electrical Equipments Ltd. has seen the second highest YoY growth in % terms when compared with FY23. It grew from Rs. 2,532.5 million in FY23 to Rs. 3,005.9 million in FY24 whereas average growth amongst peers was at 12.8%. The company is one of the fastest growing amongst peers at 64.6% during FY22 to FY24.

Table 14: Revenue from Operations of Peer Companies

Revenue from Operations (INR Million)	FY22	FY23	FY24	H1 FY25	Y-o-Y	CAGR (FY22-FY24)
Quality Power Electrical Equipments Ltd.	1,826.38	2,532.50	3,005.97	1,557.38	18.70%	28.29%
Transformers & Rectifiers (India) Limited	11,617.46	13,959.70	12,946.76	7,835.40	-7.26%	5.57%
GE T&D	30,659.50	27,732.20	31,679.10	20,661.10	14.23%	1.65%
Siemens Limited	1,31,985.00	1,61,378.00	1,95,538.00	1,05,751.00	21.17%	21.72%
Hitachi Energy India Limited	48,839.60	44,685.10	52,374.90	28,809.80	17.21%	3.56%

Source: Annual Reports, Company Financials.
Note - The figures are on consolidated basis.
The financial year end for Siemens limited is September.
Hitachi Energy India Limited figures are unaudited for FY22.

Chart 71: EBITDA Margin (%)

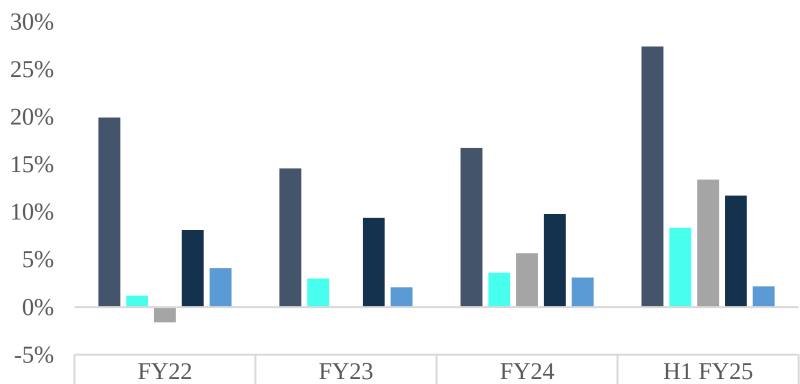


	FY22	FY23	FY24	H1 FY25
Quality Power	12.76%	12.77%	12.68%	20.16%
Transformer & Rectifiers	6.38%	8.66%	10.36%	14.22%
GE Vernova T&D India Limited	0.04%	3.25%	10.07%	18.73%
Siemens Limited	12.99%	11.16%	13.85%	13.94%
Hitachi Energy India Limited	7.09%	5.28%	6.66%	5.47%

Source: Annual Reports, Company Financials.
Note - The figures are on consolidated basis.
The financial year end for Siemens limited is September.
Hitachi Energy India Limited figures are unaudited for FY22.

- Quality Power Electrical Equipments Ltd. have EBITDA margins with above average levels of the industry due to strong revenue growth from domestic & export sales of 12.68% in FY24.The EBITDA margin grew to 20.16% indicating growth trajectory for the company.
- For FY24, the EBITDA margin of the peers has been in the range of 6.66% to 13.85%.
- Quality Power Electrical Equipments Ltd. has the best EBITDA margins in FY23 at 12.77% and was second best in FY22 at 12.76% respectively.

Chart 72: Profit After Tax Margin (%)



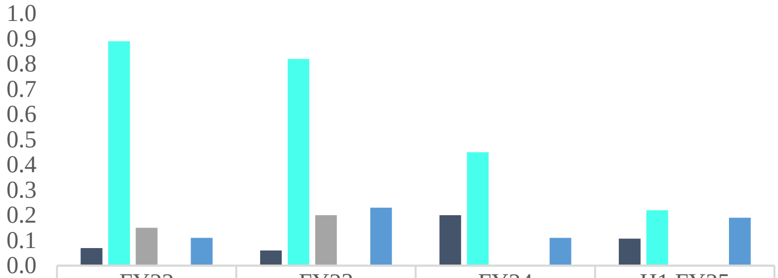
	FY22	FY23	FY24	H1 FY25
Quality Power	19.94%	14.58%	16.74%	27.41%
Transformer & Rectifiers	1.22%	3.01%	3.61%	8.35%
GE Vernova T&D India Limited	-1.60%	-0.05%	5.67%	13.41%
Siemens Limited	8.11%	9.38%	9.79%	11.73%
Hitachi Energy India Limited	4.11%	2.09%	3.12%	2.18%

Source: Annual Reports, Company Financials.
Note - The figures are on consolidated basis.
The financial year end for Siemens limited is September.
Hitachi Energy India Limited figures are unaudited for FY22.

- In FY24, Quality Power Electrical Equipments Ltd. Profit after tax margin was the highest among its peers at 16.74% supported by an increase in revenue from operations along with a decrease in interest & depreciation expenses. The company had consistently the best ratio amongst FY22, FY23 and FY24. The PAT margin grew from 16.74% in FY24 to 27.41% in H1FY25 indicating significant growth.

- Quality Power Electrical Equipments Ltd. ratio was above the average of 7.79% in FY24 which was followed by Siemens Limited as second-best ratio of 9.79%. Hitachi Energy India Limited has the lowest ratio in FY24 at 3.12% and GE T&D ratio has improved from -1.60% in FY22 to 5.67% in FY24.

Chart 73: Debt to Equity Ratio (x)



	FY22	FY23	FY24	H1 FY25
Quality Power	0.07	0.06	0.20	0.11
Transformer & Rectifiers	0.89	0.82	0.45	0.22
GE Vernova T&D India Limited	0.15	0.20	0.00	0.00
Siemens Limited	0.00	0.00	0.00	0.00
Hitachi Energy India Limited	0.11	0.23	0.11	0.19

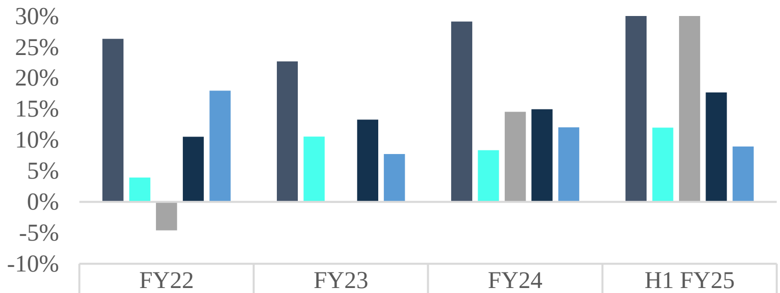
Source: Annual Reports, Company Financials.
Note - The figures are on consolidated basis.
The financial year end for Siemens limited is Sept.
Hitachi Energy India Limited figures are unaudited for FY22.

- Quality Power Electrical Equipments Ltd. debt has increased from Rs. 106.08 million in FY23 to Rs. 382.79 million in FY24 where equity was at Rs. 1,756.57 million in FY23 and increased to Rs. 1,903.26 million in FY24.The debt decreased in H1FY25 while the equity increased to 2386.26 million making the debt-to-equity ratio 0.11 indicating reduced borrowings.

- The average debt-to-equity ratio of peers was at 0.24x, 0.26x & 0.15x from FY22-FY24 respectively. Transformers & Rectifiers have the highest ratio whereas Quality Power Electrical Equipments Ltd. ratio was at 0.20x in FY24.

- GE T&D and Siemens Limited have the best ratio where company has reduced its debt from FY23 to FY24.

Chart 74: Return on Equity (%)



	FY22	FY23	FY24	H1 FY25
Quality Power	26.34%	22.71%	29.15%	41.97%
Transformer & Rectifiers	3.93%	10.56%	8.35%	11.99%
GE Vernova T&D India Limited	-4.59%	-0.14%	14.57%	40.56%
Siemens Limited	10.51%	13.28%	14.98%	17.69%
Hitachi Energy India Limited	17.96%	7.73%	12.04%	8.94%

Source: Annual Reports, Company Financials.
Note - The figures are on consolidated basis and H1FY25 ratio is annualized.
The financial year end for Siemens limited is Sept.
Hitachi Energy India Limited figures are unaudited for FY22.

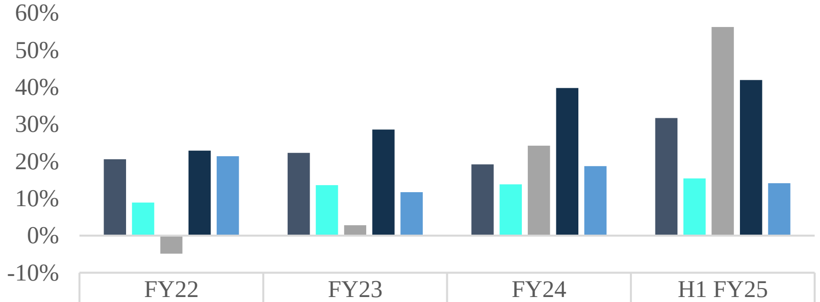
- In FY24, Quality Power Electrical Equipments Ltd. ROE was the highest among its peers at 29.15%. Notably, Transformers & Rectifiers has the lowest ROE at 8.35% for the same period. There is a sharp increase in

ROE to 41.97% in H1FY25, showcasing Quality Power's strong financial momentum and sustained outperformance.

- Quality Power Electrical Equipments Ltd. was above average from its peers in all three years where profit after tax grew at a CAGR of 14.62% from FY22-FY24 and equity grew at a CAGR of 8.96% in same time frame.

- Quality Power Electrical Equipments Ltd. achieved the highest Return on Equity amongst peers consistently across FY22, FY23 and FY24. The industry average margin was at 10.13%, 10.34% & 15.82% for FY22-FY24 respectively.

Chart 75: Return on Capital Employed (%)



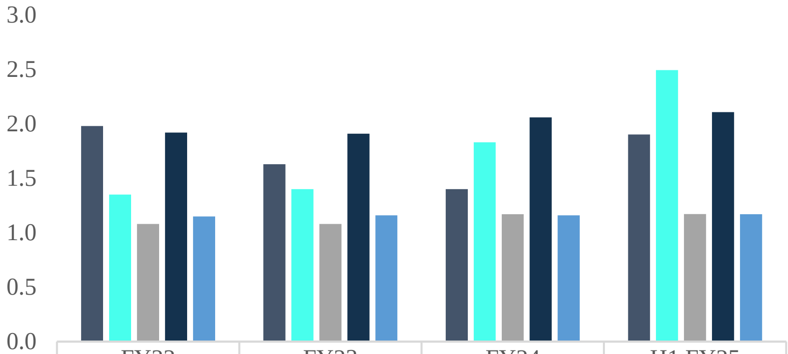
	FY22	FY23	FY24	H1 FY25
Quality Power	20.58%	22.32%	19.20%	31.69%
Transformer & Rectifiers	8.92%	13.62%	13.82%	15.44%
GE Vernova T&D India Limited	-4.87%	2.80%	24.23%	56.27%
Siemens Limited	22.90%	28.61%	39.79%	41.96%
Hitachi Energy India Limited	21.43%	11.74%	18.74%	14.15%

Source: Annual Reports, Company Financials.
Note - The figures are on consolidated basis and H1FY25 ratio is annualized.
The financial year end for Siemens limited is Sept.
Hitachi Energy India Limited figures are unaudited for FY22.

- Quality Power Electrical Equipments Ltd. Return on Capital Employed (ROCE) has been lower as compared to the peers, mainly due to increasing debt levels. Quality Power Electrical Equipments Ltd. has ROCE at 19.20% as of FY24 with second best at 22.32% in FY23. The ROCE for the company has also seen a sharp increase to 31.69% in H1FY25.

- Quality Power Electrical Equipments Ltd. 3-year average ROCE is ~20.70% as compared to the peers' 3-year average ROCE in the range of 7.39%- 30.43%. This in turn also results in lower interest cost as compared to peers for quality power. The decrease in ROCE is led by higher debt levels of the company.

Chart 76: Current Ratio (x)

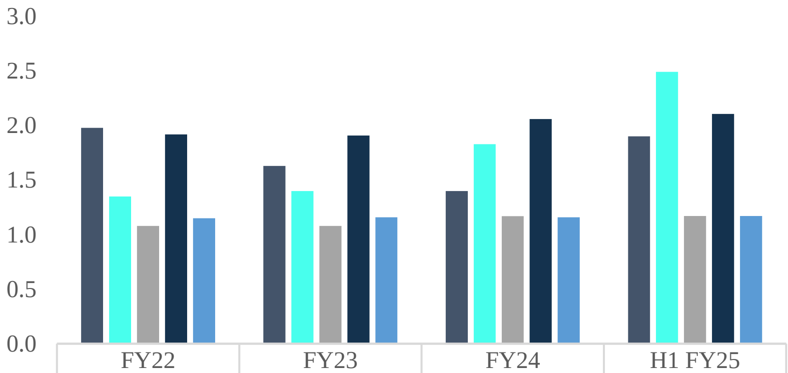


	FY22	FY23	FY24	H1 FY25
Quality Power	1.98	1.63	1.40	1.90
Transformer & Rectifiers	1.35	1.40	1.83	2.49
GE Vernova T&D India Limited	1.08	1.08	1.17	1.17
Siemens Limited	1.92	1.91	2.06	2.11
Hitachi Energy India Limited	1.15	1.16	1.16	1.17

Source: Annual Reports, Company Financials.
Note - The figures are on consolidated basis.
The financial year end for Siemens limited is Sept.
Hitachi Energy India Limited figures are unaudited for FY22.

- Quality Power Electrical Equipments Ltd. has a current ratio of 1.40x as of FY24 below average of 1.52x in FY24. The current ratio for Quality Power Electrical Equipments Ltd. increased significantly from 1.40x in FY24 to 1.90x in H1FY25, reflecting improved short-term liquidity.
- The average current ratio of peers was at 1.50x, 1.44x & 1.52x from FY22-FY24 respectively. Siemens Limited had the best ratio in FY24 at 2.06x and the best average amongst peers at 1.96x from FY22-FY24.

Chart 77: Asset Turnover Ratio



	FY22	FY23	FY24	H1 FY25
Quality Power	1.98	1.63	1.40	1.90
Transformer & Rectifiers	1.35	1.40	1.83	2.49
GE Vernova T&D India Limited	1.08	1.08	1.17	1.17
Siemens Limited	1.92	1.91	2.06	2.11
Hitachi Energy India Limited	1.15	1.16	1.16	1.17

Source: Annual Reports, Company Financials.
Note - The figures are on consolidated basis.
The financial year end for Siemens limited is Sept.
Hitachi Energy India Limited figures are unaudited for FY22.

- Quality Power Electrical Equipments Ltd. has an Asset Turnover Ratio of 4.60x as of FY24 below average of 10.42x. The best ratio is of Siemens Limited at 20.32x in FY24 followed by Transformers & Rectifiers at 9.46x.

- The average Asset Turnover Ratio of peers was at 8.47x, 9.47x and 10.42x from FY22-FY24 respectively. Siemens Limited has the best ratio at an average of 16.56x from FY22-FY24 followed by Transformers & Rectifiers at 8.72x.

Table 15: Number of Operating Facilities Unit

Company Name	FY22	FY23	FY24
Quality Power Electrical Equipments Ltd	7	7	7
Transformers & Rectifiers India Limited	4	4	4
GE T&D	5	5	5
Siemens Limited	6	6	6
Hitachi Energy India Limited	8	8	8

Source: Company Filings, Annual Reports.
Hitachi Energy India Limited figures are unaudited for FY22.
Hitachi Energy India Limited has the highest number of operating facilities followed by Quality Power Electrical Equipments Ltd at 7 as of FY24.

Table 16: Exports as % of Revenue from operations

Company Name	FY22	FY23	FY24
Quality Power Electrical Equipments Ltd	74.27%	76.93%	80.68%
Transformers & Rectifiers India Limited	14.98%	4.82%	7.62%
GE T&D	25.21%	30.45%	30.92%
Siemens Limited	21.81%	17.73%	15.45%
Hitachi Energy India Limited	22.99%	26.60%	24.50%

Source: Company Filings, Annual Reports.
Hitachi Energy India Limited figures are unaudited for FY22.
Quality Power Electrical Equipments Ltd has the highest % share of exports amongst peers. The company has increased it's exports from 74.3% in FY22 to 80.7% in FY24.

9.3 Threats and Challenges to the Company

- **Project Approval and Permitting Delays**

  Navigating the complex and government approvals processes can delay project timelines, Frequent regulatory changes can create uncertainty and hinder long-term planning with delays in approvals and adapting to new regulations can result in increased costs and missed opportunities. Securing environmental clearances can be particularly challenging, involving extensive documentation and assessments. Additionally, projects may encounter opposition from environmental groups, leading to further delays and heightened scrutiny.

- **Lack of Skilled Talent**

  Designing and engineering advanced electrical equipment require highly skilled engineers and designers. The need for highly skilled engineers and designers and retaining top talent can create a talent acquisition challenge with Rapid changes in technology necessitate continuous learning and adaptation, which can be resource-intensive and meeting specific customer requirements with customized solutions increases complexity and cost.

- **Grid Compatibility and Interoperability**

  Adhering to various national and international standards for electrical equipment can be complex and expensive, as obtaining the necessary certifications and approvals is often a lengthy and costly process. Ensuring new equipment is compatible with existing grid infrastructure presents significant technical challenges, leading to additional costs for modifying existing systems to accommodate new equipment.

- **High Initial Investment**

  Electrical equipment manufacturing requires significant upfront capital for setting up manufacturing units, procuring raw materials, and implementing advanced technologies. Securing new funding can be a challenging task for scaling up due to long payback period and rapid technological change in power sector.

- **Maintenance, Reliability, and Safety**

  Equipment failures or maintenance downtime can cause significant financial losses and disrupt operations. Frequent downtimes can harm the company's reputation for reliability. Meeting strict safety standards to prevent accidents is resource-intensive and failures can lead to legal issues, fines, and compensation claims.

Consistently maintaining high reliability levels for customer satisfaction can be challenging, especially in harsh or variable environmental conditions.

OUR BUSINESS

Unless otherwise stated, references in this section to the "Company" or "our Company" means "Quality Power Electrical Equipments Limited", and "we", "our" or "us" (including in the context of any financial information) is a reference to our Company together with our Subsidiaries, as applicable.

To obtain a complete understanding of our Company and business, prospective investors should read this section in conjunction with "Risk Factors", "Industry Overview", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 22, 102, 216 and 306, respectively as well as financial and other information contained in this Prospectus as a whole. Additionally, please refer to "Definitions and Abbreviations" on page 1 for definition of certain terms used in this section.

Some of the information in the following section, especially information with respect to our plans and strategies, consists of certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. You should read the section "Forward-Looking Statements" on page 14 for a discussion of the risks and uncertainties related to those statements and the section "Risk Factors" on page 22 for a discussion of certain risks that may affect our business, financial condition, or results of operations.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Research Report on Energy Transition Equipment & Power Technologies Industry" dated January 20, 2025 (the "**CARE Report**"), prepared and released by CARE Analytics and Advisory Private Limited ("**CARE**"). The CARE Report has been exclusively commissioned and paid for by our Company pursuant to an engagement letter dated January 13, 2024, for the purpose of understanding the industry in which we operate and in connection with this Offer. See "Risk Factors – Industry information included in this Prospectus has been derived from an industry report exclusively commissioned and paid for by us for the purposes of the Offer" on page 38. A copy of the CARE Report was made available on the website of our Company at https://qualitypower.com/ipo-2 from the date of the Red Herring Prospectus till the Bid Offer/Closing Date.*

Overview

We are an Indian player serving global clients in critical energy transition equipment and power technologies. We provide high voltage electrical equipment and solutions for electrical grid connectivity and energy transition. We are a technology-driven company specializing in the provision of power products and solutions across power generation, transmission, distribution, and automation sectors. Additionally, we offer equipment and solutions tailored for emerging applications such as large-scale renewables. *(Source: Care Report).*

Our manufacturing facilities adhere to the quality standards required by our global conglomerate clientele, including those listed on the Fortune 500. Additionally, the Company's Test & Research Lab in Sangli holds ISO 17025:2017 accreditation from the National Accreditation Board for Testing and Calibration Laboratories ("**NABL**"), certifying it as an independent test laboratory that complies with both Indian and international standards for systems up to 765kV (*Source: Care Report*). For further details, please see "– *Research and Development*" on page 179.

We are among the few global manufacturers of critical high voltage equipment for High Voltage Direct Current ("**HVDC**") and Flexible AC Transmission Systems ("**FACTS**") networks. These equipment and networks form key components for energy transition from renewable sources to traditional power grids. With over two decades of experience in the energy transition space, we provide an extensive range of products crucial for effective power transmission and advanced power automation. Our offerings include reactors, transformers, line traps, instrument transformers, capacitor banks, converters, harmonic filters, and reactive power compensation systems. Additionally, our grid interconnection solutions feature technologies such as STATCOM and static var compensator systems ("**SVC**"). Our domestic and global footprint allows us to cater to both Indian and global customer bases. *(Source: Care Report)*

HVDC technology is transforming the landscape of energy transition equipment and power technologies by enabling efficient, long-distance power transfer with markedly reduced energy losses. This advancement is crucial for integrating renewable energy sources from remote locations, such as offshore wind farms and solar plants in remote regions, into urban areas. FACTS devices, including Static Synchronous Compensators ("**STATCOM**"), are pivotal in ensuring grid stability and reliability. They manage fluctuations from variable renewable energy sources through dynamic voltage regulation and reactive power compensation. The adoption of HVDC and STATCOM technologies is vital for the green energy transition, as they facilitate the efficient and stable integration of renewables into the power grid *(Source: Care Report).*

Our portfolio of high voltage products and solutions is critical for advancing and modernizing electrical networks. Our technologies are designed to enhance grid reliability and performance by providing critical support for power grid management and overall network stability. Engineered to meet the demanding requirements of contemporary electrical infrastructure, these products ensure optimal efficiency and resilience. Our high voltage solutions help to maintain and improve network performance, offering advanced capabilities to address the complexities of modern energy systems and assist operators in effectively managing power quality and operational reliability. *(Source: Care Report)*

Our product portfolio contributes to advancing decarbonization efforts, sustainability, and green energy initiatives. We offer a range of technology-driven products, comprehensive system solutions, and professional services tailored for the power sector. The customers we cater to run their operations across multiple key areas, including (i) power transmission, providing effective transfer of electricity over distances, (ii) power distribution, ensuring the delivery of electricity to end users, and (iii) power automation, integrating advanced technologies for efficient power management. We also specialize in grid interconnection equipment, which addresses infrastructure and devices needed to connect multiple power grids or electrical systems. This equipment is crucial for facilitating the smooth transfer of energy between various stages: from generation to transmission, and from transmission to distribution, ensuring that energy flows throughout the power system, promoting integration and consistent operation. *(Source: Care Report)* For details of our products and services, please see "- *Our Product Portfolio*" on page 161.

Our manufacturing operations in India are spread across two locations, including Sangli, Maharashtra, and Aluva, Kerala. As part of our global expansion, we acquired 51% of the share capital in Endoks Enerji Anonim Şirketi ("**Endoks**") in 2011, which has design, operation, assembly, project management, and delivery facilities in Ankara, Turkey. Pursuant to this acquisition, Endoks became our indirect subsidiary. For further details, please see "*About Endoks*" on page 154.

Our operating facilities are accredited as ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018 by TUV India Private Limited. Further, we comply with ISO standards for customer satisfaction, energy management, occupational health and safety, environmental management, quality management, and information security, reflecting our commitment in diverse operational areas. We have been awarded the status of a 'One Star Export House' in accordance with the provisions of the Foreign Trade Policy, 2023 by the Directorate General of Foreign Trade, Ministry of Commerce & Industry. *(Source: Care Report)*

As of September 30, 2024, we had 143 customers. Our end customers include power utilities, power industries, and renewable energy entities. We derive the majority of our revenue from our international markets. Our revenue from international markets was ₹ 1,179.99 million, ₹ 2,425.15 million, ₹ 1,948.30 million, and ₹ 1,356.51 million for the six-month period ended September 30, 2024 and for the financial years ended March 31, 2024, 2023, and 2022, which constituted 75.77%, 80.68%, 76.93%, and 74.27% of our total revenue from operations. For further details, please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 306.

The following table sets forth certain key performance indicators for the periods indicated below:

(₹ in million except per share data or unless otherwise stated)

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations(1)	1,557.38	3,005.97	2,532.50	1,826.38
EBITDA(2)	314.04	381.09	323.44	233.01
EBITDA Margin (%)(3)	20.16	12.68	12.77	12.76
PAT(4)	500.78	554.74	398.92	422.27
PAT Margin (%)(5)	27.41	16.74	14.58	19.94
Net worth(6)	2,386.26	1,903.25	1,756.57	1,602.93
ROE (%)(7)	20.99	29.15	22.71	26.34
ROCE (%)(8)	15.84	19.20	22.32	20.58
Debt - Equity Ratio(9)	0.11	0.20	0.06	0.07
Net Cash from/ (used in) Operating Activities(10)	164.37	515.16	443.05	85.35
Net Cash from/ (used in) Operating Activities/ EBITDA (%)(11)	52.34	135.18	136.98	36.63
No. of operating facilities (12)	7	7	7	7
International markets (no. of countries) (13)	100	100	92	90
Revenue from international markets (%)(14)	75.77	80.68	76.93	74.27
No. of Customers(15)	143	210	227	266
Revenue CAGR (%)(16)	N.A.	28.29		

As certified by Kishor Gujar & Associates, Statutory Auditors pursuant to their certificate dated February 20, 2025.

Notes:

1) *Revenue from operations is calculated as revenue from sale of products & services and other operating revenue as per the Restated Consolidated Financial Statements;*
2) *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;*
3) *EBITDA Margin is calculated as EBITDA divided by revenue from operations;*
4) *PAT represents total profit after tax for the year / period;*
5) *PAT Margin is calculated as PAT divided by total income;*
6) *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 as per SEBI ICDR Regulations.*
7) *ROE is calculated as PAT divided by Net worth*
8) *ROCE is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (6) above + total current & non-current borrowings– cash and cash equivalents and other bank balances;*

9) *Debt Equity Ratio: This is defined as total debt divided by total equity. Total debt is the sum of total current & non-current borrowings; total equity means sum of equity share capital and other equity;*
10) *Net Cash from/ (used in) Operating Activities means Net Cash from/ (used in) Operating Activities as per the Restated Consolidated Financial Statement.*
11) *Net Cash from/ (used in) Operating Activities / EBITDA % means ratio of Net Cash from/ (used in) Operating Activities to EBITDA*
12) *Number of operating facilities indicates the number of operations units of production/assembly.*
13) *International markets is the number of countries to which sales are made.*
14) *Revenue from international markets (%) is calculated as revenue from international markets divided by total revenue from operations.*
15) *Number of Customers indicate the number customers served by company.*
16) *CAGR = Compounded Annual Growth Rate.*

About Endoks:

Through our Subsidiary, Endoks, we provide energy solutions specializing in smart grid technologies and power quality management. Endoks focuses on industries, renewable energy integration, and grid modernization, and has developed systems that improve energy efficiency and ensure the stable operation of power networks.

The Endoks product portfolio includes solutions for energy monitoring, automation, and real-time control, addressing the needs of utilities, industrial plants, and commercial enterprises. Endoks utilizes technology and maintains a customer-focused approach to meet the global demand for energy and works to enhance grid stability and energy efficiency.

Our Strengths

Global energy transition and power technology player catering to diverse industry segments and poised to benefit out of global shift towards decarbonisation and adoption of renewable energy

We are a technology-driven company specializing in the provision of high voltage electrical equipment and solutions for electrical grid connectivity and energy transition across power generation, transmission, transition, distribution and automation areas. Besides, we offer equipment and solutions tailored for emerging applications such as large-scale renewables. (*Source: Care Report*)

We are among the few global manufacturers of critical high voltage equipment for HVDC and FACTS networks. These equipment and networks form key components for energy transition from renewable sources to traditional power grids. With supplies across 100 countries, we cater to various industries like automobiles, oil and gas industries, cement, chemical, renewables, traction & locomotives, steel & metal industries, power utilities in different markets spanning across 6 continents, thereby enabling us to be a global player. We offer equipment and solutions tailored for emerging applications such as large-scale renewables. Our product portfolio contributes to advancing decarbonization efforts, sustainability, and green energy initiatives. The adoption of HVDC and STATCOM technologies is vital for the green energy transition, as they facilitate the efficient and stable integration of renewables into the power grid. (*Source: Care Report*)

The energy transition sector plays an essential role in transmitting power on a regular basis to various distribution utilities. Both domestically and internationally, in order to keep up with the increasing generation capacity, the energy transition sector needs continuous capacity addition. Leveraging our knowledge, we offer tailored solutions to meet current industry demands while proactively anticipating future trends. For instance, in 2020, we supplied wave traps which are used in the renewable energy sector, anticipating a transition from fossil fuel-based energy to renewable energy sources.

The energy transition equipment and power technologies market is poised for significant growth in the coming decades (*Source: Care Report*). As governments and businesses around the world intensify their efforts to decarbonize the energy sector, the market for energy transition equipment will continue to expand, driven by technological advancements, supportive policies, and increasing public awareness of the need for climate action (*Source: Care Report*).

Further, the global transmission line market is also poised for a transformative shift as the power generation sector is moving towards more sustainable and energy-efficient energy sources. The cross-border energy transition and multilateral power trade around the world especially in USA, Europe, Middle East, and India are expected to attract investments in the sector and grow the sector (*Source: Care Report*). The market size consists of the entire supply chain of the power transmission sector, and is expected to grow at a CAGR of 6% from US$ 112,290 million in CY24 to US$ 143,467 million in CY28. (*Source: Care Report*)

As a global energy transition and power technology player with our robust sales presence across 100 countries, we are positioned to harness such sectoral growth and increase our sales.

Demonstrated track record of growth and financial performance for the six-month period ended September 30, 2024 and the last three fiscals

Our established presence, technological know-how and experience underscore our capacity to effectively grow in the critical energy transition equipment and power technologies sector, ensuring sustainable and reliable energy solutions for our clients. From a single operations unit in India in 2004 to 7 units today in India and abroad is indicative of our growth.

Our financial statements indicate a track-record of consistent financial performance. Our technology driven operations and low operational costs have resulted in comparatively higher operating margins. We have been able to scale our operations with limited capital expenditure and working capital to offer additional service offerings. Our business model has been profitable since inception of our Company and we have experienced continuous growth in our operations during the six-month period ended September 30, 2024 and over the financial years ended March 31, 2024, 2023 and 2022.

The following table sets forth certain key performance indicators for the periods indicated below:

(₹ in million except per share data or unless otherwise stated)

Particulars	**Six-month period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Revenue from Operations(1)	1,557.38	3,005.97	2,532.50	1,826.38
EBITDA(2)	314.04	381.09	323.44	233.01
EBITDA Margin (%)(3)	20.16	12.68	12.77	12.76
PAT(4)	500.78	554.74	398.92	422.27
PAT Margin (%)(5)	27.41	16.74	14.58	19.94
Net worth(6)	2,386.26	1,903.25	1,756.57	1,602.93
ROE (%)(7)	20.99	29.15	22.71	26.34
ROCE (%)(8)	15.84	19.20	22.32	20.58
Debt - Equity Ratio(9)	0.11	0.20	0.06	0.07
Net Cash from/ (used in) Operating Activities(10)	164.37	515.16	443.05	85.35
Net Cash from/ (used in) Operating Activities/ EBITDA (%)(11)	52.34	135.18	136.98	36.63
No. of operating facilities (12)	7	7	7	7
International markets (no. of countries) (13)	100	100	92	90
Revenue from international markets (%)(14)	75.77	80.68	76.93	74.27
No. of Customers(15)	143	210	227	266
Revenue CAGR (%)(16)	N.A.	28.29		

As certified by Kishor Gujar & Associates, Statutory Auditors pursuant to their certificate dated February 20, 2025.

Notes:

1) *Revenue from operations is calculated as revenue from sale of products & services and other operating revenue as per the Restated Consolidated Financial Statements;*
2) *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;*
3) *EBITDA Margin is calculated as EBITDA divided by revenue from operations;*
4) *PAT represents total profit after tax for the year / period;*
5) *PAT Margin is calculated as PAT divided by total income;*
6) *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 as per SEBI ICDR Regulations.*
7) *ROE is calculated as PAT divided by Net worth*
8) *ROCE is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (6) above + total current & non-current borrowings– cash and cash equivalents and other bank balances;*
9) *Debt Equity Ratio: This is defined as total debt divided by total equity. Total debt is the sum of total current & non-current borrowings; total equity means sum of equity share capital and other equity;*
10) *Net Cash from/ (used in) Operating Activities means Net Cash from/ (used in) Operating Activities as per the Restated Consolidated Financial Statement.*
11) *Net Cash from/ (used in) Operating Activities / EBITDA % means ratio of Net Cash from/ (used in) Operating Activities to EBITDA*
12) *Number of operating facilities indicates the number of operations units of production/assembly.*
13) *International markets is the number of countries to which sales are made.*
14) *Revenue from international markets (%) is calculated as revenue from international markets divided by total revenue from operations.*
15) *Number of Customers indicate the number customers served by company.*
16) *CAGR = Compounded Annual Growth Rate.*

The financial foundation positions us well within the dynamic landscape of the energy transition equipment, power technologies and distribution sector in India.

Diversified customer base of global businesses with long lasting relationships

Since our inception, we have ensured delivery of high-quality high voltage electrical equipment and solutions for electrical grid connectivity and energy transition and services. As of September 30, 2024, we had 143 customers. Our end customers include power utilities, renewable energy players and industries like automobiles, oil and gas industries, cement, chemical, renewables, traction & locomotives, steel & metal industries, power utilities.

Our customers have specific pre-approval criteria based on past experiences, test qualifications, and brand preferences. These factors significantly influence their purchase decisions, guiding them towards products and services that meet their standards and expectations. Our customers include large business conglomerates listed in Fortune 500 category. These customers are focused on technology, scale of operations, reliability and quality, particularly in energy projects undertaken by them. We have developed a long term business relationship with most of our customers which we believe is due to our quality and delivery of our products and services. Understanding the evolving needs of our customers allows for tailored offerings and potentially expanding order volumes.

Further, our portfolio comprises product offerings that span across domestic and international markets, enabling us to access our customers effectively. The key regions we cater to include Asia, Middle East, North America, South America, Australia and Europe. The breakdown of our revenue generated from our domestic and international markets, for the said financial periods, are indicated in the table below:

Markets	**Six-month period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (₹ *in million*)	**As a % of our total revenue from operations**	**Revenue (₹ *in million*)**	**As a % of our total revenue from operations**	**Revenue (₹ *in million*)**	**As a % of our total revenue from operations**	**Revenue (₹ *in million*)**	**As a % of our total revenue from operations**
Domestic	352.45	22.63	489.87	16.30	518.81	20.49	394.72	21.61
International	1,179.99	75.77	2,425.15	80.68	1,948.30	76.93	1,356.51	74.27
Other Operating Revenue	24.94	1.60	90.95	3.03	65.39	2.58	75.15	4.11
Total	**1,557.38**	**100.00**	**3,005.97**	**100.00**	**2,532.50**	**100.00**	**1,826.38**	**100.00**

Comprehensive product portfolio in the energy transition equipment and power technologies sector in India and abroad with high trade barriers

We began our operations by manufacturing reactors and transformers, and gradually expanded our portfolio in high voltage electrical equipment and solutions for electrical grid connectivity and energy transition. With over two decades of experience, we now provide a wide range of products, including reactors, transformers, line traps, composites, capacitor banks, harmonic filters, SVC Systems and reactive power compensation systems. We specialise in high voltage electrical equipment products and solutions across power generation, transmission, transition, distribution, and automation sectors. Our current product portfolio is divided into two categories, being, (i) power products and (ii) power quality equipments. For more details on our product offerings, please see "*Our Product Portfolio*" on page 161.

Set out below is the category-wise break-up of our revenue for the respective financial periods:

Particulars	**Six-month period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (₹ *in million*)	**As a % of our total revenue from operations**	**Revenue (₹ *in million*)**	**As a % of our total revenue from operations**	**Revenue (₹ *in million*)**	**As a % of our total revenue from operations**	**Revenue (₹ *in million*)**	**As a % of our total revenue from operations**
Power Products	698.04	44.82	1,238.60	41.20	849.01	33.52	615.84	33.72
Power Quality Equipments	834.40	53.58	1,676.42	55.77	1,618.10	63.89	1,135.39	62.17
Others	24.94	1.60	90.95	3.03	65.39	2.58	75.15	4.11
Total	**1,557.38**	**100.00**	**3,005.97**	**100.00**	**2,532.50**	**100.00**	**1,826.38**	**100.00**

Considering the potential loss quantum to customer in case of equipment malfunction and the critical nature of our products' applications and high precision requirements, our products and solutions are subject to and measured against and quality standards and rigorous product approval systems with stringent design, engineering and use specifications, which act as significant entry barriers for new players. Our products are customised, have a typical life of over 15 years and are used in long term critical energy projects. Any change in the vendor of the product may require significant time and expense on part of the customers, which acts an exit barrier and disincentives any such changes for them.

The power transmission sector, both in India and abroad, presents formidable barriers to entry, largely due to the capital-intensive nature of infrastructure development and stringent product specification frameworks. Establishing a foothold in this sector demands substantial financial resources for acquiring land, procuring equipment, and deploying skilled manpower. (*Source: Care Report*) Moreover, the complex approval procedures imposed by customers often prolong the entry process, adding further to the barriers. (*Source: Care Report*)

Additionally, existing players in the market often enjoy economies of scale and established networks, making it challenging for new entrants to compete effectively. Furthermore, the long gestation period associated with transmission projects and the inherent risks involved deter potential investors from venturing into the sector. (*Source: Care Report*) Consequently, despite the potential for lucrative returns, the high entry barriers in the power transmission sector serve as a significant deterrent for new players, necessitating careful strategic planning and substantial investment to navigate successfully. (*Source: Care Report*)

For example, establishing a manufacturing facility for STATCOMs requires substantial upfront investment in equipment, technology, and infrastructure. (*Source: Care Report*) Designing and manufacturing STATCOMs requires advanced technical knowledge in power electronics, control systems, and grid integration. (*Source: Care Report*) Companies with established expertise and intellectual property in these areas have a competitive advantage, making it challenging for new entrants to compete without similar capabilities. (*Source: Care Report*) Apart from this, utility track record of more than 5 years is required paired with raw materials constrains adds to the entry constraints. (*Source: Care Report*)

Meeting regulatory requirements and obtaining necessary certifications indeed pose significant challenges for new entrants into the energy transition equipment and power technologies sector, both domestically and internationally. These processes are often time-consuming and expensive, creating formidable barriers to entry *(Source: CARE Report).* Our Company has successfully overcome these challenges over the past two decades. Our commitment to compliance and quality assurance has enabled us to obtain the requisite certifications and approvals and adherence to industry standards. Furthermore, our products have undergone rigorous testing by end-users, affirming their performance and durability in real-world applications. Our experience in understanding, interpreting and adhering to these product specifications, ensures that cements us in an industry with high trade barriers.

Demonstrated record of strategic acquisitions along with an enhanced order book contributing to growth

Our Company has demonstrated a record of strategic acquisitions, to further enhancing our capabilities, asset base, customer reach, product offerings and expanding our reach in key markets. These strategic acquisitions significantly bolster our position in energy transmission sector, enabling us to offer more comprehensive solutions to our clients. As we integrated these businesses and assets into our operations, they have contributed to our growth trajectory, enhancing our capabilities and solidifying our market presence. We believe we have successfully integrated the acquired businesses and assets in our operations which has helped us to improve our position in the energy transition value chain.

Our Subsidiary, Quality Power Engineering Projects Private Limited, has acquired a 15.45% stake in Nebeskie Labs Private Limited ("**Nebeskie**"), a company based in Chennai, while our previous acquisitions of S&S Transformers & Accessories Private Limited ("**S&S Transformers**") and Endoks, have significantly contributed to diversifying our operations. These acquisitions align with our vision for growth and innovation. Nebeskie expertise in real-time monitoring and data analytics enhances our Industry 4.0 solutions, while Endoks's operations in energy transformation supports sustainability goals through the products offered by us. Additionally, S&S Transformers broadens our product categories by introducing cast resin transformers and medium voltage instrument transformers.

Further details and reasons for these acquisitions are outlined below:

i. Endoks: In 2011, we acquired 51% of stake in Endoks, located in Turkey, which is focused on the digital transformation of energy production, consumption, and distribution. The acquisition of Endoks has brought substantial benefits to our technology product portfolio such as expanding our presence in larger industrial markets, and also strengthening our capabilities in developing technologies crucial for the transition to renewable energy sources.

ii. S&S Transformers: In 2019, We acquired S&S Transformers, Aluva, Kerala providing end-user solutions to power distribution requirements worldwide. The acquisition helped us expand into new product categories, which includes cast resin transformers and medium voltage instrument transformers. As on date, S&S Transformers is a wholly owned subsidiary of our Company.

iii. EPEC: In 2022, We expanded our portfolio by acquiring Electrical Power Equipment Company, Bengaluru, to enhance our capabilities in delivering comprehensive end-user solutions for global power distribution. This strategic acquisition enabled us to enter the high voltage instrument transformer market, supported by established customer references, thereby strengthening our market position. The addition of advanced manufacturing equipment and testing facilities for producing instrument transformers up to 145kV is expected to significantly enhance our market impact by broadening our product offerings and meeting the growing demand for high voltage solutions.

iv. Plant and machinery from Toshiba: In 2022, we acquired key machinery and testing apparatus from Toshiba Transmission & Distributions Systems (India) Private Limited, Rudraram, Telangana, enhancing our manufacturing capacity for instrument transformers up to 400kV. This strategic acquisition supports our expansion efforts and strengthens our market position in the high-voltage transformer segment.

v. Nebeskie: In 2022, we made a minority investment in Nebeskie, a company based in Chennai specializing in real-time monitoring, data collection, edge analytics, visualization, and integration with enterprise systems tailored for 'Industry 4.0' solutions focused on infrastructure, mobility, and utility. We hold 15.45% of the share capital of Nebeskie through our subsidiary, Quality Power Engineering Projects Private Limited ("**QPEPPL**").

For further information, please 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 189.

We have entered into a share purchase agreement ("**SPA**") with Mehru Electrical and Mechanical Engineers Private Limited ("**Mehru**") and the promoters of Mehru (collectively, the "**Sellers**") for the acquisition of certain stake of Mehru. For further details see "*Objects of the Offer – Payment of the purchase consideration for the acquisition of Mehru Electrical and Mechanical Engineers Private Limited*" on page 78. We have also entered into an agreement with a U.S. based company to explore potential business opportunities aligned with our operations.

We have also entered into a memorandum of understanding with a U.S. based company to establish a collaborative partnership to address the requirements of transformers for the market in Northern America, apart from collaborating in other electrical product segments of mutual interest.

We are undertaking manufacturing assignments for equipment such as reactors, line traps, dry and oil filled transformers, instrument transformers, composites materials for electrical applications, reactive power compensation products and services, power conditioning and telecommunication products. Our acquisitions have helped us integrate across the value chain, by reaping the benefit set out above, which has in turn added to our value proposition. A value proposition, backed by our track record and technical expertise, has contributed to a robust order book.

Research and development capabilities to offer future ready solutions

Our ability and penetration of the energy transition equipment and power technologies sector is rooted in our experience, infrastructure availability and R&D which spans across more than two decades. We have spent a significant amount on research and development over the years. The following table sets forth our expenditure on research and development for the periods indicated below:

Metric	As at/ For the six-month period ended September 30, 2024	As at / For the Financial Year 2024	As at / For the Financial Year 2023	As at / For the Financial Year 2022
Cost incurred on research and development (₹ *in million*)	85.78	154.38	77.28	38.21
Cost incurred on research and development as a percentage of total expenses (%)	6.72	5.75	3.42	2.35

Apart from establishing operating facilities for HVDC and FACTS, we also provide reactors, transformers, instrument transformers, line traps, Edison composites, line tuners, and power quality solutions such passive, hybrid, and active systems to ensure reliable electricity supply.

Additionally, we possess testing equipment, including a 1600kV peak impulse generator, current transformers, potential transformers, and a capacitor voltage transformer unit. These components are dried in an air heating oven under high vacuum and strictly controlled conditions. This testing infrastructure ensures the seamless delivery of our products and supports the efficiency of our manufacturing operations.

The growing global demand for electricity, driven by population growth, industrialization, and urbanization, necessitates more efficient and advanced energy transition technologies like HVDC and FACTS to meet the increasing load requirements. HVDC technology facilitates the long-distance transmission of power from remote renewable energy generation sites to demand centres, and FACTS devices enhance grid stability and power quality, supporting the integration of variable renewable energy sources. They provide dynamic control to manage voltage, reactive power, and grid conditions. The Indian power quality products market is expected to grow at a CAGR of 9% in the period from 2023-2028. The industry is expected to grow from USD 798 million in 2023 to USD 1220 million in 2028. In 2028, capacitor banks will contribute around 28.7% of the market share followed by harmonic filters, SVCs, static synchronous (STATCOM), and others, at 19.1%, 13.3%, 5.4%, and 33.5%, respectively. Whereas the public utility market by application will continue to contribute the largest share at 46.1% followed by industrial and others at 31.3% and 22.7%, respectively, as of 2028 *(Source: CARE Report)*.

Management team with domain experience

We have an experienced and dedicated management team led by Thalavaidurai Pandyan, Bharanidharan Pandyan, Chitra Pandyan, and Mahesh Vitthal Saralaya, accompanied by Independent Directors including Shailesh Kumar Mishra, Pournima Suresh Kulkarni, and Rajendra Sheshadri Iyer. The management collective brings extensive industry experience in electrical grid infrastructure, and renewable energy distribution, ensuring our ability to capitalize on growth opportunities. Their leadership is supported by a skilled workforce proficient in energy transition equipment and power technologies, enabling the successful execution of projects. With heads of functional groups bolstering operations, risk management, finance, audit, and collections, alongside zonal heads for marketing, sales, and operations with regional expertise, we maintain business efficiency and foster operational growth across diverse sectors.

We have also cultivated a skilled workforce with specialized knowledge of energy transition systems. We invest in human capital through continuous training and development initiatives such as workshops, seminars, and on-the-job training, which are essential for nurturing employee growth and organizational success. Our training programs also help us train a workforce equipped with the upcoming industry trends and best practices. This enhances our operational efficiency and strengthens our competitive advantage in the industry. With a team possessing understanding and experience in energy transition equipment and power technologies, we have previously delivered innovative solutions and meet the evolving needs of our clients.

Further, our employee base is the key to our competitive advantage. Our employee value proposition is based on a strong focus on employee development, collegial environment, and competitive compensation. We believe that the skills and diversity of our employees give us the flexibility and agility to adapt to the future needs of our business.

Our Strategies

Focus on growth through organic and inorganic acquisitions

Our growth strategy focuses on strategic acquisitions and expanding into new markets, both domestically and internationally. We will continue to actively look for and evaluate acquisition opportunities which can complement, supplement or enhance our product offerings and add to our customer base and market reach. These acquisitions have helped us to establish and expand our control on the value chain of energy transition & power technologies. Our emphasis on inorganic growth & acquisitions is targeted towards adding capabilities, value chain enlargement, spreading product bouquet and de-risking our business model.

We have recently entered into a share purchase agreement ("**SPA**") with Mehru Electrical and Mechanical Engineers Private Limited ("**Mehru**") and the promoters of Mehru (collectively, the "**Sellers**") for the acquisition of 51% stake in Mehru. Mehru is a manufacturer of high voltage and extra high voltage specialty instrument transformers up to 400kV. Mehru's products, based on decades-tested designs and meeting IEC/IS and ANSI standards, have passed seismic withstand, fast transient, and internal arc tests. Mehru operates eight testing labs, including facilities for routine, raw material, and high-voltage partial discharge tests, accredited by the **NABL**. Mehru serves clients in 53 countries as of September 30, 2024. The acquisition enhances our business by enabling technology sharing, expanding our talent pool, growing our product portfolio, and broadening our market reach. The integration of technologies will accelerate innovation, while the combined expertise will improve problem-solving and strategic execution. The acquisition increases our market access, thereby increasing revenue potential and operational efficiency. It also diversifies our product portfolio, enhancing cross-selling opportunities and driving growth. Additionally, the newly acquired manufacturing locations will optimize production and distribution, improving supply chain efficiency and responsiveness to market demands.

By acquiring Mehru, we will integrate their expertise in instrument transformers into our operations, enhancing our product offerings. Mehru's advanced testing facilities will bolster our quality assurance capabilities. This acquisition will also expand our market reach and customer portfolio, leveraging Mehru's established international client base and aligning with our strategic goals of technological advancement and market expansion. For further details on our acquisitions, please refer to "*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 189.

Our strategic vision includes continued focus on organic and inorganic acquisitions that align with our core values and business objectives. These acquisitions will be targeted towards further enhancing our technological capabilities, expanding our global reach, and driving innovation in key sectors such as smart industries and sustainable energy solutions. Additionally, we aim to foster strategic partnerships and collaborations to accelerate our growth trajectory and strengthen our position in the evolving landscape of technology and energy sectors. These insights not only inform our strategic decisions but also enable us to innovate and adapt effectively, ensuring our competitiveness in the ever-evolving business landscape. For further details, please see "*Our Business - Research and Development*" on page 179.

As a result of the growing demand for electricity generation and transmission over longer distances, we are focused on expanding its footprint both domestically and internationally. Leveraging our expertise in HVDC and FACTS technologies, we aim to penetrate new markets and establish ourselves as a leading provider of innovative solutions. Our comprehensive understanding of global energy needs positions us to effectively address the evolving challenges faced by the energy sector worldwide.

Continue to focus on our research and development and engineering capabilities to develop innovative systems and solutions, as well as improve our manufacturing efficiencies.

We are committed to prioritizing research and development alongside engineering capabilities while enhancing manufacturing efficiencies. This strategic focus is crucial for our continued provision of high voltage electrical equipment and tailored solutions for electrical grid connectivity and energy transition to our customers. By investing in research and development initiatives, we ensure ongoing innovation, enabling us to meet the specific demands and requests of our clientele effectively. Additionally, our emphasis on engineering allows us to translate our research findings into practical solutions, further enhancing our ability to deliver bespoke products.

Our commitment to research and development remains integral to our growth strategy. We have successfully integrated our power products into the FACTS. Improving manufacturing efficiencies is integral to our strategy. Streamlining our production processes not only reduces costs but also enables us to deliver products to our clients promptly. This operational optimization is crucial for maintaining our competitiveness in the market and ensuring efficient response to the evolving needs of our clients. Moreover, enhancing manufacturing efficiencies allows us to allocate resources more effectively, supporting continued investment in research and development and engineering capabilities. For further details, please see "*Our Business - Research and Development*" on page 179.

Expand our operating facilities and increase our operating capacity

Since our inception in 2001, our operational reach has steadily grown, originating from Sangli, Maharashtra. Following this initial establishment, we expanded our operations by acquiring a manufacturing facility in Aluva, Kerala. Within Sangli, our factories are dedicated to producing HVDC components, reactors, and transmitters, fulfilling precise needs within the energy transition equipment and power technologies sector. Meanwhile, our Aluva facility specializes solely in the production of coils, enriching our product range and bolstering our operational capacities. For details pertaining to our acquisition, please see "– *Our Strengths – Demonstrated record of strategic acquisitions along with an enhanced order book contributing to growth*" on page 157.

We are proposing to set up a new facility for manufacturing high voltage electrical equipment in Sangli, Maharashtra. Our Board has pursuant to a resolution dated April 3, 2023, approved the setting up of a new manufacturing facility at Sangli, Maharashtra. Our Company has acquired the land parcels located at Plot No. E-05, MIDC, Kupwad, Sangli and Plot No. E-06, MIDC, Kupwad, Sangli. As on the date of this Prospectus, the establishment of the manufacturing facility is still in its preliminary stages. Our Company will take all requisite actions and implement the necessary procedures at the appropriate stages in relation to the setting up of the manufacturing facility, as and when applicable.

The establishment of the upcoming factory in Sangli is pivotal in our strategy to meet the escalating demand for our products, both domestically and globally. With a surge in orders from Indian customers, we are witnessing an unprecedented rise in demand, necessitating rapid equipment delivery. This surge in demand is mirrored on a global scale over the next five years, fuelled by the proliferation of renewable integration projects. Furthermore, to effectively manage such a large facility, establishing a reliable supply chain is imperative to meet daily requirements promptly.

Strategically, the establishment of the Sangli factory fits seamlessly into our product portfolio, representing a forward expansion into the instrument transformer product line. Leveraging synergies between the acquired manufacturing facility in Aluva, Kerala and our existing operations, such as shared customers and export markets, presents an opportunity to expand our market outreach. Moreover, the consolidation of common test and R&D facilities, along with design and marketing synergies, is expected to drive further efficiencies and facilitate sustainable growth.

Harness industry growth in the energy transition sector and grow our operations

HVDC transmission & transition has revolutionized the existing energy system in India (*Source: CARE Report*). Similarly, the increasing integration of renewable energy sources, such as wind and solar, into the U.S. grid has driven interest in HVDC transmission & transition systems (*Source: CARE Report*). The Middle East has been investing in renewable energy projects, including solar and wind power. HVDC systems can be instrumental in efficiently transmitting electricity generated from renewable sources, especially from remote areas with abundant renewable resources (*Source: CARE Report*). HVDC can efficiently transport power from remote renewable energy sites to demand centres, overcoming transmission challenges associated with long distances (*Source: CARE Report*).

This is advantageous for connecting remote renewable energy generation sites, such as offshore wind farms, to population centres where electricity demand is high (*Source: CARE Report*). The growth of renewable energy sources, such as wind and solar, requires effective integration into existing power grids (*Source: CARE Report*). HVDC technology facilitates the long-distance transmission of power from remote renewable energy generation sites to demand centres (S*ource: CARE Report*). The HVDC and FACTS market in India is expected to grow at a CAGR of 18% from USD 877 million in 2024 to USD 1,700 million in 2028 due to the increased focus on the addition of renewable energy in the mainstream electricity supply of the country (S*ource: CARE Report*). The quantum of the HVDC projects announced far exceeds the forecasted trajectory. India has planned HVDC projects with a current investment of 760,000 million. With the tendered orders an additional of ₹ 300,000 to ₹400,000 million. Is estimated to being added in the next 4 to 5 years. The estimated projects awarded in the market is sizeable and if executed and operationalised will result in addition to the market size of the industry in the medium to long term (S*ource: CARE Report).*

High voltage special power transformers account for 33.8% of the market size of the high voltage products market, the market size of high voltage special power transformers was at USD 17,704 million as of 2023. It grew at a CAGR of 5% from USD 14,327 million in 2019. (*Source: CARE Report*).

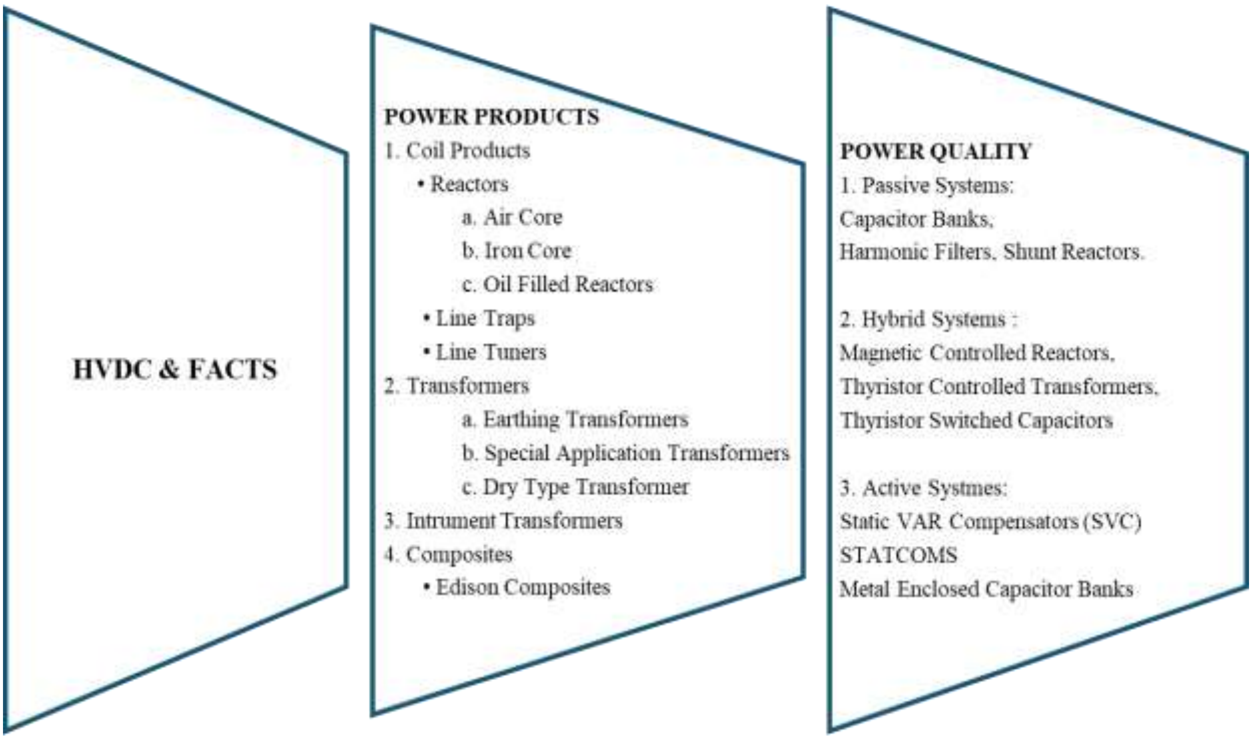
Our expertise positions us to capitalize on these opportunities, leveraging HVDC / FACTS systems to efficiently transport power from remote renewable energy sites to high-demand areas. As the renewable energy sector continues to expand, we are well-equipped to navigate the transition from traditional to renewable energy sources.

The establishment of the new factory in Sangli, Maharashtra coupled with our acquisition of Mehru, will empower us to strategically bundle products within our customer purchase portfolio. Moreover, the harnessing the potential of our R&D and test labs will streamline our product development process, enabling us to swiftly deliver cutting-edge products to the market.

Business Operations

Our Product Portfolio

Our Product portfolio comprises:



Set out below is the category-wise break-up of our revenue for the respective financial periods:

Particulars	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (₹ *in million*)	As a % of our total revenue from operations	Revenue (₹ *in million*)	As a % of our total revenue from operations	Revenue (₹ *in million*)	As a % of our total revenue from operations	Revenue (₹ *in million*)	As a % of our total revenue from operations
Power Products[(1)]	698.04	44.82	1,238.60	41.20	849.01	33.52	615.84	33.72
Power Quality Equipments[(2)]	834.40	53.58	1,676.42	55.77	1,618.10	63.89	1,135.39	62.17
Others[(3)]	24.94	1.60	90.95	3.03	65.39	2.58	75.15	4.11
Total	**1,557.38**	**100.00**	**3,005.97**	**100.00**	**2,532.50**	**100.00**	**1,826.38**	**100.00**

[(1)]Power Products include a range of power products such as reactors, line traps, transformers, and instrument transformers. We also provide line tuners, metal-enclosed capacitor banks, and composites.
[(2)]Power Quality Systems include static VAR compensators (SVC), STATCOMs, harmonic filters, capacitor banks, and shunt reactors.
[(3)]Includes export incentives, packaging, freight, exchange rate difference, testing, inspection and service & repairs, etc.

Power Products:

We provide high voltage electrical equipment and solutions for electrical grid connectivity and energy transition and within it, specializes in the production of High Voltage Products, specifically Special Transformers and Reactors. Our market presence is spread over India, Asia, Middle East, North America, South America, Australia and Europe. Special Transformers are designed for precise voltage and power needs, serving various industrial, commercial, and utility sectors. Reactors are essential components in power systems, assisting with functions such as voltage regulation, current limitation, and harmonic filtering.

Reactors:

i. Air Core Reactors: Air core reactors serve as vital components within power systems, efficiently regulating electrical parameters such as voltage and current. Capable of handling currents of up to 15000A and voltages as high as 765kV, these reactors offer precise control with a tolerance of approximately 0.25%. Their design eliminates the need for a magnetic core, utilizing air as the core medium around which the conductor windings are wound. This innovation minimizes losses associated with eddy currents and eliminates magnetic material saturation effects, resulting in higher efficiency and improved performance. Air core reactors provide flexibility with options for aluminum or copper windings and undergo rigorous testing, with capabilities tested up to 165kAp, ensuring reliability and efficiency in power transmission and distribution applications.

ii. Iron Core Reactors: Iron core reactors play crucial roles in reactive power compensation and harmonic filtering within electrical systems. Operating at voltages of up to 36kV, these reactors offer compact and self-ventilated options suitable for diverse applications. With choices between foil and cable winding options, they ensure flexibility and efficiency in design. Iron core reactors are engineered with harmonics-resistant designs, ensuring stable performance even in environments with non-linear loads. Moreover, they boast low acoustic emissions, making them suitable for installations where noise reduction is essential, thus cementing their significance in various industrial settings.

iii. Oil Filled Reactors: Oil-filled reactors are specialized electrical devices used for reactive power compensation and voltage regulation in power transmission and distribution systems. These reactors are capable of handling voltages up to 170kV and providing reactive power compensation up to 50MVAr. Featuring options for magnetic and non-magnetic shielding, they offer enhanced safety and performance in diverse operating conditions. Oil-filled reactors are designed to withstand high short-circuit currents and provide reactive power compensation in systems with fluctuating loads. With low acoustic emissions and compatibility with KNAN insulation fluid, oil-filled reactors are ideal for applications where noise reduction and environmental considerations are paramount.

Line Traps:

i. Line traps are passive electrical devices used in power transmission systems to control and mitigate the effects of high-frequency signals or noise on power lines. They are installed in series with the transmission lines and tuned to specific frequencies to block unwanted signals while allowing desired power frequencies to pass through. Line traps help maintain power quality, reduce interference, and ensure stable operation of the transmission system, especially in areas prone to electromagnetic interference or radio frequency interference.

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

Transformers:

i. Earthing Transformers: Earthing transformers are specialized transformers used to establish a neutral point in a power system and provide a path to the ground for fault currents. They are essential for maintaining the safety of electrical installations by preventing excessive voltages on equipment and ensuring proper grounding of the system. Earthing transformers are typically connected between the neutral point of a power transformer and the ground, allowing fault currents to flow safely away from the system.

ii. Special Application Transformers: Special application transformers are transformers designed for specific requirements or unique applications beyond standard voltage conversion. They may include transformers for variable voltage requirements, isolation transformers for sensitive equipment protection, or autotransformers for voltage regulation purposes. These transformers are customized to meet the specific needs of the application, ensuring optimal performance and reliability.

iii. Dry Type Transformers: Dry type transformers are transformers that use air or solid insulation instead of liquid insulation such as oil. They are commonly used in indoor applications where safety, environmental concerns, and space limitations are critical factors. Dry type transformers offer advantages such as reduced fire risk, minimal maintenance requirements, and environmental friendliness. They are widely used in commercial buildings, hospitals, data centres, and other facilities where safety and reliability are paramount.

Instrument Transformers:

Instrument transformers are devices used to measure electrical parameters such as voltage and current in power systems. They are typically used in conjunction with instruments such as meters, relays, and protective devices to monitor and control the electrical system. Instrument transformers include current transformers (CTs) for measuring current and potential transformers (PTs) for measuring voltage. These transformers step down high voltages and currents to levels suitable for measurement, ensuring accurate and safe operation of the measuring instruments.

Line Tuners:

Line tuners are devices used in power transmission systems to adjust the electrical impedance of transmission lines to match the impedance of the connected loads. They are installed at specific locations along the transmission line and tuned to specific frequencies to optimize power transfer efficiency and reduce reflections. Line tuners help improve system stability, reduce power losses, and enhance overall transmission line performance, especially in long-distance transmission lines where impedance matching is critical for minimizing voltage drop and maximizing power delivery.

Our Company employs just-in-time production techniques, ensuring that products are manufactured precisely when needed, rather than being made to stock. By synchronizing our manufacturing processes with customer demand, we minimize waste, reduce inventory costs, and enhance overall efficiency. This approach requires close collaboration with suppliers and a commitment to streamlined production processes, ultimately enabling us to deliver high-quality products in a timely manner while optimizing resource utilization. We further ensure rigorous quality control measures to ensure that our products meet the highest performance standards. Each unit undergoes thorough testing to ensure integrity and functionality before leaving our facilities.

In India, our products support the country’s rapid industrialization and infrastructural development. They cater to the growing demand for electricity across various sectors, including manufacturing, utilities, and renewable energy. Internationally, our presence in India, the Middle East, and Asia Pacific contributes to the development of global energy infrastructure, providing reliable solutions for power generation, transmission, and distribution.

<u>Metal Enclosed Capacitor Bank:</u>

A metal-enclosed capacitor bank is a specialized electrical device used for power factor correction and voltage support in electrical distribution systems. It consists of capacitors housed within a metal enclosure, along with associated protective and control equipment. These capacitor banks are typically installed in substations or alongside electrical distribution equipment. The metal enclosure provides protection against environmental factors such as dust, moisture, and physical damage, ensuring the longevity and reliability of the capacitors. Additionally, the enclosure enhances safety by preventing accidental contact with live components.

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

Composites:

Composites are used in insulation components to provide superior electrical insulation and resistance to environmental factors, ensuring safe and reliable operation. Composites are also employed in structural elements, offering high strength and durability while being lightweight, which facilitates easier installation. Additionally, advanced composites used in cooling systems help maintain optimal operating temperatures and extend equipment lifespan. Overall, the use of composites improves electrical performance, durability, and operational efficiency in high-voltage applications.

Power Quality Systems:

Power quality refers to the reliability and stability of electrical power supply, ensuring that it meets the requirements of connected electrical equipment. Various passive, hybrid, and active systems are employed to manage power quality issues and maintain efficient operation within electrical networks. Our power quality system products are sold in India, Asia, Middle East, North America, South America, Australia and Europe.

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

Static VAR compensators:

Static VAR Compensators ("**SVCs**") are power electronic devices used in electrical power systems to regulate voltage and improve power factor. They are part of the FACTS family of devices. SVCs are typically installed at substations or industrial facilities where voltage regulation and power factor correction are crucial. SVCs are composed of capacitors and reactors connected in series or parallel with the power system. They are controlled by thyristor-based switching devices to dynamically adjust the reactive power output. By injecting or absorbing reactive power into the system as needed, SVCs help stabilize voltage levels and improve the overall power quality.

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

Static synchronous compensator:

Static synchronous compensator ("**STATCOM**") are power electronic devices consisting of voltage-source converters that generate or absorb reactive power as needed to stabilize the voltage of the power system. Unlike traditional SVCs which use thyristor-based technology, STATCOMs utilize insulated-gate bipolar transistors to control the flow of reactive power.

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

Harmonic Filters:

Harmonic filters are specialized devices used in electrical power systems to mitigate harmonic distortion caused by non-linear loads. Non-linear loads such as computers, variable frequency drives, and LED lighting can introduce harmonics into the electrical system, which can degrade power quality and interfere with the operation of sensitive equipment. Harmonic filters are designed to selectively eliminate specific harmonic frequencies from the electrical system, thereby reducing harmonic distortion and maintaining power quality within acceptable limits. They typically consist of passive components such as capacitors, inductors, and resistors configured in various configurations such as series, parallel, or combination filters.

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

Capacitor Banks:

Capacitor banks are electrical devices designed to improve power factor and voltage stability in electrical power systems. They consist of a series of capacitors connected in parallel with the electrical distribution system. Capacitor banks are commonly used in industrial, commercial, and utility settings to compensate for reactive power and enhance overall system efficiency.

The primary function of capacitor banks is to provide reactive power support by injecting capacitive reactive power into the electrical system. This helps to balance the reactive power demand caused by inductive loads such as motors and transformers, thereby improving the power factor. By increasing the power factor, capacitor banks reduce the amount of reactive power drawn from the utility grid, leading to lower energy losses and improved voltage regulation.

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

Shunt Reactors:

Shunt reactors are vital components used in electrical power systems to stabilize voltage levels and compensate for capacitive reactive power. They are typically connected in parallel with transmission lines or distribution networks and operate continuously to absorb excess capacitive reactive power and thereby maintain voltage within acceptable limits.

The primary function of shunt reactors is to counteract the capacitance inherent in long transmission lines, especially at high voltages. Capacitive reactive power can lead to voltage instability and excessive voltage rise, particularly during light load conditions or when the network is lightly loaded. Shunt reactors provide a path for the flow of inductive reactive power, effectively neutralizing the effect of capacitive reactance and stabilizing the voltage profile of the system.

Use of our products

The following table is shows some of the indicative uses of our various products in different industries –

Particulars	Coil Products (Reactors / Line Traps)	Transformers Products (Special Transformers / Instrument Transformers)	Power Quality (Harmonic Filters / SVC / STATCOM)	Automation (IoT / Edge Computing)
Manufacturing and Engineering				
Metals	✓	✓	✓	✓
Cement	✓	✓	✓	✓
Chemicals	✓	✓	✓	✓
Paper	✓	✓	✓	✓
Manufacturing	✓	✓	✓	✓
Utility				
HVDC	✓	×	×	×
FACTS	✓	✓	✓	×
Renewables	✓	✓	✓	×
Substations	✓	✓	✓	✓

Particulars	Coil Products (Reactors / Line Traps)	Transformers Products (Special Transformers / Instrument Transformers)	Power Quality (Harmonic Filters / SVC / STATCOM)	Automation (IoT / Edge Computing)
Power Generation				
Thermal	✓	✓	×	×
Nuclear	✓	✓	×	×
Solar	×	✓	✓	×
Wind	×	✓	✓	×
Hydel	✓	✓	×	×
Mobility				
Railways	✓	✓	✓	×
EV	✓		✓	×
Oil & Gas	✓	✓	✓	×

Operating Facilities

Sangli, Maharashtra and Aluva (Cochin), Kerala

At our factories located at Sangli, Maharashtra and Aluva, Kerala, we specialize in the manufacturing of a comprehensive range of electrical equipment and components essential for modern power systems. Our diverse product portfolio includes reactors, line traps, transformers, instrument transformers, line tuners, metal enclosed capacitor banks, composites, SVCs, STATCOMs, harmonic filters, capacitor banks, and shunt reactors. Each product is verified to meet stringent quality standards and address various requirements such as voltage regulation, reactive power compensation, power factor correction, and enhancing power quality.

