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LALBABA ENGINEERING LIMITED
CORPORATE IDENTITY NUMBER: U30204WB2006PLC110060

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Kashberia, Bardhanyaghata Debhog, Haldia, East Midnapore, Midnapore – 721 657, West Bengal, India.	1 st Floor, 27 Shakespeare Sarani, Kolkata – 700 017, West Bengal, India	Anatha B Chakrabartty (Company Secretary and Compliance Officer)	Email: investorrelations@lalbabagroup.com Telephone: + 91 33 22879256	https://lalbabagroup.com/

OUR PROMOTERS: LBIC ENGINEERING PRIVATE LIMITED, KISHAN DHANUKA, AMIT DHANUKA, NIKUNJ DHANUKA AND NISHIT DHANUKA

DETAILS OF OFFER TO THE PUBLIC

TYPE	FRESH ISSUE SIZE***	OFFER FOR SALE SIZE	TOTAL OFFER SIZE***	ELIGIBILITY AND SHARE RESERVATION AMONG QUALIFIED INSTITUTIONAL BUYERS, NON-INSTITUTIONAL BIDDERS AND RETAIL INDIVIDUAL BIDDERS
Fresh Issue and Offer for Sale	[●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 6,300.00 million	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹3,700.00 million	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 10,000.00 million	This Offer is being made in compliance with Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ SEBI ICDR Regulations ”). For further details, see “ <i>Other Regulatory and Statutory Disclosures – Eligibility for the Offer</i> ” on page 423. For details of share reservation among Qualified Institutional Buyers (“ QIBs ”), Non-Institutional Bidders (“ NIBs ”) and Retail Individual Bidders (“ RIBs ”), see “ <i>Offer Structure</i> ” on page 446.

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

NAME OF THE SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OFFERED (UP TO) / AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE ⁽¹⁾ (IN ₹)
LBIC Engineering Private Limited	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹1,250.00 million	6.38
Kishan Dhanuka	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹950.00 million	2.90
Amit Dhanuka	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹150.00 million	9.12
Nikunj Dhanuka	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹300.00 million	7.23
Nishit Dhanuka	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹300.00 million	4.71
Kishan Dhanuka & Sons HUF	Promoter Group Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹750.00 million	5.00

⁽¹⁾ As certified by KASG & Co, Chartered Accountants (FRN: 002228C), pursuant to their certificate dated September 29, 2025.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offering of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares of our Company is ₹ 5 each. The Offer Price, Floor Price and Cap Price (as determined by our Company in consultation with the BRLMs) on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, in accordance with the SEBI ICDR Regulations, as stated under the section titled “*Basis for the Offer Price*” on page 135, 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

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“**SEBI**”), nor

does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to the section titled “Risk Factors” on page 38.

COMPANY’S AND THE SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by them in this Draft Red Herring Prospectus solely in relation to itself and/or Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. However, the Selling Shareholders, assume no responsibility for any other statement including the statements made by or relating to our Company or our Company’s business or any other Selling Shareholder or any other person in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE Limited and National Stock Exchange of India Limited. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC (*as defined hereinafter*) in accordance with Section 32 and Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see “Material Contracts and Documents for Inspection” on page 505.

BOOK RUNNING LEAD MANAGERS

LOGO OF THE BRLM	NAME OF THE BRLM	CONTACT PERSON	TELEPHONE AND EMAIL
 IIFL CAPITAL	IIFL Capital Services Limited (<i>formerly known as IIFL Securities Limited</i>)	Yogesh Malpani/ Dhruv Bhavsar	Telephone: +91 22 4646 4728 E-mail: lalbabaengineering.ipo@iiflcap.com
	Motilal Oswal Investment Advisors Limited	Sankita Ajinkya/Shashank Pisat	Telephone: +91 22 7193 4380 E-mail: lalbaba.ipo@motilaloswal.com
	Nuvama Wealth Management Limited	Pari Vaya	Telephone: +91 22 4009 4400 E-mail: lalbaba.ipo@nuvama.com

REGISTRAR TO THE OFFER

NAME OF THE REGISTRAR	CONTACT PERSON	TELEPHONE AND EMAIL
MUFG Intime India Private Limited (<i>formerly Link Intime India Private Limited</i>)	Shanti Gopalkrishnan	Telephone: +91 8108114949 E-mail: lalbabaengineering.ipo@in.mpms.mufg.com

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	[●]*	BID/OFFER OPENS ON	[●]	BID/OFFER CLOSING ON	[●]**#

*Our Company in consultation with the BRLMs may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

**Our Company in consultation with the BRLMs may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

***Our Company, in consultation with the BRLMs, may consider a further issue of specified securities, aggregating up to ₹ 1,260.00 million, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC (“Pre-IPO Placement”). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”). The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

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

Lalbaba

Engineering

LALBABA ENGINEERING LIMITED

Our Company was initially formed as “Lalbaba Steel Industries Private Limited” at Kolkata, West Bengal as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated June 26, 2006 issued by the Registrar of Companies, West Bengal (“RoC”). The name of our Company was changed to “Lal Baba Seamless Tubes Private Limited” pursuant to a resolution of our Board and Shareholders meeting, both dated January 4, 2007, and a fresh certificate of incorporation consequent upon change of name was issued by the RoC dated January 19, 2007. Subsequently, pursuant to the Composite Scheme of Arrangement, our Company was converted into a public limited company as approved by a resolution of our Board dated December 30, 2024, and a special resolution of our Shareholders dated December 31, 2024 following which the name of our Company was changed to “Lal Baba Seamless Tubes Limited” and the Registrar of Companies, Central Processing Centre issued a fresh certificate of incorporation dated February 11, 2025. Further, the name of our Company was changed to “Lalbaba Engineering Limited” pursuant to a resolution of our Board dated February 12, 2025 and of our Shareholders dated February 25, 2025 and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Central Processing Centre dated March 10, 2025. For further details, see “History and Certain Corporate Matters” on page 243.

Registered Office: Kashberia, Bardhanayaghata Debhog, Haldia, East Midnapore, Midnapore – 721 657, West Bengal, India.

Corporate Office: 1st Floor, 27 Shakespeare Sarani, Kolkata – 700017, West Bengal, India;

Contact Person: Anatha B Chakrabartty, Company Secretary and Compliance Officer; **Telephone:** +91 33 22879256;

E-mail: investorrelations@lalbabagroup.com; **Website:** www.lalbabagroup.com; **Corporate Identity Number:** U30204WB2006PLC110060

OUR PROMOTERS: LBIC ENGINEERING PRIVATE LIMITED, KISHAN DHANUKA, AMIT DHANUKA, NIKUNJ DHANUKA AND NISHT DHANUKA

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH (“EQUITY SHARES”) OF LALBABA ENGINEERING LIMITED (“OUR COMPANY”, “THE COMPANY” OR “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) (“OFFER PRICE”) AGGREGATING UP TO ₹10,000.00 MILLION COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ 6,300.00 MILLION BY OUR COMPANY (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹ 5 EACH AGGREGATING UP TO ₹3,700.00 MILLION (THE “OFFER FOR SALE”) COMPRISING AN OFFER FOR SALE UP TO [●] EQUITY SHARES OF FACE VALUE ₹ 5 EACH AGGREGATING UP TO ₹ 1,250.00 MILLION BY LBIC ENGINEERING PRIVATE LIMITED, UP TO [●] EQUITY SHARES OF FACE VALUE ₹ 5 EACH AGGREGATING UP TO ₹950.00 MILLION BY KISHAN DHANUKA, UP TO [●] EQUITY SHARES OF FACE VALUE ₹ 5 EACH AGGREGATING UP TO ₹ 150.00 MILLION BY AMIT DHANUKA, UP TO [●] EQUITY SHARES OF FACE VALUE ₹ 5 EACH AGGREGATING UP TO ₹ 300.00 MILLION BY NIKUNJ DHANUKA, UP TO [●] EQUITY SHARES OF FACE VALUE ₹ 5 EACH AGGREGATING UP TO ₹ 300.00 MILLION BY NISHT DHANUKA (COLLECTIVELY REFERRED TO AS THE “PROMOTER SELLING SHAREHOLDERS”) AND UP TO [●] EQUITY SHARES OF FACE VALUE ₹ 5 EACH AGGREGATING UP TO ₹ 750.00 MILLION BY KISHAN DHANUKA & SONS HUF (THE “PROMOTER GROUP SELLING SHAREHOLDER”, AND TOGETHER WITH PROMOTER SELLING SHAREHOLDERS, REFERRED TO AS THE “SELLING SHAREHOLDERS” AND SUCH OFFER FOR SALE BY THE SELLING SHAREHOLDERS, THE “OFFER FOR SALE” TOGETHER WITH THE FRESH ISSUE, THE “OFFER”).

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A FURTHER ISSUE OF SPECIFIED SECURITIES, AGGREGATING UP TO ₹ 1,260.00 MILLION, AS MAY BE PERMITTED UNDER THE APPLICABLE LAW, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC (“PRE-IPO PLACEMENT”). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO THE OFFER BEING IN COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED (“SCRR”), THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND PROSPECTUS.

THE FACE VALUE OF EQUITY SHARES IS ₹ 5 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED BENGALI DAILY NEWSPAPER, BENGALI BEING THE REGIONAL LANGUAGE OF WEST BENGAL WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE 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 THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE “SEBI ICDR REGULATIONS”).

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

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 31 of the SEBI ICDR Regulations. This Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) and such portion, “QIB Portion”, provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis (“Anchor Investor Portion”). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being 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 shall be added to the QIB Portion (other than Anchor Investor Portion) (“Net QIB Portion”). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, (a) not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders (out of which one third shall be reserved for Bidders with Bids exceeding ₹ 0.20 million and up to ₹ 1.00 million and two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million) and (b) not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders (“RIBs”) in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All potential Bidders, other than Anchor Investors, are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) and UPI ID in case of UPI Bidders (defined hereinafter), which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or the Sponsor Bank(s), as the case may be, to the extent of their respective Bid Amounts. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see the section titled “Offer Procedure” on page 450.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offering of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 5 each. The Offer Price, Floor Price and Cap Price as determined by our Company in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under section titled “Basis for Offer Price” on page 135, 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

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to the section titled “Risk Factors” on page 38.

COMPANY’S AND SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by it in this Draft Red Herring Prospectus solely in relation to itself and/or Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. However, the Selling Shareholders, assume no responsibility for any other statement including the statements made by or relating to our Company or our Company’s business or any other person in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received ‘in-principle’ approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the Registrar of Companies, West Bengal at Kolkata (“RoC”) in accordance with Sections 32 and Section 26(4) 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 the section titled “Material Contracts and Documents for Inspection” on page 505.

BOOK RUNNING LEAD MANAGERS

REGISTRAR TO THE OFFER

 IIFL CAPITAL IIFL Capital Services Limited (formerly known as IIFL Securities Limited) 24th Floor, One Lodha Place Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013 Maharashtra, India Telephone: +91 22 4646 4728 Email: lalbabaengineering ipo@iiflcap.com Investor grievance email: ig_ib@iiflcap.com Website: www.iiflcapital.com Contact person: Yogesh Malpani/Dhruv Bhavsar SEBI registration number: INM000010940	 Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah, Sayani Road, Opposite Parel ST Depot, Prabhadevi Mumbai – 400 025, Maharashtra, India Telephone: +91 22 7193 4380 Email: lalbaba.ipo@motilaloswal.com Investor grievance email: moiaplredressal@motilaloswal.com Website: www.motilaloswalgroup.com Contact person: Sankita Ajinkya/Shashank Pisat SEBI registration number: INM000011005	 Nuvama Wealth Management Limited 801-804, Wing A Building No 3 Inspire BKC, G Block Bandra Kurla Complex, Bandra East Mumbai - 400 051 Maharashtra, India Telephone: +91 22 4009 4400 E-mail: lalbaba.ipo@nuvama.com Investor Grievance ID: customerservice.mb@nuvama.com Website: www.nuvama.com Contact person: Pari Vaya SEBI Registration No.: INM000013004	 MUFG Intime India Private Limited (formerly Link Intime India Private Limited) C-101, 1st Floor, Embassy 247, LBS Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India Telephone: +91 8108114949 E-mail: lalbabaengineering.ipo@in.mpms.mufg.com Investor Grievance E-mail: lalbabaengineering.ipo@in.mpms.mufg.com Website: www.in.mpms.mufg.com Contact Person: Shanti Gopalkrishnan SEBI Registration Number: INR000004058

BID/OFFER PROGRAMME			
ANCHOR INVESTOR BIDDING DATE*		●	
BID/OFFER OPENS ON		●	
BID/OFFER CLOSES ON**#		●	

*Our Company in consultation with the BRLMs may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

**Our Company in consultation with the BRLMs may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

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

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below, 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.

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

Notwithstanding the foregoing, the terms used in “Objects of the Offer”, “Basis for the Offer Price”, “Statement of Possible Special Tax Benefits”, “Industry Overview”, “Key Regulations and Policies in India”, “Government and Other Approvals”, “History and Certain Corporate Matters”, “Restated Financial Information”, “Financial Indebtedness”, “Outstanding Litigation and Material Developments” “Other Regulatory and Statutory Disclosures”, and “Main Provisions of the Articles of Association” on pages 117, 135, 146, 154, 235, 415, 245, 284, 405, 408, 423 and 472 shall have the meanings ascribed to such terms in these respective sections.

General terms

Term	Description
Our Company/the Company/the Issuer	Lalbaba Engineering Limited (formerly known as Lal Baba Seamless Tubes Limited), a company incorporated under the Companies Act, 1956 and having its Registered Office at Kashberia, Bardhanyaghata Debhog, Haldia, East Midnapore, Midnapore – 721 657, West Bengal, India and Corporate Office at 1 st Floor, 27 Shakespeare Sarani, Kolkata, 700017, West Bengal, India
We/us/our	Unless the context otherwise indicates or implies, refers to our Company, our Subsidiary, Associates and Joint Venture on a consolidated basis

Company related terms

Term	Description
AoA/Articles of Association or Articles	The articles of association of our Company, as amended from time to time
Associate(s)	Lalbaba Projects Private Limited, Raillex Engineering Private Limited and DTL India Holdings Limited. For details, see “History and Certain Corporate Matters – Our Associates” on page 246
Audit Committee	The audit committee of our Board, as described in “Our Management-Committees of our Board” on page 264
Auditors/ Statutory Auditors	The statutory auditors of our Company, being Singhi & Co., Chartered Accountants
Board/ Board of Directors	The board of directors of our Company, as constituted from time to time including a duly constituted committees thereof, as applicable
Chairman and Managing Director	The chairman and managing director of our Company, being Kishan Dhanuka. For further information, see “Our Management- Brief profiles of our Directors” on page 257
Chartered Engineer	Asim Maity & Associates, appointed in relation to certification of information relating to the installed capacity, available capacity, actual production and capacity utilisation of our products included in this Draft Red Herring Prospectus
Chief Financial Officer/CFO	The chief financial officer of our Company, being Neeraj Sureka. For further information, see “Our Management- Brief profiles of our Key Managerial Personnel” on page 274
Chief Strategy Officer	The chief strategy officer of our Company, being Deepak Kumar Chaudhary. For further information, see “Our Management- Brief profiles of our Senior Management” on page 274

Term	Description
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, being Anatha B Chakrabartty. For further information, see “ <i>Our Management- Brief profiles of our Key Managerial Personnel</i> ” on page 274
Corporate Promoter	The corporate promoter of our Company, namely, LBIC Engineering Private Limited. For further information, see “ <i>Our Promoters and Promoter Group – Details of our Corporate Promoter</i> ” on page 279
Corporate Office	1 st Floor, 27 Shakespeare Sarani, Kolkata, – 700017, West Bengal, India
CRISIL Report	The report titled “ <i>Crisil Intelligence – Industry chapter on forging, tubing, and rail system</i> ” dated September 27, 2025 issued by CRISIL Limited, which has been exclusively commissioned and paid for by our Company specifically in connection with the Offer.
CSR Committee/ Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, as described in “ <i>Our Management - Committees of our Board</i> ” on page 269
Expansion Report	The report titled “ <i>Report for Augmentation of Existing Seamless Tube Manufacturing Facility, Haldia, West Bengal</i> ” dated September 27, 2025 issued by LSI Engineering & Consultants Limited
Director(s)	The director(s) on our Board. For further information see “ <i>Our Management – Board of Directors</i> ” on page 255
Dividend Policy	The dividend distribution policy approved and adopted by our Board on September 25, 2025.
DIHL SPA	The share purchase agreement dated May 30, 2025, entered into by and amongst Siddharth Jain, all legal representatives of Vijay Mohan Jain HUF, DTL India Holdings Limited (“ DIHL ”), Macedon Vinimay Private Limited and our Company, and share purchase agreement dated June 25, 2025 entered into by and amongst DIHL, Santosh Vijay Jain, all legal representatives of Vijay Mohan Jain HUF, S Seetha, D Selvakumaran, Manju Goel, Siddharth Jain, all legal representatives of Vijay Mohan Jain, Macedon Vinimay Private Limited and our Company. For further details, please see “ <i>History and Certain Corporate Matters – Other agreements</i> ” on page 252.
Equity Shares	The equity shares of our Company of face value of ₹5 each
Executive Director(s) / Whole Time Director(s)	The executive and whole-time Directors on our Board, described in the section titled “ <i>Our Management – Board of Directors</i> ” on page 255.
Facilities	Haldia Facility, Ghusuri Facility and Uluberia Facility.
Group Company	Group company of our Company, in accordance with the SEBI ICDR Regulations and the Materiality Policy, as disclosed in “ <i>Our Group Company</i> ” on page 419
Ghusuri Facility	The manufacturing facility of our Company situated at Joy Bibi Road, Ghusuri, Howrah – 711 107, West Bengal, India.
Haldia Capex	Funding capital expenditure requirement for expansion of our Haldia Facility
Haldia Facility	The manufacturing facility of our Company situated at Kashberia, Bardhanyaghata Debhog, Haldia, East Midnapore, Midnapore – 721 657, West Bengal, India.
Independent Chartered Accountant	The independent chartered accountant to our Company, namely, KASG & Co, Chartered Accountants
Independent Directors	The non-executive and independent director(s) on our Board. For details of the Independent Directors, see “ <i>Our Management- Board of Directors</i> ” on page 255
Individual Promoters	The individual promoters of our Company, namely, Kishan Dhanuka, Amit Dhanuka, Nikunj Dhanuka and Nishit Dhanuka. For details, see “ <i>Our Promoters and Promoter Group – Details of our Promoters – Individual Promoters</i> ” on page 277
IPO Committee	The IPO committee of our Board constituted in accordance with Board resolution dated August 5, 2025
Joint Ventures	Indodeutsche Precision Tubes Private Limited and DTL Lalbaba Rail Engg LLP. For details, see “ <i>History and Certain Corporate Matters – Our Joint Ventures</i> ” on page 248
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 and as further described in “ <i>Our Management - Key Managerial Personnel and Senior Management</i> ” on page 274
LSI, Chartered Engineer	LSI Engineering & Consultants Limited, appointed in relation to preparation of the Expansion Report
Materiality Policy	The policy adopted by our Board on September 25, 2025, for identification of: (a) outstanding material civil litigation involving our Company, our Subsidiaries, our Promoters and our Directors; (b) group companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus

Term	Description
MoA/ Memorandum of Association	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in “Our Management - Committees of our Board” on page 267
ORCPS	Optionally redeemable convertible preference shares of face value of ₹ 5 each, issued by our Company from time to time
Practicing Company Secretary	Pankaj Nigam & Associates, Practicing Company Secretaries
Promoters	Together, our Corporate Promoter and our Individual Promoters
Promoter Selling Shareholders	LBIC Engineering Private Limited, Kishan Dhanuka, Amit Dhanuka, Nikunj Dhanuka and Nishit Dhanuka, the promoters of our Company. For details, see the section titled “Our Promoters and Promoter Group” on page 277
Promoter Group	The individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in the section titled “Our Promoters and Promoter Group” on page 281
Promoter Group Selling Shareholder	The promoter group selling shareholder shall mean Kishan Dhanuka & Sons HUF. For details, see the section titled “Our Promoters and Promoter Group” on page 277
Registered Office	Kashberia, Bardhanyaghata Debhog, Haldia, East Midnapore, Midnapore – 721 657, West Bengal, India
Registrar of Companies/RoC	The Registrar of Companies, West Bengal at Kolkata
Restated Financial Information	The restated financial information of our Company and our Subsidiary, Associates, Joint Ventures, comprising the restated consolidated statement of assets and liabilities as at March 31, 2025 and March 31, 2024; 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 year ended March 31, 2025 and March 31, 2024, and the restated standalone statement of assets and liabilities as at March 31, 2023; the restated standalone statement of profit and loss (including other comprehensive income), the restated standalone statement of cash flows and the restated standalone statement of changes in equity for the year ended March 31, 2023 and the material accounting policies and other financial information, prepared in accordance with requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the ICAI
Risk Management Committee	The risk management committee of our Board, as described in “Our Management - Committees of our Board” on page 271
Selling Shareholders	The Promoter Selling Shareholders and Promoter Group Selling Shareholder of our Company being LBIC Engineering Private Limited, Kishan Dhanuka, Amit Dhanuka, Nikunj Dhanuka, Nishit Dhanuka and Kishan Dhanuka and Sons HUF
Senior Management/ SMP	Senior management 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” on page 274
Shareholders	The holders of the Equity Shares from time to time.
Stakeholders Relationship Committee/ SR Committee	The stakeholders’ relationship committee of our Board as described in “Our Management - Committees of our Board” on page 269
Subsidiary / Material Subsidiary	The material subsidiary being, Lalbaba NF Rail Engg Private Limited of our Company. For further details, please see “History and Certain Corporate Matters - Our Subsidiary” on page 245
Uluberia Facility	The manufacturing facility of our Company situated at Palora, Uluberia, Howrah – 711 303, West Bengal, India.

Offer related terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot/ Allotment/ Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of Offered Shares by the Selling Shareholders pursuant to the Offer for Sale to successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted

Term	Description
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 100.00 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs during the Anchor Investor Bidding Date
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	The date, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained by ASBA Bidder with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank(s) and Public Offer Account Bank(s), as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in section titled “Offer Procedure” on page 450
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder and in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer, as applicable.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid(s)	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the

Term	Description
	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/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and [●] editions of [●] (a widely circulated Bengali daily newspaper, Bengali being the regional language of West Bengal, where our Registered Office is located) Our Company, in consultation with the BRLMs may, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and will also be notified on the websites of the BRLMs and at the terminals of the Members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank(s) and shall also be notified in an advertisement in the same newspapers in which the advertisement for Bid / Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and [●] editions of [●] (a widely circulated Bengali daily newspaper, Bengali being the regional language of West Bengal, where our Registered Office is located)
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder and an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs
Bid/ Offer Period	Except in relation to Bids by Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors Our Company, in consultation with the BRLMs may, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In cases of <i>force majeure</i>, banking strike or similar unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers/ BRLMs	The book running lead managers to the Offer namely IIFL Capital Services Limited (formerly known as IIFL Securities Limited), Motilal Oswal Investment Advisors Limited and Nuvama Wealth Management Limited.
Broker Centres	Broker centres of the Registered Brokers as notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms, provided that UPI Bidders may only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Cap Price	The higher end of the Price Band i.e., ₹ [●] per Equity Share, subject to any revisions thereof, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price.
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account

Term	Description
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the SEBI UPI Circulars, issued by SEBI and as per the list available on the websites of BSE and NSE
Collecting Registrar and Share Transfer Agents/ CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI and available on the websites of the Stock Exchanges at www.nseindia.com and www.bseindia.com
Confirmation of Allocation Note/ CAN	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date
Cut-off Price	Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details, PAN and UPI ID, where applicable
Designated CDP Locations	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) as updated from time to time.
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIBs, NIBs Bidding with an application size of up to ₹ 0.50 million (not using the UPI Mechanism) authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, Registered Brokers, CDPs SCSBs and CRTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and NIBs with an application size of more than ₹ 0.50 million (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs and CRTAs
Designated RTA Locations	Such locations of the CRTAs where ASBA Bidders can submit the ASBA Forms to CRTAs The details of such Designated RTA Locations, along with names and contact details of the CRTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus/ DRHP	This draft red herring prospectus dated September 29, 2025, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer including any addenda or corrigenda thereto
Eligible FPI(s)	FPIs, from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form

Term	Description
	and the Red Herring Prospectus constitutes an invitation to subscribe or purchase the Equity Shares offered thereby
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase the Equity Shares offered thereby
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow and Sponsor Bank Agreement	The agreement to be entered into among our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members and Banker(s) to the Offer in accordance with the UPI Circulars, for, among other things, the appointment of the Escrow and Sponsor Bank(s), the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable remitting refunds, if any, to Bidders, on the terms and conditions thereof
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●]
First Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band i.e., ₹ [●] per Equity Share, subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fresh Issue	The fresh issue of up to [●] equity shares by our Company, of face value ₹ 5 each per equity share (including a premium of ₹ [●] per equity share) aggregating up to ₹ 6,300.00 million. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,260.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document or GID	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, issued by SEBI, suitably modified and updated pursuant to, among others, the UPI Circulars and any subsequent circulars or notifications issued by SEBI from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	The Offer proceeds from the Fresh Issue
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism as provided under 'Annexure A' for the SEBI Circular No. 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 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, issued by SEBI.
Monitoring Agency	[●]

Term	Description
Monitoring Agency Agreement	The agreement dated [●] to be entered into between our Company and the Monitoring Agency
Mutual Funds	Mutual funds registered with SEBI under the SEBI Mutual Funds Regulations
Mutual Fund Portion	The portion of the Offer being 5% of the Net QIB Portion consisting of [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
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 the section titled " <i>Objects of the Offer</i> " on page 117
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Bidders/ NIBs	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or RIBs and who have Bid for Equity Shares for an amount more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer, consisting of [●] Equity Shares, which shall be available for allocation to NIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, out of which i) one third shall be reserved for Bidders with Bids exceeding ₹ 0.20 million up to ₹ 1.00 million; and ii) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of NIBs subject to valid Bids being received at or above the Offer Price
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Offer	The initial public offering of up to [●] equity shares of face value of ₹5 each for cash at a price of ₹ [●] each per Equity Share (including a share premium of ₹ [●] each), aggregating up to ₹ 10,000.00 million by our Company comprising Fresh Issue and Offer for Sale. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,260.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.
Offer Agreement	The agreement dated September 29, 2025, among our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale by the Selling Shareholders comprising of an aggregate of up to [●] Equity Shares at the Offer Price aggregating up to ₹ 3,700.00 million
Offer Price	₹ [●] per Equity Share, being the final price within the Price Band, at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus The Offer Price will be decided by our Company, in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus
Offered Shares	The number of Equity Shares being offered by the Selling Shareholders in the Offer for Sale comprising of an aggregate of up to [●] Equity Shares aggregating up to ₹ 3,700.00 million
Pension Funds	Pension Funds registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013

Term	Description
Pre-IPO Placement	Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,260.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company in consultation with the BRLMs, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Bengali daily newspaper, Bengali being the regional language of West Bengal, where our Registered Office is situated) at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company in consultation with the BRLMs, will finalise the Offer Price
Prospectus	The Prospectus to be filed with the RoC in accordance with section 26(4) the Companies Act, 2013, and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account Bank(s)	The bank(s) which are a clearing member registered with SEBI under the SEBI BTI Regulations, and with which the Public Offer Account(s) is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
Public Offer Account(s)	The 'no-lien' and 'non-interest bearing' bank account(s) to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
QIB Category/ QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer, consisting of [●] Equity Shares aggregating to ₹ [●] million which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price or the Anchor Investor Offer Price, as applicable
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus/ RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto The Bid/Offer Opening Date shall be at least three Working Days after the filing of Red Herring Prospectus with the RoC. The Red Herring Prospectus will become the Prospectus upon filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	The account(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made

Term	Description
Refund Bank(s)	The Banker(s) to the Offer which are a clearing member registered with SEBI under the SEBI BTI Regulations with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stockbrokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 4, 2012, and the UPI Circulars, issued by SEBI
Registrar Agreement	The agreement dated September 29, 2025 entered into among our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents / RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI and in terms of the UPI Circulars
Registrar to the Offer/ Registrar	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Bidder(s)/ RIB(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 0.20 million in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares aggregating to ₹ [●] million, which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
SCORES	Securities and Exchange Board of India Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI
Self-Certified Syndicate Bank(s)/ SCSB(s)	The banks registered with SEBI, offering services: (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Form from the Members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Form from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs Mobile Apps A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 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/P/CIR/P/2022/45 dated April 5, 2022, issued by SEBI.

Term	Description
Share Escrow Agent	Escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	Agreement to be entered into between the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of Offered Shares by the Selling Shareholders and credit of such Offered Shares to the demat account of the Allottees
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which will be included in the Bid cum Application Form
Sponsor Bank(s)	The Banker(s) to the Offer registered with SEBI, which have been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the UPI Mandate Request and/or payment instructions of the UPI Bidders using the UPI and carry out other responsibilities, in terms of the UPI Circulars, in this case being [●]
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	Agreement to be entered into among our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs and the Syndicate Members in relation to collection of Bid cum Application Form by Syndicate
Syndicate Member(s)	Intermediaries (other than the BRLMs) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter, namely, [●]
Syndicate/Members of the Syndicate	Together, the BRLMs and the Syndicate Member(s)
Systemically Important Non-Banking Financial Company/ NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	[●]
Underwriting Agreement	Underwriting agreement to be entered into among the Underwriters, our Company, the Selling Shareholders and the Registrar to the Offer on or after the Pricing Date but prior to filing of the Prospectus with the RoC
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion; and (ii) Individuals applying as Non-Institutional Bidders with an application size of up to ₹ 0.50 million in the Non-Institutional Portion and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Collecting Registrar and Share Transfer Agents Pursuant to SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million are required to use UPI Mechanism and are required to provide their UPI ID in the Bid cum Application Form submitted with: (i) a Member of the Syndicate, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, along with the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022 and the notice issued by BSE having reference no. 20220803-40 dated August 3, 2022 (to the extent these circulars are not rescinded by the SEBI RTA Master Circular, to the extent applicable), SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI ICDR Master Circular and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidders, by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders using the UPI Mechanism initiated by the Sponsor Bank(s) to authorize blocking of funds on the UPI application equivalent to the Bid Amount, and the subsequent debit of funds in case of Allotment
UPI Mechanism	The Bidding mechanism that may be used by UPI Bidders to make Bids in the Offer in accordance with UPI Circulars
UPI PIN	Password to authenticate UPI transaction

Term	Description
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai, Maharashtra, 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 in accordance with circulars issued by SEBI, including UPI Circulars

Conventional and general terms and abbreviations

Term	Description
A/c	Account
AC	Air Conditioner
ADB	Asian development bank
AGM	Annual General Meeting
AI	Artificial Intelligence
AIF	Alternate Investment Fund
Air Act	Air (Prevention and Control of Pollution) Act, 1981
API	American Petroleum Institute
BG	Broad Gauge
BIS	Bureau of Indian Standards
BLW	Banaras Locomotive Work
BMBC	Bogie mounted brake cylinder
BMBS	Bogie mounted braking system
BOBRN	Bogie Open Bottom Rapid discharge with Pneumatic
BOT	Build-Operate-Transfer
BOXN	Bogie Open Wagon with X (high-sided) features and N (Air Brakes)
BOXNL	Bogie Open Wagon with X (high-sided) features, and N (Air Brakes), and HL (High Load or High Axle load)
bpd	barrels per day
BSE	BSE Limited
CAD	Computer-aided design
CAGR	Compounded Annual Growth Rate
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31
CDS	Cold drawn seamless
CDSL	Central Depository Services (India) Limited
CDW	Cold drawn welded
CEA	Central Electricity Authority
CFS	Cold finished seamless
CFW	Cold finished welded
CIN	Corporate Identity Number
CLW	Chittaranjan Locomotive Works
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 Foreign Direct Investment Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time
CSO	Central Statistical Office
CSR	Corporate Social Responsibility
Demat	Dematerialised
Depositories Act	Depositories Act, 1996 read with the rules and regulations thereunder
Depository or Depositories	NSDL and CDSL
DFC	Dedicated freight corridor
DGCIS	Directorate General of Commercial Intelligence and Statistics
DGFT	Directorate General of Foreign Trade
DHMU	Diesel-Hydraulic Multiple Unit

Term	Description
DIN	Director Identification Number
DMU	Diesel Multiple Unit
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
DPIIT	Department for Promotion of Industry and Internal Trade
DRDO	Defense Research and Development Organisation
DRI	Direct reduced iron
EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortization
EFW	Electric Fusion Welding
EGM	Extraordinary general meeting
EIL	Engineers India Limited
EMU	Electric Multiple Unit
EPC	Engineering, Procurement, and Construction
EPS	Earnings Per Share
ERW	Electric Resistance Welding
EV	Electric Vehicle
FDI	Foreign Direct Investment
FEA	Finite Element Analysis
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FI	Financial institutions
Financial Year, Fiscal, FY/ F.Y.	Period of twelve months ending on March 31 of that particular year, unless stated otherwise
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FTP	Foreign trade policy
FVCI	Foreign venture capital investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
FY	Fiscal Year
GDP	Gross domestic product
GFRP	Glass Fiber Reinforced Polymer
GNI	Gross National Income
GoI / Central Government	Government of India
GST	Goods and services tax
GVA	Gross Value Added
GW	Gigawatt
HFS	Hot finished seamless
HFW	High-Frequency Welding
HSR	High-Speed Rail
HUF	Hindu undivided family
HVAC	Heating, ventilation, and air conditioning
I.T. Act	The Income-tax Act, 1961
IBEF	India Brand Equity Foundation
ICAI	The Institute of Chartered Accountants of India
ICF	Integral Coach Factory
ICF Coach	Integral Coach Factory Coach
ICSI	The Institute of Company Secretaries of India
IFRS	International financial reporting standards
IIP	Index of Industrial Production
IMF	International Monetary Fund
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 33	The Indian Accounting Standard 33– “Earnings per share” notified under Section 133 of the Companies Act 2013, Ind AS Rules and other relevant provisions of the Companies Act 2013
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

Term	Description
IOH	Intermediate Overall
IoT	Internet of things
IPO	Initial public offer
ISO	International Organization for Standardization
IT	Information technology
IT Act	The Information Technology Act, 2000
JV	Joint Venture
KPI Circular	The circular issued by SEBI with reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/28 dated February 28, 2025
KPIs	Key Performance Indicators
LED	Light emitting diode
LFPR	Labour Force Participation Rate
LHB Coach	Linke Hofmann Busch
LNG	Liquefied Natural Gas
LTRR	Long Term Reference Rate
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal Cost of Funds based Lending Rate
Mn/ mn	Million
MSMED Act	Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder
N.A.	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
R&D	Research and development
RBI	Reserve Bank of India
RDSO	Research Design and Standards Organisation
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, as amended
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 Master Circular	SEBI master circular no. SEBI/HO/CFD/POD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

Term	Description
	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 RTA Master Circular	SEBI master circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
State Government	Government of a State of India
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
VCF(s)	Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
WACA	Weighted Average Cost of Acquisition
Water Act	Water (Prevention and Control of Pollution) Act, 1974

Technical and Industry Related Terms

Term	Description
AR	Augmented reality
BG	Broad Gauge
BMBS	Bogie mounted brake cylinder
BMBS	Bogie mounted braking system
BOBRN	Bogie Open Bottom Rapid discharge with Pneumatic
BOT	Build-Operate-Transfer
BOXN	Bogie Open Wagon with X (high-sided) features and N (Air Brakes)
BOXNL	Bogie Open Wagon with X (high-sided) features, and N (Air Brakes), and HL (High Load or High Axle load
Cold finished steel tube	It comprises CFS tubes and CFW tubes.
CFW tube	It refers to cold finished welded tubes. These are steel tubes manufactured by welding and then cold finishing processes, which improve precision, strength, and surface quality. Their applications span automotive, mechanical engineering, construction, and industrial sectors.
CFS tube	It refers to cold finished seamless pipes which are renowned for their precision, making them ideal for demanding applications in sectors like automotive, hydraulic, aerospace, industrial engineering, and other industries.
CNC	Computer numerical control
EFW	Electric Fusion Welding
ERW	Electric Resistance Welding
EV	Electric Vehicle
HFS	Hot finished seamless
HFW	High-Frequency Welding
PLC-based control systems	Programmable Logic Controller- based control systems
SCADA-integrated heat treatment furnaces	Supervisory Control and Data Acquisition- integrated heat treatment furnaces
VNC	Vertical machining centre
VR	Virtual reality

Key Performance Indicators

Term	Description
Revenue from Operations	Revenue from operations is used by our management to track the revenue generated from the overall business and help assess the overall financial performance of our Company and also represents the scale of our business.
Gross Profit	Gross Profit is used by our management to track information regarding the efficiency with which our Company is manufacturing its products and assess profitability at a manufacturing level. Gross Profit is calculated as Revenue from Operations as reduced by, cost of materials consumed, change in inventories of finished goods, work-in-progress, stock-in-trade and scrap.
Gross Margin (%)	Gross profit margin is calculated as Gross Profit for the year divided by Revenue from Operations for the year, multiplied by 100.
EBITDA	EBITDA is used by the management to track the operational profitability of the business. EBITDA is calculated as profit before tax plus depreciation and amortisation expense and finance costs less share of profit of joint ventures / associate and other income as per the Restated Financial Information.
EBITDA Margin	EBITDA margin is an indicator of the operational profitability margin and financial performance of the business. It tracks operational efficiency and operational profitability of the business and assist in tracking the operational margin profile of our business benchmarked against our historical performance and against our peers. EBITDA Margin (%) is calculated as EBITDA divided by revenue from operations for the year, multiplied by 100.
PAT	Profit for the year track overall profitability of the business. PAT represents total net profit after tax for the year as per the Restated Financial Information.
PAT Margin	PAT Margin (%) track overall profitability of the business and assist in tracking the overall profitability of our business benchmarked against our historical performance and against our peers. PAT margin is calculated as PAT divided by Total Income for the year, multiplied by 100. Total Income is calculated as Revenue from operations plus other income for the year.
Return on Equity (ROE)	ROE is used by the management to track how efficiently the Company generates profits from shareholders funds and how well it is converting shareholders funds to generate profits. Return on Equity is calculated as Restated Profit for the year attributable to owners of our Company divided by average of equity attributable to owners of our Company.
Return on Capital Employed (ROCE)	ROCE is used by the management to track how efficiently our Company generates earnings from the capital employed in the business and how well it is converting its total capital to generate profits. ROCE is calculated as a percentage of earnings before interest and taxes divided by Average Capital Employed of the company during the year. EBIT is calculated as profit before tax plus finance costs. Capital employed is calculated as the sum of net worth plus total borrowings plus deferred tax liability as reduced by intangible assets and intangible assets under development, as per the Restated Financial Information.
Net Debt /Equity	Net debt / equity is calculated as net debt divided by total equity. Net Debt is calculated as total debt reduced by cash and cash equivalents.
Net Debt / EBITDA	Net debt / EBITDA is calculated as net debt divided by EBITDA. Net Debt is calculated as total debt reduced by cash and cash equivalents.
Cash Conversion Cycle	Cash conversion cycle is computed as trade receivables days plus inventory days minus trade payable days; Wherein, trade receivable days is calculated as average trade receivables divided by revenue from operations multiplied by 365 for financial years; Inventory Days is calculated as average inventory divided by cost of goods sold multiplied by 365 for financial years; and trade payable days is calculated as average trade payables divided by revenue from operations multiplied by 365 for financial years.
Gross Fixed Asset Turnover Ratio	Gross Fixed Asset Turnover Ratio measures how efficiently fixed assets are being utilized.

Term	Description
	It is calculated as revenue from operations divided by average gross fixed assets. Gross fixed assets represents the total gross block / worth of property plant and equipment, capital work-in progress and right of use assets.

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

Certain conventions

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

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

Financial data

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that 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 Draft Red Herring Prospectus are to a calendar year and references to a Fiscal/Financial Year are to the year ended on March 31, of that calendar year.

Unless indicated otherwise or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from our Restated Financial Information. For further information, see “*Restated Financial Information*” on page 284.

The Restated Financial Information of our Company, our Subsidiary (the Company and Subsidiary together referred to as the “**Group**”), Associates and Joint Ventures, comprising the restated consolidated statement of assets and liabilities as at March 31, 2025 and March 31, 2024; 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 year ended March 31, 2025 and March 31, 2024, and the restated standalone statement of assets and liabilities as at March 31, 2023; the restated standalone statement of profit and loss (including other comprehensive income), the restated standalone statement of cash flows and the restated standalone statement of changes in equity for the year ended March 31, 2023 and the material accounting policies and other financial information, prepared in accordance with requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the ICAI and included in “Restated Financial Information” on page 284. The financials for Fiscal 2024 and 2023 has been derived from the special purpose audited standalone financial statements as at and for the Fiscals ended March 31, 2024 and March 31, 2023, which were prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS.

For further information, see “*Fiscal 2025 compared to Fiscal 2024 - Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*” on page 390 and “*Fiscal 2024 compared to Fiscal 2023 - Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*” on page 395 and “*Risk Factors – We have included in this Draft Red Herring Prospectus certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies*” on page 72.

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 Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company’s financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see “*Risk Factors– Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.*” on page 75. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity

with Ind AS, Indian accounting policies and practices, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring 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.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such 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 38, 206 and 377, respectively, and elsewhere in this Draft Red Herring Prospectus, unless otherwise stated or context requires otherwise, have been derived from Restated Financial Information or non-GAAP financial measures as described below.

Non-Generally Accepted Accounting Principles Financial Measures

Certain measures included in this Draft Red Herring Prospectus, for instance Gross Profit, Gross Margin, EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Return on Capital Employed, Return on Net Worth, Net Debt to EBITDA, Gross Fixed Assets Turnover and Net Debt to Equity Ratio among others (the “**Non-GAAP Measures**”), presented in this Draft Red Herring 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 standardised 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 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 “Fiscal 2025 compared to Fiscal 2024 - Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures” on page 391 and “Fiscal 2024 compared to Fiscal 2023 - Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures” on page 395 and “Risk Factors – We have included in this Draft Red Herring Prospectus certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies” on page 72.

Industry and market data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled “Crisil Intelligence – Industry chapter on forging, tubing, and rail system” dated September 27, 2025, prepared by CRISIL (“**CRISIL Report**”) and publicly available information as well as other industry publications and sources. The CRISIL Report has been commissioned and paid for by our Company and has been prepared for the purpose of the Offer and is available at <https://lalbabagroup.com/investors/>. CRISIL is an independent agency and is not a related party of our Company, our Promoters, any of our Directors or Key

Managerial Personnel or Senior Management or the Book Running Lead Managers. CRISIL was appointed by our Company pursuant to an engagement letter dated May 9, 2025.

The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. 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 Draft Red Herring 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 – Certain sections of this Draft Red Herring Prospectus disclose information from the CRISIL Report which is a paid report and commissioned by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks"* on page 70. Accordingly, no investment decision should be solely made on the basis of such information.

In accordance with the disclosure requirements under the SEBI ICDR Regulations, the section titled *"Basis for Offer Price"* on page 135 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified therein. Accordingly, no investment decision should be solely made on the basis of such information.

Currency and units of presentation

All references to:

- "Rupees" or "INR" or "₹" or "Rs." are to Indian Rupees, the official currency of the Republic of India;
- "U.S.", "\$", "U.S. Dollar", "USD" are to United States Dollars, the official currency of the United States of America;

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions, except where specifically indicated otherwise. One billion represents 1,000 million or 1,000,000,000, one million represents '10 lakhs' or 1,000,000 and ten million represents 1 crore or 10,000,000. However, where any figures that may have been sourced from third-party industry sources may be rounded off to other than two decimal points in the respective sources, such figures appear in this Draft Red Herring 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 Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Exchange rates

This Draft Red Herring 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, for the years indicated, information with respect to the exchange rates between the Indian Rupee and the respective foreign currency:

Currency	As at [#]		
	March 31, 2025	March 31, 2024	March 31, 2023
1 USD	85.58	83.37	82.22

Source: www.fbi.org.in

Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day has been disclosed. Exchange rate is rounded off to the nearest two decimal places

FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as “forward-looking statements”. These forward-looking statements 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 Draft Red Herring 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, presumptions 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 or international 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:

- Our reliance on tubular solutions and rail systems exposes us to demand, competition, and pricing risks that could adversely impact our business and financial performance.
- Any downturn in the railway, energy, industrial infrastructure, and automotive sectors could have an adverse impact on our business, results of operations, financial condition and cash flows.
- Our revenues are significantly dependent on contracts from Indian Railways, and any reduction in government spending or policy changes could adversely impact our business and financial performance.
- Our dependence on top 10 customers for a substantial portion of revenue exposes us to risks of loss or reduced business that could adversely affect our operations and cash flows.
- Any unscheduled, unplanned or prolonged disruption, slowdown or shutdown of our manufacturing operations could adversely affect our business, financial condition, cash flows and results of operations.
- Failure to meet stringent customer quality and performance standards could result in order cancellations, penalties, or claims, adversely impacting our business and reputation.
- Concentration of our manufacturing facilities in West Bengal exposes us to regional disruptions that could adversely affect our business and financial performance.
- Our reliance on a limited number of key suppliers for raw materials exposes us to supply disruptions that could adversely impact our business and financial condition.
- Absence of long-term supplier agreements exposes us to raw material price fluctuations, availability risks, and quality issues that could adversely affect our business and financial performance.
- We have had instances of past incorrect and/ or delayed regulatory filings and discrepancies in our past corporate records, which may subject us to regulatory action or penalties.

For a further discussion of factors that could cause our actual results to differ, see sections titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 38, 206 and 377, 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 Draft Red Herring 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.

Neither our Company, our Promoters, our Directors, the Selling Shareholders, 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 Bidders in India are informed of material developments pertaining to our Company from the date of the Draft Red Herring Prospectus in relation to the statements and undertakings made by our Company and, by the Selling Shareholders, severally and not jointly, in relation to itself as a Selling Shareholder and its Offered Shares in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer.

In this regard, the Selling Shareholders shall ensure that our Company and BRLMs are informed of material developments in relation to the statements and undertakings specifically confirmed or undertaken by it in relation to itself as a Selling Shareholder and its Offered Shares in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer.

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SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Financial Information”, “History and Certain Corporate Matters” and “Outstanding Litigation and Material Developments” on pages 38, 83, 98, 117, 154, 207, 277, 284, 243 and 408 respectively of this Draft Red Herring Prospectus.

Summary of Business

We are an engineering solutions company focussed on the development and manufacture of high-performance seamless tubes, precision forgings and integrated rail systems. We operate at the intersection of advanced metallurgy, precision manufacturing, and end-to-end solutions delivery, which enables us to serve critical applications across railways, automotive, energy and industrial infrastructure. As of August 31, 2025, we rank as India’s largest manufacturer of cold-finished seamless tubes and the second-largest overall for cold-finished steel tubes, by installed capacity among key players. (Source: CRISIL Report) Our customer base consists of wagon builders, rail system integrators, automotive Tier 1 manufacturers and public sector undertakings.

Summary of Industry

The Indian railway sector is driven by rising demand, government policy and investment, technological advancements. The National Rail Plan 2030 envisages a capital expenditure of USD 107 billion between 2026 and 2031. India’s rolling stock demand (comprising locomotives, passenger coaches, freight wagons, and metro trainsets) is expected to rise to approximately 520,000 in Fiscal 2030. Cold finished steel tubes (“CFT”) (seamless and welded) comprise about 20-25% of India’s steel tube market, serving automotive, engineering, oil and gas and other sectors. India’s CFT market (estimated at 3.0 million MT in Fiscal 2025), is expected to reach 4.1-4.6 million MT by Fiscal 2030. The Indian forging industry with a market size of approximately 1.71 million MT in Fiscal 2025, is projected to grow at a rate of 12-15% over the next seven years. Traditionally automotive-focused (70-75% orders), India’s forging industry is diversifying into defence, aerospace and railways, targeting a 60:40 auto-to-non-auto split by 2030. (Source: CRISIL Report)

Our Promoters

Our Promoters are LBIC Engineering Private Limited, Kishan Dhanuka, Amit Dhanuka, Nikunj Dhanuka, Nishit Dhanuka. For further details, see the section titled “Our Promoters and Promoter Group” on page 273.

The Offer

The following table summarizes the details of the Offer:

Offer ^{1 & 2}	Up to [●] Equity Shares of face value of ₹5 each for cash at price of ₹ [●] per Equity Share (including premium of [●] per Equity Share), aggregating up to ₹ 10,000.00 million
Of which	
Fresh Issue ^{1 & 2}	Up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹ 6,300.00 million
Offer for Sale ³	Up to [●] Equity Shares of face value of ₹5 each by the Selling Shareholders aggregating up to ₹ 3,700.00 million

- (1) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,260.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.
- (2) The Offer has been authorised by a resolution of our Board dated September 25, 2025, and the Fresh Issue has been approved by a special resolution of our Shareholders dated September 25, 2025. Further, our Board has taken on record the consents of the Selling Shareholders in its meeting held on September 29, 2025.

- (3) The Equity Shares being offered by each of the Selling Shareholders have been held for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus and are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations. The Selling Shareholders have consented for the sale of the Offered Shares in the Offer for Sale. For details on the authorisations of the Selling Shareholders in relation to the Offered Shares, see “Other Regulatory and Statutory Disclosures” and “The Offer” on page 423 and 83, respectively.

The Offer shall constitute [●]% of the post Offer paid up Equity Share capital of our Company, respectively. For further details, see the sections titled “The Offer” and “Offer Structure” on pages 83 and 446, respectively.

Objects of the Offer

The Net Proceeds are proposed to be utilised for the following objects:

		(in ₹ million)
Particulars	Estimated amount ⁽¹⁾	
Funding capital expenditure requirement for expansion of our Haldia Facility ⁽²⁾	2,711.96	
Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company	2,090.00	
General corporate purposes ⁽³⁾	[●]	
Total ⁽³⁾	[●]	

- (1) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.
- (2) The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds and will be finalised upon determination of the Offer Price and shall be updated in the Prospectus prior to filing with the RoC.
- (3) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating up to ₹ 1,260.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

For further details, see the section titled “Objects of the Offer” on page 117.

Aggregate pre-Offer and post-Offer shareholding of our Promoters (also the Promoter Selling Shareholders) and members of our Promoter Group (also the Promoter Group Selling Shareholder)

The aggregate pre-Offer shareholding of our Promoters (also the Promoter Selling Shareholders) and members of the Promoter Group (also the Promoter Group Selling Shareholder) as on the date of this Draft Red Herring Prospectus is set out below:

S. No.	Name	Pre-Offer		Post-Offer*	
		No. of Equity Shares of face value of ₹5 each held	% of total paid-up Equity Share capital	No. of Equity Shares of face value of ₹5 each held	% of total paid-up Equity Share capital
Promoters [^]					
1.	LBIC Engineering Private Limited	67,935,428	66.35	[●]	[●]
2.	Kishan Dhanuka	8,563,380	8.36	[●]	[●]
3.	Amit Dhanuka	7,678,840	7.50	[●]	[●]
4.	Nikunj Dhanuka	8,148,406	7.96	[●]	[●]
5.	Nishit Dhanuka	8,148,406	7.96	[●]	[●]
Sub-total (A)		100,474,460	98.13	[●]	[●]
Promoter Group (other than our Promoters)					
1.	Kishan Dhanuka & Sons HUF [#]	1,908,800	1.86	[●]	[●]
2.	Rakhi Dhanuka	640	Negligible	[●]	[●]
3.	Chawi Garodia	320	Negligible	[●]	[●]
4.	Kriti Dhanuka	320	Negligible	[●]	[●]
Sub-total (B)		1,910,080	1.87		
Total (A+B)		102,384,540	100.00	[●]	[●]

[^]Also the Promoter Selling Shareholders

[#]Also the Promoter Group Selling Shareholder

*To be updated at the Prospectus Stage

Shareholding of our Promoters, members of our Promoter Group (other than the Promoters) and additional top 10 Shareholders of our Company

The aggregate pre-Offer and post-Offer shareholding, of each of our Promoters, members of the Promoter Group and additional top 10 Shareholders (other than Promoters, Selling Shareholders, members of the Promoter Group) is set out below:

S. No.	Name	Pre-Offer Shareholding as at the date of Draft Red Herring Prospectus ⁽¹⁾		Post-Offer as at the date of the Allotment ⁽¹⁾⁽²⁾⁽³⁾			
				At the lower end of the Price Band (₹ ●) ¹		At the upper end of the Price Band (₹ ●) ¹	
		No. of Equity Shares of face value of ₹5 each held	% of total paid-up Equity Share capital	No. of Equity Shares of face value of ₹5 each held	% of total paid-up Equity Share capital*	No. of Equity Shares of face value of ₹5 each held	% of total paid-up Equity Share capital*
Promoters [^]							
1.	LBIC Engineering Private Limited	67,935,428	66.35	●	●	●	●
2.	Kishan Dhanuka	8,563,380	8.36	●	●	●	●
3.	Amit Dhanuka	7,678,840	7.50	●	●	●	●
4.	Nikunj Dhanuka	8,148,406	7.96	●	●	●	●
5.	Nishit Dhanuka	8,148,406	7.96	●	●	●	●
Sub-total (A)		100,474,460	98.13	●	●	●	●
Promoter Group (other than our Promoters)							
1.	Kishan Dhanuka & Sons HUF [#]	1,908,800	1.86	●	●	●	●
2.	Rakhi Dhanuka	640	Negligible	●	●	●	●
3.	Chawi Garodia	320	Negligible	●	●	●	●
4.	Kriti Dhanuka	320	Negligible	●	●	●	●
Sub-total (B)		1,910,080	1.87	●	●	●	●
Total (A + B)		102,384,540	100.00	●	●	●	●
Additional Top 10 Shareholders (Other than our Promoter and Promoter Group) ^{*(1)}							

[^]Also the Promoter Selling Shareholders

* As on the date of this Draft Red Herring Prospectus, 100% of the issued, subscribed and paid-up equity share capital of our Company is with the Promoters and members of the Promoter Group, there is no additional Shareholder as on the date of this Draft Red Herring Prospectus.

[#]Also the Promoter Group Selling Shareholder

⁽¹⁾To be updated at Price Band and Prospectus prior to filing with the RoC

⁽²⁾Assuming full subscription in the Offer, the post-Offer shareholding details as at Allotment will be based on the actual subscription and the Offer Price and updated in the Prospectus, subject to finalization of the Basis of Allotment.

⁽³⁾ Includes all transfers of Equity Shares by existing shareholders after the date of pre-Offer and Price Band advertisement until the date of the Prospectus.

For further details, see the section titled “Capital Structure” on page 98.

Summary of selected financial information derived from the Restated Financial Information

The details of certain financial information as set out under the SEBI ICDR Regulations as at and for the Fiscals ended 2025, 2024 and 2023 as derived from our Restated Financial Information are set forth below:

(₹ in million, except per share data)

Particulars	As at and for the Fiscals ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Equity share capital	511.92	395.21	386.34
Net worth ⁽¹⁾	1,816.30	1,408.54	783.73
Revenue from operations	7,716.07	5,995.01	3,432.96
Profit after tax	424.42	266.08	142.64
Earnings/(Loss) per Equity Share (in ₹)			
- Basic ⁽²⁾⁽⁶⁾	4.35	2.90	1.85
- Diluted ⁽³⁾⁽⁶⁾	3.99	2.64	1.65
Net Asset Value per Equity Share ⁽⁴⁾⁽⁶⁾ (in ₹)	17.83	13.83	9.07
Total borrowings ⁽⁵⁾	2,647.24	1,970.20	1,216.63

Notes:

- ⁽¹⁾ Net worth means aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- ⁽²⁾ Basic earnings per Equity Share (₹) = Restated profit for the year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding during the year
- ⁽³⁾ Diluted earnings per Equity Share (₹) = Restated profit for the year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding during the year adjusted for the effects of all dilutive potential equity shares, if any
- ⁽⁴⁾ Net asset value per share means Total Equity minus Non-Controlling Interest divided by shares outstanding at the end of the financial year. Number of shares outstanding at the end of the year includes dilutive number of shares such as convertible preference shares.
- ⁽⁵⁾ Total Borrowing is calculated as non-current borrowings plus current borrowings.
- ⁽⁶⁾ Pursuant to a resolution passed by our Board dated July 3, 2025, and resolution of our shareholders dated July 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into 2 Equity Shares of face value of ₹ 5 each. Consequently, the authorised share capital of our Company was sub-divided from 52,000,000 equity shares of face value of ₹ 10 each to 104,000,000 Equity Shares of face value of ₹ 5 each; Accordingly, the issued, subscribed and paid-up equity share capital of our Company was sub-divided from 51,192,270 equity shares of face value of ₹10 each into 102,384,540 equity shares of face value of ₹ 5 each. Earnings per Equity Share (basic and diluted) and net asset value per Equity Shares has been calculated after giving effect to such sub-division.

For further details, see the section titled “Restated Financial Information” on page 284.

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

Our Statutory Auditors have not made any qualifications in their audit reports on our audited consolidated financial statements that have not been given effect to in the Restated Financial Information.

Summary of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, Subsidiary, Directors, Promoters, Key Managerial Personnel and Senior Management and Group Company in accordance with the SEBI ICDR Regulations and the Materiality Policy as on the date of this Draft Red Herring Prospectus, is provided below:

Category of individuals / entities	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings ⁽¹⁾	Disciplinary actions by SEBI or Stock Exchanges against our Promoter in the last five years, including outstanding action	Material civil litigation ⁽²⁾	Other matters ⁽³⁾	Aggregate amount involved (₹ in million) ⁽⁴⁾
Company							
By the Company	2	NA	NA	NA	Nil	1	1.83
Against the Company	Nil	7	Nil	NA	Nil	Nil	95.22
Directors							
By our Directors	Nil	Nil	NA	NA	Nil	Nil	Nil
Against our Directors	4	Nil	Nil	NA	Nil	Nil	Nil
Promoters⁽⁵⁾							
By our Promoters	Nil	Nil	NA	NA	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiary							
By the Subsidiary	Nil	Nil	NA	NA	Nil	Nil	Nil
Against the Subsidiary	Nil	Nil	Nil	NA	Nil	Nil	Nil
Key Managerial Personnel							
By the Key	Nil	NA	NA	NA	NA	NA	Nil

Category of individuals / entities	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings ⁽¹⁾	Disciplinary actions by SEBI or Stock Exchanges against our Promoter in the last five years, including outstanding action	Material civil litigation ⁽²⁾	Other matters ⁽³⁾	Aggregate amount involved (₹ in million) ⁽⁴⁾
Managerial Personnel							
Against the Key Managerial Personnel	Nil	NA	Nil	NA	NA	NA	Nil
Senior Management							
By the Senior Management	Nil	NA	NA	NA	NA	NA	Nil
Against the Senior Management	1	NA	Nil	NA	NA	NA	1.50
Group Company							
By our Group Company	Nil	Nil	NA	NA	1	Nil	Nil
Against our Group Company	Nil	Nil	Nil	NA	Nil	Nil	Nil

(1) Other than proceedings covered under criminal proceedings.

(2) Determined in accordance with the Materiality Policy.

(3) Includes joint applications for adjudication of penalty made before the Registrar of Companies, West Bengal with our Directors.

(4) To the extent ascertainable and quantifiable and excluding interest, if not quantified.

(5) Other than the Promoters who are also Directors

For further details, see the section titled “*Outstanding Litigation and Material Developments*” on page 408.

Risk factors

Specific attention of Bidders is invited to the section titled “*Risk Factors*” on page 38. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. Set forth below are the top 10 risk factors applicable to our Company:

S. No.	Description of risk
1.	We derive a significant portion of our revenue from operations from our tubular solutions vertical (representing 41.38%, 43.13% and 70.37% of our revenue from operations in Fiscal 2025, 2024 and 2023, respectively) and our rail systems vertical (representing 45.19%, 44.78% and 29.18% of our revenue from operations in Fiscal 2025, 2024 and 2023, respectively). A decrease in demand for the products which we manufacture and supply under these verticals, increased competition or pricing pressures may have an adverse impact on our business, results of operations, financial condition and cash flows
2.	Any downturn in the railway (representing 62.96%, 59.33% and 32.77% of our revenue from operations in Fiscals 2025, 2024 and 2023, respectively), energy, industrial infrastructure, and automotive sectors could have an adverse impact on our business, results of operations, financial condition and cash flows.
3.	Our business is significantly dependent on contracts awarded by the Indian railways and its associated entities (representing 23.18%, 18.99% and 6.08% of our revenue from operations in Fiscals 2025, 2024 and 2023, respectively). Any adverse changes in the government policies including reduction in government spending towards railway infrastructure or budgetary cuts may lead to our existing contracts being foreclosed, terminated, restructured or renegotiated, or reduce opportunities which may have an adverse impact on our business, cash flows, financial condition and results of operations.
4.	A substantial portion of our revenue from operations is dependent on our top 10 customers (41.92%, 37.06% and 37.03% of our revenue from operations from our top 10 customers in Fiscals 2025, 2024 and 2023, respectively). Loss of any of these customers or a significant reduction in revenue from such customers, could have an adverse effect our business, results of operations and cash flows

S. No.	Description of risk
5.	Any unscheduled, unplanned or prolonged disruption, slowdown or shutdown of our manufacturing operations could adversely affect our business, financial condition, cash flows and results of operations
6.	We are measured against high quality standards and stringent performance requirements by our customers. Any failure by us to comply with these standards or performance requirements may lead to the cancellation of existing and future orders, recalls, liquidated damages, invocation of performance bank guarantees or warranty and indemnity or liability claims, which could adversely affect our reputation, business, results of operations, financial conditions and cash flows.
7.	Our manufacturing facilities are concentrated in the state of West Bengal in India. Any significant social, political, economic or seasonal disruption, natural calamities or civil disruptions in West Bengal could have an adverse effect on our business, results of operations, financial condition and cash flows
8.	We depend on a limited number of suppliers for raw materials for our operations. Purchases from our largest supplier accounted for 31.29%, 27.37% and 25.67% and top 10 suppliers accounted for 69.83%, 72.03% and 87.85% of our total purchase on raw materials in Fiscals 2025, 2024 and 2023, respectively. Any loss of these suppliers could adversely affect our business, results of operations and financial condition.
9.	We do not have long term agreements with suppliers for our raw materials and an increase in the cost of or a shortfall in the availability, or deterioration in the quality of such raw materials could have an adverse effect on our business, results of operations, financial condition and cash flows.
10.	We have had instances of past incorrect and/ or delayed regulatory filings and discrepancies in our past corporate records, which may subject us to regulatory action or penalties

Summary of contingent liabilities

The following is a summary table of our contingent liabilities as at March 31, 2025 as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, derived from the Restated Financial Information:

(₹ in million)

Particulars	As at March 31, 2025
a) Demands /claims not acknowledged as debts and contested by the Company	
i. GST in dispute/ under appeal	1.34
ii. Excise/ Service tax matter in dispute/ under appeal	6.46
iii. Income tax in dispute/ under appeal	1.23
Total	9.03

For further details, see the section titled “Restated Financial Information – Notes to Restated Financial Information – Note 48 - Contingent liabilities and commitments” on page 335.