Ankara, Turkey

At our operating facilities in Ankara, Turkey, we specialize in the design, operation, assembly, and project management of essential electrical equipment for modern power systems. Our diverse product portfolio includes STATCOMs, SVCs, magnetic control reactors, and harmonic filters, each rigorously verified to meet high-quality standards and address critical needs such as voltage regulation and power factor correction.

Through our subsidiary, Endoks, we offer advanced energy solutions that focus on smart grid technologies and power quality management. Endoks is dedicated to enhancing industries, integrating renewable energy, and modernizing grids. It provides systems for energy monitoring, automation, and real-time control, serving utilities, industrial plants, and commercial enterprises. By leveraging cutting-edge technology and a customer-centric approach, Endoks contributes to grid stability and energy efficiency, meeting the global demand for reliable and sustainable energy.

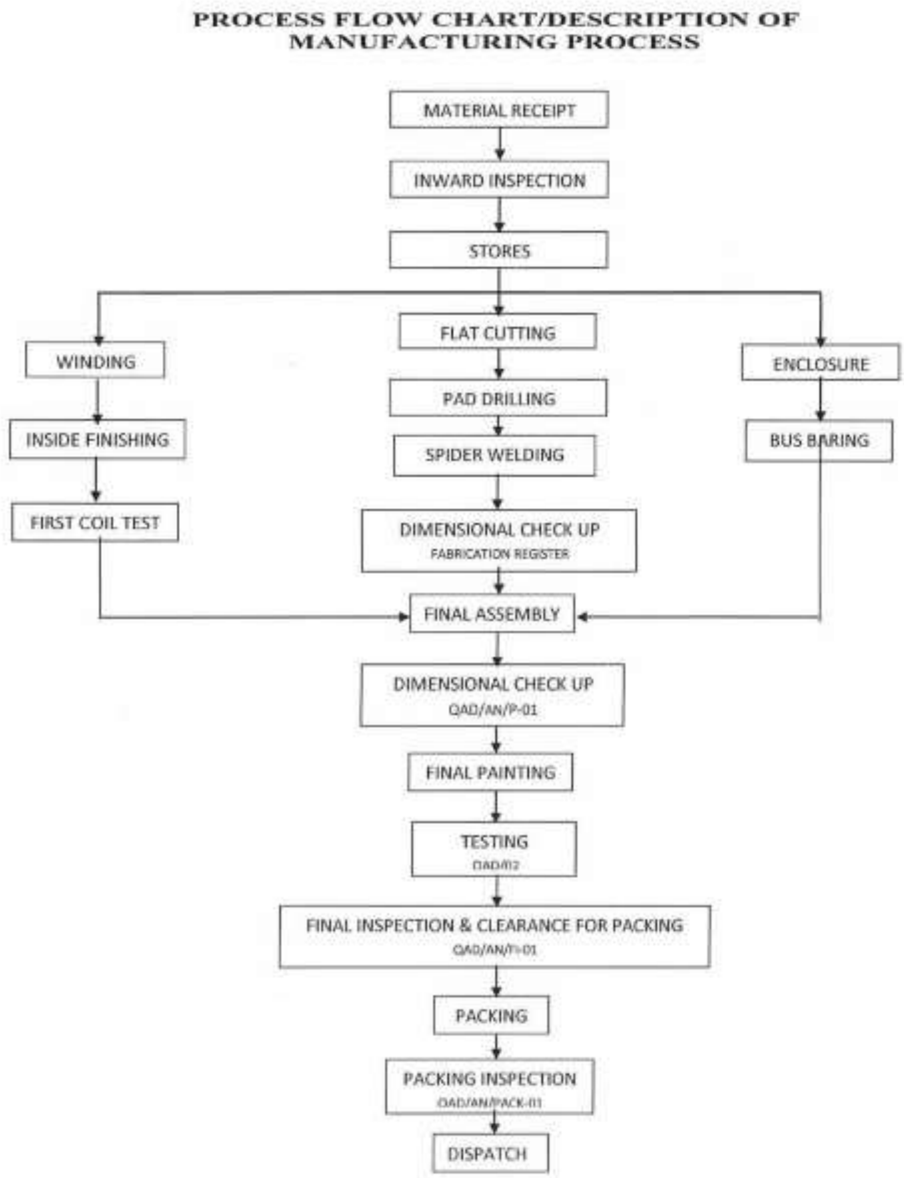
Our facilities are equipped with advanced machinery and majority of our facilities are located close to our key customers to enable us to better meet our customers' just-in-time delivery schedules. At the same time, our customers enjoy better economies of scale and logistical advantages, insulating them from local supply or similar disruptions.

Except for the land on which our operating facilities in Sangli are located which is leased by our Company, we confirm that the land on which all our Operating Facilities are located are owned by us.

Additionally, we confirm that the land on which all our operating facilities are located are non-agricultural lands.

Manufacturing Process

The following illustrates our manufacturing process:



The manufacturing process of the Company broadly comprises of winding, assembly, processing, painting, and testing.

Winding utilizes aluminium or copper conductors, depending on the design specifications of the equipment. Assembly configures components according to specific requirements, where they are arranged based on electrical and mechanical requirements. The equipment is then processed with resin or oil, painted for protection, and may undergo fabrication with aluminium or stainless steel to provide structural integrity. Testing ensures compliance with industry standards, confirming performance, safety and durability before dispatch. These steps guarantee the reliable operation of the Company's reactors and transformers.

Raw Materials and Suppliers

Our raw materials consist of metal (such as aluminium, copper, and steel), insulation materials, resins, power electronic semiconductors, insulators, capacitors, and switchgear components. As the equipment is tailored to meet project designs, the procurement of major raw materials occurs after obtaining customer purchase order or drawing approvals. This approach ensures that the materials acquired align precisely with the project requirements and specifications outlined by the customer.

In order to source equipment raw material, we rely on our relationships with a diversified group of suppliers in India and abroad, who supply us which comprise equipment such as power electronics components (e.g., thyristors, and insulated-gate bipolar transistor), capacitor banks (including capacitors and reactors), reactors (air-core or iron-core), control and Monitoring Systems (such as controllers, sensors, software), enclosures and cabinets, cooling systems (including fans, heat sinks, liquid cooling), high voltage and medium voltage equipment (including circuit breakers, switches), protection and safety devices (including relays, fuses, surge protectors) and other equipment, at competitive costs, while maintaining quality, which we believe gives us a competitive advantage as competition is largely from regional players. In addition, in scenarios where it is more feasible, we also source subcontractors locally, whenever commercially viable, and procure certain raw materials from local suppliers, where there is a cost advantage or to comply with local regulations.

Our procurement team comprises of 5 members. The head of procurement is responsible for leading, mentoring, and developing the team while ensuring compliance with all relevant regulations and standards. The assistant manager – procurement is tasked with optimizing inventory levels and procurement processes to align with demand without resulting in surplus. The procurement associates manage the sourcing, negotiation, and acquisition of goods and services, thereby ensuring the efficiency and cost-effectiveness of procurement operations. We have executed projects within India and globally with the focus on quality and completion within the stipulated costs of the customer. While identifying relevant suppliers, we follow a purchase check list as identified by relevant project manager which specifies the materials required, technical specifications and quality plans for the raw materials. We negotiate pricing and specifications with suppliers of these major equipment and typically enter into pre-bid arrangements for guaranteed pricing to manage volatility in floaters and inverter prices.

Inventory Management

Our inventory management system, facilitated by SAP, uses unique identification numbers for sales and purchase orders, allowing seamless tracking of order status and linking them to inventory transactions. Integration across SAP modules ensures data accuracy, and reporting tools provide insights for decision-making. The system supports just-in-time (JIT) inventory management and lean practices by minimizing excess stock and improving operational efficiency through real-time tracking, precise demand forecasting, and optimized supply chain management. The details of the process are listed below:

- *Creation of Sales Orders or Purchase Orders*: When a customer places an order for products or when procurement needs to purchase materials, a sales order or purchase order is created in SAP. Each order is assigned a unique identification number generated by the system.

- *Linking Orders to Inventory Transactions*: As the order progresses through the fulfilment process, various inventory transactions are recorded in SAP. These include goods receipt (for incoming materials), goods issue (for outgoing materials), and stock transfers (between different locations). Each transaction is linked to the corresponding order identification number.

- *Tracking Order Status*: With the unique order identification number, users can easily track the status of each order within SAP. They can monitor when materials are received into inventory, when goods are issued to fulfill customer orders, and any other relevant updates.

- *Integration with Other Modules*: The order identification numbers are integrated with other SAP modules such as sales and distribution for sales orders and procurement for purchase orders. This ensures consistency and accuracy of data across different functions within the organization.

- *Reporting and Analysis*: The order identification numbers facilitate reporting and analysis within SAP. Users can generate reports to analyze order fulfillment metrics, monitor inventory levels associated with specific orders, and identify any issues or bottlenecks in the process.

Marketing

The primary objective of our sales and marketing strategy is to effectively showcase our products and services, gain insights into customer needs, and deliver comprehensive solutions. We prioritize technical marketing initiatives, such as participating in trade shows and exhibitions. This approach allows us to engage directly with potential clients, demonstrate the value of our offerings, and gather feedback to refine our solutions. Our dedicated sales and marketing teams drive business development efforts, utilizing market intelligence, sales forecasting, and product pricing strategies to maximize opportunities. While our marketing personnel are salaried employees, we also invest in various promotional activities to expand our reach and market presence.

As of September 30, 2024, our sales and marketing team comprised of 18 members. These teams are supported by experts who create or customize service offerings to address specific customer needs, as well as a team of sales support professionals. Our sales teams work together with the relevant service or experts and our sales support team to pursue prospective customers. We have a proven track record of making significant investments in business promotion through our marketing efforts, which are centered around a multifaceted approach.

Customers

We serve customers from diverse industry segments. These entities play a crucial role in approving the products and brands necessary for each project they undertake. Notably, the contracts granted by these customers dictate the involvement of engineering, procurement, and construction ("**EPC**") companies, which vary for every project. This includes projects involving high-voltage substations, HVDC and FACTS. Our focus remains on meeting the needs and standards of these utilities to ensure the successful implementation of our offerings in their infrastructure.

Further, we adopt a consultative approach to our customers' needs and capabilities, which enables us to provide customized solutions to meet their economic goals. Our customers benefit from our relationships with suppliers which helps us execute projects for our customers efficiently and economically.

During the six-month period ended September 30, 2024 and the financial years ended March 31, 2024, 2023 and 2022, our top 10 customers contributed to the following:

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Revenue from operations (in ₹ million)	1,557.38	3,005.97	2,532.5	1,826.38
Percentage of our total revenue from operations (%)	55.36	58.17	55.69	52.66

We have effectively utilized relationships with our customers to bolster our order book. These relationships foster trust and loyalty, leading to consistent repeat orders. Understanding the evolving needs of these customers allows for tailored offerings, increasing satisfaction and potentially expanding order volumes. Overall, leveraging these established relationships has been instrumental in maintaining a stable and robust order book for our Company.

Our ability to provide wide quality products enables us to establish longstanding relationships with our customers and cross-sell our products. For instance, after successfully selling a reactor to customers located in Italy and United Kingdom we capitalized on this relationship to upsell additional products such as instrument transformers and capacitor banks in subsequent projects. Furthermore, we adopt a holistic approach to product bundling, combining different offerings such as line traps and reactors or reactors and transformers to provide enhanced value propositions to customers. By bundling complementary products, we not only optimize operational efficiency but also deliver comprehensive solutions that meet diverse customer needs.

Sub-contracting

In order to streamline our production and distribution processes, we have established subcontracting arrangements with packers for our products. These partnerships enable us to leverage specialized expertise and resources to ensure the highest quality packaging for our goods. By entrusting this aspect of our operations to trusted professionals, we can focus on core activities while maintaining efficiency and consistency in product presentation. These agreements also facilitate scalability, allowing us to adapt to fluctuating demand without compromising on quality or delivery timelines.

Information Technology

Information technology is one of the key pillars of our business. It serves as an important area for our business as it helps improving our overall productivity, customer service and risk management. We believe that a robust IT infrastructure is essential for ensuring strong operational efficiencies and enhancing productivity and continue to focus on building and improving our IT capabilities to better serve and support the growth of our business. As a result, over the years, we have implemented technology initiatives at the front-end and back-end of our operations, including our procurement, distribution and supply chain and point-of-sale systems. With data being the backbone and the key to strengthening our business model, all our processes are captured and integrated right from our raw material purchase to the sale to end consumers. Decisions are taken with the technology enabled tools, which are based on facts and help us constantly monitor processes on a day- to-day basis.

We have a secure IT infrastructure and applications supporting our business and strategic initiatives. Our business operates on enterprise resource planning system, electromagnetic field simulation software, computer-aided design software for several business applications. Further, our project managers use project management software for developing plans, assigning resources to task, tracking progress, managing budgets and analyzing workloads. We also use computer-aided design software for designing, simulation and analysis of our projects.

Manufacturing Capacity and Capacity Utilisation

The table below set forth a summary of the product-wise installed capacity and capacity utilization of our products manufactured at our operating units located in Sangli, Maharashtra and Aluva, Kerala for the periods stated:

Location: Sangli

Product	Unit of Measurement [(1)]	Six-month period ended September 30, 2024				Fiscal 2024				Fiscal 2023				Fiscal 2022			
		Installed Capacity [(1)]	Utilized Capacity [(1), (2), (3)]	% of Capacity Utilization	% of Capacity Utilization	Installed Capacity [(1)]	Utilized Capacity [(1), (2), (3)]	% of Capacity Utilization	% of Capacity Utilization	Installed Capacity [(1)]	Utilized Capacity [(1), (2), (3)]	% of Capacity Utilization	% of Capacity Utilization	Installed Capacity [(1)]	Utilized Capacity [(1), (2), (3)]	% of Capacity Utilization	% of Capacity Utilization
Coil Products [(4)]	**MVAR** (Mega Volt Amperes Reactive)	2,880	1,861	65	73	2,880	2,448	85	91	2,880	2,054	71	99	2,880	1,481	51	72
Transformers including Instrument Transformer [(5)]	**MVA** (Megavolt Ampere**)**	2,100	160	8		2,100	130	6		2,100	587	28		2,100	432	21	
Composites [(6)]	Tonnes (Metric Ton)	240	65	-	27	240	203	-	85	240	56	-	23	240	63.86		27

As certified by the independent chartered engineer by way of the certificate dated February 20, 2025.

Notes:

(1) The installed capacity and utilization cannot be effectively conveyed using numerical quantities due to the wide range of product sizes, which vary significantly from very small to very large. Therefore, using quantities as a measure for installed capacity and utilization is not suitable. Instead, employing product ratings like MVAR and MVA offers a more appropriate approach for presentation. Hence, installed capacity and utilized capacity of our product is represented in terms of product ratings like MVAR and MVA.
The calculation of installed capacity for the specified period is based on averaging the sizes of manufactured equipment and installed machinery. Since each product is custom-made for specific projects, exact capacity cannot be quantified due to variations in product size.

(2) The utilized capacity for the above period is determined by analyzing the production data of the company, representing equipment manufactured during the year.

(3) Utilized capacity is calculated as quantum of production in the relevant facility in the relevant Fiscal/ period, divided by the capacity available of relevant manufacturing facility during the relevant Fiscal/ period. Furthermore, capacity utilization has been computed without rounding off the installed capacity and actual production to nearest thousands. Other than composites, all other products are sold to external customers.

(4) Coil Products:
The utilization of Coil Products which includes reactors, line traps, and line tuners, has seen a rise in capacity utilization percentages. This upward trend indicates a growing demand for Coil products.

(5) Transformers
In fiscal year 2022, the capacity utilization for Transformer products, including instrument transformers, was 21%. By fiscal year 2023, this utilization increased to 28%. However, as the company specializes solely in manufacturing special-purpose transformers, the focus shifted towards meeting larger orders for coil products. Consequently, the capacity utilization for Transformers declined from 28% in fiscal year 2023 to 6% in fiscal year 2024.

(6) Composites
Edison Composites significantly improved its capacity utilization, increasing from 27% in fiscal year 2022 to 23% in fiscal year 2023, and then dramatically rising to 85% in fiscal year 2024. This remarkable increase is supported by the enhanced utilization of coil products, which has contributed to the overall rise in composite utilization.

Location Aluva, Kerala

Products	Unit of Measurement [(1)]	Six-month period ended September 30, 2024			Fiscal ended March 31, 2024			Fiscal ended March 31, 2023			Fiscal ended March 31, 2022		
		Installed Capacity	Utilized Capacity [(4)]	% of Capacity Utilization	Installed Capacity	Utilized Capacity [(4)]	% of Capacity Utilization	Installed Capacity [(3)]	Utilized Capacity [(3), (4)]	% of Capacity Utilization	Installed Capacity [(3)]	Utilized Capacity [(3)]	% of Capacity Utilization
Coil Products [(2)]	MVAR (Mega Volt Amperes Reactive)	72	29	41	72	72	100	-	-	-	-	-	-
Transformers including Instrument Transformer [(2), (5)]	MVA (Megavolt Ampere)	2,240	0.30	0.01	2,240	-	-	2,240	320	14	-	-	-

As certified by the independent chartered engineer by way of the certificate dated February 20, 2025.

Notes:

1) The installed capacity and utilization cannot be effectively conveyed using numerical quantities due to the wide range of product sizes, which vary significantly from very small to very large. Therefore, using quantities as a measure for installed capacity and utilization is not suitable. Instead, *employing product ratings like MVAR and MVA offers a more appropriate approach for presentation. Hence, installed capacity and utilized capacity of our product is represented in terms of product ratings like MVAR and MVA. The calculation of installed capacity for the specified period is based on averaging the sizes of manufactured equipment and installed machinery. Since each product is custom-made for specific projects, exact capacity cannot be quantified due to variations in product size. The capacity available for the above period is calculated based on the production data of the company*

2) *All products are sold to external customers or sold internally to Kupwad, Sangli Factory if required.*
3) *The factory commenced operations and production mid in 2023. The installed capacity for the above period is calculated based on the average size of equipment produced and installed machinery. Being a custom-made product to project, exact capacity cannot be quantified.*
4) *Capacity utilization is calculated as quantum of production in the relevant facility in the relevant Fiscal/ period, divided by the capacity available of relevant manufacturing facility during the relevant Fiscal/ period. Furthermore, capacity utilization has been computed without rounding off the installed capacity and actual production to the nearest thousands.*
5) *Transformers, including instrument transformers, experienced capacity utilization from 14% in fiscal year 2023 to 0% in fiscal year 2024 as in 2024, the production of transformer products is solely conducted at the Kupwad Sangli factory.*

Research and Development

Our operations are backed by a committed research and development team comprising of 3 employees based in India. Their primary responsibility is to conceive innovative and cost-efficient solutions aimed at enhancing the performance of our power projects. We employ cutting-edge technology and equipment, including centralized monitoring and maintenance systems, and analytics, to support our operations.

The responsibility of research and development is spread over various operational departments of the Company whose staff is also responsible for research and development within its department. The quality and testing departments of the Company also significantly contribute to the development efforts of newer ways of operational tasks for enhancing efficiency and quality. The staff in R&D department works as a coordinator between various operational departments for internal design, production, and testing etc., as well as collaborating with other group organizations.

Additionally, the Turkish subsidiary of the Company also has a research and development facility set up where 10 employees are engaged in the regular study for development of newer designs and methods of project assembly and project management.

A substantial portion of our resources is allocated to pioneering engineering initiatives focused on enhancing the efficiency of our solutions and services. We actively explore a variety of technologies to maintain a competitive advantage in our offerings. Our commitment to staying up to date with market innovations extends to both internal and external knowledge-sharing efforts.

Additionally, we significantly focus on and have incurred expenditure on research and development. The following table sets forth our expenditure on research and development for the six-month period ended September 30, 2024, and for Fiscals 2024, 2023 and 2022:

Particulars	As at/ For the six months period ended September 30, 2024	As at / For the Financial Year 2024	As at / For the Financial Year 2023	As at / For the Financial Year 2022
Cost incurred on research and development (₹ in million)	85.78	154.38	77.28	38.21
Cost incurred on research and development as a percentage of total expenses (%)	6.72	5.75	3.42	2.35

In the past, we made strategic investments in research and development by acquiring Nebeskie, a company based in Chennai, which specializes in real-time monitoring, data collection, edge analytics, visualization, and integration with enterprise systems tailored for ‘Industry 4.0’ solutions.

Quality Control

We are committed to enhance customer satisfaction by providing consistent quality products as per customer requirement and continual improvement in quality management systems. We have obtained 12 certifications for quality management system.

As on date of this Prospectus, we have obtained the following certifications for our factories and for our operating facilities:

Certificate	Issuer	Valid upto
ISO 17025 (Sangli)	NABL	June 29, 2025
ISO 9001:2015 (Sangli)	TÜV Rheinland (India) Private Limited	March 1, 2026
ISO 14001:2017 (Sangli)	TUV India Private Limited	September 9, 2025
ISO 45001:2015 (Sangli)	TUV India Private Limited	September 9, 2025
ISO 9001:2015 (Aluva)	TUV India Private Limited	April 30, 2026

Certificate	Issuer	Valid upto
ISO 14001:2015 (Aluva)	TUV India Private Limited	March 30, 2027
ISO 45001:2018 (Aluva)	TUV India Private Limited	March 30, 2027
ISO 10002:2018 Customer Satisfaction Management System (Turkey)	Ugmcert	November 16, 2025
ISO 50001:2018 Energy Management System (Turkey)	DCS Certification	March 12, 2025
ISO 14001:2015 Environment Management System (Turkey)	Netsert Certificate	November 3, 2025
ISO 9001:2015 Quality Management System (Turkey)	Netsert Certificate	November 3, 2025
ISO 27001:2022 Information Security Management System (Turkey)	DCS Certification	May 28, 2025

Transportation and Storage

Transportation

Our logistics operations are meticulously organized to ensure seamless inbound delivery, with the majority of suppliers delivering directly to our factory gates. This streamlined approach effectively minimizes handling and transportation costs while maximizing overall efficiency throughout our supply chain. Additionally, approximately 80% of our contracts operate on an ex-works basis, transferring responsibility for goods from the supplier to us at the supplier's premises. This arrangement affords us enhanced control over the logistics process, enabling us to optimize transportation routes and schedules to meet production demands efficiently. Recently, we have revised our purchase contracts to a cost, insurance, and freight (CIF) basis for delivery and our sales contracts to an ex-works basis.

Storage

We purchase raw materials only after receiving manufacturing clearance from our customers and only when required for immediate use. This approach minimizes surplus inventory, reduces associated costs, and ensures that resources are allocated prudently. By adhering to a demand-driven storage strategy and receiving raw materials as necessary, we optimize resource utilization, maintain operational efficiency, and support streamlined processes, contributing to overall cost-effectiveness.

Utilities

To maintain high-quality product standards and enhance machine productivity and longevity, our operating processes rely on uninterrupted, stable voltage power. The majority of our electricity needs are fulfilled through a combination of solar power and diesel generators.

Competition

We face competition in regional, national and international energy transition equipments and power technologies sector. Moreover, as we seek to diversify into new geographies, we face the risk that some of our competitors have a pan-India presence while our other competitors have a strong global presence. Our key competitors include GE T&D India Limited, Transformers & Rectifiers (India) Limited, Hitachi Energy India Limited and Siemens Limited (*Source: CARE Report*).

Insurance

We are covered by a comprehensive port package insurance policy for losses suffered by us, our customers and third-parties caused by accidents, fire, floods, riots, strikes and natural calamities. This insurance policy includes coverage for damage to our port facilities, equipment, machinery, buildings, other properties and loss of profits.

Safety, health and environmental regulations

We are subject to extensive, evolving and increasingly stringent occupational safety, health and environmental laws and regulations governing our operations. Our safety, health and environmental practices are being updated to adapt to the safety, health and environmental practices, rules and regulations of the geography we operate in. We have obtained the ISO 9001:2015 for 'design, development & manufacture of reactors, line traps, transformers, instrument transformers & reactive power compensation products & manufacture of FRP components', and ISO 14001: 2015 for 'design, manufacture and testing of reactors, line traps, dry and oil filled transformers, instrument transformers, composites materials for electrical applications, reactive power compensation products and services, power conditioning and telecommunication products'.

We have implemented work safety measures and standards to ensure healthy and safe working conditions for all the employees, contractors, and visitors. The HSE department interacts closely with the management and provides quality control reports directly to the management which ensures efficiency and quick turnaround of responses. We have incurred, and expect to continue to incur, operating costs to comply with such laws and regulations. We believe we are in compliance in all material respects with all applicable safety, health and environmental laws and regulations.

We are committed to ensuring that the appropriate resources are provided, and that appropriate actions are taken, to implement and maintain sustainable health, safety and environmental practices and effective management systems.

Properties

The following table sets forth details of our properties, as of the date of this Prospectus:

Sr. No.	State	Location / district	Address	Nature of holding
1.	Maharashtra	Kupwad, Sangli	Plot No. L-61, MIDC, Kupwad, Sangli	Leased
2.	Maharashtra	Kupwad, Sangli	Plot No. N-17-2, MIDC, Kupwad, Sangli	Leased
3.	Maharashtra	Kupwad, Sangli	Plot No. N-17-3, MIDC, Kupwad, Sangli	Leased
4.	Maharashtra	Kupwad, Sangli	Plot No. N-17-5, MIDC, Kupwad, Sangli	Leased
5.	Delhi	New Delhi	Flat No. 1002, 10th Floor, 3 Rohit House, Tolstoy Marg, Connaught Place, New Delhi – 110001	Leased
6.	Maharashtra	Kupwad, Sangli	Plot No. J-22, MIDC, Kupwad, Sangli	Sub-Leased
7.	Maharashtra	Kupwad, Sangli	Plot No. E-05, MIDC, Kupwad, Sangli**	Leased
8.	Maharashtra	Kupwad, Sangli	Plot No. E-06, MIDC, Kupwad, Sangli	Leased
9.	Kerala	Aluva	6/335, Chalakkal, Kuttamassery, Thottumugham, Aluva	Owned
10.	Ankara*	Yenimahalle	Plot No. 25, Ankara Yenimahalle Ergazi İmar	Owned
11.	Ankara*	Yenimahalle	Plot No. 8, Ankara Yenimahalle Ergazi İmar	Owned
12.	Ankara*	Yenimahalle	Plot No. 9, Ankara Yenimahalle Ergazi İmar	Owned
13.	Niğde*	Bor	Plot No. 151, Niğde Bor Seslikaya	Owned
14.	Niğde*	Bor	Plot No. 27, Niğde Bor Bahçeli	Owned
15.	Niğde*	Bor	Plot 298, Niğde Bor Bahçeli	Owned
16.	Niğde*	Bor	Plot 299, Niğde / Bor / Karamahmutlu/Kaya Burnu	Owned
17.	Niğde*	Bor	Plot No. 306, Niğde / Bor / Karamahmutlu/Kaya Burnu	Owned
18.	Niğde*	Bor	Plot No. 375, Niğde / Bor / Karamahmutlu/Kaya Burnu	Owned
19.	Niğde*	Bor	Plot No. 12, Niğde / Bor / Karamahmutlu/Everdi Yolu	Owned
20.	Niğde*	Bor	Plot No. 2, Niğde / Bor / Badak	Owned
21.	Niğde*	Bor	Plot No. 19, Niğde / Bor / Bor Bahçeli	Owned

**Located in Turkey*
***Possession yet to be received.*

We confirm that the abovementioned properties are located on non-agricultural lands.

Corporate social responsibility

Our Company 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 Company continuously seek to identify ways to broaden our commitments to CSR efforts and over the years, we have strived to serve communities through various initiatives and programs.

We are currently directing our efforts towards preventive cancer treatments in the regions where we operate. As part of this initiative, we have recently deployed a mobile mammography van equipped with cutting-edge technology to facilitate early detection of breast cancer. This van, accompanied by a rotary setup, will serve communities in Sangli and neighboring districts, providing convenient access to essential screening services. By bringing preventive healthcare directly to underserved areas, we aim to increase awareness, promote early detection, and ultimately reduce the burden of cancer in these regions.

Our CSR expenditure for the six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022, is as follows:

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
CSR expenditure (in ₹ million)	2.06	4.53	0.02	1.91
CSR expenditure as a percentage of our total revenue from operations (%)	0.13	0.15	0.00	0.09

Intellectual property rights

We consider our brand and intellectual property to be a valuable asset and we have certain trademarks registered in India. We have registered our trademark; '3' and '1' under Class 9 and 11, respectively, with the registrar of trademarks in India under the Trade Marks Act, 1999 which is currently valid. Further, our subsidiary, Endoks has six trademarks registered in its name.

Human Resources

As of September 30, 2024, we have in our employment 167 full-time employees and 325 contractual workers and we also have apprentices. A breakdown of our Company's and its subsidiary's department-wise employee strength as is below:

S. No.	Department	Number of employees
1.	Finance & Accounts	9
2.	HR & Admin	11
3.	IT	2
4.	Logistics	2
5.	Mechanical & Electrical Maintenance	2
6.	Material Movement	6
7.	Research and Development	3
8.	Production	49
9.	Purchase	5
10.	Quality Control	12
11.	Marketing & Sales	18
12.	Design and Engineering	16
13.	Trainees	32
Total		**167**

Our code of conduct policy, which is applicable to all our employees includes our policies on working environment, standard of conduct and employee benefits which are instrumental in maintaining good employee relations and employee retention. We identify, develop and retain our talent through an array of initiatives which include talent acquisition, learning and development, compensation and benefits, employee engagement and performance management.

KEY REGULATIONS AND POLICIES IN INDIA

The following is an overview of certain sector-specific relevant laws and regulations which are applicable to the business and operations of our Company. The information detailed in this section has been obtained from various statutes, regulations and/or local legislations and the bye laws of relevant authorities that are available in the public domain. The description of laws and regulations as set out below is not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and the judicial, regulatory, and administrative interpretations thereof, which are subject to change or modification by subsequent legislative and regulatory actions, administrative or judicial decisions. For details of government approvals obtained by our Company in compliance with these regulations, see 'Government and Other Approvals' on page 334.

Business Related Laws

Electricity Act, 2003

The Electricity Act, 2003 ("**Electricity Act**") was enacted to regulate the generation, transmission, distribution, trading, and use of electricity by authorizing a person to carry on the above acts either by availing a license or by seeking an exemption under the Electricity Act. Additionally, the Electricity Act states no person other than Central Transmission Utility or State Transmission Utility, or a licensee shall transmit or use electricity at a rate exceeding 250 watts and 100 volts in any street or place which is a factory within the meaning of the Factories Act, 1948 or a mine within the meaning of the Mines Act, 1952 or any place in which 100 or more persons are ordinarily likely to be assembled. An exception to the said rule is given by stating that the applicant shall apply by giving not less than 7 days' notice in writing of his intention to the Electrical Inspector and to the District Magistrate or the Commissioner of Police containing the particulars of electrical installation and plant, if any, the nature, and purpose of supply of such electricity. The Electricity Act also lays down the requirement of mandatory use of meters to regulate the use of electricity and authorizes the Commission so formed under the Electricity Act, to determine the tariff for such usage. The Electricity Act also authorizes the State Government to grant subsidy to the consumers or class of consumers it deems fit from paying the standard tariff required to be paid.

The Electrical Wires, Cables, Appliances and Protection Devices and Accessories (Quality Control) Order, 2003

The Electrical Wires, Cables, Appliances and Protection Devices and Accessories (Quality Control) Order, 2003 ("**Order**") prohibits the manufacture, storage for sale, sale and distribution of electrical wires, cables, appliances, protection devices (including low voltage switchgear and fuses) that do not conform to the standards specified in such order and that do not bear the standard mark issued by the Bureau of Indian Standards. The Order imposes a mandatory requirement on manufacturers to obtain a license for the use of the standard mark. The Central Government appoints an officer who is empowered to inspect any books, documents, search any premises, of any person or company engaged in manufacturing, storage, distribution, and sale of electrical equipment, he can require such persons to furnish information and samples and seize electrical equipment in contravention of the Order.

Legal Metrology Act, 2009

The Legal Metrology Act, 2009, as amended (the "**Metrology Act**") aims 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. 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 by each state.

Steel and Steel Products (Quality Control) Order, 2020 ("Quality Control Order 2020")

The Quality Control Order 2020 was notified by the Ministry of Steel, Government of India, to bring specified steel products under mandatory BIS certification. All manufacturers of steel and steel products are required to apply to the Bureau of Indian Standards for certification and ensure compliance with the Quality Control Order 2020.

Consumer Protection Act, 2019 and the rules made thereunder

The Consumer Protection Act, 2019 (the "**Consumer Protection Act**"), which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" under the Consumer Protection Act also includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums, and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

The Explosives Act, 1884 and the Explosives Rules, 2008

The Explosives Act, 1884 ("**Explosives Act**") is a comprehensive law which regulates by licensing the manufacturing, possession, sale, transportation, export and import of explosives. Under the Explosives Act, "explosive" means *inter alia* any substance, whether a single chemical compound or a mixture of substances, whether solid or liquid or gaseous, used or manufactured with a view to produce a practical effect by explosion or pyrotechnic effect. The Central Government may, for any part of India, make rules consistent with this act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use sale, transport, import and export of explosives, or any specified class of explosives. Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Explosives Act. In furtherance to the purpose of the Explosives Act, the Central Government has notified the Explosive Rules, 2008 to regulate the manufacture, import, export, transport and possession for sale or use of explosives.

Notification number 477(E) dated July 25, 1991, and Press Note 9 dated August 2, 1991, of the Ministry of Commerce and Industry, Government of India

The Ministry of Commerce and Industry, Government of India pursuant to its notification number 477(E) dated July 25, 1991 ("**Notification**") exempted certain industrial undertakings from the provisions of the Industries (Development and Regulation) Act, 1951 ("**Industries Act**") providing for licencing of industrial undertakings. Under the Industries Act an industrial undertaking means any undertaking pertaining to an industry (mentioned in the schedule to the Industries Act) that is carried on in one or more factories by any person or authority including the Government. Industries undertaking the manufacture of articles exempted from industrial license in terms of the Notification are required to submit an Industrial Entrepreneurs Memorandum ("**IEM**") for undertaking the manufacture of such exempted articles under the provisions of the press note no. 9 dated August 2, 1991.

Export Promotion Capital Goods Scheme, 2020

The Export Promotion Capital Goods Scheme (the "**EPCG Scheme**") provides that importers can benefit from reduced duties on the import of capital goods if they fulfil an export obligation to export a prescribed amount of their goods manufactured or services rendered (such amount being a multiple of the duty saved) within a specified period. Export obligations can be fulfilled by either through direct exports or through third parties. An EPCG authorization holder shall be liable to pay custom duties along with interest custom in the event of nonfulfillment of prescribed export obligations.

Industrial and Labour Laws

The Factories Act, 1948 (the "Factories Act")

The Factories Act, 1948, as amended (the "**Factories Act**"), defines a "factory" to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each State Government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 ("**CLRA**") regulates the employment of contract labour in certain establishments. The CLRA provides that the appropriate Government may, after consultation with the Central or State Advisory Boards (constituted under the CLRA), prohibit employment of contract labour in any process, operation or other work in any establishment.

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments' acts, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

In addition to the Factories Act, the CLRA and the local shops and establishments legislations, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

- Employee's Compensation Act, 1923.
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
- Employees' State Insurance Act, 1948.
- The Equal Remuneration Act, 1976.
- Maternity Benefit Act, 1961.
- Minimum Wages Act, 1948.
- Payment of Bonus Act, 1965.
- Payment of Gratuity Act, 1972.
- Payment of Wages Act, 1936.
- The Child Labour (Prohibition and Regulation) Act, 1986.
- The Labour Welfare Fund Act, 1965.
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, namely:

i. The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

ii. The Code on Wages, 2019 received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.

iii. The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code proposes to provide for, *among other things*, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.

iv. The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

Environment Laws

Environment Protection Act, 1986 (the "EP Act") and the Environment Protection Rules, 1986 (the "EP Rules") read with the Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EP Act has been enacted with an objective of protection and improvement of the environment and for matters connected therewith. As per the EP Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EP Act, including the power to direct the closure, prohibition or regulation of any industry, operation, or process. The EP Rules prescribes the standards for emission or discharge of environmental pollutants from industries, operations, or processes through prohibitions and restrictions on the location of industries as well as on the handling of hazardous substances in different areas for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")

The Air Act provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the state pollution control board declare, any area or areas within the State as air pollution control area or areas for the purposes of the Air Act. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. Further, under section 22 of the Air Act, no person operating any industrial plant in any air pollution control area shall discharge or permit or cause to be discharged the emission of any air pollutant in excess of the standards laid down by the state pollution control board. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

The Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards ("**State PCB**"), to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the "Hazardous Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage, and disposal of hazardous waste. Under the Hazardous Waste Rules, "hazardous waste" *inter alia* means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier 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 or third party resulting from the improper handling and management and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

Laws Relating to Taxation

The Goods and Services Tax ("**GST**") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the State Government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 ("**CGST**"), relevant state's Goods and Services Act, 2017 ("**SGST**"), Union Territory Goods and Services Act, 2017 ("**UTGST**"), Integrated Goods and Services Act, 2017 ("**IGST**"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (the "**Income Tax Act**") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing, or arising in India or deemed to have been received, accrued, or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

Under the Customs Act, 1962 the Central Government has the power to prohibit either absolutely or subject to such conditions, the import or export of goods of any specified description. Further, the Central Government may specify goods of such class or description, if it is satisfied that it is necessary to take special measures for the purpose of checking the illegal import, circulation, or disposal of such goods.

Foreign Investment and Trade Regulations

Foreign Investment Regulations

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999, as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time (the "**Consolidated FDI Policy**"). Under the current Consolidated FDI Policy, foreign investment in manufacturing sector is under automatic route. Further, a manufacturer is permitted to sell its products manufactured in India through wholesale and/or retail, including through e-commerce, without Government approval.

Foreign Trade (Development and Regulation) Act, 1992 (the "FTA")

The FTA seeks to provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTA provides that no person shall make any import or export except under an importer-exporter code number ("**IEC**") granted by the Director General of Foreign Trade, Ministry of Commerce ("**DGFT**"). The IEC granted to any person may be suspended or cancelled *inter alia* in case the person contravenes any of the provisions of FTA or any rules or orders made thereunder or the DGFT or any other officer authorized by him has reason to believe that any person has made an export or import in a manner prejudicial to the trade relations of India. Any person who makes any export or import in contravention of any provision of this Act or any rules or orders made thereunder, or the foreign trade policy would become liable to a penalty under the FTA.

Intellectual Property Laws

Trade Marks Act, 1999 ("Trade Marks Act")

The Trademarks Act governs the statutory protection of trademarks and prohibits any registration of deceptively similar trademarks, among others. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label and heading, and to obtain relief in case of infringement of such marks. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trademarks Act, an application for trademark registration may be made before the Trademark Registry by any person claiming to be the proprietor of a trade mark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration are required to be restored. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010 ("**Trademark Amendment Act**") simultaneous protection of trademarks in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark Amendment Act also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice.

The Copyright Act, 1957 and the Copyright Rules, 2013 (the "Copyright Rules")

The Copyright Laws governs copyright protection in India. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Laws acts as prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

The Patents Act, 1970 (the "Patents Act")

The Patents Act governs the patent regime in India. A patent under the Patents Act is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, and importing the patented product or process or produce that product. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention must satisfy the requirements of novelty, utility, and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as "*Quality Power Electrical Equipments Private Limited*" under the provisions of the Companies Act, 1956 pursuant to a certificate of incorporation dated September 20, 2001, issued by the Registrar of Companies, Pune, Maharashtra. The name of our Company was subsequently changed to "*Quality Power Electrical Equipments Limited*", upon conversion into a public company, pursuant to a board resolution dated February 15, 2024, and a shareholders' resolution dated March 23, 2024, and a certificate of change of name was issued on June 14, 2024 by the Registrar of Companies, Pune.

Changes in the registered office of our Company

Except as disclosed below, there has been no change in the registered office of our Company since its incorporation.

Date of change	Details of change in the registered office	Reasons for change
April 1, 2009	The registered office of our Company was shifted from 153, Balajinagar Kupwadroad, Sangli 416416, Maharashtra, India to Plot No. L-61, M.I.D.C Kupwad Block, Sangli – 416 436 Maharashtra, India.	For operational and administrative convenience

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

1. *To manufacture, process sell, purchase, import, export, indent, invent, design, develop, repairs or to deal in all types of reactors, transformers, special purpose transformers, capacitors and related electrical equipments.*

2. *To carry on the business of dealing in high voltage electrical equipments, control panels, automatic and semi automatic isolators.*

Amendments to our Memorandum of Association in the last 10 years

Set out below are the amendments to our Memorandum of Association in the last 10 years:

Date of Shareholder's resolution/ Effective date	Particulars
January 3, 2024	Clause V of our Memorandum of Association was amended to reflect the sub-division of equity shares of face value of ₹ 1000 each of our Company into Equity Shares of face value of ₹ 10 each.
	Clause V of our Memorandum of Association was amended to reflect the increase in the authorised from ₹ 1,500,000 consisting of 150,000 Equity Shares of face value of ₹ 10 each to ₹ 1,000,000,000 consisting of 100,000,000 Equity Shares of ₹ 10 each.
March 23, 2024	Clause I of our Memorandum of Association was amended to the reflect the conversion of our Company from a private limited company to a public limited company and consequent change in name of our Company from *"Quality Power Electrical Equipments Private Limited"* to *"Quality Power Electrical Equipments Limited"*.

Major events and milestones of our Company

The table below sets forth some of the key events in our history:

Calendar Year	Milestone
2001	Incorporation as private limited company under the name, "*Quality Power Electrical Equipments Private Limited*".
2011	Acquisition of Endoks Enerji Anonim Şirketi, Turkey by one of our Subsidiary i.e. Quality Power Engineering Projects Private Limited.
2019	Acquisition of S&S Transformers & Accessories Private Limited
2022	Takeover of business of Electrical Power Equipment Company, Bangalore
	Investment in Nebeskie Labs Private Limited by our Subsidiary, Quality Power Engineering Projects Private Limited by purchasing 15.45 % of the share capital of Nebeskie Labs Private Limited.
2024	Conversion into a public limited company, under the name "*Quality Power Electrical Equipments Limited*"

Awards, accreditations and recognition

The table below sets forth some of the key awards, accreditations and recognition received by our Company:

Calendar Year	Awards, accreditations and recognition
2014	Received a Certificate of Appreciation in the category of Bare space up to and including 100 sq.m. in the Best Stall Contest by the International Exhibition of Electrical and Industrial Electronics Industry.
2014	Received the Western Region Award for 2011-2012 as a 'Small Enterprise' in the product group of 'Electric Motors, Generators and Transformers and Parts' for outstanding contribution to Engineering Exports during the year 2011-2012 by EEPC India.
2014	Received the Export Excellence Award 2012-2013 as a 'Small Enterprise' in the product group of 'Electric Motors, Generators and Transformers and Parts' for outstanding contribution to Engineering Exports during the year 2012-2013 by EEPC India.
2023	Accorded the status as a 'One Star Export House' in accordance with the provisions of the Foreign Trade Policy, 2023 by the Directorate General of Foreign Trade, Ministry of Commerce & Industry.

Significant financial and strategic partnerships

Our Company does not have any significant financial or strategic partnerships as on the date of this Prospectus.

Time/cost overrun in setting up projects

We have not experienced any reportable time or cost overrun in respect of our business operations as on the date of this Prospectus.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

As on the date of this Prospectus, there have been no instances of rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our borrowings from lenders.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation, location of projects

For details of key services offered by our Company, entry into new geographies or exit from existing markets or capacity/facility creation, location of projects, see "*Our Business*" on page 152.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Except as stated below, our Company has not made any material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc., during the 10 years immediately preceding the date of this Prospectus:

Divestment of shares and liquidation of Quality Power (UK) Limited

Quality Power UK Limited was incorporated on August 1, 2011 where the subscribers to the Memorandum of Association were our Company, holding 510 equity shares, Mark Lawrence Smith, holding 300 equity shares, Bharanidharan Pandyan, holding 100 equity shares and Thalavaidurai Pandyan, holding 90 equity shares each. Due to the cessation of business operations by Quality Power (UK) Limited, our Company via a board resolution dated March 14, 2017, undertook a liquidation process. As part of this process, 157,500 equity shares, with a total value of ₹ 13,020,984 held in Quality Power (UK) Limited were disposed off by our Company. Since the disinvestment of shares was pursuant to a liquidation process, there was no requirement for undertaking the valuation process and obtaining a valuation report thereof.

Takeover deed dated February 10, 2022, entered into between Deepak Balaram (legal heir of the proprietor of Electrical Power Equipment Company since the demise of late T.R. Balaraman) and our Company (the "Deed")

Our Company entered into a takeover deed dated February 10, 2022, with Deepak Balaram for running the business of Electrical Power Equipment Company, Bangalore ("**EPEC**"). EPEC was engaged in the business of manufacturing and marketing activities, including manufacturing and sale of current and potential transformers (CTs and PTs) of up to 145kW. Following Mr. T.R. Balaram's demise on May 3, 2021, the legal heirs transferred all assets of EPEC to our Company represented by Bharanidharan Pandyan. Pursuant to the terms of this Deed, Deepak Balaram's family shall refrain from manufacturing or marketing the products, directly or indirectly in India or abroad for a minimum period of five (5) years. The transfer of the entire business by Deepak Balaram to our Company has been undertaken at a consideration amounting to ₹ 10.86 million. There was no valuation conducted for the purposes of this acquisition. There was no relationship between the sellers and our Company, our Promoters and members of the Promoter Group. The effective date of transfer was on February 10, 2022.

Shares sale deed entered into between Mohamad Yusuf Kunju, Safia Mohamed Kunju, Shaji Yusuf Kunju and Sheeja Yusuf Kunju (the "Owners") and our Company dated January 22, 2019 (the "Shares Sale Deed") for S&S Transformers & Accessories Private Limited

Pursuant to the Shares Sale Deed, the Owners, who are the legal owners of the unquoted shares of S&S Transformers & Accessories Private Limited, Aluva, Kerala, have sold their entire shareholding of 116,350 equity shares to our Company for a total consideration of ₹ 10.24 million which was paid to the owners, in the proportion of the shares held by them, at a transfer price of ₹ 88 per equity share which was recorded on the valuation date i.e. December 31, 2018. S&S Transformers & Accessories Private Limited became a wholly owned subsidiary of our Company pursuant to the aforesaid acquisition. The consideration amount was arrived at by way of a valuation report dated August 20, 2016, issued by MECC Associates, registered valuers. There was no relationship between the sellers and our Company.

Share purchase agreement dated April 25, 2024 entered into between Mehru Electrical and Mechanical Engineers Private Limited, Sudhir Prakash Sharma, Asha Sharma, Sandeep Prakash Sharma, Mandeep Prakash Sharma and Monica Sharma (collectively, the "Sellers") and our Company read with the Letter of Extension dated July 24, 2024 ("Mehru SPA")

Pursuant to the Mehru SPA our Company has agreed to acquire 522,750 equity shares from the sellers for a cash consideration of ₹ 1,200.00 million aggregating to 51% of the shareholding of Mehru Electrical and Mechanical Engineers Private Limited and Mehru will become a subsidiary of our Company.

The Mehru SPA will take effect place prior to the expiry of forty-five (45) days from the date of the listing of Equity Shares of our Company or the long stop date i.e. expiry of twelve (12) months from the date of execution of the Mehru SPA. Additionally, within fifteen (15) days of the date of execution of the Mehru SPA or after May 21, 2024, the parties above named would be required to enter into a shareholder's agreement. The Letter of Extension dated July 24, 2024, extends the period for entering into a shareholder's agreement from May 21, 2024, to November 21, 2024. Additionally, a Second Letter of Extension dated January 14, 2025, extends the period for entering into a shareholder's agreement to March 30, 2025. The consideration amount was arrived at by way of a valuation report dated August 17, 2024, issued by M/s Awati & Associates. There is no relationship between the sellers and our Company. The effective date of the agreement will be decided once the transaction is consummated.

For further details, please see "*Objects of the Offer*" on page 76.

Summary of Key Agreements and Shareholders' Agreement

Share subscription cum shareholders agreement dated October 21, 2022 (the "SSCS Agreement") entered into between Nebeskie Labs Private Limited ("NLPL"), Rahul Dev Mandal, Anik Bose, Chaitanya Sanjeev Sadhale (together, the "Promoters"), Shikha Kumari, Ayan Basu Nath (together, the "Existing Shareholders"), Kumar Abhishek, Priti Saha, Foundation for SandboxStartup Initiatives (hereinafter referred to as the "Existing Investors") and our Subsidiary, Quality Power Engineering Projects Private Limited ("QPEPPL"), Vera Energy Systems Pty Ltd, J. Hasan Mydin, Nikhil Sunil Chawhan and Dr. S Umashankar (hereinafter referred to as the "New Investors")

QPEPPL, jointly with the other Investors, has entered into the SSCS Agreement with NLPL and the Existing Shareholders to invest and purchase the equity shares of NLPL in line with the expansion programme and the business plans of the NLPL. The New Investors proposed to invest a sum of ₹ 28.01 million towards an allotment of 5,085 equity shares of NLPL at a price of face value of ₹ 10, at a premium of ₹ 5,498 per equity share. QPEPPL has invested ₹ 14.50 million towards allotment of 2,633 equity shares of NLPL. This Agreement also mentions certain restrictions on the transfer of equity shares by the Promoters.

The SSCS Agreement includes exit right for investors by way of: (a) an initial public offering of NLPL at a mutually agreed minimum valuation within 5 years from the date of closing; and (b) strategic sale of the equity shares at a price acceptable to the Investors within six years from the date of closing, only upon failure of the occurrence of the initial public offering of NLPL. The SSCS also provides a drag along option to the Investors in the event the NLPL and the Existing Investors fail to provide an exit, pursuant to which the Investors have the unilateral right to sell their shares to any third party and the right to drag along with promoters requiring the promoters to sell whole or part of their equity shares, if required by such third party, to enable an exit by the Investors.

Other material agreements

As on the date of this Prospectus, our Company has not entered into any subsisting material agreements with strategic partners, joint venture partners and/or financial partners other than in the ordinary course of business of our Company.

Our Company, Promoters and shareholders do not have any inter-se agreements/ arrangements and clauses / covenants which are material in nature and that there are no clauses / covenants which are adverse / pre-judicial to the interest of the minority / public shareholders. There are no other agreements, deed of assignments, acquisition agreements, Shareholders' Agreement, inter-se agreements, agreements of like nature other than disclosed in this Prospectus.

There are no other agreements/ arrangements and clauses / covenants in the agreements entered into by our Company, which are material, and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in this Prospectus.

There are no agreements entered into by our Company pertaining to the primary and secondary transactions of the securities of the Company including any financial arrangements thereof. Further, there are no findings/ observations of any of the inspections by SEBI or any other regulatory. Additionally, this Prospectus includes all the material covenants of the agreements disclosed hereunder.

Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale

There have been no guarantees issued by our Promoters offering their Equity Shares in the Offer for Sale to third parties.

Agreements with Key Managerial Personnel or Senior Management Personnel or Directors or Promoters or any other employee

As on the date of this Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Management Personnel or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Holding company

As on the date of this Prospectus, our Company has no holding company.

Other Confirmations

There are no material clauses of our Articles of Association that have been left out from disclosures having bearing on this Offer or this Prospectus.

There are no special rights, including nominee/ nomination rights available to the Shareholders of our Company as on the date of this Prospectus.

Subsidiaries of our Company

As on the date of this Prospectus, our Company has two direct Subsidiaries and one step down Subsidiary. For further details with respect to our Subsidiaries, see "*Our Subsidiaries*" on page 192.

OUR SUBSIDIARIES

As on the date of this Prospectus, our Company has two direct Subsidiaries and one step down Subsidiary.

I. Direct Subsidiaries

Quality Power Engineering Projects Private Limited ("QPEPPL")

Corporate Information

QPEPPL was incorporated as a private limited company on October 14, 2009, under the Companies Act, 1956 with Registrar of Companies, Maharashtra at Pune. The registered office of QPEPPL is situated at plot no. L-61, M.I.D.C. Kupwad Block, Sangli 416436, Maharashtra, India. Its CIN is U31900PN2009PTC134816. The principal business of QPEPPL is, *inter alia*, to carry on the business of design, engineering, procurement, supply, installation and commissioning of electrical, energy, power and engineering based manufacturing, industrial, utility and civil projects and to carry out or undertake the business as consultants, advisors, analysers, service providers, for projects related to electrical engineering, industrial engineering, mechanical engineering, instrumentation and control engineering, civil engineering and any other branch of engineering and science.

Capital Structure

The authorized, issued and paid-up equity share capital of QPEPPL is ₹ 10,25,00,000 divided into 1,02,50,000 equity shares of ₹ 10 each and the issued and paid-up equity share capital of QPEPPL is ₹ 53,500,000 divided into 5,350,000 equity shares of ₹ 10 each.

Shareholding pattern

The following table sets forth the details of the shareholding of QPEPPL, as on the date of this Prospectus:

Sr. No.	Name of the shareholders	Number of shares of face value ₹ 10 each	Percentage of total equity shareholding (%)
1.	Our Company	5,227,500	97.71
2.	Thalavaidurai Pandyan	60,000	1.12
3.	Bharanidharan Pandyan	62,500	1.17
Total		**5,350,000**	**100.00**

Amount of accumulated profits or losses

There are no accumulated profits or losses of QPEPPL that have not been accounted for by our Company.

S&S Transformers and Accessories Private Limited ("SSTAPL")

Corporate Information

SSTAPL was incorporated as a private limited company on April 29, 2009, under the Companies Act, 1956 with Registrar of Companies, Kerala and Lakshadweep. The registered office of SSTAPL is situated at plot no. 5/224, Chalackal, Thottumugham P.O. Aluva, Ernakulam, 683105, Kerala, India. Its CIN is U31102KL2009PTC024107. The principal business of SSTAPL is, *inter alia*, to carry on the business of manufacturers, processors, investors, converters, importers, exporters, traders, buyers, sellers, wholesalers, suppliers, distributors, consignors, brokers or otherwise deal in transformers and components, electrical equipments, engineering items of all kinds and varieties.

Capital Structure

As on the date of this Prospectus, the authorized, issued and paid-up equity share capital of SSTAPL is ₹ 20,000,000 divided into 200,000 equity shares of ₹ 100 each.

Shareholding pattern

The following table sets forth the details of the shareholding of SSTAPL, as on the date of this Prospectus:

Sr. No.	Name of the shareholders	Number of shares of face value ₹ 100 each	Percentage of total equity shareholding (%)
1.	Our Company	199,998	100.00
2.	Thalavaidurai Pandyan	1	Negligible
3.	Bharanidharan Pandyan	1	Negligible
Total		**200,000**	**100.00**

Amount of accumulated profits or losses

There are no accumulated profits or losses of SSTAPL that have not been accounted for by our Company.

II. Step-down Subsidiary

Endoks Enerji Anonim Şirketi **("Endoks")**

Corporate Information

Endoks was incorporated as limited liability company under the trade name, "Endoks Enerji Dağıtım Sistemleri Sanayi İthalat ve İhracat Limited Şirketi" bearing registration number 0334041738300018 with the Ankara Trade Registry Directorate. The name of Endoks has been changed pursuant to a board resolution dated November 11, 2024, as "Endoks Enerji Anonim Şirketi". Thereafter, on July 3, 2024, during its general assembly meeting, the legal form Endoks has been changed from limited liability company to a joint-stock company. For business activities of Endoks, please see "*About Endoks*" on page 154.

Capital Structure

As on the date of this Prospectus, the share capital of Endoks consists of 100,000 shares with a value of TRY 100 each, aggregating to TRY 10,000,000.

Shareholding pattern

The following table sets forth the details of the shareholding:

Sr. No.	Name of the shareholders	Number of shares of face value 100 (TRY) each	Percentage of total equity shareholding (%)
1.	Alper Çetin	33,400	33.40
2.	Alper Terciyanlı	15,600	15.60
3.	Quality Power Engineering Projects Private Limited	51,000	51.00
Total		**100,000**	**100.00**

Amount of accumulated profits or losses

There are no accumulated profits or losses of Endoks that have not been accounted for by our Company.

Joint Ventures of our Company

Our Company does not have any joint ventures or associates as on the date of this Prospectus.

Confirmations

Interest in our Company

Except as provided in "*Our Business*" on page 152, none of our Subsidiaries have any business interest in our Company. For details of related business transactions between our Company and our Subsidiaries, see "*Summary of the Offer Document – Summary of Related Party Transactions*" on page 18.

Common Pursuits

As on the date of this Prospectus, our Company and our Subsidiaries are authorised by their constitutional documents to engage in the same line of business as that of our Company and accordingly, there are certain common pursuits amongst our Subsidiaries and our Company. However, there is no conflict of interest among such Subsidiaries and our Company will adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situations if and when they arise.

As on the date of this Prospectus our Subsidiaries are not listed in India or abroad.

Conflict of Interest

There are no conflicts of interest between our Subsidiaries (and their directors) and the suppliers of raw materials and third-party service providers (which are crucial for the operations of our Company).

There are no conflicts of interest between our Subsidiaries (and their directors) and the lessors/ owners of immovable properties (which are crucial for the operations of our Company).

OUR MANAGEMENT

In terms of the Companies Act and our Articles of Association, our Company is required to have a minimum of three Directors and a maximum of up to twelve Directors. As on the date of this Prospectus, our Board comprises eight Directors, of whom four are Independent Directors including one woman Director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth details regarding our Board of Directors as on the date of this Prospectus:

Name, designation, term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Thalavaidurai Pandyan *Designation:* Chairman and Managing Director *Term:* Three years with effect from March 1, 2024* *Period of Directorship:* Director since September 20, 2001 *Address*: Balaji Nagar, 153, Kupwad Road, Sangli 416416, Maharashtra, India *Occupation*: Business *Date of Birth*: April 20, 1955 *Age*: 69 years *DIN*: 00439782	*Indian Companies* • Quality Power Engineering Projects Private Limited; and • S&S Transformers and Accessories Private Limited. *Foreign Companies* • Endoks Enerji Anonim Şirketi.
Bharanidharan Pandyan *Designation:* Joint Managing and Whole-time Director *Term:* Three years with effect from June 20, 2024* *Period of Directorship:* Director since July 25, 2002 *Address*: Balaji Nagar, 153, Kupwad Road, Sangli 416416, Maharashtra, India *Occupation*: Business *Date of Birth*: May 29, 1984 *Age*: 40 years *DIN*: 01298247	*Indian Companies* • Quality Power Engineering Projects Private Limited; and • S&S Transformers and Accessories Private Limited. *Foreign Companies* • Endoks Enerji Anonim Şirketi.
Chitra Pandyan *Designation:* Whole-time Director *Term:* Three years with effect from March 1, 2024* *Period of Directorship:* Director since September 20, 2001 *Address*: Balaji Nagar, 153, Kupwad Road, Sangli 416416, Maharashtra, India *Occupation*: Business *Date of Birth*: November 12, 1955 *Age*: 69 years *DIN*: 02602659	*Indian Companies* Nil *Foreign Companies* Nil

Name, designation, term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Mahesh Vitthal Saralaya *Designation:* Whole-time Director *Term:* Three years with effect from March 1, 2024* *Period of Directorship:* Director since February 15, 2024 *Address:* 1, S Kumar Residency, Moti Chowk, Nishant Colony Sangli, 416416, Maharashtra, India *Occupation:* Service *Date of Birth:* June 18, 1959 *Age:* 65 years *DIN:* 10509703	*Indian Companies* Nil *Foreign Companies* Nil
Shailesh Kumar Mishra *Designation:* Independent Director *Term:* Director since March 15, 2024* *Period of Directorship:* Four consecutive years from March 15, 2024 *Address:* Krishna Kumar Mishra, Flat No. A-702, Time Residency, Sector-63, Gurgaon Sector 56, Gurgaon, Haryana, 12201, India *Occupation:* Business *Date of Birth:* July 28, 1964 *Age:* 60 years *DIN:* 08068256	*Indian Companies* • GNA Energy Private Limited; • Techno Electric & Engineering Company Limited; • Ingro Energy Private Limited; and • Websol Energy System Limited. *Foreign Companies* Nil
Pournima Suresh Kulkarni *Designation:* Independent Director *Term:* Director since February 15, 2024* *Period of Directorship:* Five consecutive years from February 15, 2024 *Address:* Aakanksha plot no 302, lane no 14, Hari Om Nagar Ambai Tank Jawal Rankala West Baju, Phulewadi, Karvir Kolhapur, Maharashtra, 416010 *Occupation:* Business *Date of Birth:* September 17, 1978 *Age:* 46 years *DIN:* 10320821	*Indian Companies* Nil *Foreign Companies* Nil
Rajendra Sheshadri Iyer *Designation:* Independent Director *Term:* Director since February 15, 2024* *Period of Directorship:* Two consecutive years from February 15, 2024	*Indian Companies* • Ruyota Digital Infratech Private Limited; and • Gridpro Ventures Private Limited. *Foreign Companies* • Endoks Enerji Anonim Şirketi

Name, designation, term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Address: B/12 A01, Building No-8, Interface Heights, Link Road, Behind D-Mart, Malad West, Mumbai, Maharashtra- 400064, India *Occupation:* Business *Date of Birth:* October 29, 1970 *Age:* 54 years *DIN:* 09319795	
Sadayandi Ramesh *Designation:* Independent Director *Term:* Director since March 15, 2024* *Period of Directorship:* Three consecutive years from March 15, 2024 *Address:* 21/12, Crescent Street, A B M Avenue, Raja Annamalai Puram, Chennai, Tamil Nadu 600 028, India *Occupation:* Business *Date of Birth:* June 20, 1959 *Age:* 65 years *DIN:* 00588780	*Indian Companies* • Otto Clothing Private Limited; • KVPS Property Developers Private Limited; • Pothys Private Limited; • Varuns Super Market and Sales Private Limited; • Pothys Textiles Private Limited; • Pothys Swarna Mahal Private Limited; • Vaiths Realty Private Limited; • Pothys Boutique Private Limited; and • Pothys Retail Private Limited. *Foreign Companies* Nil

**For further details please see- '– Changes in our Board during the last three years' on page 201.*

Brief profiles of our Directors

Thalavaidurai Pandyan is the Chairman and Managing Director of our Company and is also one of the Promoters of our Company. He has been associated with our Company since incorporation. He holds a diploma in electrical engineering in industrial electronics from the State Board of Technical Education and Training, Department of Technical Education, Tamil Nadu. Prior to joining our Company, he was previously associated with Hind Rectifiers Limited as a chief design engineer and in charge of the design drawing office and PS Electricals (P) Limited as a Works Manager and has an overall work experience of 39 years.

Bharanidharan Pandyan is the Joint Managing and Whole-time Director of our Company and is also one of the Promoters of our Company. He has been associated with our Company since July 25, 2002 and has an overall work experience of 22 years. He holds a post graduate programme in management specialising in family managed business from S.P. Jain Institute of Management and Research, Mumbai.

Chitra Pandyan is the Whole-time Director of our Company and is also one of the Promoters of our Company. She has been associated with our Company since incorporation and has an overall work experience of 22 years in our Company. She has completed her education up to matriculation.

Mahesh Vitthal Saralaya is a Whole-time Director of our Company and has been associated with our Company since October 30, 2006 where he joined us as a manager in marketing. He holds a bachelor's degree in electrical engineering from Manipal Institute of Technology and is registered with the Institution of Engineers (India) as a chartered engineer. Prior to joining our Company, he was associated with Shakti Capacitors Private Limited as a 'Manager (Marketing)'. He has an overall work experience of 18 years.

Shailesh Kumar Mishra is an Independent Director of our Company and has been associated with our Company since March 15, 2024. He holds a bachelor's degree in electrical engineering from National Institute of Technology, Bhopal. Prior to joining our Company, he was associated with the Solar Energy Corporation of India and Power Grid Corporation of India as an executive director and has an overall work experience of 38 years.

Pournima Suresh Kulkarni is an Independent Director of our Company and has been associated with our Company since February 15, 2024. She holds a bachelor's degree in commerce from Shivaji University and is a practicing chartered accountant registered with the Institute of Chartered Accountants of India. She also holds a certificate of practice effective from September 29, 2006, issued by the Institute of Chartered Accountants. Prior to joining our Company, she was associated with Hutatma Sahakari Bank Limited as a member of the board of management, with Kolhapur Mahila Sahakari Bank Limited as an expert director and with Bedkihal Urban Co-operative Bank Limited as a professional director. She has an overall work experience of 17 years.

Rajendra Sheshadri Iyer is an Independent Director of our Company and has been associated with our Company since February 15, 2024. He holds a bachelor's degree in engineering (industrial electronics) from University of Pune**.** Prior to joining our Company, he was associated with ABB Management Services Limited as a strategic marketing manager, with GE Corporate UK as grid integration solutions leader and with Gridpro Ventures Private Limited as a founder and has an overall experience of more than 24 years**.**

Sadayandi Ramesh is an Independent Director of our Company and has been associated with our Company since March 15, 2024. He has completed his education up to matriculation. He has over 40 years of experience in the textiles business, and is the promoter of Pothys Textiles.

Relationship between our Directors, Key Managerial Personnel and Senior Management Personnel

Except as disclosed below, none of our Directors, Key Managerial Personnel and members of the Senior Management are related to each other:

- Thalavaidurai Pandyan and Chitra Pandyan are spouses; and
- Bharanidharan Pandyan is the son of Thalavaidurai Pandyan and Chitra Pandyan.

Terms of appointment of Directors

Terms of appointment of our Executive Directors

Thalavaidurai Pandyan

Thalavaidurai Pandyan is the Chairman and Managing Director of our Company and has been associated with our Company since its incorporation. He was re-appointed as a Chairman and Managing Director of our Company pursuant to the resolution passed by our Board on February 15, 2024, and the resolution passed by our Shareholders on March 23, 2024, for a period of three years with effect from March 1, 2024.

Basic Salary	₹ 1.72 million per month.
Other special allowance	Reimbursement of medical, travel and telephone expenses and such other expenses incurred by him for the business purpose of the Company.
Other benefits and payments	Any other allowances, benefits, and perquisites that the Board may decide from time to time, subject to applicable law.

Bharanidharan Pandyan

Bharanidharan Pandyan is the Joint Managing and Whole-time Director of our Company and has been associated with our Company since July 25, 2002. He was re-appointed as a Joint Managing and Whole-time Director of our Company pursuant to the resolution passed by our Board on June 20, 2024 for a period of three years with effect from June 20, 2024.

Basic Salary	₹ 1.72 million per month.
Other special allowance	Reimbursement of medical, travel and telephone expenses and such other expenses incurred by him for the business purpose of the Company.
Other benefits and payments	Any other allowances, benefits, and perquisites that the Board may decide from time to time, subject to applicable law.

Chitra Pandyan

Chitra Pandyan is a Whole-time Director of our Company and has been associated with our Company since its incorporation. She was re-appointed as a Whole-time Director of our Company pursuant to the resolution passed by our Board on February 15, 2024, and the resolution passed by our Shareholders on March 23, 2024, for a period of three years with effect from March 1, 2024.

Basic Salary	₹ 0.41 million per month.

Other special allowance	Reimbursement of medical, travel and telephone expenses and such other expenses incurred by him for the business purpose of the Company.
Other benefits and payments	Any other allowances, benefits, and perquisites that the Board may decide from time to time, subject to applicable law.

Mahesh Vitthal Saralaya

Mahesh Vitthal Saralaya is a Whole-time Director of our Company and has been associated with our Company since October 30, 2006. He was appointed as a Whole-time Director of our Company pursuant to the resolution passed by our Board on February 15, 2024, and the resolution passed by our Shareholders on March 23, 2024, for a period of three years with effect from March 1, 2024.

Basic Salary	₹ 0.10 million per month.
Other special allowance	Reimbursement of medical, travel and telephone expenses and such other expenses incurred by him for the business purpose of the Company.
Other benefits and payments	Any other allowances, benefits, and perquisites that the Board may decide from time to time, subject to applicable law.

Terms of appointment of our Independent Directors

Pursuant to a resolution passed by our Board on February 15, 2024, our Independent Directors are entitled to receive a sitting fee of ₹ 0.05 million for attending each meeting of our Board and ₹ 0.02 million for attending each meeting of the committee constituted by our Board.

Payment or benefit to Directors of our Company

Details of the sitting fees or other remuneration paid to our Directors in Fiscal 2024 are set forth below.