Summary of Related Party Transactions

A summary of related party transactions for the Fiscals 2025, 2024 and 2023, entered into by us with related parties as per Ind AS 24, read with the SEBI ICDR Regulations, derived from the Restated Financial Information is set forth below

(₹ in million)

Name of related party	Nature of relationship	Nature of transaction	For the Fiscals ended					
			March 31, 2025		March 31, 2024		March 31, 2023	
			Amount (₹ in million)	% revenue from operations	Amount (₹ in million)	% revenue from operations	Amount (₹ in million)	% revenue from operations
Kishan Dhanuka	Chairman and Managing Director	Reimbursement of Expenses	0.01	0.00	0.32	0.01	0.02	0.00
Nikunj Dhanuka	Whole Time Director	Reimbursement of Expenses	1.88	0.02	1.59	0.03	0.05	0.00
Nishit Dhanuka	Whole Time Director	Reimbursement of Expenses	3.65	0.05	7.05	0.12	1.19	0.03
Kaushik Kundu	Company Secretary	Reimbursement of Expenses	0.01	0.00	0.02	0.00	0.02	0.00
Railex Engineering Private Limited	Group Company	Reimbursement of Expenses	10.10	0.13	-	-	0.01	0.00
Chawi Garodia	Promoter	Reimbursement of	0.91	0.01	0.10	0.00	-	-

Name of related party	Nature of relationship	Nature of transaction	For the Fiscals ended					
			March 31, 2025		March 31, 2024		March 31, 2023	
			Amount (₹ in million)	% revenue from operations	Amount (₹ in million)	% revenue from operations	Amount (₹ in million)	% revenue from operations
	Group Member	Expenses						
SF Forgings Private Limited	Group Company	Reimbursement of Expenses	0.21	0.00	0.02	0.00	-	-
Amit Dhanuka	Whole Time Director	Reimbursement of Expenses	2.54	0.03	1.01	0.02	-	-
Neeraj Sureka	CFO	Reimbursement of Expenses	0.00	0.00	-	-	-	-
Lalbaba Industrial Corporation Private Limited	Group Company	Reimbursement of Expenses	0.09	0.00	-	-	-	-
Indodeutsche Precision Tubes Private Limited	Group Company	Reimbursement of Expenses	0.22	0.00	-	-	-	-
Swamiji Transmission Private Limited	Group Company	Reimbursement of Expenses	0.60	0.01	-	-	-	-
Lalbaba Projects Private Limited	Group Company	Reimbursement of Expenses	1.96	0.03	-	-	-	-
LBIC Engineering Private Limited	Holding Company	Reimbursement of Expenses	1.37	0.02	-	-	-	-
SF Forgings Private Limited	Group Company	Reimbursement of Expenses	-	-	0.03	0.00	-	-
Kishan Dhanuka	Chairman and Managing Director	Loans & Advances	-	-	0.04	0.00	-	-
Macedom Vinimay Private Limited	Group Company	Loans & Advances	-	-	10.00	0.17	-	-
Lalbaba Projects Private Limited	Group Company	Loans & Advances	-	-	89.05	1.49	-	-
Kishan Dhanuka	Chairman and Managing Director	Rent Expenses	0.90	0.01	1.80	0.03	-	-
LBIC Engineering Private Limited	Holding Company	Rent and Electricity Expenses	4.26	0.06	-	-	-	-
Nikunj Dhanuka	Whole Time Director	Purchase of shares	-	-	0.05	0.00	-	-
Indodeutsche Precision Tubes Private Limited	Group Company	Loan Given	191.94	2.49	-	-	-	-
Nishit Dhanuka	Whole Time Director	Loan Repaid	-	-	10.39	0.17	-	-
Amit Dhanuka	Whole Time Director	Loan Repaid	-	-	22.60	0.38	-	-
Kishan Dhanuka	Chairman and Managing Director	Short term Employee benefits	15.60	0.20	-	-	-	-
Amit Dhanuka	Whole Time Director	Short term Employee benefits	3.25	0.04	-	-	-	-
Nishit Dhanuka	Whole Time Director	Short term Employee benefits	7.80	0.10	-	-	-	-
Nikunj Dhanuka	Whole Time Director	Short term Employee benefits	7.80	0.10	-	-	-	-
Kaushik Kundu	Company Secretary	Short term Employee benefits	0.72	0.01	0.65	0.01	0.62	0.02
Neeraj Sureka	CFO	Short term Employee benefits	2.18	0.03	-	-	-	-

Name of related party	Nature of relationship	Nature of transaction	For the Fiscals ended					
			March 31, 2025		March 31, 2024		March 31, 2023	
			Amount (₹ in million)	% revenue from operations	Amount (₹ in million)	% revenue from operations	Amount (₹ in million)	% revenue from operations
Rakhi Dhanuka	Promoter Group Member	Short term Employee benefits	1.21	0.02	-	-	-	-
Kriti Dhanuka	Promoter Group Member	Short term Employee benefits	3.01	0.04	-	-	-	-
Chawi Garodia	Promoter Group Member	Short term Employee benefits	3.01	0.04	-	-	-	-
Kishan Dhanuka	Chairman and Managing Director	Director's commission	2.60	0.03	-	-	-	-
Amit Dhanuka	Whole Time Director	Director's commission	1.30	0.02	-	-	-	-
Nishit Dhanuka	Whole Time Director	Director's commission	1.30	0.02	-	-	-	-
Nikunj Dhanuka	Whole Time Director	Director's commission	1.30	0.02	-	-	-	-
Railex Engineering Private Limited	Group Company	Sale of Material	4.38	0.06	6.43	0.11	1.03	0.03
NF Forgings Private Limited	Group Company	Sale of Material	304.07	3.94	164.65	2.75	90.23	2.63
DTL Lalbaba Rail Engg LLP		Sale of Material	4.97	0.06	179.15	2.99	-	-
Lalbaba Projects Private Limited	Group Company	Sale of Material	132.49	1.72	172.93	2.88	150.37	4.38
Lalbaba Industrial Corporation Private Limited	Group Company	Sale of Material	24.56	0.32	33.32	0.56	-	-
Railex Engineering Private Limited	Group Company	Sale of Service	12.93	0.17	-	-	-	-
Indodeutsche Precision Tubes Private Limited	Group Company	Sale of Service	13.23	0.17	-	-	-	-
NF Forgings Private Limited	Group Company	Sale of Land	62.64	0.81	-	-	-	-
Railex Engineering Private Limited	Group Company	Purchase of Material or Service	250.24	3.24	0.99	0.02	25.78	0.75
Macedom Vinimay Private Limited	Group Company	Purchase of Material or Service	10.54	0.14	11.64	0.19	1.46	0.04
Lalbaba Industrial Corporation Private Limited	Group Company	Purchase of Material or Service	109.58	1.42	46.13	0.77	115.83	3.37
NF Forgings Private Limited	Group Company	Purchase of Material or Service	390.38	5.06	17.86	0.30	1.31	0.04
Lalbaba Metallica Private Limited	Group Company	Purchase of Material or Service	2.77	0.04	-	-	-	-
Lalbaba Projects Private Limited	Group Company	Rent Income	0.12	0.00	-	-	-	-
Indodeutsche Precision Tubes Private Limited	Group Company	Rent Income	0.39	0.01	-	-	-	-
Railex Engineering	Group Company	Rent Income	1.80	0.02	-	-	-	-

Name of related party	Nature of relationship	Nature of transaction	For the Fiscals ended					
			March 31, 2025		March 31, 2024		March 31, 2023	
			Amount (₹ in million)	% revenue from operations	Amount (₹ in million)	% revenue from operations	Amount (₹ in million)	% revenue from operations
Private Limited								
Railex Engineering Private Limited	Group Company	Other Income	-	-	0.04	0.00	-	-
NF Forgings Private Limited	Group Company	Other Income	-	-	0.17	0.00	-	-
NF Forgings Private Limited	Group Company	Advance given for Material, trade or services	-	-	12.32	0.21	-	-
DTL Lalbaba Rail Engg LLP		Advance given for Material, trade or services	-	-	24.05	0.40	-	-
Swamiji Transmission Private Limited	Group Company	Advance given for Material, trade or services	-	-	1.16	0.02	-	-
S N R Trading Company Private Limited	Group Company	Advance given for Material, trade or services	-	-	5.23	0.09	-	-
NF Forgings Private Limited	Group Company	Purchase of Capital Goods	-	-	0.45	0.01	-	-
Lalbaba Projects Private Limited	Group Company	Purchase of Capital Goods	0.69	0.01	0.00	0.00	-	-
LBIC Engineering Private Limited	Holding Company	Professional & Consultancy Charges	-	-	92.40	1.54	50.94	1.48
Kishan Dhanuka & Sons - HUF	Promoter Group Member	Recovery of Advance	-	-	-	-	1.22	0.04
Kriti Dhanuka	Promoter Group Member	Recovery of Advance	-	-	-	-	3.15	0.09
Expansion Bellows Private Limited	Group Company	Write off - Unsecured Loan	-	-	-	-	0.03	0.00
S N R Trading Co Private Limited	Group Company	Unsecured Loan Received	170.00	2.20	-	-	-	-
NF Forgings Private Limited	Group Company	Unsecured Loan Received	47.50	0.62	-	-	-	-
S N R Trading Co Private Limited	Group Company	Unsecured Loan paid	174.00	2.26	-	-	-	-
Kriti Dhanuka	Promoter Group Member	Interest Expenses on Unsecured Loan	0.32	0.00	0.32	0.01	0.29	0.01
S N R Trading Co Private Limited	Group Company	Interest Expenses on Unsecured Loan	2.52	0.03	-	-	-	-
NF Forgings Private Limited	Group Company	Interest Expenses on Unsecured Loan	2.66	0.03	-	-	-	-
Indodeutsche Precision Tubes Private Limited	Group Company	Interest Income on Loan	1.94	0.03	-	-	-	-
Kriti Dhanuka	Promoter Group Member	Staff Advance Given	-	-	-	-	1.85	0.05
LBIC Engineering Private Limited	Holding Company	Purchase of Equity Shares of Railex Engineering Pvt Ltd	9.69	0.13	-	-	-	-

Name of related party	Nature of relationship	Nature of transaction	For the Fiscals ended					
			March 31, 2025		March 31, 2024		March 31, 2023	
			Amount (₹ in million)	% revenue from operations	Amount (₹ in million)	% revenue from operations	Amount (₹ in million)	% revenue from operations
NF Forgings Private Limited	Group Company	Purchase of Equity Shares of Lalbaba NF Rail Engg Private Limited	0.01	0.00	-	-	-	-
Indodeutsche Precision Tubes Private Limited	Group Company	Investment in Equity Shares	89.90	1.17	0.10	0.00	-	-
Lalbaba NF Rail Engg Private Limited	Subsidiary	Investment in Equity Shares	-	-	0.50	0.01	-	-
Amit Dhanuka	Whole Time Director	Loan Taken	-	-	22.60	0.38	-	-
Amit Dhanuka	Whole Time Director	Proceeds from Issue of Shares	-	-	33.90	0.57	-	-
KCD Lifestyle	Promoter Group Member	Business Promotion Expenses	0.08	0.00	-	-	-	-
NF Forgings Private Limited	Group Company	Advance Received	19.50	0.25	-	-	-	-
Lalbaba Projects Private Limited	Group Company	Corporate guarantee given	200.00	2.59	200.00	3.34	-	-
Lalbaba Projects Private Limited	Group Company	Corporate guarantee released	200.00	2.59	-	-	-	-

All related party transactions have been done at arm's length price and are in compliance with the Companies Act, 2013, SEBI Listing Regulations and Ind AS 24 - Related Party Disclosures. For details of the related party transactions, as per the requirements under Ind AS 24 'Related Party Disclosures' and as reported in the Restated Financial Information see the section titled "Restated Financial Information- Note- 51 - Related party disclosures" on page 336.

Financing arrangements

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

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

The weighted average price at which Equity Shares were acquired by our Promoters and the Selling Shareholders, in the last one year preceding the date of this Draft Red Herring Prospectus is set forth below:

Name Selling Shareholder	Number of specified securities acquired in the preceding one year [^]	Weighted average price of specified securities acquired in the preceding one year ^{*(₹)}
Promoters		
LBIC Engineering Private Limited ⁽¹⁾	141,428	Nil [#]
Kishan Dhanuka ⁽¹⁾	6,519,396	3.30
Amit Dhanuka ⁽¹⁾	5,905,506	5.10
Nikunj Dhanuka ⁽¹⁾	7,524,406	7.40
Nishit Dhanuka ⁽¹⁾	7,998,806	4.64
Selling Shareholder (Promoter Group Selling Shareholder)		
Kishan Dhanuka & Sons HUF	Nil	Nil

^{*}As certified by KASG & Co., Chartered Accountants (FRN: 002228C), pursuant to their certificate dated September 29, 2025.

⁽¹⁾ Also the Promoter Selling Shareholders.

[#] In respect of equity shares allotted to the Promoters pursuant to composite scheme of arrangement, the cost of acquisition has been considered as Nil, since there was no consideration received by the company for issue of such shares. The cost of acquisition of shares of promoters in the demerged company/amalgamating company has not been considered.

[^] Pursuant to a sub-division of equity shares with effect from July 14, 2025, the Company sub-divided the equity shares of ₹10 each to 2 equity shares of ₹5 each. Accordingly, the disclosure in the table above reflects the effect of such share split.

No preference shares were acquired by the Promoters and the Selling Shareholders, in the last one year preceding the date of this Draft Red Herring Prospectus.

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

The weighted average price for all Equity Shares acquired in one year, 18 months and three years preceding the date of this Draft Red Herring Prospectus is mentioned below:

Period	Weighted average cost of acquisition per Equity Share (in ₹) [#]	Cap Price is 'x' times the weighted average cost of acquisition ^{**}	Range of acquisition price per Equity Share (Lowest price – Highest price) (in ₹) ^{##}
Last one year preceding the date of this Draft Red Herring Prospectus	3.88	[•]	Nil - 15.00
Last 18 months preceding the date of this Draft Red Herring Prospectus	3.88	[•]	Nil – 15.00
Last three years preceding the date of this Draft Red Herring Prospectus	4.74	[•]	Nil – 22.50

^{*}As certified by KASG & Co., Chartered Accountants (FRN: 002228C), pursuant to their certificate dated September 29, 2025.

^{*} Pursuant to a resolution passed by our Board dated July 3, 2025, and Shareholders' resolution dated July 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into 2 Equity Shares of face value of ₹ 5 each. Weighted Average Cost of Acquisition, Lowest price and Highest Price of acquisition has been adjusted accordingly to give impact of sub-division.

[#]Computed based on the equity shares acquired/allotted/purchased (including acquisition pursuant to transfer).

^{**}To be updated upon finalization of the Price Band

Note: The above workings is calculated post conversion of ORCPS into Equity Shares.

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

The average cost of acquisition of Equity Shares of by our Promoters and Selling Shareholders as at the date of this Draft Red Herring Prospectus, is set forth below:

Name	Number of Equity Shares of ₹ 5 each acquired	Average cost of acquisition per Equity Share of face value of ₹ 5 each (₹) [*]
Promoters[^]		
LBIC Engineering Private Limited	67,935,428	6.38
Kishan Dhanuka	8,563,380	2.90
Amit Dhanuka	7,678,840	9.12
Nikunj Dhanuka	8,148,406	7.23
Nishit Dhanuka	8,148,406	4.71
Selling Shareholders (Promoter Group Selling Shareholder)		
Kishan Dhanuka & Sons HUF [^]	1,908,800	5.00

^{*} As certified by KASG & Co., Chartered Accountants (FRN: 002228C), pursuant to their certificate dated September 29, 2025.

[^] Also the Promoter Selling Shareholders

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

Except as stated below, there have been no Equity Shares or ORCPS that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, members of the Promoter Group and the Selling Shareholders.

Name	Date of allotment / acquisition of specified securities	Number of specified securities acquired	Nature of transaction	Face value per specified securities (in ₹)	Acquisition price per specified securities (in ₹)
A. Equity Shares					
LBIC Engineering Private Limited [#]	March 11, 2025	70,714	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]
Kishan Dhanuka [#]	March 3, 2025	1,637,247	Conversion of ORCPS to Equity Shares	10.00	NA
	March 11, 2025	1,462,451	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]
	June 16, 2025 ^{&}	35,200	Transferred from Mahesh Kumar Dhanuka and Sons HUF	10.00	30.00
	June 17, 2025 ^{&}	100,800	Transferred from Narayan Dhanuka and Sons HUF	10.00	30.00
	July 2, 2025 ^{&}	24,000	Transferred from Dhanuka and Sons HUF	10.00	30.00
Amit Dhanuka [#]	February 10, 2024	886,667	Private Placement	10.00	45.00
	March 3, 2025	2,952,753	Conversion of ORCPS to Equity Shares	10.00	NA
Nikunj Dhanuka [#]	March 11, 2025	64,000	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]
	March 27, 2025	120,008	Gift from Kishan Dhanuka	10.00	Nil
	May 27, 2025 ^{&}	832,000	Transfer from Lalbaba Projects Private Limited	10.00	30.00
	May 27, 2025 ^{&}	567,120	Transfer from Swamiji Transmission Private Limited	10.00	30.00
	May 27, 2025 ^{&}	456,528	Transfer from SF Forgings Private Limited	10.00	30.00
	July 2, 2025 [*]	1,722,547	Gift from Murari Lal Dhanuka	10.00	Nil
Nishit Dhanuka [#]	December 22, 2022	74,800	Transfer from Dhanuka and Sons HUF	10.00	17.00
	March 11, 2025	920,583	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]

Name	Date of allotment / acquisition of specified securities	Number of specified securities acquired	Nature of transaction	Face value per specified securities (in ₹)	Acquisition price per specified securities (in ₹)
	March 25, 2025	120,000	Gift from Kishan Dhanuka	10.00	Nil
	May 27, 2025 ^{&}	1,236,272	Transfer from SF Forgings Private Limited	10.00	30.00
	July 4, 2025 [*]	1,722,548	Gift from Murari Lal Dhanuka	10.00	Nil
Kriti Dhanuka	March 11, 2025	160	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]
Chawi Garodia	March 11, 2025	160	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]
Rakhi Dhanuka	March 11, 2025	320	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]
Murari Lal Dhanuka	March 11, 2025	1,311,095	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]
Swamiji Transmission Private Limited	March 11, 2025	567,120	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]
Narayan Dhanuka and Sons HUF	March 11, 2025	100,800	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]
Mahesh Kumar Dhanuka and Sons HUF	March 11, 2025	35,200	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]
Dhanuka and Sons HUF	March 11, 2025	24,000	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]
Lalbaba Projects Private Limited	March 11, 2025	832,000	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]
SF Forgings Private Limited	March 11, 2025	1,692,800	Allotment pursuant to the Composite Scheme of Arrangement	10.00	NA [^]
B. ORCPS					

Name	Date of allotment / acquisition of specified securities	Number of specified securities acquired	Nature of transaction	Face value per specified securities (in ₹)	Acquisition price per specified securities (in ₹)
Kishan Dhanuka [#]	March 28, 2024	1,637,247	Transfer from Ancient Merchants Private Limited	10.00	10.20
Amit Dhanuka [#]	March 28, 2024	430,000	Transfer from Leonard Equipment (India) Private Limited	10.00	10.20
	March 28, 2024	2,350,000	Transfer from Techno Tracom Private Limited	10.00	10.20
	March 28, 2024	172,753	Transfer from Ancient Merchants Private Limited	10.00	10.20

^{*} As certified by KASG & Co., Chartered Accountants (FRN: 002228C), pursuant to their certificate dated September 29, 2025.

[#]Also the Promoter Selling Shareholders

[^] In respect of Equity Shares allotted pursuant to the Composite Scheme of Arrangement, the cost of acquisition has been considered as Nil, since there was no consideration received by the Company for issue of such shares. The cost of acquisition of shares of allottees in the demerged company/amalgamating company has not been considered for this purpose.

^{*}Share transfers pursuant to gift deeds each dated March 25, 2025. For further details, see "Restated Financial Information – Note 21 – Equity Share Capital" on page 322.

[&] Share transfers pursuant to agreements towards sale of equity shares each dated March 28, 2025, and the consideration for each of the transfers was received on March 28, 2025. For further details, see "Restated Financial Information – Note 21 – Equity Share Capital" on page 322.

As on the date of this Draft Red Herring Prospectus, there are no Shareholders holding any special rights in our Company, including the right to nominate Director(s) on our Board.

Details of pre-IPO placement

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,260.00 million, prior to filing of the Red Herring Prospectus.

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

Issue of equity shares of our Company for consideration other than cash in the last one year (excluding bonus issuance)

Except as stated below, our Company has not issued any equity shares for consideration other than cash during a period of one year preceding the date of this Draft Red Herring Prospectus:

Date of allotment of equity shares	Nature of allotment	Names of allottees along with the number of equity shares allotted to each allottee	Number of equity shares allotted	Face value (₹)	Issue price (₹)
March 11, 2025	Allotment pursuant to Composite Scheme of Arrangement	Allotment of (i) 1,462,451 equity shares to Kishan Dhanuka; (ii) 920,583 equity shares to Nishit Dhanuka; (iii) 1,311,095 equity shares to Murari Lal Dhanuka; (iv) 64,000 equity shares to Nikunj	7,081,403	10	NA

Date of allotment of equity shares	Nature of allotment	Names of allottees along with the number of equity shares allotted to each allottee	Number of equity shares allotted	Face value (₹)	Issue price (₹)
		Dhanuka; (v) 567,120 equity shares to Swamiji Transmission Private Limited; (vi) 70,714 equity shares to LBIC Engineering Private Limited; (vii) 320 equity shares to Rakhi Dhanuka; (viii) 160 equity shares each to Chawi Garodia and Kriti Dhanuka; (ix) 100,800 equity shares to Narayan Dhanuka and Sons HUF; (x) 35,200 equity shares to Mahesh Kumar Dhanuka and Sons HUF; (xi) 24,000 equity shares to Dhanuka and Sons HUF; (xii) 832,000 equity shares to Lalbaba Projects Private Limited; (xiii) 1,692,800 equity shares to SF Forgings Private Limited.			

Split or consolidation of equity shares in the last one year

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

Pursuant to a resolution passed by our Board dated July 3, 2025 and Shareholders' resolution dated July 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into Equity Shares of face value of ₹ 5 each. Consequently, the authorised share capital of our Company was sub-divided from 52,000,000 equity shares of face value of ₹ 10 each to 104,000,000 Equity Shares of face value of ₹ 5 each and 5,000,000 Preference Shares of ₹ 10 each. Accordingly, the issued, subscribed and paid-up equity share capital of our Company was sub-divided from 51,192,270 equity shares of face value of ₹10 each into 102,384,540 equity shares of face value of ₹ 5 each and 5,000,000 Preference Shares of ₹ 10 each.

For details, see the section titled “*Capital Structure – Notes to the Capital Structure-Equity share capital history of our Company*” on page 100.

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

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

SECTION II - RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations, cash flows and financial condition as of the date of this Draft Red Herring Prospectus.

The risks set out in this section may not be exhaustive and additional risks and uncertainties, not currently known to us or that we currently do not deem material, may arise or become material in the future and may also adversely affect our business, results of operations, cash flows, financial condition and/or prospects. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows, and financial condition and/or prospects could be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with “Our Business”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Financial Information” on pages 206, 154, 377 and 284, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains information relating to our strategies, future plans and forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see “Forward-Looking Statements” on page 24.

Our financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that year. Unless otherwise indicated, or the context otherwise requires, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Information” on page 284. Pursuant to the Composite Scheme of Arrangement, our audited consolidated financial information as at and for the years ended March 31, 2025 and March 31, 2024 consolidate the operations of PEPL and the Uluberia Unit of LICPL. As a result, our audited financial information as of and for the year ended March 31, 2023 are not comparable with the audited financial information as of and for the years ended March 31, 2025 and March 31, 2024, and therefore, the restated financial information for the same periods are not comparable as well. Also, see “Risk Factors - In this Draft Red Herring Prospectus, we have compared the restated financial information as of and for the year ended March 31, 2023 with the restated financial information as of and for the years ended March 31, 2024 and March 31, 2025. These periods are not strictly comparable to each other.” on page 71. In this Draft Red Herring Prospectus, unless specified otherwise, any reference to “the Company” or “our Company” refers to Lalbaba Engineering Limited, on a standalone basis, and a reference to “we”, “us” or “our” is a reference to our Company, our Subsidiary, Associates and Joint Ventures on a consolidated basis.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Crisil Intelligence – Industry chapter on forging, tubing, and rail system” dated September 27, 2025 (the “**CRISIL Report**”) prepared and issued by CRISIL Limited, appointed by us pursuant to an engagement letter dated May 9, 2025 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. A copy of the CRISIL Report is available on the website of our Company at <https://lalbabagroup.com/investors/>. For further information, see “- Certain sections of this Draft Red Herring Prospectus disclose information from the CRISIL Report which is a paid report and commissioned by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 70. Also

see, “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation—Industry and Market Data” on page 19.

Internal Risk Factors

1. **We derive a significant portion of our revenue from operations from our tubular solutions vertical (representing 41.38%, 43.13% and 70.37% of our revenue from operations in Fiscal 2025, 2024 and 2023, respectively) and our rail systems vertical (representing 45.19%, 44.78% and 29.18% of our revenue from operations in Fiscal 2025, 2024 and 2023, respectively). A decrease in demand for the products which we manufacture and supply under these verticals, increased competition or pricing pressures may have an adverse impact on our business, results of operations, financial condition and cash flows.**

Our business is organised across three integrated verticals that together form the foundation of our operations — tubular solutions, forging solutions and railway systems. The table below sets forth the details of our revenues from our business verticals for the years indicated:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of Revenue from Operations	Amount	Percentage of Revenue from Operations	Amount	Percentage of Revenue from Operations
	(in ₹ million except for percentages)					
Tubular solutions	3,193.20	41.38%	2,585.87	43.13%	2,415.63	70.37%
Forging solutions	1,006.02	13.04%	697.65	11.64%	-	-
Rail systems	3,486.76	45.19%	2,684.57	44.78%	1,001.67	29.18%
Others*	30.09	0.39%	26.92	0.45%	15.66	0.45%
Total	7,716.07	100.00%	5,995.01	100.00%	3,432.96	100.00%

*Others include consultancy services, duty drawback, export incentive, exchange gain/ (loss) and others.

Our revenue from tubular solutions and rail systems may decline as a result of a decrease in demand of products that we manufacture under these verticals, increased competition, pricing pressures, or changes in regulations and policies, which may adversely affect our business, results of operations, financial condition and cash flows. Our failure to anticipate, identify or react to changes in customer preferences could result in a decline in demand for our products, which could have an adverse effect on our business, results of operations, financial condition and cash flows. While revenue from these verticals has increased over the last three Fiscals, a reversal of this trend could materially reduce our revenue from operations and profitability. Further, our presence in these verticals enables us to serve critical applications across railways, automotive, energy and industrial infrastructure and any downturns in these sectors, whether caused by budgetary constraints, policy changes, economic slowdown or other factors, could decrease our sales, erode margins and consequently have an adverse effect on our business, results of operations, financial condition and cash flows. Also, see “- Any downturn in the railway (representing 62.96%, 59.33% and 32.77% of our revenue from operations in Fiscals 2025, 2024 and 2023, respectively), energy, industrial infrastructure, and automotive sectors could have an adverse impact on our business, results of operations, financial condition and cash flows.” on page 39.

2. **Any downturn in the railway (representing 62.96%, 59.33% and 32.77% of our revenue from operations in Fiscals 2025, 2024 and 2023, respectively), energy, industrial infrastructure, and automotive sectors could have an adverse impact on our business, results of operations, financial condition and cash flows.**

Our diverse product portfolio, including seamless tube, forged products, and rail systems and components, enables us to serve critical applications across railways, automotive, energy and industrial infrastructure sectors. However, historically, we have derived a majority of our revenue from the railway sector. The table below sets forth the revenue from the aforesaid sectors for the years indicated:

Sector	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of Revenue from Operations	Amount	Percentage of Revenue from Operations	Amount	Percentage of Revenue from Operations
	(in ₹ million except for percentages)					
Railways	4,858.37	62.96%	3,556.65	59.33%	1,124.86	32.77%

Sector	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of Revenue from Operations	Amount	Percentage of Revenue from Operations	Amount	Percentage of Revenue from Operations
	(in ₹ million except for percentages)					
Energy	1,427.46	18.50%	1,285.49	21.44%	1,359.74	39.61%
Industrial Infrastructure	586.16	7.60%	420.44	7.01%	278.48	8.11%
Automotive	631.39	8.18%	419.76	7.00%	385.67	11.23%
Others*	212.69	2.76%	312.67	5.22%	284.21	8.28%
Total	7,716.07	100.00%	5,995.01	100.00%	3,432.96	100.00%

* Others include sales to traders, duty drawback, export incentive, exchange gain/ (loss) and other

The Indian government has introduced several key schemes to support the growth of these sectors. For example, the Atmanirbhar Bharat initiative, launched in 2020, is the government's flagship mission to make India self-reliant in manufacturing, technology, and supply chains. This initiative has had a significant impact on the precision tubes, cold drawn tubes, and forging components industries. In the railways sector, domestic manufacturing of coaches, wagons, and locomotives has increased demand for precision tubes and forged components. The Indian railways has set a target to produce over 8,000 coaches in Fiscal 2026, driving demand for precision tubes and forged components. Similarly, other initiatives such as PM Gati National Master Plan is anticipated to drive sustained demand for structural steel tubes and forged components and the modernisation of rolling stock under National Rail Plan 2030 also drives demand for precision tubes and high-strength forgings (Source: CRISIL Report). For further information, see, "Industry Overview - Key government schemes for end-use industries" on page 160.

Further, the domestic manufacturing sector is closely linked to the performance of key end-use industries that drive demand for critical engineering inputs such as forging components, seamless pipes, and precision tubes. Among these, the thermal power and automotive sector hold significant position. The thermal power sector continues to be a major user of seamless pipes and engineering components, with demand sustained by ongoing capacity additions and modernisation of existing plants. Similarly, automotive industry, as one of the largest consumers of forgings, has witnessed steady growth supported by rising vehicle demand, increasing localisation, and policy thrust on electric mobility. In addition, oil and gas, railways, processing industries and defence contribute significantly to the demand landscape. (Source: CRISIL Report). For further information, see "Industry Overview - Overview of the domestic manufacturing sectors" on page 164.

While these trends and initiatives are expected to increase capital expenditure in the railways, energy, automotive and industrial-infrastructure sectors and drive demand for precision tubes, cold drawn tubes, and forging components, we cannot assure you that these trends will persist or that the initiatives will be implemented at the presently envisaged pace or that budgetary outlays will not be reduced, postponed or reprioritised. Any slowdown or deferral of rolling-stock procurement by Indian railways, a decline in thermal-power capacity additions, a reduction in domestic automotive production, or an overall downturn in the oil-and-gas would decrease demand for our seamless tubes, forged components and rail systems, and could have an adverse effect on our business, results of operations, financial condition and cash flows.

- Our business is significantly dependent on contracts awarded by the Indian railways and its associated entities (representing 23.18%, 18.99% and 6.08% of our revenue from operations in Fiscals 2025, 2024 and 2023, respectively). Any adverse changes in the government policies including reduction in government spending towards railway infrastructure or budgetary cuts may lead to our existing contracts being foreclosed, terminated, restructured or renegotiated, or reduce opportunities which may have an adverse impact on our business, cash flows, financial condition and results of operations.***

Our business is significantly dependent on contracts awarded by the Indian Railways and its associated entities. Accordingly, the growth of our business depends on our ability to bid for and/or secure new contracts from such entities. The table below sets forth our revenue from the Indian Railways and associated entities for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(in ₹ million except for percentages)		
Revenue from Indian Railways and its associated entities	1,788.53	1,138.75	208.62

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(in ₹ million except for percentages)		
Revenue from Indian Railways and its associated entities as a percentage of revenue from operations	23.18%	18.99%	6.08%

Contracts with the Indian Railways and associated entities are subject to extensive internal processes, policy changes, and budgetary allocation, which may lead to lower number of contracts being made available for bidding, delays in the release of tenders, or longer lead time between invitation for bids and award of the contract. Such events could decrease our order inflow, which could adversely affect our business, results of operations, financial condition and cash flows. While there has been no such adverse change in the policies or tendering criteria adopted by the Indian Railways regarding award of orders in the last three Fiscals, we cannot assure you that such adverse change will not occur in the future, and any such change could adversely affect our ability to bid for and/ or secure such orders which could adversely affect our business, cash flows, financial condition and results of operations.

4. ***A substantial portion of our revenue from operations is dependent on our top 10 customers (41.92%, 37.06% and 37.03% of our revenue from operations from our top 10 customers in Fiscals 2025, 2024 and 2023, respectively). Loss of any of these customers or a significant reduction in revenue from such customers, could have an adverse effect our business, results of operations and cash flows.***

A significant portion of our revenue from operations is generated from a limited number of customers. While our customers may vary annually, we generate significant revenues from our top 10 customers every year. The table below sets forth the revenue from our top 10 customers for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(in ₹ million except for percentages)		
Revenue from top 10 customers	3,234.38	2,221.70	1,271.23
Revenue from top 10 customers as a percentage of revenue from operations	41.92%	37.06%	37.03%

We anticipate that a limited number of customers will continue to represent a substantial portion of our revenue from operations. The loss of any of our top 10 customers for any reason, including due to loss of contracts or failure to negotiate acceptable terms in contract renewals, disputes with such customers, decline in business of such customers, adverse change in the financial condition of such customers, possible bankruptcy or liquidation or other financial hardship of such customers, decline in their sales, reduced or delayed customer requirements, facility shutdowns, labour strikes, geopolitical reasons or other work stoppages affecting production by such customers, or if such customers decide to choose our competitors over us, may lead to a corresponding decrease in demands for our products and services, thereby affecting the volume and timing of sales to our customers, which could have an adverse impact on our business, results of operations, financial conditions and cash flow.

Further, we derive a significant portion of our revenue from our customers in West Bengal. The table below sets forth the revenue from our customers located in West Bengal for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(in ₹ million except for percentages)		
Revenue from customers located in West Bengal	3,043.01	2,216.34	1,079.21
Revenue from customers located in West Bengal as a percentage of revenue from operations	39.44%	36.97%	31.44%

Due to the geographic concentration of our customers, our revenues from such customers are susceptible to local and regional factors. Any adverse developments in state-level industrial policy, tax laws or environmental law in West Bengal could affect our customers' operations, and consequently adversely affect our revenue from sales of products from our customers in West Bengal.

5. ***Any unscheduled, unplanned or prolonged disruption, slowdown or shutdown of our manufacturing operations could adversely affect our business, financial condition, cash flows and results of operations.***

We have three manufacturing facilities in Haldia, Ghosuri and Uluberia in West Bengal. Any disruptions, slowdown or shutdown of our manufacturing facilities, due to, among other things, breakdown, failure or obsolescence of equipment or IT systems, disruption in power supply, performance below expected levels of efficiency, labour disputes, fire or industrial accidents, or severe weather conditions and natural disasters, could adversely affect our business, financial condition, cash flows and results of operations. For instance, in June 2025, a 3.5 ton forging hammer broke down at our Uluberia Facility which resulted in the forging hammer not being utilized for a period of 15 days. While this instance did not have any material adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such instances will not arise in the future.

We may be required to carry out planned shutdowns of our facilities for maintenance, inspections and testing, or may shut down certain facilities for capacity expansion or equipment upgrades. Any such interruptions may adversely impact our business, financial condition, cash flows and results of operations. For instance, in August 2025, maintenance of a furnace at our Haldia Facility resulted in one of our manufacturing lines not being used for a period of seven days. While this instance did not have any material adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such instances will not arise in the future. Further, any significant malfunction or breakdown of our machinery, our equipment, our IT systems or any other part of our manufacturing processes or systems may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to maintain, repair our machinery, equipment, IT systems or any other part of our manufacturing processes or systems in a timely manner or at all, our operations may need to be suspended until we procure the appropriate machinery, equipment or systems to replace them. This may also lead to an inability to comply with our customers' requirements and would result in us breaching our contractual obligations which would have an adverse effect on our business, financial condition, cash flows and results of operations.

Our business operations involve the usage of heavy machinery. These activities can be extremely dangerous, and any accident could cause serious injury to people or property and in certain circumstances, even death. Such operating and other risks may result in suspension of our operations and the imposition of civil or criminal penalties. Any accident caused due to mechanical or operational failure may cause our workforce to discontinue working at our manufacturing facilities due to concerns of safety, which may have an adverse impact on our business, financial condition, cash flows and results of operations. While no such instances have occurred in the last three Fiscals which have had an adverse effect on our business, financial condition, cash flows and results of operations, we cannot assure you that such instances will not arise in the future. Our manufacturing facilities are also dependent on adequate and uninterrupted supplies of electricity or water, and shortage or disruption in electricity or water supplies may lead to disruption in operations, higher operating cost and consequent decline in operating margins. We have experienced instances of operational downtime resulting from disruptions in electricity supply. These interruptions have ranged from brief outages lasting from few minutes to extended periods of 12 to 18 hours. Such downtime has occurred due to both planned maintenance activities and unforeseen issues affecting the local power infrastructure. Any such downtime resulting from disruptions to electricity supply could adversely affect our business, financial condition, cash flows and results of operations.

6. ***We are measured against high quality standards and stringent performance requirements by our customers. Any failure by us to comply with these standards or performance requirements may lead to the cancellation of existing and future orders, recalls, liquidated damages, invocation of performance bank guarantees or warranty and indemnity or liability claims, which could adversely affect our reputation, business, results of operations, financial conditions and cash flows.***

We are measured against high quality standards and stringent performance requirements given the nature of application of our products to industries such as railways, automotive, energy and industrial infrastructure. We manufacture products for our customers as per the specifications provided by them. These technical and quality standard specifications typically form part of the request for quotation or tender documents floated by our customers or as part of the contracts or purchase orders which we enter into with our customers. Our customers provide a varying range of specifications which include, among other things, specifications in connection with the design and manufacturing, testing and inspection, safety, quality and sourcing of raw material, packaging, shipment and delivery, adherence and compliance with environmental, health and safety laws and usage of skilled manpower. We cannot assure you that we will be able to meet such technical specifications and quality standards imposed by our customers, at all times. Our failure to achieve or maintain compliance with these requirements or quality standards may disrupt our ability to supply products to our customers until compliance with such requirements or standards is achieved.

Actual or claimed defects in manufacturing of our products, could give rise to cancellation of existing and future orders, recalls, liquidated damages, invocation of performance bank guarantees, security deposit or warranty and indemnity or liability claims. The table below sets out the consolidated costs incurred on liquidated damages, settlement of warranty claims, indemnity claims and liability claims, and performance bank guarantees invoked in the last three Fiscals:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(in ₹ million except for percentages)		
Cost incurred*	26.31	17.15	12.78
Cost incurred* as a percentage of revenue from operations	0.34%	0.29%	0.37%

*Pertains to liquidated damages, settlement of warranty claims, indemnity claims and liability claims, and performance bank guarantees invoked.

Due to re-prioritisation of our production schedule to service other committed orders, we may be compelled to fully or partially cancel the orders. Any such cancellation could expose us to cancellation charges stipulated by the customer. For instance, there were a few instances in the past where we had to cancel the orders partially or fully, and on account of which, we had to incur the cancellation charges, the details of which are set forth below:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(in ₹ million except for percentages)		
Cancellation charges	0.19	8.09	0.67
Cancellation charges as a percentage of revenue from operations	0.00%	0.13%	0.02%

Some of our customers audit our manufacturing facilities to check compliance with technical specifications and quality standards. Certain customers may audit our manufacturing facilities prior to placing orders with us. Any adverse findings that arise in the course of these audits may lead to the relevant customers not considering us for new business, or cancelling their orders with us, until we successfully address any concerns or issues, which may lead to loss of business from such customers. While 52 customers have carried out such audits over the last three Fiscals, none has cancelled an order on account of audit findings during that period, there can be no assurance that future audits will not lead to order cancellation or loss of business.

7. Our manufacturing facilities are concentrated in the state of West Bengal in India. Any significant social, political, economic or seasonal disruption, natural calamities or civil disruptions in West Bengal could have an adverse effect on our business, results of operations, financial condition and cash flows.

We have three manufacturing facilities in West Bengal situated at Haldia, Ghosuri and Uluberia. Due to the geographic concentration of our manufacturing facilities, our operations are susceptible to local and regional factors, such as economic and weather conditions, natural disasters, political developments, demographic and population changes, civil disruptions including any local unrest, and other unforeseen events and circumstances. Such factors could hamper our manufacturing operations which could have an impact on our business, results of operations, financial condition and cash flows. The occurrence of any of these events could also require us to incur significant capital expenditure or change our business structure or strategy, which could have an adverse effect on our business, results of operations, financial condition and cash flows. While we have not faced any disruptions of our operations in West Bengal due to factors, events or circumstances specific to its geographical location, in the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you such instances will not arise in the future. The high concentration of our facilities in West Bengal also exposes us to regulatory and policy changes at the state level. Any adverse developments in state-level industrial policy, tax laws or environmental laws could affect our operations as compared to industry peers with a more geographically diversified manufacturing base.

8. We depend on a limited number of suppliers for raw materials for our operations. Purchases from our largest supplier accounted for 31.29%, 27.37% and 25.67% and top 10 suppliers accounted for 69.83%, 72.03% and 87.85% of our total purchase on raw materials in Fiscals 2025, 2024 and 2023, respectively. Any loss of these suppliers could adversely affect our business, results of operations and financial condition.

Our primary raw materials include carbon and alloy rounds and billets, stainless steel rounds and billets, and casting products. The table below provides details of our purchases from our largest supplier, top 5 suppliers and top 10 suppliers, expressed as a percentage of our total purchase of raw materials for the years indicated:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of total purchase of raw material	Amount	Percentage of total purchase of raw material	Amount	Percentage of total purchase of raw material
	(in ₹ million except for percentages)					
Largest supplier	1,507.82	31.29%	994.97	27.37%	481.06	25.67%
Top 5 suppliers	2,657.33	55.15%	2,126.47	58.50%	1,332.41	71.10%
Top 10 suppliers	3,364.86	69.83%	2,618.17	72.03%	1,646.35	87.85%

Note: The largest, top 5 and top 10 suppliers have been identified based on their contribution to the total purchase of raw material in the respective Fiscal.

- (1) In Fiscal 2025, our top 10 suppliers included Bhushan Power & Steel Limited, NF Forgings Private Limited, Rajlakhmi Ispat Private Limited, Railex Engineering Private Limited, Festino Marketing Company Private Limited, East India Holdings Private Limited, Kanuley Engineering Industries Private Limited, Texmaco Rail & Engineering Limited and Lal Baba Industrial Corporation Private Limited. One of our top 10 suppliers in Fiscal 2025, has not consented to the inclusion of their name in this Draft Red Herring Prospectus.
- (2) In Fiscal 2024, our top 10 suppliers included Bhushan Power & Steel Limited, Rajlakhmi Ispat Private Limited, Railex Engineering Private Limited, Deepa Sales, International Wirenail Mfg. Co, Crown Metal Industries Private Limited, Kanuley Engineering Industries Private Limited, S.D.Technical Services Private Limited, K. K. Steel Castings. One of our top 10 suppliers in Fiscal 2024, has not consented to the inclusion of their name in this Draft Red Herring Prospectus.
- (3) In Fiscal 2023, our top 10 suppliers included Bhushan Power & Steel Limited, Rajlakhmi Ispat Private Limited, Prakash Steel Products Private Limited, Crown Metal Industries Private Limited, Lal Baba Industrial Corporation Private Limited, Mechanical Engineering Industries, Soorajmull Baijnath Private Limited and Deepa Sales. Two of our top 10 suppliers in Fiscal 2023, have not consented to the inclusion of their names in this Draft Red Herring Prospectus.

Our reliance on key suppliers presents several risks, including potential shortages of raw materials, increased costs, and reduced control over delivery schedules. Some suppliers may also not have the capacity to handle sudden increases in orders for raw materials or may prioritize other customers over us. There have been instances of delay in delivery of raw material from the suppliers and consequent delay in delivery of products to our customers in the last three Fiscals. However, such delays were in the ordinary course of business and did not have any material impact on our business, results of operations, financial condition and cash flows. We cannot assure you that such instances will not arise in the future. While we have not faced any instances of loss of any key suppliers in the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that we will not encounter any loss of key suppliers in the future. If we are not able to source the requisite raw materials in a timely manner, or at all, in the event of loss of a key supplier, our business, results of operations and financial condition could be adversely affected.

9. **We do not have long term agreements with suppliers for our raw materials and an increase in the cost of or a shortfall in the availability, or deterioration in the quality of such raw materials could have an adverse effect on our business, results of operations, financial condition and cash flows.**

Our primary raw materials are cast billet and hot rolled bars in carbon alloy and stainless steel. The cost of our products is dependent on our ability to source these raw materials at acceptable prices and maintain a stable and sufficient supply of these raw materials. The price and availability of raw materials we need are subject to volatility and unavailability caused by various external conditions, including supply and demand dynamics, logistics and processing costs, our bargaining power with suppliers, inflation, governmental regulations and policies, overall economic conditions, production levels, market demand and competition for such materials, production, duties and taxes, and trade restrictions. The table below sets forth details of cost of raw materials consumed, expressed as a percentage of our revenue from operations for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023

	(in ₹ million except for percentages)		
Cost of raw materials consumed	4,612.61	3,697.65	1,947.77
Cost of raw materials as a percentage of revenue from operations	59.78%	61.68%	56.74%

We typically do not enter into long term supply contracts with raw material suppliers and place orders with them in advance of our anticipated requirements. The absence of long term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require, arising out of availability and supply and demand dynamics, and we may be unable to pass these costs onto our consumers. In the absence of long-term contracts, our suppliers may also not be obligated to supply their products to us and/or may choose to sell their products to other customers, including our competitors. We also face a risk that one or more of our existing suppliers may discontinue their supplies to us for reasons including delays in making payments, and any inability on our part to procure raw materials from alternate suppliers in a timely fashion, or on terms acceptable to us, may adversely affect our operations. There have been instances in the last three Fiscals, where we were delayed in making payments to our suppliers. While no action has been taken by any supplier, nor has any supplier discontinued their supply pursuant to any delay in the last three Fiscals, we cannot assure you that there will not be delays in the future, or that any supplier will not discontinue their supply to us on account of such delay, which may have an adverse effect on our business, results of operations, financial condition and cash flows. While we have not experienced material disruption in the supply of our raw materials in the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such disruption will not occur in the future and if any such disruption occurs, it may result in unexpected increases in prices of our raw materials and packaging material costs, and have an adverse effect on our business, results of operations, financial condition and cash flows.

10. *We have had in the past, instances of secretarial non-compliance, incorrect and/ or delayed regulatory filings and discrepancies in our corporate records, which may subject us to regulatory action or penalties.*

Our Company was incorporated almost 20 years ago in 2006 as a private limited company and became a public limited company only in 2024. Since our incorporation and prior to conversion into a public company, our Company has, in the past, made certain incorrect and/ or delayed regulatory filings due to clerical errors and inadvertent omissions. For instance, (i) On March 28, 2012, 215,200 equity shares were allotted as class A equity shares but were inadvertently described in the return of allotment filed in Form 2 as class B equity shares. This has since been rectified through a clarification filed in Form GNL-2 with the RoC, which has been approved by the RoC on September 27, 2025; (ii) in Form PAS-3 filed for allotment of 600,000 equity shares on December 2014, the date of allotment was incorrectly recorded as December 15, 2014 instead of December 27, 2014; and (iii) in relation to a private placement dated March 24, 2015, one board resolution erroneously referred to the allotment as a “rights offer,” although the corresponding filings consistently reflected it as a private placement. Similar clerical discrepancies have occurred in certain other historic filings, including in Forms MGT-7, board resolutions, and CSR committee records.

Additionally, some of our regulatory filings were delayed, for which we have made delayed filings with payment of late fees, to the extent applicable, such as (i) filings of Forms SH-7 and MGT-14 for increases in the authorised share capital of the Company, (ii) filings of Form MGT-14 for availing certain credit facilities, (iii) filings of Form MGT-14 for certain board and shareholders’ resolutions, including allotment of securities, approval of investment, appointment of a key managerial personnel and approval of the board report, and (iv) filing of Form PAS-4 relating to offer letters.

Further, our Company did not have a whole-time company secretary between January 15, 2008 and December 2, 2019, who was subsequently appointed. We have filed an application dated September 2, 2025 for adjudication of penalty in this regard, which is currently pending before the Registrar of Companies, West Bengal. For further details, see “Outstanding Litigation and Material Developments - Outstanding litigation proceedings by our Company - Other material proceedings” on page 410. We also delayed the filing of a return of significant beneficial ownership, which has since been filed along with payment of late fees.

Although no regulatory proceedings or actions have been initiated or is pending in relation to such non-compliance, errors, omissions, and delays in the filing of these corporate records and documents as on date, and corrective actions have been taken wherever applicable, we cannot assure you that regulatory proceedings or actions will not be initiated against us in the future, or that we will not be subject to penalties

or adverse observations by the regulatory authorities. Any such actions, observations, or penalties could adversely affect our business, results of operations, cash flows, financial condition, and reputation.

11. We rely on third party logistics service providers to transport raw materials from our suppliers and our products to customers. Any delay or disruption in our transportation arrangements or increase in transportation costs may adversely affect our business, results of operations, financial condition and cash flows.

We rely on third party logistics service providers for transportation of raw materials from our suppliers and our products to our customers. Transportation strikes, adverse weather conditions, or inadequate transport infrastructure or other factors may contribute to delays in logistics and movement of our products. Such disruptions could result not only in interruptions to our supply chain, but also in breach of contractual timelines, cost overruns, potential invocation of liquidated damages provisions, and strained customer relationships. In addition, our products may be damaged in transit for various reasons including occurrence of accidents or natural disasters.

A failure to maintain continuous procurement of raw materials from our suppliers or delivery of our products to our customers in an efficient, reliable and quality-compliant manner could have an adverse effect on our business, results of operations, financial condition and cash flows. We may also be affected by an increase in fuel costs, which directly impacts our transportation charges, which could have an adverse impact on our business, results of operations, financial condition and cash flows. The table below sets forth details of our transportation expenses for the indicated years, which is also expressed as a percentage of our revenue from operations for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(in ₹ million except for percentages)		
Transportation charges	161.06	95.26	111.43
Transportation charges as a percentage of revenue from operations	2.09%	1.59%	3.25%

While we have not experienced any major disruption in the transportation of our products or raw materials, resulting in the delay of delivery of our products or receipt of raw materials which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such instances will not arise in the future.

12. We are exposed to credit risk from our customers and recoverability of trade receivables is subject to uncertainties.

We are exposed to counterparty credit risk of our customers and any significant delay in receiving payments or non-receipt of payments could have an adverse effect on our business, results of operations, financial condition and cash flows. The table below sets forth certain details of our trade receivables and trade receivable turnover days for the years indicated:

Particulars	As of and for the year ended March 31,		
	2025	2024	2023
	(in ₹ million unless otherwise stated)		
Trade Receivables	1,566.74	1,110.59	460.76
Trade receivable turnover days (number of days)*	63	48	38

*Trade receivable turnover days is calculated as (average trade receivables/ revenue from operations) multiplied by 365 days.

For details on the ageing of trade receivables, see “Restated Financial Information – Note 15 – Trade Receivables” on page 320.

Our customer’s ability to make payments on a timely basis depends on various factors such as general economic and market conditions and the customer’s cash flow position, which are out of our control. Macroeconomic conditions, such as a credit crisis in the global financial system or global economic uncertainty, or a pandemic, such as the COVID-19 pandemic, could lead to deterioration in our customers’ financial condition and results of operations, which could limit their access to the credit markets, thereby increasing their risk of insolvency or bankruptcy. Further, government customers are typically subject to

procedural and administrative delays in processing payments, including internal approvals, audits, and fund disbursement timelines.

Any of the aforesaid conditions could cause our customers to delay payments, request modifications of their payment terms, or default on their payment obligations towards us, all of which could increase our receivables and may adversely affect our cash flow position and our ability to meet our working capital requirements. There is no assurance that our customers will pay us on a timely basis or at all, which may adversely affect the recoverability of our trade receivables, or that we will be able to efficiently manage the level of bad debt arising from delayed payments. There is also no assurance that we be able to accurately assess the creditworthiness of our customers. Further, bringing action against our customers to enforce their contractual obligations is often difficult and there can be no assurance that if we initiate any legal proceedings against any such entities, we will receive a judgment in our favor or on a timely basis.

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

We have experienced growth in our financial performance over the past three Fiscals. Our revenue from operations has increased from ₹ 3,432.96 million in Fiscal 2023 to ₹ 5,995.01 million in Fiscal 2024 and ₹ 7,716.07 million in Fiscal 2025. For further information, see “*Fiscal 2025 compared to Fiscal 2024 - Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*” on page 390 and “*Fiscal 2024 compared to Fiscal 2023 - Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*” on page 395. Our growth strategies include enhancing our presence through introduction of new offerings in targeted sectors, expanding manufacturing footprint globally to enhance market presence, leveraging and focusing on R&D and enhancing our engineering solutions into more end user industries and pursuing strategic acquisitions and joint ventures to further grow our business. For further information, see “*Our Business – Business Strategies*” on page 215.

We cannot assure you that our future growth strategy will be successful or that we will be able to continue to expand further, or at the same rate. Our ability to manage our future growth will depend on our ability to continue to implement and improve operational, financial and management systems on a timely basis and to expand, train, motivate and manage our personnel. We cannot assure you that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Our inability to manage our business and implement our growth strategy could have an adverse effect on our business, results of operations, financial condition and cash flows.

14. *Our proposed utilization of Net Proceeds towards capital expenditure for expansion of our cold finished steel tube manufacturing facility at Haldia, West Bengal, where we have not yet placed orders or entered into definitive arrangements for equipment and machinery. Further, a part of land on which our Haldia Capex is proposed to be undertaken is pending registration. Any delays, cost overruns or failure of such expansion to generate expected revenues may adversely affect our business, results of operations, financial condition and cash flows.*

We intend to utilize a portion of the Net Proceeds towards funding capital expenditure requirements, including the purchase of machinery and equipment and undertaking related civil works for expansion of our cold finished steel tube manufacturing facility at Haldia, West Bengal. While we have obtained quotations from vendors for such proposed capital expenditure, as of the date of this Draft Red Herring Prospectus, we have not placed any purchase orders or entered into definitive agreements with such vendors. For further details, see “*Objects of the Offer – Details of the Objects – Funding capital expenditure requirement for expansion of our Haldia Facility*” on page 119.

The quotations received are valid only for a limited period and may be subject to revisions on account of commercial or technical factors. Accordingly, we cannot assure you that the proposed capital expenditure will be undertaken within the costs indicated in such quotations, or that there will not be cost escalations. In addition, our actual capital requirements and timing may differ from current estimates due to, among other things, unforeseen delays, cost overruns, unanticipated expenses, regulatory changes, or design and technological modifications.

The completion of Haldia Capex is dependent on the performance of external agencies, which are responsible

for *inter alia* construction of buildings, installation and commissioning of plant and machinery, and supply and testing of equipment. We cannot assure you that the performance of external agencies will meet the required specifications or performance parameters. We may not be able to identify suitable replacement of external agencies in a timely manner. If the performance of these agencies is inadequate in terms of the requirements, this may result in incremental cost and time overruns.

Further, we propose to augment the annual capacity for cold finished seamless tube manufacturing at the Haldia Facility by an additional 150,000 MTPA, thereby enhancing our aggregate installed capacity from 85,000 MTPA to 235,000 MTPA. If the expansion does not yield the anticipated increase in our revenues and operational performance, our business, financial condition, results of operations and cash flows may be materially and adversely affected.

We may not be able to conclude such agreements or commitments on terms anticipated by us, or at all. As a result, subject to compliance with requirements under the Companies Act and the SEBI ICDR Regulations, our planned use of the Net Proceeds of the Offer may change in ways which may not be agreeable. These are based on current conditions and are subject to changes in external circumstances or costs or changes in other financial conditions, business strategy, etc.

Any delay in placing orders, escalation in acquisition costs, or failure by vendors to supply equipment and machinery in a timely manner, or at all, could result in time and cost overruns. Further, if we are unable to procure the required equipment or machinery from the vendors who have provided quotations, we may not be able to identify alternative vendors who can supply materials meeting our requirements at acceptable prices. Our inability to procure the requisite equipment and machinery on time or at reasonable cost may result in an increase in capital expenditure, delays or variations in the proposed implementation schedule and deployment of the Net Proceeds, and could materially and adversely affect our business, prospects and results of operations.

We plan to import some of our machineries for our proposed capex expansion from China. This may further subject us to additional unexpected duties or import costs and any regulatory restrictions, the occurrence of which may subject us to cost overruns or delays in implementation of the new facility.

In addition, Haldia Capex will be undertaken on land already in the possession of our Company on which, a part of our Haldia Facility is located. This land parcel aggregates to approximately 26 acres, which comprises of a) our existing land admeasuring approximately 16 acres situated at Kashberia, Bardhanyaghata Debhog, Haldia, East Midnapore, Midnapore – 721 657, West Bengal, India (“**Land 1**”) and b) a leasehold property admeasuring 10 acres situated at Bardhanyaghata, West Bengal (the “**Land 2**”), which is situated adjacent to Land 1.

Our Company is in possession of Land 1 pursuant to a lease deed dated February 27, 2008 entered into between our Company and the Haldia Development Authority, Haldia, West Bengal (“**HDA**”) for a period of 90 years.

Our Company acquired Land 2 through a sale certificate dated July 18, 2025, issued by Phoenix ARC Private Limited, acting in its capacity as the trustee for Phoenix Trust under the provisions Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“**SARFAESI Act**”). The Land 2 was originally leased by the Haldia Development Authority (“**HDA**”) to M/s. Infra Vision Developers LLP (formerly Infra Vision Developers Private Limited) and was subsequently mortgaged to the South Indian Bank Limited. Phoenix ARC Private Limited acquired the Land 2 under the provisions of the SARFAESI Act, and has duly transferred all rights, titles, and interests therein, including the leasehold rights, to our Company by way of the sale certificate dated sale certificate dated July 18, 2025. Pursuant to the aforesaid acquisition, our Company has submitted an application to the HDA on September 10, 2025 for the assignment of the lease in our Company’s favour. The application is pending with the HDA and Department of Urban Development & Municipal Affairs, Government of West Bengal, for requisite approvals for valuation by the Inspector General of Registration. Once the valuation is communicated to our Company, our Company shall pay the requisite stamp duty for the registration of the assignment of the lease deed. Our Company shall also make payment of the balance consideration amount to Infra Vision Developers LLP, at the time of the registration of assignment of the lease deed.

Whilst our Company has entered into a contractually binding arrangement for Land 2, there is no assurance that the government authorities will provide requisite approvals in a timely manner or at all. Further, there can be no assurance that the assignment and recording will be completed within the expected timeframe or

at all. Any adverse outcome could delay Haldia Capex timelines, increase Haldia Capex cost, restrict construction activity, or require us to identify alternate land on favourable commercial terms or at all, any of which could adversely affect the deployment of the Net Proceeds, our operations and financial condition.

15. *Whilst we have applied for registration of trademark of our Company's name and logo, there is no assurance that we will be able to successfully obtain such registrations, which may adversely affect, our business, results of operation, financial condition and cash flows.*

As on the date of this Draft Red Herring Prospectus, our Company has applied for registration of trademark of our name "Lalababa Engineering" and our logo. Further, as on the date of this Draft Red Herring Prospectus, our Company has applied for 10 trademarks under Class 6 of the Trade Marks Act, 1999 for our LALBABA PRIME™ series of products and Uniflow™ technology. Our Company has also applied for a patent on micro-alloyed steel grade composition for seamless tube applications in relation to our LALBABA PRIME™ series of products. For further details, see "Government and Other Approvals – Intellectual Property" on page 418. There is no assurance that we will be able to successfully obtain the aforesaid trademark registrations, specifically in respect of our Company's name and logo, or that such application shall not be subject to opposition and other disputes. Any such disputes may divert management's time and attention and consume financial resources. An adverse outcome of such applications may have an adverse effect on our business, results of operations, financial conditions and cash flows. In the event we are unable to register the trademark of our Company's name and logo, we may be subjected to third party disputes/claims in the future, which may require us to, inter alia, change the name and logo of our Company, leading to a possible impact of our visibility in the market we operate.

The name "LALBABA" (in Hindi) has been registered as a trademark by Bhadreswar Rice Mills under Class 14 of the Trade Marks Act, 1999 and applications for registering the name "LALBABA" under other classes have also been made by Bhadreswar Rice Mills, which forms the subject matter of an ongoing litigation involving our Group Company, Lalbaba Industrial Corporation Private Limited. For further details, see "Outstanding Litigation and Material Developments – Outstanding litigation involving our Group Company which has a material impact on our Company" on page 414. We cannot assure you that the outcome of such litigation will be in the favour of our Group Company.

Our future success depends, in part, on our ability to protect these intellectual property and other proprietary rights that we may develop/ create. We rely primarily on trademarks and unfair competition laws, as well as other contractual provisions, to protect our intellectual property and other proprietary rights. Despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property or otherwise gaining access to our technology.

While we ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights. While we have not had any incidents in the past alleging infringement of third-party intellectual property, we cannot assure you that such incidents may not occur in the future. Any claims of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. As a result of such infringement claims, we could be required to pay third party infringement claims, alter our technologies, obtain licenses or cease some portions of our operations, which may have an adverse impact on our business, results of operations, financial conditions and cash flows.

16. *Our Company, Promoters and Directors, Senior Management and Group Companies are involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have an adverse effect on our reputation, prospects, business, result of operations, financial condition and cash flows.*

As of the date of this Draft Red Herring Prospectus, there are outstanding legal and regulatory proceedings involving our Company, our Promoters, Directors and Senior Management which are pending at different levels of adjudication before various courts, tribunals and other authorities. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, continuity of our management, business, results of operations, financial conditions and cash flows. The summary of such outstanding material legal and regulatory proceedings as on the date of this Draft Red Herring Prospectus is set out below:

Category of individuals / entities	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings ⁽¹⁾	Disciplinary actions by SEBI or Stock Exchanges against our Promoter in the last five years, including outstanding action	Material civil litigation ⁽²⁾	Other matters ⁽³⁾	Aggregate amount involved (₹ in million) ⁽⁴⁾
Company							
By the Company	2	NA	NA	NA	Nil	1	1.83
Against the Company	Nil	7	Nil	NA	Nil	Nil	95.22
Directors							
By our Directors	Nil	Nil	NA	NA	Nil	Nil	Nil
Against our Directors	4	Nil	Nil	NA	Nil	Nil	Nil
Promoters⁽⁵⁾							
By our Promoters	Nil	Nil	NA	NA	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiary							
By the Subsidiary	Nil	Nil	NA	NA	Nil	Nil	Nil
Against the Subsidiary	Nil	Nil	Nil	NA	Nil	Nil	Nil
Key Managerial Personnel							
By the Key Managerial Personnel	Nil	NA	NA	NA	NA	NA	Nil
Against the Key Managerial Personnel	Nil	NA	Nil	NA	NA	NA	Nil
Senior Management							
By the Senior Management	Nil	NA	NA	NA	NA	NA	Nil
Against the Senior Management	1	NA	Nil	NA	NA	NA	1.50
Group Company							
By our Group Company	Nil	Nil	NA	NA	1	Nil	Nil
Against our Group Company	Nil	Nil	Nil	NA	Nil	Nil	Nil

(1) Other than proceedings covered under criminal proceedings.

(2) Determined in accordance with the Materiality Policy.

(3) Includes joint applications for adjudication of penalty made before the Registrar of Companies, West Bengal with our Directors.

(4) To the extent ascertainable and quantifiable and excluding interest, if not quantified.

(5) Other than the Promoters who are also Directors

For details of litigation involving our Group Companies an adverse outcome of which would materially and adversely affect the business, prospects, operations, performance, financial position, cash flows or reputation of the Company, please see “Outstanding Litigation and Other Material Developments” on page 408.

If any of these outstanding litigations are decided against our Company as the case may be, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. In this

regard, we may be subject to penalties and regulatory actions including the suspension of our business. We cannot assure you that any of these matters will be settled in favour of our Company, Promoter, Directors or Senior Management, respectively, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may have an adverse effect on our reputation, prospects, business, results of operations, financial conditions and cash flows. Further, such proceedings may divert management's time and attention and consume financial resources in their defence or prosecution. For further information, see "*Outstanding Litigation and Other Material Developments*" on page 408.

Pursuant to an order dated June 26, 2025 ("**Order**"), the Assistant Commissioner of Income Tax, Kolkata, Income Tax Department ("**IT Authorities**") determined that re-assessment of the income tax return filed by our Company for the Fiscal 2019 is necessary and also issued a notice dated June 26, 2025 directing our Company to submit another income tax return for the Fiscal 2019. Our Company has challenged the said notice dated June 26, 2025. Although at this stage there is no outstanding demand from the IT Authorities, there is no assurance that the IT Authorities will not issue a demand notice and that this matter will evolve into a tax dispute.