Remuneration to our Executive Directors

Details of the remuneration paid to our Executive Directors in Fiscal 2024 is set forth below:

(*in ₹ million*)

S.No.	Name of the Executive Director	Remuneration
1.	Bharanidharan Pandyan	20.70
2.	Thalavaidurai Pandyan	20.70
3.	Chitra Pandyan	4.95
4.	Mahesh Vitthal Saralaya	1.06

Remuneration to our Independent Directors

(*in ₹ million*)

S.No.	Name of the Independent Director	Remuneration
1.	Shailesh Kumar Mishra	Nil
2.	Pournima Suresh Kulkarni	Nil
3.	Rajendra Sheshadri Iyer	Nil
4.	Sadayandi Ramesh	Nil

Remuneration paid to our Directors by our Subsidiaries

Except as disclosed below, none of our Directors have received any remuneration, sitting fees or commission from our Subsidiaries in Fiscal 2024:

(*in ₹ million*)

Director	Subsidiary	Remuneration
Thalavaidurai Pandyan	Quality Power Engineering Projects Limited	3.05
Chitra Pandyan	Quality Power Engineering Projects Limited	9.00
Bharanidharan Pandyan	Quality Power Engineering Projects Limited	3.05

Bonus or profit-sharing plan for our Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company.

Contingent and deferred compensation payable to our Directors

There is no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares.

Except as disclosed in "*Capital Structure*" on page 66, none of our Directors hold any Equity Shares in our Company as on the date of this Prospectus.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our current Directors have been appointed to our Board pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others. Further, none of our Key Managerial Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Interest of Directors

All our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them.

Our Directors may also be interested to the extent of Equity Shares and to the extent of any dividend payable to them, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives 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.

For further details regarding the shareholding of our Directors, see "*Capital Structure*" on page 66.

Further, our Directors are also directors on the board, or are shareholders, trustees, proprietors, members or partners, of entities with which our Company has had transactions and may be deemed to be interested to the extent of the payments made by our Company, or services provided by our Company, if any, to these entities.

There are no conflicts of interest between our Directors and the suppliers of raw materials and third-party service providers (which are crucial for the operations of our Company).

Except for the property located at Flat No. 1002, 10^{th} Floor, 3 Rohit House, Tolstoy Marg, Connaught Place, New Delhi – 110001 which is leased to our Company by our Joint Managing and Whole-time Director i.e. Bharanidharan Pandyan, there are no conflicts of interest between our Directors and the lessors/ owners of immovable properties (which are crucial for the operations of our Company).

Interest in land and property

None of our Directors have any interest in any property acquired in the preceding three years or proposed to be acquired of our Company or by our Company.

Interest in promotion of our Company

Except for Thalavaidurai Pandyan, Bharanidharan Pandyan and Chitra Pandyan, who are the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company, as on the date of this Prospectus.

Loans to Directors

As on the date of this Prospectus, no loans have been availed by our Directors from our Company.

Confirmations

None of our Directors is or has been a director on the board of any listed company whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure, in the five years preceding the date of this Prospectus.

None of our Directors have been or are directors on the board of any listed companies which is or has been delisted from any stock exchange(s) during his/her tenure.

No consideration in cash or shares or otherwise has been paid, or agreed to be paid to any of our Directors, or to the firms or companies in which they are interested as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Prospectus are set forth below:

Name of Director	Date of Change	Reasons
Bharanidharan Pandyan	June 20, 2024	Re-appointment as Joint Managing and Whole-time Director
Sadayandi Ramesh	March 15, 2024	Re-appointment as Independent Director
Shailesh Kumar Mishra	March 15, 2024	Re-appointment as Independent Director
Thalavaidurai Pandyan	March 1, 2024	Re-appointment as Chairman and Managing Director
Chitra Pandyan	March 1, 2024	Re-appointment as Whole-time Director
Sadayandi Ramesh	February 15, 2024*	Resignation as Independent Director
Shailesh Kumar Mishra	February 15, 2024*	Resignation as Independent Director
Mahesh Vitthal Saralaya	February 15, 2024	Appointment as Whole-time Director
Shailesh Kumar Mishra	February 15, 2024	Appointment as Independent Director
Pournima Suresh Kulkarni	February 15, 2024	Appointment as Independent Director
Rajindra Sheshadri Iyer	February 15, 2024	Appointment as Independent Director
Sadayandi Ramesh	February 15, 2024	Appointment as Independent Director

**Resignation on account of discrepancy in certain appointment records and subsequently re-appointed upon removal of discrepancy.*

Borrowing Powers

Pursuant to Sections 180(1)(c), 180(a) and other applicable provisions, if any, of the Companies Act 2013 and our Articles of Association, subject to applicable laws and pursuant to the resolution passed by our Board dated March 15, 2024, and the special resolution passed by our Shareholders on March 23, 2024, our Board has been authorised to borrow any sum of sums of money from time to time at their discretion for the purpose of the business of our Company, not exceeding ₹ 2,500.00 million (including money already borrowed by our Company) on such terms and conditions as our Board may think fit, whether secured or unsecured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any whatsoever, on, over or in any respect of all, or any of our Company's assets and effects or properties whether movable or immovable, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from the temporary loans obtained from our Company's bankers in the ordinary course of business) and remaining un-discharged at given time, exceed the aggregate, for the time being, of the paid of capital of our Company and our free reserves.

Corporate Governance

As on the date of this Prospectus, there are eight Directors on our Board comprising four Executive Directors and four Independent Directors, including one-woman Independent Director. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act in relation to the composition of our Board and constitution of committees thereof. Additionally, Rajendra Sheshadri Iyer, an Independent Director on the Board of our Company has also been appointed as an independent director on the board of directors of our Material Subsidiary.

Our Company undertakes to take all necessary steps to continue to comply with all the applicable requirements of SEBI Listing Regulations and the Companies Act.

Board committees

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Stakeholders' Relationship Committee; and

(d) Corporate Social Responsibility Committee;

Audit Committee

The Audit Committee was initially constituted by a resolution of our Board dated March 15, 2024 and was re-constituted on June 20, 2024. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises of:

The members of the Audit Committee are:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Pournima Kulkarni	Independent Director	Chairman
2.	Shailesh Kumar Mishra	Independent Director	Member
3.	Bharanidharan Pandyan	Whole-time Director	Member
4.	Rajendra Sheshadri Iyer	Independent Director	Member

Terms of Reference for the Audit Committee:

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

(1) to investigate any activity within its terms of reference;

(2) to seek information from any employee;

(3) to obtain outside legal or other professional advice; and

(4) to secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee shall include the following:

(1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;

(2) recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;

(3) approval o payment to statutory auditors for any other services rendered by the statutory auditors;

(4) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

a. matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

b. changes, if any, in accounting policies and practices and reasons for the same;

c. major accounting entries involving estimates based on the exercise of judgment by management;

d. significant adjustments made in the financial statements arising out of audit findings;

e. compliance with listing and other legal requirements relating to financial statements;

f. disclosure of any related party transactions; and

g. modified opinion(s) in the draft audit report.

(5) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(6) 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, and making appropriate recommendations to the Board to take up steps in this matter;

(7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(8) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

(9) scrutiny of inter-corporate loans and investments;

(10) valuation of undertakings or assets of the Company, wherever it is necessary;

(11) evaluation of internal financial controls and risk management systems;

(12) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

(13) 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;

(14) discussion with internal auditors of any significant findings and follow-up thereon;

(15) 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;

(16) 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;

(17) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(18) reviewing the functioning of the whistle blower mechanism;

(19) monitoring the end use of funds through public offers and related matters;

(20) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(21) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(22) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

(23) approving the key performance indicators for disclosure in the offer documents; and

(24) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

a. Management discussion and analysis of financial condition and results of operations;

b. Management letters / letters of internal control weaknesses issued by the statutory auditors;

c. Internal audit reports relating to internal control weaknesses;

d. The appointment, removal and terms of remuneration of the chief internal auditor; and

e. Statement of deviations in terms of the SEBI Listing Regulations:

- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations;

- annual statement of funds utilised for purposes other than those stated in the Offer document/ prospectus/ notice in terms of the SEBI Listing Regulations.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted pursuant to a resolution passed by the Board on March 15, 2024. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises of:

The members of the Nomination and Remuneration Committee are:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Rajendra Sheshadri Iyer	Independent Director	Chairman
2.	Pournima Suresh Kulkarni	Independent Director	Member
3.	Shailesh Kumar Mishra	Independent Director	Member

Terms of Reference for the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the "**Board**" or "**Board of Directors**") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**");

(2) For appointment of an independent directors, evaluation of the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparation of 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 Nomination and Remuneration Committee may:

  a. use the services of an external agencies, if required;

  b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

  c. consider the time commitments of the candidates.

(3) Formulation of criteria for evaluation of independent directors and the Board;

(4) Devising a policy on Board diversity;

(5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

(6) 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;

(7) Recommend to the board, all remuneration, in whatever form, payable to senior management;

(8) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that-

  a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

  b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

  c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(9) perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

a. administering the employee stock option plans of the Company, as may be required;

b. determining the eligibility of employees to participate under the employee stock option plans of the Company;

c. granting options to eligible employees and determining the date of grant;

d. determining the number of options to be granted to an employee;

e. determining the exercise price under the employee stock option plans of the Company; and

f. construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.

(10) frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

(11) carrying out any other activities as may be delegated by the Board and other functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated March 15, 2024, in compliance with Section 178 and any other applicable law of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises of:

The members of the Stakeholders' Relationship Committee are:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Shailesh Kumar Mishra	Independent Director	Chairman
2.	Rajendra Sheshadri Iyer	Independent Director	Member
3.	Mahesh Vitthal Saralaya	Whole-time Director	Member

Terms of Reference for the Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

(1) considering and looking into various aspects of interest of shareholders, debenture holders and other security holders

(2) resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

(3) formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

(4) giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;

(5) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;

(6) review of measures taken for effective exercise of voting rights by shareholders;

(7) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar & share transfer agent;

(8) to dematerialize or rematerialize the issued shares;

(9) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and

(10) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Corporate Social Responsibility Committee

The CSR Committee was constituted by a resolution of our Board dated March 15, 2024 and was re-constituted on June 20, 2024 and its composition and terms of reference are in compliance with Section 135 and other applicable provisions of the Companies Act 2013. The CSR Committee currently comprises of:

The members of the CSR Committee are:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Sadayandi Ramesh	Independent Director	Chairman
2.	Pournima Suresh Kulkarni	Independent Director	Member
3.	Rajendra Sheshadri Iyer	Independent Director	Member
4.	Chitra Pandyan	Whole-time Director	Member

Terms of Reference for the Corporate Social Responsibility Committee:

The Corporate Social Responsibility Committee be and is hereby authorized to perform the following functions:

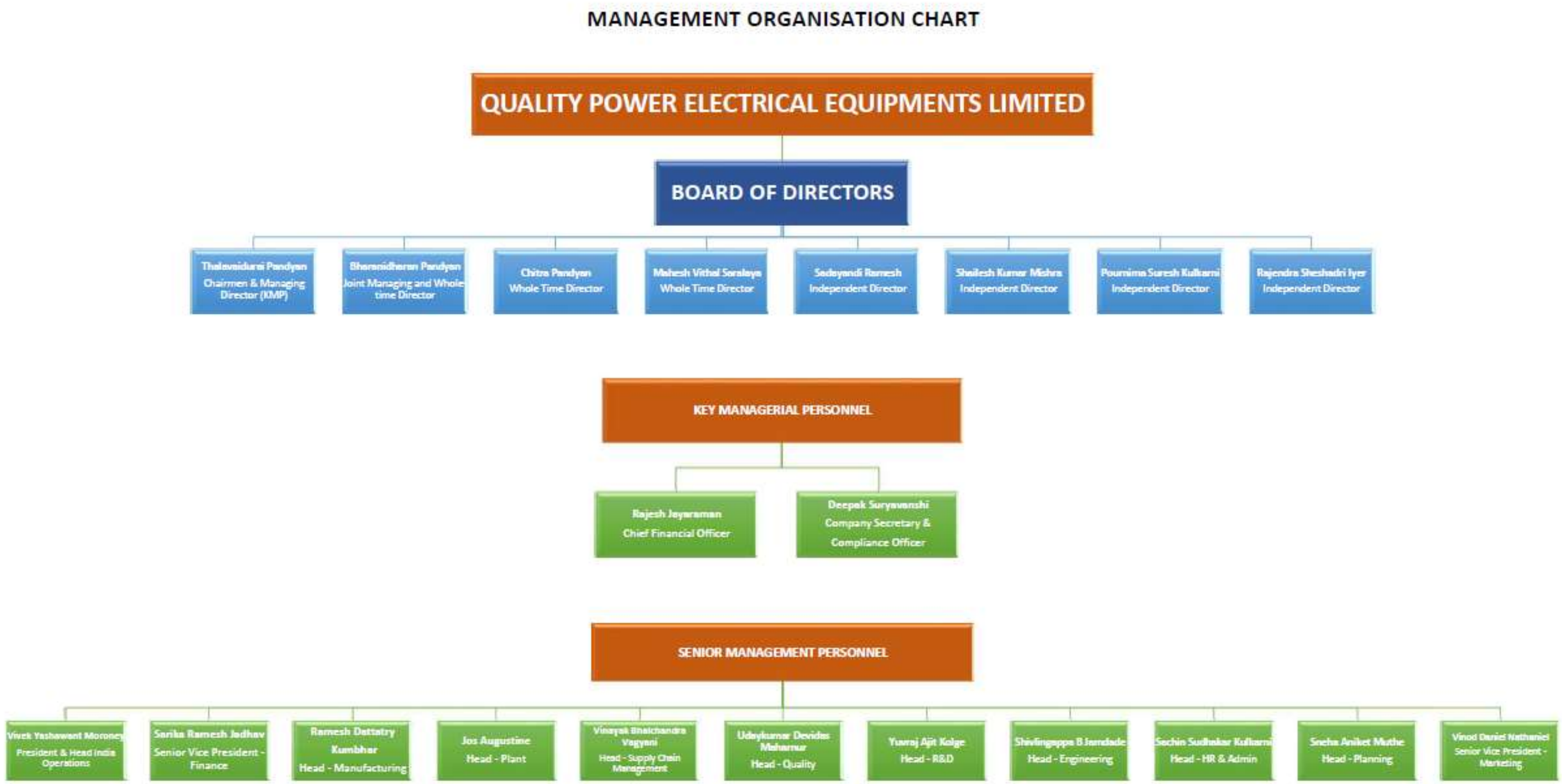
(1) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act;

(2) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);

(3) monitor the corporate social responsibility policy of the Company and its implementation from time to time; and

(4) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

Management Organisation Structure



Key Managerial Personnel and Senior Management Personnel

Key Managerial Personnel

In addition to Thalavaidurai Pandyan, our Chairman and Managing Director, Chitra Pandyan, our Whole Time Director, Bharanidharan Pandyan, our Joint Managing and Whole-time Director and Mahesh Vitthal Saralaya, our Whole Time Director, whose details are provided in '*Our Management – Brief Profiles of our Directors*' above, the details of our other Key Managerial Personnel as on the date of this Prospectus are set forth below.

Rajesh Jayaraman is the Chief Financial Officer of our Company. He has been associated with our Company since February 15, 2024. He has completed his third year in commerce (honours) from University of Calcutta and has cleared the final examination from the Institute of Chartered Accountants of India. Prior to joining our Company, he was associated with Grapco Granites Limited as assistant manager – accounts, with Apex Lab Private Limited as DGM – finance, with ICE Steel 1 Private Limited as vice president and chief financial officer, with Prager Metis Global Services LLP as director of operations, with Kare Labs Private Limited as general manager – finance, with Metal Powder Company Limited as deputy general manager (finance & accounts), with SPEL Semiconductor Limited as associate vice president and with Sicagen India Limited as general manager finance and has over 33 years of experience. In Fiscal 2024, he received an aggregate compensation of ₹ 0.34 million from our Company.

Deepak Ramchandra Suryavanshi is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since June 6, 2024. He holds a bachelor's degree in commerce (advanced accountancy) and a master's degree in commerce from Shivaji University. He is also an associate member of the Institute of Company Secretaries of India. Prior to joining our Company, he was associated with Menon Pistons Limited, Sound Castings Private Limited, Ghodawat Enterprises Private Limited and Mohite Industries Limited. He has an overall experience of 9 years. Since he has joined the Company in Fiscal 2025, he was not paid any remuneration during Fiscal 2024.

Senior Management Personnel

Sarika Ramesh Jadhav is the Senior Vice President- Finance of our Company. She has been associated with our Company since September 11, 2012. She holds a bachelor's degree in commerce from University of Mumbai and is a member of the Institute of Chartered Accountants of India. Prior to joining our Company, she was associated with the Cosmos Co-Op Bank Limited. She has an overall work experience of 12 years. In Fiscal 2024, she received an aggregate compensation of ₹ 1.04 million from our Company.

Vinod Daniel Nathaniel is the Senior Vice President- Marketing of our Company. He has been associated with our Company since February 6, 2013. He holds a bachelor's degree in arts from University of Delhi. Prior to joining our Company, he was associated with Autometers Alliance Limited and Hind Rectifiers Limited. He has an overall work experience of 43 years. In Fiscal 2024, he received an aggregate compensation of ₹ 1.02 million from our Company.

Sneha Aniket Muthe is the Head- Planning of our Company. She has been associated with our Company since May 2, 2007. She holds a bachelor's degree in science, mathematics from Shivaji University, Kolhapur. She has an overall work experience of 17 years. In Fiscal 2024, she received an aggregate compensation of ₹ 0.81 million from our Company.

Sachin Sudhakar Kulkarni is the Head – HR and Admin of our Company. He has been associated with our Company since January 1, 2018. He holds a bachelor's degree in science (electronics) from Shivaji University and a master's degree in personnel management from University of Pune. Prior to joining our Company, he was associated with Emerson Climate Technologies (India) Limited, Ghatge Patil Industries Limited and Samruddhi Industries Limited. He has an overall work experience of 29 years. In Fiscal 2024, he received an aggregate compensation of ₹ 1.08 million from our Company.

Shivlingappa B Jamdade is the Head- Engineering of our Company. He has been associated with our Company since April 20, 2015. He has an overall experience of over 9 years. He has passed the diploma in mechanical engineering from Board of Technical Examinations, Department of Technical Education, Government of Karnataka. In Fiscal 2024, he received an aggregate compensation of ₹ 1.24 million from our Company.

Yuvraj Ajit Kolge is the Head- Research and Development of our Company. He has been associated with our Company since September 27, 2021. He holds a bachelor's degree in engineering (electrical) from University of Mumbai and a diploma in business management from Welingkar Institute of Management, Development and Research. He has an overall experience of 3 years. In Fiscal 2024, he received an aggregate compensation of ₹ 0.98 million from our Company.

Udaykumar Devidas Maharnur is the Head- Quality of our Company. He has been associated with our Company since April 1, 2009. He has an overall experience of 15 years. He holds a diploma in electrical engineering from the Maharashtra State Board of Technical Education. In Fiscal 2024, he received an aggregate compensation of ₹ 1.18 million from our Company.

Vinayak Bhalchandra Vagyani is the Head- Supply Chain Management of our Company. He has been associated with our Company since June 16, 2015. He holds a bachelor's degree in engineering production and a master's degree in business administration from Shivaji University. He has an overall work experience of 9 years. In Fiscal 2024, he received an aggregate compensation of ₹ 0.91 million from our Company.

Jos Augustine is the Plant Head of our Company. He has been associated with our Company since May 1, 2005. He holds a bachelor's degree in engineering from Bangalore University. Prior to joining our Company, he was associated with Kerala Electrical and Allied Engineering Co. Limited and retired holding the rank of general manager. He has an overall work experience of over 35 years of experience. In Fiscal 2024, he received an aggregate compensation of ₹ 0.83 million from our Company.

Ramesh Dattatray Kumbhar is the Head of Manufacturing of our Company. He has been associated with our Company since November 30, 2005. He has completed his education up to matriculation. He has an overall work experience of over 18 years. In Fiscal 2024, he received an aggregate compensation of ₹ 1.21 million from our Company.

Vivek Yashwant Moroney is the President our Company. He has been associated with our Company since 2021. He holds a bachelor's degree in engineering from Nagpur University. Prior to joining our Company, he was associated with Crompton Greaves Limited and Stelmec Limited and has an experience of over 35 years. In Fiscal 2024, he received an aggregate compensation of ₹ 3.56 million from our Company.

Status of Key Managerial Personnel and Senior Management Personnel

All the Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Relationship among Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel and Senior Management Personnel are related to each other.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management Personnel

Except as disclosed above under "*Terms of appointment of our Executive Directors*", none of our Key Managerial Personnel or Senior Management Personnel are party to any bonus or profit-sharing plan of our Company.

Shareholding of Key Managerial Personnel and Senior Management Personnel in our Company

Except as disclosed in "*Capital Structure"* on page 66, none of our Key Managerial Personnel or Senior Management Personnel, hold any Equity Shares in our Company as on the date of this Prospectus.

Service Contracts with Directors and Key Managerial Personnel and Senior Management Personnel

No officer of our Company, including our Directors and the Key Managerial Personnel has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel

There is no contingent or deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel, which does not form part of their remuneration.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of the Key Managerial Personnel or Senior Management Personnel of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Interest of Key Managerial Personnel and Senior Management Personnel

Other than as disclosed in "*Our Management - Interest of Directors*" above, the Key Managerial Personnel and Senior Management Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Changes in Key Managerial Personnel or Senior Management Personnel during the last three years

Except as disclosed below, there are no other changes in our Key Managerial Personnel or Senior Management during the three years immediately preceding the date of Prospectus are set forth below:

Name	Date of Change	Reasons
Vivek Yashwant Moroney	August 1, 2023	Appointed as President
Sachin Sudhakar Kulkarni	August 1, 2023	Promoted as Head - HR & Admin
Sarika Ramesh Jadhav	August 1, 2023	Appointed as Senior Vice President - Finance
Sneha Aniket Muthe	August 1, 2023	Promoted as Head - Planning
Yuvraj Ajit Kolge	August 1, 2023	Appointed as Head – Research and Development
Jos Augustine	August 1, 2023	Promoted as Plant Head
Vinod Daniel Nathaniel	August 1, 2023	Appointed as Senior Vice President – Marketing
Ramesh Dattatray Kumbhar	August 1, 2023	Appointed as Head of Manufacturing
Uday Devidas Maharnur	August 1, 2023	Appointed as Head – Quality
Shivlingappa B Jamdade	August 1, 2023	Appointed as Head - Engineering
Vinayak Bhalchandra Vagyani	August 1, 2023	Appointed as Head – Supply Chain Management
Rajesh Jayaraman	February 15, 2024	Appointed as Chief Financial Officer
Deshpande Tushar Vasudev	February 15, 2024	Appointment as Company Secretary and Compliance Officer
Deshpande Tushar Vasudev	April 10, 2024	Resigned as Company Secretary and Compliance Officer
Deepak Ramchandra Suryavanshi	June 6, 2024	Appointed as Company Secretary and Compliance Officer

Employee stock option and stock purchase schemes

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

Payment or Benefit to Key Managerial Personnel and Senior Management Personnel of our Company

No non-salary related amount or benefit has been paid or given to any of our Company's officers including our Directors, Key Managerial Personnel and Senior Management Personnel within the two preceding years of this Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

Thalavaidurai Pandyan, Chitra Pandyan, Bharanidharan Pandyan and Pandyan Family Trust are the Promoters of our Company. As on the date of this Prospectus, our Promoters, together hold 72,149,960 Equity Shares, representing 99.99 % of the issued, subscribed and paid-up equity share capital of our Company. For details of the build-up of our Promoter's shareholding in our Company, see "*Capital Structure –Build-up of our Promoters' shareholding in our Company*" on page 71.

Details of our Promoters

A. Our Individual Promoters

	**Thalavaidurai Pandyan** Thalavaidurai Pandyan born on April 20, 1955, aged 69 years, is one of the Promoters and the Chairman and Managing Director of our Company. He is a resident of Balaji Nagar, 153, Kupwad Road, Sangli 416416, Maharashtra, India. For the complete profile of Thalavaidurai Pandyan, along with the details of his educational qualifications, experience in the business, positions/posts held in past, directorships in other entities and other ventures, special achievements, and business and financial activities of Thalavaidurai Pandyan, see "*Our Management – Brief profiles of our Directors*" on page 197. The permanent account number of Thalavaidurai Pandyan is ABVPP4145R.
	**Chitra Pandyan** Chitra Pandyan born on November 12, 1955, aged 69 years, is one of the Promoters and the Whole Time Director of our Company. She is a resident of Balaji Nagar, 153, Kupwad Road, Sangli 416416, Maharashtra, India. For the complete profile of Chitra Pandyan, along with the details of her educational qualifications, experience in the business, positions/posts held in past, directorships in other entities and other ventures, special achievements, and business and financial activities of Chitra Pandyan, see "*Our Management – Brief profiles of our Directors*" on page 197. The permanent account number of Chitra Pandyan is AAUPC1856C.

Bharanidharan Pandyan

Bharanidharan Pandyan born on May 24, 1984, aged 40 years, is one of the Promoters and the Joint Managing and Whole-time Director of our Company. He is a resident of Balaji Nagar, 153, Kupwad Road, Sangli 416416, Maharashtra, India. For the complete profile of Bharanidharan Pandyan, along with the details of his educational qualifications, experience in the business, positions/posts held in past, directorships in other entities and other ventures, special achievements, and business and financial activities of Bharanidharan Pandyan, see "*Our Management – Brief profiles of our Directors*" on page 197.

The permanent account number of Bharanidharan Pandyan is AJUPP8660Q.

Our Company confirms that the permanent account number, bank account number, Aadhar card number, passport number and driving license number, as available, of our Individual Promoters has been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

B. Our Promoter Entity

Pandyan Family Trust

Trust information and history

Pandyan Family Trust was settled pursuant to a trust deed dated March 19, 2024. As on the date of this Prospectus, Pandyan Family Trust (through its trustees i.e. Thalavaidurai Pandyan and Bharanidharan Pandyan) holds 18,759,000 Equity Shares representing 26.00 % of the total paid up equity share capital of our Company. The office of Pandyan Family Trust is situated at Balaji Nagar 153, Kupwad Road, Sangli, Maharashtra – 416416, India. Set out below are the objectives of the Pandyan Family Trust:

i. to provide, *inter alia*, a suitable succession planning structure to ensure seamless intergenerational transfer of the trust fund amongst the beneficiaries and to ensure harmony and avoid conflicts between the beneficiaries of the Trust;

ii. to provide for different needs and requirements of the beneficiaries in accordance with the terms of the trust deed depending upon changing circumstances of life style and their varying needs including, as applicable, but not limited to (i) maintenance; (ii) education; (iii) marriage expenses; (iv) medical expenses; (v) residence; (vi) other expenses and contingencies of the beneficiaries which the trustees may in their absolute discretion deem fit;

iii. to provide for consolidation and preservation of all assets of the trust; and

iv. to ensure that the trust fund is properly managed and administered in accordance with the provisions of the trust deed and to undertake other activities of any nature whatsoever, in accordance with the powers available to the trustees under the trust deed and applicable law.

Settlor of Pandyan Family Trust

The settlor of the Pandyan Family Trust is Thalavaidurai Pandyan.

Trustees of Pandyan Family Trust

The trustees of the Pandyan Family Trust are Thalavaidurai Pandyan and Bharanidharan Pandyan.

Beneficiaries of Pandyan Family Trust

The beneficiaries of the Pandyan Family Trust are Chitra Pandyan and Bharanidharan Pandyan.

Change in control or management

There has been no change in the control or management of the Pandyan Family Trust since its inception.

Relationship of settlors, trustees and beneficiaries

- Thalavaidurai Pandyan (Settlor and Trustee) and Chitra Pandyan (Beneficiary) are spouses; and
- Bharanidharan Pandyan (Trustee and Beneficiary) is the son of Thalavaidurai Pandyan (Settlor and Trustee) and Chitra Pandyan (Beneficiary).

Our Company confirms that the permanent account number and bank account number of Pandyan Family Trust has been submitted to the Stock Exchanges at the time of filing the Draft Red Herring Prospectus.

Change in control of our Company

There has been no change in the control of our Company during the five years immediately preceding the date of this Prospectus. Pursuant to a resolution passed by the Board of Directors dated March 15, 2024, Thalavaidurai Pandyan, Chitra Pandyan, Bharanidharan Pandyan and Pandyan Family Trust have been identified as Promoters. Accordingly, our Company has four Promoters as on the date of this Prospectus.

Interest of our Promoters

(a) Our Promoters are interested in our Company to the extent: (i) that they have promoted our Company; (ii) that either they, or any of their relatives, hold any direct or indirect shareholding or other securities in our Company, and any dividends or any other distributions payable in respect thereof; (iii) any directorships that they may hold in our Company or our Subsidiaries, and to the extent of any remuneration payable to them in this regard. For details of the Promoters' shareholding in our Company, see "*Capital Structure –Build-up of our Promoters' shareholding in our Company*" on page 71. For details of the interest of Thalavaidurai Pandyan, Chitra Pandyan and Bharanidharan Pandyan as Directors of our Company, see "*Our Management – Interest of Directors*" on page 200.

(b) Except as disclosed in "*Our Management – Interest of Directors - Interest in land and property, acquisition of land, construction of building or supply of machinery, etc.*" and except as stated in "*Related Party Transactions*" on pages 200 and 304, respectively, our Promoters have no interest in any property acquired by our Company during the three years preceding the date of this Prospectus, or proposed to be acquired, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

(c) No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are a member, in cash or shares or otherwise by any person either to induce such person to become, or to qualify such person as a director, or otherwise for services rendered by such Promoters or by such firm or company in connection with the promotion or formation of our Company.

(d) Our Promoters may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they are members or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business, including for purchase/sale of goods and/or services. For further details, please see "*Related Party Transactions*" on page 304.

Payment or benefits to our Promoters or our Promoter Group

Except in the ordinary course of business and as disclosed in "*Our Management – Terms of appointment of our Directors*" and "*Related Party Transactions*" on pages 198 and 304, our Company has not entered into any contract, agreements or arrangements in the two immediately preceding years in which our Promoters are directly or indirectly interested, nor does our Company propose to enter into any such contract, arrangement or agreements in which our Promoters are directly or indirectly interested and no payments or benefits or consideration for payment of giving of the benefit are intended to be made to the Promoters and/or to the members of the Promoter Group or have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Material Guarantees given by our Promoters

Our Promoters have not given any material guarantees to any third parties with respect to the Equity Shares, as on the date of this Prospectus.

Disassociation by our Promoters in the three immediately preceding years

Our Promoters have not disassociated themselves from any companies or firms during the three immediately preceding years.

Other material confirmations

Our Promoters and members of our Promoter Group have not been declared 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 Reserve Bank of India.

Our Promoters have not been declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoters and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoters are not and have not been promoters or directors of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Conflict of Interest

There are no conflicts of interest between our Promoters or members of our Promoter Group and the suppliers of raw materials and third-party service providers (which are crucial for the operations of our Company).

Except for the property located at Flat No. 1002, 10th Floor, 3 Rohit House, Tolstoy Marg, Connaught Place, New Delhi – 110001 which is leased to our Company by one of our Promoters i.e. Bharanidharan Pandyan, there are no conflicts of interest between our Promoters or members of our Promoter Group and the lessors/ owners of immovable properties (which are crucial for the operations of our Company).

Promoter Group

Individuals and entities that form part of the Promoter Group of our Company in terms of Regulations 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group, other than our individual Promoters, are as follows:

Name of Promoter	Name of relative	Relationship
Thalavaidurai Pandyan	Chitra Pandyan	Spouse
	Bharanidharan Pandyan	Son
	Poomari Perumal	Brother
	Manorama Parthasarathy	Spouse’s sister
	Prema Venugopal	Spouse’s sister
Chitra Pandyan	Thalavaidurai Pandyan	Spouse
	Bharanidharan Pandyan	Son
	Manorama Parthasarathy	Sister
	Prema Venugopal	Sister
	Poomari Perumal	Spouse’s brother
Bharanidharan Pandyan	Pandyan Nivetha Bharanidharan	Spouse
	Thalavaidurai Pandyan	Father
	Chitra Pandyan	Mother
	Ishaan Bharanidhran	Son
	N S Shunmugaraman	Spouse’s father
	S Lakshmishree	Spouse’s sister

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by the Shareholders of our Company, at their discretion, subject to the provisions of the Articles of Association and the applicable laws including the Companies Act, 2013 read with the rules notified thereunder, each as amended, together with the applicable rules issued thereunder.

The dividend, if any, will depend on a number of internal and external factors, including but not limited to profits earned or distributable surplus during the Fiscal, accumulated reserves including retained earnings, cash flows, debt repayment schedules, if any, and external factors including, but not limited to the macro-economic environment, regulatory changes and technological changes.

For details in relation to risks involved in this regard, please refer to "*Risk 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 41 of this Prospectus. Our Board shall recommend or declare dividend as per the provisions of the Companies Act, 2013 and any other applicable laws. Interim dividend shall be paid on declaration of the same by our Board and the final dividend will be paid on the approval of shareholders at a general meeting. Our Company has adopted a formal policy on dividend declaration pursuant to resolution of board of directors dated February 15, 2024. In accordance with our dividend policy, our Board shall recommend and declare dividend as per the provisions of Companies Act, 2013. Interim dividend shall be paid on declaration of the same by our Board and the final dividend will be paid on the approval of shareholders at a general meeting.

Our Company has not declared any dividends on the Equity Shares from October 1, 2024, until the date of this Prospectus, during the six-month period ended September 30, 2024 and during the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022.

SECTION VII – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

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

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Quality Power Electrical Equipments Limited
Plot No. L-61, MIDC, Kupwad,
Sangli: 416436 State: Maharashtra

Dear Sirs,

1) This report is issued in accordance with the terms of our agreement dated 22nd December 2023.

2) We have examined, the attached Restated Consolidated Financial Information, expressed in Indian Rupees in millions of Quality Power Electrical Equipments Limited (the "Company" or the "Holding Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), comprising:

   a. the "Restated Consolidated Statement of Asset and Liabilities" as at 30th September, 2024, as at 31st March, 2024, 31st March 2023 and 31st March 2022 (enclosed Annexure I);

   b. the "Restated Consolidated Statement of Profit and Loss" (including Other Comprehensive Income) for the six months ended 30th September 2024 and for the years ended 31st March 2024, 31st March 2023 and 31st March 2022 (enclosed Annexure II);

   c. the "Restated Consolidated Statement of Changes in Equity" for the six months ended 30th September 2024 and for the years ended 31st March 2024, 31st March 2023 and 31st March 2022 (enclosed Annexure III);

   d. the "Restated Consolidated Statement of Cash Flows" for the six months ended 30th September 2024 and for the years ended 31st March 2024, 31st March 2023 and 31st March 2022 (enclosed Annexure IV);

   e. the "Notes to Restated Consolidated Financial Information" for the six months ended 30th September 2024 and for the years ended 31st March 2024, 31st March 2023 and 31st March 2022 (enclosed Annexure VI); and

   f. 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 01st January, 2025 for the purpose of inclusion in the Red Herring Prospectus ("RHP") and the Prospectus (“Prospectus”) prepared by the Company in connection with its proposed initial public offer of equity shares through an offer of equity shares ("IPO" / “Proposed Offer”) prepared in terms of the requirements of:

i. Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");

ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

iii. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

The said Restated Consolidated Financial Information has been approved by the Board of Directors of the Company at their meeting held on 01st January,2025 for the purpose of inclusion in the Red Herring Prospectus ("RHP") and the Prospectus (“Prospectus”) and which we have signed under reference to this report.

3) The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the Red Herring Prospectus ("RHP") and the Prospectus (“Prospectus”) to be filed with Securities and Exchange Board of India ("SEBI"), the stock exchanges i.e. BSE & NSE where the equity shares of the Company are proposed to be listed ("Stock Exchanges") and the Registrar of Companies, Maharashtra, situated at Pune (“RoC”), 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 2C of Annexure V to the Restated Consolidated Financial Information. The responsibility of the respective Board of Directors of the companies included in the Group 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 complies with the Act/Rules, the ICDR Regulations and the ICAI Guidance Note.

4) 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 22nd December, 2023 in connection with the Proposed IPO of equity shares of the Issuer;

(b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

(c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

(d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Proposed IPO.

5) These Restated Consolidated Financial Information have been compiled by the Management from:

   a. Audited interim Consolidated Financial Statements of the Group as at and for the six months ended 30th September, 2024 prepared in accordance with the Indian Accounting Standards 34 "Interim Financial Reporting" 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 01st January,2025.

   b. Audited Consolidated Financial Statements of the Group as at and for the year ended 31st March, 2024 prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on 30th July, 2024.

   c. Pursuant to the Companies (Indian Accounting Standard) Second Amendment Rules, 2015, the Group voluntarily adopted Ind-AS during the year 2023-24 as notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and consequently 1st April, 2021 as the transition date for preparation of its statutory financial statements as at 31st March, 2022. The financial statements as at and for the year ended 31st March, 2022, were the first financials, prepared in accordance with Ind-AS for the purpose of inclusion in the Red Herring Prospectus ("RHP") and the Prospectus ("Prospectus"). Up-to the Financial year ended 31st March, 2023, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP" or "Previous GAAP") due to which the Ind AS Special Purpose consolidated financial statements were prepared as per SEBI Letter.

      Audited Special Purpose Consolidated Financial Statements of the Group as at and for the years ended 31st March 2023 and 31st March 2022 prepared by making Ind AS adjustments to the audited consolidated financial statements of the company as at and for the years ended 31st March 2023 and 31st March 2022 prepared in accordance with the Accounting Standards notified under the section 133 of the Act ("Indian GAAP") which were approved by the Board of Directors at their meeting held on 5th September, 2023 and 5th September, 2022 respectively.

6) For the purpose of our examination, we have relied on

   a. Auditors Report issued by us dated 1st January, 2025 and 30th July, 2024 on the Consolidated Financial Statements of the Company as at and for the six months ended 30th September, 2024 and for the year ended 31st March, 2024 respectively as referred in para 5 above.

   b. Auditors Report issued by the Previous Auditor dated 5th September, 2023 Consolidated financial statements of the group as at and for the year ended 31st March, 2023 and dated 5th September, 2022 Consolidated financial statements of the group as at and for the year ended 31st March, 2022 as referred in para 5 above. These consolidated financial statements have been audited by previous auditor Khire, Khandekar and Kirloskar, Chartered Accountants, whose report have been furnished to us by the company's management, and our opinions for the relevant year on the financial statements, in so far as they relate to the amounts and disclosures included in respect of the company for the relevant year, are based solely on the report of such previous auditor. Our respective opinion on the consolidated financial statements is not modified in respect of the above matter.

c. we did not audit the financial statements of three subsidiaries (including step down subsidiary) included in the Group as at and for the six months ended on 30th September, 2024 and for the year ended 31st March, 2024, 31st March 2023 and 31st March 2022, whose financial statements reflect total assets, total revenues and net cash flows, included in the Audited Consolidated Financial Statements for the relevant year as tabulated below, which has been audited by other auditors as mentioned in Appendix I 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 disclosure included in respect of these components, is based solely on the reports of the other auditors:

(Amt in INR Millions)

Particulars	**As at the six months ended**	**As at and for the year ended**		
	30th September, 2024	**31st March, 2024**	**31st March, 2023**	**31st March, 2022**
Total Assets	**2,518.58**	**2,320.67**	**2,202.43**	**1,771.57**
Total Revenue	**905.74**	**1,868.61**	**1,730.27**	**1,248.63**
Net Cash (outflow)/inflows	**15.32**	**(122.01)**	**(176.38)**	**(17.11)**

d. One step down subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with International Financial Reporting Standards (IFRS) and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries.

e. Our opinion in so far as it relates to the balances and affairs of such step down subsidiary located outside India is based on the Consolidated Audit report of its holding company issued by respective auditor.

f. Our opinion on the consolidated Ind AS financial statements is not modified in respect of these matters.

g. Further, the financial information of these subsidiaries included in these Restated Consolidated Financial Information, is based on such financial statements audited by the other auditors and have been restated by the Management of the Issuer to comply with the basis set out in Note 2A, 2B, 2C of Annexure V to the Restated Consolidated Financial Information. The restatement adjustments made to such financial statements to comply with the basis set out in Annexure VI to the Restated Consolidated Financial Information, have been audited by us.

7) Based on our examination and according to the information and explanations given to us, and based on the reliance placed on auditor's report issued by other auditors as mentioned in para 6 above, we report that the Restated Consolidated Financial Information:

i. have been prepared after incorporating adjustments for Ind AS/IFRS, the changes in accounting policies and regrouping/reclassifications retrospectively in the financial years ended 31st March 2022 and 31st March 2023 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the six months ended 30th September,2024 and for the year ended 31st March, 2024;

ii. does not contain any qualifications requiring adjustments; and

iii. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

8) The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated financial statements mentioned in paragraph 6 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 Red Herring Prospectus ("RHP") and the Prospectus ("Prospectus") to be filed with SEBI, Stock exchanges (NSE/BSE) and RoC 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 KISHOR GUJAR & ASSOCIATES.
Chartered Accountants.
FRN : 116747W
Peer Review No. 014220

CA Javedkhan Saudagar
Partner
Membership No.139006
Date: 01st January, 2025
UDIN: 25139006BMIDYM4530
Place :- Pune

Appendix I

Sr. No.	Name of the Subsidiary	Relation	Period/Year ended	Name of the Auditor
1.	Quality Power Engineering Projects Pvt. Ltd.	Wholly owned Subsidiary	30^{th} September, 2024 31^{st} March, 2024 31^{st} March, 2023 31^{st} March, 2022	Khire, Khandekar & Kirloskar
2.	S & S Transformers & Accessories Pvt. Ltd.	Wholly owned Subsidiary		SNV & Associates Chartered Accountants
3.	Endoks Enerji Anonim Şirketi (Formerly known as Endoks Enerji Dağıtım Sistemleri Sanayi İthalat ve İhracat Limited Şirketi)	Step down Subsidiary		ANY Partners Bağımsız Denetim A.Ş.Ankara

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED (CIN No : U31102PN2001PLC016455)
ANNEXURE - I
RESTATED CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES
(All amounts are in INR Milions unless otherwise stated)

	Particulars	Notes	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
I.	**ASSETS**					
(1)	**Non - current assets**					
(a)	Property,Plant and Equipment	4	716.54	654.00	387.77	336.58
(b)	Capital Work In Progress	5	17.27	17.27	6.87	0.00
(c)	Other intangible assets	6	6.09	5.61	6.74	1.92
(d)	Goodwill		0.44	0.44	0.44	0.44
(e)	Financial assets					
	(i) Investments	7	16.34	16.14	14.81	-
	(iii) Other financial assets	8	101.36	438.57	412.64	354.06
(f)	Deferred tax assets (net)	16	15.43	7.50	18.79	20.74
(g)	Other non - current assets	9	138.75	132.57	77.27	3.90
			1,012.22	**1,272.10**	**925.33**	**717.64**
(2)	**Current assets**					
(a)	Inventories	10	140.14	234.59	478.72	407.66
(b)	Financial assets					
	(i) Investments	11	493.69	459.14	291.94	-
	(ii) Trade receivables	12	838.91	794.78	650.02	538.97
	(iii) Cash and cash equivalents	13	488.41	473.09	511.89	654.51
	(iv) Bank balances other than (iii) above	14	285.85	3.59	6.07	24.74
	(v) Other financial assets	15	325.16	156.55	48.29	24.65
(c)	Current tax assets (net)	17	-	23.13	3.26	0.91
(d)	Other current assets	18	412.04	171.87	206.87	159.48
			2,984.20	**2,316.74**	**2,197.06**	**1,810.92**
	Total Assets		**3,996.42**	**3,588.84**	**3,122.39**	**2,528.56**
II.	**EQUITY AND LIABILITIES**					
(1)	**Equity**					
(a)	Equity Share capital	19	721.50	721.50	1.50	1.50
(b)	**Other Equity**	20				
	(i) Equity Attributable to the Owners of the Company		1,133.52	810.36	1,119.50	923.90
	(ii) Non Controlling Interest		531.24	371.39	635.57	677.53
			2,386.26	**1,903.25**	**1,756.57**	**1,602.93**
	Liabilities					
(2)	**Non - current liabilities**					
(a)	Financial liabilities					
	(i) Borrowings	21	-	13.01	1.97	3.10
	(ii) Other Financial Liabilities	23	39.75	18.57	13.12	8.68
(b)	Deferred Tax Liability (net)	16	1.69	1.25	1.36	1.16
			41.44	**32.83**	**16.45**	**12.94**
(3)	**Current liabilities**					
(a)	Financial liabilities					
	(i) Borrowings	21	255.53	369.78	104.10	112.08
	(ii) Trade payables	22				
	a)Outstanding dues of MSME		22.39	19.03	13.43	57.92
	b)Outstanding dues of creditors others than MSME		546.65	624.23	514.22	215.05
	(iii) Other financial liabilities	23	422.12	435.11	475.43	273.89
(b)	Provisions	24	-	-	-	3.13
(c)	Current tax liabilities (net)	25	18.42	-	-	-
(d)	Other current liabilities	26	303.61	204.61	242.20	250.62
			1,568.72	**1,652.76**	**1,349.38**	**912.69**
	Total Equity and Liabilities		**3,996.42**	**3,588.84**	**3,122.39**	**2,528.56**

As per our report of even date attached.

1. Above Annexure should be read with basis of preparation, material accounting policies and other notes appearing in Annx V and Statement of Adjustments & notes to restated consolidated financial information appearing in Annx VI.

2. The notes referred to above form an integral part of the Restated Consolidated Financial Information.
3. For description of nature and purpose of Reserves refer note 20.

For Kishor Gujar & Associates
Chartered Accountants
Firm's Registration Number - 116747W
Peer Review No. :- 014220

For and on behalf of the Board of Directors

Thalavaidurai Pandyan	**Bharanidharan Pandyan**	**Chitra Pandyan**
Managing Director	**Whole Time Director**	**Whole Time Director**
DIN: 00439782	**DIN: 01298247**	**DIN: 02602659**

CA Javedkhan Saudagar (Partner)
Membership No. 139006
UDIN : 25139006BMIDYM4530
Place: Pune. Date: 01st January, 2025

Deepak Suryavanshi	**Rajesh Jayaraman**
Company Secretary	**Chief Financial Officer**
Place : Sangli	**Date : 01st January, 2025**

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED (CIN No : U31102PN2001PLC016455)
ANNEXURE - II
RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS
(All amounts are in INR Millions unless otherwise stated)

	Particulars	Note No.	Six months ended 30th September, 2024	For the year ended 31st March, 2024	31st March, 2023	31st March, 2022
I.	Revenue from operations	27	1,557.38	3,005.97	2,532.50	1,826.38
II.	Other income	28	269.77	308.04	203.01	290.95
III.	**Total Income (I+II)**		**1,827.15**	**3,314.01**	**2,735.51**	**2,117.33**
IV.	**Expenses:**					
	Cost of materials consumed	29	878.32	2,053.04	1,575.33	1,079.94
	Changes in inventories	30	40.26	(50.24)	23.06	(8.52)
	Employee benefits expense	31	129.73	247.58	200.63	165.99
	Finance costs	32	17.23	22.93	26.65	14.76
	Depreciation and amortization expense	33	18.15	33.65	23.37	19.26
	Other expenses	34	192.67	377.17	411.91	357.13
	Total expenses		**1,276.36**	**2,684.13**	**2,260.95**	**1,628.56**
V.	**Profit/(loss) before exceptional items and tax (III - IV)**		**550.79**	**629.88**	**474.56**	**488.77**
	Exceptional items (Gain)/Loss	35	2.36	(2.67)	(1.87)	(1.17)
	Profit/(loss) before tax		**548.43**	**632.55**	**476.43**	**489.94**
VI.	**Tax expense :**					
	Current tax		54.90	77.55	78.78	72.36
	Deferred tax		(7.25)	0.26	(1.27)	(4.69)
			47.65	**77.81**	**77.51**	**67.67**
VII.	**Profit for the year/period**		**500.78**	**554.74**	**398.92**	**422.27**
VIII	**Other comprehensive income**					
A	Items that will not be reclassified to profit or loss					
	Remeasurement of the net defined benefit liability/asset		(2.08)	18.33	(7.18)	(5.82)
	Foreign Currency Conversion Adjustment		-	-	-	-
	Tax on items that will not be reclassified to profit or loss		0.49	(4.57)	1.84	1.34
B	Items that will be reclassified to profit or loss					
	Remeasurement of the net defined benefit liability/asset		-	-	-	-
	Foreign Currency Conversion Adjustment		5.57	13.23	71.76	44.50
	Tax on items that will be reclassified to profit or loss		-	-	-	-
	Total other comprehensive income, net of tax		**3.98**	**26.99**	**66.41**	**40.02**
IX.	**Total comprehensive income for the year/period**		**504.76**	**581.73**	**465.33**	**462.29**
	Profit attributable to:					
	Owners of the Holding Company		**329.21**	**374.42**	**206.06**	**165.15**
	Non - Controlling Interest		**171.57**	**180.32**	**192.86**	**257.12**
	Other Comprehensive Income/(Loss) attributable to:					
	Owners of the Holding Company		**4.65**	**13.61**	**15.59**	**18.67**
	Non - Controlling Interest		**(0.67)**	**13.38**	**50.82**	**21.35**
X.	**Total comprehensive income attributable to:**					
	Controlling Interest		**333.86**	**388.03**	**221.65**	**183.82**
	Non Controlling Interest		**170.90**	**193.70**	**243.68**	**278.47**
XI.	**Earnings per equity share (Nominal value per share Rs. 10/-)**	36				
	- Basic (Rs.)-Not Annualised		**4.56**	**5.19**	**2.86**	**2.29**
	- Diluted (Rs.)-Not Annualised		**4.56**	**5.19**	**2.86**	**2.29**

As per our report of even date attached.

Note

1. Above Annexure should be read with basis of preparation, material accounting policies and other notes appearing in Annx V and Statement of Adjustments & notes to restated consolidated financial information appearing in Annx VI.

2. The notes referred to above form an integral part of the Restated Consolidated Financial Information.

3. For description of nature and purpose of Reserves refer note 20.

For Kishor Gujar & Associates
Chartered Accountants
Firm's Registration Number - 116747W
Peer Review No. :- 014220

For and on behalf of the Board of Directors

Thalavaidurai Pandyan
Managing Director
DIN: 00439782

Bharanidharan Pandyan
Whole Time Director
DIN: 01298247

Chitra Pandyan
Whole Time Director
DIN: 02602659

CA Javedkhan Saudagar (Partner)
Membership No. 139006
UDIN : 25139006BMIDYM4530
Place: Pune Date: 01st January, 2025

Deepak Suryavanshi
Company Secretary
Place : Sangli

Rajesh Jayaraman
Chief Financial Officer
Date : 01st January, 2025

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - III
RESTATED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(A) Equity Share capital **(Amount in INR millions)**

PARTICULARS	Balance at the beginning of the year/period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting year/period	Changes in equity share capital during the year/period	Balance at the end of the year/period
September 30,2024					
Numbers	7,21,50,000	-	7,21,50,000	-	7,21,50,000
Amount in INR Millions	721.50	-	721.50	-	721.50
March 31,2024					
Numbers	1,500	-	1,500	7,21,48,500	7,21,50,000
Amount in INR Millions	1.50	-	1.50	720.00	721.50
March 31,2023					
Numbers	1,500	-	1,500	-	1,500
Amount in INR Millions	1.50	-	1.50	-	1.50
March 31,2022					
Numbers	1,500	-	1,500	-	1,500
Amount in INR Millions	1.50	-	1.50	-	1.50

(B) Other Equity (Amount in INR millions)

PARTICULARS	Reserves and Surplus						
	General Reserve	Retained Earnings	Other Comprehensive Income		Total	Share of Controlling Interest in Retained Earnings	Share of Non-Controlling Interest in Retained Earnings
			Defined Benefit Plan	FCTR			
As at 01.04.2021	**39.37**	**1,458.22**	**1.55**	**21.47**	**1,520.61**	**814.46**	**706.15**
Profit for the year	-	422.27	-	-	**422.27**	165.15	257.12
Foreign Currency Translation Reserve	-	-	-	44.50	**44.50**	44.50	-
Tax Payments & Other Fixes	-	(381.46)	-	-	**(381.46)**	(99.21)	(282.25)
Other Comprehensive Income	-	-	(4.48)	-	**(4.48)**	(1.00)	(3.48)
Total for the year	-	40.81	(4.48)	44.50	80.82	109.44	(28.61)
As at March 31,2022	**39.37**	**1,499.03**	**(2.94)**	**65.97**	**1,601.43**	**923.90**	**677.53**
Restated balance as on 01.04.2022	**39.37**	**1,499.03**	**(2.94)**	**65.97**	**1,601.43**	**923.90**	**677.53**
Profit for the year	-	398.92	-	-	**398.92**	206.06	192.86
Foreign Currency Translation Reserve	-	-	-	71.76	**71.76**	71.76	-
Tax Payments & Other Fixes	-	(311.71)	-	-	**(311.71)**	(81.08)	(230.63)
Other Comprehensive Income	-	-	(5.34)	-	**(5.34)**	(1.15)	(4.19)
Total for the year	-	87.21	(5.34)	71.76	153.63	195.60	(41.96)
As at March 31,2023	**39.37**	**1,586.24**	**(8.28)**	**137.73**	**1,755.07**	**1,119.50**	**635.57**
Restated balance as on 01.04.2023	**39.37**	**1,586.24**	**(8.28)**	**137.73**	**1,755.07**	**1,119.50**	**635.57**
Profit for the year	-	554.74	-	-	**554.74**	374.42	180.32
Foreign Currency Translation Reserve	-	-	-	13.23	**13.23**	13.23	-
Tax Payments & Other Fixes	-	(435.05)	-	-	**(435.05)**	(216.79)	(218.26)
Bonus Issue	-	(720.00)	-	-	**(720.00)**	(720.00)	-
Gain / (Loss) on Right Issue	7.87	225.18	-	-	**233.05**	233.05	-
Gain / (Loss) on Right Issue	-	(233.05)	-	-	**(233.05)**	-	(233.05)
Other Comprehensive Income	-	-	13.76	-	**13.76**	6.96	6.80
Total for the year	7.87	(608.18)	13.76	13.23	(573.32)	(309.13)	(264.18)
As at March 31,2024	**47.24**	**978.06**	**5.49**	**150.96**	**1,181.75**	**810.36**	**371.39**
Restated balance as on 01.04.2024	**47.24**	**978.06**	**5.49**	**150.96**	**1,181.75**	**810.36**	**371.39**
Profit for the year/period	-	500.78	-	-	500.78	329.21	171.57
Foreign Currency Translation Reserve	-	-	-	5.57	5.57	5.57	-
Tax Payments & Other Fixes	-	(21.75)	-	-	(21.75)	(10.83)	(10.92)
Other Comprehensive Income	-	-	(1.59)	-	(1.59)	(0.79)	(0.80)
Total for the year/period	-	479.03	(1.59)	5.57	483.01	323.16	159.85
As at September 30,2024	**47.24**	**1,457.09**	**3.90**	**156.53**	**1,664.76**	**1,133.52**	**531.24**

Nature and purpose of reserve:

General reserve General reserve is free reserve available for distribution as recommended by Board in accordance with requirements of the Companies Act, 2013. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

Retained earnings Retained earnings is a free reserve. This is the accumulated profit earned by the Company till date, less transfer to general reserve, dividend and other distributions made to the shareholders.

As per report of even date
For Kishor Gujar and Associates
Chartered Accountants
FRN-116747W
Peer Review No. :- 014220

For and on behalf of the board of Directors

Thalavaidurai Pandyan
Managing Director
DIN: 00439782

Bharanidharan Pandyan
Whole Time Director
DIN: 01298247

Chitra Pandyan
Whole Time Director
DIN: 02602659

CA Javedkhan Saudagar (Partner)
Membership No. 139006
UDIN : 25139006BMIDYM4530
Date : 01st January, 2025
Place:- Pune

Deepak Suryavanshi
Company Secretary
Place : Sangli

Rajesh Jayaraman
Chief Financial Officer
Date : 01st january, 2025

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
CIN No : U31102PN2001PLC016455
ANNEXURE - IV
RESTATED CONSOLIDATED STATEMENTS OF CASH FLOWS **(Amount in INR millions)**

PARTICULARS		Six Months ended September 30, 2024	For the year ended 2023-2024	2022-2023	2021-2022
A) CASH FLOW FROM OPERATING ACTIVITIES:					
Net Profit before tax as per Statement of Profit & Loss		548.43	632.55	476.43	489.94
Adjustment for :					
Depreciation and amortization Expenses		18.15	33.65	23.37	19.26
Finance Cost		17.23	22.93	26.65	14.76
Profit on Sale of Assets		2.36	(2.67)	(1.87)	(1.17)
Interest on Fixed Deposit		(170.77)	(209.09)	(158.37)	(246.73)
Remeasurement of benefit Obligations		0.77	2.56	5.99	3.45
Operating profit before working capital changes		**416.17**	**479.93**	**372.20**	**279.51**
Working Capital Changes					
(Increase)/Decrease in Trade Receivables		(44.13)	(144.76)	(111.04)	(121.94)
(Increase)/Decrease in Inventory		94.45	244.13	(71.07)	(179.25)
(Increase)/Decrease in Other Current & Non Current Assets		(298.63)	(14.83)	(90.37)	(13.41)
Increase/(Decrease) in Trade Payables		(74.22)	115.61	254.68	(31.11)
Increase/(Decrease) in Other Current Liabilities		107.20	(72.45)	197.56	237.11
Increase/(Decrease) in Short Term Provisions, etc		-	-	(3.13)	-
Cash generated from operations		**200.84**	**607.63**	**548.83**	**170.91**
Less:- Income Taxes paid		36.47	92.47	105.78	85.56
Net cash flow from operating activities	**A**	**164.37**	**515.16**	**443.05**	**85.35**
B) CASH FLOW FROM INVESTING ACTIVITIES:					
Purchase of PPE including of CWIP		(37.62)	(357.41)	(72.57)	(30.90)
Sale of PPE		4.65	54.51	4.05	1.60
Advance for Propety, Plant & Equipment.		(4.86)	(120.00)	(77.22)	(0.65)
Advance for purchase shares of Mehru Electricals & Mechanicals Pvt. Ltd.		(36.00)	-	-	-
Investment made/Sold during the year/period		(34.76)	(168.53)	(306.75)	1.40
Interest Income		170.77	209.09	158.37	246.73
Forex -PPE, Intangible Assets		(50.56)	(3.59)	(15.86)	(12.42)
Net cash flow from investing activities	**B**	**11.62**	**(385.93)**	**(309.98)**	**205.76**
C) CASH FLOW FROM FINANCING ACTIVITIES:					
Net (Repayment) of Long & Short Term Borrowings		(176.94)	(116.42)	(210.44)	(40.75)
Net Proceeds of Short Term Borrowings		49.68	382.10	200.71	70.14
Net Proceeds of Long Term Borrowings		-	11.05	0.62	1.61
Interest and Finance Cost		(17.23)	(22.93)	(26.65)	(14.76)
Net cash flow from financing activities	**C**	**(144.49)**	**253.80**	**(35.76)**	**16.24**
D) IMPACT OF FOREIGN STEP DOWN SUBSIDIARY :					
Change in foreign currency arising on Consolidation		5.57	13.23	71.77	44.50
Gross up effect of Hyper Inflation of Step Down Subsidiary		(21.75)	(435.05)	(311.70)	(381.46)
TOTAL	**D**	**(16.18)**	**(421.83)**	**(239.93)**	**(336.96)**
Net Increase/(Decrease) In Cash & Cash Equivalents	**(A+B+C+D)**	**15.32**	**(38.80)**	**(142.62)**	**(29.61)**
Cash equivalents at the beginning of the year		**473.09**	**511.89**	**654.51**	**684.12**
Cash equivalents at the end of the year/period		**488.41**	**473.09**	**511.89**	**654.51**

Note:- The Cash flow statements has been prepared under the "Indirect Method" as set out in IndAS 7 'Statement of Cash Flow '

Cash and Cash Equivalents

PARTICULARS	September 30, 2024	2023-2024	2022-2023	2021-2022
Balances with banks	315.69	347.15	478.95	633.80
Deposits with bank -original maturity of less than 3 months	109.35	102.54	-	5.24
Cash on hand	63.37	23.40	32.94	15.47
	488.41	**473.09**	**511.89**	**654.51**

As per report of even date
For Kishor Gujar and Associates
Chartered Accountants
FRN-116747W
Peer Review No. :- 014220

For and on behalf of the board

Thalavaidurai Pandyan
Managing Director
DIN: 00439782

Bharanidharan Pandyan
Whole Time Director
DIN: 01298247

Chitra Pandyan
Whole Time Director
DIN: 02602659

CA Javedkhan Saudagar (Partner)
Membership No. 139006
UDIN : 25139006BMIDYM4530
Date : 01st January, 2025 **Place:- Pune**

Deepak Suryavanshi
Company Secretary
Place : Sangli

Rajesh Jayaraman
Chief Financial Officer
Date : 01st Janary, 2025

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED

Annexure V

Material Accounting Policies and other explanatory notes to Restated Consolidated Financial Information

Group Overview

Quality Power Electrical Equipments Limited was incorporated on 20th September, 2001 under the provision of the companies' act, 1956 as a Private Limited Company. Thereafter the company was converted from private limited to public limited via fresh certificate of incorporation dated June 14, 2024 issued by Register of companies, Pune, Maharashtra. The companied register office situated at Plot No. L - 61, M. I. D. C. Kupwad Block, Sangli, Maharashtra- 416436 India. The company is engaged in Manufacturing of Power Products and providing Services in the areas of Power Generation, Power Transmission, Power Distribution and Power Automation.

The Restated Consolidated Financial Information includes the restated financial information of the Quality Power Electrical Equipments Limited (CIN U31102PN2001PLC016455) ("the Company" or "the Parent") and its subsidiaries (Collectively "the group").

The following entities are included in consolidation:

Name of the Company	Country of Incorporation	Shareholding either directly or through subsidiaries for the years	Nature of Operations (commenced/ planned)
Quality Power Engineering Projects Private Limited	India	98%- Wholy owned Subsidiary	Commenced
S&S Transformers And Accessories Private Limited	India	100%- Wholly owned Subsidiary	Commenced
Endoks Enerji Anonim Şirketi (Formerly known as Endoks Enerji Dağıtım Sistemleri Sanayi İthalat ve İhracat Limited Şirketi)	Turkey	51%-Step Down Subsidiary	Commenced

1. STATEMENT OF COMPLIANCE.

The Restated Consolidated Financial Statements of the Company and its subsidiaries (collectively, the "Group") comprises of Restated Consolidated Statements of Assets and Liabilities as at 30th September, 2024, 31st March, 2024, 31st March 2023 and 31st March 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash flows, and the Restated Consolidated Statement of Changes in Equity for the six months period ended 30th September, 2024 and for the year ended 31st March 2024, 31st March 2023 and 31st March 2022, and the Material Accounting Policies and Other Explanatory Notes (collectively, the 'Restated Consolidated Financial Statements').

2. MATERIAL ACCOUNTING POLICIES.

These restated consolidated financial information have been prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ('SEBI'), in pursuance of the Securities and Exchange Board of India Act, 1992, for the purpose of inclusion in the Red Herring Prospectus (RHP) and the Prospectus in connection with the proposed initial public offering of equity shares of face value of Rs. 10/- each of the Company comprising a fresh issue and offer for sale of equity shares (the "Offer"), prepared by the Company in terms of the requirements of

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ('the Act'); and
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('the SEBI ICDR Regulations').
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note"); and

The restated consolidated financial information of the Group has been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the consolidated financial statements and other relevant provisions of the Act.

The restated consolidated financial information has been compiled by the Group from:

- Audited Consolidated Financial Statements of the Group as at and for the six months period ended 30^{th} September, 2024 and for the year ended 31^{st} March, 2024 prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Act as amended and other accounting principles generally accepted in India and presentation requirements of Division II of Schedule III to the Companies Act, 2013.
- Audited special purpose consolidated financial statements as per Ind AS of the Group as at and for the year ended 31 March 2023 and 31 March 2022 prepared in accordance with Indian Accounting Standards ('Ind AS') as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India;

Restated Consolidated Financial Information have been prepared after incorporating adjustments for Ind AS, the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the six months period/year ended September 30, 2024 and March 31, 2024.

The restated consolidated financial Information is presented in Indian Rupees (INR) millions, except where otherwise indicated.

A. BASIS OF PREPARATION AND PRESENTATION.

The restated consolidated financial information has been prepared on a going concern basis, the historical cost basis and on an accrual basis, except for defined benefit plans measured at fair value.

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The accounting policies have been consistently applied by the Group in preparation of the restated consolidated financial information and are consistent with those adopted in the preparation of restated consolidated financial information for the six months period ended September 30, 2024. This restated consolidated financial information does not reflect the effects of events that occurred subsequent to the respective dates of auditor's reports on the audited consolidated financial statements mentioned above. All amounts disclosed in the restated consolidated financial information and notes have been rounded off to the nearest INR millions as per the requirement of Schedule III, unless otherwise stated.

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the restated consolidated financial statements are disclosed in Note No. 3 below.

B. BASIS OF CONSOLIDATION.

The Restated Consolidated Financial Statement comprises of the financial statements of the Company and its subsidiary. 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 consolidated from the date control commences until the date control ceases. The results of subsidiaries acquired, or sold, during the year are consolidated from the effective date of acquisition and up to the effective date of disposal, as appropriate.

Restated Consolidated Financial Statement are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Restated Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments were made in preparing the Restated Consolidated Financial Statement to ensure conformity with the group's accounting policies.

The Restated financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., for the six months period ended September 30, 2024 and for the year ended on March 31, 2024, March 31, 2023 and March 31, 2022.

C. CONSOLIDATION PROCEDURE FOR SUBSIDIARY.

a) **Combining like items:** Consolidate like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.

b) **Eliminating Parent's Investment and Subsidiary Equity:** Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

c) **Eliminating Intragroup Transactions:** Completely eliminate intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full).

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When the proportion of the equity held by non-controlling interest changes, the group adjust the carrying amounts of the controlling and non-controlling interests to reflect the changes in their relative interests in the subsidiary. The group recognises directly in equity any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received, and attribute it to the owners of the parent.

D. FUNCTIONAL AND PRESENTATION CURRENCY.

The restated consolidated financial information is reported in Indian Rupees in Millions, which is also the functional currency of the Parent Company, except share and per share data, unless otherwise stated. Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which these entities operate (i.e. the "functional currency"). Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

E. REVENUE RECOGNITION.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Contract Revenues:

The group earns revenue primarily from Manufacturing of Products and providing Services in the areas of Power Generation, Power Transmission, Power Distribution and Power Automation. Revenue from such contracts is recognized over time because of the continuous transfer of control to the customer. With control transferring over time, revenue is recognized based on the extent of progress towards completion of the performance obligation. Cost based input method of progress is used because it best depicts the transfer of control to the customer that occurs as costs are incurred.

However, when control of the goods is transferred to the customer, generally on delivery of the goods and as per term of agreements/sales order i.e. Ex Works basis or FOR basis (Free On Road basis). Revenue from sale of goods in recognised at a point in time.

No significant element of financing is deemed present for the sales made with a credit term, which is consistent with market practice.

Duty Drawback and RoDTEP:

Duty drawback and RoDTEP income are recognised where there is reasonable assurance that the benefit will be received and all attached conditions will be complied with. The benefits on account of duty drawback and RoDTEP are accrued and accounted in the year of sales and are included in other operating revenue and the receivables are shown under the head "Other Current Assets- Others."

Other Income

Revenue in respect of other income is recognised when no significant uncertainty as to its determination or realisation exists.

Interest income:

Interest income is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Interest income is included under the head other income in the statement of profit and loss.

Rental Income

Revenue is respect of rental income is recognized on an accrual basis, in accordance with the terms of the respective contract as and when the Group satisfies performance obligations by delivering the services as per contractual agreed terms.

F. CONTRACT BALANCES

CONTRACT ASSETS

A contract asset is initially recognised for revenue earned from project business because the receipt of consideration is conditional on successful completion of the work. Upon completion of the work and acceptance by the customer. The amount recognised as contract assets is reclassified to trade receivables once the amounts are billed to the customer as per the terms of the contract. Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in below section M Impairment.

TRADE RECEIVABLES

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in below section L Financial instruments – initial recognition and subsequent measurement.

CONTRACT LIABILITIES

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

G. PROPERTY, PLANT AND EQUIPMENT (PPE).

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Capital work in progress are stated at cost net off impairment, if any. Freehold land is stated at cost.

The cost of an item of property, plant and equipment comprises:

a) its purchase price, including non-refundable purchase taxes, after deducting trade discounts and rebates.

b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

d) Capitalized borrowing costs

e) Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment and depreciated accordingly.

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Transition to Ind AS

On transition to Ind AS, Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1st April 2021, measured as per the previous GAAP and use that carrying value as the deemed cost of such property, plant and equipment. Group has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on transition date i.e. 1st April 2021 while preparing the Restated Financial Information for the six months period ended 30th September, 2024 and for the years ended 31st March, 2024, 31st March, 2023 and 31st March 2022.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated on written down value basis using the useful lives as prescribed under Schedule II to the Companies Act, 2013. If the management's estimate of the useful life of a property, plant & equipment at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life, while depreciation is calculated on straight line method basis for step down subsidiary Endoks Enerji Anonim Şirketi.

Assets	**Useful Life**
Building & Property	5-60 years
Furniture & Fixtures	2-15 years
Plant & Equipment	3-20 Years
Office Equipment	5 Years
Computer & Peripherals	3 Years
Vehicles	5-15 years

Depreciation on additions during the year is provided on pro rata basis with reference to month of addition/installation.

The residual values are not more than 5% of the original cost of the asset.

Derecognition

An item of property, plant and equipment and any significant part initially recognized is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on

Derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the restated statement of profit and loss when the asset is derecognised.

Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. All directly attributable costs and other administrative and other general overhead expenses that are specifically attributable to the acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

Self-generated intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably.

Under the previous GAAP, Intangible assets were carried at historical cost less amortisation and impairment losses, if any. On transition to Ind AS, Group has availed the optional exemption under Ind AS 101 and accordingly it has used the carrying value as at the date of transitions as the deemed cost of the Intangible assets under Ind AS.

Intangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as "Intangible assets under development"

Intangible assets are amortised on written down value basis value over the estimated useful life. The method of amortisation and useful life are reviewed at the end of each financial year with the effect of any changes in the estimate being accounted for on a prospective basis, while amortisation is calculated on straight line method basis for step down subsidiary Endoks Enerji Anonim Şirketi.

H. IMPAIRMENT OF ASSETS (PPE, Intangible Assets)

The carrying amount of Intangible assets and property, plant and equipment as at the end of each financial year are reviewed to determine whether there is any indication that those assets have suffered an impairment loss if such indication exists, PPE, investment property and intangible assets are tested for impairment so as to determine the impairment loss if any.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined.

In the case of an individual asset, at the higher of the fair value less costs to sell and the value in use.

I. FOREIGN CURRENCY.

The Group's consolidated financial statements are presented in ₹ millions, which is also the 'Holding Company's' functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

In preparing the financial statements of each individual group entity, income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and exchange gains and losses arising on settlement and restatement are recognised in the Statement of Profit and Loss. Non-monetary items denominated in a foreign currency are measured at historical cost and translated at exchange rate prevalent at the date of transaction.

For the purposes of presenting these consolidated financial statements, the monetary assets and liabilities of the Group's foreign operations are translated into ₹ using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used.

Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non- controlling interests as appropriate).

On disposal of a foreign operation, the associated exchange differences are reclassified to Statement of Profit and Loss as part of the gain or loss on disposal. Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

J. Hyperinflationary Economies

IAS 29 requires the financial statements of any entity whose functional currency is the currency of a hyperinflationary economy to be restated for changes in the general purchasing power of the currency.

With effect from April 30, 2022, Turkey is considered as Hyper inflationary economy for the purpose of IAS 29.

IAS 29 requires that financial statements prepared in the currency of hyperinflationary economies be presented in the unit of measurement at the balance sheet date and that balances from previous periods be presented in the same unit using the general price index. One of the conditions that necessitates the application of IAS 29 is that the three-year cumulative inflation rate is approximately 100% or above. Based on the consumer price index ("CPI") published by the Turkish Statistical Institute ("TurkStat") in Turkey, the cumulative rate in question was 268% for the three-year period ending on December 31, 2023.

Even if there is no increase in price indices at the level mentioned above, if there are signs of high inflation such as people holding their savings mainly in foreign currency, prices of goods and services being determined in foreign currency, interest rates, wages and prices being linked to general price indices, and prices being determined by adding a maturity difference to cover losses in purchasing power, including short-term transactions.

Adjusting financial statements during periods of high inflation

Adjustments made for inflation were calculated based on the coefficients found using the Consumer Price Index in Turkey published by TSI. The indexes and coefficients used in the correction of the attached financial statements as of 30th September, 2024; 31st March, 2024; 31st March, 2023; 31st March, 2022 are stated below.

Date	Index
30 September 2024	2526.16
31 March 2024	2139.47
31 March 2023	1269.75
31 March 2022	843.64

The main outlines of IAS 29 indexation transactions of Endoks Enerji Anonim Şirketi Step down subsidiary are as follows:

- All items other than those shown with current purchasing power as of the balance sheet date have been indexed using the relevant consumer price index coefficients. Amounts from prior years have also been indexed in the same manner.

- Financial statements from previous reporting periods have been adjusted based on the current purchasing power of money as of the latest balance sheet date. The current period adjustment coefficient has been applied to the prior period financial statements.

- Monetary assets and liabilities have not been subject to indexation since they are expressed with current purchasing power as of the balance sheet date. Monetary items are cash and items to be received or paid in cash.

- Non-monetary assets and liabilities have been restated by reflecting the changes in the general price index from the date of purchase or initial recording to the balance sheet date to the purchase costs and accumulated depreciation amounts. Thus, tangible fixed assets, intangible fixed assets and prepaid expenses have been indexed based on their purchase values in a way that does not exceed their market values. Depreciation has also been adjusted in a similar manner. The amounts included in equity have been adjusted as a result of the application of consumer price indexes in the periods when these amounts were added to the company or formed within the company.

- All items included in the income statement, except for those affecting the income statement of non-monetary items in the balance sheet, have been indexed with coefficients calculated over the periods when income and expense accounts were initially reflected in the financial statements.

- All items presented in the cash flow statement have been adjusted for inflation by expressing them according to the current measurement unit at the end of the reporting period. The effect of inflation on cash flows originating from operating, investing and financing activities has been attributed to the relevant item and monetary gains or losses on cash and cash equivalents have been presented separately.

- The gain or loss arising from general inflation on the net monetary position is the difference between the adjustments made to non-monetary assets, equity items and income statement accounts. This gain or loss calculated on the net monetary position has been included in the net profit.

Corresponding figures

Corresponding figures for the previous reporting period, whether they were based on a historical cost approach or a current cost approach, are restated by applying a general price index so that the comparative financial statements are presented in terms of the measuring unit current at the end of the reporting period. Information that is disclosed in respect of earlier periods is also expressed in terms of the measuring unit current at the end of the reporting period. Endoks Enerji Anonim Şirketi functional currency is the currency of a hyperinflationary economy, therefore it has restated its financial statements in accordance with IAS 29 before applying the translation method set out in paragraph 42 of IAS 21, which requires all amounts (i.e. assets, liabilities, equity items, income and expenses, including comparatives) shall be translated at the closing rate at the date of the most recent statement of financial position.

K. INVENTORIES.

Raw Materials: Raw Materials are valued at lower of cost or net realizable value, based on First in First out method arrived after including Freight inward and other expenditure directly attribute to acquisition.

Work in Progress and Finished Goods: Work in Progress and Finished Goods are valued at lower of cost or net realizable value. Cost of manufactured of Finished Goods comprises direct material, direct labour and appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

L. FINANCIAL INSTRUMENTS.

Financial assets and financial liabilities are recognised when a company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

FINANCIAL ASSETS

a. Initial recognition and measurement.

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

b. Subsequent Measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

i. Financial Assets at amortised cost.

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold assets for collecting contractual cash flows and 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. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade receivables, loans and other financial assets.

ii. Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold assets for collecting contractual cash flows, principal amount and 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. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, dividend income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss.

iii. Financial assets at fair value through profit or loss (FVTPL).

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

c. Investments in subsidiaries, joint ventures and associates.

Investment in subsidiaries, joint ventures and associates are carried at cost less impairment in the financial statements.

d. Derecognition.

The Company derecognises a financial asset when the rights to receive cash flows from the asset have expired or it transfers the right to receive the contractual cash flow on the financial assets in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred.

FINANCIAL LIABILITIES

a. 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, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

b. Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

i. Financial Liabilities at fair value through profit or loss (FVTPL).

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. Gains or losses on liabilities held for trading are recognised in the profit or loss.

ii. Financial liabilities at amortised cost.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. The EIR amortisation is included as finance costs in the statement of profit and loss

c. Derecognition.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

d. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

M. IMPAIRMENT

The Company assessed the expected credit losses associated with its assets carried at amortised cost and fair value through other comprehensive income based on the Company's past history of recovery, credit worthiness of the counter party and existing and future market conditions.

For all financial assets other than trade receivables and contract assets, expected credit losses are measured at an amount equal to the 12-month expected credit loss (ECL) unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. For trade receivables, the Company has applied the simplified approach for recognition of impairment allowance as provided in Ind AS 109 which requires the expected lifetime losses from initial recognition of the receivables.

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

For contract assets, the Company has applied the simplified approach for recognition of impairment allowance as provided in Ind AS 109 which requires the expected lifetime losses from initial recognition of the contract assets.

N. BORROWING COSTS.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

O. CASH AND CASH EQUIVALENTS.

Cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks (three months or less from the date of acquisition). For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks (three months or less from the date of acquisition), net of outstanding bank overdrafts that are repayable on demand and are considered part of our Group's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

Deposits with banks with original maturity more than 3 months but less than 12 months are shown in Bank balances other than cash and cash equivalents.

Margin money deposit is shown in Bank balances other than cash and cash equivalents.

P. CASH FLOW STATEMENTS.

Cash flows are reported using the indirect method as per Ind AS 7 Statement of cash flows, whereby net profit before taxes for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

Q. EARNINGS PER SHARE (EPS).

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit or loss attributable to equity shareholders

- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued and sub-division of face value of equity shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the profit or loss attributable to equity shareholders

- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

R. LEASES.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of Office, machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

S. EMPLOYEE BENEFIT EXPENSES.

(i) Employment benefits

Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Post-Employment benefits

(a) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which a Group pays fixed contribution into a separate entity and will have no legal or constructive obligation to pay further amounts.

The Group recognises contribution payable as an expenditure, when an employee renders the related services. If the contribution already paid exceeds the contribution due for services received before the reporting period, then excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payment or a cash refund.

(b) Defined benefit plans

The Group's net obligation in respect of gratuity is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government securities as at the reporting date.

Re-measurement of defined benefit plans in respect of post-employment are charged to Other Comprehensive Income.

(iii) **Termination benefits**

Termination benefits are recognised as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Company has made on offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the reporting date, then they are discounted to their present value.

T. TAXES.

The income tax expense comprises of current and deferred income tax. Income tax is recognised in the restated consolidated summary statement of profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity, in which case the related income tax is also recognised accordingly.

i. Current income tax

The current tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date of the respective country. The payment made in excess/(shortfall) of the Group's income tax obligation for the period are recognised in the restated consolidated financial statement of assets and liabilities as current income tax assets/liabilities.

Current income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the restated consolidated financial statement of assets and liabilities, if and only when, (a) the Group currently has a legally enforceable right to set-off the current income tax assets and liabilities, and (b) when it relates to income tax levied by the same taxation authority and where there is an intention to settle the current income tax balances on net basis.

ii. Deferred tax (Net)

Deferred income tax is recognised using the balance sheet approach, deferred tax is recognised on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax 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. In view of the same deferred tax assets and deferred tax liabilities have been shown separately.

U. PROVISIONS AND CONTINGENCIES.

(i) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

(ii) Warranties

The estimated liability for product warranties is recorded when products are sold / project is completed. These estimates are established using historical information on the nature, frequency and average cost of warranty claims. Management estimates for possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claims arise being typically up to five years.

(iii) Contingent Liabilities

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Group.

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 restated consolidated financial statements.

(iv) Contingent Assets

Contingent assets are not recognised in restated consolidated financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised accordingly.

V. OPERATING SEGMENT.

The Group is exclusively engaged in the business of Manufacturing of Power Products and providing Services in the areas of Power Generation, Power Transmission, Power Distribution and Power Automation.

Based on the management approach, the allocation of resources and assessment of segment performance are focused on the types of goods or services delivered or provided. The Group is in the business of manufacture and sale of electric equipments, which in the context of Indian Accounting Standard 108 'Operating Segment' represents a single reportable business segment.

The revenues, total expenses and net profit as per the Statement of profit and loss represent the revenue, total expenses and the net profit of the sole reportable segment.

W. 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 six months period ended September 30, 2024 and the 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 – Notes forming part of the Restated Consolidated Financial Information*"*.

X. CORPORATE SOCIAL RESPONSIBILITY ("CSR").

As per Section 135 of the Companies act, 2013, a parent company, meeting the applicability threshold, need to spend at least 2% of its average net profit for the immediately preceding three financial years on CSR activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, health care, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. The funds were primarily allocated to a project and utilized through the year on these activities which are specified in schedule VII of the Companies Act, 2013.As per section 135 of the Companies Act, 2013, a parent company has formed CSR committee.

Y. CURRENT AND NON-CURRENT CLASSIFICATION.

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

• Expected to be realised or intended to be sold or consumed in normal operating cycle

• Held primarily for the purpose of trading.

• Expected to be realised within twelve months after the reporting period, or

• Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

• It is expected to be settled in normal operating cycle

• It is held primarily for the purpose of trading

• It is due to be settled within twelve months after the reporting period, or

• There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Z. SUBSEQUENT EVENTS AFTER THE BALANCE SHEET DATE

During the period, the name of the step down subsidiary Endoks Enerji Dağıtım Sistemleri Sanayi İthalat ve İhracat Limited Şirketi has changed to Endoks Enerji Anonim Şirketi effective from November 1, 2024. This name change does not affect the overall operations or financials of the company/group.

As per board resolution dated November 1, 2024, the Company changed its legal form from a limited liability company to a joint-stock company, increased its share capital from TRY 1,000,000.00 to TRY 10,000,000.00, and adjusted the nominal value per share from TRY 50.00 to TRY 100.00. The capital has increased using internal sources i.e. previous years profits and share ratios of partners remains the same.

AA. OTHERS.

i. Figures have been rearranged and regrouped wherever practicable and considered necessary.

ii. First Time Adoption of Ind-AS

The Group has prepared opening Balance Sheet as per Ind AS as of April 1, 2021 (transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, derecognising items of assets or liabilities which are not permitted to be recognised by Ind AS, reclassifying items from I-GAAP to Ind AS as required, and applying Ind AS to measure the recognised assets and liabilities. The exemptions availed by the company under Ind AS 101 are as follows:

The Company has adopted the carrying value determined in accordance with I-GAAP for all of its property plant & equipment, Intangible Assets and investment property as deemed cost of such assets at the transition date.

The Company has chosen to adopt an exemption regarding the disclosure of the Foreign Currency Translation Reserve on consolidation, starting from the date of transition, which is April 1, 2021.

iii. **Recent Accounting Pronouncement**

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. As of September 30, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group that has not been applied.

3. SIGNIFICANT ACCOUNTING, JUDGEMENTS ESTIMATES AND ASSUMPTIONS.

In the application of the Company's accounting policies, which are described in Note 2 above, Management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year:

(i) Cost to Complete.

Management estimates the costs to complete for each project for the purpose of revenue recognition and recognition of anticipated losses on projects, if any. In the process of calculating the cost to complete, Management conducts regular and systematic reviews of actual results and future projections with comparison against budget.

This process requires monitoring controls including financial and operational controls and identifying major risks facing the Company and developing and implementing initiatives to manage those risks. The Company's Management is confident that the costs to complete the project are fairly estimated.

(ii) Percentage of Completion.

Management's estimate of the percentage of completion on each project for the purpose of revenue recognition is through conducting some weight analysis to assess the actual quantity of the work for each activity performed during the reporting period and estimate any future costs for comparison against the initial project budget.

This process requires monitoring of financial and operational controls. Management is of the opinion that the percentage of completion of the projects is fairly estimated. As required by Ind AS 115, in applying the percentage of completion on its projects, the Company is required to recognise any anticipated losses on it contracts.

(iii) Impairment of financial assets and contract assets.

The Company's Management reviews periodically items classified as receivables and contract assets to assess whether a provision for impairment should be recorded in the statement of profit and loss. Management estimates the amount and timing of future cash flows when determining the level of provisions required. Such estimates are necessarily based on assumptions about several factors involving varying degrees of judgement and uncertainty.

The Company reviews its carrying value of investments annually, or more frequently when there is indication for impairment. If the recoverable amount is less than it's carrying amount, the impairment loss is accounted for.

(iv) Fair value measurement of financial instruments.

Some of the Company's assets are measured at fair value for financial reporting purposes. The Management determines the appropriate valuation techniques and inputs for fair value measurements.

(v) Litigations.

From time to time, the Company may subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made, and the amount of the loss can be reasonably estimated.

Significant judgement is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each Balance Sheet date and revisions made for the changes in facts and circumstances. Provision for litigations and contingent liabilities are disclosed in Note 45 (B).

(vi) Defined Benefit plans.

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. 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. All assumptions are reviewed at each Balance Sheet date and disclosed in Note 37.

(vii) Useful lives of property, plant and equipment and intangible assets.

The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the useful life of property, plant and equipment and intangible assets as at the end of each reporting period. This reassessment may result in change in depreciation and amortisation expense in future periods.

(viii) Impairment of Goodwill.

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which the goodwill is allocated. The value in use calculations requires the directors to estimate the future cash flows expected to arise from the cash generating unit and suitable discount rate in order to calculate the present value. Where the actual future cash flows expected to arise are less than expected a material impairment loss may arise.

(ix) Warranty provisions

The Company gives warranties for its products, undertaking to repair or replace the product that fail to perform satisfactory during the warranty period. Provision made at the year-end represents the amount of expected cost of meeting such obligations of rectification / replacement which is based on the historical warranty claim information as well as recent trends that might suggest that past cost information may differ from future claims. Factors that could impact the estimated claim information include the success of the Company's productivity and quality initiatives. Provision towards warranty is disclosed in Note 24.

For and on behalf of the Board of Directors of

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED

Thalavaidurai Pandyan Managing Director DIN: 00439782	Bharanidharan Pandyan Whole Time Director DIN: 01298247	Chitra Pandyan Whole Time Director DIN: 02602659
Deepak Suryawanshi Company Secretary PAN: CJKPS2065J	Rajesh Jayaraman Chief Financial Officer PAN: ABHPR6320E	

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
ANNEXURE - VI
STATEMENTS OF CONSOLIDATED RESTATED ADJUSTMENTS

Reconciliation of total equity as at September 30, 2024; March 31, 2024; March 31, 2023; March 31, 2022; April 1, 2021

Particulars	September 30, 2024	31.03.2024	31.03.2023	31.03.2022
Total Equity (Shareholder's Fund) as per pervious IGAAP/IndAS	1,664.76	1,181.75	1,757.65	1,357.55
Restated Adjustments				
Ind AS Adjustments	-	-	2.58	0.44
Restated Adjustments	-	-	(0.42)	(0.01)
Stock Reserve	-	-	1.25	2.42
Adjustments				
Change in Reserve from IFRS Conversion and FCTR Difference (Endoks Enerji Anonim Şirketi)	-	-	7.30	251.97
S&S Transformer and Accessories Pvt. Ltd. -Not Considered earlier for consolidation	-	-	(13.29)	(10.94)
Total Adjustments	-	-	(2.58)	243.88
Total Equity	1,664.76	1,181.75	1,755.07	1,601.43
Total Equity as per Ind AS	1,664.76	1,181.75	1,755.07	1,601.43

Reconciliation of total comprehensive income for the period ended September 30, 2024; March 31, 2024; March 31, 2023; March 31, 2022.

Particulars	September 30, 2024	31.03.2024	31.03.2023	31.03.2022
Profit after tax as per pervious IGAAP/IndAS	500.78	554.74	503.08	294.16
Adjustments				
S&S Transformer and Accessories Pvt. Ltd. -Not Considered earlier for consolidation	-	-	(2.36)	(1.39)
Endoks Enerji Anonim Şirketi - Profit restated on adoption of IFRS	-	-	(35.95)	166.31
Ind AS Adjustments	-	-	2.21	(0.09)
Restated Adjustments	-	-	(0.48)	2.09
Stock Reserve	-	-	(1.17)	1.21
Transfer to OCI	-	-	(66.41)	(40.02)
.				
Total Adjustments	-	-	(104.16)	128.11
Profit after tax as per Ind AS	500.78	554.74	398.92	422.27
Other Comprehensive Income				
Items that will not be reclassified to profit or loss	3.98	26.99	66.41	40.02
Total Comprehensive income as per Ind AS	504.76	581.73	465.33	462.29

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

4. PROPERTY PLANT AND EQUIPMENTS

(Amount in INR millions)

Description	Land	Building	Plant & Machinery	Vehicle	Computer	Other Assets	Total
GROSS CARRYING VALUE (Cost or Deemed Cost)							
As at April 1, 2021.	**88.09**	**145.88**	**26.16**	**29.48**	**0.73**	**21.96**	**312.30**
Exchange Difference on FCTR	1.92	3.10	6.45	0.75	-	0.18	**12.40**
Additions	-	0.75	3.60	14.31	0.52	11.73	**30.92**
Disposals	-	-	-	(0.64)	-	-	**(0.64)**
As at March 31, 2022.	**90.01**	**149.73**	**36.21**	**43.90**	**1.25**	**33.87**	**354.98**
Exchange Difference on FCTR	4.46	7.19	0.28	2.79	-	1.10	**15.82**
Additions	24.54	-	13.80	11.97	0.97	8.64	**59.91**
Disposals	-	-	(1.37)	(0.87)	(0.03)	(0.44)	**(2.71)**
As at March 31, 2023.	**119.01**	**156.91**	**48.92**	**57.79**	**2.19**	**43.17**	**428.00**
Exchange Difference on FCTR	1.21	1.34	0.14	0.66	-	0.22	**3.59**
Additions	238.39	-	23.60	75.39	0.88	7.54	**345.79**
Disposals	(41.53)	-	-	(19.04)	-	(0.13)	**(60.71)**
As at March 31, 2024.	**317.08**	**158.26**	**72.66**	**114.80**	**3.07**	**50.80**	**716.67**
Exchange Difference on FCTR	25.97	9.97	(0.44)	12.36	-	2.12	**49.97**
Additions	14.80	-	6.68	11.65	0.46	3.10	**36.69**
Disposals	-	-	(2.58)	(6.24)	-	-	**(8.82)**
As at September 30, 2024.	**357.85**	**168.22**	**76.32**	**132.57**	**3.53**	**56.02**	**794.51**
ACCUMULATED DEPRECIATION/IMPAIRMENT							
As at April 1, 2021.	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Depreciation for the year	-	4.69	5.14	3.89	0.29	4.60	**18.61**
Deductions/Adjustments during the year	-	-	-	(0.21)	-	-	**(0.21)**
As at March 31, 2022.	**-**	**4.69**	**5.14**	**3.68**	**0.29**	**4.60**	**18.40**
Depreciation for the year	-	6.20	6.07	4.15	0.60	5.33	**22.36**
Deductions/Adjustments during the year	-	-	(0.41)	(0.11)	-	-	**(0.52)**
As at March 31, 2023.	**-**	**10.90**	**10.80**	**7.72**	**0.89**	**9.93**	**40.24**
Depreciation for the year	-	6.00	8.89	8.39	0.75	7.27	**31.30**
Deductions/Adjustments during the year	-	-	-	(8.77)	-	(0.09)	**(8.86)**
As at March 31, 2024.	**-**	**16.89**	**19.69**	**7.34**	**1.64**	**17.10**	**62.67**
Depreciation for the year/period	-	2.99	6.05	5.13	0.31	2.63	**17.11**
Deductions/Adjustments during the year/period	-	-	(1.21)	(0.59)	-	-	**(1.80)**
As at September 30, 2024.	**-**	**19.88**	**24.53**	**11.89**	**1.95**	**19.73**	**77.98**
Net carrying value as at September 30,2024	**357.85**	**148.34**	**51.80**	**120.68**	**1.58**	**36.28**	**716.54**
Net carrying value as at March 31,2024	**317.08**	**141.36**	**52.97**	**107.46**	**1.43**	**33.70**	**654.00**
Net carrying value as at March 31,2023.	**119.01**	**146.02**	**38.12**	**50.08**	**1.30**	**33.24**	**387.77**
Net carrying value as at March 31,2022.	**90.01**	**145.03**	**31.07**	**40.23**	**0.97**	**29.27**	**336.58**

NOTES:

i) The Opening balance of the Property Plant and Equipment as at April 1 2021 shows carrying value of that respective assets.

ii.) Property, Plant and Equipment pledged as security against borrowing of the Company.

Refer to Note 21 for Information on Property, Plant and Equipment pledge as security by the Company.

iii.) Title Deed not held in the name of the Company

Relevant Line Item in Balance Sheet	Description of item of Property	Gross Carrying value	Title Deed held in the name of	Whether Title Deed Holder is a promoter, director or relative of promoter*/director or employee of promoter/director	Property Held since which Date	Reasons for not being held in the name of the company
NIL						

The Company has not revalued Property, Plant and Equipment

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

5. CAPITAL WORK IN PROGRESS

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Opening Capital Work-in-Progress	17.27	6.87	0.00	0.17
Add: Additions during the year/period	-	12.58	6.87	0.00
Less: Capitalised during the year/period	-	2.18	-	0.17
Closing Capital Work-in-Progress	**17.27**	**17.27**	**6.87**	**0.00**
Projects Work In Progress				
- less than 12 months	-	12.58	6.87	-
- 1 year to 2 years	17.27	4.69	-	-
- 2 year to 3 years	-	-	-	-
- More than 3 years	-	-	-	-
	17.27	**17.27**	**6.87**	**-**

1.) The company annually modulates Project execution plans on the basis of various economic and regulatory developments and all the projects are executed as per the rolling annual plans and annual capex budget.
2.) There are no projects in progress whose completion is overdue or has exceeded its cost compared to its original plan.

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

6. INTANGIBLE ASSETS.

(Amount in INR millions)

Description	Software and Rights	Technical Know How	Total
GROSS CARRYING VALUE (Cost or Deemed Cost)			
As at April 1, 2021	**2.41**	-	**2.41**
Exchange Difference on FCTR	0.01	-	**0.01**
Additions	0.15	-	**0.15**
Deletions	-	-	-
As at March 31, 2022.	**2.57**	-	**2.57**
Exchange Difference on FCTR	0.04	-	**0.04**
Additions	-	5.79	**5.79**
Deletions	-	-	-
As at March 31, 2023.	**2.61**	**5.79**	**8.40**
Exchange Difference on FCTR	0.00	-	**0.00**
Additions	1.22	-	**1.22**
Deletions	-	-	-
As at March 31, 2024.	**3.84**	**5.79**	**9.62**
Exchange Difference on FCTR	0.59	-	**0.59**
Additions	0.02	0.90	**0.92**
Deletions	-	-	-
As at September 30, 2024.	**4.45**	**6.69**	**11.13**
ACCUMULATED AMORTISATION/IMPAIRMENT			
As at April 1, 2021		-	-
Amortisation for the year	0.65	-	**0.65**
Deductions/Adjustments during the year	-	-	-
As at March 31, 2022.	**0.65**	-	**0.65**
Amortisation for the year	0.24	0.77	**1.01**
Deductions/Adjustments during the year	-	-	-
As at March 31, 2023.	**0.89**	**0.77**	**1.66**
Amortisation for the year	0.16	2.19	**2.35**
Deductions/Adjustments during the year	-	-	-
As at March 31, 2024.	**1.05**	**2.96**	**4.01**
Amortisation for the year/period	0.34	0.69	**1.04**
Deductions/Adjustments during the year/period	-	-	-
As at September 30, 2024.	**1.39**	**3.66**	**5.05**
Net carrying value as at September 30,2024.	3.05	3.03	**6.09**
Net carrying value as at March 31,2024.	2.79	2.83	**5.61**
Net carrying value as at March 31,2023.	1.72	5.02	**6.74**
Net carrying value as at March 31,2022.	1.92	-	**1.92**

i) The Opening balance of the Property Plant and Equipment as at April 1 2021 shows carrying value of that respective assets.
ii) The company does not have any intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

7. NON CURRENT INVESTMENTS

(Amount in INR millions)

Particulars	September 30, 2024			March 31, 2024			March 31, 2023			March 31, 2022		
	Face Value- Rs. /per share	No of shares/units	Amount	Face Value- Rs. /per share	No of shares/units	Amount	Face Value- Rs. /per share	No of shares/units	Amount	Face Value- Rs. /per share	No of shares/units	Amount
Investment -measured at COST												
Unquoted												
Nebeskie Labs Private Limited Fv @ Rs.10 (At premium of Rs. 5,498 /share)	10	2,633	14.50	10	2,633	14.50	10	2,633	14.50	-	-	-
Others	-	-	1.84	-	-	1.64	-	-	0.31	-	-	-
	10	**2,633**	**16.34**	**10**	**2,633**	**16.14**	**10**	**2,633**	**14.81**	**-**	**-**	**-**

8. OTHER FINANCIAL ASSETS. (NON CURRENT)

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Security Deposits	1.77	1.50	2.00	2.42
Bank deposits with banks with maturity period of more than 12 months	63.59	437.07	410.64	351.64
Advance for purchase of shares of Mehru Electrical & Mechanical Engineers Pvt. Ltd.	36.00	-	-	-
TOTAL	**101.36**	**438.57**	**412.64**	**354.06**

9. OTHER NON CURRENT ASSETS

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Capital advances	124.86	120.00	77.22	0.65
Advance other than capital advance				
Bank Guarantee	0.05	0.05	0.05	0.05
Prepaid Expenses	13.84	12.52	-	3.20
TOTAL	**138.75**	**132.57**	**77.27**	**3.90**

*Capital advances include advance given for Purchase of Land/Plot, factory equipments, Machinery, etc.

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

10. INVENTORIES

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Raw materials	122.88	177.08	470.60	367.63
Stock in Trade	5.97	4.12	0.77	38.79
Stores, spares and packing materials	-	-	0.84	0.34
Work-in-progress	10.67	52.61	5.12	-
Finished goods	0.62	0.78	1.39	0.90
TOTAL	**140.14**	**234.59**	**478.72**	**407.66**

11. CURRENT INVESTMENTS

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Investment (Unquoted) (Exchange Protected Deposit, Shares (Stocks), Fund Account)	493.69	459.14	291.94	-
TOTAL	**493.69**	**459.14**	**291.94**	**-**

12. TRADE RECEIVABLES

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Non Current				
Unsecured, considered doubtful	-	-	-	
Credit impaired	-	-	-	-
Less: Allowance for credit impairment	-	-	-	-
	-	-	-	-
Current				
A (Unsecured Considered Good unless otherwise stated)				
Trade Receivables from Customers	841.35	797.50	653.83	541.50
	841.35	**797.50**	**653.83**	**541.50**
B Breakup of Security Details				
Trade receivables which have significant increase in credit risk		-	-	-
Trade receivable Credit Impaired	1.11	1.21	3.81	2.53
	1.11	**1.21**	**3.81**	**2.53**
C Impairment Allowance(allowance for bad and doubtful debts)				
Less: Loss Allowance	1.33	1.51	-	-
	838.91	**794.78**	**650.02**	**538.97**

a. Amount of Trade Receivables as at the year/period end reflects net of provisions.

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

Trade Receivables Ageing Schedule : **(Amount in INR millions)**

September 30, 2024	Outstanding for following period from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
(i)(a) Undisputed Trade Receivables - Considered Good (Others)	834.49	1.68	1.58	0.07	2.42	**840.24**
(i)(b) Undisputed Trade Receivables - Considered Good (Related	-	-	-	-	-	**-**
(ii) Undisputed Trade Receivables - Which have Significant	-	-	-	-	-	**-**
(iii) Undisputed Trade Receivables - Credit impaired	-	-	-	-	-	**-**
(iv) Disputed Trade Receivables - Considered Good	-	-	1.11	-	-	**1.11**
(v) Disputed Trade Receivables - Which have Significant increase	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables - Credit impaired	-	-	-	-	-	**-**
Sub Total	**834.49**	**1.68**	**2.69**	**0.07**	**2.42**	**841.35**
Less: Allowance for credit impaired/Expected Credit Loss	0.10	-	1.11	0.02	1.21	**2.44**
Total	**834.39**	**1.68**	**1.58**	**0.05**	**1.21**	**838.91**

March 31, 2024	Outstanding for following period from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
(i)(a) Undisputed Trade Receivables - Considered Good (Others)	757.50	28.68	7.02	1.88	2.42	**797.50**
(i)(b) Undisputed Trade Receivables - Considered Good (Related Party)	-	-	-	-	-	**-**
(ii) Undisputed Trade Receivables - Which have Significant increase in credit Risk	-	-	-	-	-	**-**
(iii) Undisputed Trade Receivables - Credit impaired	1.21	-	-	-	-	**-**
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	**-**
(v) Disputed Trade Receivables - Which have Significant increase in credit Risk	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables - Credit impaired	-	-		-	-	**-**
Sub Total	**757.50**	**28.68**	**7.02**	**1.88**	**2.42**	**797.50**
Less: Allowance for credit impaired/Expected Credit Loss	1.29	0.22	0.09	0.31	0.81	**2.72**
Total	**756.21**	**28.45**	**6.93**	**1.56**	**1.62**	**794.78**

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

March 31, 2023	Outstanding for following period from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
(i)(a) Undisputed Trade Receivables - Considered Good (Others)	641.23	1.72	10.77	0.04	0.07	**653.83**
(i)(b) Undisputed Trade Receivables - Considered Good (Related Party)	-	-	-	-	-	-
(ii) Undisputed Trade Receivables - Which have Significant increase in credit Risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit impaired	3.81	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables - Which have Significant increase in credit Risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit impaired	-	-	-	-	-	-
Sub Total	**641.23**	**1.72**	**10.77**	**0.04**	**0.07**	**653.83**
Less: Allowance for credit impaired/Expected Credit Loss	3.81	-	-	-	-	**3.81**
Total	**637.42**	**1.72**	**10.77**	**0.04**	**0.07**	**650.02**

March 31, 2022	Outstanding for following period from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
(i)(a) Undisputed Trade Receivables - Considered Good (Others)	521.94	16.33	3.09	0.14	-	**541.50**
(i)(b) Undisputed Trade Receivables - Considered Good (Related Party)	-	-	-	-	-	-
(ii) Undisputed Trade Receivables - Which have Significant increase in credit Risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit impaired	2.53	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables - Which have Significant increase in credit Risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit impaired	-	-	-	-	-	-
Sub Total	**521.94**	**16.33**	**3.09**	**0.14**	**-**	**541.50**
Less: Allowance for credit impaired/Expected Credit Loss	2.53	-	-	-	-	**2.53**
Total	519.41	16.33	3.09	0.14	-	**538.97**

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

13. CASH AND CASH EQUIVALENTS

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Balances with banks	315.69	347.15	478.95	633.80
Deposits with bank -original maturity of less than 3 months	109.35	102.54	-	5.24
Cash on hand	63.37	23.40	32.94	15.47
TOTAL	**488.41**	**473.09**	**511.89**	**654.51**

14. BANK BALANCES AND OTHER CASH AND CASH EQUIVALENTS

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Fixed deposits with banks				
with original maturity for more than 3 months but less than 12 months	285.13	2.35	4.52	24.09
Margin money deposit	0.72	1.24	1.55	0.65
TOTAL	**285.85**	**3.59**	**6.07**	**24.74**

15. OTHER FINANCIAL ASSETS (CURRENT)

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Contract Assets	325.16	156.54	48.08	23.28
(Unsecured, considered good)				
Interest Accrued But Not Due	-	0.01	0.21	1.37
TOTAL	**325.16**	**156.55**	**48.29**	**24.65**

16. DEFERRED TAX

Deferred Tax **(Amount in INR millions)**

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Deferred Tax relates to the following				
Business Loss carry forward	-	-	-	-
Remeasurement of Post employment benefit obligations	-	-	-	-
Others	15.43	7.50	18.79	20.74
Total Deferred Tax Assets	**15.43**	**7.50**	**18.79**	**20.74**
Deferred Tax relates to the following				
Business Loss carry forward	-	-	-	-
Remeasurement of Post employment benefit obligations	-	-	-	-
Others	1.69	1.25	1.36	1.16
Total Deferred Tax Liabilities	**1.69**	**1.25**	**1.36**	**1.16**

Movement in deferred tax liabilities/Assets **(Amount in INR millions)**

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Tax Income / (Expense) during the period recognised in Profit or loss	(7.25)	0.26	(1.27)	(4.69)
Tax Income / (Expense) during the period recognised in OCI	0.49	(4.57)	1.84	1.34
	(7.74)	**4.83**	**(3.11)**	**(6.03)**

The company off sets taxes and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and deferred tax asset and deferred tax liability relate to income tax levied by the same tax authority. In view of the same deferred tax Assets and deferred tax Liabilities are shown separately.
Considering the probability of availability of future taxable profits in the period in which tax losses expire, deferred tax assets have not been recognised in respect of tax losses carried forward by the company.

Major Components of Income Tax expense for the six months ended September 30, 2024 and year ended March 31,2024, year ended March 31,2023, year ended March 31, 2022 are as follows:

i. Income Tax recognised in profit or loss **(Amount in INR millions)**

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Current Income Tax charge	54.90	77.55	78.78	72.36
Deferred Tax	(7.25)	0.26	(1.27)	(4.69)
Income Tax expense recognised in profit or loss	**47.65**	**77.81**	**77.51**	**67.67**

ii. Income Tax recognised in OCI

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net loss/(gain) on remeasurements of defined benefit plan	0.49	(4.57)	1.84	1.34
Income Tax expense recognised in OCI	0.49	(4.57)	1.84	1.34

Reconciliation of Tax expense and accounting profit multiplied by Income Tax rate for September 30, 2024; March 31,2024; March 31,2023; March 31,2022

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Profit before Tax from continuing operation	**548.43**	**632.55**	**476.43**	**489.94**
Profit before Tax from discontinuing operation	-	-	-	-
Accounting Profit before Income Tax	**548.43**	**632.55**	**476.43**	**489.94**
Enacted Tax rate in India	**25.17%**	**25.17%**	**25.17%**	**25.17%**
Income Tax on Accounting Profit	8.69%	12.30%	16.27%	13.81%
Effect of				
Tax on Net Disallowed Depreciation	0.92	0.38	(0.00)	0.27
Non Deductible Expenses	5.14	3.88	2.48	1.94
Deductible Expenses	(102.53)	(66.10)	(47.77)	(21.44)
Difference between PBT as per Books & computation	-	(11.93)	14.89	(31.42)
Unrecognised Deferred tax	(1.93)	0.87	(2.37)	(5.11)
Difference in tax Provision	0.15	0.20	0.42	0.49
Inflation Effect	5.77	-	-	-
Last Year adjustments	7.34	0.08	0.02	0.14
5 percent tax cut of foreign step down subsidiry	-	-	1.47	1.98
Others	2.01	0.82	0.70	0.48
Deferred Tax	(7.24)	-	-	-
Intercompany	-	(0.06)	(0.48)	2.34
Endoks Enerji Anonim Şirketi- Impact on profit change	-	(9.53)	(11.76)	(5.30)
Tax at effective Income Tax rate	**(90.37)**	**(81.39)**	**(42.40)**	**(55.63)**

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

17. CURRENT TAX ASSETS (NET)

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Income Tax Net of Advance tax, TDS, TCS, Income tax Refunds	-	23.13	3.26	0.91
TOTAL	**-**	**23.13**	**3.26**	**0.91**

18. OTHER CURRENT ASSETS

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
(Unsecured, considered good)				
Advance to Suppliers & Others	246.95	6.85	5.82	7.98
Balances with Government Authorities	79.59	65.32	77.32	44.76
Others *	83.53	97.20	121.08	105.74
Defined Benefit Obligation - Gratuity (Net)	1.97	2.50	2.65	1.00
TOTAL	**412.04**	**171.87**	**206.87**	**159.48**

*Others Includes- Prepaid expenses, Deffered Expenses and Duty Drawback Receivable/RoDTEP

19. SHARE CAPITAL

I. Authorised Share Capital **(Amount in INR millions)**

PARTICULARS	Equity Share	
	Number	Amount
Equity Shares of Rs. 1000/- each with voting rights		
At April 1,2021	**1,500**	**1.50**
Increase/(decrease) during the year	-	-
At April 1,2022	**1,500**	**1.50**
Increase/(decrease) during the year	-	-
At April 1,2023	**1,500**	**1.50**
Equity Shares of Rs. 10/- each with voting rights		
Increase/(decrease) during the year	9,99,98,500	998.50
At March 31,2024	**10,00,00,000**	**1,000.00**
Increase/(decrease) during the year/period	-	-
At September 30,2024	**10,00,00,000**	**1,000.00**

Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs10/- per share. Each holder of equity shares is entitled to one vote per share. The holders of Equity Shares are entitled to receive dividends as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets 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.

Notes

(a) Sub-division of Face value of Equity Shares of the Company from 1500 Equity Shares of 1000/- per Equity Share to 1,50,000 Equity shares of 10/- per Equity Share vide Extra Ordinary General Meeting held on 3rd January, 2024

(b) Increase in Authorised Share Capital- The Authorized Share Capital of the Company was increased from Rs 15,00,000/- divided into 150000 Equity Shares of Rs.10/- each to Rs. 100,00,00,000/- divided into 10,00,00,000 vide Extra Ordinary General Meeting held on 3rd January, 2024.

(c) Bonus shares :- 7,20,00,000 equity shares of Face Value of Rs. 10/- in ratio of 480:1 (480 new equity shares for 1 Existing shares) approved in Extra Ordinary General Meeting held on 3rd January, 2024.

II. Issued and paid up Share Capital **(Amount in INR millions)**

PARTICULARS	Number	Amount
Equity Shares of Rs. 1000 each issued, subscribed and fully paid		
At April 1,2021	**1,500**	**1.50**
Issued during the year	-	-
At April 1,2022	**1,500**	**1.50**
Issued during the year	-	-
At April 1,2023	**1,500**	**1.50**
Equity Shares of Rs. 10 each issued, subscribed and fully paid		
Share Split during the year	1,48,500	-
Bonus Issued during the year	7,20,00,000	720.00
At March 31,2024	**7,21,50,000**	**721.50**
Issued during the year/period	-	-
At September 30,2024	**7,21,50,000**	**721.50**

iii. Reconciliation of Equity Shares Outstanding

Equity Shares	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	No of shares	Amt in INR millions	No of shares	Amt in INR millions	No of shares	Amt in INR millions	No of shares	Amt in INR millions
At the Beginning of the Year/period	7,21,50,000	721.50	1,500	1.50	1,500	1.50	1,500	1.50
Movement for the Year/period	-	-	7,21,48,500	720.00	-	-	-	-
Outstanding at the end of the year/period	**7,21,50,000**	**721.50**	**7,21,50,000**	**721.50**	**1,500**	**1.50**	**1,500**	**1.50**

iv. Details of Promoter and shareholders holding more than 5% of shares in the Company

Promoter name	September 30, 2024			March 31, 2024		
	No of shares	% Holding	% Change in the year	No of shares	% Holding	% Change din the year
Equity shares with Voting rights						
1. Mr. P. T. Pandyan	98,60,480	13.67%	-26.00%	2,86,19,480	39.67%	48000.00%
2. Mr. Bharanidharan	2,86,19,480	39.67%	0.00%	2,86,19,480	39.67%	48000.00%
3. Mrs. Chitra Pandyan	1,49,11,040	20.67%	0.00%	1,49,11,040	20.67%	48000.00%
4. Pandyan Family Trust	1,87,59,000	26.00%	26.00%	-	0.00%	0.00%
	7,21,50,000	**100%**		**7,21,50,000**	**100%**	

Promoter name	March 31, 2022			March 31, 2021		
	No of shares	% Holding	% Change in the year	No of shares	% Holding	% Change in the year
Equity shares with Voting rights						
1. Mr. P. T. Pandyan	595	39.67%	0%	595	39.67%	0%
2. Mr. Bharanidharan	595	39.67%	0%	595	39.67%	0%
3. Mrs. Chitra Pandyan	310	20.67%	0%	310	20.67%	0%
4. Pandyan Family Trust	-	0.00%	0%	-	0.00%	0%
	1,500	**100%**		**1,500**	**100%**	**-**

iv. No shares were issued for consideration other than cash during the period of five years immediately preceding the period ended September 30, 2024. Further the group has not undertaken any buy back of shares during the period of five years immediately preceding the period ended September 30, 2024 except Split Issue and Bonus Issue.

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

20. OTHER EQUITY

i. Reserves and Surplus **(Amount in INR millions)**

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
General Reserve	47.24	47.24	39.37	39.37
Retained Earnings	925.18	606.80	943.99	819.01
Total Other Comprehensive Income	161.10	156.32	136.13	65.52
TOTAL	**1,133.52**	**810.36**	**1,119.50**	**923.90**

ii. General Reserve **(Amount in INR millions)**

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Opening Balance	47.24	39.37	39.37	39.37
Add/(Less) : Transfer from retained earnings		-	-	-
Add/(Less) : Adjustment Gain/(Loss) of Right Issue		7.87	-	-
Closing Balance	**47.24**	**47.24**	**39.37**	**39.37**

iii. Retained Earnings **(Amount in INR millions)**

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Opening Balance				
Balance as per Last Account	606.80	943.99	819.01	753.07
Add : Surplus as per Statement of Profit and Loss	500.78	554.74	398.92	422.27
Less : Tax Payments & Other Fixes	(10.83)	(216.79)	(81.08)	(99.21)
Less : Bonus Issue	-	(720.00)	-	-
Less : Share of Non Controlling Interest	(171.57)	(180.32)	(192.86)	(257.12)
Add/(Less) : Adjustment of Gain/Loss of Right Issue	-	225.18	-	-
Amount available for appropriation	**925.18**	**606.80**	**943.99**	**819.01**
Less : Appropriations:				
Dividend on equity shares	-	-	-	-
Transfer to general reserve	-	-	-	-
Closing Balance	**925.18**	**606.80**	**943.99**	**819.01**

iv. Non Controlling Interest **(Amount in INR millions)**

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Opening for the year	371.39	635.57	677.53	706.14
Add / (Less) : Profit of Non Controlling Interest	171.57	180.32	192.86	257.12
Add / (Less) : Tax Payments & Other Fixes	(10.92)	(218.26)	(230.63)	(282.25)
Add / (Less) : Defined Benefit Plan	(0.80)	6.80	(4.19)	(3.48)
Add / (Less) : Adjustment of Gain/Loss on Right Issue	-	(233.05)	-	-
Closing Balance	**531.24**	**371.39**	**635.57**	**677.53**

v. Other Comprehensive Income **(Amount in INR millions)**

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Defined Benefit Obligation - Gratuity				
Opening Balance	5.36	(1.60)	(0.45)	0.55
Remeasurement of defined employee benefit	(0.79)	6.96	(1.15)	(1.00)
Closing Balance	**4.57**	**5.36**	**(1.60)**	**(0.45)**

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Foreign Currency Translation Reserve				
Opening Balance	150.96	137.73	65.97	21.47
Gain/(Loss) for the period	5.57	13.23	71.76	44.50
Closing Balance	**156.53**	**150.96**	**137.73**	**65.97**

Nature and purpose of reserve:

General reserve General Reserve is created by the company by appropriating the balance of Retained Earnings. General reserve is free reserve available for distribution as recommended by Board in accordance with requirements of the Companies Act, 2013. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

Retained earnings Retained earnings is a free reserve. This is the accumulated profit earned by the Company till date, less transfer to general reserve, dividend and other distributions made to the shareholders.

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

21. BORROWINGS

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Non Current Borrowings				
Secured				
Term Loans from Banks	13.08	45.17	48.29	10.12
Unsecured				
Loans from Banks and other Financial Institutions		-	-	
Loans from Director's, their relatives and Corporates		-	-	
(A)	**13.08**	**45.17**	**48.29**	**10.12**
Less : Current Maturities of Non Current Borrowings	13.08	32.16	46.32	7.02
Term Loans from (B)	**13.08**	**32.16**	**46.32**	**7.02**
Total (A)-(B)	**-**	**13.01**	**1.97**	**3.10**
Current Borrowings				
Current Maturities of Non Current Borrowings	13.08	32.16	46.32	7.02
Secured				
(a) Loans repayable on Demand from banks				
1. Cash Credit	192.11	151.62	34.90	35.99
2. Export Packing Credit	35.22	67.89	16.20	46.98
3. Others Loans of Endoks Enerji Anonim Şirketi	15.12	118.11	6.68	22.09
Unsecured				
Loans from Director's, their relatives and Corporates	-	-	-	
TOTAL	**255.53**	**369.78**	**104.10**	**112.08**

Note- During the year 2023-24 the company has taken loan from Directors and relative of directors for the purpose of Working Capital requirements of the company and the loan is for the short term and payable on demand. The interest is charged on the loan @ 10% p.a.

21. BORROWINGS

A : SECURED TERM LOANS FROM BANKS AND FINANCIAL INSTITUTIONS

Sr. No	Particulars	As at September 30, 2024		As at March 31, 2024		Sanctioned Amount	Security	Repayment Terms (ROI/Commission)
		Non Current	Current	Non Current	Current			
1	Axis Bank -CC	-	192.11	-	151.62	150.00	Hypothecation of i) Entire Current Assets ii) Movable Property, Plant and Machinery	Payable on Demand
2	Axis Bank- Vehicle Loan	-	-	-	-	5.00	BMW Vehicle	37 monthly instalments EMI - Rs. 1.54 Lacs
3	Axis Bank -Export Packing Credit	-	35.22	-	67.89	100.00	Hypothecation of i) Entire Current Assets ii) Movable Property, Plant and Machinery	Payable on Demand
4	Ziraat Bank -Cash Credit	-	15.12	-	118.11	630.28	Personal Guaranteeof Directors (Alper Terciyanli & Alper Cetin, Euro to INR)	TLREF + 2 and 6.99% payable at monthly intervals.(Sanctioned in Euro)
	Total	-	242.45	-	337.62			

Sr. No	Particulars	As at March 31, 2023		As at March 31, 2022		Sanctioned Amount	Security	Repayment Terms (ROI/Commission)
		Non Current	Current	Non Current	Current			
1	Axis Bank -CC	-	34.90	-	35.99	150.00	Hypothecation of i) Entire Current Assets ii) Movable Property, Plant and Machinery	Payable on Demand
2	Axis Bank- Vehicle Loan	-	-	0.14	1.75	5.00	BMW Vehicle	37 monthly instalments EMI - Rs. 1.54 Lacs
3	Axis Bank -Export Packing Credit	-	16.20	-	46.98	100.00	Hypothecation of i) Entire Current Assets ii) Movable Property, Plant and Machinery	Payable on Demand
4	Ziraat Bank -Cash Credit	-	6.68	-	22.09	630.28	Personal Guaranteeof Directors (Alper Terciyanli & Alper Cetin, Euro to INR)	TLREF + 2 and 6.99% payable at monthly intervals.(Sanctioned in Euro)
	Total	-	57.78	0.14	106.81			

Collateral Security for all Facilities of Axis Bank
Industrial Property Plot No. N-17/3, Sangli Miraj Industrial Area, Tal. Miraj, Distr. Sangli, MIDC Kupwad, MIDC Sangli, Maharashtra
Industrial Property Plot No. N-17/5, Sangli Miraj Industrial Area, Tal. Miraj, Distr. Sangli, MIDC Kupwad, MIDC Sangli, Maharashtra
Industrial Property Plot No. N-17/2, Sangli Miraj Industrial Area, Tal. Miraj, Distr. Sangli, MIDC Kupwad, MIDC Sangli, Maharashtra

Personal Guarantee of Directors
Bharanidharan Pandyan
Chitra Pandyan
Thalavaidurai Pandyan

B : UNSECURED TERM LOANS FROM BANKS, FINANCIAL INSTITUTIONS and Directors, their relative

Sr. No	Particulars	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
		Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
1	Loan from Banks	-	13.08	13.01	32.16	1.97	46.32	2.96	5.27
	TOTAL	-	13.08	13.01	32.16	1.97	46.32	2.96	5.27

C : SECURITY FOR WORKING CAPITAL LOANS FROM BANKS

The company has taken working capital loans under consortium finance. The security details are as follows:
*Exclusive 2nd charge by way of equitable mortgage of immovable properties listed below:

Details of Immovable properties	Belongs to
Industrial Property situated at Plot No N-17/3, Sangli Miraj Industrial Area, Dist. Sangli, MIDC Kupwad, at Kupwad Sangli Maharashtra - 416436	Company
Industrial Property situated at Plot No N-17/5, Sangli Miraj Industrial Area, Dist. Sangli, MIDC Kupwad, at Kupwad Sangli Maharashtra - 416436	Company
Industrial Property situated at Plot No N-17/2, Sangli Miraj Industrial Area, Dist. Sangli, MIDC Kupwad, at Kupwad Sangli Maharashtra - 416436	Company
Factory Land and Building at Plot No L-61, Sangli Miraj Industrial Area, MIDC Kupwad Block	Company

*Details of Personal Guarantees

Personal Guarantees - Directors and KMP	**Thalavaidurai Pandyan**
	Bharanidharan Pandyan S/o Thalavaidurai Pandyan
	Chitra Pandyan W/o Bharanidharan Pandyan
	Alper Terciyanli & Alper Cetin

Personal Guarantees - Relative of Directors and KMP	**NIL**

Personal Guarantees - Others	**NIL**

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

22. TRADE PAYABLES

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Current				
Trade Payables to Micro enterprises and Small Enterprise	22.39	19.03	13.43	57.92
Trade Payable to Others	546.65	624.23	514.22	215.05
TOTAL	**569.04**	**643.26**	**527.65**	**272.97**

a. Refer note no. 39 balances payable to related parties
b. Disclosures required under Section 22 of Micro, Small and Medium Enterprises Development Act, 2006.- Refer Note No. 44.

Trade payables Due for Payments :
Trade Payables Ageing Schedule : September 30,2024 **(Amount in INR millions)**

Particulars	Outstanding for the Following Periods from due date of Payments					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	22.25	0.14	-	-	-	**22.39**
(ii) Others	397.00	145.39	0.57	2.50	1.19	**546.65**
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues Others	-	-	-	-	-	-

Trade Payables Ageing Schedule : March 31,2024 **(Amount in INR millions)**

Particulars	Outstanding for the Following Periods from due date of Payments					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	15.23	3.79	0.00	-	-	**19.03**
(ii) Others	617.98	2.52	0.14	2.40	1.19	**624.23**
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues Others	-	-	-	-	-	-

Trade Payables Ageing Schedule : March 31,2023 **(Amount in INR millions)**

Particulars	Outstanding for the Following Periods from due date of Payments					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	10.90	2.40	0.11	0.01	-	**13.43**
(ii) Others	497.11	2.31	9.74	2.96	0.28	**512.40**
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues Others	-	-	-	-	1.82	**1.82**

Trade Payables Ageing Schedule : March 31,2022 **(Amount in INR millions)**

Particulars	Outstanding for the Following Periods from due date of Payments					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	57.91	0.01	-	-	-	**57.92**
(ii) Others	209.60	0.09	0.97	2.42	0.27	**213.35**
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues Others	-	-	-	0.44	1.26	**1.70**

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

23. OTHER FINANCIAL LIABILITIES

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Non Current				
Other Financial Liabilities*	39.75	18.57	13.12	8.68
Total	**39.75**	**18.57**	**13.12**	**8.68**
Current				
Contract Liabilities	388.01	385.92	424.07	245.78
Salary & Wages & Bonus Payable**	34.11	47.02	51.36	24.01
Other Financial Liabilities***	-	2.17	-	4.10
TOTAL	**422.12**	**435.11**	**475.43**	**273.89**

**Salary Includes Salary to Employees as well as to Directors.
*Non Current Other Financial Liabilities include Employee Benefits.
***Current Other Financial Liabilities include Interest payable to Directors.

24. PROVISIONS

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Non Current				
Defined Benefit Obligation - Gratuity	-	-	-	-
TOTAL	**-**	**-**	**-**	**-**
Current				
Provision for Free Warranty Replacement	-	-	-	3.13
TOTAL	**-**	**-**	**-**	**3.13**

25. CURRENT TAX LIABILITY (NET)

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Income Tax Net of Advance tax, TDS, TCS, Income tax Refunds	18.42	-	-	-
TOTAL	**18.42**	**-**	**-**	**-**

26. OTHER CURRENT LIABILITIES

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Contract Liablities (Advance received from Customers)	293.12	175.32	227.47	242.39
Statutory Remittances (TDS,GST,PF,ESIC etc.)	10.10	28.94	14.46	8.09
Interest accrued on MSME Creditors	0.38	0.35	0.27	0.14
TOTAL	**303.61**	**204.61**	**242.20**	**250.62**

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

27. REVENUE FROM OPERATIONS

(Amount in INR millions)

PARTICULARS	Six months ended	For the year ended		
	September 30, 2024	2023-24	2022-23	2021-22
Revenue from contracts with customers (A)	**1,532.44**	**2,915.02**	**2,467.11**	**1,751.23**
i) India				
Sale of products	351.22	489.87	517.44	394.07
Sale of services	1.23	-	1.37	0.65
ii) Outside India*				
Sale of products	1,179.83	2,425.15	1,948.30	1,356.51
Sale of Services	0.16	-	-	-
Other operating revenue (B)	**24.94**	**90.95**	**65.39**	**75.15**
Scrap Sale	0.55	0.83	1.39	0.17
Export Incentives	9.54	6.93	5.65	4.59
Others**	14.85	83.19	58.35	70.39
Total Revenue from operations (A+B)	**1,557.38**	**3,005.97**	**2,532.50**	**1,826.38**

For Reconciliation of revenue recognised with contracted price Refer Note 38.
*Outside India Revenue represents sales generated by exports and sales generated by Step Down Subsidiary.
**Others include Packaging, Freight, Exchange Difference (Net), Incentive, Testing, Inspection, Service & Repairs etc.

28. OTHER INCOME

(Amount in INR millions)

PARTICULARS	Six months ended	For the year ended		
	September 30, 2024	2023-24	2022-23	2021-22
Income from:				
Deposits with banks	57.20	111.47	88.13	221.77
Others	0.08	0.17	0.33	1.39
Interest Income	113.49	97.44	69.90	23.57
Other Non- Operating Income				
Gain/(Loss) on Foreign Exchange	3.17	72.32	13.33	21.54
Rental Income	0.23	0.37	-	-
Sundry Balance W/off	0.00	2.74	5.84	2.44
Net Monetary Gain	46.47	-	-	-
Others*	49.13	23.53	25.48	20.24
TOTAL	**269.77**	**308.04**	**203.01**	**290.95**

*Others include Insurance loss reflection Income, Bank expense refunds, Miscellaneous etc.

29. COST OF MATERIAL CONSUMED

(Amount in INR millions)

PARTICULARS	Six months ended	For the year ended		
	September 30, 2024	2023-24	2022-23	2021-22
Stock As at the Beginning of the year/period	177.09	471.45	377.31	206.59
Add: Purchases	824.11	1,758.69	1,669.47	1,250.66
Less: Stock At the end of the year/period	122.88	177.09	471.45	377.31
TOTAL	**878.32**	**2,053.04**	**1,575.33**	**1,079.94**

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

30. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE

(Amount in INR millions)

PARTICULARS	Six months ended	For the year ended		
	September 30, 2024	2023-24	2022-23	2021-22
Inventories at the beginning of the year/period				
Finished Goods	49.41	5.92	6.81	6.83
Work in Progress	3.99	0.59	-	-
Stock in Trade	4.12	0.77	23.53	14.99
Total (A)	**57.52**	**7.28**	**30.34**	**21.82**
Less: Inventories at the end of the year/period				
Finished Goods	4.22	49.41	5.92	6.81
Work in Progress	7.07	3.99	0.59	-
Stock in Trade	5.97	4.12	0.77	23.53
Total (B)	**17.26**	**57.52**	**7.28**	**30.34**
Net Decrease /(Increase) in Inventories (A-B)	**40.26**	**(50.24)**	**23.06**	**(8.52)**

31. EMPLOYEE BENEFIT EXPENSE

(Amount in INR millions)

PARTICULARS	Six months ended	For the year ended		
	September 30, 2024	2023-24	2022-23	2021-22
Directors Remuneration & other benefits	38.17	79.96	55.19	47.30
Salaries, wages, bonus, etc.	77.18	148.64	125.82	97.80
Contribution to provident and other funds	3.16	3.33	3.30	2.71
Defined Benefit Obligation - Gratuity expense	0.77	2.56	5.99	3.45
Staff & Labour welfare expenses	10.45	13.09	10.33	14.72
TOTAL	**129.73**	**247.58**	**200.63**	**165.99**

32. FINANCE COST

(Amount in INR millions)

PARTICULARS	Six months ended	For the year ended		
	September 30, 2024	2023-24	2022-23	2021-22
1. Interest on Term Loans:	-	0.02	0.09	0.52
2. Interest on Working Capital Loans	6.14	6.24	2.71	3.71
3. Other Interest & Bank Charges				
Bank commission & Other Charges	0.39	2.75	2.93	8.27
Bank Guarantee Charges	1.10	1.57	0.81	0.77
Option Booking Premium	-	0.56	0.81	0.29
Interest on loan from Directors	0.10	2.53	-	-
Interest Expense	9.50	9.26	19.30	1.20
TOTAL	**17.23**	**22.93**	**26.65**	**14.76**

33. DEPRECIATION AND AMORTISATION EXPENSE

(Amount in INR millions)

PARTICULARS	Six months ended	For the year ended		
	September 30, 2024	2023-24	2022-23	2021-22
Depreciation of property, plant and equipment	17.11	31.30	22.36	18.61
Amortisation of intangible assets	1.04	2.35	1.01	0.65
TOTAL	**18.15**	**33.65**	**23.37**	**19.26**

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

34. OTHER EXPENSES

(Amount in INR millions)

PARTICULARS	Six months ended	For the year ended		
	September 30, 2024	2023-24	2022-23	2021-22
Power and fuel	4.07	6.66	4.91	11.14
Labour charges	33.06	55.60	38.01	40.19
Repairs and maintenance				
- Plant and machinery	4.18	2.54	1.23	5.87
- Building	0.46	7.10	8.88	9.61
- Others	1.26	1.57	3.90	8.09
Rent	1.01	1.90	2.58	3.07
Rates and taxes	0.91	3.83	3.77	3.10
Factory and other manufacturing expenses	1.85	8.99	10.67	11.78
Insurance	2.20	3.71	2.14	1.68
Advertisement and sales promotion	1.78	8.21	14.26	21.75
Freight Inward	1.57	2.96	3.51	1.69
Freight outward and packing expenses	3.73	9.94	23.28	30.99
Travelling, conveyance and vehicle expenses	12.91	13.40	9.51	11.14
Sitting fees/Commission to Independent director	2.68	-	-	-
Legal and professional charges	10.94	9.88	5.95	15.25
Office Expenses	1.58	4.08	1.37	9.79
Commission	4.73	3.20	5.64	2.24
Net Monetary (Gain) /Loss	-	25.93	168.26	97.19
Corporate social responsibility expenses	2.06	4.53	0.02	1.91
Donations	-	0.71	-	4.66
Balance Written off	0.00	3.76	0.58	1.10
Security expenses	2.30	3.55	2.20	1.50
Miscellaneous expenses	11.09	36.96	21.91	23.24
Research and development expenses	85.78	154.38	77.28	38.21
Expected Credit Loss	-	1.51	-	-
Auditors Remuneration	2.52	2.27	2.04	1.94
TOTAL	**192.67**	**377.17**	**411.91**	**357.13**

(A) Auditors Remuneration

(Amount in INR millions)

PARTICULARS	Six months ended	For the year ended		
	September 30, 2024	2023-24	2022-23	2021-22
As Auditor				
Auditors Fees	2.27	1.30	1.30	1.20
Tax Audit Fees	0.25	0.14	0.14	0.14
Consultancy Fees	-	0.58	0.35	0.35
Taxation Matters	-	0.25	0.25	0.25
TOTAL	**2.52**	**2.27**	**2.04**	**1.94**

35. Exceptional Items

(Amount in INR millions)

PARTICULARS	Six months ended	For the year ended		
	September 30, 2024	2023-24	2022-23	2021-22
(Profit)/Loss on sale of Assets	2.36	(2.67)	(1.87)	(1.17)
TOTAL	**2.36**	**(2.67)**	**(1.87)**	**(1.17)**

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

36. EARNINGS PER SHARE (in INR per share)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
(a) Basic Earnings per Share				
Basic earning per share attributable to the equity shareholders of the company	4.56	5.19	2.86	2.29
Total Basic earning per share attributable to the equity shareholders of the company	**4.56**	**5.19**	**2.86**	**2.29**
(b) Diluted earning per share				
Diluted earning per share attributable to the equity shareholders of the company	4.56	5.19	2.86	2.29
Total Diluted earning per share attributable to the equity shareholders of the company	**4.56**	**5.19**	**2.86**	**2.29**
(c) Par value per share	**10.00**	**10.00**	**10.00**	**10.00**
(d) Reconciliation of earnings used in calculating earnings per share				
Basic earning per share				
Profit attributable to equity share holders of the company used in calculating basic earning per share	329.21	374.42	206.06	165.15
	329.21	**374.42**	**206.06**	**165.15**
Diluted earning per share				
Profit attributable to equity share holders of the company used in calculating basic earning per share	329.21	374.42	206.06	165.15
Profit attributable to equity share holders of the company used in calculating Diluted earning per share	**329.21**	**374.42**	**206.06**	**165.15**
(d) Weighted average number of shares used as the denominator				
Weighted average number of shares used as the denominator in calculating basic earning per share	7,21,50,000	7,21,50,000	7,21,50,000	7,21,50,000
Adjustment for calculation of diluted earning per share	-	-	-	
Weighted average number of shares used as the denominator in calculating diluted earning per share	**7,21,50,000**	**7,21,50,000**	**7,21,50,000**	**7,21,50,000**

1.) The weighted average no of shares takes into account the weighted average effects of changes in treasury share transaction during the year. There have been no other transactions involving equity shares or potential equity shares between the reporting date and the date of authorisation of these financial statements.

2.) In accordance with Ind AS 33, Earnings per share, the equity share and basic/diluted earnings per share has been presented to reflect the adjustments for issue of bonus shares. Pursuant to the approval of shareholders granted in the extra-ordinary General Meeting held on 3rd January , 2024, the company issued and allotted fully paid up 'Bonus shares' at par in proportion of 480:1

3.) The weighted average number of equity shares for calculation of EPS above are after giving effect to the bonus issue carried out on 3rd January, 2024 and subdivision of shares in the Financial shares of the Company from 1500 Equity Shares of 1000/- per Equity Share to 1,50,000 Equity shares of 10/- per Equity Share.

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

37. EMPLOYEE BENEFIT OBLIGATION

(Amount in INR millions)

Particulars	September 30, 2024			March 31, 2024		
	Current	Non Current	Total	Current	Non Current	Total
Gratuity	-	8.83	8.83	-	8.03	8.03
Total Employee Benefit Obligation	-	8.83	8.83	-	8.03	8.03

Particulars	March 31, 2023			March 31, 2022		
	Current	Non Current	Total	Current	Non Current	Total
Gratuity	-	6.85	6.85	-	6.17	6.17
Total Employee Benefit Obligation	-	6.85	6.85	-	6.17	6.17

(i) Leave Obligations

The leave obligations cover the company's liability for sick and earned leaves.

(ii) Post Employment Obligations

a) Gratuity

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service.

The gratuity plan is a funded plan and the company makes contribution to recognised funds in India. The company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

All plan assets are maintained in a trust fund managed by a public sector insurer viz; LIC of India. LIC has a sovereign guarantee and has been providing consistent and competitive returns over the years.

The amount recognised in the Balance Sheet and the movement in the net defined benefit obligation over the period are as follows

(Amount in INR millions)

Particulars	Present Value of Obligation	Fair Value of Plan Assets	Net Amount
As at March 31, 2021	5.76	5.73	0.03
Current Service Cost	0.96	-	0.96
Interest expense/(Income)	0.37	(0.41)	(0.04)
Total Amount recognised in Profit or loss	7.09	6.14	0.95
(Gains)/Loss from change in financial assumptions			
Experience (gains)/losses	(0.63)	(0.01)	(0.62)
Total Amount recognised in Other Comprehensive Income	(0.63)	(0.01)	(0.62)
Contribution by Employer	-	1.35	(1.35)
Benefit Paid	(0.29)	(0.29)	-
Mortality charges and taxes	-	(0.02)	0.02
As at March 31, 2022	6.17	7.17	(1.00)
Current Service Cost	1.02	-	1.02
Interest expense/(Income)	0.42	(0.52)	0.94
Total Amount recognised in Profit or loss	7.61	7.68	(0.08)
(Gains)/Loss from change in financial assumptions			-
Experience (gains)/losses	(0.47)	(0.01)	(0.46)
Total Amount recognised in Other Comprehensive Income	(0.47)	(0.01)	(0.46)
Contribution by Employer	-	2.13	(2.13)
Benefit Paid	(0.29)	(0.29)	-
Mortality charges and taxes	-	(0.02)	0.02
As at March 31, 2023	6.85	9.50	(2.65)
Current Service Cost	1.06	-	1.06
Interest expense/(Income)	0.50	(0.72)	1.22
Total Amount recognised in Profit or loss	8.41	10.22	(1.80)
(Gains)/Loss from change in financial assumptions			
Experience (gains)/losses	(0.32)	(0.02)	(0.30)
Total Amount recognised in Other Comprehensive Income	(0.32)	(0.02)	(0.30)
Contribution by Employer	-	0.42	(0.42)
Benefit Paid	(0.07)	(0.07)	-
Mortality charges and taxes	-	(0.02)	0.02

Particulars	Present Value of Obligation	Fair Value of Plan Assets	Net Amount
As at March 31, 2024	8.03	10.53	(2.50)
Current Service Cost	0.58	0.05	0.52
Interest expense/(Income)	0.29	(0.32)	0.61
Total Amount recognised in Profit or loss	0.86	0.38	0.49
(Gains)/Loss from change in financial assumptions			
Experience (gains)/losses	0.02	0.00	0.02
Total Amount recognised in Other Comprehensive Income	0.02	0.00	0.02
Contribution by Employer			-
Benefit Paid	(0.09)	(0.09)	0.00
Mortality charges and taxes		(0.01)	0.01
As at September 30, 2024	8.83	10.80	(1.97)

The net Liability disclosed above relates to funded and unfunded plans are as follows: **(Amount in INR millions)**

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Present value of Funded obligation	8.83	8.03	6.85	6.17
Fair Value of Plan Assets	10.80	10.53	9.50	7.17
Deficit of Funded Plan	**(1.97)**	**(2.50)**	**(2.65)**	**(1.00)**
Unfunded Plans		-	-	-
Deficit of Gratuity Plan	(1.97)	(2.50)	(2.65)	(1.00)

The Significant Actuarial Assumptions were as follows:

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Mortality				
Discount rate	6.80%	7.30%	7.40%	6.90%
Expected return on Plan Assets	7.20%	7.40%	6.90%	6.60%
Salary growth rate	5%	5%	5%	5%
Expected Average Remaining Service	7.62	7.74	7.84	7.9
Retirement Age	58	58	58	58
Employee Attrition rate	10%	10%	10%	10%

Sensitivity Analysis **(Amount in INR millions)**

Particulars	DR : DISCOUNT RATE		ER : SALARY ESCALATION RATE	
	PVO DR + 1%	PVO DR - 1%	PVO ER + 1%	PVO ER - 1%
PVOC				
March 31, 2022	5.80	6.59	6.53	5.84
March 31, 2023	6.47	7.28	7.23	6.51
March 31, 2024	7.59	8.53	8.46	7.64
September 30, 2024	8.33	9.39	9.32	8.39

Effected Payout **(Amount in INR millions)**

Particulars	Expected Payout First	Expected Payout Second	Expected Payout Third	Expected Payout Fourth	Expected Payout Fifth	Expected Payout Six to Ten Years
March 31, 2022	1.03	0.79	0.87	0.82	0.92	5.36
March 31, 2023	1.30	0.92	0.84	0.94	1.06	14.94
March 31, 2024	1.74	0.90	1.00	1.10	1.03	6.60
September 30, 2024	1.80	1.06	0.92	1.18	0.85	7.50

Asset Liability Comparision **(Amount in INR millions)**

YEAR	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
PVO at the end of the period	8.83	8.03	6.85	6.17
Plan Assets	10.80	10.53	9.50	7.17
Surplus/(Deficit)	1.97	2.50	2.65	1.00
Experience adjustments on Plan Assets	0.02	(0.02)	(0.01)	(0.01)

The average duration of the defined benefit plan obligation at the end of the reporting period is 9.42 years (March 31, 2022)
The average duration of the defined benefit plan obligation at the end of the reporting period is 9 years (March 31, 2023)
The average duration of the defined benefit plan obligation at the end of the reporting period is 8.95 years (March 31, 2024)
The average duration of the defined benefit plan obligation at the end of the reporting period is 9.01 years (September 30, 2024)

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

38. DISCLOSURE PERSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 115, REVENUE FROM CONTRACTS WITH CUSTOMERS.

1. Disaggregation of Revenue **(Amount in INR millions)**

The company believes that the information provided under note no 29. Revenue from operations sufficient to meet the disclosure objectives with respect to disaggregation of revenue under Ind AS 115 , Revenue from Contracts with Customers.