Some of the litigations disclosed in "*Outstanding Litigation and Other Material Developments*" could be based on litigation search undertaken by our Company and based on other publicly available information, considering that the relevant litigation documents are not available for reasons including such litigation notices/ summons have not been served or received yet. Additionally, there may be proceedings/ matters involving our Company before various legal/ judicial bodies including criminal, civil or tax matters in nature in relation to which our Company has not received any notice or summons or any other form of communication, or such proceedings may not have been admitted before the respective courts or adjudicating authority and accordingly such matters have not been disclosed in this Draft Red Herring Prospectus. Further, we rely on advice provided by our lawyers and consultants who advise us on various litigation matters. While we have not experienced any such instances in the last three Fiscals, if we receive incorrect advice from our lawyers and consultants, penalties and tax liabilities may be levied on us and we may be implicated in additional legal proceedings in the future. Any such penalties, tax liabilities or additional legal proceedings may affect our reputation, business operations financial condition and results of operations.

17. ***Our Company acquired 16.46% of the paid-up equity share capital of DTL Ancillaries Limited ("DTL") and 29.49% of the paid-up equity share capital of DTL India Holdings Limited ("DIHL") subsequent to March 31, 2025. Our Company proposes to acquire additional paid-up equity share capital of DTL and DIHL by June 2026, which will result in our Company acquiring, directly and indirectly, more than 51% of the paid-up equity share capital in each of DIHL and DTL. Both DIHL and DTL have incurred losses in Fiscal 2025 and, once they become our subsidiaries upon completion of the proposed acquisition, any of their future losses will be consolidated in our financial statements which could adversely affect our business, results of operations, financial condition and cash flows.***

Our Company has acquired equity shares in the following entities to strengthen its capabilities in furnishing and fitment of passenger and metro coaches:

- acquired 29.49% of the paid-up equity share capital of DIHL through share purchase agreements dated May 30, 2025 and June 25, 2025. Further, as on the date of this Draft Red Herring Prospectus, DIHL holds 46.05% in DTL; and
- acquired 16.46% of the paid-up equity share capital of DTL through share purchase agreements dated May 30, 2025 and June 25, 2025. As on the date of this Draft Red Herring Prospectus, our Company holds 30.04% in DTL (including our Company's indirect holding in DTL, through its stake in DIHL)

As of the date of this Draft Red Herring Prospectus, DIHL is classified as Associate of our Company. For further information, see "*History and Certain Corporate Matters - Details of material acquisitions or divestments of business undertaking in the last 10*" on page 250.

Pursuant to a memorandum of understanding (MoU) between Macedon Vinimay Private Limited, our Promoter Group member and our Company, our Company proposes to acquire additional paid-up equity share capital of DTL and DIHL by June 2026, (the "**Proposed Acquisition**"). The table below sets forth brief financial information of DIHL and DTL for Fiscals 2025, 2024 and 2023, derived from their audited financial

statements:

Particulars	As at/ for the year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
	(₹ million)		
DIHL			
Revenue from operations	124.22	818.95	156.61
Total income	132.57	824.00	158.09
Profit/ (loss) after tax	(159.47)	(28.77)	1.30
Total Equity	(29.14)	130.33	160.17
Net worth ⁽¹⁾	(29.31)	130.16	160.17
DTL			
Revenue from operations	1,009.91	1,832.51	1,570.20
Total income	1,070.28	1,855.89	1,606.81
Profit/ (loss) after tax	(240.43)	27.99	5.88
Total Equity	768.50	1,009.85	983.36
Net worth ⁽¹⁾	771.36	1,011.78	984.81

⁽¹⁾Net worth is total equity minus capital reserve and other comprehensive Income.

Following completion of the Proposed Acquisition, DIHL and DTL will cease to be mere associates and will instead be treated as our subsidiaries, resulting in consolidation of their financial statements in our future financial statements. Both DIHL and DTL have incurred losses in Fiscal 2025 and we cannot assure you that either entity will achieve profitability in the foreseeable future. Accordingly, if DIHL or DTL continues to incur losses, our business, results of operations, financial condition and cash flows will be adversely affected.

We have pursued and may continue to pursue acquisitions, mergers and strategic investments and alliances in India as well as overseas as a mode of expanding our operations. For instance, our Company, Lalbaba Industrial Corporation Private Limited (“**LICPL**”) and PEW Engineering Private Limited (“**PEPL**”) had filed a petition for approval of a composite scheme of arrangement for (i) demerger of the Uluberia Facility of LICPL and vesting of the Uluberia Facility into our Company; and (ii) amalgamation of PEPL with our Company, before the National Company Law Tribunal, Kolkata Bench, under Section 230 read with Section 232 of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, and other applicable provisions of law, which was sanctioned by the NCLT pursuant to their order dated December 18, 2024 (the “**Composite Scheme of Arrangement**”). For further details, see “*History and Certain Corporate Matters- Details of material mergers or amalgamation in the last 10 years- Composite scheme of arrangement entered amongst Lalbaba Industrial Corporation Private Limited (“LICPL” or “Demerged Company”), PEW Engineering Private Limited (“PEPL” or “Transferor Company”) and our Company (“Transferee Company”) and the respective shareholders and creditors (“Composite Scheme of Arrangement”)*” on page 250.

Going forward, we may consider making strategic acquisitions of other companies with the belief that their resources, capabilities and strategies are complementary, and are likely, to enhance our business operations. Our Board may identify suitable acquisition or investment opportunities and in the event, we do identify such suitable opportunities, we cannot assure you that we will complete those transactions on terms commercially acceptable to us or at all, which may adversely affect our competitiveness or growth prospects.

Such proposed acquisitions may be subject to receipt of relevant approvals. There can be no assurance that we will be able to obtain such approvals in a reasonable timeframe, or at all. There can be no assurance that we will be able to successfully integrate the acquired businesses (including DIHL, DTL, LICPL and PEPL) into our existing operations or achieve economies of scale. Our acquisition strategy involves various risks and challenges. Our inability to integrate or manage these acquired businesses or entities with our Company, effectively and efficiently, may result in increased costs and adversely affect our results of operations. In connection with any such acquisition or investment, we may incur debt, amortization expenses relating to intangible assets, large and immediate write-offs, assume liabilities or issue shares as payment for the acquisition that would dilute our current shareholders’ percentage of ownership. If we are not able to realize the anticipated benefits or the expected return on our investments or acquisitions, or are unable to complete acquisitions or integrate the operations, software, technologies or personnel gained through any such acquisition, it could have an adverse effect on our business, results of operations, financial condition and cash flows.

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

We have entered into financing arrangements with various lenders for short-term and long terms facilities for purposes including funding our working capital requirements and purchasing capital goods. The table below sets forth certain information on our total borrowings, finance costs and interest coverage ratio, as of and for the years as indicated:

Particulars	As of/ for the year ended March 31, 2025	As of/ for the year ended March 31, 2024	As of/ for the year ended March 31, 2023
	(₹ million unless otherwise stated)		
Total borrowings ⁽¹⁾	2,647.24	1,970.20	1,216.63
Finance costs	273.45	232.54	103.98
Interest coverage ratio ⁽²⁾ (in times)	3.07	2.60	2.82

⁽¹⁾ Total borrowings is calculated as current borrowings plus non-current borrowings.

⁽²⁾ Interest coverage ratio is calculated as earnings before interest and taxes divided by finance cost.

Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to generate sufficient cash flows to service such debt. Any additional indebtedness we incur may have consequences, including, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditure and reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions.

Our financing arrangements include conditions that require us to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions including pre-paying any financial indebtedness, altering our capital structure, further issuance of any Equity Shares, transfer of Equity Shares, change in our shareholding pattern, change in control and management including changes in the key managerial personnel or senior management of the Company, dilution of Promoters' shareholding, alteration in the constitutional documents and creation of security. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. As of the date of this Draft Red Herring Prospectus, we have received all consents required from our lenders in connection with the Offer.

In terms of security, we are required to create a charge over our current assets, movable and immovable properties, both present and future, and personal guarantees by our Promoters. We may also be required to furnish additional security if required by our lenders. These financing agreements also require us to maintain certain financial ratios. While there has been no breach of such covenants in the last three Fiscals, we cannot assure you that we will be able to comply with these financial or other covenants at all times or that we will be able to obtain the consent necessary to take the actions that we believe are required to operate and grow our business. Further, there has been no re-scheduling/ re-structuring in relation to borrowings availed by us from any financial institutions or banks in the last three Fiscals.

Further, we are susceptible to changes in interest rates and the risks arising therefrom. Certain of our financing agreements provide for interest at variable rates with a provision for the periodic resetting of interest rates. For further information on the interest charged under our financing agreements, see "Financial Indebtedness" on page 405.

19. If we are unable to introduce new products and respond to changing customer preferences in a timely and effective manner or if our products become obsolete due to a breakthrough in the development of technology or alternate products, the demand for our product may decline, which may have an adverse effect on our business, cash flows, results of operations and financial condition.

The success of our business depends on our ability to anticipate and identify changes in customer preferences, offering products that customer require, and on our ability to develop and manufacture products in a timely and cost-effective manner. While we leverage our R&D capabilities to develop new products and enhance manufacturing processes to manufacture product cost-effectively, we cannot assure you that such activities will result in significant new marketable products or enhancements to our products, design improvements, cost savings, revenues or other expected benefits. Further, investing in product development,

including developing new products and enhancing existing products, is expensive and time consuming, and our R&D efforts may not result in the successful development of new and innovative products, which could have an adverse effect on our business, cash flow, financial condition and results of operations.

Changes in customer preferences, regulatory or industry requirements or in competitive technologies may render certain of our products obsolete or less attractive. For example, in the event of a breakthrough in the development or growing popularity of alternate technology, we may be exposed to the risk of our products becoming obsolete or being substituted by alternatives, and any failure on our part to effectively address such situations or to introduce new products could adversely affect our business, results of operations, financial condition and cash flows. Further, if our customers, defer or cancel orders for our existing products due to introduction of alternative products, which are much more suitable and preferred as an option, our operating results could be adversely affected.

20. *If our joint venture partners do not perform their obligations satisfactorily and in the event there is any conflict of interest with them, it could result in financial loss or damage to our reputation.*

The success of our joint ventures namely, Indodeutsche Precision Tubes Private Limited and DTL Lalbaba Rail Engg LLP depends on our joint venture partners fulfilling their obligations satisfactorily. We may enter into other joint ventures in the future. If our joint venture partners fail to meet their obligations or renege on their obligations, it could result in a financial loss or a damage to our reputation. Additionally, conflicts of interest may arise between us and our joint venture partners, which could lead to disputes or disagreements that may be difficult to resolve. In such cases the interests of the joint venture may be adversely affected which could result in financial loss or damage to our reputation and business. While such instances have not occurred in the last three Fiscals, if such instances were to occur, it could result in financial loss or damage to our reputation.

21. *The loss of accreditation or quality certifications could adversely affect our reputation, business, results of operations, financial condition and cash flows.*

Our quality certifications and accreditations are critical for our business operations. For further information, see “Our Business- Quality Control, Testing and Certifications” on page 229. In the event we are unable to comply with the accreditation criteria or if such agencies find that we are not in compliance with the standards and norms prescribed, our accreditation may be revoked or we may not be granted accreditation. While we have not had any instances in the last three Fiscals where any accreditation was revoked, we cannot assure you that such instance may not occur in the future. To ensure continued accreditation with such agencies, we must ensure consistency and maintain the quality of our manufacturing processes. If we lose one or more of our accreditations or certifications, our reputation, business, results of operations, financial condition and cash flows may be adversely affected. Further, certain of our rail systems products that we manufacture are RDSO approved. If the requirement to obtain RDSO approval required on certain products which we manufacture is removed, it may lead to increased competition in these products. While no such instance has occurred in the last three Fiscals, we cannot assure you that such an instance will happen in the future, which could adversely affect our business, results of operations, financial condition and cash flows.

22. *We operate in a highly competitive market. If we are unable to bid for and win orders, or compete with our competitors, we could fail to increase or maintain our volume or order intake and our results of operations may be adversely affected.*

We operate in a competitive environment. For further information on the competition we face in the markets in which we operate, see “Industry Overview – Competition benchmarking across key players” on page 199. Some of our competitors may be larger than us, have stronger financial resources or a more experienced management team, or have stronger engineering capabilities. They may also benefit from greater economies of scale and operating efficiencies and may have greater experience. While service quality, technological capabilities and performance, health and safety records and personnel, as well as reputation and experience, are important considerations in customers’ decisions, price is a major factor in most tender awards. Some of our contracts are awarded following competitive bidding processes and satisfaction of other prescribed pre-qualification criteria. The competitive nature of this process may necessitate us and other prospective bidders to submit low bids to win the award of the contract to maintain our market share. We may thus be compelled to bid for new orders more aggressively than we expected and may accept terms and conditions that are not in our favor. If we fail to win new orders, we may not be able to increase, or maintain, our volume of business or revenues. Further, some of our competitors may replicate our manufacturing processes or technology,

which may reduce the competitive edge that we have in the industry and impact our business and revenue from operations. Failure to compete effectively against our current or future competitors may have an adverse effect on our business, financial condition and results of operation.

23. *Delays or inability to obtain requisite approvals for our Haldia Capex, together with reliance on management estimates and time-bound vendor quotations for costs, may result in time and cost overruns and impact the proposed utilization of Net Proceeds*

As of the date of this Draft Red Herring Prospectus, the process of filing the applications to the relevant government authorities for seeking approvals for the Haldia Capex has been initiated but there is no assurance that such approvals from the relevant government authorities would be granted in a timely manner or at all. For example, our Company has made applications for, and awaits the grant of consent to establish under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 in relation to the Haldia Capex, which will be required prior to commencement of civil constructions and structural works. For further information, see “Government and Other Approvals – Pending Material Approvals of our Company and Material Subsidiary” on page 417. Further, even if funds are raised through the Offer, a delay or inability to obtain such approvals will restrain us from utilising the Net Proceeds for the purposes stated in this Draft Red Herring Prospectus. In addition, we cannot assure you that we will be able to undertake the capital expenditure within the cost indicated by our management’s estimate or that there will not be cost escalations beyond the contingency costs or at all. Additionally, in the event of any delay in placement of orders for the proposed capital expenditure, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details, see “Objects of the Offer” on page 117.

Furthermore, while we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors, including our financial and market condition, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design or configuration of the equipment and other external factors including changes in the price of the equipment due to variation in commodity prices which may not be within the control of our Company. For determining certain costs, we have relied on reasonable internal management estimates of capex expenses of similar nature in the past, including for pre-operative expenses and captive solar power plant, for which we do not have vendor contracts or quotations. There is no assurance that such estimates shall be accurate and we may be required to spend more for such expenses from our internal accruals or other sources of funds. While such estimates have been assessed by LSI Engineering & Consultants Limited, in their Expansion Report, the actual costs may vary significantly due to various factors such as actual quotes received from the vendors, increase in estimated price and fluctuation in demand.

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

We require working capital for purchasing key raw materials. The table below sets forth details regarding our working capital turnover ratio, trade receivable days and trade payable days for the years indicated:

Particulars	As at and for the year ended March 31,		
	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million unless otherwise stated)		
Net working capital	170.87	209.19	(67.13)
Cash conversion cycle (number of days) ⁽¹⁾	82	63	57
Trade receivables days ⁽²⁾ (number of days)	63	48	38
Trade payable days ⁽³⁾ (number of days)	37	30	33
Inventory days ⁽⁴⁾ (number of days)	56	45	52

⁽¹⁾ Cash conversion cycle is the Trade receivable days plus Inventory days minus trade payable days.

⁽²⁾ Trade receivables days is calculated as average trade receivables divided by revenue from operations multiplied by 365.

⁽³⁾ Trade payable days is calculated as average trade payables divided by revenue from operations multiplied by 365.

⁽⁴⁾ Inventory days is calculated as average inventory divided by revenue from operations multiplied by 365.

Our cash conversion cycle has lengthened from 57 days in Fiscal 2023 to 82 days in Fiscal 2025 because customer collections and inventory holding periods have increased, while trade payable days have remained relatively stable. A sustained or further increase in this cycle would require us to deploy additional working

capital to fund our day-to-day operations. If we are unable to secure such additional financing on acceptable terms, or at all, our ability to purchase raw materials or meet operational expenses may be adversely affected, which could have a material adverse effect on our business, cash flows, financial condition and results of operations.

- 25. We derive a portion of our revenue from outside India (6.95%, 8.16%, and 18.36% of our revenue from operations in Fiscals 2025, 2024 and 2023 respectively). Any adverse events in the countries where we supply our products could have an adverse impact on our business, results of operations, financial condition and cash flows.**

We derive a portion of our revenue from outside India. Between April 1, 2022 and March 31, 2025, we exported our products to 18 countries including Brazil, Canada, France, Germany, Italy, Kenya, Kuwait, Mexico, Morocco, Norway, Saudi Arabia, Spain, Tanzania, Turkey, UAE, United Kingdom and USA. The table below sets forth our revenues from outside India, expressed as a percentage of revenue from operations for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million except percentages)		
Revenue from outside India	536.07	489.01	630.35
Revenue from outside India as a percentage of revenue from operations	6.95%	8.16%	18.36%

We cannot assure you that the countries to which we have exported or may export in the future will not increase customs duties, anti-dumping duties or other trade barriers, which could reduce the price competitiveness of our products, lower our export revenues and adversely affect our business, results of operations, financial condition and cash flows. Any change or increase in such duties may adversely affect our business, financial condition and results of operations. Export destination countries may also enter into free trade agreements or regional trade agreements with countries other than India. Such agreements and alteration of existing tax treaties may lead to increased competition or may even place us at a competitive disadvantage compared to manufacturers in other countries and could adversely affect our business, financial condition and results of operations.

Further, changes in import policies or an economic slowdown in countries to which we export our products may have a significant adverse impact on our business, financial condition and results of operations. For instance, a minimum import price is applicable on carbon seamless tubes. Further, for stainless steel, anti-dumping duty exists, along with the requirement that products should have BIS certification. The removal of any such protections could have an adverse impact on our business, results of operations, financial condition and cash flows. India is also a party to, and is currently negotiating, free trade agreements with several countries and if we export our products to such countries, any revocation or alteration of those bilateral agreements may also adversely affect our ability to export, and consequently, our business, financial condition and results of operations. Additionally, we will be required to procure certifications in addition to other quality standards which could be necessary for the products to be accepted by customers and the markets in which we export our products. As such, we may need to obtain and maintain the relevant certifications so that our customers are able to sell their products, which include components that are manufactured by us, in these countries. Our inability to secure such license, or any other licenses, certification, registrations and permits in other jurisdictions in a timely manner or at all, could result in operational delays or suspensions and/or administrative fines and penalties, which could have a material adverse effect on the overall business, results of operations and financial condition.

- 26. Our inability to comply with environmental, health and safety laws and regulations could adversely affect our business, results of operations, financial condition and cash flows.**

Our operations are subject to environmental, health and safety laws and other regulatory and/or statutory requirements in the jurisdictions in which we operate and involve the use, handling, generation, processing, storage, transportation, and disposal of certain materials during the manufacturing of our products. We have to obtain certain environmental permits in order to conduct our business. For instance, in 2024, we had failed to adequately comply with the environmental norms specified by the West Bengal Pollution Control Board regarding, among others, effluent discharge norms, pursuant to which our bank guarantee of ₹1.00 million was forfeited. While we have subsequently complied with the requirements of the West Bengal Pollution

Control Board, we cannot assure you that such instances will not occur again in the future. These environmental, health and safety laws and regulations include those governing the discharge of pollutants into the air and water, the use, management, and disposal of certain materials, the clean-up of work sites and occupational health and safety. Furthermore, environmental, health and safety laws and regulations, and the interpretation and enforcement thereof, are also subject to change. Complying with, and changes in, these laws and regulations or terms of approval may increase our compliance costs and may adversely affect our business, results of operations, financial condition and cash flows

27. *Our business is manpower intensive. Our business may be adversely affected by work stoppages, unionisation, increased wage demands by our employees, an increase in minimum wages, an inability to access contract labour at reasonable costs, and if we are unable to retain employees or engage new employees at commercially attractive terms.*

Our operations are manpower intensive and we are dependent on our workforce for a significant portion of our operations. The success of our operations depends on the availability of and maintaining good relationships with our workforce. Shortage of workforce or disruptions caused by disagreements with workforce could have an adverse effect on our business, results of operations, financial condition and cash flows. While we have not experienced any labour unrest in the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that we will not experience disruptions in work or our operations due to disputes, strikes, work stoppages, work slow-downs or lockouts at our manufacturing units or other problems with our work force, which may adversely affect our ability to continue our business operations. Any labour unrest could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. Further, as of the date of this Draft Red Herring Prospectus, some of our employees are unionised into a labour union, which has been recognised by us. Though, there has been no disruption or disputes with our work force in the past, there can be no assurance that we will not experience any disruption in the future as a result of disputes or disagreements or disputes with our work force, which may adversely affect our ability to continue our business operations.

Our success also depends on our ability to attract, hire, train and retain skilled manufacturing personnel. Our inability to recruit, train and retain suitably qualified and skilled personnel could adversely impact our business, results of operations, financial condition and cash flows. As at March 31, 2025, we were supported by 1,366 employees out of which 613 were employees (excluding skilled and unskilled labours) and 753 were skilled and unskilled labours. For further details, see “*Our Business – Human Resource*” on page 230. The following table sets forth the details regarding rate of attrition of our employees, and skilled and unskilled labours in the years indicated:

Particulars	As at/ for the year ended March 31, 2025	As at/ for the year ended March 31, 2024	As at/ for the year ended March 31, 2023
Number of employees (excluding skilled and unskilled labours)	613	584	195
Attrition rate of our employees (excluding skilled and unskilled labours)	35.73%	49.32%	12.31%
Number of skilled and unskilled labours	753	519	34
Attrition rate of our skilled and unskilled labours	86.72%	27.17%	14.71%

Note: Attrition rate represents number of resignations in the relevant category as a percentage of closing number of employees in the relevant category as at the end of respective year.

As of March 31, 2025, the attrition rate of skilled and unskilled labour has increased from 27.17% in Fiscal 2024 to 86.72% in Fiscal 2025 primarily due to completion of certain railway turnkey projects. We cannot assure you that attrition rates for our employees will not increase. Further, we are subject to stringent labour laws, and any violation of these laws may lead regulators or other authorities to order a suspension of certain or all of our operations. We may need to increase compensation and other benefits either to attract and retain key personnel or due to increased wage demands by our employees, or an increase in minimum wages and that may adversely affect our business, results of operations, financial condition and cash flows. The following table sets forth the details regarding our employee benefits expense in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million except percentages)		
Employee benefits expense	433.53	297.68	148.40
Employee benefits expense as a percentage of the total expenses	6.05%	5.28%	4.55%
Employee benefits as a percentage of revenue from operations	5.62%	4.97%	4.32%

We depend on third-party contractors to access a large pool of contract labour for our operations at our manufacturing facilities in order to retain flexibility and control costs. The number of contract labour engaged by us varies from time to time based on the nature and extent of work we are involved in. As of March 31, 2025, March 31, 2024 and March 31, 2023, we had engaged 922, 787 and 441 contract labour, respectively. While we have not had any instance of shortage of contract labour in the last three Fiscals, which has adversely affected our business, we cannot assure you that we will have adequate access to skilled contract labour in a timely manner.

28. *We have, within the last five years, sold land to our Group Company. Any similar transactions with Group Companies in the future may be perceived as conflicted and, if not on arm's length terms or if requisite approvals are not obtained, could adversely affect our business, financial condition and reputation.*

Within the five years preceding the date of this Draft Red Herring Prospectus, our Company sold approximately 526.50 decimals of land (across multiple plots at Mouza Abhirampur, J.L. No. 5) to one of our Group Companies, NF Forgings Private Limited, for an aggregate consideration of ₹ 62.64 million. There are no common Promoters or Directors between our Company and the said Group Company. Further, our Promoters and Directors do not have, and have not had during the aforesaid period, any interest in the said property or in any property acquired or proposed to be acquired by our Company. However, we cannot assure you that similar transactions with the Group Companies will not occur in the future in the ordinary course of business. Any such transactions may be regarded as related party transactions and may give rise to actual or perceived conflict of interest, including with respect to pricing, terms and timing.

If any future transaction with Group Companies is not on an arm's length basis and/or not in the ordinary course of business, or if we fail to obtain any requisite corporate or regulatory approvals (including, post-listing, approvals under applicable related-party transaction requirements), can have a material adverse effect on our business, results of operations, cash flows or financial condition.

29. *Our funding requirements and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected.*

We intend to use the Net Proceeds of the Fresh Issue for a) Funding capital expenditure requirement for expansion of the Haldia Facility; b) repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company; and c) towards general corporate purposes, as set forth in "Objects of the Offer" section on page 117. The objects of the Fresh Issue and deployment of funds have not been appraised by any bank or financial institution or any other independent external agency. The proposed utilization of Net Proceeds is based on our current business plan, management estimates, prevailing market conditions and other commercial considerations, which are subject to change and may not be within the control of our management. For determining certain costs in relation to funding our capital expenditure we have relied on reasonable internal management estimates of capex expenses of similar nature in the past. There is no assurance that such estimates shall be accurate and we may be required to spend more for such expenses from our internal accruals or other sources of funds. While such estimates have been assessed by LSI Engineering & Consultants Limited, in their Expansion Report dated September 27, 2025, the actual costs may vary significantly due to various factors such as actual quotes received from the vendors, increase in estimated price and fluctuation in demand. Our actual expenditure may exceed our internal estimates which may have a bearing on our expected revenues and earnings further requiring us to reschedule our planned expenditure. Further, the deployment of the funds towards the Objects of the Offer is entirely at the discretion of our management. The exact amounts that shall be utilised from the Net Proceeds towards the stated Objects shall depend upon our business plans, market conditions, our Board's analysis of economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital. Further, if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected. Various risks and uncertainties,

including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. We may also use funds for future businesses which may have risks significantly different from what we currently face or may expect. Accordingly, use of the Net Proceeds for 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.

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Further, pending utilization of Net Proceeds towards the Objects of the Offer, our Company will have the flexibility to deploy the Net Proceeds and to deposit the Net Proceeds temporarily in deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1934, as may be approved by our Board or IPO Committee. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of Net Proceeds. Various risks and uncertainties, including those set forth in this "Risk Factors" section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business, including delaying the schedule of implementation of Haldia Capex for which the Net Proceeds are intended for. As a consequence of any increased costs, our actual deployment of funds may be higher than our management estimates, for which we may require additional funding that we may not be able to arrange on commercially acceptable terms, or at all. We may also face delays or incur additional costs due to failure to receive regulatory approvals, technical difficulties, human resource, technological or other resource constraints, or for other unforeseen reasons, events or circumstances. Accordingly, the use of the Net Proceeds to fund our growth and for other purposes identified by our management may not result in actual growth of our business, increased revenue or profitability or an increase in the value of our business and your investment.

30. We have capital expenditure requirements and may require financing in the future and our operations could be curtailed if we are unable to obtain the required financing when needed.

We have incurred capital expenditure to expand and upgrade our existing manufacturing facilities. The following table sets forth details of our additions to property, plant and equipment in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million except percentages)		
Additions to the property, plant and equipment*	226.20	290.49	645.41
Additions to the property, plant and equipment as a percentage of revenue from operations	2.93%	4.85%	18.80%

*Excludes asset acquired through mergers.

Our sources of additional capital required to meet our capital expenditure plans, may include the incurrence of debt or the issue of equity or debt securities or a combination of both. Further, our budgeted resources may prove insufficient to meet our requirements which could drain our internal accruals or compel us to raise additional capital. If we are required to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. We may also become subject to additional restrictive covenants in our financing agreements, which could limit our ability to access cash flows from operations and undertake certain types of transactions. Any issuance of equity, on the other hand, would result in a dilution of the shareholding of existing shareholders. If any of the foregoing were to occur, our business, results of operations, cash flows and financial condition could be adversely affected.

31. Our operations are dependent on our ability to attract and retain qualified personnel, including our Key Managerial Personnel and Senior Management and any inability on our part to do so, could adversely affect our business, results of operations, financial condition and cash flows.

Our performance depends largely on the efforts and abilities of our Key Managerial Personnel and Senior Management, including Kishan Dhanuka, our Chairman and Managing Director, Amit Dhanuka, our Whole-Time Director, Nikunj Dhanuka, our Whole-Time Director and Nishit Dhanuka, our Whole-Time Director. For further information, see "Our Management – Brief Profiles of our Directors", "Our Management – Brief Profiles of our Key Managerial Personnel" and "Our Management – Brief Profiles of our Senior Management" on pages 257, 274 and 274, respectively.

The inputs and experience of our Key Managerial Personnel and Senior Management are valuable for the development of our business and operations and the strategic directions taken by our Company. Our managerial and other employees are critical to maintaining the quality and consistency of our services and reputation and the loss of the services of our personnel may adversely affect our business and operations. While we believe that we currently have adequate qualified personnel for our operations, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel. For further information regarding changes in Key Managerial Personnel and Senior Management during the last three Fiscals, see “*Our Management - Changes in the Key Managerial Personnel and Senior Management during the last three years*” on page 276. While there has been no instance in the last three Fiscals where the resignation of any Senior Management or Key Managerial Personnel had an adverse impact on our business, results of operations, cash flows or financial conditions we cannot assure you that any such instance will not arise in the future. Competition for qualified personnel with relevant industry expertise in India is intense and the loss of the services of our Key Managerial Personnel and Senior Management may adversely affect our business, results of operations, financial condition and cash flows. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. 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.

32. *We are dependent on our Chairman and Managing Director and Promoters for the conduct and growth of business of our Company, given their industry knowledge and expertise in strategic business decision. Their disassociation from our Company in future may adversely affect our business and our growth prospect*

Our Chairman and Managing Director, Kishan Dhanuka, has been actively involved in our operations for over two decades. He brings a practical leadership approach, shopfloor expertise, and long-standing relationships with customers, vendors, and regulators alike. In addition, our Promoter and Whole-time Director, Amit Dhanuka, brings over two decades of global experience in business development and institutional relationships. Similarly, our Promoter and Whole-time Director, Nikunj Dhanuka, has been instrumental in the development of the LALBABA PRIME™ series of products and Uniflow™ technology and our Promoter and Whole-time Director, Nishit Dhanuka, manages customer relationships, procurement processes, and budgetary controls to maintain operational consistency as we scale. We rely significantly on their industry knowledge and expertise in strategic business decisions. Their disassociation from our Company may adversely affect our business, results of operations and could seriously impair our ability to continue to manage and expand the business.

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

We have entered into transactions with related parties in the past. These transactions principally include loans and advances, sale of material and purchase of material or service. While all such transactions have been conducted on an arm’s length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. All related party transactions that we may enter into post-listing, will be subject to Board or Shareholders’ approval, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, in the interest of the Company and its minority Shareholders. Further, it is likely that we may enter into additional related party transactions in the future.

The table below provides details of our aggregate related party transactions and the percentage of such related party transactions to our revenue from operations in the relevant years:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million except percentages)		
Aggregate amount of related party transactions	2,515.63	1,171.06	445.40
Revenue from operations	7,716.07	5,995.01	3,432.96
Aggregate amount of related party transactions as a percentage of revenue from operations	32.60%	19.53%	12.97%

For further information on our related party transactions, see “*Summary of the Offer Document – Summary*

of Related Party Transactions” and “Restated Financial Information – Note 51 – Related party disclosures” on pages 28 and 335, respectively.