2. Reconciliation of the amount for the revenue recognised in the Restated statement of Profit or Loss with the contracted price.

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue as per contracted price	1,557.38	3,005.97	2,532.50	1,826.38
Adjustments	-	-	-	-
Revenue from contracts with customers	1,557.38	3,005.97	2,532.50	1,826.38

3. Contract Balances

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Trade Receivables	838.91	794.78	650.02	538.97
Contract Liabilities	388.01	385.92	424.07	245.78
Contract Assets	325.16	156.54	48.08	23.28
Advance from Customers	293.12	175.32	227.47	242.39
TOTAL	1,845.20	1,512.55	1,349.63	1,050.43

4. Movement of Contract Liabilities

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Opening Balance	385.92	424.07	245.78	-
Addition for the year	388.01	-	424.07	245.78
Less : Recognised During the year	(385.92)	(38.15)	(245.78)	-
Closing Balance	388.01	385.92	424.07	245.78

5. Movement of Contract Assets

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Opening Balance	156.54	48.08	23.28	56.20
Addition for the year	325.16	156.54	48.08	23.28
Less : Recognised During the year	(156.54)	(48.08)	(23.28)	(56.20)
Closing Balance	325.16	156.54	48.08	23.28

6. Unsatisfied Performance Obligation

The company applies the practical expedient in Para 121 of Ind AS 115 and does not disclose information about remaining performance obligation where the company has a right to consider from customer in an amount that corresponds directly with the value to the customer of the Company's Performance completed to date. Accordingly the company recognises revenue by an amount to which the company has a right to invoice.

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

39. RELATED PARTY TRANSACTIONS *

(i) List of related parties as per the requirements of Ind-AS-24- Related Party Disclosures **(Amount in INR millions)**

Name of Related Party	Nature of Relationship	Country of Incorporation
Quality Power Engineering Project Private Limited	Wholly owned Subsidiary	India
S & S Transformers and Accesssories Private Limited	Wholly owned Subsidiary	India
Endoks Enerji Anonim Şirketi (Formerly known as Endoks Enerji Dağıtım Sistemleri Sanayi İthalat ve İhracat Limited Şirketi)	Step Down Subsidiary	Turkey
Mr. Thalavaidurai Pandyan (Executive Managing Director w.e.f. 01-03-2024)	Key Management Personnel & their relatives/HUF (also exercising significant influence over the company)	India
Mr.Bharanidharan Pandyan (Executive Whole Time Director w.e.f. 01-03-2024)		India
Mrs. Chitra Pandyan (Executive Whole Time Director w.e.f. 01-03-2024)		India
Mr. Rajesh Jayaraman (Chief Financial Officer w.e.f. 15/02/2024)		India
Mr. Deepak Suryavanshi (Company Secretary w.e.f. 06/06/2024)		India
Mr. Tushar Deshpande (Company Secretary w.e.f. 15/02/2024 till 02/05/2024)		India
Mrs. Nivetha Bharanidharan (Relative of Director)		India
Mr. Mahesh Vitthal Saralaya (Whole Time Director w.e.f. 01/03/2024)		India
Mr. Rajendra Iyer (Independent Director w.e.f. 15/02/2024)		India
Mr. Shailesh Kumar Mishra (Independent Director w.e.f. 15/03/2024)		India
Mr. Sadayandi Ramesh (Independent Director w.e.f. 15/03/2024)		India
Mrs. Pournima Kulkarni (Independent Director w.e.f. 15/02/2024)		India
Onur Emre TERCİYANLI (Director)	Directors of Step Down Subsidiary	Turkey
Alper TERCİYANLI (Director)		Turkey
Alper ÇETİN (Director)		Turkey

(ii) Transactions with Related Parties
The following transactions occurred with related parties **(Amount in INR millions)**

Name of Transaction from	Nature of Relationship	Name of Transacions by	Nature of Transactions	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Mr. Thalavaidurai Pandyan	KMP	Quality Power Electrical Equipment Ltd.	Salary and Benefits	10.35	20.70	13.80	13.80
Mr.Bharanidharan Pandyan	KMP	Quality Power Electrical Equipment Ltd.	Salary and Benefits	10.35	20.70	13.80	13.80
Mrs. Chitra Pandyan	KMP	Quality Power Electrical Equipment Ltd.	Salary and Benefits	2.48	4.95	3.30	3.30
Mrs. Nivetha Bharanidharan	Relatives of KMP	Quality Power Electrical Equipment Ltd.	Salary and Benefits	4.32	8.64	5.76	5.76
Mr. Mahesh Vitthal Saralaya	KMP	Quality Power Electrical Equipment Ltd.	Salary and Benefits	0.55	1.06	0.97	0.93
Mr. Rajesh Jayaraman	KMP	Quality Power Electrical Equipment Ltd.	Salary and Benefits	1.53	0.34	NIL	NIL
Mr. Tushar Deshpande	KMP	Quality Power Electrical Equipment Ltd.	Salary and Benefits	0.09	0.07	NIL	NIL
Mr. Deepak Suryavanshi	KMP	Quality Power Electrical Equipment Ltd.	Salary and Benefits	0.28	NIL	NIL	NIL
Mr. Thalavaidurai Pandyan	KMP	Quality Power Electrical Equipment Ltd.	Interest on Unsecured Loans	0.01	0.22	NIL	NIL
Mr.Bharanidharan Pandyan	KMP	Quality Power Electrical Equipment Ltd.	Interest on Unsecured Loans	0.04	0.87	NIL	NIL
Mrs. Chitra Pandyan	KMP	Quality Power Electrical Equipment Ltd.	Interest on Unsecured Loans	0.04	1.18	NIL	NIL
Mr. Rajendra Iyer	KMP	Quality Power Electrical Equipment Ltd.	Sitting Fees & Commision	1.45	NIL	NIL	NIL
Mr. Sadayandi Ramesh	KMP	Quality Power Electrical Equipment Ltd.	Sitting Fees & Commision	0.05	NIL	NIL	NIL
Mr. Shailesh Kumar Mishra	KMP	Quality Power Electrical Equipment Ltd.	Sitting Fees & Commision	0.93	NIL	NIL	NIL
Mrs. Pournima Kulkarni	KMP	Quality Power Electrical Equipment Ltd.	Sitting Fees & Commision	0.25	NIL	NIL	NIL
Mrs. Nivetha Bharanidharan	Relatives of KMP	Quality Power Electrical Equipment Ltd.	Interest on Unsecured Loans	0.01	0.26	NIL	NIL
Mrs. Chitra Pandyan	KMP	Quality Power Electrical Equipment Ltd.	Guest House Rent	NIL	0.14	0.18	0.18
Mr.Bharanidharan Pandyan	KMP	Quality Power Electrical Equipment Ltd.	Rent for Delhi Office	0.60	1.20	1.20	1.20
Quality Power Engineering Project Pvt Ltd	Wholly owned Subsidiary	Quality Power Electrical Equipment Ltd.	Rental Expense	0.30	NIL	NIL	NIL
Quality Power Engineering Project Pvt Ltd	Wholly owned Subsidiary	Quality Power Electrical Equipment Ltd.	Rental Income	3.00	6.00	6.00	6.00
Endoks Enerji Anonim Şirketi	Step Down Subsidiary	Quality Power Electrical Equipment Ltd.	Sales	10.68	34.52	81.25	99.13
	Step Down Subsidiary	Quality Power Electrical Equipment Ltd.	Purchases	NIL	1.91	NIL	NIL

Name of Transaction from	Nature of Relationship	Name of Transacions by	Nature of Transactions	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Quality Power Engineering Project Pvt Ltd	Wholly owned Subsidiary	Quality Power Electrical Equipment Ltd.	Purchases (Manpower Service Charges)	3.60	7.20	7.20	11.05
Quality Power Engineering Project Pvt Ltd	Wholly owned Subsidiary	Quality Power Electrical Equipment Ltd.	Purchases (Raw Materials)	55.61	115.00	61.94	59.46
Quality Power Engineering Project Pvt Ltd	Wholly owned Subsidiary	Quality Power Electrical Equipment Ltd.	Purchases	4.98	4.46	0.11	NIL
S & S Transformers and Accesssories Pvt. Ltd	Wholly owned Subsidiary	Quality Power Electrical Equipment Ltd.	Purchases (Asset)	NIL	NIL	0.20	0.50
S & S Transformers and Accesssories Pvt. Ltd	Wholly owned Subsidiary	Quality Power Electrical Equipment Ltd.	Purchases (Raw Material)	NIL	1.00	0.30	NIL
Quality Power Engineering Project Pvt Ltd	Wholly owned Subsidiary	Quality Power Electrical Equipment Ltd.	Machinery Rent	1.20	2.40	2.40	2.40
S & S Transformers and Accessories Pvt. Ltd	Wholly owned Subsidiary	Quality Power Electrical Equipment Ltd.	Advances Given	NIL	NIL	NIL	1.15
S & S Transformers and Accessories Pvt. Ltd	Wholly owned Subsidiary	Quality Power Electrical Equipment Ltd.	Advance Given	0.38	0.69	NIL	NIL
S & S Transformers and Accessories Pvt. Ltd	Wholly owned Subsidiary	Quality Power Electrical Equipment Ltd.	Royalty	0.60	1.20	NIL	NIL
Mr. Thalavaidurai Pandyan	KMP	Quality Power Engineering Project Pvt. Ltd.	Salary and Benefits	1.53	3.05	3.05	3.05
Mr.Bharanidharan Pandyan	KMP	Quality Power Engineering Project Pvt. Ltd.	Salary and Benefits	1.53	3.05	3.05	3.05
Mrs Chitra Pandyan	KMP	Quality Power Engineering Project Pvt. Ltd.	Salary and Benefits	4.50	9.00	9.00	4.20
Mrs.Nivetha Bharanidharan	Relatives of KMP	Quality Power Engineering Project Pvt. Ltd.	Salary and Benefits	4.20	8.40	8.40	3.60
Onur Emre TERCİYANLI	Director of Step Down Subsidiary	Endoks Enerji Anonim Şirketi	Director, salary, remunerations	4.79	9.95	7.24	4.15
Onur Emre TERCİYANLI	Director of Step Down Subsidiary	Endoks Enerji Anonim Şirketi	Advance	0.00	144.86	210.73	0.65
Alper TERCİYANLI	Director of Step Down Subsidiary	Endoks Enerji Anonim Şirketi	Receivables arising from Relationship	0.47	88.37	48.52	7.21
Alper ÇETİN	Director of Step Down Subsidiary	Endoks Enerji Anonim Şirketi	Debt arising from relationship	0.10	48.46	84.63	59.31
Alper ÇETİN	Director of Step Down Subsidiary	Endoks Enerji Anonim Şirketi	Advance	0.03	NIL	NIL	NIL
Alper ÇETİN	Director of Step Down Subsidiary	Endoks Enerji Anonim Şirketi	Director, salary, remunerations	7.16	17.56	10.96	6.15

(iii) Outstanding balances payable to: **(Amount in INR millions)**

Name of Transaction from	Name of Transactions by	Nature of Transaction	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
QUALITY POWER ENGINEERING PROJECT PVT LTD	Quality Power Electrical Equipment Ltd.	Trade Payable	NIL	NIL	NIL	5.12
S & S Transformers and Accessories Pvt. Ltd	Quality Power Electrical Equipment Ltd.	Trade Payable	1.57	2.57	1.57	NIL
S & S Transformers and Accessories Pvt. Ltd	Quality Power Electrical Equipment Ltd.	Advances Receivable	0.38	0.69	NIL	NIL
S & S Transformers and Accessories Pvt. Ltd	Quality Power Electrical Equipment Ltd.	Advances fro Customer	0.97	NIL	NIL	NIL
QUALITY POWER ENGINEERING PROJECT PVT LTD	Quality Power Electrical Equipment Ltd.	Trade Payable	10.62	4.74	25.89	NIL
Endoks Enerji Anonim Şirketi	Quality Power Electrical Equipment Ltd.	Trade Payable	NIL	1.89	NIL	NIL
Mr. Thalavaidurai Pandyan	Quality Power Engineering Project Pvt. Ltd.	Salary Payable	5.39	3.86	1.93	NIL
Mr.Bharanidharan Pandyan	Quality Power Engineering Project Pvt. Ltd.	Salary Payable	5.51	3.98	1.99	NIL
Mrs Chitra Pandyan	Quality Power Engineering Project Pvt. Ltd.	Salary Payable	0.41	1.12	2.40	NIL
Mrs.Nivetha Bharanidharan	Quality Power Engineering Project Pvt. Ltd.	Salary Payable	0.40	1.57	2.73	NIL
Mr.Bharanidharan Pandyan	S&S Transformers and Accessories	Rent Payable	0.11	NIL	NIL	NIL
Onur Emre TERCİYANLI	Endoks Enerji Anonim Şirketi	Director, salary, remunerations	1.20	0.78	1.43	0.65
Alper ÇETİN	Endoks Enerji Anonim Şirketi	Debt arising from relationship	0.53	0.21	0.91	1.10
Alper ÇETİN	Endoks Enerji Anonim Şirketi	Remunerations	1.25	1.42	1.25	0.79

(iv) Outstanding balances arising from advance sales/purchases of goods and services and advances **(Amount in INR millions)**

Name of Transaction from	Name of Transaction by	Nature of Transaction	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Endoks Enerji Anonim Şirketi	Quality Power Electrical Equipment Ltd.	Trade Receivables	5.38	9.24	1.41	19.37
Onur Emre TERCİYANLI	Endoks Enerji Anonim Şirketi	Advance	0.63	0.43	0.49	0.13
Alper TERCİYANLI	Endoks Enerji Anonim Şirketi	Receivables	2.25	2.69	37.30	3.24

(v) Key management personnel compensation **(Amount in INR millions)**

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Termination benefits	-	10.54	5.82	3.69
	-	10.54	5.82	3.69

(vi) Terms and conditions of transactions with related parties

The sales to related parties are made on terms equivalent to those that prevail in arm's length transaction. There have been no guarantees provided or received from any related party receivables and payables. For the period/year ended September 30, 2024; March 31,2024 ; March 31,2023 ; March 31'2022; the company has not recorded any impairment of receivables relating to amounts owned by related parties. This assessment is undertaken each financial year/period through examining the financial positions of the related parties and the market in which the related party operates.

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

40. SEGMENT REPORTING

(Amount in INR millions)

Information reported by the management, the allocation of resources and assessment of segment performance are focused on the types of goods or services delivered or provided. The Company is in the business of manufacture and sale of electric equipments, which in the context of Indian Accounting Standard 108 ‘Operating Segment’ represents a single reportable business segment.
The revenues, total expenses and net profit as per the Statement of profit and loss represent the revenue, total expenses and the net profit of the sole reportable segment

Revenue from External Customers
The company is domiciled in India. The amount of its revenue from external customers and receivable broken down by location of the customers is shown in the table below:

Revenue

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
India	352.45	489.87	518.81	394.72
Outside India	1,179.99	2,425.15	1,948.30	1,356.51
TOTAL	1,532.44	2,915.02	2,467.11	1,751.23

Trade Receivable

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
India	117.51	92.34	242.91	187.44
Outside India	721.40	702.43	407.10	351.53
TOTAL	838.91	794.78	650.02	538.97

Revenue from Major Customers

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
India	-	-	-	-
Outside India	481.84	1,517.22	963.88	953.66
TOTAL	481.84	1,517.22	963.88	953.66

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

(Amount in INR millions)

41. CAPITAL MANAGEMENT

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity shareholders of the company. The primary objective of the Company's capital management is to maximise the shareholders value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial conveyants.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 gearing ratio, which is net debt divided by total capital plus net debt. The company includes within debt, interest bearing loans and borrowings, less cash and cash equivalents.

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Borrowing Other than convertible preference shares	255.53	382.80	106.07	115.18
Cash & Cash Equivalents	774.26	476.69	517.96	679.25
Net Debt	**(518.73)**	**(93.89)**	**(411.89)**	**(564.07)**
Equity	721.50	721.50	1.50	1.50
Other Equity	1,664.76	1,181.75	1,755.07	1,601.43
Total Capital	**2,386.26**	**1,903.25**	**1,756.57**	**1,602.93**
Capital and Net Debt	**1,867.53**	**1,809.36**	**1,344.68**	**1,038.86**
Gearing Ratio	(0.28)	(0.05)	(0.31)	(0.54)

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

42. FAIR VALUE MEASUREMENTS

I. Financial Instruments by Category **(Amount in INR millions)**

PARTICULARS	Carrying Amount				Fair Value			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
FINANCIAL ASSETS								
Amortised Cost								
Trade Receivables	838.91	794.78	650.02	538.97	838.91	794.78	650.02	538.97
Cash and Cash Equivalents	488.41	473.09	511.89	654.51	488.41	473.09	511.89	654.51
Investments	510.04	475.28	306.75	-	510.04	475.28	306.75	-
Other Bank Balances	285.85	3.59	6.07	24.74	285.85	3.59	6.07	24.74
Other Financial Assets	426.51	595.12	460.93	378.71	426.51	595.12	460.93	378.71
Total	**2,549.71**	**2,341.86**	**1,935.66**	**1,596.93**	**2,549.71**	**2,341.86**	**1,935.66**	**1,596.93**
FINANCIAL LIABILITIES								
Amortised Cost								
Borrowings	255.53	382.80	106.07	115.18	255.53	382.80	106.07	115.18
Trade Payables	569.04	643.26	527.65	272.97	569.04	643.26	527.65	272.97
Other Financial Liabilities	461.87	453.68	488.55	282.57	461.87	453.68	488.55	282.57
Total	**1,286.44**	**1,479.74**	**1,122.27**	**670.71**	**1,286.44**	**1,479.74**	**1,122.27**	**670.71**

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities are measured at cost and not at fair value. Hence Fair Value Measurement levels are Not Applicable.

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

43. FINANCIAL RISK MANAGEMENT

The company's activity expose it to market risk, liquidity risk, credit risk. This note explains the source of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

(A) Credit Risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks of our customers.
The company assesses and manages credit risk based on internal credit rating system. Internal credit risk is performed for major customers. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.
Trade receivables consist of a large number of customers, spread across diverse geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable. The Company does not have significant credit risk exposure to any single counterparty. Concentration of credit risk related to the above mentioned company or any other counterparty did not exceed 10% of gross monetary assets at any time during the year/period.

ii. Expected Credit Loss for trade receivables under simplified approach

(Amount in INR Millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Gross Receivables	841.35	797.50	653.83	541.50
Less: Loss allowance based on expected credit loss model	2.44	2.72	3.81	2.53
Net Receivables	**838.91**	**794.78**	**650.02**	**538.97**

iii. Reconciliation of loss allownace provision - Trade Receivables **(Amount in INR Millions)**

PARTICULARS	Amount
Loss allowance on March 31, 2022	2.53
Change in Loss Allowance	1.28
Loss allowance on March 31, 2023	3.81
Change in Loss Allowance	(1.09)
Loss allowance on March 31, 2024	2.72
Change in Loss Allowance	(0.28)
Loss allowance on September 30, 2024	2.44

Significant Estimates and Judgements
Impairment of Financial Assets
The impairement provisions for financial assets disclosed above are based on assumptions by management about risk of default and expected loss rates. The company uses judgement in making these judgements and selecting the inputs to the impairement calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

43. FINANCIAL RISK MANAGEMENT

(B) Liquidity Risk

Prudent Liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to dynamic nature of underlying business, company maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecast of the company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows.

(i) Maturities of Financial Liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities: **(Amount in INR millions)**

PARTICULARS	Carrying Value	Less than 1 year	Between 1 and 5 years	More than 5 years	Total
September 30, 2024					
Non-derivatives					
Borrowings	255.53	255.53	-	-	255.53
Lease Liabilities	-	-	-	-	-
Trade Payables	569.04	569.04	-	-	569.04
Other Financial Liabilities	461.87	422.12	39.75	-	461.87
Total Non-derivative Liabilities	**1,286.44**	**1,246.70**	**39.75**	**-**	**1,286.44**
March 31, 2024					
Non-derivatives					
Borrowings	382.80	369.78	13.02	-	382.80
Lease Liabilities	-	-	-	-	-
Trade Payables	643.26	643.26	-	-	643.26
Other Financial Liabilities	453.68	435.11	18.57	-	453.68
Total Non-derivative Liabilities	**1,479.74**	**1,448.15**	**31.59**	**-**	**1,479.74**
March 31, 2023					
Non-derivatives					
Borrowings	106.07	104.10	1.97	-	106.07
Lease Liabilities	-		-		-
Trade Payables	527.65	527.65	-	-	527.65
Other Financial Liabilities	488.55	475.43	13.12	-	488.55
Total Non-derivative Liabilities	**1,122.27**	**1,107.18**	**15.09**	**-**	**1,122.27**
March 31, 2022					
Non-derivatives					
Borrowings	115.18	112.08	3.10	-	115.18
Lease Liabilities	-	-	-		-
Trade Payables	272.97	272.97	-	-	272.97
Other Financial Liabilities	282.57	273.89	8.68	-	282.57
Total Non-derivative Liabilities	**670.71**	**658.94**	**11.78**	**-**	**670.71**

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED

(CIN No : U31102PN2001PLC016455)

ANNEXURE - VI

NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

43. FINANCIAL RISK MANAGEMENT

(C) Market Risk

Market risk is the risk that the fair value of future Cash flows of a financial instruments will fluctuate because of change in market prices. Market Risk comprises of three types of risk : Foreign Currency risk, Interest rate risk and other price risk such as equity risk and commodity risk.

(i) Foreign Currency Risk

Foreign currency risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The company undertakes transactions denominated in foreign currencies and consequently the company is exposed to foreign exchange risk. Foreign currency exchange rate exposure is partly balanced by purchased of goods, commodities and services in the respective currencies. The company evaluates exchange rate exposure arising from foreign currency transactions and the company follows established risk management policies. The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the company is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

Unhedged Foreign Currency Exposure **(Amount in INR millions)**

Particulars	As at September 30, 2024				As at March 31, 2024			
	CHF	USD	EURO	AUD	CHF	USD	EURO	SEK
Trade Payables	-	(367.41)	(42.41)	(0.70)	(0.42)	(338.21)	(2.24)	-
Trade Receivables	23.19	621.63	203.41	-	-	437.07	201.08	21.97
Advances Received	-	(257.20)	(23.01)	-	-	(79.79)	(166.50)	-
Advances Paid	-	-	-	-	-	-	-	-
TOTAL	**23.19**	**(2.98)**	**137.99**	**(0.70)**	**(0.42)**	**19.07**	**32.34**	**21.97**

Particulars	As at March 31, 2023				As at March 31, 2022			
	CHF	USD	EURO	SEK	CHF	USD	EURO	SEK
Trade Payables	-	(70.60)	(130.45)	-	-	(79.63)	(14.25)	-
Trade Receivables	-	244.01	110.99	-	-	143.29	104.71	5.86
Advances Received	-	(65.24)	(92.67)	-	-	(45.65)	(127.68)	-
Advances Paid	-	-	-	-	-	-	-	-
TOTAL	**-**	**108.16**	**(112.13)**	**-**	**-**	**18.00**	**(37.22)**	**5.86**

Foreign Currency Sensitivity

Particulars	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	1 % Increase	1 % Decrease	1 % Increase	1 % Decrease	1 % Increase	1 % Decrease	1 % Increase	1 % Decrease
CHF	0.23	(0.23)	0.00	(0.00)	-	-	(0.06)	0.06
USD	(0.03)	0.03	0.89	(0.89)	2.00	(2.00)	0.18	(0.18)
EURO	1.38	(1.38)	0.32	(0.32)	(1.12)	1.12	(0.37)	0.37
AUD	(0.01)	0.01	-	-	-	-	-	-
SEK	-	-	0.22	(0.22)	-	-	-	-
Increase / Decrease in Profit or Loss	**1.58**	**(1.58)**	**1.44**	**(1.44)**	**0.88**	**(0.88)**	**(0.25)**	**0.25**

(ii) Interest rate Risk

The company's main interest rate risk arise from long term borrowings with variable rates, which expose the company to cash flow interest rate risk. During September 30, 2024 ; March 31, 2024 ; March 31, 2023 ; March 31, 2022 and April 1, 2021, the company's borrowings at variables rates were denominated in INR.

(a) Interest rate risk exposure

The exposure of the company's borrowings to interest rate changes at the end of the reporting period are as follows:

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Variable rate borrowings	242.45	337.62	57.78	105.06
Fixed rate borrowings	13.08	45.17	48.29	10.12
Total Borrowings	**255.53**	**382.80**	**106.07**	**115.18**
% of borrowings at variable rate	**95%**	**88%**	**54%**	**91%**

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. The following table demonstrates the sensitivity of the variable rate debt Instruments to a reasonably possible change in interest rates. The risk estimates provided assume a parallel shift of 100 basis points interest rates across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the period.

PARTICULARS	Impact on Profit Before Tax			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Total Interest Expense on borrowings (In millions)	**15.74**	**18.05**	**22.10**	**5.43**
Interest rates - Increase by 100 basis points (100 bps)*	(2.42)	(3.20)	(1.06)	(1.13)
Interest rates - Decrease by 100 basis points (100 bps)*	2.42	3.20	1.06	1.13

*Holding all other variables constant

(iii) Price Risk

(a) Exposure

Commodity Price Risk - The company is in the business of Manufacturing of Transformers another parts and will be affected by the price volatility of mainly copper

The sensitivity analysis of the change in the copper price on the inventory as at year/period end, other factors remaining constant is given in table below:

(b) Sensitivity

Commodity price Sensitivity **(Amount in INR Millions)**

PARTICULARS	Effect on Profit and loss account			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Copper - Raw Material	**558.18**	**1,384.26**	**1,085.29**	**739.51**
Copper Raw Material - Increase in purchase by 100 basis points	(5.58)	(13.84)	(10.85)	(7.40)
Copper Raw Material - Decrease in purchase by 100 basis points	5.58	13.84	10.85	7.40

44. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT,2006)

(Amount in INR millions)

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Principal amount due to suppliers under MSMED Act,2006	22.39	19.03	13.43	57.92
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	-	-	-
Payment made to Suppliers (other than Interest) beyond the appointed day, during the year	-	-	-	-
Interest paid to suppliers under MSMED Act, (other than Section 16)	-	-	-	-
Interest paid to suppliers under MSMED Act, (Section 16)	-	-	-	-
Interest due and payable to suppliers under MSMED Act, for payments already made	-	-	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act,2006	0.38	0.35	0.27	0.14

The Information has been given in respect of such vendors to the extent they could be identified as "Micro and Small" enterprises on the basis of information available with the company

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

45. COMMITMENTS AND CONTINGENCIES

A. COMMITMENTS

i. Capital Commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows: **(Amount in INR millions)**

PARTICULARS	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Property, Plant and Equipments	-	-	-	-
Intangible Assets	-	-	-	-
Acquisitions *				

The Company has entered into agreement on 24th April 2024 for the acquisition of Mehru Electrical & Mechanical Engineers Pvt. Ltd. for Rs. 1200 Milions. Out of which, Rs. 30 Milions is Paid as Advance infirst six months of FY 24-25. However, remaining payment will be made using the expected proceeds from IPO, hence, this is not included in the Capital Commitment.

(Amount in INR millions)

B. CONTINGENT LIABILITIES	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
i. Claim against the company not acknowledged as debt				
Income Tax demand	-	-	-	-
Others	-	-	-	-
ii. Guarantees excluding financial guarantees				
Letter of Credit Issued	-	-	0.93	-
Bank Guarantees issued	1,100.38	403.33	211.73	198.04
iii. Other Money for which the company is contingently liable	-	-	-	-

The Company is subject to Liability towards MSME Vendors due to Interest on Principle amounts paid after prescribed period during the ordinary course of business. While the interest payable on these amounts cannot be predicted with certainty, management believes that any ultimate liability arising from these contingencies will not have a material adverse effect on the Company's financial position, results of operations, or cash flows.

46. EVENTS AFTER THE REPORTING PERIOD

During the period, the name of the step down subsidiary Endoks Enerji Dağıtım Sistemleri Sanayi İthalat ve İhracat Limited Şirketi has changed to Endoks Enerji Anonim Şirketi effective from November 4, 2024. This name change does not affect the overall operations or financials of the company/group.

As per board resolution dated November 1, 2024, the Company changed its legal form from a limited liability company to a joint-stock company, increased its share capital from TRY 1,000,000.00 to TRY 10,000,000.00, and adjusted the nominal value per share from TRY 50.00 to TRY 100.00. The capital has increased using internal sources i.e. previous years profits and share ratios of partners remains the same.

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

47. RATIO AND ITS COMPONENTS

Ratio

Sr. No	PARTICULARS	September 30, 2024*	March 31, 2024	March 31, 2023	March 31, 2022	% Change March 31,2024 to September 30, 2024	% Change March 31,2023 to March 31, 2024	% Change March 31,2022 to March 31, 2023
1	Current Ratio	1.90	1.40	1.63	1.98	35.71%	-13.91%	-17.94%
2	Debt-Equity Ratio	0.11	0.20	0.06	0.07	-46.76%	233.07%	-15.96%
3	Debt Service Coverage Ratio	16.05	4.35	1.87	10.39	268.85%	132.17%	-81.96%
4	Return on Equity Ratio	23.46%	30.17%	23.64%	26.95%	-22.24%	27.63%	-12.29%
5	Inventory Turnover Ratio	4.69	5.76	3.55	3.40	-18.56%	61.94%	4.68%
6	Trade Receivables Turnover Ratio	1.91	4.16	4.26	3.82	-54.18%	-2.32%	11.49%
7	Trade Payables Turnover Ratio	1.36	3.00	4.17	4.33	-54.74%	-27.97%	-3.79%
8	Net Capital Turnover Ratio	1.10	4.53	2.99	2.03	-75.70%	51.54%	46.93%
9	Net Profit Ratio	32.31%	18.37%	15.68%	23.06%	75.91%	17.14%	-32.00%
10	Return on Capital Employed	30.42%	36.08%	37.27%	48.47%	-15.70%	-3.20%	-23.10%

*Considered not relevant since the constituting amounts for the six months ended September 30, 2024 are for six months period and are not annualised. Hence explanation for change in ratios as compare to preceding years are not given.

Components of Ratios **(Amount in INR millions)**

Sr. No	Ratios	Numerator	Denominator	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
				Numerator	Denominator	Numerator	Denominator	Numerator	Denominator	Numerator	Denominator
1	Current Ratio	Current Assets	Current Liabilities	2,984.20	1,568.74	2,316.74	1,652.76	2,197.06	1,349.38	1,810.92	912.69
2	Debt-Equity Ratio	Total Debts (Including Government Grants)	Total Equity(Equity Share Capital + Other equity-revaluation reserve-Capital redemption reserve	255.53	2,386.26	382.80	1,903.25	106.07	1,756.57	115.18	1,602.93
3	Debt Service Coverage Ratio	Net Profit after Tax + Non-cash operating expenses(i.e. Depreciation and other amortisations + Interest)	Finance cost + Lease repayments +Principle repayments of Long term borrowings during the period/year	534.66	33.31	606.44	139.35	444.38	237.08	446.96	43.03
4	Return on Equity Ratio	Net Profit after Tax + Exceptional items	Average total equity[Opening ((Equity share capital + Other equity-revaluation reserve-Capital redemption reserve) + Closing (Equity share capital + other equity-revaluation reserve-Capital redemption reserve))/2]	503.14	2,144.75	552.07	1,829.91	397.05	1,679.75	421.10	1,562.52
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory ((Opening balance + Closing balance)/2)	878.32	187.37	2,053.04	356.66	1,575.33	443.19	1,079.94	318.03
6	Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables ((Opening balance + Closing balance)/2)	1,557.38	816.84	3,005.97	722.40	2,532.50	594.49	1,826.38	478.00

Sr. No	Ratios	Numerator	Denominator	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
				Numerator	Denominator	Numerator	Denominator	Numerator	Denominator	Numerator	Denominator
7	Trade Payables Turnover Ratio	Purchase of stock in trade and material consumed	Average Trade Payables((Opening balance + Closing balance)/2)	824.11	606.15	1,758.69	585.45	1,669.47	400.31	1,250.66	288.52
8	Net Capital Turnover Ratio	Revenue from Operations	Working Capital (Current Assets - Current Liabilities)	1,557.38	1,415.46	3,005.97	663.98	2,532.50	847.68	1,826.38	898.23
9	Net Profit Ratio	Net Profit after Tax + Exceptional items	Revenue from Operations	503.14	1,557.38	552.07	3,005.97	397.05	2,532.50	421.10	1,826.38
10	Return on Capital Employed	Profit Before Interest, Tax and Exceptional items.	Equity Share Capital + Other equity-revaluation reserve-Capital redemption reserve + Total Debts (Including Government Grants)-Cash and Cash Equivalents	568.02	1,867.53	652.81	1,809.36	501.21	1,344.68	503.53	1,038.86

Reason for variance of more/less than 25% in above ratios

Sr. No	Particulars	March 31, 2024	March 31, 2023
1	Current Ratio	NA	NA
2	Debt-Equity Ratio	Borrowings has been increases in Current year 2023-24 as compared to PY 2022-23.	NA
3	Debt Service Coverage Ratio	Interest expenses has been decreased as compared to PY 22-23 and profit has been increased during the CY 23-24	Interest expenses has been increases in Current year 2022-23 as compared to PY 2021-22.
4	Return on Equity Ratio	During the CY 23-24, the profit and equity has been increased as compared to PY 22-23,	NA
5	Inventory Turnover Ratio	Cost of Material Consumed has been increases in Current year 2023-24 as compared to PY 2022-23.	NA
6	Trade Receivables Turnover Ratio	NA	NA
7	Trade Payables Turnover Ratio	Trade Payables has been increases in Current year 2023-24 as compared to PY 2022-23.	NA
8	Net Capital Turnover Ratio	Revenue from Operation has been increases in Current year 2023-24 as compared to PY 2022-23.	Revenue from Operation has been increases in Current year 2022-23 as compared to PY 2021-22.
9	Net Profit Ratio	NA	During the year 2022-23, the profit has been decreased on account of increase in impact of hyperinflaction i.e. net monetary loss Rs. 7 crs. as compared to PY.
10	Return on Capital Employed	NA	NA

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED
(CIN No : U31102PN2001PLC016455)
ANNEXURE - VI
NOTES FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

48. OTHER NOTES AND STATUTORY DISCLOSURES

1 Investment in Nebeskie Labs Private Limited.

During the year 2022-23, the company has invested in Nebeskie Labs Private Limited ("the Company") -Start up company for Rs. 14.5 million.

Due to being a to start up company, Nebeskie Labs Private Limited has incurred losses during the year 2023-24 Rs. 6.07 million. The major expenses are for Employee Salary, Consultancy fees, travel expenses, marketing expenses and Rent for Office Space. Considering the challanges in setting up an appropriate customers and service network, appropriate tie ups with finance agencies, understanding customer and their preferences the gestation period is expected to be longer but eventually profitable.
The company also expected Revenue for Current year 2024-25 Rs. 11.00 million and actual revenue till September 30, 2024 is Rs. 7.80 million.

Hence diminution in the value of the investments made in Nebeskie Labs Private Limited are not considered to be of a permanent nature and hence no provisions are required to be made in this regard, as per the policy followed by the company, at this point of time.

2 Investment in S&S Transformer and Accessories Pvt. Ltd.

S & S Transformers And Accessories Pvt. Ltd. has been engaged in the manufacturing of Current Transformers and Potential Transformers [CT PT] from 2009 to 2018. Over this period, the company has developed numerous products and associated designs. These products include various ratings such as 11 Kv or 12 Kv, both Oil immersed and Dry Type CT & PT. Approvals for these products have been obtained from CPRI (Central Power Research Institute, Bangalore) and the products are registered with several electricity boards, including the Kerala State Electricity Board Limited. The estimated value of these products and designs owned by the company is approximately Rs. 19.00 to 20.00 millions.

Hence diminution in the value of the investments made in S & S Transformers And Accessories Pvt. Ltd. are not considered and hence no provisions are required to be made in this regard, as per the policy followed by the company, at this point of time.

49. OTHER REGULATORY INFORMATION

1). No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

2). The Group has not been declared willful defaulter by any bank or financial institution or government or any government authority.

3). The Group has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

4). The Group has complied with the number of layers prescribed under the Companies Act, 2013.

5). The Group has not entered into any scheme of arrangement which has an accounting impact on current financial year/period.

6). The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

7). The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

8). There is no income surrendered or disclosed as income during the current or previous year/period in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

9). The Group has not traded or invested in crypto currency or virtual currency during the current or previous year/period.

10). The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year/period.

11). The title deeds of all the immovable properties (other than properties where the group is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in note 2 to the financial statements, are held in the name of the Group.

12). There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

13). The borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such loans were was taken.

50. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Following year wise amount was utilised as financial contributions towards CSR Activities:

Financial Year	Amount required to be spent by the company during the year	Amount of expenditure incurred	Shortfall at the end of the year	Total of Previous Years shortfall	Remarks
September 30, 2024	3.50	2.06	1.48	NIL	The remaining amount will be spent in remaining half of the financial year 2024-25.
2023-24	2.58	4.53	0.03	NIL	Rs. 1.98 millions paid for PY 2022-23 and Rs. 0.03 Millions deposited in a separate Bank Account
2022-23	2.00	0.02	1.98	NIL	Donation approved to the continuing project of Rotary - Amount deposited in a separate bank Account in March 2023.
2021-22	1.91	1.91	NIL	NIL	NA

51. Previous year figures have been regrouped / rearranged , wherever considered necessary to conform to current year classification.

For Kishor Gujar & Associates
Chartered Accountants
Firm's Registration Number - 116747W
Peer Review No. :- 014220

For and on behalf of the Board of Directors

Thalavaidurai Pandyan
Managing Director
DIN: 00439782

Bharanidharan Pandyan
Whole Time Director
DIN: 01298247

Chitra Pandyan
Whole Time Director
DIN: 02602659

CA Javedkhan Saudagar (Partner)
Membership No. 139006
UDIN : 25139006BMIDYM4530
Place: Pune Date: 01st January,2025

Deepak Suryavanshi
Company Secretary
Place : Sangli

Rajesh Jayaraman
Chief Financial Officer
Date : 01st January, 2025

PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

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

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA CONSOLIDATED FINANCIAL INFORMATION IN CONNECTION WITH PROPOSED INITIAL PUBLIC OFFERING OF QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED

The Board of Directors
Quality Power Electrical Equipments Limited
Plot No. L-61, MIDC, Kupwad,
Sangli: 416436 State: Maharashtra

1. We have completed our assurance engagement to report on the compilation of Pro forma consolidated Financial Information of Quality Power Electrical Equipments Limited. The Pro forma Consolidated Financial Information consists of the Pro forma consolidated statement of Assets and Liabilities as at March 31, 2024 and September 30, 2024, the Pro forma consolidated statement of profit and loss for the year ended March 31, 2024 and the six months period ended September 30, 2024 and related notes thereon (hereinafter referred as 'Pro forma Consolidated Financial Information') as approved by the Board of Directors of the company at their meeting held on January 7, 2025. The applicable criteria on the basis of which the management has compiled the Pro forma Consolidated Financial Information are specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI Regulations"), as amended from time to time.

2. The Pro forma Consolidated Financial Information has been compiled by Management to illustrate the impact of investment in Mehru Electrical & Mechanical Engineers Private Limited (CIN-U29299RJ1995PTC010898) made with effect from March 31, 2024 , on the Group's financial position as at March 31, 2024 and as at September 30, 2024 and its financial performance for the year ended March 31, 2024 and six months period ended September 30, 2024.

3. The Information about the Group's financial position and financial performance is compiled from:

i) The Restated Consolidated Financial Statement of Assets and Liabilities as at March 31, 2024 and as at September 30, 2024, and Restated Consolidated Financial Statement of Profit and Loss for the year ended March 31, 2024 and six months period ended September 30, 2024 of Quality Power Electrical Equipments Limited

ii) The Standalone Ind AS financial statements of M/s Mehru Electrical & Mechanical Engineers Private Limited prepared by the management in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended as at and for the year ended March 31, 2024 and six months period ended September 30, 2024 on which S. Singhal & Co., Chartered Accountants have issued Special Purpose Audit Reports dated 3rd September 2024 and 23rd December, 2024 respectively

iii) Split Financial Statements of Mehru Electrical & Mechanical Engineers Private Limited of proposed demerged company as of September 30th, 2024 certified by S. Singhal & Co., Chartered Accountants dated 4th January, 2025.

Management's Responsibility for the Pro forma Consolidated Financial Information

4. The Management is responsible for compiling the Pro forma Consolidated Financial Information on the basis stated in Note 2 to the Pro forma Consolidated Financial Information and the same has been approved by the Board of Directors of the Company. The Management's responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Pro forma Consolidated Financial Information on the basis stated in Note 2 to the Pro forma Consolidated Financial Information that is free from material misstatement, whether due to fraud or error. The Management is also responsible for identifying and ensuring that the Group complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Pro forma Consolidated Financial Information.

Auditor's Responsibilities.

5. Our responsibility is to express an opinion, about whether the Pro forma Consolidated Financial Information of the Group has been compiled, in all material respects, by the Management on the basis stated in Note 2 to the Pro forma Consolidated Financial Information.

6. We conducted our engagement in accordance with Standard on Assurance Engagements (SAE) 3420, Assurance Engagements to Report on the Compilation of Pro forma Financial Information included in a Prospectus, issued by the Institute of Chartered Accountants of India. This Standard requires that the practitioner comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Management has compiled, in all material respects, the Pro forma Consolidated Financial Information on the basis stated in Note 2 to the Pro forma Consolidated Financial Information.

7. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro forma Consolidated Financial Information, nor have we, in the course of this engagement, performed an audit or review of the Financial Information used in compiling the Pro forma Consolidated Financial Information.

8. The purpose of Pro forma Consolidated Financial Information included in the Red Herring Prospectus and the Prospectus ("Prospectus") is solely to illustrate the impact of combining the financial information of the Group as at March 31, 2024 and as at September 30, 2024 as if these entities had been undertaken at an earlier date. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at March 31, 2024 and September 30, 2024 would have been, as presented.

9. A reasonable assurance engagement to report on whether the Pro forma Consolidated Financial Information has been compiled, in all material respects, on the basis of stated in note 2 to the Pro forma Consolidated Financial Information, involves performing procedures to assess whether the applicable criteria used by the Management in the compilation of the Pro forma Consolidated Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether the related Pro forma adjustments give appropriate effect to those applicable criteria.

10. The procedures selected depend on the Auditor's judgment, having regard to the Auditor's understanding of the nature of the group, the event or transaction in respect of which the Pro forma consolidated financial information has been compiled, and other relevant engagement circumstances. The engagement also involves evaluating the overall presentation of the Pro forma Consolidated Financial Information. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

11. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

12. In our opinion, the Pro forma Consolidated Financial Information for six months period ended 30th September 2024 includes the effect of the demerger however such effect does not have any material impact on the company's financials as given in Note 5 to the Proforma Consolidated Financial Information.

Restrictions on Use

13. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report issued by us or other Auditors. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

14. Our report is intended solely for use of the Board of Directors for inclusion in the Red Herring Prospectus and the Prospectus ("Prospectus") to be filed with the Securities and Exchange Board of India (SEBI) and/or Registrar of companies (ROC), as applicable, in connection with the proposed initial public offering of the Company. 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 Kishor Gujar & Associates
Chartered Accountants
FRN : 116747W
Peer Review no. 014220

CA Javedkhan Saudagar (Partner)
M.no. 139006.
UDIN : 25139006BMIDYN3433.
Date: 07th January, 2025.
Place : Pune.

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED (CIN No : U31102PN2001PLC016455)
PRO FORMA CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES
(All amounts are in INR Milions unless otherwise stated)

	Particulars	As at 30th September, 2024				As at 31st March, 2024
		QP Group (Restated Consolidated)	Acquisition- Mehru (Standalone) 51% Subsidiary	Proforma Adjustments	QP Group Proforma Consolidated	QP Group Proforma Consolidated
I.	**ASSETS**					
(1)	**Non - current assets**					
(a)	Property,Plant and Equipment	716.54	330.28	(44.14)	1,002.68	959.67
(b)	Capital Work In Progress	17.27	-	-	17.27	17.27
(c)	Other intangible assets	6.09	-	-	6.09	5.61
(d)	Goodwill	0.44	-	553.71	554.15	573.12
(e)	Financial assets					
	(i) Investments	16.34	2.10	-	18.44	44.70
	(iii) Other financial assets	101.36	100.77	(30.00)	172.13	455.49
(f)	Deferred tax assets (net)	15.43	-	-	15.43	7.50
(g)	Other non - current assets	138.75	-	-	138.75	135.12
		1,012.22	**433.15**	**479.57**	**1,924.94**	**2,198.48**
(2)	**Current assets**					
(a)	Inventories	140.14	704.68	(22.85)	821.97	834.00
(b)	Financial assets					
	(i) Investments	493.69	-		493.69	459.14
	(ii) Trade receivables	838.91	549.77	-	1,388.68	1,374.00
	(iii) Cash and cash equivalents	488.41	26.66	(0.04)	515.03	587.45
	(iv) Bank balances other than (iii) above	285.85	-	-	285.85	3.59
	(v) Other financial assets	325.16	21.52	-	346.68	156.82
(c)	Current tax assets (net)	-	14.95	4.01	18.96	23.13
(d)	Other current assets	412.04	144.62	27.58	584.24	294.81
(e)	Assets held for sale	-	-	9.43	9.43	-
		2,984.20	**1,462.20**	**18.13**	**4,464.53**	**3,732.93**
	Total Assets	**3,996.42**	**1,895.35**	**497.70**	**6,389.47**	**5,931.40**
II.	**EQUITY AND LIABILITIES**					
(1)	**Equity**					
(a)	Equity Share capital	721.50	10.25	(10.25)	721.50	721.50
(b)	**Other Equity**					
(i)	Equity Attributable to the Owners of the Company	1,133.52	1,268.91	(1,268.91)	1,133.52	810.36
(ii)	Non Controlling Interest	531.24	-	620.94	1,152.18	974.11
		2,386.26	**1,279.16**	**(658.22)**	**3,007.20**	**2,505.97**
	Liabilities					
(2)	**Non - current liabilities**					
(a)	Financial liabilities					
	(i) Borrowings	-	4.93	-	4.93	42.31
	(ii) Other Financial Liabilities	39.75	-	-	39.75	18.57
(b)	Deferred Tax Liability (net)	1.69	36.60	-	38.29	38.01
		41.44	**41.53**	**-**	**82.97**	**98.90**
(3)	**Current liabilities**					
(a)	Financial liabilities					
	(i) Borrowings	255.53	82.15	-	337.68	449.69
	(ii) Trade payables					
	a)Total outstanding dues of MSME	22.39	191.75	-	214.14	142.23
	b)Total outstanding dues of creditors others than MSME	546.65	119.33	(13.57)	652.41	749.93
	(iii) Other financial liabilities	422.12	38.14	-	460.26	459.07
(b)	Provisions	-	16.51		16.51	-
(c)	Current tax liability (net)	18.42	-		18.42	2.39
(d)	Other current liabilities	303.61	126.78	1,169.49	1,599.88	1,523.22
		1,568.72	**574.66**	**1,155.92**	**3,299.30**	**3,326.53**
	Total Equity and Liabilities	**3,996.42**	**1,895.35**	**497.70**	**6,389.47**	**5,931.40**

For Kishor Gujar & Associates
Chartered Accountants
Firm's Registration Number - 116747W
Peer Review No. :- 014220

CA Javedkhan Saudagar (Partner)
Membership No. 139006
UDIN : 25139006BMIDYN3433
Place: Pune. Date: 07/01/2025

For and on behalf of the Board of Directors

Thalavaidurai Pandyan
Managing Director
DIN: 00439782

Bharanidharan Pandyan
Whole Time Director
DIN: 01298247

Chitra Pandyan
Whole Time Director
DIN: 02602659

Deepak Suryavanshi
Company Secretary
Place : Sangli

Rajesh Jayaraman
Chief Financial Officer
Date : 07/01/2025

QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED (CIN No : U31102PN2001PLC016455)
PRO FORMA CONSOLIDATED STATEMENT OF PROFIT AND LOSS
(All amounts are in INR Millions unless otherwise stated)

	Particulars	For the Six Months ended 30th September, 2024				For the year ended 31st March, 2024
		QP Group (Restated Consolidated)	Acquisition- Mehru (Standalone) 51% Subsidiary	Proforma Adjustments	QP Group Proforma Consolidated	QP Group Proforma Consolidated
I.	Revenue from operations	1,557.38	1,116.80	(1.94)	2,672.24	5,190.49
II.	Other income	269.77	5.02	-	274.79	316.50
III.	**Total Income (I+II)**	**1,827.15**	**1,121.82**	**(1.94)**	**2,947.03**	**5,506.99**
IV.	**Expenses:**					
	Cost of materials consumed	878.32	690.35	15.94	1,584.61	3,367.12
	Changes in inventories	40.26	(65.60)	-	(25.34)	(115.24)
	Employee benefits expense	129.73	222.45	-	352.18	611.28
	Finance costs	17.23	7.98	-	25.21	46.23
	Depreciation and amortization expense	18.15	13.71	-	31.86	59.12
	Other expenses	192.67	187.60	-	380.27	771.09
	Total expenses	**1,276.36**	**1,056.49**	**15.94**	**2,348.79**	**4,739.60**
V.	**Profit/(loss) before exceptional items and tax (III - IV)**	**550.79**	**65.33**	**(17.88)**	**598.24**	**767.40**
	Exceptional items	2.36	-	(1.94)	0.42	(3.14)
	Profit/(loss) before tax	**548.43**	**65.33**	**(15.94)**	**597.82**	**770.53**
VI.	**Tax expense :**					
	Current tax	54.90	16.50	(4.01)	67.39	113.11
	Deferred tax	(7.25)	(0.20)	-	(7.45)	0.46
		47.65	**16.30**	**(4.01)**	**59.94**	**113.57**
VII.	**Profit for the year**	**500.78**	**49.03**	**(11.93)**	**537.88**	**656.96**
VIII	**Other comprehensive income**					
A	Items that will not be reclassified to profit or loss					
	Remeasurement of the net defined benefit liability/asset	(2.08)	-	-	(2.08)	18.33
	Foreign Currency Conversion Adjustment	-	-	-	-	-
	Tax on items that will not be reclassified to profit or loss	0.49	-	-	0.49	(4.57)
B	Items that will be reclassified to profit or loss					
	Remeasurement of the net defined benefit liability/asset	-	0.10	-	0.10	-
	Foreign Currency Conversion Adjustment	5.57	-	-	5.57	12.84
	Tax on items that will be reclassified to profit or loss	-	(0.02)	-	(0.02)	-
	Total other comprehensive income, net of tax	**3.98**	**0.08**	**-**	**4.06**	**26.60**
IX.	**Total comprehensive income for the year**	**504.76**	**49.11**	**(11.93)**	**541.94**	**683.57**
	Profit attributable to:					
	Owners of the Holding Company	**329.21**	**25.01**	**(6.09)**	**348.13**	**426.56**
	Non - Controlling Interest	**171.57**	**24.02**	**(5.84)**	**189.75**	**230.41**
	Other Comprehensive Income/(Loss) attributable to:					
	Owners of the Holding Company	**4.65**	**0.04**	**-**	**4.69**	**13.42**
	Non - Controlling Interest	**(0.67)**	**0.04**	**-**	**(0.63)**	**13.19**
X.	**Total comprehensive income attributable to:**					
	Controlling Interest	**333.86**	**25.05**	**(6.09)**	**352.82**	**439.97**
	Non Controlling Interest	**170.90**	**24.06**	**(5.84)**	**189.12**	**243.60**
XI.	**Earnings per equity share (Nominal value/share Rs. 10/-)**					
	- Basic (Rs.)-Not Annualised	**4.56**			**4.83**	**5.91**
	- Diluted (Rs.)-Not Annualised	**4.56**			**4.83**	**5.91**

For Kishor Gujar & Associates
Chartered Accountants
Firm's Registration Number - 116747W
Peer Review No. :- 014220

For and on behalf of the Board of Directors

Thalavaidurai Pandyan
Managing Director
DIN: 00439782

Bharanidharan Pandyan
Whole Time Director
DIN: 01298247

Chitra Pandyan
Whole Time Director
DIN: 02602659

CA Javedkhan Saudagar (Partner)
Membership No. 139006
UDIN : 25139006BMIDYN3433
Place: Pune Date: 07/01/2025

Deepak Suryavanshi
Company Secretary

Rajesh Jayaraman
Chief Financial Officer

Place : Sangli Date : 07/01/2025

Notes to Pro Forma Consolidated Financial Information.

1. **Background**

Quality Power Electrical Equipments Limited was incorporated on 20th September, 2001 under the provision of the companies' act, 1956 as a Private Limited Company. Thereafter the company was converted from private limited to public limited via fresh certificate of incorporation dated June 14, 2024 issued by Register of companies, Pune, Maharashtra. The company's registered office situated at Plot No. L - 61, M. I. D. C. Kupwad Block, Sangli, Maharashtra- 416436 India. The company is engaged in Manufacturing of Power Products and providing Services in the areas of Power Generation, Power Transmission, Power Distribution and Power Automation.

2. **Basis of preparation**

The Pro Forma financial information of the company comprising the consolidated Pro Forma statement of asset and liabilities as at March 31,2024 and as at September 30, 2024 the consolidated Pro Forma statement of profit and loss for the year ended March 31,2024 and six months period ended September 30, 2024 read with the notes to the Pro Forma financial information.

These Pro forma Consolidated Financial Information have been prepared by the management of the Company for the purpose of inclusion in offer documents based on the following criteria:

a) Quality Power Electrical Equipments Limited will acquire Investment in Mehru Electrical & Mechanical Engineers Private Limited by acquisition of 51% holding of the above company vide agreement (Schedule 3) dated April 25th 2024.

b) By making a line-by-line consolidation of the financial information as at and for the year ended March 31,2024 and as at and for the six months period ended September 30, 2024.

c) Using accounting policies as adopted by the Company for the preparation of restated Financial Statement for like transactions and other events in similar circumstances. If a member of the group used accounting policies other than those adopted in the restated financial information for like transactions and events in similar circumstances, appropriate adjustments have been made to that group member's financial statements in preparing the Pro Forma Consolidated Financial Information to ensure conformity with the Group's accounting policies.

d) Combine like items of assets, equity, liabilities, income and expenses.

e) Eliminating in full intra group assets and liabilities, income and expenses relating to transactions among entities of the Group.

f) Company will make Investment in Mehru Electrical & Mechanical Engineers Private Limited amounting to Rs. 1200.00 Millions which have been eliminated in Pro Forma Consolidated Financial Statements and the Purchase Consideration for the acquisition will be completed through the proceeds of Initial Public Offer.

The Pro Forma Consolidated Financial Information is based on:

a) The Restated Consolidated Financial Statement of Assets and Liabilities as at March 31,2024 and September 30, 2024 and , and Restated Consolidated Financial Statement of Profit and Loss or the year ended March 31,2024 and for the six months ended September 30, 2024 of the Company Quality Power Electrical Equipments Limited.

b) Standalone Financial Statement of Assets and Liabilities as at March 31,2024 and September 30, 2024 and Standalone Financial Statement of Profit and Loss for the year ended March 31,2024 and the six months period ended September 30, 2024 of the Company Mehru Electrical & Mechanical Engineers Private Limited audited S. Singhal & Co., Chartered Accountants and issued Special Purpose Audit Report.

c) Share Purchase Agreement ("SPA") dated April 25th, 2024 as prepared and certified by Quality Power Electrical Equipments Limited and Mehru Electrical & Mechanical Engineers Private Limited and Letter of extension dated July 24th, 2024.

d) Split Financial Statements of Mehru Electrical & Mechanical Engineers Private Limited of proposed demerged company as of September 30th, 2024 certified by S. Singhal & Co., Chartered Accountants

These Pro Forma Consolidated Financial Information illustrate the results of operations that would have resulted in the financial statements of the Company pursuant to its investment in Mehru Electrical & Mechanical Engineers Private Limited. The Pro Forma adjustments are based upon available information and assumptions that the management of the Group believes to be reasonable.

In addition, the rules and regulations related to the preparation of Pro Forma Consolidated Financial Information in other jurisdictions may also vary significantly from the basis of preparation as set out in paragraphs below to prepare these Pro Forma Consolidated Financial Information.

Accordingly, the degree of reliance placed by anyone in other jurisdictions on such Pro Forma Consolidated Financial Information should be limited.

3. Proforma Adjustments.

Acquisition related adjustments

The adjustments made to the Pro Forma Consolidated Financial Information are included in the following section.

a) Acquisition of Equity shares in Mehru Electrical & Mechanical Engineers Private Limited for a consideration of INR 1200.00 Millions to acquire 51.00% of Equity share Capital.
b) The consideration payable for the acquisition, aggregating to INR 1170.00 Millions (Rs. 30.00 millions paid as advance) is recorded as a liability in the pro forma financial statements as on March 31,2024 and September 30, 2024 respectively.
c) The Acquisition have been recorded on the basis of Ind AS 103 Business Combinations.

The Purchase price of INR 1200.00 Millions as on the date of acquisition had been allocated to the acquired assets and liabilities as follows:

(₹ in Millions)

Particulars	**Amount March 31,2024**	**Amount September 30,2024**
Value of Assets acquired	1803.05	1895.35
Less – Liabilities Acquired	573.00	616.19
Less – Fabrication Unit	**-**	11.93
Net Assets as on 30th September, 2024	**1203.05**	**1267.23**
Share of Net Assets Acquired (51.00%)	627.33	646.29
Less – Purchase Consideration (# 1)	1200.00	1200.00
Goodwill recognized on Acquisition	**(572.67)**	**(553.71)**
Share of Non Controlling Interest @ 49.00%	**602.73**	**620.94**

 # 1 **(₹ in Millons)**

Particulars	**Amount**
*Shares acquired prior to March 31, 2024 and September 30, 2024	NIL
Shares acquired post to March 31,2024 and September 30, 2024	1200.00
Total Purchase Consideration	**1200.00**

*The company paid advance of Rs. 30.00 millions for purchase of shares as per SPA agreement.

Goodwill have been calculated on the basis of allocation of purchase consideration to assets acquired and liabilities assumed by the group based on their respective Financials book values as at March 31,2024 and September 30, 2024 respectively.

d) The difference between the assets acquired and liabilities assumed of the Acquired Enterprise being the net asset value, has been reversed as part of the business combination accounting, in the pro forma consolidated statements of assets and liabilities.

Intercompany Elimination.

Intragroup eliminations have been made in respect of transactions and balances of Quality Power Electrical Equipments Limited and Mehru Electrical & Mechanical Engineers Private Limited in the preparation of these Pro Forma Consolidated Financial Information.

Eliminations on account of intragroup balances in the Pro Forma Consolidated Statement of Assets and Liabilities and Pro Forma Consolidated Statement of Profit & Loss as are as follows:

Intercompany Transactions as on 31.03.2024 :

(₹ in Millions)

Particulars	**Quality Power Electrical Equipments Limited**	**Mehru Electrical & Mechanical Engineers Private Limited**	**Total**
Elimination of Investment	1200.00	-	1200.00
Elimination of Equity & Reserve	-	627.33	627.33
Generated Goodwill on Investment	-	572.67	572.67

Intercompany Transactions as on 30.09.2024 :

(₹ in Millions)

Particulars	**Quality Power Electrical Equipments Limited**	**Mehru Electrical & Mechanical Engineers Private Limited**	**Total**
Elimination of Investment	1200.00	-	1200.00
Elimination of Equity & Reserve	-	646.29	646.29
Generated Goodwill on Investment	-	553.71	553.71

4. Use of Proceeds of proposed Initial Public Offer

Even though one of the objects of the proposed initial public offering is to pay for acquiring enterprise as purchase consideration, since the pro forma consolidated financial information has been prepared for purpose of illustrating the hypothetical impact of the acquisition of the Acquired Enterprise, no adjustments has been made for the use of proceeds or related transaction costs.

5. Other notes

a. As mentioned in "Schedule 10 Clause 24" of the SPA, the Company Mehru Electrical & Mechanical Engineers Private Limited has a fabrication unit at its manufacturing facility at Bhiwadi, which it is in the process of shifting to Mehru Fabricators Private Limited ("Mehru Fabricators"), a newly formed company to carry on the fabrication business. Any such transfer of the fabrication unit and other identified assets may be implemented by the Promoters through an appropriate scheme of demerger.

The Promoters agree that the scheme of demerger shall be filed with the relevant court prior to closing of the SPA. As per information given by management and on the basis of documents, we note that the Mehru Electrical & Mechanical Engineers Private Limited has filed an application to National Company

Law Tribunal, Jaipur Bench on October 18th, 2024 for the demerger of its fabrication unit and the order for the demerger is awaited.
The Proposed demerged unit is integral to the company's operations due to captive usage of its stock by other units. However, after the demerger, Mehru Electrical & Mechanical Engineers Private Limited will need to purchase the fabricated parts from external parties or from Mehru Fabricators Private Limited

As per the information given by the management, the operating profit margin of the demerged unit is approximately 15% of its Cost which will represent an additional cost to be borne by Mehru Electricals & Mechanical Engineering Private Limited post demerger. The Proforma adjustment for this cost has been considered, amounting to Rs. 15.94 million added to consumption. Additionally, a tax implication Rs. 4.01 million for the same has been accounted for.

b. As mentioned in "Schedule 10 Clause 24"of the SPA, the Company will Transfer the guest house situated at Flat No. 703, 7th Floor, Treehouse Residences RWA Society, Sector – 11, Vasundhara Nagar, Bhiwadi – 301019, Rajasthan, by way of a registered deed, to the Promoters or their Affiliates/nominees as soon as practicable and in any event within 6 months after the closing of the Proposed Transaction, at such consideration and other terms as may be deemed appropriate by the Promoters.

In Pro forma financial statements, we have disclosed the guest house written down value (WDV) as of 30th September, 2024 separately under the head "Current Assets- Assets held for sale" amounting to Rs. 9.43 million as per Ind AS 105- Assets held for sale and discontinued operations,

c. The Proforma financials for six months period ended 30th September 2024, have been prepared after giving effect to demerger of Mehru's fabrication unit. However, these are not fully comparable to the proforma financial statements for the period ended 31st March 2024 to that extent. The impact of this is not considered material.

6. Earnings per Share (EPS)

The pro forma EPS Calculation for the year ended March 31,2024 and for six months period ended September 30, 2024 has been made based on Pro forma Statements of Profit and Loss of respective year/period for which pro forma financial information have been presented.

7. Other than as mentioned above, no additional adjustments have been made to the pro forma consolidated statement of assets and liabilities or statement of profit and loss to reflect any other transactions of the Group entered into subsequent to signing date of Pro forma Financial Statements.

For Kishor Gujar & Associates
Chartered Accountants
FRN : 116747W
Peer Review no. 014220

For and behalf of the Board of Directors

CA Javedkhan Saudagar (Partner)
M.no. 139006.
UDIN: 25139006BMIDYN3433
Date: 07th January, 2025
Place: Pune

Thalavaidurai Pandyan
Managing Director
DIN : 00439782

Bharanidharan Pandyan
Whole Time Director
DIN : 01298247

Chitra Pandyan
Whole Time Director
DIN : 02602659

Rajesh Jayaraman
Chief Financial Officer

Deepak Suryavanshi
Company Secretary

Place - Sangli
Date – 07th January, 2025

AUDITED FINANCIAL STATEMENTS FOR MEHRU ELECTRICAL AND MECHANICAL ENGINEERS PRIVATE LIMITED

Audited Financial Statements of Mehru Electrical and Mechanical Engineers Private Limited was made available on the website of the Company at https://qualitypower.com/ipo-2 from the date of the Red Herring Prospectus till the Bid/Offer Closing Date.

OTHER FINANCIAL INFORMATION

The accounting ratios of our Company as required under Item 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As of and for the six-month period ended	As of and for Financial Year ended		
	September 30, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Basic EPS(1) (₹)	4.56	5.19	2.86	2.29
Diluted EPS(2) (₹)	4.56	5.19	2.86	2.29
RoNW(3) (%)	20.99	29.15	22.71	26.34
NAV per Equity Share(4) (₹)	33.07	26.38	24.35	22.22
Profit before tax (₹ million)	548.43	632.55	476.43	489.94
EBITDA(5) (₹ million)	314.04	381.09	323.44	233.01

Notes:
The ratios have been computed as under:
1. *Basic and Diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33.*
2. *Return on Net Worth (%) = Net profit after tax divided by Net worth at the end of the year/period.*
3. *Net Asset Value per share = Net worth divided by number of equity shares outstanding as at the end of year/period.*
4. *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income.*

For further information in relation to our other accounting ratios, see "*Basis for Offer Price*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 90, 152 and 306, respectively.

Audited Financial Information

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company and our Material Subsidiary as of and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 along with the respective audit reports (collectively, the "**Audited Financial Information**") are available on our website at https://qualitypower.com/financial-information/IPO-2.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. Except as disclosed in this Prospectus, the Audited Financial Information and the reports thereon, do not constitute, (i) a part of the Red Herring Prospectus; or (ii) this Prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

Except as disclosed in this Prospectus, the Audited Financial Information, and the reports thereon, should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

None of our Company or any of its advisors, nor the BRLM 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 any information presented or contained in the Audited Financial Information, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

For details of related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures, read with the SEBI ICDR Regulations, for the six-month period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, see "*Summary of the Offer Document – Summary of Related Party Transactions*" and "*Restated Consolidated Financial Information – Note 39 – Related Party Transactions*" on pages 18 and 275.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2024, on the basis of our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections "*Management's Discussion and Analysis of Financial Position and Results of Operations*", "*Financial Information*" and "*Risk Factors*" on pages 306, 216 and 22, respectively.

(₹ in million, except ratios)

Particulars	As at September 30, 2024	As adjusted for the proposed Offer[1]
Borrowings		
Current borrowings[2]	242.45	242.45
Non-current borrowings (including current maturity)	13.08	13.08
Total Borrowings	**255.53**	255.53
Equity		
Equity Share capital	721.50	774.44
Other Equity[3]	1,664.76	3,861.81
Total equity	**2,386.26**	4,636.25
Ratio: Non-current borrowings/ Total equity	0.01	Nil
Ratio: Total borrowings / Total equity	0.11	0.06

Notes:

(1) Current borrowings excluding current maturities.

(2) Other Equity includes Equity Attributable to the Owners of the Company and Non - Controlling Interest.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

Unless otherwise stated, references in this section to the "Company" or "our Company" means "Quality Power Electrical Equipments Limited", and "we", "our" or "us" (including in the context of any financial information) is a reference to our Company together with our Subsidiaries.

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 "Our Business" on pages 22, 102, 216 and 152, respectively as well as financial and other information contained in this Prospectus as a whole. Additionally, please refer to "Definitions and Abbreviations" on page 1 for definition of certain terms used in this section.

Some of the information in the following section, especially information with respect to our plans and strategies, consists of certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. You should read the section "Forward-Looking Statements" on page 14 for a discussion of the risks and uncertainties related to those statements and the section "Risk Factors" on page 22 for a discussion of certain risks that may affect our business, financial condition, or results of operations.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Research Report on Energy Transition Equipment & Power Technologies Industry" dated January 20, 2025 (the "**CARE Report**"), prepared and released by CARE Analytics and Advisory Private Limited ("**CARE**"). The CARE Report has been exclusively commissioned and paid for by our Company pursuant to an engagement letter dated January 13, 2024, for the purpose of understanding the industry in which we operate and in connection with this Offer. See "Risk Factors – Industry information included in this Prospectus has been derived from an industry report exclusively commissioned and paid for by us for the purposes of the Offer" on page 38. A copy of the CARE Report was made available on the website of our Company at https://qualitypower.com/ipo-2 from the date of the Red Herring Prospectus till the Bid Offer/Closing Date.*

Overview

We are an Indian player serving global clients in critical energy transition equipment and power technologies. We provide high voltage electrical equipment and solutions for electrical grid connectivity and energy transition. We are a technology-driven company specializing in the provision of power products and solutions across power generation, transmission, distribution, and automation sectors. Additionally, we offer equipment and solutions tailored for emerging applications such as large-scale renewables. *(Source: Care Report).*

Our manufacturing facilities adhere to the quality standards required by our global conglomerate clientele, including those listed on the Fortune 500. Additionally, the Company's Test & Research Lab in Sangli holds ISO 17025:2017 accreditation from the National Accreditation Board for Testing and Calibration Laboratories ("**NABL**"), certifying it as an independent test laboratory that complies with both Indian and international standards for systems up to 765kV (*Source: Care Report*). For further details, please see "*–Research and Development*" on page 179.

We are among the few global manufacturers of critical high voltage equipment for High Voltage Direct Current ("**HVDC**") and Flexible AC Transmission Systems ("**FACTS**") networks. These equipment and networks form key components for energy transition from renewable sources to traditional power grids. With over two decades of experience in the energy transition space, we provide an extensive range of products crucial for effective power transmission and advanced power automation. Our offerings include reactors, transformers, line traps, instrument transformers, capacitor banks, converters, harmonic filters, and reactive power compensation systems. Additionally, our grid interconnection solutions feature technologies such as STATCOM and static var compensator systems ("**SVC**"). Our domestic and global footprint allows us to cater to both Indian and global customer bases. *(Source: Care Report)*

HVDC technology is transforming the landscape of energy transition equipment and power technologies by enabling efficient, long-distance power transfer with markedly reduced energy losses. This advancement is crucial for integrating renewable energy sources from remote locations, such as offshore wind farms and solar plants in remote regions, into urban areas. FACTS devices, including Static Synchronous Compensators ("**STATCOM**"), are pivotal in ensuring grid stability and reliability. They manage fluctuations from variable renewable energy sources through dynamic voltage regulation and reactive power compensation. The adoption of HVDC and STATCOM technologies is vital for the green energy transition, as they facilitate the efficient and stable integration of renewables into the power grid *(Source: Care Report).*

Our portfolio of high voltage products and solutions is critical for advancing and modernizing electrical networks. Our technologies are designed to enhance grid reliability and performance by providing critical support for power grid management and overall network stability. Engineered to meet the demanding requirements of contemporary electrical infrastructure, these products ensure optimal efficiency and resilience. Our high voltage solutions help to maintain and improve network performance, offering advanced capabilities to address the complexities of modern energy systems and assist operators in effectively managing power quality and operational reliability. *(Source: Care Report)*

Our product portfolio contributes to advancing decarbonization efforts, sustainability, and green energy initiatives. We offer a range of technology-driven products, comprehensive system solutions, and professional services tailored for the power sector. The customers we cater to run their operations across multiple key areas, including (i) power transmission, providing effective transfer of electricity over distances, (ii) power distribution, ensuring the delivery of electricity to end users, and (iii) power automation, integrating advanced technologies for efficient power management. We also specialize in grid interconnection equipment, which addresses infrastructure and devices needed to connect multiple power grids or electrical systems. This equipment is crucial for facilitating the smooth transfer of energy between various stages: from generation to transmission, and from transmission to distribution, ensuring that energy flows throughout the power system, promoting integration and consistent operation. *(Source: Care Report)* For details of our products and services, please see "*-Our Product Portfolio*" on page 161.

Our manufacturing operations in India are spread across two locations, including Sangli, Maharashtra, and Aluva, Kerala. As part of our global expansion, we acquired 51% of the share capital in Endoks Enerji Anonim Şirketi ("**Endoks**") in 2011, which has design, operation, assembly, project management, and delivery facilities in Ankara, Turkey. Pursuant to this acquisition, Endoks became our indirect subsidiary. For further details, please see "*About Endoks*" on page 154.

Our operating facilities are accredited as ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018 by TUV India Private Limited. Further, we comply with ISO standards for customer satisfaction, energy management, occupational health and safety, environmental management, quality management, and information security, reflecting our commitment in diverse operational areas. We have been awarded the status of a 'One Star Export House' in accordance with the provisions of the Foreign Trade Policy, 2023 by the Directorate General of Foreign Trade, Ministry of Commerce & Industry. *(Source: Care Report)*

As of September 30, 2024, we had 143 customers. Our end customers include power utilities, power industries, and renewable energy entities. We derive the majority of our revenue from international markets. Our revenue from international markets was ₹ 1,179.99 million, ₹ 2,425.15 million, ₹ 1,948.30 million, and ₹ 1,356.51 million for the six-month period ended September 30, 2024 and for the financial years ended March 31, 2024, 2023, and 2022, which constituted 75.77%, 80.68%, 76.93%, and 74.27% of our total revenue from operations.

Principal Factors Affecting Our Financial Condition and Results of Operations

Our business, results of operations and financial condition are affected by a number of factors, including:

1. Economic conditions in the markets in which we operate

Our financial performance is closely tied to economic conditions across our key markets, including India, Asia, Middle East, North America, South America, Australia and Europe. We specialize in the production of High Voltage electrical equipment and solutions for electrical grid connectivity and energy transition, specifically Special Transformers and Reactors. Special Transformers are designed for precise voltage and power needs, serving various industrial, commercial, and utility sectors. Reactors are essential components in power systems, assisting with functions such as voltage regulation, current limitation, and harmonic filtering. The key regions we cater to include India, Asia, Middle East, North America, South America, Australia and Europe. The breakup of our revenue generated from our domestic and international markets, for the said financial periods, are indicated in the table below:

Markets	**Six-month period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (₹ *in million*)	**As a % of our total income**	**Revenue (₹ *in million*)**	**As a % of our total revenue from operations**	**Revenue (₹ *in million*)**	**As a % of our total revenue from operations**	**Revenue (₹ *in million*)**	**As a % of our total revenue from operations**
Domestic	352.45	22.63	489.87	16.30	518.81	20.49	394.72	21.61
International	1,179.99	75.77	2,425.15	80.68	1,948.30	76.93	1,356.51	74.27
Other Operating Revenue	24.94	1.60	90.95	3.03	65.39	2.58	75.15	4.11
Total	**1,557.38**	**100.00**	**3,005.97**	**100.00**	**2,532.50**	**100.00**	**1,826.38**	**100.00**

We are exposed to fluctuations in the performance of the industries to which we supply our products across the mentioned regions. The sectoral markets where we operate in India may experience different dynamics and be subject to distinct market and regulatory developments compared to other global markets. Further, the industries served by our customers have historically exhibited significant periodic fluctuations in overall demand for end goods, leading to corresponding variations in demand for our products. The timing and duration of these industry cycles are inherently unpredictable. The production and sales of the end goods for which we provide products are influenced by numerous external factors beyond our control. These include changes in government policies, shifts in consumer preferences, fluctuations in fuel prices, trends toward aircraft electrification, demographic changes, employment and income levels, interest rates, disruptions in the supply chain, aging of aircraft, labour relations, regulatory requirements, availability and cost of credit, and broader economic and industry conditions.

Economic downturns or reductions in defence budgets can result in decreased demand for our products, which encompass specialized tools and components for aircraft and defence systems. For instance, fluctuations in global GDP, shifts in government defence expenditures, and changes in commercial airline activities directly impact our sales. Furthermore, economic instability can impede capital expenditure in the energy sector, potentially delaying or reducing investments in new technologies and infrastructure, thereby affecting our growth prospects.

2. Implementation of technologically advanced processes and innovation

Our Company has demonstrated a record of strategic acquisitions, to further enhancing our capabilities and expanding our reach in key markets. These strategic acquisitions significantly bolster our position in energy transmission sector, enabling us to offer comprehensive solutions to our clients. As we integrated these companies into our operations, they have contributed to our sustained growth trajectory, enhancing our capabilities and solidifying our market presence.

To develop new products and upgrade existing products, we commit substantial time, funds, and other resources. We incurred ₹ 85.78 million, ₹ 154.38 million, ₹ 77.28 million, and ₹ 38.21 million, as expenses for product development for the six-month period ended September 30, 2024 and for Fiscals 2024, 2023, and 2022, respectively. Our investments in development for future products may not always give the desired outcomes and could result in higher costs without a proportionate increase in revenues, and we might also lose our entire investment if we are unable to innovate the products. Further, there is also a possibility that our competitors, particularly the foreign competitors, may invest more in design and product development and receive higher returns than us. other new technological developments discovered that significantly decreases the cost of production in order to compete effectively, we may be required to replace our existing machines with the new ones and thereby incur additional capital expenditure, which would have a material adverse effect on our financial condition and results of operations. Although we seek to identify trends and introduce new methods of engineering and equipment, we recognise that customer preferences cannot be predicted with certainty and can change rapidly, and that there is no certainty that such methods will be commercially viable or effective or accepted by our customers.

Our failure to successfully adopt such technologies in a cost effective and a timely manner could increase our costs and lead to us being less competitive in terms of our prices or quality of products we sell which could significantly affect our results of operations and financial performance. Further, as our business is currently concentrated to a select number of significant customers, we may experience reduction in cash flows and liquidity if we lose one or more of our major customers or if the amount of business from them is significantly reduced for any reason.

3. Concentration of customers

Our financial performance has largely been driven by, and a key factor to our future success will be, our ability to continue to deliver value for our customers, increase our customer base, and deepen our relationships with our existing customers. Our experience in developing complex critical safety systems and solutions has led to established relationships with several customers. Further, we adopt a consultative approach to our customers' needs and capabilities, which enables us to provide customized solutions to meet their economic goals. Our customers benefit from our relationships with suppliers which helps us execute projects for our customers efficiently and economically.

During the six-month period ended September 30, 2024 and for the financial years ended March 31, 2024, 2023 and 2022, our top 10 customers contributed to the following:

(*in ₹ million*)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Revenue from operations (in ₹ million)	1,557.38	3,005.97	2,532.5	1,826.38
Percentage of our total revenue from operations (%)	55.36	58.17	55.69	52.66

The table below sets forth the revenue derived from our top 3 customers, top 5 customers and top 10 customers during the respective financial years:

Particulars	**Six-month period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (₹ million)	**% of total revenue from operations**	**Amount (₹ million)**	**% of total revenue from operations**	**Amount (₹ million)**	**% of total revenue from operations**	**Amount (₹ million)**	**% of total revenue from operations**
Top 3 customers	508.20	32.63	816.16	27.15	615.25	24.29	563.11	30.83
Top 5 customers	635.90	40.83	1,191.01	39.62	896.25	35.39	693.85	37.99
Top 10 customers	862.10	55.36	1,748.69	58.17	1,410.44	55.69	961.74	52.66

Our customers include GE T&D Vernova India Limited, Hitachi Energy Limited and Kalpataru Projects International Limited (*formerly known as Kalpataru Power Transmission Limited*), among others. The disclosure of Hitachi Energy Limited has only been made for such customers who have provided consent to being named in this Prospectus. The remaining names of the top 10 customers as of the six-month period ended September 30, 2024 and as of Fiscal 2024, Fiscal 2023 and Fiscal 2022 have not been included due to confidentiality reasons and non-receipt of consent from such customers to be named in this Prospectus.

We have effectively utilized longstanding relationships with select customers to bolster our order book. These relationships foster trust and loyalty, leading to consistent repeat orders. Understanding the evolving needs of these customers allows for tailored offerings, increasing satisfaction and potentially expanding order volumes. Overall, leveraging these established relationships has been instrumental in maintaining a stable and robust order book for our Company.

Our ability to provide wide quality products enables us to establish longstanding relationships with our customers and cross-sell our products. Furthermore, we adopt a holistic approach to product bundling, combining different offerings such as line traps and reactors or reactors and transformers to provide enhanced value propositions to customers. By bundling complementary products, we not only optimize operational efficiency but also deliver comprehensive solutions that meet diverse customer needs.

4. Reliance on sales outside of India and foreign exchange rate risk

Although our reporting currency is in Indian Rupees, we transact a significant portion of our business in several other currencies, including the Turkish Lira, which has experienced periods of hyperinflation. Further, a large part of our revenues is derived from sales to customers based outside of India. In the six-month period ended September 30, 2024 and in Fiscals 2024, 2023, and 2022, our revenues from international markets were ₹ 1,179.99 million, ₹ 2,425.15 million, ₹1,948.30 million, and ₹1,356.51 million, respectively, which represented 75.77%, 80.68%, 76.93%, and 74.27%, respectively, of our total revenue from operations.

The exchange rate between the Indian Rupee and the currencies in which we receive payments for such exports, i.e., primarily the USD, Euro, and Turkish Lira, has fluctuated in the past. Our results of operations have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. For further details, please refer to "*Certain Conventions, Presentation of Financial, Industry, and Market Data, and Currency of Presentation*" on page 11 of this Prospectus. 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 of depreciation of the Indian Rupee may not be sustained or may not show an appreciable impact on 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 the USD, Euro, or Turkish Lira. 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 USD, Euro, and Turkish Lira. 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.

Competition

We face competition in regional, national and international energy transition equipment and power technologies sector. Moreover, as we seek to diversify into new geographies, we face the risk that some of our competitors have a pan-India presence while our other competitors have a strong global presence. Our key competitors include GE T&D India Limited, Transformers & Rectifiers (India) Limited, Hitachi Energy India Limited and Siemens Limited (*Source: CARE Report*).

Key Performance Indicators and Certain Non-GAAP Measures

The following table sets forth certain key performance indicators for the periods indicated below:

(in ₹ million except per share data or unless otherwise stated)

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations[1]	1,557.38	3,005.97	2,532.50	1,826.38
EBITDA[2]	314.04	381.09	323.44	233.01
EBITDA Margin (%)[3]	20.16	12.68	12.77	12.76
PAT[4]	500.78	554.74	398.92	422.27
PAT Margin (%)[5]	27.41	16.74	14.58	19.94
Net worth[6]	2,386.26	1,903.25	1,756.57	1,602.93
ROE (%)[7]	20.99	29.15	22.71	26.34
ROCE (%)[8]	15.84	19.20	22.32	20.58
Debt - Equity Ratio[9]	0.11	0.20	0.06	0.07
Net Cash from/ (used in) Operating Activities[10]	164.37	515.16	443.05	85.35
Net Cash from/ (used in) Operating Activities/ EBITDA (%)[11]	52.34	135.18	136.98	36.63
No. of operating facilities [12]	7	7	7	7
International markets (no. of countries) [13]	100	100	92	90
Revenue from international markets (%)[14]	75.77	80.68	76.93	74.27
No. of Customers[15]	143	210	227	266
Revenue CAGR (%)[16]	N.A.			28.29

As certified by Kishor Gujar & Associates, Statutory Auditors pursuant to their certificate dated February 20, 2025.

Notes:

1) *Revenue from operations is calculated as revenue from sale of products & services and other operating revenue as per the Restated Consolidated Financial Statements;*
2) *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;*
3) *EBITDA Margin is calculated as EBITDA divided by revenue from operations;*
4) *PAT represents total profit after tax for the year / period;*
5) *PAT Margin is calculated as PAT divided by total income;*
6) *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 as per SEBI ICDR Regulations.*
7) *ROE is calculated as PAT divided by Net worth*
8) *ROCE is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (6) above + total current & non-current borrowings– cash and cash equivalents and other bank balances;*
9) *Debt Equity Ratio: This is defined as total debt divided by total equity. Total debt is the sum of total current & non-current borrowings; total equity means sum of equity share capital and other equity;*
10) *Net Cash from/ (used in) Operating Activities means Net Cash from/ (used in) Operating Activities as per the Restated Consolidated Financial Statement.*
11) *Net Cash from/ (used in) Operating Activities / EBITDA % means ratio of Net Cash from/ (used in) Operating Activities to EBITDA*
12) *Number of operating facilities indicates the number of operations units of production/assembly.*
13) *International markets is the number of countries to which sales are made.*
14) *Revenue from International markets (%) is calculated as revenue from international markets divided by total revenue from operations.*
15) *Number of Customers indicate the number customers served by company.*
16) *CAGR = Compounded Annual Growth Rate.*

Significant Accounting Policies

The significant accounting policies adopted in the preparation of our Financial Statements are set forth below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Principal Components of Statement of Profit and Loss

Total Income

Our income comprises revenue from operations and other income. We generate majority of our revenue from the sale of products and service in India and abroad.

Revenue from operations

Our revenue from operations primarily includes (i) revenue from contracts with customers (A) India: (a) Sale of products and (b) sale of services, and (B) outside India (a) sale of products, and (ii) other operating revenue.

Other income

Our other income primarily includes (A) income from (i) deposit with banks, (ii) others, and (iii) interest income, and (B) other non-operating income: (i) gain on foreign exchange fluctuation (net), (ii) rental income, (iii) sundry balance write off, and (iv) other income.

Expenses

Our expenses include the below mentioned expenses:

Cost of materials consumed

Our cost of materials consumed represents the amount incurred towards consumption of materials which includes stock at the beginning of the year, plus purchases during the year, less stock at the end of the year.

Changes in inventories of finished goods, traded goods and work in progress

Changes in inventories of finished goods, work in progress and stock-in-trade in the increase or decrease in the closing balance of finished goods, work in progress, and Stock-in-Trade during the reporting period.

Employee benefits expense

Our employee benefits expense primarily include (i) directors remuneration and other benefits, (ii) salaries, wages, bonus, etc., (iii) contribution to provident and other funds, (iv) defined benefit obligation - gratuity expense, and (v) staff and labour welfare expenses.

Finance costs

Our finance costs primarily include (i) interest on term loans, (ii) interest on working capital loans and (ii) other interest and bank charges that include (a) bank commission and other charges, (b) bank guarantee charges, (c) option booking premium, (d) interest on loan from directors, and (e) interest expense.

Depreciation and Amortisation expense

Our depreciation and amortisation primarily include (i) depreciation of property, plant and equipment and (ii) amortisation of intangible assets.

Other Expenses

Our other expenses primarily include (i) power and fuel, (ii) labour charges, (iii) repairs and maintenance that includes: (a) plant and machinery, (b) building, and (c) others, (iv) rent, (v) rates and taxes, (vi) factory and other manufacturing expenses, (viii) insurance, (ix) advertisement and sales promotion, (x) freight inward, (xi) freight outward and packing expenses, (xii) travelling, conveyance and vehicle expenses, (xiii) legal and professional charges, (xiv) office expenses, (xv) commission, (xvi) net monetary (gain) /loss, (xvii) corporate social responsibility expenses, (xviii) donations, (xix) balance written off, (xx) security expenses, (xxi) miscellaneous expenses, (xxii) research and development expenses, (xxiii) expected credit loss and (xxiv) auditors remuneration.

Profit / (loss) after and tax

Profit after tax for the period includes profit / loss on sale of assets.

Results of Operations Based on Our Financial Statements

The following table sets forth select financial data from our statement of profit and loss for the six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022, the components of which are also expressed as a percentage of total income for such periods.

Particulars	As at and for the six-month period ended September 30, 2024		As at and for Fiscal 2024		As at and for Fiscal 2023		As at and for Fiscal 2022	
	(In million)	**(As a % of total income)**	**(In million)**	**(As a % of total income)**	**(In million)**	**(As a % of total income)**	**(In million)**	**(As a % of total income)**
Revenue from operations (net)	1,557.38	85.24	3,005.97	90.70	2,532.50	92.58	1,826.38	86.26
Other income	269.77	14.76	308.04	9.30	203.01	7.42	290.95	13.74
Total Income	1,827.15	100.00	3,314.01	100.00	2,735.51	100.00	2,117.33	100.00
EXPENSES								
Cost of materials consumed	878.32	48.07	2053.04	61.95	1,575.33	57.59	1,079.94	51.00
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	40.26	2.20	(50.24)	(1.52)	23.06	0.84	(8.52)	(0.40)
Employee benefits expense	129.73	7.10	247.58	7.47	200.63	7.33	165.99	7.84
Finance costs	17.23	0.94	22.93	0.69	26.65	0.97	14.76	0.70
Depreciation and amortization expense	18.15	0.99	33.65	1.02	23.37	0.85	19.26	0.91
Other expenses	192.67	10.54	377.17	11.38	411.91	15.06	357.13	16.87
Total Expenses	1,276.36	69.86	2684.13	80.99	2,260.95	82.65	1,628.56	76.92
Profit before exceptional items and tax	550.79	30.14	629.88	19.01	474.56	17.35	488.77	23.08
Exceptional Items	2.36	0.13	(2.67)	(0.08)	(1.87)	(0.07)	(1.17)	(0.06)
Profit before tax	548.43	30.02	632.55	19.09	476.43	17.42	489.94	23.14
Tax expense:								
Current tax	54.90	3.00	77.55	2.34	78.78	2.88	72.36	3.42
Deferred tax	(7.25)	(0.40)	0.26	0.01	(1.27)	(0.05)	(4.69)	(0.22)
Profit after tax for the year	500.78	27.41	554.74	16.74	398.92	14.58	422.27	19.94

COMPARISON OF THE RESULTS OF OPERATIONS

Six-month period ended September 30, 2024

Total Income

Our total income was ₹ 1,827.15 million during the six months period ended September 30, 2024, which comprised of revenue from operations and other income.

Revenue from operations

Our revenue from operations was ₹ 1557.38 million and primarily comprised of revenue from contracts with customers in India by sale of products of ₹351.22 million, revenue from contracts with customers in India by sale of services of ₹ 1.23 million, revenue from international markets by sale of products and services of ₹ 1179.99 million and other operating revenue of ₹ 24.94 million.

Other income

Our other income was ₹ 269.77 million for the six months period ended September 30, 2024 which comprised of income from deposit with banks of ₹ 57.20 million, income from others of ₹ 0.08 million and income from interest of ₹ 113.49 million for the six months period ended September 30, 2024.

Expenses

Our total expense was ₹ 1,276.36 million during the six months period ended September 30, 2024. This was primarily attributable to the following:

Cost of materials consumed

Cost of materials consumed was ₹ 878.32 million during the six months period ended September 30, 2024.

Changes in inventory of finished goods, work-in-progress and stock in trade

Changes in inventories of finished goods, work-in-progress and stock in trade amounted to ₹ 40.26 million during the six months period ended September 30, 2024.

Employee benefits expense

Employee benefit expenses was ₹129.73 million during the six months period ended September 30, 2024, which primarily comprised of salaries, wages and bonus of ₹77.18 million, directors remuneration & other benefits of ₹38.17 million, contribution to provident fund and other funds of ₹3.16 million and employee welfare expenses of ₹10.45 million.

Finance costs

Our finance cost was ₹17.23 million during the six months period ended September 30, 2024 which comprised of interest expenses on (i) working capital of ₹6.14 million; (ii) other interest cost of ₹9.50 million; (iii) other borrowing costs (including bank charges) of ₹1.59 million.

Depreciation and Amortisation expense

Our depreciation and amortization expense were ₹18.15 million during the six months period ended September 30, 2024.

Other Expenses

Our other expense was ₹192.67 million during the six months period ended September 30, 2024 which comprised of power and fuel expenses of ₹ 4.07 million, labour charges of ₹ 33.06 million, repairs and maintenance expenses of ₹ 5.90 million, sitting fees/commission to Independent director of ₹ 2.68 million, legal and professional charges of ₹ 10.94 million, freight outward and packing expenses of ₹ 3.73 million and advertisement and sales promotion of ₹ 1.78 million, among others.

Profit after tax for the period

As a result of the foregoing factors, our profit after tax for the period was ₹ 500.78 million for the six months period ended September 30, 2024.

Fiscal 2024 Compared to Fiscal 2023

Total Income

Our total income increased by 21.15 % to ₹ 3,314.01 million for Fiscal 2024 from ₹ 2,735.51 million for Fiscal 2023.

Revenue from operations

Our revenue from contracts with customers in India by sale of products decreased by 5.33 % to ₹ 489.87 million for Fiscal 2024 from ₹ 517.44 million for Fiscal 2023, primarily due to higher focus on exports and lower domestic sales for our products.

Our revenue from contracts with customers in India by sale of services decreased by 100 % to Nil for Fiscal 2024 from ₹ 1.37 million for Fiscal 2023, primarily due to exclusion of the component of supervision of commissioning and after sales service in the contracts obtained during the year.

Our revenue from contracts with customers outside India by sale of products increased by 24.48 % to ₹ 2,425.15 million for Fiscal 2024 from ₹ 1,948.30 million for Fiscal 2023, primarily due to higher sales of our products internationally.

Our revenue from other operating revenue increased by 39.09 % to ₹ 90.95 million for Fiscal 2024 from ₹ 65.39 million for Fiscal 2023, primarily due to increase in other income from associated operational services including repairs, freight etc.

Other income

Our other income increased by 51.74 % to ₹ 308.04 million for Fiscal 2024 from ₹ 203.01 million for Fiscal 2023, primarily due to higher income from deposits with banks and interest income.

Income from deposit with banks increased by 26.48 % to ₹ 111.47 million for Fiscal 2024 from ₹ 88.13 million for Fiscal 2023 primarily due to increase in value of deposits with banks. Income from others decreased by 48.48% to ₹ 0.17 million for Fiscal 2024 from ₹ 0.33 million for Fiscal 2023 primarily due to increase in usance interest arising from higher sales value under usance LC's. Income from interest income increased by 39.40 % to ₹ 97.44 million for Fiscal 2024 from ₹ 69.90 million for Fiscal 2023 due to increase in investments.

Other non-operating income increased by 121.63 % to ₹ 98.96 million for Fiscal 2024 from ₹ 44.65 million for Fiscal 2023 primarily due to increase in net gain on foreign exchange which was partially offset by change in sundry balance write off. Gain on foreign exchange transactions (net) increased by 442.54 % to ₹ 72.32 million for Fiscal 2024 from ₹ 13.33 million for Fiscal 2023 increase in net gain on foreign exchange. Rental income was ₹ 0.37 million for Fiscal 2024 from Nil for Fiscal 2023 due to rent income from property rented. Sundry balance write off decreased by 53.08 % to ₹ 2.74 million for Fiscal 2024 from ₹ 5.84 million for Fiscal 2023 due to lesser amounts written off from sundry balances of suppliers. Other income decreased by 7.65 % to ₹ 23.53 million for Fiscal 2024 from ₹ 25.48 million for Fiscal 2023 due to fall in other and miscellaneous income.

Expenses

Our expenses increased by 18.72 % to ₹ 2,684.13 million for Fiscal 2024 from ₹ 2,260.95 million for Fiscal 2023, on account of the factors discussed below.

Cost of materials consumed

Our cost of materials consumed increased by 30.32 % to ₹2053.04 million for Fiscal 2024 from ₹ 1,575.33 million for Fiscal 2023, primarily due to increase in business activities and increase in purchase cost of material consumed.

Our purchases during the year increased by 5.34 % to ₹ 1,758.69 million for Fiscal 2024 from ₹ 1,669.47 million for Fiscal 2023 primarily due to increase in business activity and increase in cost of material consumed.

Employee benefits expense

Our employee benefits expense increased by 23.40 % to ₹ 247.58 million for Fiscal 2024 from ₹ 200.63 million for Fiscal 2023, primarily due to new recruitments in higher salary range and salary increments.

Directors remuneration and other benefits increased by 44.88 % to ₹ 79.96 million for Fiscal 2024 from ₹ 55.19 million for Fiscal 2023, primarily due to increase in remuneration of directors. Salaries, wages, bonus, etc. increased by 18.14 % to ₹ 148.64 million for Fiscal 2024 from ₹ 125.82 million for Fiscal 2023, primarily due to salary increments and recruitment of new employees in higher salary range. Contribution to provident and other funds increased by 0.91 % to ₹ 3.33 million for Fiscal 2024 from ₹ 3.30 million for Fiscal 2023, primarily due to higher contribution arising from increase in number of employees and salary increments. Defined benefit obligation - gratuity expense decreased by 57.26 % to ₹ 2.56 million for Fiscal 2024 from ₹ 5.99 million for Fiscal 2023, primarily due to relatively higher number of employees leaving during the year. Staff and labour welfare expenses increased by 26.72 % to ₹ 13.09 million for Fiscal 2024 from ₹ 10.33 million for Fiscal 2023, primarily due to costs incurred on labour related expenses on refreshments and performance incentives.

Finance costs

Our finance costs primarily decreased by 13.96 % to ₹ 22.93 million for Fiscal 2024 from ₹ 26.65 million for Fiscal 2023, primarily due to loan repayments, Other interest and bank charges and interest expenses, etc. which was partially offset by increase in interest on working capital loans, etc.

Interest on term loans decreased by 77.78 % to ₹ 0.02 million for Fiscal 2024 from ₹ 0.09 million for Fiscal 2023, primarily due to repayment of car loan. Interest on working capital loans increased by 130.26 % to ₹ 6.24 million for Fiscal 2024 from ₹ 2.71 million for Fiscal 2023, primarily due to more interest on higher working capital loan amount.

Other interest and bank charges decreased by 30.10 % to ₹ 16.67 million for Fiscal 2024 from ₹ 23.85 million for Fiscal 2023, primarily due to overall decrease in interest expense due to repayments of loan made during the year.

Bank commission and other charges decreased by 6.14 % to ₹ 2.75 million for Fiscal 2024 from ₹ 2.93 million for Fiscal 2023, primarily due to currency conversion, foreign bank commission and other charges. Bank guarantee charges increased by 93.83 % to ₹ 1.57 million for Fiscal 2024 from ₹ 0.81 million for Fiscal 2023, primarily due to rise in higher bank guarantees in working capital arising from increase in operating activities. Option booking premium decreased by 30.86 % to ₹ 0.56 million for Fiscal 2024 from ₹ 0.81 million for Fiscal 2023, primarily due to lesser volume and value of option contracts undertaken on export realisation in foreign currency. Interest on loan from directors increased by 100 % to ₹ 2.53 million for Fiscal 2024 from Nil for Fiscal 2023, primarily due to new unsecured loans taken from directors for requirements of the company. Interest expense decreased by 52.02 % to ₹ 9.26 million for Fiscal 2024 from ₹ 19.30 million for Fiscal 2023, primarily due to lower utilization of bank finance limits by subsidiary during the year.

Depreciation and Amortisation expense

Our depreciation and amortisation increased by 43.99 % to ₹ 33.65 million for Fiscal 2024 from ₹ 23.37 million for Fiscal 2023, primarily due to increase in fixed assets.

Depreciation of property, plant and equipment increased by 39.98 % to ₹ 31.30 million for Fiscal 2024 from ₹ 22.36 million for Fiscal 2023, primarily due to increase in tangible fixed assets (excluding land). Amortisation of intangible assets increased by 132.67 % to ₹ 2.35 million for Fiscal 2024 from ₹ 1.01 million for Fiscal 2023, primarily due to acquisition of intangible assets.

Other Expenses

Our other expenses primarily decreased by 8.43 % to ₹ 377.17 million for Fiscal 2024 from ₹ 411.91 million for Fiscal 2023, primarily due to lesser expenses on Repairs and maintenance, net monetary gain arising from forex conversion adjustments, rent, Factory and other manufacturing expenses, advertisement and sales promotion, freight , commission, net monetary (gain) /loss etc. which was partially offset by increase in power and fuel, labour charges, rates and taxes, insurance, travelling, conveyance and vehicle expenses, legal and professional charges, office expenses, corporate social responsibility expenses, miscellaneous expenses, research and development etc.

Power and fuel increased by 35.64 % to ₹ 6.66 million for Fiscal 2024 from ₹ 4.91 million for Fiscal 2023, primarily due to rise in operating activity and production levels. Labour charges increased by 46.28 % to ₹ 55.60 million for Fiscal 2024 from ₹ 38.01 million for Fiscal 2023, primarily due to increase in number of labourers based on business requirements.

Repairs and maintenance decreased by 19.99 % to ₹ 11.21 million for Fiscal 2024 from ₹ 14.01 million for Fiscal 2023, primarily due to decrease in repairs and maintenance of building and other repairs and maintenance which was partially set off by increase in repairs and maintenance of plant & machinery.

Rent decreased by 26.36 % to ₹ 1.90 million for Fiscal 2024 from ₹ 2.58 million for Fiscal 2023, primarily due to discontinuation of one of the office taken on rent. Rates and taxes increased by 1.59 % to ₹ 3.83 million for Fiscal 2024 from ₹ 3.77 million for Fiscal 2023, primarily due to lesser payment in government taxes. Factory and other manufacturing expenses decreased by 15.75 % to ₹ 8.99 million for Fiscal 2024 from ₹ 10.67 million for Fiscal 2023, primarily due to the reason that costs such as calibration costs, inspection fees, drawing expenses etc. vary with nature of orders undertaken and order specifications.

Insurance increased by 73.36 % to ₹ 3.71 million for Fiscal 2024 from ₹ 2.14 million for Fiscal 2023, primarily due to increase in business activities and fixed assets. Advertisement and sales promotion decreased by 42.43 % to ₹ 8.21 million for Fiscal 2024 from ₹ 14.26 million for Fiscal 2023, primarily due to relatively lesser involvement by the company in promotional activities and events.

Freight inward decreased by 15.67 % to ₹ 2.96 million for Fiscal 2024 from ₹ 3.51 million for Fiscal 2023, primarily due to change in purchase contracts terms from ex-works/FOB basis to CIF basis. Freight outward and packing expenses decreased by 57.30 % to ₹ 9.94 million for Fiscal 2024 from ₹ 23.28 million for Fiscal 2023, primarily due change in sales contract terms from CIF to FOB/ex-works basis. Travelling, conveyance and vehicle expenses increased by 40.90 % to ₹ 13.40 million for Fiscal 2024 from ₹ 9.51 million for Fiscal 2023, primarily due to increase in business activity.

Legal and professional charges increased by 66.05 % to ₹ 9.88 million for Fiscal 2024 from ₹ 5.95 million for Fiscal 2023, primarily due increase in lawyer consultation and documentation charges. Office expenses increased by 197.81 % to ₹ 4.08 million for Fiscal 2024 from ₹ 1.37 million for Fiscal 2023, primarily due to rise in overall operating activities. Commission decreased by 43.26 % to ₹ 3.20 million for Fiscal 2024 from ₹ 5.64 million for Fiscal 2023, primarily due to lower sales made through agent. Net monetary (gain) /loss decreased by 84.59 % to ₹ 25.93 million for Fiscal 2024 from ₹ 168.26 million for Fiscal 2023, primarily due to adjustments made arising from differences in foreign exchange and currency conversions.

Corporate social responsibility expenses increased by 22,550 % to ₹ 4.53 million for Fiscal 2024 from ₹ 0.02 million for Fiscal 2023, primarily due to spending of accumulated unspent amounts of previous years. Donations increased by 100 % to ₹ 0.71 million for Fiscal 2024 from Nil for Fiscal 2023, primarily due to new donations made during the year.

Balance written off increased by 548.28 % to ₹ 3.76 million for Fiscal 2024 from ₹ 0.58 million for Fiscal 2023, primarily due to old miscellaneous debtor balances written off. Security expenses increased by 61.36 % to ₹ 3.55 million for Fiscal 2024 from ₹ 2.20 million for Fiscal 2023, primarily due to increase in number and salary of security personnel employed by company. Miscellaneous expenses increased by 68.69 % to ₹ 36.96 million for Fiscal 2024 from ₹ 21.91 million for Fiscal 2023, primarily due to increase in sundry expenses.

Research and development expenses increased by 99.77 % to ₹ 154.38 million for Fiscal 2024 from ₹ 77.28 million for Fiscal 2023, primarily due to increase in consultancy services for research and development activities. Expected credit loss increased by 100 % to ₹ 1.51 million for Fiscal 2024 from Nil for Fiscal 2023, primarily due to expected credit loss provision made in current fiscal year. Auditors' remuneration increased by 11.27 % to ₹ 2.27 million for Fiscal 2024 from ₹ 2.04 million for Fiscal 2023, primarily due to increase in audit fees & expenses of auditors.

Profit after tax for the period

As a result of the foregoing factors, our profit after tax for the period increased by 39.06 % to ₹ 554.74 million for Fiscal 2024 from ₹ 398.92 million for Fiscal 2023.

Fiscal 2023 Compared to Fiscal 2022

Total Income

Our total income increased by 29.20 % to ₹ 2,735.51 million for Fiscal 2023 from ₹ 2,117.33 million for Fiscal 2022, on account of the factors discussed below.

Revenue from operations

Our revenue from contracts with customers in India by sale of products increased by 31.31 % to ₹ 517.44 million for Fiscal 2023 from ₹ 394.07 million for Fiscal 2022, primarily due to higher domestic sales of our products.

Our revenue from contracts with customers in India by sale of services increased by 110.77 % to ₹ 1.37 million for Fiscal 2023 from ₹ 0.65 million for Fiscal 2022, primarily due to inclusion of the component of supervision of commissioning and after sales service in the contracts obtained during the year.

Our revenue from contracts with customers outside India by sale of products increased by 43.63 % to ₹ 1948.30 million for Fiscal 2023 from ₹ 1356.51million for Fiscal 2022, primarily due to higher sales of our products internationally.

Our revenue from other operating revenue decreased by 12.99 % to ₹ 65.39 million for Fiscal 2023 from ₹ 75.15 million for Fiscal 2022, primarily due to decrease in other income from associated operational services including repairs, freight etc.

Other income

Our other income decreased by 30.23 % to ₹ 203.01 million for Fiscal 2023 from ₹ 290.95 million for Fiscal 2022, primarily due to decrease in income from deposits with banks, which was partially offset by increase in interest income.

Income from deposit with banks decreased by 60.26 % to ₹ 88.13 million for Fiscal 2023 from ₹ 221.77 million for Fiscal 2022 primarily due to decrease in amount of Fixed deposits with bank. Income from others decreased by 76.26 % to ₹ 0.33 million for Fiscal 2023 from ₹ 1.39 million for Fiscal 2022 primarily due to relatively lesser interest received from customers under Usance LC.

Income from interest income increased by 196.56 % to ₹ 69.90 million for Fiscal 2023 from ₹ 23.57 million for Fiscal 2022 due to increase in investments.

Other non-operating income increased marginally by 0.97 % to ₹ 44.65 million for Fiscal 2023 from ₹ 44.22 million for Fiscal 2022 primarily due to net gain on foreign exchange which was partially offset by change in miscellaneous income. Gain on foreign exchange transactions (net) decreased by 38.12 % to ₹ 13.33 million for Fiscal 2023 from ₹ 21.54 million for Fiscal 2022 due to reduction in net gain on foreign exchange. Sundry balance write off increased by 139.34 % to ₹ 5.84 million for Fiscal 2023 from ₹ 2.44 million for Fiscal 2022 due to old customer advance written off. Other income increased by 25.89% to ₹ 25.48 million for Fiscal 2023 from ₹ 20.24 million for Fiscal 2022 due to lesser other and miscellaneous income.

Expenses

Our expenses increased by 38.83 % to ₹ 2,260.95 million for Fiscal 2023 from ₹ 1,628.56 million for Fiscal 2022, on account of the factors discussed below.

Cost of materials consumed

Our cost of materials consumed increased by 45.87 % to ₹ 1,575.33 million for Fiscal 2023 from ₹ 1,079.95 million for Fiscal 2022, primarily due to increase in business activities and increase in purchase cost of material consumed.

Our purchases during the year increased by 33.49 % to ₹ 1,669.47 million for Fiscal 2023 from ₹ 1,250.66 million for Fiscal 2022 primarily due to increase in business activity and increase in cost of material consumed.

Employee benefits expense

Our employee benefits expense increased by 20.87 % to ₹ 200.63 million for Fiscal 2023 from ₹ 165.99 million for Fiscal 2022 due to increase in number of employees and salary increments.

Directors remuneration and other benefits increased by 16.68 % to ₹ 55.19 million for Fiscal 2023 from ₹ 47.30 million for Fiscal 2022, primarily due to increase in remuneration of directors. Salaries, wages, bonus, etc. increased by 28.65 % to ₹ 125.82 million for Fiscal 2023 from ₹ 97.80 million for Fiscal 2022, primarily due to increase in number of employees and salary increments. Contribution to provident and other funds increased by 21.77 % to ₹ 3.30 million for Fiscal 2023 from ₹ 2.71 million for Fiscal 2022, primarily due to increase in number of employees and salary increments. Defined benefit obligation - gratuity expense increased by 73.62 % to ₹ 5.99 million for Fiscal 2023 from ₹ 3.45 million for Fiscal 2022, primarily due to increase in number of employees and salary increments. Staff and labour welfare expenses decreased by 29.87 % to ₹ 10.33 million for Fiscal 2023 from ₹ 14.73 million for Fiscal 2022 because of expenses incurred on a one-off non-recurring event in 2022.

Finance costs

Our finance costs primarily increased by 80.56 % to ₹ 26.65 million for Fiscal 2023 from ₹ 14.76 million for Fiscal 2022, primarily due to increase in non-current borrowings and interest expenses, etc., which was partially offset by decrease in term loan, Bank commission and other charges etc.

Interest on term loans decreased by 82.69 % to ₹ 0.09 million for Fiscal 2023 from ₹ 0.52 million for Fiscal 2022, primarily due to repayment of term loans. Interest on working capital loans decreased by 26.95 % to ₹ 2.71 million for Fiscal 2023 from ₹ 3.71 million for Fiscal 2022, due to reduction in interest on working capital limits & lesser working capital utilisation during the year.

Other interest and bank charges increased by 126.50 % to ₹ 23.85 million for Fiscal 2023 from ₹ 10.53 million for Fiscal 2022, primarily due to increase in non-current borrowings.

Bank commission and other charges decreased by 64.57 % to ₹ 2.93 million for Fiscal 2023 from ₹ 8.27 million for Fiscal 2022, primarily due to lesser expenses on currency conversion, foreign bank commission and other charges. Bank guarantee charges increased by 5.19 % to ₹ 0.81 million for Fiscal 2023 from ₹ 0.77 million for Fiscal 2022, primarily due to increase in bank guarantees to customers. Option booking premium increased by 179.31 % to ₹ 0.81 million for Fiscal 2023 from ₹ 0.29 million for Fiscal 2022, primarily due to increase in amount of cover obtained on higher export realisations in foreign currency. Interest expense increased by 1,508.33% to ₹ 19.30 million for Fiscal 2023 from ₹ 1.20 million for Fiscal 2022, primarily due to higher amount of borrowing availed by subsidiary.

Depreciation and Amortisation expense

Our depreciation and amortisation increased by 21.34 % to ₹ 23.37 million for Fiscal 2023 from ₹ 19.26 million for Fiscal 2022, due to increase in fixed assets

Depreciation of property, plant and equipment increased by 20.15 % to ₹ 22.36 million for Fiscal 2023 from ₹ 18.61 million for Fiscal 2022, primarily due to increase in fixed assets.

Amortisation of intangible assets increased by 55.38 % to ₹ 1.01 million for Fiscal 2023 from ₹ 0.65 million for Fiscal 2022, primarily due to additions to intangible assets.

Other Expenses

Our other expenses primarily increased by 15.34 % to ₹ 411.91 million for Fiscal 2023 from ₹ 357.13 million for Fiscal 2022, primarily due to increase in Rates and taxes, rates & taxes, insurance, freight outward, Commission, Net monetary (gain) /loss, Security expenses, Auditors remuneration, research and development expenditure, etc. which is partially offset by decrease in Power and fuel, Repairs and maintenance, freight inward, Legal and professional charges, Office expenses, Corporate social responsibility expenses, Donations, Balance written off, Miscellaneous expenses etc.

Power and fuel decreased by 55.92 % to ₹ 4.91 million for Fiscal 2023 from ₹ 11.14 million for Fiscal 2022, primarily due to reduction in Electricity, natural gas & water expenses used for production. Labour charges decreased by 5.42 % to ₹ 38.01 million for Fiscal 2023 from ₹ 40.19 million for Fiscal 2022, primarily due to reduction in contract labour.

Repairs and maintenance decreased by 40.59 % to ₹ 14.01 million for Fiscal 2023 from ₹ 23.57 million for Fiscal 2022, primarily due to reduction in repair and maintenance expenses.

Plant and machinery repairs decreased by 79.05 % to ₹ 1.23 million for Fiscal 2023 from ₹ 5.87 million for Fiscal 2022, primarily due to reduction in repair activities undertaken. Building repairs decreased by 7.60 % to ₹ 8.88 million for Fiscal 2023 from ₹ 9.61 million for Fiscal 2022, primarily due to reduction in repair activities undertaken. Other decreased by 51.79% to ₹ 3.90 million for Fiscal 2023 from ₹ 8.09 million for Fiscal 2022, primarily due to reduction in repair activities undertaken.

Rent decreased by 15.96 % to ₹ 2.58 million for Fiscal 2023 from ₹ 3.07 million for Fiscal 2022, primarily due to discontinuation of one rental office premise.

Rates and taxes increased by 21.61 % to ₹ 3.77 million for Fiscal 2023 from ₹ 3.10 million for Fiscal 2022, primarily due to increase in payments of government taxes. Factory and other manufacturing expenses decreased by 9.42 % to ₹ 10.67 million for Fiscal 2023 from ₹ 11.78 million for Fiscal 2022, primarily due to the reason that costs such as calibration costs, inspection fees, drawing expenses etc. vary with nature of orders undertaken and order specifications.

Insurance increased by 27.38 % to ₹ 2.14 million for Fiscal 2023 from ₹ 1.68 million for Fiscal 2022, primarily due to increase in business activities and fixed assets. Advertisement and sales promotion decreased by 34.44 % to ₹ 14.26 million for Fiscal 2023 from ₹ 21.75 million for Fiscal 2022, primarily due lesser involvement by the company in promotional activities and events.

Freight inward increased by 107.69 % to ₹ 3.51 million for Fiscal 2023 from ₹ 1.69 million for Fiscal 2022, primarily due to increase in volume of raw material purchased. Freight outward and packing expenses decreased by 24.88 % to ₹ 23.28 million for Fiscal 2023 from ₹ 30.99 million for Fiscal 2022, primarily due to change in sales contract terms from CIF to FOB/ex-works basis. Travelling, conveyance and vehicle expenses decreased by 14.63 % to ₹ 9.51 million for Fiscal 2023 from ₹ 11.14 million for Fiscal 2022, primarily due to reduction in travelling, conveyance and vehicle costs.

Legal and professional charges decreased by 60.98 % to ₹ 5.95 million for Fiscal 2023 from ₹ 15.25 million for Fiscal 2022, primarily due to lesser legal and professional services availed during the year. Office expenses decreased by 86.01 % to ₹ 1.37 million for Fiscal 2023 from ₹ 9.79 million for Fiscal 2022, primarily due to lesser expenses incurred on stationery & food & cleaning exp. Commission increased by 151.79 % to ₹ 5.64 million for Fiscal 2023 from ₹ 2.24 million for Fiscal 2022, primarily due to higher sales made through agents. Net monetary (gain) /loss increased by 73.12 % to ₹ 168.26 million for Fiscal 2023 from ₹ 97.19 million for Fiscal 2022, primarily due to adjustments made arising from variances in foreign exchange and currency conversions.

Corporate social responsibility expenses decreased by 98.95 % to ₹ 0.02 million for Fiscal 2023 from ₹ 1.91 million for Fiscal 2022, primarily due to amount not spent on CSR for an ongoing project which was completed in next year. Donations decreased by 100 % to Nil for Fiscal 2023 from ₹ 4.66 million for Fiscal 2022, primarily due to no donation made.

Balance written off decreased by 47.27 % to ₹ 0.58 million for Fiscal 2023 from ₹ 1.10 million for Fiscal 2022, primarily due to better recovery/collection from debtors. Security expenses increased by 46.67 % to ₹ 2.20 million for Fiscal 2023 from ₹ 1.50 million for Fiscal 2022, primarily due to security expenses incurred on newly acquired premises as well as increase in number and salary of security personnel employed by company. Miscellaneous expenses decreased by 5.72 % to ₹ 21.91 million for Fiscal 2023 from ₹ 23.24 million for Fiscal 2022, primarily due to lesser amount spent on sundry expenses.

Research and development expenses increased by 102.25 % to ₹ 77.28 million for Fiscal 2023 from ₹ 38.21 million for Fiscal 2022, primarily due to increase in salaries & wages of personnel involved in research and development activities. Auditors remuneration increased by 5.15 % to ₹ 2.04 million for Fiscal 2023 from ₹ 1.94 million for Fiscal 2022, primarily due to increase in audit fees & expenses of auditors.

Profit after tax for the period

As a result of the foregoing factors, our profit after tax for the period decreased by 5.53 % to ₹ 398.92 million for Fiscal 2023 from ₹ 422.27 million for Fiscal 2022.

Liquidity and Capital Resources

Historically, our primary liquidity requirements have been to finance our working capital needs for our operations. We have met these requirements through cash flows from operations and retention of post-tax profit in business. As of September 30, 2024, we had ₹ 2,984.20 million in current assets including ₹ 140.14 million in inventories, ₹ 493.69 million in Investments, ₹ 838.91 million in trade receivables, ₹ 488.41 million in cash and cash equivalents, ₹ 285.85 million in Bank balances other than cash and cash equivalents, ₹ 325.16 million in other financial assets and ₹ 412.04 million in other current assets.

For the six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022, our total liabilities based on our Financial Statements amounted ₹ 1,610.16 million, ₹ 1,685.59 million, ₹ 1,365.83 million and ₹ 925.63 million, respectively.

Cash Flows Based on Financial Statements

The table below summarizes the statement of cash flows, as per our cash flow statements, for the periods indicated:

Particulars	Six-month period ended	Fiscal		
	September 30, 2024	2022	2023	2024
	(in ₹ million)			
Net cash inflow from operating activities	164.37	515.16	443.05	85.35
Net cash used in investing activities	11.62	(385.93)	(309.98)	205.76
Net cash generated from financing activities	(144.49)	253.80	(35.76)	16.24
Change in foreign currency arising on Consolidation	(16.18)	(421.83)	(239.93)	(336.96)
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	15.32	(38.80)	(142.62)	(29.61)
Cash and cash equivalents at the beginning of the period/ year	473.09	511.89	654.51	684.12
Cash and cash equivalents at the end of the period / year	488.41	473.09	511.89	654.51

Operating Activities

Six-month period ended September 30, 2024

Our net cash inflow from operating activities was ₹ 164.37 million in the six-month period ended September 30, 2024. Our operating cash flows before working capital changes was ₹ 416.17 million in the six-month period ended September 30, 2024. The movements in working capital in the six-month period ended September 30, 2024 primarily consisted of an increase in trade receivables of ₹ (44.13) million, decrease in inventory of ₹ 94.45 million, increase in other current and non-current assets (298.63) million decrease in trade payables of ₹ (74.22) million and an increase in other current liabilities of 107.20 million.

Fiscal 2024

Our net cash inflow from operating activities was ₹ 515.16 million in Fiscal 2024. Our operating cash flows before working capital changes was ₹ 479.93 million in Fiscal 2024. The movements in working capital in Fiscal 2024 primarily consisted of (i) increase in trade receivables of ₹ 144.76 million primarily due to net increase in outstanding balances of debtors from sales, (ii) decrease in inventory of ₹ 244.13 million primarily due to lesser closing stock (iii) increase in other current and non-current assets of ₹ 14.83 million primarily due to fund raising related expenses treated as deferred expenses & capital advance for purchase of land, (iv) increase in trade payables of ₹ 115.61 million primarily due to net increase in outstanding balances of creditors for purchase of raw material and (v) decrease in other current liabilities of ₹ 72.45 million primarily due to lesser advances received from customers.

Fiscal 2023

Our net cash inflow from operating activities was ₹ 443.05 million in Fiscal 2023. Our operating cash flows before working capital changes was ₹ 372.20 million in Fiscal 2023. The movements in working capital in Fiscal 2023 primarily consisted of (i) increase in trade receivables of ₹ 111.04 million primarily due to net increase in outstanding balances of debtors from sales, (ii) increase in inventory of ₹ 71.07 million primarily due to higher closing stock, (iii) increase in other current and non-current assets of ₹ 90.37 million primarily due to capital advance given for purchase of land, (iv) increase in trade payables of ₹ 254.68 million primarily due to net increase in outstanding balances of creditors for purchase of raw material, (v) increase in other current liabilities of ₹ 197.56 million primarily due to increase in advance received from customer, and decrease in short term provisions of ₹ 3.13 million primarily due to lesser provision for warranty claim during the year.

Fiscal 2022

Our net cash inflow from operating activities was ₹ 85.35 million in Fiscal 2022. Our operating cash flows before working capital changes was ₹ 279.51 million in Fiscal 2022. The movements in working capital in Fiscal 2022 primarily consisted of (i) increase in trade receivables of ₹ 121.94 million primarily due to net increase in outstanding balances of debtors from sales, (ii) increase in inventory of ₹ 179.25 million primarily due to higher closing stock, (iii) increase in other current and non-current assets of ₹ 13.41 million primarily due to increase in prepaid expenses, (iv) decrease in trade payables of ₹ 31.11 million primarily due to net decrease in outstanding balances of creditors for purchase of raw material, (v) increase in other current liabilities of 237.11 million primarily due to higher advances received from customers.

Investing Activities

Six-month period ended September 30, 2024

Our net cash generated from investing activities was ₹ 11.62 million for the six-month period ended September 30, 2024. This was primary due to purchase of PPE including of CWIP of ₹ (37.62) million, sale of PPE of ₹ 4.65 million, advance paid for purchase of PPE of ₹ (4.86) million, advance for purchase of shares of Mehru Electrical and Mechanical Private Limited of ₹ (36.00) million, investments made during the year of ₹ (34.76), interest income of ₹ 170.77 million foreign exchange on PPE and intangible assets ₹ (50.56) million.

Fiscal 2024

Our net cash used in investing activities was ₹ (385.93) million in Fiscal 2024. This was primary due to purchase of property, plant and equipment including of capital work in progress of ₹ 357.41 million, sale of PPE of ₹ 54.51 million, advance paid for purchase of fixed assets of ₹ 120.00 million, investment made during the year of ₹ 168.53 million, interest income of ₹ 209.09 million and forex-PPE, intangible assets of ₹ 3.59 million.

Fiscal 2023

Our net cash used in investing activities was ₹ (309.98) million in Fiscal 2023. This was primary due to purchase of property, plant and equipment including of capital work in progress of ₹ 72.57 million, sale of PPE of ₹ 4.05 million, advance paid for purchase of fixed assets of ₹ 77.22 million, investment made during the year of ₹ 306.75 million, interest income of ₹ 158.37 million and forex-PPE, intangible assets of ₹ 15.86 million.

Fiscal 2022

Our net cash used in investing activities was ₹ 205.76 million in Fiscal 2022. This was primary due to purchase of property, plant and equipment including of capital work in progress of ₹ 30.90 million, sale of PPE of ₹ 1.60 million, advance paid for purchase of fixed assets of ₹ 0.65 million, investment sold during the year of ₹ 1.40 million, interest income of ₹ 246.73 million and forex-PPE, intangible assets of ₹ 12.42 million.

Financing Activities

Six-month period ended September 30, 2024

Our net cash used in financing activities was ₹ (144.49) million in this was primarily due to for the six-month period ended September 30, 2024. This was primarily due to net payment long and short term borrowings of ₹ (176.94) million, net proceeds of short borrowings of ₹ 49.68 million, interest and finance cost of ₹ (17.23) million.

Fiscal 2024

Our net cash generated from financing activities was ₹ 253.80 million in Fiscal 2024. This was primarily due to repayment of long and short term borrowings of ₹ 116.42 million, net proceeds of short term borrowings of ₹ 382.10 million, net proceeds of long term borrowings of ₹ 11.05 million and interest and finance cost paid of ₹ 22.93 million.

Fiscal 2023

Our net cash generated from financing activities was ₹ (35.76) million in Fiscal 2024. This was primarily due to repayment of long and short term borrowings of ₹ 210.44 million, net proceeds of short term borrowings of ₹ 200.71 million, net proceeds of long term borrowings of ₹ 0.62 million and interest and finance cost paid of ₹ 26.65 million.

Fiscal 2022

Our net cash generated from financing activities was 16.24 million in Fiscal 2024. This was primarily due to repayment of long and short term borrowings of 40.75 million, net proceeds of short term borrowings of 70.14 million, net proceeds of long term borrowings of 1.61 million and interest and finance cost paid of 14.76 million.

Financial Indebtedness

Some of our financing agreements include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions. We cannot assure you that we will be able to obtain these consents and any failure to obtain these consents could have significant adverse consequences for our business. For details of our outstanding indebtedness as of December 31, 2024, see "*Financial Indebtedness*" on page 324.

[*] *Debt comprises of non-current and current borrowings.*

Contractual Obligations

We do not have any contractual obligations as on September 30, 2024.

Contingent Liabilities

Our contingent liabilities and commitments as of the six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022 are as follows:

(in ₹ million)

Particulars	**Six-month period ended**	**Financial Year**		
	September 30, 2024	**2024**	**2023**	**2022**
Letter of credit	Nil	Nil	0.93	Nil
Bank Guarantees issued	1,100.38	403.33	211.73	198.04
Total	1,100.38	403.33	212.66	198.04

Off-Balance Sheet Arrangements

As of the date of this Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

Related Party Transactions

We enter into various transactions with related parties. For further information see "*Restated Consolidated Financial Information – Note 39 – Related Party Transactions*" on page 275.

Quantitative and Qualitative Disclosures about Market Risk

Our principal financial liabilities comprise of borrowings, trade payables, employee benefits payable, contract liabilities, Salary, Wages & Bonus payable, and interest payable on unsecured loans. These financial liabilities are directly derived from its operations. Our principal financial assets include, bank balances and cash and cash equivalents and contract assets.

We are exposed to credit risk, liquidity risk and market risk. Our Senior Management Personnel oversee the management of these risks. Our Senior Management Personnel ensure that our financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with our policies and risk objectives.

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks of our customers. The company assesses and manages credit risk based on internal credit rating system. Internal credit risk is performed for major customers. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Trade receivables consist of a large number of customers, spread across diverse geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable. The Company does not have significant credit risk exposure to any single counterparty. Concentration of credit risk related to the above mentioned company or any other counterparty did not exceed 10% of gross monetary assets at any time during the year.

Liquidity Risk

Prudent Liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to dynamic nature of underlying business, company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecast of the company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows.

Market Risk

Market risk is the risk that the fair value of future Cash flows of a financial instruments will fluctuate because of change in market prices. Market Risk comprises of three types of risk: foreign currency risk, interest rate risk and other price risk such as equity risk and commodity risk.

(i) *Foreign Currency Risk*

Foreign currency risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The company undertakes transactions denominated in foreign currencies and consequently the company is exposed to foreign exchange risk. Foreign currency exchange rate exposure is partly balanced by purchased of goods, commodities and services in the respective currencies. The company evaluates exchange rate exposure arising from foreign currency transactions and the company follows established risk management policies. The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the company is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

(ii) *Interest rate Risk*

The company's main interest rate risk arise from long term borrowings with variable rates, which expose the company to cash flow interest rate risk. During the six-month period ended September 30, 2024, March 31, 2024, March 31, 2023, March 31, 2022, the company's borrowings at variables rates were denominated in INR.

For further information, see "*Restated Consolidated Financial Information*" on page 216.

Capital Expenditures

Our historical capital expenditures were, and we expect our future capital expenditures to be, primarily for setting up additional operating facilities. For the six-month period ended September 30, 2024 and the Fiscal Years 2024, 2023 and 2022 and, our capital expenditures outflow (including Capital Work in Progress) were ₹ 37.62 million, ₹ 357.41 million, ₹ 72.57 million and ₹ 30.90 million, respectively as per our Restated Consolidated Financial Statements.

Change in accounting policies

Other than as disclosed in the Restated Consolidated Financial Statements, there have been no changes in accounting policies in the six-month period ended September 30, 2024 and in the Fiscals 2024, 2023 and 2022.

Segment Reporting

Our business activity primarily falls within a single reportable segment and we do not follow any segment reporting.

Significant Economic Changes

Other than as described above under the heading titled "*Principal Factors Affecting Our Financial Condition and Results of Operations*," to the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations.

Unusual or Infrequent Events of Transactions

Except as described in this Prospectus, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in the heading titled "*Principal Factors Affecting Our Financial Condition and Results of Operations*" and the uncertainties described in the section titled "*Risk Factors*" beginning on page 22. To our knowledge, except as described or anticipated in this Prospectus, there are no known factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

Future Relationship Between Cost and Income

Other than as described in this Prospectus, to the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenues.

New products, Services or Business Segments

Other than as described in "*Our Business*" on page 152 of this Prospectus, there are no new products or business segments in which we operate.

Suppliers or Customer Concentration

Other than as described in "*Risk Factors - We are dependent on our top 10 customers who contribute more than 52.66% of our total revenue from operations in the six-month period ended September 30, 2024 and each of the last three Fiscals and the loss of any of these customers or a significant reduction in purchases by any of them could adversely affect our business, results of operations and financial condition*" on page 27 and this chapter of this Prospectus, we are not dependent on major customers or suppliers for a significant portion of our revenue.

Competitive Conditions

We expect to continue to compete with existing and potential competitors. For details, please refer to the discussions of our competition in "*Risk Factors*" and "*Our Business*" on pages 22 and 152, respectively.

Reservations, Qualifications and Adverse Remarks Included by Auditors

There are no reservations, qualifications and adverse remarks included by Auditors in the Restated Consolidated Financial Statements.

Significant Developments After September 30, 2024

There are no significant developments after September 30, 2024 till the date of filing of this Prospectus.

FINANCIAL INDEBTEDNESS

Our Company and its Subsidiaries avail credit facilities in the ordinary course of their business for the purposes of meeting business requirements. These credit facilities include, *inter alia,* secured and unsecured working capital demand loans, and secured term loans, in and outside India.

Our Board is empowered to borrow money in accordance with Sections 179 and 180 of the Companies Act and our Articles of Association. For details regarding the borrowing powers of our Board, see "*Our Management-Borrowing Powers*" on page 201.

As at December 31, 2024, our Company's aggregate outstanding borrowings amounted to ₹ 94.94 million. The details of aggregate outstanding borrowings of our Company as on December 31, 2024, is set forth below:

(in ₹ million unless otherwise stated)

Category of borrowing	Sanctioned amount as on December 31, 2024*	Outstanding amount as on December 31, 2024*
Borrowings of our Company		
Secured		
Short Term Borrowings		
Axis Bank Cash Credit A/cs	200.00	75.25
Axis Bank Export Packing Credit A/c	100.00	-
Ziraat Bank A/c	630.28	19.69
Total	**930.28**	**94.94**
Unsecured		
Letter of Credit (Inland/ Import)	-	-
Bank Guarantee (Inland/ Foreign)	2,019.66	529.41
Loan Equivalent Risk (LER)	10.00	-
Total	**2,029.66**	**529.41**

**As certified by Kishor Gujar & Associates, Chartered Accountants, Statutory Auditors of our Company, pursuant to their certificate dated February 20, 2025.*

In relation to the Offer, our Company has obtained the necessary consents from the lenders, required under the relevant loan documentation, for undertaking activities in relation to the Offer and in connection thereto.

Set forth below are the details of our outstanding borrowings as on September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022:

Name of Lender	Date of sanction of loan	Type of loan	Six months period ended September 30, 2024				Financial Year ended March 31, 2024					Financial Year ended March 31, 2023					Financial Year ended March 31, 2022				
			Date of Renewal	Opening Balance as at April 1, 2024	Closing Balance as at September 30, 2024	Amount repaid during the six months period ended September 30, 2024	Date of Renewal	Opening Balance as at April 1, 2023	Closing Balance as at March 31, 2024	Amount repaid during financial year ended March 31, 2024	New loans sanctioned during financial year ended March 31, 2024	Date of Renewal	Opening Balance as at April 1, 2022	Closing Balance as at March 31, 2023	Amount repaid during the Financial Year ended March 31, 2023	New loans sanctioned during the Financial Year ended March 31, 2023	Date of Renewal	Opening Balance as at April 1, 2021	Closing Balance as at March 31, 2022	Amount repaid during the Financial Year ended March 31, 2022	New loans sanctioned during the Financial Year ended March 31, 2022
Indian Bank		Cash Credit	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	12.43	-	12.43	-
		Export Packing Credit	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	43.94	-	43.94	-
Axis Bank Limited																					
	July 15, 2023	Cash Credit	September 10, 2024	151.62	142.43	9.19	-	34.90	151.62	-	410.00	December 7, 2022	35.99	34.90	-	-	December 10, 2021	-	35.99	-	200.00
	July 15, 2023	Export Packing Credit	September 10, 2024	67.89	35.22	32.67	-	16.20	67.89	-		December 7, 2022	46.98	16.20	-	-	December 10, 2021	-	46.98	-	
	February 01, 2024	Cash Credit	September 10, 2024	-	49.68	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	May 8, 2020	BMW Car Loan	-	-	-	-	-	-	-	-	-	-	1.90	-	1.90	-	-	3.51	1.90	1.61	-
		FD-OD	-	-	-	-	-	-	-	-	-	-	-	-	-	-	April 4, 2021	0.13	-	0.13	30.00
Ziraat Bankası	April 21, 2020	Cash Credit	-	163.29	28.20	135.09	-	54.97	163.29	-	108.33	December 19, 2022	30.31	54.97	-	24.66		4.87	30.31	-	25.44
Ziraat Katılım Bankası	April 13, 2022	Instalments	-	-	-	-	-	-	-	-	-	April 13, 2022	-	-	21.43	21.43	-	-	-	-	-
Vakıfbank	May 24, 2023	Instalments	-	-	-	-	-	-	-	-	-		-	-	-	-	-	-	-	-	-

Name of Lender	Date of sanction of loan	Type of loan	Six months period ended September 30, 2024				Financial Year ended March 31, 2024					Financial Year ended March 31, 2023					Financial Year ended March 31, 2022				
			Date of Renewal	Opening Balance as at April 1, 2024	Closing Balance as at September 30, 2024	Amount repaid during the six months period ended September 30, 2024	Date of Renewal	Opening Balance as at April 1, 2023	Closing Balance as at March 31, 2024	Amount repaid during financial year ended March 31, 2024	New loans sanctioned during financial year ended March 31, 2024	Date of Renewal	Opening Balance as at April 1, 2022	Closing Balance as at March 31, 2023	Amount repaid during the Financial Year ended March 31, 2023	New loans sanctioned during the Financial Year ended March 31, 2023	Date of Renewal	Opening Balance as at April 1, 2021	Closing Balance as at March 31, 2022	Amount repaid during the Financial Year ended March 31, 2022	New loans sanctioned during the Financial Year ended March 31, 2022
IFRS Adjustement			-	-	-	-		-	-	-	-		-	-	(0.01)	-	-	-	-	-	-

Principal terms of the borrowings currently availed by our Company:

Brief details of the terms of our various borrowing arrangements are provided below and there may be similar/ additional terms, conditions and requirements under the borrowing arrangements entered into by our Company with its lender:

Interest: The interest rate for the various facilities availed by us is 8.5% per annum. The interest rates for the term loan facilities and the revolving line of credit availed by us is typically linked to the marginal cost of funds based lending rate or prime lending rates of the lender.

Penal Interest: The terms of certain financing facilities availed by us prescribe penalties for non-compliance of certain obligations by our Company. These include, inter alia, breach of financial covenants, non-submission of annual financial statements and stock statements, diversion of funds, non-perfection of security within permitted timelines, irregularity / overdrawing in the account etc. Further, the default interest payable on the facilities availed by us typically ranges from 2% to 4% per annum. Additional interest as specified by the lenders may be charged in case of continuation of the non-compliance beyond a certain period.

Pre-payment penalty: The terms of facilities availed by our Company typically have prepayment provisions which allow for pre-payment of the outstanding loan amount, including upon giving notice to the concerned lender, subject to such prepayment penalties as laid down in the facility agreements. The prepayment penalty for the facilities availed by us, where specified, ranges typically between 2% to 4% of the amount outstanding or the amount to be prepaid as specified in the agreement with the lender. For certain facilities pre-payment is not disclosed however can be levied after mutual negotiation between the lender & the borrower on the pre-paid amount.

Validity/Tenor: The working capital facilities availed by us needs to be renewed each year. Most of them are repayable on demand while few are payable within 180 days. The tenor for term loans, vehicle loans, equipment loans and other loans availed by us as secured borrowings are typically for a tenor of twenty-four (24) months to seventy-two (72) months.

Repayment: The working capital term loan and revolving line of credit are typically repayable on demand or on their respective due dates within the maximum tenure. The loans availed by us as secured borrowings are typically repayable in structured instalments while unsecured is repayable on demand.

Key Covenants: Certain of our borrowing arrangements provide for covenants restricting certain corporate actions, and we are required to take the prior approval of the relevant lender before undertaking such corporate actions, such as following but not limited:

a. effecting any change of control and ownership;

b. effecting any change in our capital structure where the shareholding of the Promoter gets diluted below current levels or leads to dilution in controlling stake for any reason effecting any change in the management set-up;

c. making any amendments in the Memorandum of Association or Articles of Association;

d. effecting any change in the management of our Company (including Key Managerial Personnel) and/or composition of and/or remuneration payable to the Board of our Company, whether in the form of sitting fees or otherwise;

e. attempting or purporting to alienate or creating any mortgage, charge, pledge, hypothecation or lien or encumbrance over our assets;

f. change its constitution / composition and / or undertake or permit any merger, de-merger, consolidation, reorganization, dissolution or reconstitution scheme of arrangement or compromise with its creditors or shareholders or effect any scheme of amalgamation or reconstruction or dissolution or reconstitution including creation of any subsidiary or permit any company to become its subsidiary;

g. the Company/subsidiaries should not induct into its Board a person whose name appears the wilful defaulters list of RBI /CICs. In case such a person is already on the Board of the borrowing company/subsidiaries, it would take expeditious steps for removal of that person from its Board. Nominee directors are excluded for this purpose;

h. enter into any contract or arrangement whereby its business or operations are controlled, directly or indirectly, by another person;

i. declare dividends for any year except out of profits relating to that year after making all due and necessary provisions and provided further that such distribution may be permitted only if no event of default /breach in financial covenant is subsisting in any repayment obligations to the Bank;

j. invest by way of share capital or lend or advance fund to or place deposits with other concern, including sister/associate/family/subsidiary/ group concerns, with the exception of normal trade credit or security deposit in the ordinary course of business;

k. pledging of the shares of the Promoter to any lender;

l. undertake guarantee obligation on behalf of any third party or any other company/subsidiaries.