- 34. Our Registered Office and Haldia Facility, Corporate Office, R&D centre and other material properties are not located on land owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected.**

Our Registered Office and Haldia Facility, Corporate Office and our R&D centre at Howrah, West Bengal are not located on land owned by us. The following table provides information about the aforesaid Corporate Office, Registered Office and Haldia Facility, the R&D centre and other material properties:

Particulars	Address	Nature of Right / Title	Lease Period
Corporate Office	1st Floor, 27 Shakespeare Sarani, Kolkata-700017, West Bengal	Leasehold	9 years from April 1, 2021
Haldia Facility (also our Registered Office)	Kashberia, Bardhanyaghata Debhog, Haldia, East Midnapore, Midnapore – 721 657, West Bengal, India	Leasehold	90 years from February 27, 2008
R&D Centre	South City Infra Park, Jagdishpur, Liluah, Howrah, West Bengal, 711114	Leasehold	3 years from May 15, 2025
Office Space(s)	3rd Floor, 27 Shakespeare Sarani, Kolkata-700017, West Bengal	Leasehold	9 years from April 5, 2024
	Ground Floor, 27 Shakespeare Sarani, Kolkata- 700017 West Bengal	Leasehold	9 years from May 1, 2023
	Ground Floor, 27 Shakespeare Sarani, Kolkata- 700017 West Bengal	Leasehold	9 years from October 16, 2024
	3rd Floor, 27, Shakespeare Sarani, Kolkata-700017, West Bengal	Sublease	11 months from March 17, 2025
	Two Horizon, Level 6 Wing A, DLF 5, Sector 43, Gurgaon, 122002, Haryana	License to occupy	12 months from 1 December 2024
Land and Building	242/1/8 G.T. Road North, Howrah – 711106, West Bengal	Leasehold	5 years from April 9, 2024
	Plot. No. F-48, Ahmednagar MIDC Industrial Area, Ahmednagar – 414111, Maharashtra	Leasehold	76 years from July 22, 2004
	1/A/A/A, N.T. Road, P.O – Baidyabati – 712222	Leasehold	11 months from May 1, 2025

The termination of our lease agreements, or our failure to renew such agreements, on favourable conditions and in a timely manner, or at all, could require us to vacate such premises at short notice, which could adversely affect our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to renew any such arrangements when the term of the original arrangement expires, on similar terms or terms reasonable for us or obtain any consent required under these arrangements in a timely manner or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements, and we cannot assure that the new arrangements will be on commercially acceptable terms. While we have not faced any instances of difficulties in negotiating our lease arrangements or premature termination of existing lease agreements that led to any adverse effect on our business or operations in the last three Fiscals, we cannot assure you that such instances will not occur in the future.

- 35. The lease agreements for Registered Office and Haldia Facility, Corporate Office, R&D centre and other material properties and certain of our business agreements are required to be stamped in accordance with the relevant state stamp duty legislation and registered under the Registration Act, 1908. Any failure to register and/or appropriately pay stamp duty on such agreements may affect our ability to enforce such agreements.**

The lease agreements for our Registered Office and Haldia Facility, Corporate Office, R&D centre and other material properties and certain of our business agreements are required to be stamped in accordance with the relevant state stamp duty legislation and registered under the Registration Act, 1908. While there have been no litigations/ proceedings initiated in relation to failure to register any agreements, or payment of inadequate stamp duty on these agreements, such agreements which are (i) unregistered, may be declared legally invalid, or (ii) if insufficiently stamped, may be declared inadmissible as evidence in a court in India and we may be

required to pay the additional stamp duty as assessed by the concerned authority along with certain fines.

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

We maintain insurance cover for our properties, including building, furniture and fixture, plant machinery stock and stock in process and raw material stock. Our Company has maintained various insurance policies, in amounts that we believe are commercially appropriate, including *inter alia* insurance for fire and special perils damage, theft and burglary policy, marine cargo open transit policy (inland, exports and imports), floater cover, group medicare policy and commercial general liability policy. For further information on the insurance policies availed by us, see “Our Business – Insurance” on page 232. These insurance policies are generally valid for one year and are renewed yearly. We cannot assure you that the renewal of our insurance policies in the future will be granted in a timely manner, at acceptable cost or at all.

Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain types of risks. There are many events, other than the ones covered in the insurance policies specified above, that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, on time, or at all. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, cash flows, financial condition and results of operations could be adversely affected. Any damage suffered by us in excess of such limited coverage amounts, or in respect of uninsured events, not covered by such insurance policies will have to be borne by us.

The tables below provide details of the amount and percentage of coverage insurance vis-à-vis the property, plant and equipment (net block) (excluding land), capital work in progress and inventories, as on and for the years indicated:

Particulars	Assets as at March 31, 2025 [^]	Percentage of total assets as at March 31, 2025*	Total insurance cover as at March 31, 2025	Insurance coverage as a percentage of total insurable assets as of March 31, 2025
(₹ million except percentages)				
Insured Assets	2,855.87	95.58%	3,045.35	106.64%
Uninsured Assets	132.22	4.42%	Not applicable	Not applicable

*Based on Restated Financial Information.

[^]Sum of property, plant and equipment (net block) (excluding land), capital work in progress and inventories.

Particulars	Assets as at March 31, 2024 [^]	Percentage of total assets as at March 31, 2024*	Total insurance cover as at March 31, 2024	Insurance coverage as a percentage of total insurable assets as of March 31, 2024
(₹ million except percentages)				
Insured Assets	2,399.16	99.59%	2,284.07	95.20%
Uninsured Assets	9.88	0.41%	Not applicable	Not applicable

*Based on Restated Financial Information.

[^]Sum of property, plant and equipment (net block) (excluding land), capital work in progress and inventories.

Particulars	Assets as at March 31, 2023 [^]	Percentage of total assets as at March 31, 2023*	Total insurance cover as at March 31, 2023	Insurance coverage as a percentage of total insurable assets as of March 31, 2023
(₹ million except percentages)				
Insured Assets	1,507.08	97.68%	1,429.37	94.84%
Uninsured Assets	35.77	2.32%	Not applicable	Not applicable

*Based on Restated Financial Information.

[^]Sum of property, plant and equipment (net block) (excluding land), capital work in progress and inventories.

We could face liabilities or otherwise suffer losses should any unforeseen incident such as malfunction or

failure of manufacturing equipment, natural disaster, fire, flood, and accidents affecting our manufacturing units. Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain types of risks. We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part, on time, or at all. The table below sets forth details of the insurance amount claimed and insurance amount received for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million)		
Insurance amount claimed	0.13	0.17	Nil
Insurance amount received	0.10	0.16	Nil

To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, cash flows, financial condition and results of operations could be adversely affected. Any damage suffered by us in excess of such limited coverage amounts, or in respect of uninsured events, not covered by such insurance policies will have to be borne by us. While we have not experienced any instance where we incurred losses exceeding our insurance coverage in the last three Fiscals, we cannot assure you that such instance will not arise in the future which may have an adverse impact on our business, results of operations, financial condition and cash flows.

37. We have unsecured loans that are repayable on demand. Any recall could materially adversely affect our liquidity, cash flows and financial condition.

We have availed unsecured loans, which are repayable on demand. As of August 31, 2025, the outstanding balance of such loans aggregated ₹ 530.00 million. While, as of the date of this Draft Red Herring Prospectus, neither the loan arrangements have been terminated nor has repayment been demanded, there can be no assurance that these parties will not recall the loans (in whole or in part) at any time.

If these unsecured loans are recalled, we may be required to arrange alternative financing at short notice, which may not be available on commercially reasonable terms or at all. We may be compelled to divert internal accruals, curtail working capital, and any new borrowings could carry higher interest rates or more restrictive covenants. A recall or refinancing on adverse terms could materially and adversely affect our cash flows, results of operations and financial condition. For further details, see “Financial Indebtedness” on page 405.

38. We have certain contingent liabilities that have been disclosed in the Restated Financial Information (₹ 9.03 million as of March 31, 2025), which if they materialize, may adversely affect our business, results of operations, financial condition and cash flows.

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

Particulars	Amount (₹ million)
Demands/claims not acknowledged as debts and contested by the Company*	
GST in dispute/ under appeal	1.34
Excise/ Service tax matter in dispute/ under appeal	6.46
Income tax in dispute/ under appeal	1.23
Total	9.03

*Based on discussions with the solicitors/ favourable decisions in similar cases/legal opinions taken by the Company, the Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements. The Company does not expect the impact, if any, to be material.

b) Matters under litigation/dispute

During Fiscal 2024, our Company has received intimation under section 143(1) of the Income Tax Act, 1961 relating to Fiscal 2023 where certain disallowances have been made in the assessment by assessing officer resulting in less income tax refund amounting to ₹ 5.93 million. In view of the management, certain disallowances are incorrect and therefore the company has filed an appeal against the said assessment order contesting the disallowances as made before CIT Appeal, the first appellate authority. Hence no adjustment has been considered in books in respect of the above intimation received.

During Fiscal 2024, our Company and SF Forgings Private Limited jointly provided a corporate guarantee amounting to ₹ 200 million on behalf of Lalbaha Projects Private Limited. This guarantee was renewed in Fiscal 2025.

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, results of operations, financial condition and cash flows. For further information, see “Restated Financial Information – Note 48 – Contingent liabilities and capital commitments” on page 335.

39. Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, may adversely affect our business, financial condition, results of operations and cash flows

We are required to obtain certain approvals, registrations, permissions and licenses from regulatory authorities, to undertake our operations including environmental approvals, factory licenses and labour and tax related approvals. For further information on the nature of approvals and licenses required for our business and details of their validity, see “Government and Other Approvals” on page 415. These approvals, licenses, registrations and permissions may be subject to numerous conditions. If we fail to obtain some or all of these approvals or licenses, or renewals thereof, in a timely manner or at all, or if we fail to comply with applicable conditions or it is claimed that we have breached any such conditions, our license or permission for carrying on a particular activity may be suspended or cancelled and consequently we may not be able to carry on such activity, which could adversely affect our business, results of operations, financial condition and cash flows.

We have and may need to in the future, apply for certain additional approvals, including the renewal of approvals, which may expire from time to time. We have, *inter alia*, made applications for certain consents and approvals which are pending as on the date of this Draft Red Herring Prospectus. For instance, authorization under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 for our manufacturing unit at Uluberia, West Bengal has been applied for on June 17, 2025, application for grant of registration under the Contract Labour (Regulation & Abolition) Act, 1970 in relation to our manufacturing unit at Uluberia has been applied for on May 30, 2025 application for renewal of license under the West Bengal Fire Services Act, 1950 in relation to our manufacturing unit at Haldia and Uluberia units have been applied for on June 29, 2025 and application for grant of registration under the West Bengal Labour Welfare Fund Act, 1974 in relation to our manufacturing unit at Haldia has been applied for on May 26, 2025. Further, our Company has made applications for grant of consent to establish under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 in relation to the Haldia Capex, our proposed expansion of our Haldia Facility, but the same are yet to be received. For further information, see “Government and Other Approvals – Pending Material Approvals of our Company and Material Subsidiary” on page 417. Further, pursuant to the Composite Scheme of Arrangement, certain licenses and approvals held by the Demerged and Transferor companies have been transferred to our Company. Consequently, our Company has filed applications with the relevant authorities for recording the change of name in such licenses and approvals. For further information, see “Government and Other Approvals – Pending Material Approvals of our Company and Material Subsidiary” on page 417. We cannot assure you that such approvals and licenses will be granted or renewed in a timely manner or will not be cancelled or withdrawn by the relevant governmental or regulatory authorities. Failure to obtain or renew such approvals and licenses in a timely manner would make our operations non-compliant with applicable laws and may result in the imposition of penalties by relevant authorities and may also prevent us from carrying out our business, and may adversely affect our business, financial condition, results of operations and cash flows.

40. There have been certain instances of non-payment or delays in payment of statutory dues by us in the past. Any non-payment or delay in payment of statutory dues by us in future, may result in the imposition of penalties and in turn may have an adverse effect on our business, financial condition, results of operation and cash flows.

We are required to pay certain statutory dues including provident fund contributions, employee state insurance contributions (“ESIC”), professional taxes, tax deducted at source (“TDS”) on salary and gratuity. The table below sets forth details of the statutory dues payable by us:

Particulars	Number of Employees (As of March 31, 2025)	Fiscal 2025 (₹ million)	Number of Employees (As of March 31, 2024)	Fiscal 2024 (₹ million)	Number of Employees (As of March 31, 2023)	Fiscal 2023 (₹ million)
Employee Provident Fund	1,079	26.28	1,229	21.42	427	8.88
ESIC	2,038	5.02	993	4.33	309	1.99
Professional Tax	1,033	1.85	1,029	1.50	427	0.65

TDS on salary	45	25.26	21	8.01	18	3.26
Gratuity	9	0.59	3	0.46	7	0.26

The table below sets forth the details of delays in statutory dues payable by us:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	Amount Delayed (₹ million)		
Employee Provident Fund ⁽¹⁾	1.94	1.23	0.05
ESIC ⁽¹⁾	0.69	0.47	0.01
Professional Tax ⁽¹⁾	0.09	0.00	0.06
TDS on salary ⁽¹⁾	3.49	0.11	0.22

(1) The delay is attributable to administrative reasons.

We cannot assure you that we will not be subject to such penalties and fines in the future for delays in payment of statutory dues, which may have an adverse impact on our business, results of operations, financial condition and cash flows.

41. We have extended corporate guarantees in favour of certain lenders to our Subsidiary, covering facilities amounting to ₹ 300.00 million.

During Fiscal 2025, we have extended a corporate guarantee in favour of certain lenders to our Subsidiary with respect to banking facilities. No direct cash outflow arises unless such guarantee is invoked. The table below sets forth details of the corporate guarantee:

Name of Related Party	As at March 31, 2025 (₹ million)	Percentage of Net Worth as of March 31, 2025 (%)	Purpose
Lalbaba NF Rail Engg Private Limited	300.00	16.52%	Corporate guarantee for facilities availed from Axis Bank Limited

If our Subsidiary were to default under its banking facilities with its lenders, we may be required to meet the guaranteed obligations of up to ₹ 300.00 million. Any invocation of these guarantees could, therefore, have a material adverse effect on our financial condition, results of operations, cash flows, and net worth. Additionally, related party transactions of this nature may entail potential conflicts of interest and may not always be on arm's length terms, thereby posing risks to shareholder interests.

42. Our statutory auditors have included certain observations in their audit reports for Fiscals 2025, 2024 and 2023 under the reporting requirements under the Companies (Auditor's Report) Order, 2020 and Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended). We cannot assure you that any similar remarks will not form part of our financial statements for the future fiscal periods, which could have an adverse effect on our reputation, trading price of the Equity Shares, results of operations, cash flows and financial condition.

Our statutory auditors have included certain observations in their audit reports for Fiscals 2025, 2024 and 2023 under the reporting requirements under the Companies (Auditor's Report) Order, 2020 and Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended). These remarks did not require any adjustments in the Restated Financial Information. For further information, see "Financial Information- Restated Financial Information- Annexure VII- Statement of Adjustments to Audited Consolidated and Standalone Financial Statements" on page 369. We cannot assure you that our auditors' reports for any future fiscal periods will not contain qualifications, matters of emphasis or other observations or remarks which could subject us to additional liabilities, due to which our reputation, trading price of the Equity Shares, results of operations, cash flows and financial condition may be adversely affected.

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

Except Sucharita Basu De, an Independent Director of our Company, who is also a director on the board of directors of Ramkrishna Forgings Limited which is listed on stock exchanges in India and Dharmendra Singh

Gangwar, an Independent Director of our Company, who is a director of Duncan Engineering Limited, Paisalo Digital Limited and Transrail Lighting Limited, companies which are listed on stock exchanges in India, none of our other Directors are currently, or have been in the past directors on the board of any listed companies. For further details, see “*Our Management – Board of Directors*” on page 255. We cannot assure you if the lack of adequate experience of being on the board of listed companies will affect their ability to effectively address the specific complexities associated with being a listed company, which may have any adverse impact on our operations as a listed company.

44. *We engage in foreign currency transactions and adverse fluctuations in the exchange rate between the rupee and other currencies may adversely affect our operating results.*

Our financial statements are presented in Indian Rupees. However, our results of operations may be influenced by the currencies of countries that we export to as well as by the currencies of countries from where we procure raw material. Exchange rate fluctuations between the Indian Rupee and foreign currencies, especially USD and Euro, may have an adverse impact on our operating results. The table below sets forth details of foreign currency exposure as of the dates indicated:

Particulars	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations
	(₹ million except percentages)					
Absolute total foreign currency exposure on trade receivables	45.20	0.59%	80.42	1.34%	75.14	2.19%
Absolute total foreign currency exposure on trade payable	4.91	0.06%	0	0.00%	1.83	0.05%
Total absolute total foreign currency exposure	40.29	0.52%	80.42	1.34%	73.31	2.14%
Total foreign currency exposure (unhedged)	40.29	0.52%	80.42	1.34%	73.31	2.14%

We do not hedge our exposure to foreign currency. As a result, our business, results of operations, cash flows and financial performance could be adversely affected in case these currencies fluctuate significantly. While we have not experienced any adverse impacts on our business, results of operations, financial condition, or cash flows due to not hedging foreign exchange risks in the last three Fiscals, we cannot assure that such instances will not occur in the future.

45. *After the completion of the Offer, our Promoters along with the members of our Promoter Group will continue to collectively hold majority of the shareholding in our Company, which will allow them to influence the outcome of matters requiring Shareholders’ approval.*

As on the date of this Draft Red Herring Prospectus, our Promoters along with members of our Promoter Group collectively hold 100.00% of the share capital of our Company on a fully diluted basis. For further information of their shareholding pre and post-Offer, see “*Capital Structure*” on page 98. After the completion of the Offer, our Promoters along with members of our Promoter Group will continue to collectively hold majority of the shareholding in our Company and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders’ approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures or any other matter requiring special resolution. 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 these shareholders. The interests of the Promoters as our controlling shareholders could conflict with our interests or the interests of our other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further information in relation to the interests of our Promoters in the Company, see “*Our Promoters and Promoter Group*” and “*Our Management*” on pages 277 and 255, respectively.

46. Our Directors or Promoters may enter into ventures that could lead to conflicts of interest with our business.

Our Directors and Promoters may participate in ventures engaged in businesses similar to that of our Company and, accordingly, may be regarded as having common pursuits with our Company. For instance, (i) two of our Promoters and Directors, Kishan Dhanuka and Nishit Dhanuka, serve as directors on Lalbaba Projects Private Limited, which is our Group Company, Associate and Promoter Group entity, as well as on Lalbaba Industrial Corporation Private Limited, which is our Group Company and a Promoter Group entity; (ii) two of our Promoters and Directors, Amit Dhanuka and Nikunj Dhanuka, serve as directors on Indodeutsche Precision Tubes Private Limited, which is our Group Company and our Joint Venture company; and (iii) one of our Promoters and Directors, Kishan Dhanuka, is also a designated partner of DTL Lalbaba Rail Engg LLP, which is our Joint Venture company. As these entities operate in a similar line of business as our Company, their involvement may be regarded as resulting in common pursuits with our Company.

While our Directors and Promoters may become involved in ventures that may operate in similar or adjacent industry segments, they may in limited circumstances have parallel or overlapping activities with our Company, including tender-specific cases and product overlaps, thereby competing with our Company. The interests of our Directors and Promoters could conflict with the interests of our other Shareholders, and our Directors or Promoters could, for business considerations or otherwise, cause our Company to take actions, or refrain from taking actions, in order to benefit their interests instead of our Company's interests or the interests of its other shareholders. The interests of our Directors and Promoters may not always be aligned with our Company, and as such, there can be no assurance that conflict of interest may not arise between such ventures and our Company in the future, which may adversely affect our business, financial condition, cash flows and results of operations. Our Company will adopt necessary procedures and practices permitted by law and regulatory guidelines to address any instances of conflict, if and when they arise.

While our Directors are common directors on the board of entities as at the date of this Draft Red Herring Prospectus, which are engaged in business activities similar to our business lines, and there have been no a conflict of interest with our Company, we cannot assure you that such a conflict will not arise in the future, or that we will be able to resolve any such conflict without an adverse effect on our business.

47. Our Promoters and certain of our Directors hold Equity Shares in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses.

Our Promoters and certain of our Directors are interested in our Company, may be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares or any other interests, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company and the personal guarantees in relation to borrowings availed by our Company. The table below sets forth the details of remuneration and shareholding of our Promoters and Directors, as applicable:

Names	Percentage of total pre-Offer paid up Equity Share capital	Remuneration paid in Fiscal 2025 (in ₹ million)
Promoters		
LBIC Engineering Private Limited	66.35%	N.A.
Kishan Dhanuka	8.36%	18.20
Amit Dhanuka	7.50%	4.55
Nikunj Dhanuka	7.96%	9.10
Nishit Dhanuka	7.96%	9.10

Our Directors may also be interested to the extent of any transaction entered into by our Company with any other company/firm/entity in which they are Director/Promoter/Partner.

We cannot assure you that our Promoters or Directors will exercise their rights as Shareholders to the benefit and best interest of our Company. For further details, see “*Capital Structure*” and “*Our Management – Interest of Directors*” and “*Our Promoters and Promoter Group*” on pages 98, 262 and 277 respectively.

Our Individual Promoters, who are also Directors of our Company, serve on the board of LBIC Engineering Private Limited (except for Amit Dhanuka), the sub-lessor of one of our office premises. Further, in the past

our Promoter, Kishan Dhanuka, had leased a property (guest house) to our Company. While such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and rules thereunder, relevant accounting standards and other statutory compliances. We cannot assure you that we could not have obtained more favourable terms had such transactions been entered into with unrelated parties. Furthermore, it is likely that we may enter into similar related party transactions in the future. For further details, please see "Restated Financial Information- Note- 51 - Related Parties Disclosures" on page 335.

- 48. *Our inability to adopt new technologies for our manufacturing processes could adversely affect our business, results of operations, financial condition and cash flows. Changes in technology may render our current technologies obsolete or require us to undertake substantial capital investments, which could adversely affect our results of operations.***

While we strive to maintain and upgrade our technologies, facilities and machinery consistent with current national and international standards, we cannot assure you that in the future, we will be able to successfully make timely and cost effective enhancements, additions or replacements to our current technological infrastructures. For instance, our tubular solutions vertical is supported by Uniflow™ technology, our continuous cold drawing process that integrates the entire cold drawn seamless tube manufacturing lifecycle, from hot preparation to final testing, into a streamlined flow for tighter tolerances and faster cycle times. However, our industry is subject to technological changes with the constant introduction of new and enhanced processes, machinery and technologies. Technologies currently under development or that may be developed in the future, if employed by our existing competitors or new entrants, may adversely affect our competitiveness. The development and application of new technologies involve time, substantial cost and risk. Our competitors may be able to deploy new technologies before us and we cannot predict how emerging and future technological changes will affect our operations or the competitiveness of our services. Our inability to successfully adopt and implement such technological changes may increase our costs, which may adversely affect our results of operations.

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

We currently use information technology systems, which assists us with various functions including material management, production planning, plant maintenance, sales and distribution, financial and accounting, and human resource functions. These systems facilitate the flow of real-time information across departments and allows us to make information driven decisions and manage performance. We have made, and will continue to make, investments in information technology systems and tools. Such expenditure may adversely affect our operating results if they are not offset by corresponding increase in our operational efficiency.

Our systems may be vulnerable to computer viruses, cybercrime, computer hacking and similar disruptions from unauthorized tampering. While no such incidents have occurred in the last three Fiscals, if such unauthorized use of our systems were to occur, data related to our product development and other proprietary information could be compromised. The occurrence of any of these events could adversely affect our business, results of operations, financial conditions and cash flows.

- 50. *Information relating to our installed capacity and the historical capacity utilization of our products included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.***

Information relating to our installed capacities and the historical capacity utilisation of our manufacturing facilities included in this Draft Red Herring Prospectus may be based on certain assumptions and estimates, including assumptions relating to availability and quality of raw materials and assumptions relating to potential utilization levels and operational efficiencies. While we have obtained a certificate dated September 29, 2025, from Asim Maity & Associates, an independent chartered engineer, in relation to installed and utilized capacity and actual production levels, future capacity utilisation rates may vary significantly from the historical capacity utilisation rates. In addition, capacity utilisation is calculated differently in different companies, countries, industries and for the kinds of products we manufacture. Actual utilisation rates may differ significantly from the estimated installed capacities or historical estimated capacity utilization information of our facilities. We make significant decisions, including determining the levels of business that we shall seek and accept, production schedules, personnel requirements and other resource requirements, based on our internal estimates and targets and strive to ensure that our production capacity is, at all times,

utilized at optimum levels. If we are unable to fully utilize our installed capacities in the future, there could be a negative impact on our cost and profitability and thereby adversely affecting our financial condition. Undue reliance should therefore not be placed on our installed capacity or historical estimated capacity utilisation information for our existing facilities included in this Draft Red Herring Prospectus. For further details of our production and capacity utilization, see “Our Business- Description of our Business- Installed Capacity, Actual Production and Capacity Utilization” on page 225.

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

Credit ratings reflect the opinions of ratings agencies on our financial strength, operating performance, strategic position and ability to meet our obligations. Although we have not experienced any downgrades in our credit ratings in the past three Fiscals, we cannot assure you that there will not be any downgrades in our credit ratings in the future. Any downgrades in our credit ratings may increase interest rates for refinancing our outstanding debt, which would increase our financing costs, and adversely affect our ability to borrow on a competitive basis, which may in turn adversely affect our business, financial condition, results of operations and cash flows. Further, any downgrade in our credit ratings may also trigger an event of default or acceleration of certain of our borrowings and also lead to lenders imposing additional terms and conditions to any financing or refinancing arrangements we enter into in the future and adversely affect our business, results of operations, financial condition and cash flows. In the event of any downgrade in our credit ratings, we cannot assure you that we would be able to refinance any debt on acceptable terms or at all. Set forth below are details of our credit ratings obtained:

Instrument	Rating		
	As of March 31, 2025	As of March 31, 2024*	As of March 31, 2023*
Short Term Rating	CRISIL BBB+/Stable**	Nil	Nil
Long Term Bank Facilities	CRISIL A2**	Nil	Nil

*No rating was obtained in the particular year.

**We received these ratings in November, 2024.

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

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

Name	Number of Equity Shares of ₹ 5 each acquired *^	Average cost of acquisition per Equity Share of face value of ₹ 5 each (₹)*^(₹)
Promoters⁽¹⁾		
LBIC Engineering Private Limited	67,935,428	6.38
Kishan Dhanuka	8,563,380	2.90
Amit Dhanuka	7,678,840	9.12
Nikunj Dhanuka	8,148,406	7.23
Nishit Dhanuka	8,148,406	4.71
Selling Shareholder (Promoter Group Selling Shareholder)		
Kishan Dhanuka & Sons HUF	1,908,800	5.00

*As certified by KASG & Co., Chartered Accountants (FRN: 002228C), pursuant to their certificate dated September 29, 2025.

⁽¹⁾ Also the Promoter Selling Shareholders.

^ Pursuant to a sub-division of equity shares with effect from July 14, 2025, the Company sub-divided the equity shares of ₹10 each to 2 equity shares of ₹5 each. Accordingly, the disclosure in the table above reflects the effect of such share split.

For more details regarding average cost of acquisition of Equity Shares by our Promoter Selling Shareholders and Promoter Group Selling Shareholder, see “Summary of the Offer Document – Average cost of acquisition of Equity Shares by our Promoters and Selling Shareholders” on page 33.

53. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our

Company.

We propose to utilize the Net Proceeds towards (i) funding capital expenditure requirement for expansion of our Haldia Facility; and (ii) repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company. For further details of the proposed objects of the Offer, see “*Objects of the Offer*” on page 117. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In the event we undertake variation in the utilization of the Net Proceeds as disclosed in this Prospectus, we will ensure compliance with the Companies Act, 2023, SEBI ICDR Regulations and other applicable laws. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake variation in the utilization of the Net Proceeds as disclosed in this Prospectus without obtaining the approval of the Shareholders through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the Shareholders in a timely manner, or at all. Any delay or inability in obtaining such approval of the Shareholders may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to the Shareholders of our Company who do not agree with our proposal to modify the objects of the Offer, at a price and manner as prescribed by SEBI.

Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders of our Company may deter our 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. Further, we cannot assure you that our Promoters of our Company if applicable, will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Offer to use any unutilized proceeds of the Fresh Issue, if any, 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 of Net Proceeds, if any, which may adversely affect our business, financial conditions, cash flows and results of operations.

54. *We have issued Equity Shares during the preceding one year at a price that may be below the Offer Price.*

We have issued Equity Shares during the preceding one year at a price that may be below the Offer Price. For details of allotments made by our Company in the last one year, see “*Notes to the Capital Structure-Share Capital history of our Company*” on page 100. The price at which our Company has issued the Equity Shares in the preceding 12 months is not indicative of the Offer Price or that will prevail in the open market following listing of the Equity Shares.

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

We have availed the services of an independent consulting company, CRISIL Limited (“**CRISIL**”), appointed by our Company pursuant to an engagement letter dated May 9, 2025 to prepare an industry report titled “*Crisil Intelligence – Industry chapter on forging, tubing, and rail system*” dated September 27, 2025, for purposes of inclusion of such information in this Draft Red Herring Prospectus to understand the industry in which we operate. The CRISIL Report has been commissioned by our Company exclusively in connection with the Offer for a fee. Our Company, our Promoter, our Directors, and our Key Managerial Personnel and Senior Management Personnel are not related to CRISIL. This CRISIL Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Further the commissioned report is not a recommendation to invest or divest in our Company. Prospective investors are advised not to unduly rely on the commissioned report or extracts thereof as included in this Draft Red Herring Prospectus, when making their investment decisions.

56. *Internal or external fraud or misconduct by our employees could adversely affect our reputation and our results of operations.*

We may be subject to instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees which may go unnoticed for certain periods of time before corrective action is taken. Fraudulent and unauthorised conduct by our employees could also bind us to transactions that exceed the scope of authorisation and present significant risks to us. As a result, we may be subject to regulatory sanctions, brand and reputational damage or financial harm. It is not always possible to deter fraud

or misconduct by employees and the precautions we take and the systems we have put in place to prevent and deter such activities may not be effective in all cases. Further, we employ third parties for certain operations and accordingly, we are exposed to the risk of theft and embezzlement. In addition, we may be subject to regulatory or other proceedings in connection with such acts by our employees, which could adversely affect our goodwill. Even if we identify instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees and pursue legal recourse or file claims, we cannot assure you that we will recover any amounts lost through such instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees. While we have not had any instances of fraud or employee misconduct, in the last three Fiscals, if any such instance arises in the future, it could adversely affect our reputation and our results of operations.

57. *We will not receive proceeds from the Offer for Sale. The Selling Shareholders will receive Net Proceeds from the Offer for Sale.*

The Offer consists of a Fresh Issue and an Offer for Sale. The Selling Shareholders shall be entitled to the Net Proceeds from the Offer for Sale, which comprise proceeds from the Offer for Sale net of Offer expenses shared by the Selling Shareholder, and our Company will not receive any proceeds from the Offer for Sale.

58. *Failures in internal control systems could cause operational errors which may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows.*

We are responsible for establishing and maintaining adequate internal control measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no instances of failure to maintain effective internal controls and compliance system in the last three Fiscals. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

59. *In this Draft Red Herring Prospectus, we have compared the restated financial information as of and for the year ended March 31, 2023 with the restated financial information as of and for the years ended March 31, 2024 and March 31, 2025. These periods are not strictly comparable to each other.*

Our Company, Lalbaba Industrial Corporation Private Limited (“**LICPL**”) and PEW Engineering Private Limited (“**PEPL**”) filed a petition for approval of a composite scheme of arrangement for (i) demerger of the Uluberia Unit of LICPL and vesting of the Uluberia Unit into our Company; and (ii) amalgamation of PEPL with our Company, before the National Company Law Tribunal, Kolkata Bench, under Section 230 read with Section 232 of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, and other applicable provisions of law, which was sanctioned by the NCLT pursuant to their order dated December 18, 2024 (the “**Composite Scheme of Arrangement**”). The Composite Scheme of Arrangement, *inter alia*, provided for (i) all assets, properties, interests (including accretions and appurtenances), necessary records, liabilities, duties, legal proceedings, amongst others, of LICPL and PEPL be transferred and vested in our Company; (ii) cancellation of the entire share capital of PEPL upon the coming into effect of the Composite Scheme of Arrangement; (iii) conversion of our Company shall into a public limited company; and (iv) that the Composite Scheme of Arrangement of PEPL and LICPL with our Company shall take effect from the appointed date i.e., April 1, 2023. For further details, see “History and Certain Corporate Matters- Details of material mergers or amalgamation in the last 10 years- Composite scheme of arrangement entered amongst Lalbaba Industrial Corporation Private Limited (“**LICPL**” or “**Demerged Company**”), PEW Engineering Private Limited (“**PEPL**” or “**Transferor Company**”) and our Company (“**Transferee Company**”) and the respective shareholders and creditors (“**Composite Scheme of Arrangement**”)” on page 250.

Pursuant to the Composite Scheme of Arrangement, our audited consolidated financial information as of and for the years ended March 31, 2025 and March 31, 2024 consolidate the operations of PEPL and the Uluberia Unit of LICPL. As a result, our audited financial information as of and for the year ended March 31, 2023 are not comparable with the audited financial information as of and for the years ended March 31, 2025 and March 31, 2024, and therefore, the restated financial information for the same periods are not comparable as well.

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

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance such as Gross Profit, Gross Margin, EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Return on Capital Employed, Net Debt to Equity Ratio, Net Debt to EBITDA Ratio, Gross Fixed Assets Turnover and Cash Conversion Cycle, have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of the industry, many of which provide such non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Draft Red Herring Prospectus. These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies. For further information, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*” on page 390.

- 61. *Our Group Companies may be in a similar line of business as that of our Company, which may involve conflict of interests.***

Certain of our Group Companies including (i) Lalbaba Projects Private Limited; (ii) Lalbaba Industrial Corporation Private Limited; and (iii) Indodeutsche Precision Tubes Private Limited, have common pursuits between our Group Companies and our Company. While these Group Companies may operate in similar or adjacent industry segments, they may in limited circumstances have parallel or overlapping activities with our Company, including tender-specific cases and product overlaps. The business interests of our Group Companies may not always be aligned with our Company, and as such, there can be no assurance that conflicts of interest may not arise between our Company and our Group Companies in the future, which may adversely affect our business, financial condition, cash flows and results of operations. Our Company will adopt necessary procedures and practices permitted by law and regulatory guidelines to address any instances of conflict, if and when they arise. For further details on common pursuits with the Group Companies, please see “*Our Group Company - Common pursuits between our Group Companies and our Company*” on page 422.

- 62. *Certain of our Promoters have provided personal guarantees for loan facilities obtained by us. Any failure or default by us to repay such loans could trigger repayment obligations on our Promoters, which could affect their ability to perform their responsibilities and obligations as our Promoters, which could adversely affect our business, results of operation and financial condition.***

Certain of our Promoters namely, Kishan Dhanuka, Nikunj Dhanuka and Nishit Dhanuka have provided personal guarantees to secure a portion of our existing borrowings. Our Promoters may be required to continue to provide such guarantees and other security after the listing of our Equity Shares. As of August 31, 2025, ₹ 3,833.17 million of our borrowings are backed by personal guarantees provided by our Promoters. For details, see “*History and Certain Corporate Matters*” on page 243. Any default or failure by us to repay our loans in a timely manner, or at all, could trigger repayment obligations on the part of our Promoters in respect of such loans. This, in turn, could have an effect on their ability to effectively perform

their responsibilities and obligations as Promoters of our Company, thereby having an adverse effect on our business, results of operation and financial condition. Further, in the event that our Promoters withdraw or terminate the guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our business, results of operation and financial condition.

External Risk Factors

63. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.*

The regulatory and policy environment in which we operate are evolving and are subject to change. The Government of India may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements.

For instance, the GoI has introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. Except certain portion of the Code on Wages, 2019, which have come into force pursuant to the notification by the Ministry of Labour and Employment, the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. Further, pursuant to the Finance Act, 2025, the Government of India has proposed income tax slabs and marginal tax rates against those slabs. There is no certainty on the impact of the full Union budget on tax laws or other regulations, which may adversely affect our business, financial condition, results of operations or on the industry in which we operate.

The Parliament of India has passed the Bharatiya Nyaya Sanhita, 2023, the Bharatiya Nagarik Suraksha Sanhita, 2023 and the Bharatiya Sakshya Adhiniyam, 2023, which have repealed the Indian Penal Code, 1860, the Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively, with effect from July 1, 2024. The effect of the provisions of these on us and the litigations involving us cannot be predicted with certainty at this stage.

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. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

64. *Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could adversely affect our business.*

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, financial condition or cash flows. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

India has, in recent years, experienced incidents of local civil disturbances, and there can be no assurance that similar or more severe events will not occur in the future. Any such civil unrest or other adverse social,

economic or political developments in India could adversely affect our business and operations. These events may also create a perception that investments in Indian companies carry a higher degree of risk, which could negatively impact investor confidence and the market price of the Equity Shares. In addition, the continuing Russia–Ukraine conflict and the ongoing armed hostilities between Israel and certain countries in West Asia have disrupted global trade and contributed to volatility in oil and gas prices. Such developments may have an inflationary effect on the Indian economy, lead to higher interest rates, and consequently have an adverse impact on our business, results of operations and financial condition.

65. *Changes in international trade policies, geopolitics and trade tariffs, export controls, economic or trade sanctions may materially and adversely affect our business, financial condition and results of operations.*

Our export business is exposed to international trade policies, geopolitical tensions and the imposition of tariffs, export controls or economic sanctions, which are inherently unpredictable and beyond our control. In particular, geopolitical tensions and economic sanctions may lead to restrictions on our product sales and raw material procurement in certain countries, limiting our access to key markets. Changes in trade or investment agreements could result in bans or limitations on our goods, thereby curbing our expansion efforts. In addition, sanctions could strain our relationships with foreign partners and suppliers, adversely affecting our international business. Additionally, heightened tensions may shift customer preferences in overseas markets toward domestically produced products, reducing demand for imported goods, including ours. In some regions, we may face increased tariffs on our products, driving up our products' prices, undermining our competitiveness and impacting our profit margins.

In 2025, the United States administration implemented tariffs on several major trading partners with a baseline of 10% tariffs on all countries, including India, and an additional individualized reciprocal higher tariff on the countries with which the U.S. has the largest trade deficits. These tariffs, together with countermeasures that have been or may be adopted by trading partners affected by these tariffs are likely to disrupt global trade and increase volatility in financial markets, including stock, currency and interest rate markets. Also, see “- We derive a portion of our revenue from outside India (6.95%, 8.16%, and 18.36% of our revenue from operations in Fiscals 2025, 2024 and 2023 respectively). Any adverse events in the countries where we supply our products could have an adverse impact on our business, results of operations, financial condition and cash flows.” on page 56.

Any negative trends or changes in international trade policies, geopolitics and trade tariffs, export controls, economic or trade sanctions may materially and adversely affect our business, financial condition and results of operations.

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

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

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

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

In addition, China is one of India's key trading partners, and concerns relating to a potential slowdown in the Chinese economy and strained bilateral relations may adversely affect trade between the two countries. In response to such global developments, legislators and regulators in the United States and other jurisdictions, including India, have introduced policy measures aimed at stabilising financial markets. In particular, the imposition of tariffs by the US government under its "Fair and Reciprocal Plan" has impacted a wide range of sectors and may adversely affect Indian businesses with significant export exposure to the US by increasing costs, creating uncertainties and reducing competitiveness. These developments, or even the perception that they may occur, have in the past adversely affected, and may continue to affect, global economic conditions and financial market stability. They may also reduce global market liquidity, restrict the ability of key participants to operate in certain markets, or limit our access to capital. The long-term impact of such legislative and regulatory actions on global financial markets remains uncertain and they may not achieve their intended stabilising effects.

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

The Restated Financial Information is prepared in accordance with Ind AS and restated in accordance with requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 (as amended), the SEBI ICDR Regulations (as amended) and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI. Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. We have not attempted to quantify their impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

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

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

Further, the Competition Commission of India ("**CCI**") has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. In the event we pursue an acquisition in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and prospects. The manner in which the Competition Act and the CCI affect the business environment in India may also adversely affect our business, financial condition, cash flows and results of operations.

The Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") amends the Competition Act and give the CCI additional powers to prevent practices that harm competition and the interests of consumers.

The Competition Amendment Act, *inter alia*, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position. The Competition Amendment Act also proposed amendments such as introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a “combination,” expedited merger review timelines, codification of the lowest standard of “control” and enhanced penalties for failing to provide material information.

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

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

Any change in Indian tax laws could have an effect on our operations. The GoI has implemented two major reforms in Indian tax laws, namely the Goods and Services Tax (“GST”), and provisions relating to general anti-avoidance rules (“GAAR”). The indirect tax regime in India has undergone a complete overhaul. The indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise have been replaced by GST with effect from July 1, 2017. Further, on September 3, 2025, the 56th GST Council approved a significant rate rationalisation package consolidating existing slabs into 5% and 18% (with 40% for luxury/sin goods) and reducing GST on individual health and life insurance premiums from 18% to 0%, effective September 22, 2025. The GST regime continues to be subject to amendments and its interpretation by the relevant regulatory authorities is constantly evolving. GAAR became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement may result in, among others, a denial of tax benefit to us and our business. In the absence of any substantial precedents on the subject, the application of these provisions is subjective. If the GAAR provisions are made applicable to us, it may have an adverse tax impact on us. Further, if the tax costs associated with certain of our transactions are greater than anticipated because of a particular tax risk materializing on account of new tax regulations and policies, it could affect our profitability from such transactions.

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

Further, the Finance Act, 2025, was notified on March 29, 2025, which has introduced various amendments to the IT Act. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares. There is no certainty on the impact that the Finance Act, 2025 may have on our business and operations or on the industry in which we operate. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

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

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

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India

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

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

Our revenue from operations for Fiscal 2025 was ₹ 7,716.07 million and restated profit for the year for Fiscal 2025 was ₹ 424.42 million. The table below provides details of our price to earnings ratio and market capitalization to revenue from operations at the upper end of the Price Band:

Particulars	Price to Earnings Ratio	Market Capitalization to Revenue
Fiscal 2025	[●]*	[●]*

*To be populated at Prospectus stage.

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company in consultation with the BRLMs. The relevant financial parameters based on which the Price Band will be determined shall be disclosed in the advertisement that will be issued for the publication of the Price Band. Further, the Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through the book-building process prescribed under the SEBI ICDR Regulations, and certain quantitative and qualitative factors as set out in the section “Basis for the Offer Price” on page 135 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter.

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

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. As a result, we cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing. Further, the market price of the Equity Shares may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price.

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

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

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

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

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

Any dividends to be declared and paid in the future are required to be recommended by our Company's Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. Our Company's ability to pay dividends in the future will depend upon our future results of operations, financial condition, profit after tax available for distribution, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Company's shareholders in future consistent with our past practices, or at all. We have not declared any dividends on the Equity Shares during the last three Fiscals and during the period from April 1, 2025, until the date of this Draft Red Herring Prospectus. For information pertaining to dividend policy, see "Dividend Policy" on page 283.

75. *The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Offer Price, or at all.*

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

- the failure of security analysts to cover the Equity Shares after the Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our Shareholders;
- investor perception of us and the industry in which we operate;
- changes in accounting standards, policies, guidance, interpretations of principles;
- our quarterly or annual earnings or those of our competitors;

- developments affecting fiscal, industrial or environmental regulations; and
- the public's reaction to our press releases and adverse media reports.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

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

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

The Government of India announced the union budget for Financial Year 2025-2026, following which the Finance Bill, 2025 (“**Finance Bill**”) was introduced in the Lok Sabha on February 1, 2025. Subsequently, the Finance Bill received the assent from the President of India and became the Finance Act, 2025, with effect from April 1, 2025 as amended by the Finance Act (No.2), (“**Finance Act**”). As per the Finance Act, in case of domestic company, the rate of income-tax shall be 25% of the total income, if the total turnover or gross receipts of the previous year 2023-24 does not exceed ₹ 400 crores and where the companies continue in Section 115BA regime. In all other cases the rate of income-tax shall be 30% of the total income. However, domestic companies also have an option to opt for taxation under section 115BAA of the Act on fulfilment of conditions contained therein. The rate of income-tax rate is 22% under section 115BAA, having a surcharge at 10% on such tax. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares.

The Finance Act, 2025 had amended certain sections of the Income Tax Act, 1961. Accordingly, long term capital gains exceeding the exempted limit of ₹125,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 12.5% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January 31, 2018 continue to be tax-exempted in such cases. Further, STT will be levied and collected by an Indian stock exchange if the equity shares are sold on a stock exchange. With respect to capital gains arising in an off market sale, long term capital gains are subject to tax at the rate of 10% (plus applicable surcharge and cess) without the exemption of ₹100,000.

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

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Short-term capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 15% (plus applicable surcharge and cess) for transfers taking place before July 23, 2024 and at 20% (plus surcharge and cess) for transfers made on or after July 24, 2024, pursuant to the Finance Act, 2024.

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

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital

gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain realised upon the sale of the Equity Shares. 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.

Additionally, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Further, our Company is required to withhold tax on such dividends distributed at the applicable rate. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident Shareholder for the purposes of deducting tax at source pursuant to any corporate action, including dividends. Any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller.

We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, results of operations, financial condition and cash flows. Unfavorable changes in or interpretations of existing laws, rules and regulations, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

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

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. The Allotment and transfer of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid Closing Date. There could be a failure or delay in the listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods. For further details, see "Offer Procedure" on page 450.

78. *Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by shareholders with significant shareholding may adversely affect the trading price of the Equity Shares.*

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

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if

they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior approval of the RBI will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all. Further, due to possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Non-debt Rules, all investments under the foreign direct investment route by entities of a country or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Additionally, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all.

For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 471.

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

Upon listing, the Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Indian Rupees and subsequently converted into appropriate foreign currency for repatriation. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders.

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

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

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

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

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value such custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

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

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

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares ^{(1)(2)^}	Up to [●] Equity Shares of face value ₹5 each aggregating up to ₹ 10,000.00 million
<i>which comprises</i>	
Fresh Issue ^{(1)^}	[●] Equity Shares of face value ₹5 each aggregating up to ₹ 6,300.00 million
Offer for Sale ⁽²⁾	Up to [●] Equity Shares of face value ₹5 each aggregating up to ₹ 3,700.00 million
The Offer comprises of:	
A) QIB Portion ⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares of face value ₹5 each aggregating to ₹ [●] million
<i>of which:</i>	
(i) Anchor Investor Portion	Up to [●] Equity Shares of face value ₹5 each
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value ₹5 each
<i>of which:</i>	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares of face value ₹5 each
(b) Balance of the Net QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value ₹5 each
B) Non-Institutional Portion ⁽⁴⁾⁽⁵⁾⁽⁶⁾	Not less than [●] Equity Shares of face value ₹5 each aggregating to ₹ [●] million
<i>of which:</i>	
(a) One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million	[●] Equity Shares of face value ₹5 each
(b) Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 1.00 million	[●] Equity Shares of face value ₹5 each
C) Retail Portion ⁽⁴⁾⁽⁵⁾	Not less than [●] Equity Shares of face value ₹5 each aggregating to ₹ [●] million
Pre-Offer and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	[●] Equity Shares of face value ₹5 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value ₹5 each
Use of Net Proceeds	Please see the section titled “Objects of the Offer” on page 117 for information about the use of the Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale.

[^] Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating up to ₹ 1,260.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue.. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

⁽¹⁾ The Offer has been authorised by a resolution of our Board dated September 25,2025 and the Fresh Issue has been authorised by a special resolution of our Shareholders' dated September 25,2025. Further, our Board has taken on record the consent of the Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated September 29, 2025.

⁽²⁾ The Selling Shareholders have confirmed that the Offered Shares are eligible for being offered for sale in the Offer in compliance with the Regulation 8 of the SEBI ICDR Regulations. The Selling Shareholders have authorised their participation in the Offer for Sale as set out below:

Names of the Selling Shareholders	Aggregate amount of Offer for Sale (in ₹ million)	Date of Resolution	Date of consent letter
LBIC Engineering Private Limited	Up to [●] Equity Shares of face value aggregating up to ₹ 1,250.00 million	September 22, 2025	September 29, 2025
Kishan Dhanuka	Up to [●] Equity Shares of face value aggregating up to ₹ 950.00 million	NA	September 29, 2025
Amit Dhanuka	Up to [●] Equity Shares of face value aggregating up to ₹ 150.00 million	NA	September 29, 2025
Nishit Dhanuka	Up to [●] Equity Shares of face value aggregating up to ₹ 300.00 million	NA	September 29, 2025
Nikunj Dhanuka	Up to [●] Equity Shares of face value aggregating up to ₹ 300.00 million	NA	September 29, 2025
Kishan Dhanuka & Sons HUF	Up to [●] Equity Shares of face value aggregating up to ₹ 750.00 million	NA	September 29, 2025

- (3) Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. For details, see the section titled “Offer Procedure” on page 450.
- (4) Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. 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 BRLMs and the Designated Stock Exchange. In the event of under-subscription, 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, the Allotment of Equity Shares shall be made towards subscription of the Fresh Issue followed by transfer of/ sale of the Offered Shares in the Offer for Sale.
- (5) Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non-Institutional Bidder shall not be less than the minimum non institutional application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For details, see the section titled “Offer Procedure” on page 450.
- (6) The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Investors with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Investors with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned subcategories may be allocated to Investors in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidders shall not be less than the minimum application size (i.e. ₹ 0.20 million), subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

For details, including in relation to grounds for rejection of Bids, refer to the sections titled “Offer Structure” and “Offer Procedure” on pages 446 and 450, respectively. For details of the terms of the Offer, see the section titled “Terms of the Offer” on page 439.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information as derived from our Restated Financial Information as at and for the Fiscals 2025, 2024 and 2023.

The summary financial information presented below should be read in conjunction with the sections titled “*Restated Financial Information*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 284 and 377, respectively.

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Restated Consolidated Statement Of Assets And Liabilities

(All amounts are in INR Millions, unless otherwise stated)				
Particulars	Note	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
ASSETS				
1 NON-CURRENT ASSETS				
a Property, Plant and Equipment	5	1,646.05	1,623.18	1,117.17
b Right of Use Assets	6	36.27	25.34	19.17
c Capital Work-In-Progress	7	109.68	-	33.38
d Goodwill	8A	13.36	13.35	-
e Intangible Assets	8B	5.84	8.22	-
f Intangible Assets under Development	9	2.54	-	-
g Financial Assets				
i. Investments	10	129.60	28.11	-
ii. Loans	11	191.94	-	-
iii. Other Financial Assets	12	128.99	101.78	12.79
h Other Non-Current Assets	13	20.30	12.43	54.72
Total Non-current Assets		2,284.57	1,812.41	1,237.23
2 CURRENT ASSETS				
a Inventories	14	1,379.95	997.70	490.98
b Financial Assets				
i. Trade Receivables	15	1,566.74	1,110.59	460.76
ii. Cash and Cash Equivalents	16	44.76	4.77	6.05
iii. Other Bank Balances	17	46.97	32.13	-
iv. Other Financial Assets	18	230.88	136.60	60.60
c Other Current Assets	19	286.12	245.58	211.23
d Current Tax Assets (Net)	20	29.62	16.84	17.36
Total Current Assets		3,585.04	2,544.21	1,246.98
Total Assets		5,869.61	4,356.62	2,484.21
EQUITY AND LIABILITIES				
EQUITY				
a Equity Share Capital	21	511.92	395.21	386.34
b Instruments entirely equity in Nature	22	-	45.90	45.90
c Equity Share Suspense	23	-	318.66	-
d Other Equity	24	1,313.57	656.40	351.49
Equity attributable to owners of the Company		1,825.49	1,416.17	783.73
e Non-Controlling Interest		18.54	-	-
Total Equity		1,844.03	1,416.17	783.73
LIABILITIES				
1 NON-CURRENT LIABILITIES				
a Financial Liabilities				
i. Borrowings	25	400.69	486.54	328.45
ii. Lease Liabilities	26	99.83	20.40	17.51
iii. Other Financial Liabilities	27	0.19	0.13	-
b Provisions	28	25.08	16.90	8.09
c Deferred Tax Liabilities (Net)	29	85.62	81.46	32.32
Total Non-Current Liabilities		611.41	605.43	386.37
2 CURRENT LIABILITIES				
a Financial Liabilities				
i. Borrowings	30	2,246.55	1,483.66	888.18
ii. Lease Liabilities	31	33.73	7.75	3.25
iii. Trade Payables	32			
(a) Total outstanding dues of micro and small enterprises		33.11	23.73	22.32
(b) Total outstanding dues of creditors other than micro and small enterprises		887.42	614.76	308.72
iv. Other Financial Liabilities	33	70.16	48.64	42.34
b Other Current Liabilities	34	126.88	146.47	48.06
c Provisions	35	4.48	5.34	1.24
d Current Tax Liabilities (Net)	36	11.84	4.67	-
Total Current Liabilities		3,414.17	2,335.02	1,314.11
Total Equity and Liabilities		5,869.61	4,356.62	2,484.21

Restated Consolidated Statement Of Profit and Loss

(All amounts are in INR Millions, unless otherwise stated)

	Particulars	Note	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
(i)	INCOME				
	Revenue from Operations	37	7,716.07	5,995.01	3,432.96
	Other Income	38	18.44	9.39	19.04
	Total Income		7,734.51	6,004.40	3,452.00
(ii)	EXPENSES				
	Cost of Materials Consumed	39	4,612.61	3,697.65	1,947.77
	Change in Inventories of Work in Progress, Finished Goods, Stock-in-trade and Scrap	40	(121.77)	(252.83)	(67.78)
	Employee Benefits Expense	41	433.53	297.68	148.40
	Finance Costs	42	273.45	232.54	103.98
	Depreciation and Amortization Expense	43	153.56	125.90	62.42
	Other Expenses	44	1,816.91	1,534.10	1,067.84
	Total Expenses		7,168.29	5,635.04	3,262.63
(iii)	Restated Profit/(Loss) before share of profit /(loss) of Associates and Joint Ventures (i-ii)		566.22	369.36	189.37
(iv)	Share of profit / (loss) of Associates and Joint Ventures		(0.20)	3.04	-
(v)	Restated Profit /(Loss) before Tax (iii + iv)		566.02	372.40	189.37
(vi)	Tax Expense:	45			
	Current Tax		136.50	86.79	30.58
	Income Tax relating to earlier years		1.30	6.54	0.78
	Deferred Tax		3.80	12.99	15.37
	Total Tax Expenses		141.60	106.32	46.73
(vii)	Restated Profit / (Loss) after Tax (v - vi)		424.42	266.08	142.64
(viii)	Other Comprehensive Income	46			
	Items that will not be reclassified to profit or loss				
	a) Remeasurement of defined benefit plan		(1.07)	0.23	1.15
	b) Income tax relating to above items		0.27	(0.06)	(0.29)
	c) Share of Other Comprehensive Income/(loss) of Associates and Joint Ventures (net of tax)		0.08	0.00	-
	Restated Other Comprehensive Income for the Year (Net of Tax)		(0.72)	0.17	0.86
(ix)	Restated Total Comprehensive Income for the Year (vii + viii)		423.70	266.25	143.50
(x)	Restated Profit for the year attributable to:				
	-Owners of the company		408.30	266.08	142.64
	-Non controlling interest		16.12	-	-
			424.42	266.08	142.64
(xi)	Restated Other Comprehensive Income for the year attributable to:				
	-Owners of the company		(0.71)	0.17	0.86
	-Non controlling interest		(0.01)	-	-
			(0.72)	0.17	0.86
(xii)	Restated Total Comprehensive Income for the year attributable to:				
	-Owners of the company		407.59	266.25	143.50
	-Non controlling interest		16.11	-	-
			423.70	266.25	143.50
	Earnings per Equity Shares of par value of Rs. 5 each *	47			
	Basic Earnings Per Share (Rs.)		4.35	2.90	1.85
	Diluted Earnings Per Share (Rs.)		3.99	2.64	1.65
	* Face value reduced from Rs 10 to Rs 5 as a result of subsequent event of share split (Refer Note 21.9)				

Restated Consolidated Statement Of Cash Flows

(All amounts are in INR Millions, unless otherwise stated)

Particulars	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
A CASH FLOW FROM OPERATING ACTIVITIES			
Restated Profit/ (Loss) Before Tax	566.02	372.40	189.37
Adjustments for:			
Depreciation / Amortisation	153.56	125.90	62.42
Foreign Exchange Gain	(6.98)	(13.37)	(3.31)
Finance Cost	273.45	232.54	103.98
Interest Income	(9.77)	(5.62)	(0.57)
Sundry balances written off/back (net)	0.72	14.72	(14.32)
Allowance for expected credit loss	(10.05)	10.75	2.22
Reversal of net liability on termination of lease	(0.20)	-	-
Financial Guarantee Income	(0.67)	-	-
Gain on loss of control	(3.62)	-	-
Share in (profit)/ loss in equity accounted investments (Net of tax)	0.20	(3.04)	-
(Profit)/Loss on disposal of Property, Plant & Equipment	1.05	(0.73)	-
Operating Profit before Working Capital Changes	963.71	733.55	339.79
Movement in Working Capital :			
(Increase)/Decrease in Trade Receivables	(439.83)	(349.77)	(204.28)
(Increase)/Decrease in Inventories	(380.06)	(177.00)	(4.48)
(Increase)/Decrease in Other Financial Assets	(101.00)	(17.45)	(8.83)
(Increase)/Decrease in Other Assets	(38.93)	120.49	(106.95)
Increase/(Decrease) in Trade Payables	281.75	(71.81)	59.56
Increase/(Decrease) in Other Financial Liabilities	13.26	(37.43)	9.22
Increase/(Decrease) in Provisions	6.25	6.46	4.44
Increase/(Decrease) in Other Liabilities	(25.02)	(44.40)	18.44
Cash Generated from Operations	280.13	162.64	106.91
Direct Taxes Paid	(143.41)	(100.54)	(46.42)
Net Cash Flow generated from Operating Activities	136.72	62.10	60.49
B Cash Flow from Investing Activities			
Purchase of property, plant & equipment and intangible asset	(240.83)	(228.67)	(353.38)
Proceed from the sale of property, plant & equipment	61.99	3.95	0.10
Deposits with Banks	(37.94)	(38.20)	(4.28)
Investments in Subsidiary, Associates and Joint Venture	(89.70)	(0.55)	-
Loan given	(190.00)	-	-
Interest Received	7.83	5.63	0.57
Net Cash Flow from / (used in) Investing Activities	(488.65)	(257.84)	(356.99)
C Cash Flow from Financing Activities			
Proceeds from shares issued	-	39.90	-
Proceeds from non current borrowings	156.05	253.32	81.12
Repayment of non current borrowings	(191.38)	(107.78)	(45.02)
Proceeds/(Repayment) of current borrowings (Net)	712.36	239.66	368.91
Principal payments of lease liabilities	(18.56)	(5.62)	(1.32)
Interest paid	(266.49)	(229.74)	(102.91)
Net Cash Flow from/(used in) Financing Activities	391.98	189.74	300.78
Net increase/(decrease) in Cash and Cash equivalent (A+B+C)	40.05	(6.00)	4.28
Cash & Cash equivalent at the beginning of the year	4.77	6.05	1.77
Cash & Cash equivalent of Subsidiary acquired at the beginning of the year	0.98	-	-
Cash & Cash equivalent derecognised on loss of control of subsidiary	(1.04)	-	-
Cash and Cash Equivalents pursuant to Business Combination (Refer note 70)	-	4.72	-
Cash & Cash equivalent at the end of the year (Refer Note 16)	44.76	4.77	6.05

GENERAL INFORMATION

Registered Office

Kashberia, Bardhanyaghata, Debhog,
Haldia, East Midnapore,
Midnapore – 721 657
West Bengal, India

Corporate Office

1st Floor, 27 Shakespeare Sarani,
Kolkata – 700 017,
West Bengal, India

For details of change in our registered office, see “History and Certain Corporate Matters – Changes in the registered office of our Company” on page 243.

Company registration number and corporate identification number

Registration number: 110060

Corporate identification number: U30204WB2006PLC110060

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, West Bengal at Kolkata which is situated at the following address:

Registrar of Companies

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

Board of Directors

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

Name	Designation	DIN	Address
Kishan Dhanuka	Chairman and Managing Director	00569035	Block-3, Flat-5M, Space Town Housing Complex, Near Raghunathpur, V.I.P. Road, Kolkata Airport, S.O, Kolkata, West Bengal-700052
Amit Dhanuka	Whole Time Director	01299225	1B-111, Ridgewood Estate, DLF City, Phase-4, Galleria, DLF-IV, Gurgaon, Haryana-122009
Nikunj Dhanuka	Whole Time Director	07452730	Block-3, Flat-5M, Space Town, Raghunathpur, V.I.P. Road, Kolkata Airport, S.O, Kolkata, West Bengal-700052
Nishit Dhanuka	Whole Time Director	07937765	Block-3, Flat-5M, Space Town Housing Complex, V.I.P. Road, Raghunathpur, Kolkata Airport S.O, Kolkata, West Bengal-700052
Anil Kumar Chaudhary	Independent Director	03256818	S-160, First Floor, Near Chandan Market, Greater Kailash, Part 2, District – South Delhi, Delhi, 110048
Dharmendra Singh Gangwar	Independent Director	08299862	C-8, Block 6, Shanti Path, New Moti Bagh, South Moti Bagh, South West Delhi, Delhi, 110021
Sanjay Khare	Independent Director	07419676	A1601, Candeur Signature, Varthur Sarjapur Main Road, Behind Croma, Gunjur, Varthur, Bangalore South, Bengaluru, Karnataka, 560087

Name	Designation	DIN	Address
Sucharita Basu De	Independent Director	06921540	Bougain Villae, 2 nd Floor, Flat 2A, 11B, Burdwan Road, Alipore, Kolkata, West Bengal, 700027

For further details of our Board of Directors, see “*Our Management - Board of Directors*” on page 255.

Company Secretary and Compliance Officer

Anatha B Chakrabartty is the Company Secretary and Compliance Officer of our Company. His contact details are as set out below:

Anatha B Chakrabartty
1st Floor, 27 Shakespeare Sarani
Kolkata – 700 017, West Bengal, India
Telephone: +91 33 22879256
E-mail: investorrelations@lalbabagroup.com

Investor grievances

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

All Offer-related grievances, other than those of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI 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 a copy of 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. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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

Book Running Lead Managers

IIFL Capital Services Limited (formerly known as *IIFL Securities Limited*)

24th Floor, One Lodha Place
Senapati Bapat Marg, Lower Parel (West)
Mumbai - 400 013
Maharashtra, India
Telephone: +91 22 4646 4728
E-mail: lalbabaengineering.ipo@iiflcap.com
Investor grievance e-mail: ig.ib@iiflcap.com
Website: www.iiflcapital.com
Contact person: Yogesh Malpani / Dhruv Bhavsar
SEBI registration no.: INM000010940

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot, Prabhadevi
Mumbai - 400 025
Maharashtra, India
Telephone: +91 22 7193 4380
E-mail: lalbaba.ipo@motilaloswal.com
Investor grievance e-mail: moiaplredressal@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact person: Sankita Ajinkya/Shashank Pisat
SEBI registration no.: INM000011005

Nuvama Wealth Management Limited

801-804, Wing A

Building No 3 Inspire BKC,

G Block Bandra Kurla Complex,

Bandra East Mumbai - 400 051

Maharashtra, India

Telephone: +91 22 4009 4400**E-mail:** lalbaba.ipo@nuvama.com**Investor grievance e-mail:** customerservice.mb@nuvama.com**Website:** www.nuvama.com**Contact person:** Pari Vaya**SEBI registration no.:** INM000013004**Statement of *inter-se* allocation of responsibilities among the BRLMs**

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

S. No.	Activity	Responsibility	Coordinator
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus and of statutory advertisements including a memorandum containing salient features of the Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing.	BRLMs	IIFL
2.	Drafting and approval of all statutory advertisements including audio video presentation.	BRLMs	IIFL
3.	Drafting and approval of all publicity material other than statutory advertisements as mentioned in point 2 above, including corporate advertising and brochures and filing of media compliance report with SEBI.	BRLMs	Motilal
4.	Appointment of Registrar to the Offer, advertising agency, printer including co-ordination for their agreements.	BRLMs	IIFL
5.	Appointment of all other intermediaries including Bankers to the Offer (including coordination of all agreements).	BRLMs	Motilal
6.	Preparation of road show presentation and frequently asked questions	BRLMs	Nuvama
7.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy • Finalizing the list and division of international investors for one-to-one meetings Finalizing international road show and investor meeting schedules.	BRLMs	Nuvama
8.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Finalizing the list and division of domestic investors for one-to-one meetings Finalizing domestic road show and investor meeting schedules	BRLMs	IIFL
9.	Conduct non-institutional marketing of the Offer.	BRLMs	Motilal
10.	Conduct retail marketing of the Offer, which will cover, inter-alia: • Finalizing media, marketing, public relations strategy and publicity budget • Finalizing collection centres • Finalizing commission structure • Finalizing centres for holding conferences for brokers etc. Follow-up on distribution of publicity and Offer material including form,	BRLMs	Motilal

S. No.	Activity	Responsibility	Coordinator
	RHP/Prospectus and deciding on the quantum of the Offer material.		
11.	Coordination with Stock Exchanges for book building software and bidding terminals and mock trading.	BRLMs	Nuvama
12.	Managing anchor book related activities including allocation to Anchor Investors, coordination with Stock Exchanges for anchor intimation, anchor CAN, submission of letters regulators post completion of anchor allocation.	BRLMs	Nuvama
13.	Managing the book and finalization of pricing in compliance with Company in accordance with SEBI ICDR Regulations.	BRLMs	IIFL
14.	Post-Offer activities – Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as Registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholders under the Offer for Sale to the Government. Submission of all post Offer reports including the final post Offer report to SEBI.	BRLMs	Motilal

Syndicate Members

[●]

Legal counsel to our Company as to Indian law

Khaitan & Co

10th, 13th & 14th Floors, Tower 1C

One World Centre

841, Senapati Bapat Marg

Mumbai 400 013 Maharashtra, India

Telephone: +91 22 6636 5000

Email: project.lalabaipo@khaitanco.com

Registrar to the Offer

MUFG Intime India Private Limited

(Formerly Link Intime India Private Limited)

C-101, 1st Floor, Embassy 247,

L.B.S Marg, Vikhroli (West)

Mumbai - 400083

Maharashtra, India

Telephone: +91 81081 14949

E-mail: lalabaengineering.ipo@in.mpms.mufg.com

Investor grievance E-mail: lalabaengineering.ipo@in.mpms.mufg.com

Website: www.in.mpms.mufg.com

Contact Person: Shanti Gopalkrishnan

SEBI Registration No.: INR000004058

CIN: U67190MH1999PTC118368

Banker(s) to the Offer

Escrow Collection Bank(s)

[•]

Public Offer Account Bank(s)

[•]

Refund Bank(s)

[•]

Sponsor Bank(s)

[•]

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 Bidder), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, CRTA or CDP may submit the Bid cum Application Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>, or at such other websites as may be prescribed by SEBI from time to time.