The above is an indicative list and there may be additional consequences of an event of default under the various borrowing arrangements entered into by us.

Events of default: Borrowing arrangements entered into by us contain standard events of default, including but not limited to:

a. for the period of overdue interest /instalment in respect of Term Loans and over-drawing above the drawing power / limit in Fund Based Working Capital accounts on account of interest / devolvement of Letters of Credit/ Bank Guarantee, insufficient stocks and receivables etc;

b. non-compliance of financial covenants;

c. any default under any other facility from any bank or financial institution;

d. Failure of our Company to create, perfect or maintain security required in terms of the borrowing arrangements;

e. the occurrence of any cross default;

f. any change of ownership, control and/or management of the Company;

g. supply of misleading information by the Company;

h. occurrence of a material adverse effect (as defined in the relevant financing document).

This is an indicative list and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

Consequences of events of default: Upon the occurrence of an event of default, our lender may, inter alia,

a. Recall advance and take any recovery action;

b. Enforce security or change any of the terms of the sanction;

c. Impose a penal interest on the amount.

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.

For further details of financial and other covenants required to be complied with in relation to our borrowings, see "*Risk Factors – Our financing agreement with Axis Bank Limited to meet our working capital requirement contains covenants that limit our flexibility in operating our business. 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 32.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings (including first information reports); (ii) actions taken by statutory and/or regulatory authorities including notices issued by such authorities; (iii) claims related to direct and indirect taxes (disclosed in a consolidated manner giving the details of the number of cases and total amount involved in such cases); and (iv) other outstanding litigation as determined to be material pursuant to the Materiality Policy in accordance with the SEBI ICDR Regulations in each case involving our Company, Subsidiaries, Promoters and Directors ("**Relevant Parties**").*

Pursuant to the Materiality Policy adopted by our Board of Directors on August 24, 2024, for the purposes of (iv) above, any pending litigation involving the Relevant Parties, has been considered 'material' and accordingly, disclosed in this Prospectus where:

(i) the claim/ dispute amount, to the extent quantifiable, exceeds the lower of (a) 2% of turnover as per the Restated Consolidated Financial Information for Fiscal 2024; or (b) 2% of net worth based on the Restated Consolidated Financial Information as at March 31, 2024, or (c) 5% of the average of absolute value of profit or loss after tax, as per the Restated Consolidated Financial Information of our Company for the last three Fiscals; or

(ii) where monetary liability is not quantifiable or does not exceed the threshold mentioned in point (i) above, the outcome of any such pending proceedings may have a material bearing on the financial position, business, operations, performance, prospects or reputation of the Company; or

(iii) the decision in such a proceeding is likely to affect the decision in similar proceedings, such that the cumulative amount involved in such proceedings exceeds the threshold mentioned in point (i), even though the amount involved in an individual proceeding does not exceed the threshold mentioned in point (i).

2% of turnover, as per the Restated Consolidated Financial Information for Fiscal 2024 is ₹ 60.12 million, 2% of net worth, as per the Restated Consolidated Financial Information for Fiscal 2024 is ₹ 38.07 million and 5% of the average of absolute value of profit or loss after tax, as per the Restated Consolidated Financial Information for the last three Fiscals is ₹ 22.93 million. Accordingly, ₹ 22.93 million has been considered as the materiality threshold for the purpose of (i) above.

Pre-litigation notices received by any of the Relevant Parties from third parties (excluding such notices issued by any statutory/ regulatory/ governmental/ taxation authorities or notices threatening criminal action) shall, unless otherwise decided by the Board, not be considered as an outstanding litigation until such time that the Relevant Parties are impleaded as parties in the proceedings before any judicial/ arbitral forum.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. Further in terms of the Materiality Policy, a creditor shall be considered "material", if the outstanding dues to such creditor is in excess of 5% of the consolidated trade payables of our Company, as on the date of the Restated Consolidated Financial Information as disclosed in this Prospectus ("**Material Creditors**"). Accordingly, as on September 30, 2024, any outstanding dues exceeding ₹ 28.45 million have been considered as material outstanding dues for the purposes of identification of material creditors and related information in this section. For outstanding dues to any party which is a micro, small or medium enterprise("**MSME**"), the disclosure will be based on information available with the Company regarding the status of the creditor as defined under Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder. It is clarified that the Company tracks the outstanding dues to micro and small enterprises and disclosures have been made in this section accordingly.*

<u>Litigation involving our Company</u>

Litigation against our Company

Criminal litigation

As on the date of this Prospectus, there are no outstanding criminal litigations instituted against our Company.

Material civil litigation

1. M/s Eastern Metec Private Limited (the "**Petitioner**") filed a money suit bearing reference number 477 of 2016 dated February 11, 2016 (the "**Suit**") against our Company and Endoks Engineering Systems Limited ("**Defendant No. 2**", together with our Company, the "**Defendants**") before the Court of the Civil Judge (Senior Division), Alipore (the "**Court**") claiming non-performance of the clauses in the terms of the purchase order entered into between the Plaintiff and the Defendants. Under the Suit, the Plaintiff has alleged that the Defendants have failed to supply crucial parts as specified

in the purchase order, resulting in significant and irreparable losses. Furthermore, the Plaintiff contends that certain vital parts agreed upon in the purchase order were absent from the materials provided by Defendant No. 2, despite accepting 90% of the payment. Additionally, the Plaintiff asserts that the Defendants did not fulfil their obligation to perform the commissioning job as per the terms of the purchase order. The Plaintiff has prayed for an amount aggregating to ₹ 127.50 million, comprising costs incurred, liquidated damages, and compensation for losses suffered. Additionally, the Plaintiff has prayed for injunctive relief against the Defendants and for the Court to appoint a receiver for this purpose. The matter is currently pending before the Civil Judge (Senior Division). While the information available on the E-courts services website discloses that the suit has been disposed of, as on the date of this Prospectus, no order in relation to the said disposition has been passed by the Court.

Actions by regulatory/ statutory authorities

As on the date of this Prospectus, there are no pending actions by regulatory or statutory authorities against our Company.

Litigation by our Company

Criminal litigation

As on the date of this Prospectus, there are no outstanding criminal litigations instituted by our Company.

Material civil litigation

As on the date of this Prospectus, there are no material outstanding civil litigations instituted by our Company.

Litigation involving our Subsidiaries

Litigation against our Subsidiaries

Criminal litigation

As on the date of this Prospectus, there are no outstanding criminal litigations instituted against our Subsidiaries.

Material civil litigation

As on the date of this Prospectus, there are no material outstanding civil litigations instituted against our Subsidiaries.

Actions by regulatory/ statutory authorities

As on the date of this Prospectus, there are no pending actions by regulatory or statutory authorities against our Subsidiaries.

Litigation by our Subsidiaries

Criminal litigation

As on the date of this Prospectus, there are no outstanding criminal litigations instituted by our Subsidiaries.

Material civil litigation

As on the date of this Prospectus, there are no material outstanding civil litigations instituted by our Subsidiaries.

Litigation involving our Promoters

Litigation against our Promoters

Criminal litigation

As on the date of this Prospectus, there are no outstanding criminal litigations instituted against our Promoters.

Material civil litigation

As on the date of this Prospectus, there are no material outstanding civil litigations instituted against our Promoters.

Actions by regulatory/ statutory authorities

As on the date of this Prospectus, there are no pending actions by regulatory or statutory authorities against our Promoters.

Litigation by our Promoters

Criminal litigation

As on the date of this Prospectus, there are no outstanding criminal litigations instituted by our Promoters.

Material civil litigation

As on the date of this Prospectus, there are no material outstanding civil litigations instituted by our Promoters.

Litigation involving our Directors

Litigation against our Directors

Criminal litigation

As on the date of this Prospectus, there are no outstanding criminal litigations instituted against our Directors.

Material civil litigation

Phonographic Performance Limited ("**PPL**") has filed a commercial intellectual property suit bearing number 1840 of 2023 against Sadayandi Ramesh, Pothys Private Limited and others before the Bombay High Court alleging unauthorized use of copyrighted music in public settings without acquiring the necessary license from the PPL. PPL has sought relief and compensation for the infringement of their copyrights and has also sought a perpetual order of injunction restraining Sadayandi Ramesh, Pothys Private Limited, and others from performing various sound recordings in public premises without acquiring the necessary license from PPL. Thereafter Sadayandi Ramesh, Pothys Private Limited and others have filed an interim application bearing number 1852 of 2024 challenging the jurisdiction of the application filed by PPL and for costs of the matter to be borne by PPL. The matter is currently pending before the Bombay High Court.

Actions by regulatory/ statutory authorities

As on the date of this Prospectus, there are no pending actions by regulatory or statutory authorities against our Directors.

Litigation by our Directors

Criminal litigation

As on the date of this Prospectus, there are no outstanding criminal litigations instituted by our Directors.

Material civil litigation

As on the date of this Prospectus, there are no material outstanding civil litigations instituted by our Directors.

Tax Proceedings

Except as disclosed, there are no outstanding tax proceedings involving our Company, Subsidiaries, Promoters or Directors:

Nature of case	Number of cases	Amount involved* (in ₹ millions)
Company		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Subsidiaries		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Promoters		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Directors (other than Promoters)		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

**To the extent quantifiable.*

Outstanding dues to Creditors

As of September 30, 2024, the total number of creditors of our Company was 415, and the total outstanding dues to these creditors by our Company was ₹ 569.04 million.

As per the Materiality Policy, creditors of our Company to whom an amount having a monetary value which exceeds 5% of our consolidated trade payables as on the date of the latest Restated Consolidated Summary Financial Information (i.e., as at September 30, 2024, has been considered 'material' i.e., creditors of our Company to whom our Company owes an amount exceeding ₹ 28.45 million.

Based on the above, details of outstanding dues owed to MSMEs, material and other creditors as of September 30, 2024, is set out below:

Types of Creditors*	**Number of creditors**	**Amount involved (in ₹ million)**
MSMEs*	47	22.39
Material creditors	5	294.62
Other creditors	363	252.03
Total	**415**	**569.04**

**As defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

The details pertaining to the outstanding dues (including overdues) towards our material creditors as of September 30, 2024, along with the name and amount involved for each such material creditor, are available on the website of our Company at https://qualitypower.com/. It is clarified that such details available on our website do not form a part of this Prospectus.

Material developments

Other than as stated in "*Management's Discussion and Analysis of Financial Position and Results of Operations"* on page 306, there have not arisen, since the date of the Restated Consolidated Summary Financial Information (i.e. September 30, 2024) disclosed in this Prospectus, any circumstances which may materially and adversely affect, or are likely to affect, within the next 12 months, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities.

Other Confirmations

There are no findings/ observations of any regulators that are material, and which need to be disclosed or non-disclosure of which may have a bearing on the investment decision. Further, our Company has not received any findings/ observations from SEBI pursuant to the Offer, as on the date of this Prospectus.

GROUP COMPANIES

In accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), for the purpose of identification of group companies, our Company has considered:

(i) the companies (other than our Subsidiaries) with which there were related party transactions during the period for which the Restated Consolidated Financial Information has been disclosed in this Prospectus; and

(ii) any other company as considered material by the Board ("**Materiality Policy**").

In relation to point (ii) above (in addition to the companies identified as "group companies" under point (i) above), our Board, through its resolution dated August 24, 2024, has also considered such companies as material for classification as "group companies", which are not our Subsidiary and that are members of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and have entered into one or more related party transactions during the last completed financial year and the stub period, if any, which individually or in the aggregate, exceed 10% of the total revenue from operations of our Company, for the last completed financial year, as included in the offer documents until the date of filing of the offer documents. Based on the parameters outlined above, as on the date of this Prospectus, our Company does not have any group company (as defined under the SEBI ICDR Regulations and in terms of the Materiality Policy).

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, consents, licenses, registrations, and permits issued by relevant governmental and regulatory authorities of the respective jurisdictions under various rules and regulations. Set out below is an indicative list of all material approvals, consents, licenses, registrations, and permits obtained by our Company and our Material Subsidiary, as applicable, for the purposes of undertaking their respective businesses and operations. Except as mentioned below no further material approvals are required to undertake the Offer. Additionally, unless otherwise stated herein, these approvals, consents, licenses, registrations, and permits are valid as on the date of this Prospectus. Certain approvals, licenses, registrations, and permits may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted in accordance with applicable requirements and procedures. Our Material Subsidiary is required to obtain certain approvals in the ordinary course of business under applicable local laws. For further details in connection with the regulatory and legal framework applicable to our Company and our Material Subsidiary, see "History and Certain Corporate Matters", "Risk Factors" and "Key Regulations and Policies in India" on pages 188, 22 and 183.

We have also set out below (i) material approvals or renewals applied for but not received; and (ii) material approvals expired and renewal yet to be applied for.

A. Approvals in relation to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 338.

B. Incorporation Details

i. Certificate of Incorporation dated September 20, 2001, issued by the Registrar of Companies, Maharashtra at Pune in our former name, being Quality Power Electrical Equipments Private Limited.

ii. Fresh Certificate of Incorporation dated June 14, 2024 with CIN number U31102PN2001PLC016455 issued by the Registrar of Companies, Maharashtra at Pune on account of change from a private to a public limited company.

C. Tax and other employee related approvals

1. The permanent account number of our Company is AAACQ0757F, issued by the Income Tax Department, Government of India.

2. The tax deduction account number of our Company is KLPQ00066D, issued by the Income Tax Department, Government of India.

3. Goods and services tax registration bearing number 27AAACQ0757F1ZK issued under the Maharashtra Goods and Services Tax Act, 2017.

4. Certificate of registration issued by the Assistant Provident Fund Commissioner, Employees' Provident Fund Organisation under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("**EPF Act**"). Our Company has been allotted EPF establishment code number MH/KP/APP/101693/282.

5. Certificate of registration issued by the Deputy Director of the Employees State Insurance Corporation ("**ESIC**") under the Employees' State Insurance Act, 1948 ("**ESI Act**"). Under the ESI Act, our Company has been allotted ESIC code no. R-28697/2003 (33-12751-67).

6. Certificate of Registration bearing registration number 2331300710025127, issued by the Office of the Registering Officer, Sangli on July 29, 2023, under the Contract Labour (Regulation and Abolition) Act, 1970.

7. Certificate of Registration bearing registration number 2331300710025043, issued by the Office of the Registering Officer, Sangli on July 13, 2023, under the Contract Labour (Regulation and Abolition) Act, 1970 for Plot No. N-17/5, MIDC Kupwad, Sangli, Maharashtra – 416436.

8. Certificate of Registration bearing registration number 27920337681P issued by the Department of Sales, Government of Maharashtra under Section 5 (1) of the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.

D. Material approvals in relation to our Company's business and operations

1. Building Completion Certificate dated December 27, 2004 issued by the Maharashtra Industrial Development Corporation for the facility located at Plot L61, Kupwad MIDC, Sangli – 416 436, Maharashtra, India.

2. Occupancy Certificate dated November 30, 2018 issued by the Maharashtra Industrial Development Corporation for the facility located at Plot No. N-17/2, MIDC Kupwad, Sangli, Maharashtra – 416 436.

3. Building Completion Certificate dated November 14, 2007 issued by the Maharashtra Industrial Development Corporation for facility located at Plot No. N-17/3, MIDC Kupwad, Sangli, Maharashtra – 416 436.

4. Building Completion Certificate dated October 28, 2013 issued by the Maharashtra Industrial Development Corporation for the facility located at Plot No. N-17/5, MIDC Kupwad, Sangli, Maharashtra – 416 436.

5. Fire No-Objection Certificate bearing reference no. MIDC/Fire/D-32528 issued by the Maharashtra Industrial Development Corporation for the facility located at Plot No. N-17/2, MIDC Kupwad, Sangli, Maharashtra – 416 436.

6. Fire No-Objection Certificate bearing reference no. EE/SNG/Fire/D61946 issued by the Maharashtra Industrial Development Corporation for the facility located at Plot No. N-17/5, MIDC Kupwad, Sangli, Maharashtra – 416 436.

7. Fire No-Objection Certificate bearing reference no. MIDC/IFMS/SANGLI/E&MD/DIVSANGLI/2024/A-23542 issued by the Maharashtra Industrial Development Corporation for the facility located at Plot No. L-61, M.I.D.C Kupwad Block, Sangli – 416 436 Maharashtra, India.

8. Fire No-Objection Certificate bearing reference no. MIDC/IFMS/SANGLI/E&MD/DIVSANGLI/2024/A-23539 issued by the Maharashtra Industrial Development Corporation for the facility located at Plot No. J-22, MIDC Kupwad, Tal. Miraj Sangli, Maharashtra – 416436.

9. Certificate of Importer-Exporter Code bearing number 3103010109 issued on December 2, 2003, by the Office of Joint Director General of Foreign Trade under the Foreign Trade (Development and Regulation) Act, 1992.

10. Factory license issued by the Directorate of Industrial Safety and Health, Maharashtra, under the Factories Act, 1948 for our manufacturing facilities.

11. Certificate of Recognition as a One Star Export House issued on April 12, 2023, by the Office of the Joint Director General of Foreign Trade under the Foreign Trade Policy, 2023.

12. UDYAM Registration Certificate dated September 5, 2020, and issued by the Ministry of Micro, Small and Medium Enterprises.

13. Certificate of Exemption for Ground Water Withdrawal dated October 6, 2021, issued by the Department of Water Resources.

14. Consent to Operate dated April 18, 2022, issued by the Maharashtra Pollution Control Board under Section 26 of the Water (Prevention & Control of Pollution) Act, 1974, Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Rule 6 of the Hazardous Wastes (Management, Handling & Transboundary Movement) Rules, 2008 for the facility located at Plot No. L-61, M.I.D.C Kupwad Block, Sangli – 416 436 Maharashtra, India.

15. Consent to Operate dated February 8, 2022, issued by the Maharashtra Pollution Control Board under Section 26 of the Water (Prevention & Control of Pollution) Act, 1974, Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Rule 6 of the Hazardous Wastes (Management, Handling & Transboundary Movement) Rules, 2008 for the facility located at Plot No. N-17/3, Kupwad MIDC, Tal. Miraj, Sangli, Maharashtra – 416436.

16. Consent to Operate dated December 9, 2021, issued by the Maharashtra Pollution Control Board under Section 26 of the Water (Prevention & Control of Pollution) Act, 1974, Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Rule 6 of the Hazardous Wastes (Management, Handling & Transboundary Movement) Rules, 2008 for the facility located at Plot No. N-17/5, MIDC Kupwad, Tal. Miraj, Sangli, Maharashtra – 416436.

17. Consent to Operate dated September 17, 2020, issued by the Maharashtra Pollution Control Board under Section 26 of the Water (Prevention & Control of Pollution) Act, 1974, Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Rule 5 of the Hazardous Wastes (Management, Handling & Transboundary Movement) Rules, 2008 for the facility located at Plot No. J-22, MIDC Kupwad, Tal. Miraj Sangli, Maharashtra – 416436.

E. Material approvals in relation to the business and operations of our Material Subsidiary

1. Workplace Opening and Operating Permit published in the Official Gazette dated November 29, 2024.

2. ISO 10002:2018 Customer Satisfaction Management System issued by Ugmcert dated November 17, 2022.

3. ISO 5001:2018 Energy Management System issued by DCS Certification dated March 13, 2024.

4. ISO 14001:2015 Environment Management System issued by Netsert Certificate dated November 4, 2024.

5. ISO 9001:2015 Quality Management System issued by Netsert Certificate dated November 4, 2024.

6. ISO 27001:2022 Information Security Management System issued by DCS Certification dated May 29, 2023.

7. Activity Report of the Company's R&D Center for the Year 2022 issued by the General Directorate of Incentives for Research and Development of the Ministry of Industry and Technology of the Republic of Turkey.

8. Domestic Goods Certificate numbered 20231077117515 for the product named "Muht. Inflex Akım Gerilim Ölçüm ve Enerji Kontrol Üniteleri"

9. Domestic Goods Certificate numbered 20231077117516 for the product named "Muht. Alçak Gerilim/Orta Gerilim Tristörlü/IGBT'li Güç Katı".

10. Letter of approval confirming the Company's continued benefit from the incentives and exemptions provided for its R&D activities dated December 28, 2022.

11. Capacity report bearing reference number 2022/299.

12. Table regarding the incentives utilized by the Company under Law No. 5746.

13. Industrial registry certificate numbered 593882.

F. Material approvals pending in respect of our Company

I. Material approvals or renewals for which applications are currently pending before relevant authorities

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

S.no	Nature of approval	Issuing authority	Date of acknowledgement of renewal application / date of renewal application
1.	Application for registration and notice of occupation specified in sections 6 and 7 for renewal of license of a factory for the facility located at Plot No. J-22, MIDC Kupwad, Tal. Miraj Sangli, Maharashtra – 416436	Directorate of Industrial Safety and Health	January 3, 2025
2.	Renewal for registration and notice of occupation specified in sections 6 and 7 for renewal of license of a factory for the facility located at Plot No. L-61, MIDC Kupwad, Tal. Miraj Sangli, Maharashtra – 416436	Directorate of Industrial Safety and Health	October 25, 2024
3.	Renewal for registration and notice of occupation specified in sections 6 and 7 for renewal of license of a factory for the facility located at Plot No. N-17/3, MIDC Kupwad, Tal. Miraj Sangli, Maharashtra – 416436	Directorate of Industrial Safety and Health	October 25, 2024
4.	Renewal for registration and notice of occupation specified in sections 6 and 7 for renewal of license of a factory for the facility located at Plot No. N-17/5, MIDC Kupwad, Tal. Miraj Sangli, Maharashtra – 416436	Directorate of Industrial Safety and Health	October 25, 2024
5.	Renewal for registration and notice of occupation specified in sections 6 and 7 for renewal of license of a factory for the facility located at Plot No. N-17/2, MIDC Kupwad, Tal. Miraj Sangli, Maharashtra – 416436	Directorate of Industrial Safety and Health	January 1, 2025

II. *Material approvals expired and renewals yet to be applied for*

S.no	Nature of approval	Issuing authority	Date of expiry
1.	Nil	Nil	Nil

G. Material approvals or renewals pending in respect of our Material Subsidiary

I. *Material approvals or renewals for which applications are currently pending before relevant authorities*

S.no	Nature of approval	Name of the Subsidiary	Issuing authority	Date of application
1.	Nil	Nil	Nil	Nil

II. *Material approvals expired and renewals yet to be applied for*

S.no	Nature of approval	Issuing authority	Date of expiry
1.	Nil	Nil	Nil

H. Intellectual Property related approvals

For details, see "*Our Business - Intellectual property rights*" on page 181 and for risks associated with our intellectual property, see "*Risk Factors – If we are unable to maintain and enhance our brand, including our ability to protect our brand through intellectual property, the sales of our products will suffer, which would have a material adverse effect on our results of operations.*" on page 33.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution of our Board dated August 24, 2024, and the Fresh Issue has been authorized by a special resolution of our Shareholders dated September 10, 2024.

Our Board has taken on record the consent of the Promoter Selling Shareholder to participate in the Offer for Sale pursuant to its resolution dated January 20, 2025.

Our Board, pursuant to its resolution dated September 10, 2024, and our IPO Committee, pursuant to its resolution dated September 16, 2024, have approved the Draft Red Herring Prospectus.

Our Board, pursuant to its resolution dated February 06, 2025 has approved the Red Herring Prospectus.

Our Board has approved this Prospectus for filing with the RoC by way of their resolution dated February 20, 2025.

The Promoter Selling Shareholder has consented and/or authorised for inclusion of the Offered Shares as part of the Offer for Sale, as set out below:

Name of the Promoter Selling Shareholder	Offered Shares	Date of the Promoter Selling Shareholder's consent letter
Chitra Pandyan	14,910,500	January 15, 2025

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to their letters each dated November 19, 2024.

Prohibition by SEBI or other governmental authorities

Our Company, our Promoters, members of our Promoter Group, our Directors, or persons in control of our Company and the Promoter Selling Shareholder are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, our Promoters, members of our Promoter Group and the Promoter Selling Shareholder confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable thereto in respect of their respective holding in our Company, as on the date of this Prospectus.

Directors associated with the Securities Market

None of our Directors are, in any manner, associated with the securities market.

There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(2) of the SEBI ICDR Regulations which states the following:

"An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy- five per cent of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so."

Unless stated otherwise, the computation of net tangible assets, operating profit, net worth, monetary assets, as restated, as derived from the Restated Consolidated Financial Statements, as at and for the Fiscals 2024, 2023 and 2022, is set forth below:

Derived from the Restated Consolidated Financial Information

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net tangible assets(1) (A) *(in ₹ million)*	1,890.95	1,731.95	1,580.99
Operating profit(2) (B) *(in ₹ million)*	344.77	298.20	212.58
Net worth(3) (C) *(in ₹ million)*	1,903.25	1,756.57	1,602.93
Monetary assets, as restated(4) (D) *(in ₹ million)*	913.75	928.60	1,030.89

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Monetary assets, as restated as a % of net tangible assets (E)=(D)/(A) (in %)	48.32	53.62	65.21

Notes:

(1)Net tangible assets means the sum of all net assets of the Company as per the Restated Consolidated Financial Information excluding Intangible Assets (as per IND AS -26 or IND AS- 38), as defined under the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015).

(2)Operating Profit means restated profit before tax excluding other income, finance costs and exceptional items.

(3)Net worth has been defined under Regulation 2(1)(hh)of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

(4)Monetary assets as per the Restated Consolidated Financial Information = Cash and cash equivalents + Bank balances other than cash and cash equivalents + Bank deposits with banks (Both Current & Non - Current) + Excluding interest accrued but not due on Bank Deposits.

For further details, see "*Other Financial Information*" on page 303.

We are an unlisted company that does not satisfy the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations and are therefore required to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations.

We are therefore required to allot not less than 75% of the Net Offer to QIBs to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. Further, not more than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not more than 10% 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.

In the event that we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and other applicable law.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

(a) None of our Company, our Promoters, members of our Promoter Group, our Directors or the Promoter Selling Shareholder are debarred from accessing the capital markets by SEBI.

(b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI.

(c) None of our Company, our Promoters or Directors is a Wilful Defaulter or a Fraudulent Borrower.

(d) None of our Promoters or Directors has been declared a Fugitive Economic Offender in accordance with the Fugitive Economic Offenders Act, 2018.

(e) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive, Equity Shares, as on the date of this Prospectus.

The Promoter Selling Shareholder confirms compliance with Regulation 8 of the SEBI ICDR Regulations. Further, the Promoter Selling Shareholder also confirms compliance with and will comply with the conditions specified in Regulation 8A of the SEBI ICDR Regulations, to the extent applicable.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED (THE "BRLM") HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED

HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS AND THE PROMOTER SELLING SHAREHOLDER IS RESPONSIBLE FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THE PROMOTER SELLING SHAREHOLDER IN THE DRAFT RED HERRING PROSPECTUS ABOUT IN RELATION TO ITSELF OR ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BRLM IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 16, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS AND THE RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLM, ANY IRREGULARITIES OR LAPSES IN THE RED HERRING PROSPECTUS.

The filing of the Red Herring Prospectus also does not absolve the Promoter Selling Shareholder from any liabilities to the extent of the statements specifically made or confirmed by the Promoter Selling Shareholder in respect of herself and of the Offered Shares, under Section 34 or Section 36 of Companies Act, 2013.

All applicable legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer have been complied with at the time of filing of this Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors, the Promoter Selling Shareholder and the Book Running Lead Manager

Our Company, our Directors, the Promoter Selling Shareholder, and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.qualitypower.com, would be doing so at his or her own risk. The Promoter Selling Shareholder accepts or undertakes no responsibility for any statements, disclosures or undertakings other than those specifically undertaken or confirmed by such Promoter Selling Shareholder in relation to the Offered Shares.

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, the Promoter Selling Shareholder, (to the extent that the information pertains to the Promoter Selling Shareholder and the Offered Shares through the Offer Documents), and the Book Running Lead Manager 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.

Prospective investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, Underwriters, Book Running Lead Manager and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholder, Underwriters, Book Running Lead Manager and their respective directors, 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 Manager and its associates and affiliates in its capacity as principals or agents may engage in transactions with and perform services for, our Company, our Promoters, members of the Promoter Group the Promoter Selling Shareholder and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoters, members of the Promoter Group, the Promoter Selling Shareholder and their respective directors, officers, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, multilateral and bilateral development financial institutions, domestic Mutual Funds registered with the 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 constitution to hold and invest in shares, state industrial development corporations, permitted insurance companies registered with IRDAI, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, permitted provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by the army and navy or air force of Union of India and insurance funds set up and managed by the Department of Posts, India, 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.

The Draft Red Herring Prospectus did not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. No 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 person into whose possession the Red Herring Prospectus or this Prospectus comes is required to inform himself or herself about and to observe, any such restrictions.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus has been filed with SEBI for its observations and the Red Herring Prospectus has been filed with the RoC, SEBI and the Stock Exchanges. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Promoter Selling Shareholder since the date of this Prospectus 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 of 1933, as amended, or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

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.

Disclaimer Clause of BSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Red Herring Prospectus *vide* its in-principle approval letter dated November 19, 2024 is as follows:

"BSE Limited ("**the Exchange**") has given vide its letter dated November 19, 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 has been submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Draft Red Herring Prospectus *vide* its in-principle approval letter dated November 19, 2024 is as follows:

"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/4542 dated November 19, 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 pursuant to the Red Herring Prospectus and this Prospectus are proposed to be listed on BSE and NSE. NSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised. Applications will be made to the BSE and NSE for obtaining their permission for the listing and trading of the Equity Shares.

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 Prospectus in accordance with applicable law.

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 in accordance with applicable law for the delayed period. For avoidance of doubt, no liability to make any payment of interest or expenses shall accrue to any Promoter Selling Shareholder unless the delay in making any of the payments/refund hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is caused solely by and is directly attributable to, an act or omission of such Promoter Selling Shareholder and to the extent of the Offered Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid / Offer Closing Date or within such other period as may be prescribed. The Promoter Selling Shareholder confirms to extend reasonable support and co-operation (to the extent of the Offered Shares) as required by law for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid / Offer Closing Date, or within such other period as may be prescribed. If the Company does not allot the Equity Shares within three Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders as prescribed under applicable law.

Consents

Consents in writing of the Promoter Selling Shareholder, our Promoters, our Directors, our Company Secretary and Compliance Officer, legal counsel to the Company as to Indian law, Bankers to our Company, the Book Running Lead Manager, the

Registrar to the Offer, the Statutory Auditors, the Practicing Company Secretary and CARE have been obtained; and consents in writing of the Monitoring Agency, Syndicate Member, Public Offer Account Bank, Sponsor Bank(s), Escrow Collection Bank(s) and Refund Bank(s) to act in their respective capacities, have been obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, and such consents shall not be withdrawn up to the time of filing of the Red Herring Prospectus with the RoC.

Experts to the Offer

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

Our Company has received the written consent dated February 20, 2025, from Kishor Gujar & Associates, Chartered Accountants to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus and as an "Expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated January 1, 2025, on our Restated Consolidated Financial Information; (ii) their report dated February 6, 2025, on the statement of special tax benefits available to our Company and our shareholders, our material subsidiary under the applicable tax laws in India in this Prospectus; and (iii) report dated January 7, 2025, on the Pro Forma Consolidated Financial Information and such consent has not been withdrawn as on the date of this Prospectus.

Our Company has received the written consent dated February 20, 2025, from S. Singhal & Co., Chartered Accountants to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus and as an "Expert" as defined under section 2(38) of the Companies Act, 2013 in respect of their report dated December 23, 2024, on the Audited Financial Statements for Mehru Electrical and Mechanical Engineers Private Limited for the six-month period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022.

Our Company has received written consent dated February 20, 2025 from the practicing company secretary, Aditya Patil & Co., Company Secretaries to include its name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as practicing Company Secretary and in respect of the certificate dated February 20, 2025, issued by it in connection with inter alia, certain corporate records which are untraceable and filings and such consent has not been withdrawn as of the date of this Prospectus.

Our Company has received written consent dated February 20, 2025, from Satish P. Kulkarni, the independent chartered engineer, to include their name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as independent chartered engineer in respect of the certificate dated February 20, 2025, issued by them in connection with the capacity details included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

Such consents have not been withdrawn as on the date of this 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 issue (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Prospectus. Further, except as disclosed in "*Capital Structure*" on page 66, our Company has not made any rights issue during the five years preceding the date of this Prospectus.

Performance vis-à-vis objects – Last issue of our subsidiaries/promoters

As on the date of this Prospectus, our Subsidiaries have no securities listed on any stock exchange. As on the date of this Prospectus, our Company does not have a listed corporate promoter.

Underwriting Commission, Brokerage and Selling Commission paid on previous issues of the Equity Shares

Since this is the initial public issue 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 Prospectus.

Capital issue during the previous three years by our Company

Other than as disclosed in "*Capital Structure*" on page 66, our Company has not undertaken a capital issue in the last three years preceding the date of this Prospectus.

Capital issue during the previous three years by listed subsidiaries, group companies, or associates of our Company

Our Company does not have any listed subsidiaries or associates, as on the date of this Prospectus.

Further, our Company does not have any Group Company, as on date of this Prospectus.

Price information of past issues handled by the Book Running Lead Manager

Pantomath Capital Advisors Private Limited

1. Price information of past issues handled by Pantomath Capital Advisors Private Limited (during the current Fiscal and two Fiscals preceding the current financial year):

Sr. No	Issuer Name	Issue Size (₹ million)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Sah Polymers Limited	663.00	65.00	January 12, 2023	85.00	-4.24% (-0.01%)	-12.11% (-1.14%)	13.59% (8.39%)
2.	Urban Enviro Waste Management limited	114.20	100.00	June 22, 2023	141.00	- 27.66% (5.19%)	-5.39% (6.02%)	185.99% (14.10%)
3.	Aeroflex Industries Limited	3,510.00	108.00	August 31, 2023	197.40	-22.59% (1.54%)	-19.12% (2.07%)	-25.73% (12.28%)
4.	Vishnu Prakash R Punglia Limited	3,086.00	99.00	September 05, 2023	165.00	0.67% (-0.71%)	24.12% (3.54%)	7.58% (14.32%)
5.	Plaza Wires Limited	712.80	54.00	October 12, 2023	76.00	52.89% (-1.36%)	40.33% (8.85%)	24.87% (14.51%)
6.	Transteel Seating Technologies Limited	499.80	70.00	November 06, 2023	88.90	3.82% (7.44%)	2.36% (12.58%)	-25.42% (15.78%)
7.	SAR Televenture Limited	247.50	55.00	November 08, 2023	105.00	78.67% (7.50%)	186.86% (11.97%)	101.48% (15.60%)
8.	Kronox Lab Sciences Limited	1,301.52	136.00	June 10, 2024	164.95	-3.61% (5.05%)	4.41% (6.85%)	23.00% (6.00%)
9.	Sanstar Limited	5,101.50	95.00	July 26,2024	109.00	22.88% (-0.05%)	11.34% (-1.61%)	3.94% (-7.29%)
10.	SAR Televenture Limited- Composite Issue	4,499.93	210.00	July 29,2024	225.05	49.43% (0.73%)	38.30% (-2.64%)	1.56 (-7.02)

For details regarding the track record of the Book Running Lead Manager, as specified in the Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please refer to the website www.pantomathgroup.com
Sources: All shares price data are taken from www.bseindia.com and www.nseindia.com
Notes:
1. *The BSE Sensex and CNX Nifty are considered as the Benchmark Index.*
2. *Prices on BSE/NSE are considered for all of the above calculations.*
3. *In case the 30th/90th/180th day is a holiday, closing price on BSE/NSE of the previous trading day has been considered.*
4. *In case 30th/90th/180th days, scrips are not traded then closing price on BSE/NSE of the previous trading day has been considered.*

2. Summary statement of price information of past issues handled by Pantomath Capital Advisors Private Limited:

Fiscal	Total no. of IPOs	Total funds raised (in ₹ million)	No. of IPOs trading at discount on 30th Calendar day from listing date			No. of IPOs trading at premium on 30th Calendar day from listing date			No. of IPOs trading at discount on 180th Calendar day from listing date			No. of IPOs trading at premium on 180th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
22-23	1	663.00	-	-	1	-	-	-	-	-	-	-	-	1
23-24	6	8170.3	-	1	1	2	-	2	-	2	-	2	-	2
24-25*	3	10,902.95	-	-	1	-	1	1	-	-	-	-	-	3

**Up to February 2, 2025.*

For details regarding the track record of the Book Running Lead Manager, as specified in the Circular reference CIR/MIRSD/1/2012 dated January 10, 2012, issued by SEBI, please refer to the website www.pantomathgroup.com

Sources: All shares price data are taken from www.bseindia.com and www.nseindia.com

Notes:

1. *The BSE Sensex and CNX Nifty are considered as the Benchmark Index.*
2. *Prices on BSE/NSE are considered for all of the above calculations.*
3. *In case the 30th/90th/180th day is a holiday, closing price on BSE/NSE of the previous trading day has been considered.*
4. *In case 30th/90th/180th days, scrips are not traded then closing price on BSE/NSE of the previous trading day has been considered.*

Track record of past issues handled by the BRLM

For details regarding the track record of the Book Running Lead Manager, as specified in circular (reference CIR/MIRSD/1/2012) dated January 10, 2012, issued by SEBI, please see the website of the Book Running Lead Manager, as set forth in the table below:

S. No.	Name of the Book Running Lead Manager	Website
1.	Pantomath Capital Advisors Private Limited	www.pantomathgroup.com

Stock Market Data of Equity Shares

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances in the Offer

The agreement between the Registrar to the Offer, our Company and the Promoter Selling Shareholder 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 pursuant to the Offer to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLM or the Registrar to the Offer, in the manner provided below.

All Offer related grievances, other than by 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, quoting the full name of the sole or first Bidder, ASBA Form number, Bidders' DP ID, Client ID, UPI ID, PAN, address of the Bidder, number of Equity Shares applied for, date of ASBA Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents / information mentioned hereinabove. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. For offer related grievances, investors may contact the Book Running Lead Manager, details of which are given in "*General Information*" on page 59.

Pursuant to the SEBI ICDR Master Circular read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("**March 2021 Circular**"), amended by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 ("**June 2021 Circular**"), each to the extent not rescinded by the SEBI ICDR Master Circular, SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular and subsequent circulars issued by the SEBI, as may be applicable and each to the extent not rescinded by 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. Further, in terms of SEBI ICDR Master Circular read with the March 2021 Circular, and the June 2021 Circular, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the SEBI ICDR Master Circular and the March 2021 Circular (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the 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 Book Running Lead Manager 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.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI RTA Master Circular.

Our Company, the BRLM 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 applicable SEBI ICDR Regulations.

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, name and address of the Book Running Lead Manager, unique transaction reference number, the name of the relevant bank, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLM where the Bid cum Application Form was submitted by the Anchor Investor. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the SCORES in compliance with the SEBI circular bearing reference no. SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023, and the SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2023/183) dated December 1, 2023, in relation to redressal of investor grievances through SCORES

Our Company has also constituted a Stakeholders Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details of our Stakeholders Relationship Committee, please see "*Our Management – Board Committees – Stakeholders' Relationship Committee*" on page 205.

Our Company has also appointed Deepak Ramchandra Suryavanshi, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, "*General Information – Company Secretary and Compliance Officer*" on page 59. The Promoter Selling Shareholder has authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer to deal with, on their behalf, any investor grievances received in the Offer in relation to her respective portion of the Offered Shares.

Our Company has not received any investor complaint during the three years preceding the date of this Prospectus.

Further, no investor complaint in relation to our Company is pending as on the date of this Prospectus.

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 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Exemptions from complying with any provision of securities laws, if any, granted by SEBI

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

SECTION IX - OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares issued, offered and Allotted pursuant to the Offer were subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of the Draft Red Herring Prospectus, the Red Herring Prospectus, this Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that were executed in respect of this Offer. The Equity Shares were also subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities offered from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of this Offer and to the extent applicable, or such other conditions as may be prescribed by such governmental, regulatory or statutory authority while granting its approval for the Offer.

The Offer

The Offer comprised a Fresh Issue by our Company 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*", on page 76.

Ranking of the Equity Shares

The Equity Shares issued, offered and Allotted in the Offer shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, see "*Main Provisions of the Articles of Association*" on page 375.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders as per the provisions of the Companies Act, 2013, our Memorandum of Association and Articles of Association, the SEBI Listing Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment, will be payable to the Allottees, in accordance with applicable law. For further details in relation to dividends, see *"Dividend Policy"* and *"Main Provisions of the Articles of Association"* on pages 215 and 375, respectively.

Face Value, Price Band and Offer Price

The face value of the Equity Shares is ₹ 10. The Floor Price of Equity Shares is ₹ 401 per Equity Share and the Cap Price is ₹ 425 per Equity Share. The Anchor Investor Offer Price is ₹ 425 per Equity Share. The Offer Price, Price Band and minimum Bid Lot for the Offer was decided by our Company, in consultation with the BRLM, and was advertised in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard (a widely circulated Hindi national daily newspaper), and all editions of Kesari (a widely circulated Marathi daily newspaper) (Marathi being the regional language of Sangli, Maharashtra, where our Registered and Corporate Office is located) each with wide circulation, respectively, at least two Working Days prior to the Bid / Offer Opening Date and were made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the respective websites of the Stock Exchanges. The Offer Price shall was determined by our Company, in consultation with the BRLM, after the Bid / Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles of Association, our Shareholders shall have the following rights:

- the right to receive dividend, if declared;
- the right to attend general meetings and exercise voting rights, unless prohibited by law;
- the right to vote on a poll either in person or by proxy or 'e-voting' in accordance with the provisions of the Companies Act;

- the right to receive offers for rights shares and be allotted bonus shares, if announced;
- the right to receive surplus on liquidation subject to any statutory and preferential claims being satisfied;
- the right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws, including rules framed by the RBI; and
- such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/or consolidation / splitting, see "*Main Provisions of the Articles of Association*" on page 375.

Allotment in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in the dematerialised form only. In this context, our Company has entered into the following agreements with the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated December 22, 2023, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated June 5, 2024, amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of 26 Equity Shares, subject to a minimum Allotment of 26 Equity Shares to QIBs and RIBs. For NIBs allotment shall not be less than the minimum non-institutional application size. For the method of Basis of Allotment, see "*Offer Procedure*" on page 359.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The competent courts of Mumbai, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See "*– Bid / Offer Programme*" on page 352.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the nominating holder of such Equity Shares. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation or variation. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered and Corporate Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or

- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Collecting Depository Participant of the Bidder will prevail. If Bidders wish to change their nomination, they are requested to inform their respective Collecting Depository Participant.

Bid / Offer Programme

BID/ OFFER OPENED ON(1)	Friday, February 14, 2025
BID/ OFFER CLOSED ON(2)	Tuesday, February 18, 2025

(1) *The Anchor Investor Bid/ Offer Period was one Working Day prior to the Bid/ Offer Opening Date, being Thursday, February 13, 2025, in accordance with the SEBI ICDR Regulations.*

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

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/ Offer Closing Date	Tuesday, February 18, 2025
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Thursday, 20 February 2025
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Friday, 21 February 2025
Credit of Equity Shares to demat accounts of Allottees	On or about Friday, 21 February 2025
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Monday, 24 February 2025

In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, to the extent these have not been rescinded by the SEBI ICDR Master Circular, the SEBI RTA 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.

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 circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Promoter Selling Shareholder or the BRLM.

While the Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such period as may be prescribed by the SEBI, the timetable may be extended due to various factors or any delay in receiving the final listing and trading approval from the Stock Exchanges, and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholder confirms to extend complete co-operation required by our Company and the BRLM for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid / Offer Closing Date, or within such other period as may be prescribed.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, identifying non- adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For Retail Individual Bidders	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 ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹500,000	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification / Revision / cancellation of Bids	
Upward revision of Bids by QIBs and Non-Institutional Bidders categories[#]	Only between 10.00 a.m. and up to 4.00 p.m. IST

**UPI mandate end time and date was at 5.00 pm on Bid/Offer Closing Date.*

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.

The Registrar to the Offer submitted the details of cancelled / withdrawn / deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid / Offer Opening Date till the Bid / Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's unblocked such applications by the closing hours of the Working Day.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders were advised to submit their Bids one day prior to the Bid/ Offer Closing Date, and in any case no later than 1:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Prospectus is IST. Bidders were cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to the Bids, will be accepted only during Working Days, during the Bid/ Offer Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Offer period. 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 were not accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders were uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid / Offer Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid / Offer Closing Date, on account of withdrawal of Bids or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered in the Offer, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI Master Circular and SEBI RTA Master Circular. If there is a delay beyond four days, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest at the rate of 15% or such other interest rate as prescribed under applicable law, including SEBI Master Circular and SEBI RTA Master Circular.

In the event of an 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 Securities Contracts (Regulation) Rules, 1957, Allotment for valid Bids will be made in the following order: (i) in the first instance, towards subscription for such number of Equity Shares comprising 90% of the Fresh Issue, or such other number as required under applicable laws, will be Allotted; (ii) if there remain any balance valid Bids received in the Offer, then towards all the Offered Shares on a proportionate basis will be Allotted; and (iii) once Allotment has been made for valid Bids as per (i) and (ii) above, any balance valid Bids will thereafter be Allotted towards the remaining 10% of the Fresh Issue.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Promoter Selling Shareholder shall be liable to pay interest on the application money in accordance with applicable laws.

The Promoter Selling Shareholder shall reimburse any expenses and interest incurred by our Company on behalf of them 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, unless such delay is solely and directly attributable to an act or omission of the Promoter Selling Shareholder and any expenses and interest shall be paid to the extent of the Offered Shares.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction on transfer and transmission of Equity Shares

Except for the lock-in of the pre-Offer Equity Shares, the minimum Promoters' contribution and Equity Shares allotted to Anchor Investors pursuant to the Offer, as detailed in "*Capital Structure*" on page 66, and except as provided in our Articles, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. See, "*Main Provisions of the Articles of Association*" at page 375.

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. However, Allotees may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Issue portion of the Offer is not subscribed.

Our Company and the Promoter Selling Shareholder, in consultation with the BRLM, reserved the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid / Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre- Offer advertisements were published, within two days of the Bid / Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company and the BRLM, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. In the event of withdrawal of the Offer and subsequently, plans of a fresh offer by our Company, a fresh draft red herring prospectus will be filed again with SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed under applicable law, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

OFFER STRUCTURE

The Offer is being made through the Book Building Process. The Offer is of 20,204,600* Equity Shares for cash at a price of ₹ 425 per Equity Share (including a premium of ₹ 415 per Equity Share) aggregating to ₹ 8,586.96* million comprising of a Fresh Issue of 5,294,100* Equity Shares aggregating to 2,249.99 million by our Company and an Offer of Sale of 14,910,500 Equity Shares aggregating to ₹ 6,336.96* million by the Promoter Selling Shareholder.

**Subject to finalization of the Basis of Allotment.*

Particulars	QIBs (1)	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allotment/ allocation*(2)	Not less than 15,153,450 Equity Shares	Not more than 3,030,690 Equity Shares or Offer less allocation to QIB and Retail Individual investors	Not more than 2,020,460 Equity Shares or Offer less allocation to QIB and Non-Institutional Investors
Percentage of Offer available for Allotment/ allocation	Not less than 75% of the Offer was made available for allocation to QIB Bidders. However, 5% of the Net QIB Portion was made available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation in the Net QIB Portion were also eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund reservation were added to the Net QIB Portion	Not more than 15% of the Offer, out of which i) one third was reserved for Bidders with Bids exceeding ₹ 0.20 million up to ₹ 1.00 million; and ii) two-thirds was reserved for Bidders with Bids exceeding ₹ 1.00 million.(5)	Not more than 10% of the Offer
Basis of Allotment if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): *(a)* 303,069* Equity Shares was made available for allocation on a proportionate basis to Mutual Funds; and *(b)* 5,758,311* Equity Shares was made available on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above 9,092,070* Equity Shares were allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	The Allotment to each Non-Institutional Investor was not less than ₹ 0.20 million, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, shall be Allotted on a proportionate basis.	The Allotment to each Retail Individual Investor was 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 359.
Minimum Bid	Such number of Equity Shares in multiples of 26* Equity Shares, that the Bid Amount exceeds ₹ 0.20 million.	Such number of Equity Shares in multiples of 26* Equity Shares that the Bid Amount exceeds ₹ 0.20 million.	26* Equity Shares and in multiples of 26 Equity Shares thereafter.
Maximum Bid	Such number of Equity Shares in multiples of 26* Equity Shares not exceeding the size of the Offer (excluding the Anchor Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of 26* Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to limits prescribed under applicable law	Such number of Equity Shares in multiples of 26* Equity Shares so that the Bid Amount does not exceed ₹ 0.20 million
Bid Lot	26 Equity Shares and in multiples of 26 Equity Shares thereafter		
Mode of allotment	Compulsorily in dematerialised form		

Particulars	QIBs [(1)]	Non-Institutional Investors	Retail Individual Investors
Allotment Lot	26 Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[(3)]	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, Mutual Funds, Eligible FPIs, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹ 250.00 million, pension funds with minimum corpus of ₹ 250.00 million, National Investment Fund set up by the Government of India, 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 Non-Banking Financial Companies.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies, trusts, corporate bodies and family offices (including FPIs which are individuals, corporate bodies and family offices)	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount was paid by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount was blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Banks through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.		
Mode of Bidding	Only through the ASBA process (except for Anchor Investors).	Only through the ASBA process.	Only through the ASBA process

[*] *Subject to finalization of the Basis of Allotment.*

(1) *Our Company may, in consultation with the BRLM, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. For further details, see "Offer Procedure" on page 359.*

(2) *The Offer was made in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. The Offer was made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer was made available for allocation on a proportionate basis to Qualified Institutional Buyers. Such number of Equity Shares representing 5% of the QIB Portion were made available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion was made available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not more than 15% of the Offer was made available for allocation to Non-Institutional Investors and not more than 10% of the Offer was made available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations.*

(3) *Subject to valid bids having been received at or above the Offer Price, under subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under subscription, if any, in the QIB Portion was not allowed to be met with spill over from other categories or a combination of categories. For further details, please see "Terms of the Offer" on page 350.*

(4) *In the event that a Bid was submitted in joint names, the relevant Bidders ensured that the depository account was also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form also contained only the name of the First Bidder whose name appeared as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder was required in the Bid cum Application Form and such First Bidder was deemed to have signed on behalf of the joint holders. Our Company reserved the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

(5) *Anchor Investors paid the entire Bid Amount at the time of submission of the Anchor Investor Bid.*

Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by FPIs*" on page 363 and having same PAN were collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) were proportionately distributed.

Note: Bidders were required to confirm and were deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

OFFER PROCEDURE

*All Bidders were required to read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by the 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 2013, the SCRA, the SCRR and the SEBI ICDR Regulations which was a 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 BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. For details of filing of the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus, see "General Information – Filing of the Offer Documents" on page 64.*

*Additionally, all Bidders had to 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 Offer; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Bid cum Application Form); (viii) Designated Date; (ix) disposal of applications; (x) submission of Bid cum Application Form; (xi) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

*SEBI through the UPI Circulars has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days was applicable until further notice pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("**UPI Phase II**"). Thereafter, 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 ("**T+3 Notification**"). Accordingly, the Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification.*

*Further, pursuant to SEBI master circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 ("**SEBI RTA Master Circular**") and circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Prospectus. Furthermore, pursuant to circular (SEBI/HO/CFD/DIL2/P/CIR/P/2022/45) dated April 5, 2022, all individual bidders in initial public offerings whose Bid sizes are up to ₹500,000 shall use the UPI Mechanism for submitting their bids. Additionally, pursuant to circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, 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).*

The BRLM shall be the nodal entity for any Issues arising out of the public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLM shall continue to coordinate with intermediaries involved in the said process.

Our Company, the Promoter Selling Shareholder and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws or as specified in the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus.

Further, our Company, the Promoter Selling Shareholder and the members of the Syndicate do not accept any responsibility for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Process

The Offer was made through the Book Building Process in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Net Offer was made available for allocation to QIBs on a proportionate basis, provided that our Company in consultation with the BRLM, allocated up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third was reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. In case of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares were added back to the QIB Category (other than Anchor Investor Portion). Further, 5% of the QIB Category (excluding the Anchor Investor Portion) was made available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category (other than Anchor Investor Portion) was made available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. Further, not more than 15% of the Net Offer was made available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Category was 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 was made available for allocation to Bidders with a Bid size of more than ₹ 1.00 million provided that undersubscription in either of these two sub-categories of Non-Institutional Category was allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price. Further, not more than 10% of the Offer was made available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price.

Under-subscription, if any, except the QIB Category, were allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to receipt of valid Bids received at or above the Offer Price and in accordance with the SEBI ICDR Regulations. Under-subscription, if any, in the QIB Category (excluding the Anchor Investor Portion), was allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which did not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, and UPI ID (for UPI Bidders), were treated as incomplete and were rejected. Bidders did have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares dematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus were made available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. The Bid cum Application Forms were also made available for download on the websites of NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

For Anchor Investors, the Bid cum Application Forms were made available at the office of the BRLM.

All Bidders (other than Anchor Investors) were compulsorily required to use the ASBA process to participate in the Offer. Anchor Investors were not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders) had to provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Form that did not contain such detail are liable to be rejected.

UPI Bidders had to provide the UPI ID in the relevant space provided in the ASBA Form. ASBA Forms for such UPI Bidders, that did not contain the UPI ID were liable to be rejected. UPI Bidders could also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders ensured that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid cum Application Forms) and ASBA Forms not bearing such specified stamp could be liable for rejection. UPI Bidders, could submit their ASBA Forms including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. UPI Bidders authorising an SCSB to block the Bid Amount in the ASBA Account could submit their ASBA Forms with the SCSBs. Bidders, using the ASBA process to participate in the Offer, ensured that the ASBA Account had sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The ASBA Bidders, including UPI Bidders, ensured that they had 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. The circular shall be applicable for all categories of investors viz. RIIs, QIBs and NII and for all modes through which the applications are processed.

The prescribed colours of the Bid cum Application Forms for various categories is as follows:

Category	**Colour of Bid cum Application Form**[(1)]
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis[(2)]	White
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions[(2)]	Blue
Anchor Investors[(3)]	White

[(1)]Excluding electronic Bid cum Application Forms.
[(2)]Electronic Bid cum Application forms were also made available for download on the website of NSE (www.nseindia.com) and the BSE (www.bseindia.com).
[(3)]Bid cum Application Forms for Anchor Investors were also made available at the office of the BRLM.

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' 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.

Designated Intermediaries (other than SCSBs) could submit/deliver the Bid cum Application Forms (except ASBA Forms submitted by UPI Bidders) to the respective SCSB, where the Bidder has a bank account and could not submit it to any non-SCSB bank or any Escrow Bank. For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis to enable the Sponsor Banks to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. Designated Intermediaries (other than SCSBs) did not accept any ASBA Form from a UPI Bidder who is not Bidding using the UPI Mechanism.

Stock Exchanges shall validate the electronic bids with the records of the depository for DP ID/Client ID and PAN, on a real time basis through API integration 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 (but not both), bank code and location code in the Bid details already uploaded. For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate UPI Mandate Request to 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 Sponsor Banks will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. For all pending UPI Mandate Requests, the Sponsor Bank(s) 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 off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

Further, the Sponsor Banks will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Banks and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data.

Electronic registration of Bids

(a) The Designated Intermediaries could register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries could also set up facilities for offline electronic registration of Bids, subject to the condition that they could subsequently upload the offline data file into the online facilities for Book Building on a regular basis before the closure of the Offer.

(b) On the Bid/Offer Closing Date, the Designated Intermediaries could upload the Bids till such time as was permitted by the Stock Exchanges and as disclosed in this Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform will be considered for allocation/Allotment. The Designated Intermediaries were 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 the BRLM, associates and affiliates of the BRLM and the Syndicate Members and the persons related to BRLM and the Syndicate Members

The BRLM and the Syndicate Member were not allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members could Bid for Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as was applicable to such Bidders, and such subscription could be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM and Syndicate Members, were treated equally for the purpose of allocation.

Except as stated below, neither the BRLM nor any persons related to the BRLM could apply in the Offer under the Anchor Investor Portion:

(i) Mutual Funds sponsored by entities which were associates of the BRLM;

(ii) Insurance companies promoted by entities which were associates of the BRLM;

(iii) AIFs sponsored by the entities which were associates of the BRLM; or

(iv) FPIs other than individuals and corporate bodies and family offices which were associates of the BRLM; or

(v) Pension funds (registered with the Pension Fund Regulatory and Development Authority Act, 2013) sponsored by entities which were associates of the BRLM.

Further, an Anchor Investor were deemed to be "an associate of the BRLM", if:

(a) either of them controlled, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(b) either of them, directly or indirectly, by itself or in combination with other persons, exercised control over the other; or

(c) there was a common director, excluding a nominee director, amongst the Anchor Investor and the BRLM.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder reserve the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid could be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of ASBA Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs applying on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidder) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") accounts, and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidder) to block their Non- Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the ASBA Form.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non- Residents (blue in colour).

Participation of Eligible NRI(s) in the Offer shall be subjected to the FEMA Rules.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 374.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by FPIs

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 and the Promoter Selling Shareholder reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

In terms of the FEMA Rules and Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations 2019 ("**SEBI FPI Regulations**"), investment in the Equity Shares by a single FPI or an investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% or common control) shall be below 10% of our post-Offer equity share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up equity capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates (i.e. 100% under the automatic route in our case). The aggregate limit may be decreased below the sectoral cap to a threshold limit of 24% or 49% or 74% as deemed fit by way of a resolution passed by our Board followed by a special resolution passed by the Shareholders of our Company. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(a) such offshore derivative instruments are issued only by persons registered as category I FPIs;

(b) such offshore derivative instruments are issued only to persons eligible for registration as category I FPIs;

(c) such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and

(d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that any transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)) and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

Further, 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 FPIs and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "**MIM Structure**") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. 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 names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected. Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids: (i) FPIs which utilise the MIM Structure, indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as category I FPIs; and (vii) Entities registered as collective investment scheme having multiple share classes.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, the venture capital funds which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended prescribe the investment restrictions on FVCIs.

The category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations).

All Non-Resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company and the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

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 and the Promoter Selling Shareholder reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company and the Promoter Selling Shareholder reserve the right to reject any Bid without assigning any reason therefor, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circular (CIR/CFD/DIL/12/2012) dated September 13, 2012 and circular (CIR/CFD/DIL/1/2013) dated January 2, 2013 issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, the Company and the Promoter Selling Shareholder reserve the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDA Investment Regulations**"), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250.00 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250.00 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company 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 reason thereof.

Our Company and the Promoter Selling Shareholder in consultation with the BRLM, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and Promoter Selling Shareholder, in consultation with the BRLM, may deem fit.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below:

(a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the office of the BRLM.

The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100.00 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100.00 million.

(b) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(c) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date and will be completed on the same day.

(d) Our Company finalised allocation to the Anchor Investors and the basis of such allocation was on a discretionary basis by the Company, in consultation with the BRLM, provided that the minimum number of Allottees in the Anchor Investor Portion was not less than:

  (i) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100.00 million;

  (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and

  (iii) in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million, or part thereof subject to minimum Allotment of ₹ 50.00 million per Anchor Investor.

(e) Allocation to Anchor Investors was completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLM before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(f) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(g) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

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

(i) Neither the BRLM nor any associate of the BRLM (except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associates of BRLM or AIFs sponsored by the entities which are associates of the BRLM or pension funds (registered with the Pension Fund Regulatory and Development Authority Act, 2013) sponsored by entities which are associates of the BRLM or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLM) shall apply in the Offer under the Anchor Investor Portion.

(j) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds 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, with minimum corpus of ₹ 250.00 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder reserve the right to reject any Bid, without assigning any reason therefor.

The above information is given for the benefit of the Bidders. Our Company, Promoter Selling Shareholder and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulations and as specified in this Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act 2013, our Company, after filing the Red Herring Prospectus with the RoC, published a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard (a widely circulated Hindi national daily newspaper) and all editions of Business Standard (a Marathi daily newspaper with wide circulation in Sangli, Marathi also being the regional language of Sangli, Maharashtra where our Registered and Corporate Office is located). Our Company, in the pre-Offer advertisement stated the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act 2013, was in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the BRLM and the Registrar published an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of English national daily newspaper, Business Standard, all editions of Hindi national daily newspaper, Business Standard and all editions of Kesari, a Marathi daily newspaper with wide circulation in Sangli (*Marathi also being the regional language of Sangli, Maharashtra, where our Registered and Corporate Office is located*).

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Promoter Selling Shareholder entered into an underwriting agreement dated February 19, 2025 with the Underwriters. After signing the Underwriting Agreement, the Company filed this Prospectus with the RoC. This Prospectus has details of the Offer Price, Anchor Investor Offer Price, offer size and underwriting arrangements and is complete in all material respects.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he/she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Promoter Selling Shareholder and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus or this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Investors were not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors could 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 or lower the size of their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders) in the Bid cum Application Form (with a maximum length of 45 characters) and such ASBA account belongs to you and no one else. Further, Retail Individual Investors using the UPI Mechanism must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;

4. UPI Bidders shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

5. UPI Bidders Bidding 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. Retail Individual Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. Retail Individual Investors using UPI Mechanism, may submit their ASBA Forms with Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

9. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form;

10. If the first Bidder is not the ASBA Account holder (or the UPI-linked bank account holder, as the case may be), ensure that the Bid cum Application Form is signed by the ASBA Account holder (or the UPI- linked bank account holder, as the case may be). Bidders (except UPI Bidders) should ensure that they have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form. UPI Bidders should ensure that they have mentioned the correct UPI- linked bank account number and their correct UPI ID in the Bid cum Application Form;

11. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

13. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or by specifying the application number for all your Bid options as proof of registration of the Bid cum Application Form from the concerned Designated Intermediary;

14. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;

15. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of circular (MRD/DoP/Cir-20/2008) dated June 30, 2008 issued by the SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of circular (MRD/DoP/Cir-09/06) dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral/bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

17. Ensure that the Demographic Details are updated, true and correct in all respects;

18. 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;

19. 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;

20. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., relevant documents, including a copy of the power of attorney, are submitted;

21. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

22. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA Account under the ASBA process. UPI Bidders, should ensure that they approve the UPI Mandate Request generated by the Sponsor Banks to authorise blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment, in a timely manner;

23. Note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilize the MIM Structure and such Bids such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

24. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);

25. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB 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;

26. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks to issue a request to block the Bid Amount mentioned in the ASBA Form in his/her ASBA Account;

27. 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 ASBA Form;

28. 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 authorise blocking of funds equivalent to the revised Bid Amount in their account and subsequent debit of funds in case of allotment in a timely manner;

29. Bids by Eligible NRIs, HUFs and FPIs other than individuals, corporate bodies and family offices, 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;

30. Ensure that Bids above ₹ 0.50 million submitted by ASBA Bidders are uploaded only by the SCSBs;

31. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM;

32. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned on the website of the SEBI, is liable to be rejected; and

33. In accordance with SEBI press release PR No. 27/ 2021 dated September 3, 2021, ensure that your PAN is linked with AADHAAR and you are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021.

Don’ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form, as the case may be after you have submitted a Bid to a Designated Intermediary;
4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by StockInvest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Anchor Investors should not Bid through the ASBA process;
7. If you are a UPI Bidder and are using the UPI Mechanism, do not submit more than one Form from each UPI ID;
8. Do not submit the Bid cum Application Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;
9. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
10. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
11. 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 Prospectus;
12. Do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date;
13. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Offer Closing Date;
14. Do not Bid for Equity Shares in excess in excess of what is specified for each category;
15. Do not submit the General Index Register number instead of the PAN;
16. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
17. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders Bidding, in the UPI-linked bank account where funds for making the Bid are available;
18. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
19. 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;
20. 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;
21. 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
22. 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;
23. 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);

24. Do not submit more than one Bid cum Application Form per ASBA Account;

25. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

26. Do not submit an ASBA Form with third party linked UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidder using the UPI Mechanism); and

27. Do not submit ASBA Forms to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one branch in the relevant Bidding Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

Further, helpline details of the Book Running Lead Manager pursuant to the circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021 issued by the SEBI are set forth in the table below:

S. No.	Name of the Book Running Lead Manager	Helpline (email)	Telephone
1.	Pantomath Capital Advisors Private Limited	Qualitypower.ipo@pantomathgroup.com	18008898711

The Bid cum Application Form was rejected if the above instructions, as applicable, were not complied with.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking, etc., investors shall reach out to the Company Secretary and Compliance Officer. See "*General Information – Company Secretary and Compliance Officer*" on page 59.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the Offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities Allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum Bid size as determined and disclosed.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in the Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis. The allotment to each Non-Institutional Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Non-Institutional Category, and the remaining available shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII to the SEBI ICDR Regulations.

Payment into Escrow Account for Anchor Investors

Our Company in consultation with the BRLM in their absolute discretion, decided 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 were notified to such Anchor Investors. Anchor Investors were not permitted to Bid through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT). The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(i) in case of resident Anchor Investors: "Quality Power Electrical Equipments Limited Resident Account "; and

(ii) in case of non-resident Anchor Investors: "Quality Power Electrical Equipments Limited Non-resident Account ".

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 Bankers to the Offer and the Registrar to the Offer to facilitate collections of Bid Amounts from Anchor Investors.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among the Company, the respective Depositories and the Registrar to the Offer:

- agreement dated December 22, 2023, among NSDL, the Company and Registrar to the Offer; and
- agreement dated June 5, 2024 among CDSL, the Company and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

(i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) if Allotment is not made within the prescribed timelines under applicable law, the entire subscription amount received will be refunded/unblocked within the timeline prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act 2013, the SEBI ICDR Regulations and other applicable laws for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days of the Bid/Offer Closing Date or such other timeline as may be prescribed by SEBI;

(iv) that funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by the Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) that, no further issue of Equity Shares shall be made until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non- listing, under-subscription etc.;

(vii) that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(viii) that if our Company withdraws the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft offer document with the SEBI, in the event our Company subsequently decides to proceed with the Offer;

(ix) that the Allotment Advice/refund confirmation to Eligible NRIs shall be dispatched within specified time;

(x) that adequate arrangements shall be made to collect all Bid cum Application Forms; and

(xi) that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder undertakes and/or confirms in respect of herself as a Promoter Selling Shareholder and the Offered Shares, that:

(i) the Promoter Selling Shareholder is the legal and beneficial owner of and has full title to the Equity Shares being offered through the Offer for Sale;

(ii) the Offered Shares are free and clear of encumbrances, any defect to good, valid, and marketable title, and shall be transferred pursuant to the Offer, free and clear of any encumbrances;

(iii) the Promoter Selling Shareholder shall deposit the Equity Shares offered for sale in the Offer in an escrow demat account in accordance with the Share Escrow Agreement;

(iv) the Promoter Selling Shareholder shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer; and

(v) the Promoter Selling Shareholder will provide assistance to the Company, as may be reasonably required and necessary in accordance with applicable laws, for the completion of the necessary formalities in relation to the Equity Shares being offered in the Offer for Sale.

The Promoter Selling Shareholder has authorized the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Utilisation of Offer Proceeds

Our Board certifies that:

(i) all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act 2013;

(ii) details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

(iii) details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

Impersonation

Attention of the Bidders 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 ₹1.00 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.00 million or 1% of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government of India has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly, Department of Industrial Policy and Promotion) ("**DPIIT**") issued the Consolidated FDI Policy Circular of 2020, ("**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 prior to October 15, 2020. In terms of the FDI Policy and FEMA Rules, FDI in companies engaged in manufacturing, which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, 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 Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future FDI 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. 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. 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 of fund in India. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer. For further details, see '*Offer Procedure*' on page 359.

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only 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 those offers and sales occur. There will be no offering of securities in the United States.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders were advised to make their independent investigations, seek independent legal advice about its liability to participate in the Offer and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

No material clause of Articles of Association set out below has been left out from disclosure which may have a bearing on the Offer with respect to any investment decision or otherwise.

ARTICLES OF ASSOCIATION OF QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED

(A) In these regulations—

(a) "**Annual General Meeting**" shall mean a General Meeting of the holders of Equity Shares held in accordance with the applicable provisions of the Act.

(b) "**Articles**" shall mean these Articles of Association as adopted or as from time to time altered in accordance with the provisions of these Articles and Act.

(c) "**Auditors**" shall mean and include those persons appointed as such for the time being by the company.

(d) **"Board"** shall mean the board of directors of the company, as constituted from time to time, in accordance with law and the provisions of these Articles.

(e) **"Board Meeting"** shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.

(f) **"Beneficial Owner"** shall mean beneficial owner as defined in Clause (a) of subsection (1) of section 2 of the Depositories Act.

(g) **"Capital" or "share capital"** shall mean the share capital for the time being, raised or authorised to be raised for the purpose of the Company.

(h) **"Chairman"** shall mean such person as is nominated or appointed in accordance with Article 33 and 39 herein below.

(i) **"Companies Act, 2013"** shall mean the Companies Act, 2013 (Act I of 2013), as may be in force for the time being.

(j) "**Company**" or "this company" shall mean ***QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED***.

(k) **"Committees"** shall mean a committee constituted in accordance with Article 69.

(l) **"Debenture"** shall include debenture stock, bonds, and any other securities of the Company, whether constituting a charge on the assets of the Company or not.

(m) **"Depositories Act"** shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.

(n) **"Depository"** shall mean a Depository as defined in Clause (e) of sub-section (1) of section 2 of the Depositories Act.

(o) **"Director"** shall mean any director of the company, including alternate directors, independent directors and nominee directors appointed in accordance with law and the provisions of these Articles.

(p) **"Dividend"** shall include interim dividends.

(q) "**Equity Share Capital**" shall mean the total issued and paid-up equity share capital of the Company, calculated on a Fully Diluted Basis.

(r) "**Equity Shares**" shall mean the equity shares of the Company having a face value as prescribed under the Memorandum of Association.

(s) **"Executor"** or **"Administrator"** shall mean a person who has obtained probate or letters of administration, as the case may be, from a court of competent jurisdiction and shall include the holder of a succession certificate authorizing the holder thereof to negotiate or transfer the Equity Share or Equity Shares of the deceased Shareholder and shall also include the holder of a certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963.

(t) "**Extraordinary General Meeting**" shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Companies Act 2013;

(u) "**Financial Year**" shall mean any fiscal year of the Company, beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.

(v) "**Fully Diluted Basis**" shall mean, in reference to any calculation, that the calculation should be made in relation to the equity share capital of any Person, assuming that all outstanding convertible preference shares or debentures, options, warrants and other equity securities convertible into or exercisable or exchangeable for equity shares of that Person (whether or not by their terms then currently convertible, exercisable or exchangeable), have been so converted, exercised or exchanged to the maximum number of equity shares possible under the terms thereof.

(w) **"General Meeting"** shall mean a meeting of holders of Equity Shares and any adjournment thereof.

(x) "**Independent Director**" shall mean an independent director as defined under the Act and under the SEBI Listing Regulations.

(y) **"India"** shall mean the Republic of India.

(z) **"Law"** shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, including the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015, (ii) governmental approvals or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or adjudication having the force of law of any of the foregoing, by any governmental authority having jurisdiction over the matter in question, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or adjudication having the force of law of any of the foregoing by any governmental authority having jurisdiction over the matter in question, (iv) rules, policy, regulations or requirements of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP, Indian Accounting Standards, or any other generally accepted accounting principles.

(aa) "**Managing Director**" shall have the meaning assigned to it under the Act.

(bb) "**MCA**" shall mean the Ministry of Corporate Affairs, Government of India.

(cc) "**Memorandum**" shall mean the memorandum of association of the Company, as amended from time to time.

(dd) **"Office"** shall mean the registered office for the time being of the Company.

(ee) **"Officer"** shall have the meaning assigned thereto by Section 2(59) of the Act.

(ff) **"Ordinary Resolution**" shall have the meaning assigned thereto by Section 114 of the Act.

(gg) "**Paid up**" shall include the amount credited as paid up.

(hh) "**Person**" shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality).

(ii) "**Register of Members**" shall mean the register of shareholders to be kept pursuant to Section 88 of the Act.

(jj) "**Registrar**" shall mean the Registrar of Companies, from time to time having jurisdiction over the Company.

(kk) "**Rules**" shall mean the rules made under the Act and notified from time to time.

(ll) "**Seal**" shall mean the common seal(s) for the time being of the Company.

(mm) "**SEBI**" shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

(nn) "**SEBI Listing Regulations**" Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(oo) "**Securities**" shall mean any Equity Shares or any other securities, debentures, warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares.

(pp) **"Share Equivalents"** shall mean any Debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other Securities or rights which are by their terms convertible or exchangeable into Equity Shares.

(qq) "**Shareholder**" shall mean any shareholder of the Company, from time to time.

(rr) "**Shareholders' Meeting**" shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings of the Shareholders of the Company, convened from time to time in accordance with Law and the provisions of these Articles.

(ss) **"Special Resolution"** shall have the meaning assigned to it under Section 114 of the Act.

(tt) **"Transfer"** shall mean (i) any, direct or indirect, transfer or other disposition of any shares, securities (including convertible securities), or voting interests or any interest therein, including, without limitation, by operation of Law, by court order, by judicial process, or by foreclosure, levy or attachment; (ii) any, direct or indirect, sale, assignment, gift, donation, redemption, conversion or other disposition of such shares, securities (including convertible securities) or voting interests or any interest therein, pursuant to an agreement, arrangement, instrument or understanding by which legal title to or beneficial ownership of such shares, securities (including convertible securities) or voting interests or any interest therein passes from one Person to another Person or to the same Person in a different legal capacity, whether or not for value; (iii) the granting of any security interest or encumbrance in, or extending or attaching to, such shares, securities (including convertible securities) or voting interests or any interest therein, and the word "**Transferred**" shall be construed accordingly.

(uu) "**Tribunal**" shall mean the National Company Law Tribunal constitutes under Section 408 of the Act.

(B) 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.

1. SHARE CAPITAL

(a) The authorised Share Capital of the Company shall be as stated under Clause 5 of the Memorandum of Association of the Company and altered from time to time.

(b) The Company has power, from time to time, to increase its Authorised or Issued and Paid up Share Capital.

The Share Capital of the Company may be classified into (i) Equity Shares with voting rights, and/or Equity Shares with differential rights as to dividend, voting or otherwise; and (ii) Preference Share Capital, in accordance with the applicable provisions of the Act, Rules, and Law, from time to time.

(c) All Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to dividends, voting rights, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

The Board may allot and issue shares of the Company as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and/or in the conduct of its business or for any goodwill provided to the Company; and any shares which may be so allotted may be issued as fully/partly paid up shares and if so issued shall be deemed as fully/partly paid up shares. However, the aforesaid shall be subject to the approval of shareholders under the relevant provisions of the Act and Rules.

(d) The amount payable on application on each share shall not be less than 5 per cent of the nominal value of the share or, as may be specified by SEBI.

Nothing herein contained shall prevent the Directors from issuing fully paid up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company.

(e) Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new Equity Shares, shall be considered as part of the existing Capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

All of the provisions of these Articles shall apply to the Shareholders.

(f) Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any Equity Shares therein, shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purposes of these Articles be a Shareholder.

The money, (if any), which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the insertion of the name of the allottee, in the Register of Members as the name of the holder of such Equity Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

2. BRANCH OFFICES

The Company shall have the power to establish one or more branch offices, in addition to the Office, in such places at its Board may deem fit.

3. PREFERENCE SHARES

(a) *Redeemable Preference Shares*

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

(b) *Convertible Redeemable Preference Shares*

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such Securities on such terms as they may deem fit.

4. PROVISIONS IN CASE OF PREFERENCE SHARES.

Upon the issue of preference shares pursuant to Article 3 above, the following provisions shall apply:

(a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption;

No such shares shall be redeemed unless they are fully paid;

(b) The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company’s securities premium account, before the shares are redeemed;

Where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the “**Capital Redemption Reserve Account**” and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided by Section 55 of the Act, apply as if the Capital Redemption Reserve Account were Paid up Share Capital of the Company;

(c) The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital;

The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up unissued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and

(d) Whenever the Company shall redeem any redeemable preference shares or cumulative convertible redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar of Companies as required by Section 64 of the Act.

5. SHARE EQUIVALENT

The Company shall, subject to the applicable provisions of the Act, compliance with Law and the consent of the Board, have the power to issue Share Equivalents on such terms and in such manner as the Board deems fit including their conversion, repayment, and redemption whether at a premium or otherwise.

6. ALTERATION OF SHARE CAPITAL

Subject to these Articles and Section 61 of the Act, the Company may, by Ordinary Resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows, that is to say, it may:

(a) increase its Share Capital by such amount as it thinks expedient; consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares;

Provided that no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner.

(b) convert all or any of its fully Paid up shares into stock and reconvert that stock into fully Paid up shares of any denomination sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(c) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

7. REDUCTION OF SHARE CAPITAL

The Company may, subject to the applicable provisions of the Act, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.

8. POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES

Pursuant to a resolution of the Board, the Company may purchase its own Equity Shares or other Securities, as may be specified by the MCA, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with Law.

9. POWER TO MODIFY RIGHTS

Where, the Capital, is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act and Law, and whether or not the Company is being wound up, be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any Person purporting to contract on behalf of that class, provided the same is effected with consent in writing and by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class. Subject to Section 48(2) of the Act and Law, all provisions hereafter contained as to General Meetings (including the provisions relating to quorum at such meetings) shall mutatis mutandis apply to every such meeting.

10. REGISTERS TO BE MAINTAINED BY THE COMPANY

(a) The Company shall, in terms of the provisions of Section 88 of the Act and the provisions of the Depositories Act, 1996, cause to be kept the following registers in terms of the applicable provisions of the Act

(i) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India;

(ii) A register of Debenture holders; and

(iii) A register of any other security holders.

(b) The Company shall also be entitled to keep in any country outside India, a part of the registers referred above, called “foreign register” containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.

The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

11. SHARES AND SHARE CERTIFICATES

(a) The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

A duplicate certificate of shares may be issued, if such certificate:

(i) is proved to have been lost or destroyed; or

has been defaced, mutilated or torn and is surrendered to the Company.

(b) The Company shall be entitled to dematerialize its existing shares, rematerialize its shares held in the depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

A certificate, issued under the common seal of the Company, specifying the shares held by any Person shall be *prima facie* evidence of the title of the Person to such shares. Where the shares are held in depository form, the record of depository shall be the *prima facie* evidence of the interest of the beneficial owner.

(c) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Articles shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees twenty for each certificate) as the Directors shall prescribe. Provided that, no fee shall be charged for issue of a new certificate in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act,1956 or any other act, or rules applicable thereof in this behalf.

(d) The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company.

When a new share certificate has been issued in pursuance of subarticle (e) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debentures) Rules, 2014.

(e) Where a new share certificate has been issued in pursuance of sub article (e) of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificates maintained in the form and manner specified under the Companies (Share Capital and Debentures) Rules, 2014.

All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a Resolution of the Board. The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may authorize for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.

(f) The Secretary shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub-article (i) of this Article.

All books referred to in sub-article (j) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debentures) Rules, 2014.

(g) The details in relation to any renewal or duplicate share certificates shall be entered into the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

If any Share stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except voting at meetings and the transfer of shares, be deemed the sole holder thereof, but the joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares, and for all incidents thereof according to these Articles.

(h) Except as ordered by a court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other Person whether or not he shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them.

12. SHARES AT THE DISPOSAL OF THE DIRECTORS

(a) Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par or at discount (subject to compliance with Section 53 of the Act) at such time as they may, from time to time, think fit and with sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium or at a discount subject to the provisions of the Act during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid up shares. Provided that option or right to call on shares shall not be given to any Person or Persons without the sanction of the Company in the General Meeting.

If, by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his Executor or Administrator.

(b) Every Shareholder, or his heirs, Executors, or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof.

In accordance with Section 46 and other applicable provisions of the Act and the Rules:

Every Shareholder or allottee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favour it is issued, the shares to which it relates and the amount paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company.

Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary and the common seal shall be affixed in the presence of the persons required to sign the certificate.

Particulars of every share certificate issued shall be entered in the Register of Members against the name of the Person, to whom it has been issued, indicating the date of issue. For any further certificate, the Board shall be entitled, but shall not be bound to prescribe a charge of twenty rupees each.

(i) Every Shareholder shall be entitled, without payment, to one or more certificates, in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within 1 (one) month of the receipt of instrument of transfer, transmission, sub-division, consolidation or renewal of its shares as the case may be or within such other period as any other legislation for time being in force may provide. Every certificate of shares shall be in the form and manner as specified in Article 11 above and in respect of a share or shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to the first named joint holders shall be sufficient delivery to all such holders.

the Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of law or at a request from a Shareholder or to convert holding of odd lot into transferable/marketable lot.

(ii) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

13. UNDERWRITING AND BROKERAGE

(a) Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

The Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful.

(b) 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.

14. CALLS

(a) Subject to the provisions of Section 49 of the Act, the Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, (and not by circular resolution), make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by installments. Provided that the Board shall not give the option or right to call on shares to any person except with the sanction of the Company in the General Meeting.

fourteen (14) days notice in writing at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place of payment and if payable to any Person other than the Company, the name of the person to whom the call shall be paid, provided that before the time for payment of such call, the Board may by notice in writing to the Shareholders revoke the same.

(b) The Board may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call and thereupon the call shall be deemed to have been made on the date so determined and if no date is determined, the call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board. A call may be revoked or postponed at the discretion of the Board.

The joint holder of a share shall be jointly and severally liable to pay all instalments and calls due in respect thereof.

(c) The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour.

If any Shareholder or allottee fails to pay the whole or any part of any call or installment, due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder.

(d) Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

(e) Neither a judgment nor a decree in favour of the Company for calls or other money due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from time to time be due from any Shareholder to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board agree upon, provided that the money paid in advance of calls shall not confer a right to participate in any dividend subsequently declared. The Directors may at any time repay the amount so advanced.

(f) No Shareholder shall be entitled to voting rights in respect of the money(ies) so paid by him until the same would but for such payment, become presently payable.

The provisions of these Articles shall *mutatis mutandis* apply to the calls on Debentures of the Company, to the extent applicable.

15. COMPANY'S LIEN:

(a) The Company shall have a first and paramount lien:

(i) on every share/ debentures (not being fully paid shares/ debentures), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share/ debenture and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect; on all shares (not being fully paid shares) standing registered in the name of each member (whether solely or jointly with others), for all money presently payable by him or his estate to the Company

(b) Provided that the Board may, at any time, declare any shares wholly or in part to be exempt from the provisions of this Article. Company's lien, if any, on the shares, shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.

Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

(c) The fully paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed time in respect of such shares.

For the purpose of enforcing such lien, the Board may sell the shares, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their Shareholders to execute and register the transfer thereof on behalf of and in the name of any purchaser. 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.

Provided that no sale shall be made:

(ii) unless a sum in respect of which the lien exists is presently payable; or

until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

(iii) The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. 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.

(d) No Shareholder shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

16. FORFEITURE OF SHARES

(a) If any Shareholder fails to pay any call or installment or any part thereof or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or installment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to him or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

The notice shall name a day, (not being less than 14 (fourteen) days from the date of the notice), and a place or places on or before which such call or installment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or installment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.

(b) If the requirements of any such notice as aforesaid are not be complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, installments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act. There shall be no forfeiture of unclaimed Dividends before the claim becomes barred by Law.

When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

(c) Any share so forfeited shall be deemed to be the property of the Company and may be sold; re-allotted, or otherwise disposed of either to the original holder thereof or to any other Person upon such terms and in such manner as the Board shall think fit.

Any Shareholder whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses and other money owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce, (if it thinks fit), payment thereof as if it were a new call made at the date of forfeiture.

(d) The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

A duly verified declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles 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 shares.

(e) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some Person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.

(f) The Board may, at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re- allotment or disposal of the share.

(g) The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

17. FURTHER ISSUE OF SHARE CAPITAL

(a) Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(i) to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:-

(A) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days or such lesser number of days as may be prescribed under Law and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in clause (A). above shall contain a statement of this right;

(B) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner, which is not disadvantageous to the Shareholders and the Company;

(ii) to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed; or

(iii) to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the applicable provisions of Chapter III of the Companies Act, 2013 and any other conditions as may be prescribed.

(b) The notice referred to in sub-clause A. of clause (i) of sub-article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company:

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

(c) Not withstanding anything containing in sub-section(b), where any debentures have been issued, or loan has been obtained from any Government by a company, and if that Government considers it necessary in the public interest to do so, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if the terms of the issue of such debentures or the raising of such loans do not include a term for providing an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after hearing the company and the Government pass such order as it deems fit.

(d) In determining the terms and conditions of conversion under clause (c), the Government shall have due regard to the financial position of the Company, in terms of the issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.

(e) Where the Government has, by an order made under clause (c), directed that any debenture or loan or any part thereof shall be converted into shares in a company and where no appeal has been preferred to the Tribunal under clause (c) or where such appeal has been dismissed, the memorandum of such company shall, stand altered and the authorized share capital of such company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

(f) The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act, the Rules and the applicable provisions of the Act.

18. TRANSFER AND TRANSMISSION OF SHARES

(a) The Company shall maintain a "Register of Transfers" and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any Share, Debenture or other Security held in a material form.

In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.

(b) (i) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act

(ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the transfer within 2 (two) weeks from the receipt of the notice.

(c) Every such instrument of transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof.

The Board shall have power on giving not less than 7 (seven) days previous notice by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office of the Company is situated, and publishing the notice on the website as may be notified by the Central Government and on the website of the Company, to close the transfer books, the Register of Members and/or Register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.

(d) Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Shareholder in or debentures of the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

(e) Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.

Subject to the provisions of these Articles, any transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number.

(f) In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder or Shareholders recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint- holder from any liability on shares held by him jointly with any other Person.

The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint-holders), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or holders of succession certificate or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 18(a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder.

(g) The Board shall not knowingly issue or register a transfer of any share to a minor or insolvent or Person of unsound mind, except fully paid shares through a legal guardian.

Subject to the provisions of Articles, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.

(h) A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.

(i) Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the shares. Every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

Where any instrument of transfer of shares has been received by the Company for registration and the transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a special account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.

In case of transfer and transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.

(j) Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of transfer in accordance with the provisions of Section 56 of the Act.

The Board may decline to recognize any instrument of transfer unless the instrument of transfer is in respect of only one class of shares

(k) No fee shall be payable to the Company, in respect of the registration of transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/or consolidation of shares and debentures and subdivisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.

The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.

(l) The Company shall not register the transfer of its securities in the name of the transferee(s) when the transferor(s) objects to the transfer.

Provided that the transferor serves on the Company, within sixty working days of raising the objection, a prohibitory order of a Court of competent jurisdiction.

(m) The Board may delegate the power of transfer of securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s).

Provided that the delegated authority shall report on transfer of securities to the Board in each meeting.

(n) There shall be a common form of transfer in accordance with the Act and Rules.

The provision of these Articles shall be subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the transfer or transmission by operation of Law to other Securities of the Company.

19. DEMATERIALIZATION OF SECURITIES

(a) *Dematerialization:*

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

(b) Subject to the applicable provisions of the Act, instead of issuing or receiving certificates for the Securities, as the case maybe, either the Company or the investor may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act as amended from time to time or any statutory modification thereto or reenactment thereof.

Notwithstanding anything contained in these Articles to the contrary, in the event the Securities of the Company are dematerialized, the Company shall issue appropriate instructions to the Depository not to Transfer the Securities of any Shareholder except in accordance with these Articles. The Company shall cause the Promoters to direct their respective Depository participants not to accept any instruction slip or delivery slip or other authorisation for Transfer in contravention of these Articles.

(c) If a Person opts to hold his Securities with a Depository, then notwithstanding anything to the contrary contained in these Articles the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

Securities in Depositories to be in fungible form:

(d) All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

Rights of Depositories & Beneficial Owners:

(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.

Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

(ii) Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.

The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

(e) Except as ordered by a court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them.

Register and Index of Beneficial Owners:

The Company shall cause to be kept a register and index of members with details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media.

The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.

(f) *Cancellation of Certificates upon surrender by Person:*

Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

(g) *Service of Documents:*

Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

(h) *Transfer of Securities:*

(i) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

In the case of transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

(i) *Allotment of Securities dealt with in a Depository:*

Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

(j) *Certificate Number and other details of Securities in Depository:*

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

(k) *Register and Index of Beneficial Owners:*

The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index (if applicable) of Shareholders and Securityholders for the purposes of these Articles.

(l) *Provisions of Articles to apply to Shares held in Depository:*

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

(m) *Depository to furnish information:*

Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.

(n) *Option to opt out in respect of any such Security:*

If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository or such other time as may be prescribed under Law and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

(o) *Overriding effect of this Article:*

Provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Articles.

20. NOMINATION BY SECURITIES HOLDERS

(a) Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.

Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities Company shall vest in the event of death of all the joint holders.

(b) Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.

Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.

(c) The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

21. NOMINATION FOR FIXED DEPOSITS

A depositor (who shall be the member of the Company) may, at any time, make a nomination and the provisions of Section 72 of the Act shall, as far as may be, apply to the nominations made in relation to the deposits made subject to the provisions of the Rules as may be prescribed in this regard.

22. NOMINATION IN CERTAIN OTHER CASES

Subject to the applicable provisions of the Act and these Articles, any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any holder of Securities, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.

23. COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO SHAREHOLDERS

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every Shareholder at his request within 7 (seven) days of the request on payment of such sum as prescribed under the Companies (Incorporation) Rules, 2014.

24. BORROWING POWERS

(a) Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:

(i) accept or renew deposits from Shareholders;

(ii) borrow money by way of issuance of Debentures;

(iii) borrow money otherwise than on Debentures;

(iv) accept deposits from Shareholders either in advance of calls or otherwise; and

(v) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company, its free reserves and securities premium (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.

(b) Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company, both present and future. Provided however that the Board shall not, except with the consent of the Company by way of a Special Resolution in General Meeting mortgage, charge or otherwise encumber, the Company's uncalled Capital for the time being or any part thereof and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.

Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

(c) Subject to the applicable provisions of the Act and these Articles, if any uncalled Capital of the Company is included in or charged by any mortgage or other security, the Board shall make calls on the Shareholders in respect of such uncalled Capital in trust for the Person in whose favour such mortgage or security is executed, or if permitted by the Act, may by instrument under seal authorize the Person in whose favour such mortgage or security is executed or any other Person in trust for him to make calls on the Shareholders in respect of such uncalled Capital and the provisions hereinafter contained in regard to calls shall *mutatis mutandis* apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally or either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be.

The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied with within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board.

(d) Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.

The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.

25. RIGHTS TO ISSUE SHARE WARRANTS

The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

BOARD TO MAKE RULES

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

26. CONVERSION OF SHARES INTO STOCK AND RECONVERSION

(a) The Company in General Meeting may, by Ordinary Resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into Paid-up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose.

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 privileges or advantages, (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.

27. ANNUAL GENERAL MEETING

In accordance with the provisions of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, not more than 15 (fifteen) months gap shall exist between the date of one Annual General Meeting and the date of the next. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.

28. WHEN ANNUAL GENERAL MEETING TO BE HELD

Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time within which any Annual General Meeting may be held.

29. VENUE, DAY AND TIME FOR HOLDING ANNUAL GENERAL MEETING

(a) Every Annual General Meeting shall be called during business hours, that is, between 9

A.M. and 6 P.M. on a day that is not a national holiday, and shall be held at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situated or otherwise, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.

Every Shareholder of the Company shall be entitled to attend the Annual General Meeting either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the Directors' Report and Audited Statement of Accounts, Auditors' Report, (if not already incorporated in the Audited Statement of Accounts), the proxy Register with proxies and the Register of Directors' shareholdings which latter Register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the concerned Registrar of Companies, in accordance with Sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.

30. NOTICE OF GENERAL MEETINGS

(a) Number of days' notice of General Meeting to be given: A General Meeting of the Company may be called by giving not less than 21 (twenty one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served (i.e., on expiry of 48 (forty eight) hours after the letter containing the same is posted). However, a Annual General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting.

The notice of every meeting shall be given to:

(i) every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company,

(ii) Auditor or Auditors of the Company, and

(iii) all Directors.

(b) Notice of meeting to specify place, etc., and to contain statement of business: Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under Section 102 of the Act.

Contents and manner of service of notice and Persons on whom it is to be served: Every notice may be served by the Company on any Shareholder thereof either personally or by electronic mode or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the notice to the Shareholder.

(c) Special Business: Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special and all business transacted at the Annual General Meeting of the Company with the exception of the business specified in Section 102 of the Act shall be deemed to be special.

Resolution requiring Special Notice: With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by Section 115 of the Act.

(d) Notice of Adjourned Meeting when necessary: When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act.

Notice when not necessary: 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.

(e) The notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.

31. REQUISITION OF EXTRAORDINARY GENERAL MEETING

(a) The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit.

Any valid requisition so made by Shareholders must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.

(b) Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty-one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.

Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board.

(c) The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.

No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened.

(d) The Extraordinary General Meeting called under this article shall be subject to and in accordance with the provisions contained under the Companies (Management and Administration) Rules, 2014.

32. NO BUSINESS TO BE TRANSACTED IN GENERAL MEETING IF QUORUM IS NOT PRESENT

The quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the Shareholders' Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.

33. CHAIRMAN OF THE GENERAL MEETING

The Chairman of the Board shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the Chair, then the Directors present shall elect one of them as Chairman. If no Director is present or if all the Directors present decline to take the Chair, then the Shareholders present shall elect, on a show of hands or on a poll if properly demanded, one of their member to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the Chair is vacant.

33A. Notwithstanding anything contained in the first proviso of clause (1) of section 203 of the Companies Act, 2013 and the rules made thereunder including any amendment thereto or re-enactment thereof for the time being in force, the Managing Director can be appointed as the Chairman of the company.

34. CHAIRMAN CAN ADJOURN THE GENERAL MEETING

The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office of the Company is situate but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Any member who has not appointed a Proxy to attend and vote on his behalf at a general meeting may appoint a Proxy for any adjourned general meeting, not later than forty-eight hours before the time of such adjourned Meeting

35. QUESTIONS AT GENERAL MEETING HOW DECIDED

(a) At any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded, be decided by a show of hands. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise.

In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder.

(b) If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the City, Town or Village in which the Office of the Company is situate and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.

Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinizers to scrutinise the votes given on the poll and to report thereon to him. One of the scrutinizers so appointed shall always be a Shareholder, (not being an officer or employee of the Company), present at the meeting provided such a Shareholder is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared, to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from such removal or from any other cause.

(c) Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith. A poll demanded on any other question shall be taken at such time not later than 48 hours from the time of demand, as the Chairman of the meeting directs.

The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

(d) No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

36. PASSING RESOLUTIONS BY POSTAL BALLOT

(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.

Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time and applicable Law.

37. VOTES OF SHAREHOLDERS

(a) No Shareholder shall be entitled to vote either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll or a member may exercise his vote at a meeting by electronic means in accordance with the Act (and shall vote only once) in respect of any shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

No shareholder shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

(b) Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the time being attached to any class of shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands, every Shareholder present in person shall have one vote and upon a poll, the voting right of such Shareholder present, either in person or by proxy, shall be in proportion to his share of the Paid Up Share Capital of the Company held alone or jointly with any other Person or Persons.

Provided however, if any Shareholder holding Preference shares be present at any meeting of the Company, save as provided in Section 47(2) of the Act, he shall have a right to vote only on resolutions placed before the Meeting, which directly affect the rights attached to his preference shares.

(c) On a poll taken at a meeting of the Company, a Shareholder entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way.

A Shareholder 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, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Shareholder be a minor his vote in respect of his Share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute) by the Chairman of the meeting.

(d) If there be joint registered holders of any shares, any one of such Persons may vote at any meeting or may appoint another Person, (whether a Shareholder or not) as his proxy in respect of such shares, as if he were solely entitled thereto; but the proxy so appointed shall not have any right to speak at the meeting and if more than one of such joint-holders be present at any meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other joint- holders shall be entitled to be present at the meeting. Several Executors or Administrators of a deceased Shareholder in whose name shares stand shall for the purpose of these Articles be deemed joint-holders thereof.

Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Shareholder may vote either by a proxy or by a representative duly authorised in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body could have exercised if it were an individual Shareholder.

(e) Any Person entitled to transfer any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Every proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the Common Seal of such corporation or be signed by an officer or an attorney duly authorised by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a meeting.

(f) An instrument of proxy may appoint a proxy either for (i) the purposes of a particular meeting (as specified in the instrument) or (ii) for any adjournment thereof or (iii) it may appoint a proxy for the purposes of every meeting of the Company, or (iv) of every meeting to be held before a date specified in the instrument for every adjournment of any such meeting.

A Shareholder present by proxy shall be entitled to vote only on a poll.

(g) An instrument appointing a proxy and a power of attorney or other authority (including by way of a Board Resolution, (if any),) under which it is signed or a notarially certified copy of that power or authority or resolution as the case may be, shall be deposited at the Office not later than forty-eight hours before the time for holding the meeting at which the Person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. An attorney shall not be entitled to vote unless the power of attorney or other instrument or resolution as the case may be appointing him or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than forty-eight hours before the time for holding the meeting at which the attorney proposes to vote, or is deposited at the Office of the Company not less than forty-eight hours before the time fixed for such meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may, by notice in writing addressed to the Shareholder or the attorney, given at least 48 (forty eight) hours before the meeting, require him to produce the original power of attorney or authority or resolution as the case may be and unless the same is deposited with the Company not less than forty-eight hours before the time fixed for the meeting, the attorney shall not be entitled to vote at such meeting unless the Board in their absolute discretion excuse such non-production and deposit.

Every instrument of proxy whether for a specified meeting or otherwise should, as far as circumstances admit, be in any of the forms set out in the Companies (Management and Administration) Rules, 2014.

(h) If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine in the custody of the Company; if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company.

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the Office before the meeting.

(i) No objection shall be made to the validity of any vote, except at the Meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll.

(i) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.

Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 (thirty) days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for that purpose.

(ii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(iii) All appointments of Directors of the Company made at any meeting aforesaid shall be included in the minutes of the meeting.

Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non- inclusion of any matter in the Minutes on the aforesaid grounds.

(iv) Any such Minutes shall be evidence of the proceedings recorded therein.

The book containing the Minutes of proceedings of General Meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the inspection of any Shareholder without charge.

(v) The Company shall cause minutes to be duly entered in books provided for the purpose of: -

a) the names of the Directors and Alternate Directors present at each General Meeting;

b) all Resolutions and proceedings of General Meeting.

(j) The Shareholders shall vote (whether in person or by proxy) all of the shares owned or held on record by them at any Annual or Extraordinary General Meeting of the Company called for the purpose of filling positions to the Board, appointed as a Director of the Company under Sections 152 and 164(1) of the Act in accordance with these Articles.

The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

(k) All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any, shall be decided by a majority vote.

The Shareholders shall exercise their voting rights as shareholders of the Company to ensure that the Act or these Articles are implemented and acted upon by the Shareholders, and by the Company and to prevent the taking of any action by the Company or by any Shareholder, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles.

(l) Any corporation which is a Shareholder of the Company may, by resolution of the Board or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Shareholder in the Company (including the right to vote by proxy).

The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the SEBI Listing Regulations or any other Law, if applicable to the Company.

38. DIRECTORS

Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time. The following are the First directors of the Company.

1. MR. PERUMAL THALAVAIDURAI PANDYAN

2. MRS CHITRA PANDYAN

39. CHAIRMAN OF THE BOARD OF DIRECTORS

(a) The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie.

If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.

40. APPOINTMENT OF ALTERNATE DIRECTORS

Subject to Section 161 of the Act, any Director shall be entitled to nominate an alternate director to act for him during his absence for a period of not less than 3 (three) months. The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called “the Original Director”) (subject to such person being acceptable to the Chairman) during the Original Director’s absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to the State. If the term of the office of the Original Director is determined before he so returns to the State, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

41. CASUAL VACANCY AND ADDITIONAL DIRECTORS

Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 38. Any Person so appointed as an additional director shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

42. DEBENTURE DIRECTORS

If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares. The trust deed may contain ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any other provisions contained herein.

43. INDEPENDENT DIRECTORS

The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations.

44. EQUAL POWER TO DIRECTOR

Except as otherwise provided in these Articles and the Act, all the Directors of the Company shall have in all matters, equal rights and privileges and shall be subject to equal obligations and duties in respect of the affairs of the Company.

45. NOMINEE DIRECTORS

Whenever the Board enters into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of Section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/ facility agreement. The nominee director representing lenders shall not be required to hold qualification shares. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatsoever. The nominee director shall hold office only so long as any monies remain owed by the Company to such lenders.

The nominee director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders.

Provided that if any such nominee director is an officer of any of the lenders, the sittings fees in relation to such nominee director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders.

Any expenditure that may be incurred by the lenders or the nominee director in connection with the appointment or directorship shall be borne by the Company.

The nominee director so appointed shall be a member of the project management sub- committee, audit sub-committee and other sub-committees of the Board, if so desired by the lenders.

The nominee director shall be entitled to receive all notices, agenda, etc. and to attend all general meetings and Board meetings and meetings of any committee(s) of the Board of which he is a member and to receive all notices, agenda and minutes, etc. of the said meeting.

If at any time, the nominee director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders may depute an observer to attend the meeting. The expenses incurred by the lenders in this connection shall be borne by the Company.

46. NO QUALIFICATION SHARES FOR DIRECTORS

A Director shall not be required to hold any qualification shares of the Company.

47. REMUNERATION OF DIRECTORS

(a) Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act.

Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him.

(b) The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to Section 197 of the Act.

All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any financial year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors if the same is made within the prescribed limits under the Act for payment of sitting fees with approval of Central Government. Notwithstanding anything contained in this article, the Independent Directors shall not be eligible to receive any stock options.

48. SPECIAL REMUNERATION FOR EXTRA SERVICES RENDERED BY A DIRECTOR

If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.

49. TRAVEL EXPENSES OF DIRECTORS

The Board may allow and pay to any Director, who is not a bona fide resident of the place where the meetings of the Board/Committee meetings are ordinarily held; and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for travelling, lodging and/ or other expenses, in addition to his fee for attending such Board / Committee meetings as above specified; and if any Director be called upon to go or reside out of his ordinary place of his residence on the Company’s business, he shall be entitled to be repaid and reimbursed travelling and other expenses incurred in connection with the business of the Company in accordance with the provisions of the Act.

50. CONTINUING DIRECTORS

The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 38 hereof, the continuing Directors not being less than two may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.

51. VACATION OF OFFICE BY DIRECTOR

(a) Subject to relevant provisions of Sections 164, 167 and 188 of the Act, the office of a Director, shall *ipso facto* be vacated if:

(i) he is found to be of unsound mind by a court of competent jurisdiction; or

(ii) he applies to be adjudicated an insolvent and his application is pending; or

(iii) he is an undischarged insolvent; or

(iv) he is convicted by a court of any offence involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than 6 (six) months and a period of five years has not elapsed from the date of expiry of the sentence; or

(v) an order disqualifying him for appointment as a director has been passed by a court or tribunal and order is in force; or

(vi) he fails to pay any calls made on him in respect of shares of the Company held by him whether alone or jointly with others, within 6 (six) months from the date fixed for the payment of such call, unless the Central Government has by notification in the Official Gazette removed the disqualification incurred by such failure; or

(vii) he absents himself from all the meetings of the Board of Directors held during a period of 12 (twelve) months with or without seeking leave of absence of the Board;

(viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; or

(ix) he has not complied with the provisions of Section 165(1) of the Act; or

(x) he acts in contravention of Section 184 of the Act; or

(xi) he is removed in pursuance of Section 169 of the Act; or

(xii) he is disqualified under Section 164(2) of the Act.

Subject to the applicable provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Board and such resignation shall become effective upon its acceptance by the Board.

52. RELATED PARTY TRANSACTIONS

(a) Except with the consent of the Board or the Shareholders, as may be required in terms of the provisions of section 188 of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement with a ‘related party’ with respect to:

(i) sale, purchase or supply of any goods or materials;

(ii) selling or otherwise disposing of, or buying, property of any kind;

(iii) leasing of property of any kind;

(iv) availing or rendering of any services;

(v) appointment of any agent for purchase or sale of goods, materials, services or property;

(vi) such related party’s appointment to any office or place of profit in the company, its subsidiary company or associate company; and

(vii) underwriting the subscription of any securities or derivatives thereof, of the company:

(b) Subject to provisions of Section 188 of the Act, no Shareholder of the Company shall vote on such Resolution, to approve any contract or arrangement which may be entered into by the Company, if such Shareholder is a related party.

(c) Nothing in this Article shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis

(d) The Director, so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.

(e) The terms "office of profit" and "arm's length basis" shall have the meaning ascribed to them under Section 188 of the Act.

(f) The term 'related party' shall have the same meaning as ascribed to it under the Act.

(g) The compliance of the Companies (Meetings of Board and its Powers) Rules, 2014 shall be made for the aforesaid contracts and arrangements.

53. DISCLOSURE OF INTEREST

(a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Act; Provided that it shall not apply to any contract or arrangement entered into or to be entered into between two companies or between one or more companies and one or more bodies corporate where any of the directors of the one company or body corporate or two or more of them together holds or hold not more than two per cent. of the paid-up share capital in the other company or the body corporate A general notice given to the Board by the Director, to the effect that he is a director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the Financial Year in which it is given but may be renewed for a further period of one Financial Year at a time by a fresh notice given in the last month of the Financial Year in which it would have otherwise expired. No such general notice, and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

(b) No Director shall as a Director, take any part in the discussion of, vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however that nothing herein contained shall apply to:-

(i) any contract or indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company;

(ii) any contract or arrangement entered into or to be entered into with a public company or a private company which is subsidiary of a public company in which the interest of the Director consists solely,

1. in his being -

I. a director of such company, and

II. the holder of not more than shares of such

number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by this Company, or

2. in his being a shareholder holding not more than 2 (two) per cent of its Paid-up Share Capital.

Subject to the provisions of Section 188 of the Act and other applicable provisions, if any, of the Act, any Director of the Company, any partner or relative of such Director, any firm in which such Director or a relative of such Director is a partner, any private company of which such Director is a director or member, and any director or manager of such private company, may hold any office or place of profit in the Company.

(c) The Company shall keep a Register in accordance with Section 189 of the Act and shall within the time specified therein enter therein such of the particulars as may be. The Register aforesaid shall also specify, in relation to each Director of the Company, the names of the bodies corporate and firms of which notice has been given by him under Article 53(a). The Register shall be kept at the Office of the Company and shall be open to inspection at such Office, and extracts may be taken therefrom and copies thereof may be required by any Shareholder of the Company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.

(d) A Director may be or become a Director of any Company promoted by the Company, or on which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as director or shareholder of such Company except in so far as Section 188 or Section 197 of the Act as may be applicable.

54. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that Directors appointed as Independent Director(s) under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

55. PROCEDURE, IF PLACE OF RETIRING DIRECTORS IS NOT FILLED UP

(a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.

(b) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:-

(i) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;

(ii) retiring Director has, by a notice in writing addressed to the Company or its Board , expressed his unwillingness to be so reappointed;

(iii) he is not qualified or is disqualified for appointment; or

(iv) a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act.

56. COMPANY MAY INCREASE OR REDUCE THE NUMBER OF DIRECTORS.

Subject to Article 38 and Sections 149, 152 and 164 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may, (subject to the provisions of Section 169 of the Act), remove any Director before the expiration of his period of office and appoint another qualified in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

57. REGISTER OF DIRECTORS ETC.

(a) The Company shall keep at its Office, a Register containing the particulars of its Directors, Managing Directors, Manager, Secretaries and other Persons mentioned in Section 170 of the Act and shall otherwise comply with the provisions of the said Section in all respects.

(b) The Company shall in respect of each of its Directors also keep at its Office a Register, as required by Section 170 of the Act, and shall otherwise duly comply with the provisions of the said Section in all respects.

58. DISCLOSURE BY DIRECTOR OF APPOINTMENT TO ANY OTHER BODY CORPORATE.

Every Director shall in accordance with the provisions of Companies (Meeting of Board and its Powers) Rules, 2014 shall disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals by giving a notice in accordance with such rules.

59. MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the provisions of Section 196, 197 and 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full time employee of the Company as Managing Director/ whole time director or executive director or manager of the Company. The Managing Director(s) or the whole time director(s) manager or executive director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company and subject to the applicable provisions of the Act and these Articles, the Board shall vest in such Managing Director/s or the whole time director(s) or manager or executive director(s), as the case may be, all the powers vested in the Board generally. The remuneration of a Managing Director/ whole time director or executive director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act. Board, subject to the consent of the shareholders of the Company shall have the power to appoint Chairman of the Board as the Managing Director / whole time director or executive director of the Company.

60. PROVISIONS TO WHICH MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER ARE SUBJECT

Notwithstanding anything contained herein, a Managing Director(s) / whole time director(s) / executive director(s) / manager shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s) / whole time director(s) / executive director(s) / manager, and if he ceases to hold the office of a Managing Director(s) / whole time director(s) / executive director(s)/ manager he shall ipso facto and immediately cease to be a Director.

61. REMUNERATION OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

The remuneration of the Managing Director(s) / whole time director(s) / executive director(s) / manager shall (subject to Sections 196, 197 and 203 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.

62. POWER AND DUTIES OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the superintendence, control and direction of the Board, the day- to-day management of the Company shall be in the hands of the Managing Director(s)/ whole time director(s) / executive director(s)/ manager s in the manner as deemed fit by the Board and subject to the applicable provisions of the Act, and these Articles, the Board may by resolution vest any such Managing Director(s)/ whole time director(s) / executive director(s)/ manager with such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to the applicable provisions of the Act, and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

63. POWER TO BE EXERCISED BY THE BOARD ONLY BY MEETING

The Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board: -

(a) to make calls on Shareholders in respect of money unpaid on their shares;

(b) to authorise buy-back of securities under Section 68 of the Act;

(c) to issue securities, including debentures, whether in or outside India;

(d) to borrow money(ies);

(e) to invest the funds of the Company;

(f) to grant loans or give guarantee or provide security in respect of loans;

(g) to approve financial statements and the Board's report;

(h) to diversify the business of the Company;

(i) to approve amalgamation, merger or reconstruction;

(j) to take over a company or acquire a controlling or substantial stake in another company;

(k) fees/ compensation payable to non-executive directors including independent directors of the Company; and

(l) any other matter which may be prescribed under the Act, Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations.

The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified in sub clauses (d) to (f) above.

The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the provisions of section 180 of the Act.

In terms of Section 180 of the Act, the Board may exercise the following powers subject to receipt of consent by the Company by way of a Special Resolution:

(a) to sell, lease or otherwise dispose of the whole or substantial part of the undertaking of the Company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings;

(b) to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business; and

(c) any such other matter as may be prescribed under the Act, the SEBI Listing Regulations and other applicable provisions of Law.

64. PROCEEDINGS OF THE BOARD OF DIRECTORS

(a) Board Meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings every year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings. Meetings shall be held at the Registered Office, or such a place as may be decided by the Board.

(b) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audio visual means. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.

(c) The Company Secretary or any other Director shall, as and when directed by the Chairman or a Director convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014.

(d) The Board may meet either at the Office of the Company, or at any other location in India or outside India as the Chairman or Director may determine.

(e) At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances.

(f) At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.

65. QUORUM FOR BOARD MEETING

(a) *Quorum for Board Meetings*

Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength or two directors, whichever is higher, and the presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum.

If any duly convened Board Meeting cannot be held for want of a quorum, then such a meeting shall automatically stand adjourned for 7 (seven) days after the original meeting at the same time and place, or if that day is a national holiday, on the succeeding day which is not a public holiday to the same time and place. Provided however, the adjourned meeting may be held on such other date and such other place as may be unanimously agreed to by all the Directors in accordance with the provisions of the Act.

(b) If in the event of a quorum once again not being available at such an adjourned meeting, the Directors present shall constitute the quorum and may transact business for which the meeting has been called.

66. QUESTIONS AT THE BOARD MEETINGS HOW DECIDED

(a) Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.

(b) No regulation made by the Company in General Meeting, shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.

67. ELECTION OF CHAIRMAN OF BOARD

(a) The Board may elect a chairman of its meeting and determine the period for which he is to hold office.

(b) If no such chairman is elected, or at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairman of the meeting.

68. POWERS OF THE BOARD

Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law: -

(a) The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorised to exercise and do under the applicable provisions of the Act or by the memorandum and articles of association of the Company.

(b) The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

(c) Provided that the Board shall not, except with the consent of the Company by a Special Resolution:-

(i) Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. The term ‘undertaking’ and the expression ‘substantially the whole of the undertaking’ shall have the meaning ascribed to them under the provisions of Section 180 of the Act;

(ii) Remit, or give time for repayment of, any debt due by a Director;

(iii) Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and

(iv) Borrow money(ies) where the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of businesses), will exceed the aggregate of the paid-up capital of the Company and its free reserves.

69. COMMITTEES AND DELEGATION BY THE BOARD

(a) The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.

(b) Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

(c) The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article.

(d) The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the SEBI Listing Regulations, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.

70. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING INFORMAL APPOINTMENT

All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director . Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

71. PASSING OF RESOLUTION BY CIRCULATION

Subject to section 175 of the Act, no resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members of the Committee, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

72. MINUTES OF THE PROCEEDINGS OF THE MEETING OF THE BOARD

(a) The Company shall prepare minutes of each Board Meeting and the entries thereof in books kept for that purpose with their pages consecutively numbered. Such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting.

(b) The Company shall circulate the minutes of the meeting to each Director within 7 (seven) Business Days after the Board Meeting.

(c) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

(d) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(e) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat and shall also contain: -

(i) all appointments of Officers;

(ii) the names of the Directors present at each meeting of the Board;

(iii) all resolutions and proceedings of the meetings of the Board;

(iv) the names of the Directors, if any, dissenting from, or not concurring in, any resolution passed by the Board.

(f) Nothing contained in sub Articles (a) to (e) above shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting: -

(i) is or could reasonably be regarded as defamatory of any person;

(ii) is irrelevant or immaterial to the proceedings; or

(iii) is detrimental to the interests of the Company.

(g) The Chairman shall exercise absolute discretion in regard to the inclusion or non- inclusion of any matter in the minutes on the ground specified in sub Article (f) above.

(h) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

(i) The minutes kept and recorded under this Article shall also comply with the provisions of Secretarial Standard 1 issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the Central Government and applicable provisions of the Act and Law.

73. REGISTER OF CHARGES

The Directors shall cause a proper register to be kept, in accordance with the applicable provisions of the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the applicable provisions of the Act in regard to the registration of mortgages and charges therein specified.

74. CHARGE OF UNCALLED CAPITAL

Where any uncalled capital of the Company is charged as security or other security is created on such uncalled capital, the Directors may authorize, subject to the applicable provisions of the Act and these Articles, making calls on the Shareholders in respect of such uncalled capital in trust for the person in whose favour such charge is executed.

75. SUBSEQUENT ASSIGNS OF UNCALLED CAPITAL

Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charges and shall not be entitled to obtain priority over such prior charge.

76. CHARGE IN FAVOUR OF DIRECTOR FOR INDEMNITY

If the Director or any person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed, any mortgage, charge or security over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other persons so becoming liable as aforesaid from any loss in respect of such liability.

77. OFFICERS

(a) The Company shall have its own professional management and such officers shall be appointed from time to time as designated by its Board. The officers of the Company shall serve at the discretion of the Board.

(b) The officers of the Company shall be responsible for the implementation of the decisions of the Board, subject to the authority and directions of the Board and shall conduct the day to day business of the Company.

(c) The officers of the Company shall be the Persons in charge of and responsible to the Company for the conduct of the business of the Company and shall be concerned and responsible to ensure full and due compliance with all statutory laws, rules and regulations as are required to be complied with by the Company and/or by the Board of the Company.

(d) Qualified experienced managerial and marketing executives and other officers shall be appointed for the operation and conduct of the business of the Company.

(e) The Board shall appoint with the approval of the Chairman, the President and/or Chief Executive Officer and/or Chief Operating Officer of the Company, as well as persons who will be appointed to the posts of senior executive management.

78. THE SECRETARY

(a) Subject to the provisions of Section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may confer upon the Secretary so appointed any powers and duties as are not by the Act or by these Articles required to be exercised by the Board and may from time to time revoke, withdraw, alter or vary all or any of them. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company.

(b) The Secretary shall be an individual responsible to ensure that there shall be no default, non-compliance, failure, refusal or contravention of any of the applicable provisions of the Act, or any rules, regulations or directions which the Company is required to conform to or which the Board of the Company are required to conform to and shall be designated as such and be the officer in default.

79. DIRECTORS' & OFFICERS' LIABILITY INSURANCE

Subject to the provisions of the Act and Law, the Company shall procure, at its own cost, comprehensive directors and officers liability insurance for each Director which shall not form a part of the remuneration payable to the Directors in the circumstances described under Section 197 of the Act: -

(a) on terms approved by the Board;

(b) which includes each Director as a policyholder;

(c) is from an internationally recognised insurer approved by the Board; and

(d) for a coverage for claims of an amount as may be decided by the Board, from time to time.

80. SEAL

(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board, previously given.

(b) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two (2) directors and of the secretary or such other person as the Board may appoint for the purpose; and those two (2) directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

81. ACCOUNTS

(a) The Company shall prepare and keep at the Office books of accounts or other relevant books and papers and financial statements for every financial year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, and explain the transactions effected both at the Office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

(b) Where the Board decides to keep all or any of the books of account at any place other than the Office, the Company shall, within 7 (seven) days of the decision, file with the Registrar, a notice in writing giving the full address of that other place. The Company may also keep such books of accounts or other relevant papers in electronic mode in accordance with the provisions of the Act.

(c) The Company shall preserve in good order the books of account relating to a period of not less than eight years preceding the current year.

(d) When the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to dates at intervals of not more than three months, are sent by the branch office to the Company at its office or at the other place in India, at which the Company's books of account are kept as aforesaid.

(e) No Shareholder (not being a Director) shall have any right of inspecting any account or books or documents of the Company except specified under the Act and Law.

(f) In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a 'Board's report' which shall include:

(i) the web address, where annual return referred to in sub-section (3) of section 92 has been placed;

(ii) number of meetings of the Board;

(iii) Directors' responsibility statement as per the provisions of Section 134 (5) of the Act;

(iv) details in respect of frauds reported by auditors under sub-section (12) of section 143 other than those which are reportable to the Central Government

(v) a statement on declaration given by Independent Directors under sub-section (6) of Section 149 of the Act;

(vi) in the event applicable, as specified under sub-section (1) of Section 178 of the Act, Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 of the Act;

(vii) explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made-

1. by the auditor in his report; and

2. by the company secretary in practice in his secretarial audit report;

(viii) particulars of loans, guarantees or investments under Section 186 of the Act;

(ix) particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 in the prescribed form;

(x) the state of the company's affairs; the amounts, if any, which it proposes to carry to any reserves;

(xi) the amount, if any, which it recommends should be paid by way of Dividends;

(xii) material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report;

(xiii) the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed;

(xiv) a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company;

(xv) the details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year;

(xvi) a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors; and

(xvii) such other matters as may be prescribed under the Law, from time to time.

(g) All the aforesaid books shall give a fair and true view of the affairs of the Company or its branch office, as the case may be, with respect to the matters herein and explain its transactions.

82. AUDIT AND AUDITORS

(a) Auditors shall be appointed and their rights and duties shall be regulated in accordance with Sections 139 to 147 of the Act and as specified under Law.

(b) Every account of the Company when audited shall be approved by a General Meeting and shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and henceforth shall be conclusive.

(c) Every balance sheet and profit and loss account shall be audited by one or more Auditors to be appointed as hereinafter set out.

(d) The Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until conclusion of the next Annual General Meeting and every Auditor so appointed shall be intimated of his appointment within 7 (seven) days.

(e) Where at an Annual General Meeting, no Auditors are appointed, the Central Government may appoint a person to fill the vacancy and fix the remuneration to be paid to him by the Company for his services.

(f) The Company shall within 7 (seven) days of the Central Government's power under sub clause (b) becoming exercisable, give notice of that fact to the Government.

(g) The Directors may fill any casual vacancy in the office of an Auditor but while any such vacancy continues, the remaining auditors (if any) may act. Where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.

(h) A person, other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution of appointment of that person to the office of Auditor has been given by a Shareholder to the Company not less than 14 (fourteen) days before the meeting in accordance with Section 115 of the Act, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the Shareholders in accordance with provisions of Section 115 of the Act and all the other provision of Section 140 of the Act shall apply in the matter. The provisions of this sub-clause shall also apply to a resolution that a retiring auditor shall not be re-appointed.

(i) The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.

(j) None of the persons mentioned in Section 141 of the Act as are not qualified for appointment as auditors shall be appointed as Auditors of the Company.

83. AUDIT OF BRANCH OFFICES

The Company shall comply with the applicable provisions of the Act and the Companies (Audit and Auditor) Rules, 2014 in relation to the audit of the accounts of branch offices of the Company.

84. REMUNERATION OF AUDITORS

The remuneration of the Auditors shall be fixed by the Company as authorized in General Meeting from time to time in accordance with the provisions of the Act and the Companies (Audit and Auditor) Rules, 2014.

85. DOCUMENTS AND NOTICES

(a) A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by electronic mode or by sending it by post to him to his registered address.

(b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.

(c) A document or notice may be given or served by the Company to or on the joint-holders of a Share by giving or serving the document or notice to or on the joint-holder named first in the Register of shareholders in respect of the Share.

(d) Every person, who by operation of Law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his title to such Share.

(e) Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed.

(f) 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

(g) All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office.

(h) Where a Document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a shareholder has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each shareholder an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfill all conditions required by Law, in this regard.

86. SHAREHOLDERS TO NOTIFY ADDRESS IN INDIA

Each registered Shareholder from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

87. SERVICE ON SHAREHOLDERS HAVING NO REGISTERED ADDRESS

If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

88. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF SHAREHOLDERS

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Shareholders by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

89. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS

Subject to the applicable provisions of the Act and these Articles, notice of General Meeting shall be given:

(i) To the Shareholders of the Company as provided by these Articles.

(ii) To the persons entitled to a share in consequence of the death or insolvency of a Shareholder.

(iii) To the Auditors for the time being of the Company; in the manner authorized by as in the case of any Shareholder of the Company.

90. NOTICE BY ADVERTISEMENT

Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated.

91. DIVIDEND POLICY

(a) The profits of the Company, subject to any special rights relating thereto being created or authorised to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such Share to an apportioned amount of such Dividend as from the date of payment.

(b) Subject to the provisions of Section 123 of the Act the Company in General Meeting may declare Dividends, to be paid to Shareholders according to their respective rights and interests in the profits. No Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof.

(c) (i) No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both provided that: -

1. if the Company has not provided for depreciation for any previous Financial Year or years it shall, before declaring or paying a Dividend for any Financial Year provide for such depreciation out of the profits of that Financial Year or out of the profits of any other previous Financial Year or years, and

2. if the Company has incurred any loss in any previous Financial Year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the Dividend is proposed to be declared or paid or against the profits of the Company for any previous Financial Year or years arrived at in both cases after providing for depreciation in accordance with the provisions of Section 123 of the Act or against both.

(ii) The declaration of the Board as to the amount of the net profits shall be conclusive.

(d) The Board may, from time to time, pay to the Shareholders such interim Dividend as in their judgment the position of the Company justifies, in accordance with the Act.

(e) Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a right to participate in profits or Dividend.

(f) (i) Subject to the rights of Persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof Dividend is paid but if and so long as nothing is Paid upon any shares in the Company, Dividends may be declared and paid according to the amount of the shares.

(ii) No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of this regulation as paid on shares.

(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 shares are issued on terms providing that it shall rank for Dividend as from a particular date such shares shall rank for Dividend accordingly.

(g) Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon shares in respect of any Person, until such Person shall have become a Shareholder, in respect of such shares or until such shares shall have been duly transferred to him.

(h) Any one of several Persons who are registered as the joint-holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or bonus or sale proceeds of fractional certificates or other money(ies) payable in respect of such shares.

(i) Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his Share(s), whilst any money may be due or owing from him to the Company in respect of such Share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company.

(j) Subject to Section 126 of the Act, a transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.

(k) Unless otherwise directed any Dividend may be paid by cheque or warrant or by a pay slip or receipt (having the force of a cheque or warrant) and sent by post or courier or by any other legally permissible means to the registered address of the Shareholder or Person entitled or in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent and in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any Dividend lost to a Shareholder or Person entitled thereto, by a forged endorsement of any cheque or warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If 2 (two) or more Persons are registered as joint-holders of any Share(s) any one of them can give effectual receipts for any money(ies) payable in respect thereof. Several Executors or Administrators of a deceased Shareholder in whose sole name any Share stands shall for the purposes of this Article be deemed to be joint-holders thereof.

(l) No unpaid Dividend shall bear interest as against the Company.

(m) Any General Meeting declaring a Dividend may on the recommendation of the Board, make a call on the Shareholders of such amount as the Meeting fixes, but so that the call on each Shareholder shall not exceed the Dividend payable to him, and so that the call will be made payable at the same time as the Dividend; and the Dividend may, if so arranged as between the Company and the Shareholders, be set-off against such calls.

(n) Notwithstanding anything contained in this Article, the dividend policy of the Company shall be governed by the applicable provisions of the Act and Law.

(o) The Company may pay dividends on shares in proportion to the amount paid-up on each Share in accordance with Section 51 of the Act.

92. UNPAID OR UNCLAIMED DIVIDEND

(a) If the Company has declared a Dividend but which has not been paid or claimed within 30 (thirty) days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank or private sector bank, to be called "Quality Power Electrical Equipments Limited Unpaid Dividend Account".

(b) The Company shall, within a period of 90 (ninety) days of making any transfer of an amount under sub – section (a) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the Company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed.

(c) If any default is made in transferring the total amount referred to in sub – section (a) or any part thereof to the Unpaid Dividend Account of the Company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of 12 (twelve) per cent per annum and the interest accruing on such amount shall ensure to the benefit of the members of the Company in proportion to the amount remaining unpaid to them.

(d) Any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund" and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer.

(e) No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.

93. CAPITALIZATION OF PROFITS

The Company in General Meeting may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution, and

(b) that such sum be accordingly set free from distribution in the manner specified herein below as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.

(c) The sum aforesaid shall not be paid in cash but shall be applied either in or towards:

(i) paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively;

(ii) paying up in full, un-issued shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Shareholders in the proportions aforesaid; or

(iii) partly in the way specified in sub-article (i) and partly in the way specified in sub-article (ii).

(d) A share premium account may be applied as per Section 52 of the Act, and a capital redemption reserve account may, duly be applied in paying up of unissued shares to be issued to Shareholders of the Company as fully paid bonus shares.

94. RESOLUTION FOR CAPITALISATION OF RESERVES AND ISSUE OF FRACTIONAL CERTIFICATE

(a) The Board shall give effect to a Resolution passed by the Company in pursuance of this regulation.

(b) Whenever such a Resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares or Securities, if any; and

(ii) generally do all acts and things required to give effect thereto.

(c) The Board shall have full power:

(iii) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fraction; and

(iv) to authorize any person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the allotment to such Shareholders, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.

(d) Any agreement made under such authority shall be effective and binding on all such shareholders.

95. DISTRIBUTION OF ASSETS IN SPECIE OR KIND UPON WINDING UP

(a) If the company shall be wound up , the Liquidator may, with the sanction of a special Resolution of the company and any other sanction required by the Act divide amongst the shareholders, in specie or kind the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the shareholders or different classes of shareholders.

96. DIRECTOR'S AND OTHER'S RIGHTS TO INDEMNITY

Subject to the provisions of Section 197 of the Act, every Director, Manager and other officer or employee of the company shall be indemnified by the company against any liability incurred by him and it shall be the duty of the Directors to pay out the funds of the company all costs, losses and expenses which any director, Manager, officer or employee may incur or become liable to by reason of any contract entered into by him on behalf of the company or in any way in the discharge of his duties and in particular, and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, Manager, Officer or employee in defending any proceedings Whether civil or criminal in which judgement is given in his favour or he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the company and have priority as between the shareholders over all the claims.

97. DIRECTOR'S ETC. NOT LIABLE FOR CERTAIN ACTS

Subject to the relevant provision of the Act, no Director, Manager, Officer or Employee of the company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager, Officer or employee or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of any security in or upon which any of the monies of the company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgement or oversight on his part , or for any other loss ,damage or misfortune whatsoever which shall happen in the execution thereof unless the same shall happen through negligence, default, misfeasance, breach of duty or breach of trust. Without prejudice to the generality foregoing it is hereby expressly declared that any filing fee payable or any document required to be filed with the registrar of the companies in respect of any act done or required to be done by any Director or other officer by reason of his holding the said office shall be paid and borne by the company.

98. INSPECTION BY SHAREHOLDERS

The register of charges, register of investments, register of shareholders, books of accounts and the minutes of the meeting of the board and shareholders shall be kept at the office of the company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection of any shareholder without charge. In the event such shareholder conducting inspection of the abovementioned documents requires extracts of the same, the company may charge a fee which shall not exceed Rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of law.

99. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

(a) The shareholders shall vote for all the equity shares owned or held on record by such shareholders at any annual or extraordinary General meeting of the company in accordance with these Articles.

(b) The shareholders shall not pass any resolution or take any decision which is contrary to any of the terms of these Articles.

(c) The Articles of the company shall not be amended unless the votes cast in favourss of the resolution, whether on a show of hands, or electronically or on a poll, as the case may be, by members who, being entitled so to do, vote in person or by proxy or by postal ballot, are required to be not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting.

100. SECRECY

No shareholder shall be entitled to inspect the company's work without permission of the managing Director/Directors or 10 require discovery of any information respectively any details of company’s trading or any matter which is or may be in the nature of a trade secret**,** history of trade or secret process which may be related to the conduct of the business of the company and which in1c opinion of the managing Directors will be inexpedient in the interest of the shareholders of the company to communicate to the public.

101. DUTIES OF THE OFFICER TO OBSERVE SECRECY

Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, members of the cornmiuec, officer, servant. agent, accountant or other persons employed in the business of the company shall, if so required by the Director before entering upon his duties, or any time during his tent1 of orlice. sign a declaration pledging himself to observe secrecy relating to all transactions of the company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not reveal any or such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors, or by resolution of the company in the general meeting or by a court or law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law. Nothing herein contained shall affect the powers of the Central Government or any officer appointed by the government to require or to hold an investigation into the company's affair.

SECTION XI – 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 was attached to the copy of the Red Herring Prospectus and this Prospectus which was filed with the RoC and was also be available on the website of the Company at <u>https://qualitypower.com/ipo-2/,</u> from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date. Copies of the abovementioned contracts and the documents for inspection referred to hereunder, were made available for inspection at our Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date).

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

A. Material contracts for the Offer

1. Offer Agreement dated September 16, 2024, entered into between our Company, the Promoter Selling Shareholder and the BRLM.

2. Amendment to the Offer Agreement dated January 24, 2025, entered into between our Company, the Promoter Selling Shareholder and the BRLM.

3. Registrar Agreement dated September 16, 2024, entered into between our Company, the Promoter Selling Shareholder and the Registrar to the Offer.

4. Amendment to the Registrar Agreement dated January 24, 2025, entered into between our Company, the Promoter Selling Shareholder and the Registrar to the Offer.

5. Cash Escrow and Sponsor Bank(s) Agreement dated February 6, 2025 entered into between our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the Syndicate Members, the BRLM, the Escrow Collection Bank(s), the Sponsor Bank(s), Public Offer Bank(s) and the Refund Bank(s).

6. Share Escrow Agreement dated February 6, 2025 entered into between the Promoter Selling Shareholder, our Company and the Share Escrow Agent.

7. Syndicate Agreement dated February 6, 2025 entered into between our Company, the Promoter Selling Shareholder, the BRLM, the Syndicate Members and the Registrar.

8. Monitoring Agency Agreement dated February 6, 2025 entered into between our Company and the Monitoring Agency.

9. Underwriting Agreement dated February 19, 2025 entered into between our Company, the Promoter Selling Shareholder and the Underwriters.

B. Material documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company, as amended from time to time.

2. Certificate of incorporation dated September 20, 2001, issued to our Company under the name '*Quality Power Electrical Equipments Private Limited*'.

3. Fresh certificate of incorporation dated June 14, 2024, issued by the RoC, consequent to the change of name from '*Quality Power Electrical Equipments Private Limited*' to '*Quality Power Electrical Equipments Limited*', pursuant to conversion into a public limited company.

4. Resolution of the Board of Directors dated August 24, 2024, authorising the Offer and other related matters.

5. Resolution of the Shareholders dated September 10, 2024, authorising the Fresh Issue and other related matters.

6. Resolution of the Board of Directors of our Company dated September 10, 2024, approving the Draft Red Herring Prospectus.

7. Resolution of the Board of Directors of our Company dated February 6, 2025, approving the Red Herring Prospectus.

8. Resolution of the Board of Directors of our Company dated February 20, 2025, approving this Prospectus.

9. Resolution dated February 20, 2025, passed by Audit Committee approving the key performance indicators of our Company.

10. Certificates dated February 20, 2025 from Kishor Gujar & Associates, Chartered Accountants, certifying the (i) basis for offer price; (ii) Weighted average cost of acquisition per Equity Share for the Promoters and the Promoter Selling Shareholder (including data on weighted average cost of acquisition of all Equity Shares transacted in the preceding one year, 18 months and three years from the date of this Prospectus, Average cost of acquisition of Equity Shares of our Promoters and the Promoter Selling Shareholder, Details of price at which specified securities were acquired by the Promoters, members of the Promoter Group, Promoter Selling Shareholder and Shareholders with special rights in the last three years preceding the date of this Prospectus); and (iii) key performance indicators.

11. Consent letter from the Promoter Selling Shareholder dated January 15, 2025 in relation to the Offer for Sale, as detailed in the *"Other Regulatory and Statutory Disclosures – Authority of the Offer"* on page 338.

12. Report titled "*Research Report on Energy Transition Equipments and Power Technologies Industry*" dated January 20, 2025, issued by CARE pursuant to an engagement letter dated January 13, 2024, entered into with our Company.

13. Consent letter dated January 20, 2025, issued by CARE with respect to the report titled "*Research Report on Energy Transition Equipments and Power Technologies Industry*" dated January 20, 2025.

14. Takeover deed dated February 10, 2022, between Deepak Balaram and our Company.

15. Shares Sale deed dated January 22, 2019, entered into between Mohamad Yusuf Kunju, Safia Mohamed Kunju, Shaji Yusuf Kunju, Sheeja Yusuf Kunju and our Company.

16. Share purchase agreement dated April 25, 2024, between Mehru Electrical and Mechanical Engineers Private Limited Sudhir Prakash Sharma, Asha Sharma, Sandeep Prakash Sharma, Mandeep Prakash Sharma, Monica Sharma and our Company.

17. Independent valuation report issued by M/s Awati & Associates dated August 17, 2024, which was obtained by our Company for the acquisition of shares of Mehru Electrical and Mechanical Engineers Private Limited.

18. Independent valuation report issued by MECC Associates dated August 20, 2016, which was obtained by our Company pursuant to the Share Sales Deed entered into by our Company and S&S Transformers & Accessories Private Limited.

19. Our Company has received the written consent dated February 20, 2025, from Kishor Gujar & Associates, Chartered Accountants to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus and as an "Expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated January 1, 2025, on our Restated Consolidated Financial Information; (ii) their report dated February 6, 2025, on the statement of special tax benefits available to our Company and our shareholders, our material subsidiary under the applicable tax laws in India in this Prospectus; and (iii) report dated January 7, 2025, on the Pro Forma Consolidated Financial Information and such consent has not been withdrawn as on the date of this Prospectus.

20. Written consent dated January 9, 2025, from S. Singhal & Co., Chartered Accountants to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus and as an "Expert" as defined under section 2(38) of the Companies Act, 2013 in respect of their report dated December 23, 2024, on the Audited Financial Statements for Mehru Electrical and Mechanical Engineers Private Limited for six-month period ended September 30, 2024, the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.

21. The examination report dated January 1, 2025, from our Statutory Auditors on our Restated Consolidated Financial Information.

22. Written consent dated February 20, 2025, from Aditya Patil & Co., the practicing company secretary, to include their name as an 'expert' as defined under Section 2(38) of the Companies Act.

23. Written consent dated February 20, 2025, from Satish P. Kulkarni, the independent chartered engineer, to include its name as an 'expert' as defined under Section 2(38) of the Companies Act.

24. Copies of annual reports of our Company for the Fiscals 2024, 2023 and 2022.

25. Consent of our Directors, the Promoter Selling Shareholder, the BRLM, the legal counsel to the Company, Registrar to the Offer, Syndicate Members, Monitoring Agency, Banker(s) to the Offer, Bankers to our Company, and Company Secretary and Compliance Officer, as referred to in their specific capacities.

26. Tripartite agreement dated December 22, 2023, amongst our Company, NSDL and the Registrar to the Offer.

27. Tripartite agreement dated June 5, 2024, amongst our Company, CDSL and the Registrar to the Offer.

28. Due diligence certificate dated September 16, 2024, addressed to SEBI from the BRLM.

29. In-principle listing approvals each dated November 19, 2024, issued by BSE and NSE, respectively.

30. SEBI observation letter dated December 27, 2024.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

Thalavaidurai Pandyan

Designation: Chairman and Managing Director

Place: Sangli

Date: February 20, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

Chitra Pandyan

Designation: Whole Time Director

Place: Sangli

Date: February 20, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

____

Bharanidharan Pandyan

Designation: Joint Managing and Whole-time Director

Place: Sangli

Date: February 20, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

Mahesh Vitthal Saralaya

Designation: Whole Time Director

Place: Sangli

Date: February 20, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

____

Pournima Suresh Kulkarni

Designation: Independent Director

Place: Kolhapur

Date: February 20, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

Rajendra Sheshadri Iyer

Designation: Independent Director

Place: Pune

Date: February 20, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

____

Shailesh Kumar Mishra

Designation: Independent Director

Place: New Delhi

Date: February 20, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

____

Sadayandi Ramesh

Designation: Independent Director

Place: Chennai

Date: February 20, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

Rajesh Jayaraman

Designation: Chief Financial Officer

Place: Sangli

Date: February 20, 2025

DECLARATION BY THE PROMOTER SELLING SHAREHOLDER

I, Chitra Pandyan, hereby confirm that all statements and undertakings specifically made or confirmed by me in this Prospectus about and in relation to me as a Promoter Selling Shareholder and the Equity Shares offered by me through the Offer for Sale, are true and correct. I assume no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other person(s) in this Prospectus.

SIGNED BY

Chitra Pandyan

Place: Sangli

Date: February 20, 2025