SCSBs eligible as Issuer Banks for UPI Mechanism

In accordance with the SEBI ICDR Master Circular, UPI Bidders may only apply through the SCSBs and mobile applications using the UPI handles and whose names appear on the website of 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 SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and specified on the website of SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted 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 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 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 can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Collecting 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 written consent dated September 29, 2025, from the Statutory Auditors, Singhi & Co., to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated September 25, 2025, relating to the Restated Financial Information; (ii) their report dated September 29, 2025, on the statement of possible special tax benefits available to the Company, its Shareholders and Material Subsidiary included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” does not represent an “expert” within the meaning under the U.S. Securities Act.

Our Company has received written consent dated September 29, 2025 from KASG & Co., the Independent Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under the Companies Act in this Draft Red Herring Prospectus and as an ‘expert’ as defined under section 2(38) of the Companies Act and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 29, 2025 from Pankaj Nigam & Associates, Practising Company Secretaries to include their name as the independent practising company secretary as required under section 26(1) of the Companies Act read with the SEBI ICDR Regulations and as an ‘expert’ as defined under section 2(38) of the Companies Act and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 21, 2025 from Asim Maity & Associates, Chartered Engineer to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of the certificate issued by them in their capacity as an independent chartered engineer to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has also received written consent dated September 27, 2025, from LSI Engineering & Consultants Limited, an independent advisory firm of engineers, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of the Expansion Report and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Statutory Auditors

Singhi & Co., Chartered Accountants

161, Sarat Bose Road,

Kolkata – 700 026

West Bengal - India

E-mail: kolkata@singhico.com

Telephone: +91 33 24196000/01/02

Firm registration number: 302049E

Peer review number: 014484

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 Draft Red Herring Prospectus.

Particulars	Date of Change	Reasons
Surana Naveen Vikash & Co. P-11, New Howrah Bridge Approach Road Kolkata – 700001 West Bengal - India Email: snvtax@gmail.com Tel: +91 33 2235 1187 / 0520 / 4008 8962 Firm registration number: 323231E Peer Review Number: 014590	December 21, 2022	Resigned as Statutory Auditors due to pre-occupation in other assignments
Singhi & Co. 161, Sarat Bose Road, Kolkata – 700026 West Bengal - India Email: kolkata@singhico.com Tel: +91 33 24196000/01/02 Firm registration number: 302049E Peer Review Number: 014484	December 30, 2022	Appointed as Statutory Auditors to fill casual vacancy
	September 30, 2023	Re-appointed as the Statutory Auditors for a period of five years, i.e. April 1, 2023, to March 31, 2028.

Bankers to our Company

Axis Bank Limited

1, Shakespeare Sarani, AC Market Building,
3rd Floor, Kolkata – 700 071, West Bengal
Contact Person: Astik Mondal
Telephone: 04067174100
E-mail: CBBKolkata.Branchhead@axisbank.com
Website: www.axisbank.com

ICICI Bank Limited

ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara - 390007, Gujarat
Contact Person: Sangeeta Guha Thakurta
Telephone: 8697328663
E-mail: sangeeta.thakurta@icicibank.com
Website: https://www.icicibank.com

Yes Bank Limited

Registered Office: Yes Bank House, Off Western Express Highway, Santacruz East Mumbai City – 400055, Maharashtra
Branch Office: Stephen House, 56 A Hemanta Basu, Sarani, Ground and Mezzanine Floor, Kolkata, West Bengal, 700001
Contact Person: Ankit Choudhary
Telephone: 9831578518
E-mail: ankit.choudhary1@yesbank.in
Website: https://www.yesbank.in

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

Our Company shall, in compliance with Regulation 41 of the SEBI ICDR Regulations, appoint a monitoring agency, for monitoring the utilisation of the Gross Proceeds, prior to filing of the Red Herring Prospectus. For

further details in relation to the proposed utilisation of the proceeds from the Fresh Issue, see “*Objects of the Offer – Monitoring of utilization of funds*” on page 133.

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 a debenture trustee is not required.

Green shoe option

No green shoe option is contemplated under the Offer.

Filing of the offer documents

A copy of this Draft Red Herring Prospectus has been filed electronically on the SEBI’s online portal at <https://siportal.sebi.gov.in> in accordance with the SEBI ICDR Master Circular, as specified in Regulation 25(8) of SEBI ICDR Regulations and circular SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, issued by SEBI.

A copy of this Draft Red Herring Prospectus will also be filed with SEBI at:

Securities and Exchange Board of India

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

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act shall be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 shall be filed with the RoC at its office, 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 the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band and minimum Bid Lot. The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated [●], Bengali being the regional language of [●], where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the BRLMs after the Bid/Offer Closing Date. For details, see “*Offer Procedure*” on page 450.

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

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are 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 Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis while allocation

to Anchor Investors will be on a discretionary basis. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For allocation to the Non-Institutional Bidders, the following shall be followed (a.) One-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹0.20 million and up to ₹1.00 million; (b.) Two-thirds of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹1.00 million. Provided that the unsubscribed portion in either of the sub-categories specified under clauses (a) or (b), may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.

For further details, see “Terms of the Offer” and “Offer Procedure” on pages 439 and 450, respectively.

The Book Building Process and the Bidding process is in accordance with guidelines, rules, regulations prescribed by SEBI, which are subject to change from time to time, and the Bidders are 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 (i) filing of the Prospectus by our Company with the RoC; and (ii) our Company obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for, after Allotment.

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

For further details on the method and procedure for Bidding, see “Offer Procedure” and “Offer Structure” on pages 450 and 446 respectively.

Underwriting Agreement

The Underwriting Agreement has not been executed as of the date of this Draft Red Herring Prospectus and will be executed after the determination of the Offer Price but prior to the filing of the Prospectus with the RoC. Our Company and Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price, but prior to filing of the Prospectus with RoC. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC)

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

The above-mentioned underwriting commitment is indicative and will be finalised after determination of the Offer Price and will be subject to the provisions of Regulation 40(3) the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the abovementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. Our Board of Directors/IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

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

CAPITAL STRUCTURE

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

(in ₹, except share data or indicated otherwise)			
Sr. No.	Particulars	Aggregate value at face value	Aggregate value at Offer Price ⁽¹⁾
A	AUTHORISED SHARE CAPITAL		
	Equity Shares comprising of:		
	140,000,000 Equity Shares of face value ₹ 5 each	700,000,000	-
	Preference shares comprising of:		
	5,000,000 preference shares of face value ₹ 10 each ⁽⁴⁾	50,000,000	-
	Total	750,000,000	-
B	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL		
	Equity Shares comprising of:		
	102,384,540 Equity Shares of face value ₹ 5 each	511,922,700	-
C	PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS		
	Offer of up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 10,000.00 million ⁽²⁾⁽³⁾	[●]	[●]
	<i>Of which</i>		
	Fresh Issue of [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 6,300.00 million ^{(2)#}	[●]	[●]
	Offer for Sale of up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 3,700.00 million ⁽³⁾	[●]	[●]
D	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER		
	[●] Equity Shares of face value of ₹ 5 each	[●]	-
E	SECURITIES PREMIUM ACCOUNT		
	Before the Offer		330,530,480.00
	After the Offer		[●]

[#]Our Company, in consultation with the BRLMs, may consider the Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,260.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

⁽¹⁾ To be updated upon finalization of the Offer Price and the Basis of Allotment.

⁽²⁾ The Offer has been authorised by a resolution of our Board dated September 25, 2025 and the Fresh Issue has been authorised by our Shareholders pursuant to a special resolution dated September 25, 2025.

⁽³⁾ Our Board has taken on record the consents for the Offer for Sale by the Selling Shareholder(s) pursuant to its resolution dated September 29, 2025. The Selling Shareholder(s) have confirmed that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are accordingly eligible for being offered in the Offer for Sale in accordance with the provisions of the SEBI ICDR Regulations. For further details of authorisation received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" on page 423.

⁽⁴⁾ Our Company does not have any outstanding preference shares as on the date of this Draft Red Herring Prospectus.

Changes in the authorised share capital of our Company

For details of the changes to the authorised share capital of our Company in the past 10 years, see “*History and Certain Corporate Matters- Amendments to our Memorandum of Association*” on page 244.

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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 existing equity share capital of our Company:

Date of allotment of equity shares	Nature of allotment	Names of allottees along with the number of equity shares allotted to each allottee	Number of allottees	Number of equity shares allotted	Cumulative number of equity shares	Cumulative paid up-equity share capital (₹)	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration
June 27, 2006 ⁽¹⁾	Initial subscription to MoA	Allotment of 5,000 class A equity shares each to Babu Lal Dhanuka, and Murari Lal Dhanuka.	2	10,000	10,000	100,000	10	10	Cash
January 15, 2008	Further issue	Allotment of (i) 3,500,000 class A equity shares to S N R Trading Company Private Limited; and (ii) 230,000 class A equity shares to S D R Meghnath Investments Private Limited.	2	3,730,000	3,740,000	37,400,000	10	10	Cash
June 12, 2008	Further issue	Allotment of 4,500,000 class A equity shares and 3,000,000 class B equity shares to S N R Trading Company Private Limited.	1	7,500,000	11,240,000	112,400,000	10	10	Cash
January 2, 2009	Further issue	Allotment of 3,750,000 class A equity shares to S N R Trading Company Private Limited.	1	3,750,000	14,990,000	149,900,000	10	10	Cash
March 2, 2010	Further issue	Allotment of (i) 6,360,000 class A equity shares to S N R Trading Company Private Limited; and (ii) 3,225,000 class A equity shares to S D R Meghnath Investments Private Limited.	2	9,585,000	24,575,000	245,750,000	10	10	Cash
March 28, 2012	Further issue	Allotment of (i) 14,000 class A equity shares to NewTown Mercantiles Private Limited; (ii) 28,800 class A equity shares to Shri Ramrathi Marketing Private	7	215,200*	24,790,200	247,902,000	10	250	Cash

Date of allotment of equity shares	Nature of allotment	Names of allottees along with the number of equity shares allotted to each allottee	Number of allottees	Number of equity shares allotted	Cumulative number of equity shares	Cumulative paid up-equity share capital (₹)	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration
		Limited; (iii) 24,000 class A equity shares to Positive Vinimay Private Limited; (iv) 32,000 class A equity shares to Intellect Trade-Link Private Limited; (v) 40,000 class A equity shares to Singrodia Bros. Holding Private Limited; (vi) 16,000 class A equity shares to Rotomac Vinimay Private Limited; and (vii) 60,400 class A equity shares to Clubside Dealcom Private Limited.							
March 31, 2014	Further issue	Allotment of (i) 7,040,000 class A equity shares to Ancient Merchants Private Limited; (ii) 4,077,500 class A equity shares to Techno Tracom Private Limited; (iii) 122,500 class A equity shares to Sushila Devi Ramgarhia; (iv) 80,000 class A equity shares to Sunil Kumar Ramgarhia; (v) 60,000 class A equity shares to Nandlal Agarwala; (vi) 40,000 class A equity shares to Sarala Devi Ramgarhia; (vii) 35,000 class A equity shares to Neha Ramgarhia; and (viii) 15,000 class A equity shares to Pushpa Devi Agarwal.	8	11,470,000	36,260,200	362,602,000	10	10	Cash
December 27, 2014	Rights issue in the ratio of one equity share for every 40 equity shares to existing shareholders.	Allotment of 600,000 class A equity shares to Tapas Kumar Mitra.	1	600,000	36,860,200	368,602,000	10	10	Cash
March 24, 2015	Private placement	Allotment of (i) 1,300,000 class A equity shares to Swarnapriya	6	5,000,000	41,860,200	393,602,000	10	5 ⁽²⁾	Cash

Date of allotment of equity shares	Nature of allotment	Names of allottees along with the number of equity shares allotted to each allottee	Number of allottees	Number of equity shares allotted	Cumulative number of equity shares	Cumulative paid up-equity share capital (₹)	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration
		Vanijya Private Limited; (ii) 1,100,000 class A equity shares to Swarnapushpa Vanijya Private Limited; (iii) 1,000,000 class A equity shares to Survika Vyapaar Private Limited (iv) 800,000 class A equity shares to D K J Vyapaar Private Limited; (v) 400,000 class A equity shares to Samriddhi Dealmark Private Limited; and (vi) 400,000 class A equity shares to Sanchay Dealmark Private Limited.							
March 24, 2015	Private placement	Allotment of 775,000 class A equity shares to Murari Lal Dhanuka.	1	775,000	42,635,200	401,352,000	10	10	Cash
March 31, 2015	Forfeiture of equity shares ⁽²⁾	Forfeiture of (i)1,300,000 class A equity shares from Swarnapriya Vanijya Private Limited; (ii) 1,100,000 class A equity shares from Swarnapushpa Vanijya Private Limited; (iii) 1,000,000 class A equity shares from Survika Vyapaar Private Limited; (iv) 800,000 class A equity shares from DKJ Vyapaar Private Limited; and (v) 400,000 class A equity shares each from Samriddhi Dealmark Private Limited and Sanchay Dealmark Private Limited.	6	(5,000,000)	37,635,200	376,352,000	10	NA	NA
December 5, 2015	Rights issue in the ratio of one equity share for every two equity shares to existing shareholders.	Allotment of (i) 795,000 class A equity shares to Murari Lal Dhanuka; and (ii) 204,000 class A equity shares to Babu Lal Dhanuka.	2	999,000	38,634,200	386,342,000	10	10	Cash

Date of allotment of equity shares	Nature of allotment	Names of allottees along with the number of equity shares allotted to each allottee	Number of allottees	Number of equity shares allotted	Cumulative number of equity shares	Cumulative paid up-equity share capital (₹)	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration
Pursuant to Shareholders' resolution dated December 30, 2023, our Company re-classified the authorised share capital and issued, paid up and subscribed share capital from class A equity shares and class B equity shares into ordinary equity shares of face value ₹ 10.									
February 10, 2024	Private placement	Allotment of 886,667 equity shares to Amit Dhanuka.	1	886,667	39,520,867	395,208,670	10	45	Cash
March 3, 2025	Allotment pursuant to conversion of 4,590,000 optionally redeemable convertible preference shares ("ORCPS") of face value ₹ 10 each.	Allotment of (i) 2,952,753 equity shares to Amit Dhanuka; and (ii) 1,637,247 equity shares to Kishan Dhanuka.	2	4,590,000	44,110,867	441,108,670	10	NA [#]	Cash (paid at the time of ORCPS subscription)
March 11, 2025	Allotment pursuant to Composite Scheme of Arrangement	Allotment of (i) 1,462,451 equity shares to Kishan Dhanuka; (ii) 920,583 equity shares to Nishit Dhanuka; (iii) 1,311,095 equity shares to Murari Lal Dhanuka; (iv) 64,000 equity shares to Nikunj Dhanuka; (v) 567,120 equity shares to Swamiji Transmission Private Limited; (vi) 70,714 equity shares to LBIC Engineering Private Limited; (vii) 320 equity shares to Rakhi Dhanuka; (viii) 160 equity shares each to Chawi Garodia and Kriti Dhanuka; (ix) 100,800 equity shares to Narayan Dhanuka and Sons HUF; (x) 35,200 equity shares to Mahesh Kumar Dhanuka and Sons HUF; (xi) 24,000 equity shares to Dhanuka and Sons HUF; (xii) 832,000 equity shares to Lalbaba Projects Private Limited; (xiii) 1,692,800 equity shares to SF Forgings Private Limited.	14	7,081,403	51,192,270	511,922,700	10	NA	Other than cash

Date of allotment of equity shares	Nature of allotment	Names of allottees along with the number of equity shares allotted to each allottee	Number of allottees	Number of equity shares allotted	Cumulative number of equity shares	Cumulative paid up-equity share capital (₹)	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration
Pursuant to a resolution passed by our Board dated July 3, 2025 and resolution of our shareholders dated July 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into 2 Equity Shares of face value of ₹ 5 each. Consequently, the authorised share capital of our Company was sub-divided from 52,000,000 equity shares of face value of ₹ 10 each to 104,000,000 Equity Shares of face value of ₹ 5 each; Accordingly, the issued, subscribed and paid-up equity share capital of our Company was sub-divided from 51,192,270 equity shares of face value of ₹10 each into 102,384,540 equity shares of face value of ₹ 5 each									
Total					102,384,540	511,922,700			

* On March 28, 2012, 215,200 Equity Shares were allotted as class A Equity Shares but were inadvertently described in the return of allotment filed in Form 2 as class B Equity Shares. This has since been rectified through a clarification filed in Form GNL-2 with the RoC, which has been approved by the RoC on September 27, 2025.

The ORCPS were originally issued at a price of ₹10 which was paid at the time of subscription. Subsequently, the ORCPS was acquired by Kishan Dhanuka and Amit Dhanuka, at an acquisition price of ₹10.20 per ORCPS. For details, please see "Capital Structure – Build-up of the Promoters shareholding in our Company" on page 110.

⁽¹⁾ Our Company was incorporated on June 26, 2006. The date of the subscription to memorandum of association was June 20, 2006, and the allotment of equity shares pursuant to such subscription was taken on record by our Board on June 27, 2006.

⁽²⁾ Partly paid-up equity shares were issued wherein ₹ 5 was paid-up per equity share. Such partly paid-up equity shares were forfeited on March 31, 2015.

b. Preference share capital

While our Company does not have any outstanding preference shares as on the date of this Draft Red Herring Prospectus, the following table sets forth the history of the preference share capital of our Company

Date of allotment of preference shares	Nature of allotment	Names of allottees along with the number of preference shares allotted to each allottee	Number of allottees	Number of preference shares allotted	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)	Face value per preference shares (₹)	Issue price per preference shares (₹)	Form of consideration
March 29, 2015	Right issue in the ratio of one preference share for every eight equity shares to existing shareholders	Allotment of (i) 2,350,000 ORCPS to Techno Tracom Private Limited, (ii) 1,810,000 ORCPS to Ancient Merchants Private Limited; and (iii) 430,000 ORCPS to Leonard Equipment (India) Private Limited. [^]	3	4,590,000	4,590,000	45,900,000	10	10	Cash
March 3, 2025	Conversion of 4,590,000 ORCPS of face value ₹ 10 each.	Allotment of (i) 2,952,753 equity shares to Amit Dhanuka; and (ii) 1,637,247 equity shares to Kishan Dhanuka.	2	(4,590,000)	Nil	Nil	10	NA [^]	Cash (Paid at the time of ORCPS subscription)

[^] The ORCPS were originally issued at a price of ₹10, which was paid at the time of subscription. The ORCPS that were initially allotted to Techno Tracom Private Limited, Ancient Merchants Private Limited, and Leonard Equipment (India) Private Limited were subsequently transferred to Kishan Dhanuka and Amit Dhanuka on March 28, 2024, at an acquisition price of ₹10.20 per ORCPS. For further details, please see- "Build-up of the Promoters Shareholding in our Company" on page 110.

c. Secondary transactions involving the Promoters, Promoter Group and the Selling Shareholders

For details in relation to the secondary transactions of equity shares of our Company by our Promoters, see “– Details of shareholding of our Promoters and members of the Promoter Group – (c) Build-up of the Promoters shareholding in our Company” on page 110. Set out below are the secondary transactions of equity shares of our Company by members of the Promoter Group (including our Promoter Group Selling Shareholder):

Date of transfer of equity shares	Number of equity shares transferred	Name of Transferor(s)	Name of Transferee(s)	Face value of equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
March 30, 2013	28,800	Shriramrathi Marketing Private Limited	Dhanuka and Sons HUF	10	10	Cash
	14,000	Newtown Mercantiles Private Limited	Dhanuka and Sons HUF	10	10	Cash
	40,000	Singrodia Bros. Holding Private Limited	Kishan Dhanuka and Sons HUF [^]	10	10	Cash
	60,400	Clubside Dealcom Private Limited	Kishan Dhanuka and Sons HUF [^]	10	10	Cash
	32,000	Intellect Trade-Link Private Limited	Dhanuka and Sons HUF	10	10	Cash
December 1, 2014	1,000	Murari Lal Dhanuka	Tapas Kumar Mitra	10	10	Cash
July 20, 2016	8,54,000	Ancient Merchants Private Limited	Kishan Dhanuka and Sons HUF [^]	10	10	Cash
	560,000	Ancient Merchants Private Limited	Murari Lal Dhanuka	10	10	Cash
July 20, 2016	208,000	Ancient Merchants Private Limited	Narayan Dhanuka	10	10	Cash
March 21, 2020	208,000	Narayan Dhanuka	Nikunj Dhanuka	10	NA [#]	NA
August 10, 2020	21,110,000	S N R Trading Company Private Limited	LBIC Engineering Private Limited	10	12.50	Cash
December 30, 2020	600,000	Tapas Kumar Mitra	Lalbaba Projects Private Limited	10	10	Cash
	80,000	Sunil Kumar Ramgarhia	Lalbaba Projects Private Limited	10	11	Cash
October 27, 2021	680,000	Lalbaba Projects Private Limited	LBIC Engineering Private Limited	10	14.33	Cash
December 22, 2022	74,800	Dhanuka and Sons HUF	Nishit Dhanuka	10	17	Cash
May 27, 2025 [*]	567,120	Swamiji Transmission Pvt. Ltd.	Nikunj Dhanuka	10	30	Cash
	832,000	Lalbaba Projects Private Limited	Nikunj Dhanuka	10	30	Cash
	456,528	SF Forgings Private Limited	Nikunj Dhanuka	10	30	Cash
	1,236,272	SF Forgings Private Limited	Nishit Dhanuka	10	30	Cash
June 16, 2025 [*]	35,200	Mahesh Kumar Dhanuka & Sons HUF	Kishan Dhanuka	10	30	Cash
June 17, 2025 [*]	100,800	Narayan Dhanuka & Sons HUF	Kishan Dhanuka	10	30	Cash
July 2, 2025 [*]	24,000	Dhanuka & Sons HUF	Kishan Dhanuka	10	30	Cash
July 2, 2025 [*]	1,722,547	Murari Lal Dhanuka	Nikunj Dhanuka	10	NA [#]	NA
July 4, 2025 [*]	1,722,548	Murari Lal Dhanuka	Nishit Dhanuka	10	NA [#]	NA

[^]Also our Promoter Group Selling Shareholder

^{*}Transferred as a gift.

^{*}Share transfers pursuant to gift deeds each dated March 25, 2025. For further details, see “Restated Financial Information – Note 21 – Equity Share Capital” on page 322.

* Share transfers pursuant to agreements towards sale of equity shares each dated March 28, 2025, and the consideration for each of the transfers was received on March 28, 2025. For further details, see “Restated Financial Information – Note 21 – Equity Share Capital” on page 322.

Further, except as disclosed in “– Build-up of the Promoters’ shareholding in our Company” on page 110, there has been no secondary transactions of Preference Shares by our Promoters, the members of the Promoter Group and the Promoter Selling Shareholder, as on the date of this Draft Red Herring Prospectus.

2. Shares issued for consideration other than cash or by way of bonus issue

Except as disclosed below, our Company has not issued any equity shares or preference shares through bonus issue or for consideration other than cash at any time since incorporation.

Equity shares

Date of allotment of equity shares	Nature of allotment	Names of allottees along with the number of equity shares allotted to each allottee	Number of equity shares allotted	Face value (₹)	Issue price (₹)	Benefits accrued to our Company
March 11, 2025	Allotment pursuant to Composite Scheme of Arrangement	Allotment of (i) 1,462,451 equity shares to Kishan Dhanuka; (ii) 920,583 equity shares to Nishit Dhanuka; (iii) 1,311,095 equity shares to Murari Lal Dhanuka; (iv) 64,000 equity shares to Nikunj Dhanuka; (v) 567,120 equity shares to Swamiji Transmission Private Limited; (vi) 70,714 equity shares to LBIC Engineering Private Limited; (vii) 320 equity shares to Rakhi Dhanuka; (viii) 160 equity shares each to Chawi Garodia and Kriti Dhanuka; (ix) 100,800 equity shares to Narayan Dhanuka and Sons HUF; (x) 35,200 equity shares to Mahesh Kumar Dhanuka and Sons HUF; (xi) 24,000 equity shares to Dhanuka and Sons HUF; (xii) 832,000 equity shares to Lalbaba Projects Private Limited; and (xiii) 1,692,800 equity shares to SF Forgings Private Limited.	7,081,403	10	NA	• Enable preservation of legacy of the Demerged Company; • Enhancing the operational efficiency, intercompany cost reduction and rationalization; • Enhanced focus in exploring opportunities in business domains; and • Enable focused strategy for unlocking the growth in business verticals

3. Issue of shares out of revaluation reserves

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

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

The Offer Price for the Equity Shares is ₹ [●]. For details of allotments made by our Company in the last one year, see “Notes to the Capital Structure-Share Capital history of our Company” on page 100.

5. Employee stock option scheme

Our Company does not have any employee stock option scheme as on the date of this Draft Red Herring Prospectus.

6. Issue of equity shares pursuant to scheme of arrangement

Except for the allotment dated March 11, 2025 of (i) 1,462,451 equity shares to Kishan Dhanuka; (ii) 920,583 equity shares to Nishit Dhanuka; (iii) 1,311,095 equity shares to Murari Lal Dhanuka; (iv) 64,000 equity shares to Nikunj Dhanuka; (v) 567,120 equity shares to Swamiji Transmission Private Limited; (vi) 70,714 equity shares to LBIC Engineering Private Limited; (vii) 320 equity shares to Rakhi Dhanuka; (viii) 160 equity shares each to Chawi Garodia and Kriti Dhanuka; (ix) 100,800 equity shares to Narayan Dhanuka and Sons HUF; (x) 35,200 equity shares to Mahesh Kumar Dhanuka and Sons HUF; (xi) 24,000 equity shares to Dhanuka and Sons HUF; (xii) 832,000 equity shares to Lalbaba Projects Private Limited; and (xiii) 1,692,800 equity shares to SF Forgings Private Limited, pursuant to the Composite Scheme of Amalgamation entered amongst Lalbaba Industrial Corporation Private Limited, PEW Engineering Private Limited and our Company sanctioned by order dated December 18, 2024 by National Company Law Tribunal, Kolkata Bench, details of which are set forth above in “Notes to the Capital Structure – Share Capital history of our Company” on page 100, our Company has not issued or allotted any equity shares pursuant to schemes of arrangement approved under Sections 391 to 394 of the Companies Act, 1956 or 230-234 of the Companies Act, 2013.

7. In accordance with Regulation 54 of the SEBI ICDR Regulations, (i) all transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of this Draft Red Herring Prospectus and the date of closure of the Offer; and (ii) any Pre-IPO Placement, in part or entirety, if undertaken by our Company, shall be reported to the Stock Exchanges within 24 hours of such transactions.
8. With respect to issuance of securities, our Company is in compliance with the Companies Act, 1956 and Companies Act, 2013, to the extent applicable, from the date of incorporation of our Company till the date of this Draft Red Herring Prospectus. Further, for details of certain delayed filings, discrepancies, and inadvertent errors in filing of the requisite forms, please see “Risk Factors – We have had in the past, instances of secretarial non-compliance, incorrect and/ or delayed regulatory filings and discrepancies in our corporate records, which may subject us to regulatory action or penalties.” on page 45.

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9. Shareholding pattern of our Company

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

Category (I)	Category of shareholder (II)	Numb er of share holder s (III)	Number of fully paid-up equity shares held of face value ₹ 5 each (IV)	Numb er of partly paid-up equit y share s held of face value ₹ 5 each (V)	Numb er of shares underly ing deposi tory receipt s (VI)	Total number of shares held (VII) = (IV)+(V)+ (VI)	Sharehol ding as a % of total number of shares (calculate d 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)	Total number of shares on a fully diluted basis (including warrants, ESOP, convertibles securities etc.) (XI)= (VII) + (X)	Shareh olding, as a % assumin g full convers ion of converti ble securiti es (as a percent age of diluted share capital) (XII)= (VII) +(X) As a % of (A+B+ C2))	Number of locked in shares (XIII)		Number of shares pledged (XIV)		Non-Disposal Undertaking (XV)		Other encumbrances, if any		Total number of shares encumbered (XVII)		Number of equity shares of face value ₹ 5 each held in dematerialized form (XVII)
								Number of Voting Rights			Total as a % of (A+B+ C)				Number (a)	As a % of total Share s held (b)	Number (a)	As a % of total shares held (b)	Numb er (a)	As a % of total shares held (b)	Numb er (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total															
(A)	Promoters and Promoter Group	9	102,384,540	-	-	102,384,540	100.00	102,384,540	-	102,384,540	100.00	-	102,384,540	100.00	-	-	-	-	-	-	-	-	-	-	102,384,540
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total		9	102,384,540	-	-	102,384,540	100.00	102,384,540	-	102,384,540	100.00	-	102,384,540	100.00	-	-	-	-	-	-	-	-	-	-	102,384,540

10. Other details of shareholding of our Company

- (a) As on the date of the filing of this Draft Red Herring Prospectus, our Company has 9 Shareholders.
- (b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares held (bearing face value ₹5 each)	Percentage of the pre-Offer Equity Share Capital (%)
1.	LBIC Engineering Private Limited	67,935,428	66.35
2.	Kishan Dhanuka	8,563,380	8.36
3.	Nikunj Dhanuka	8,148,406	7.96
4.	Nishit Dhanuka	8,148,406	7.96
5.	Amit Dhanuka	7,678,840	7.50
6.	Kishan Dhanuka & Sons HUF	1,908,800	1.86
	Total	102,383,260	99.99

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

Sr. No.	Name of the Shareholder	Number of Equity Shares held (bearing face value ₹5 each)	Percentage of the pre-Offer Equity Share Capital (%)
1.	LBIC Engineering Private Limited	67,935,428	66.35
2.	Kishan Dhanuka	8,563,380	8.36
3.	Nikunj Dhanuka	8,148,406	7.96
4.	Nishit Dhanuka	8,148,406	7.96
5.	Amit Dhanuka	7,678,840	7.50
6.	Kishan Dhanuka & Sons HUF	1,908,800	1.86
	Total	102,383,260	99.99

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

Sr. No.	Name of the Shareholder	Number of equity shares held (bearing face value ₹10 each)*	Percentage of the pre-Offer equity share capital (%)*
1.	LBIC Engineering Private Limited	33,897,000	85.77
2.	Murari Lal Dhanuka	2,134,000	5.40
3.	Kishan Dhanuka	1,262,000	3.19
4.	Kishan Dhanuka & Sons HUF	954,400	2.41
5.	Amit Dhanuka	886,667	2.24
	Total	39,134,067	99.01

*Calculated without giving effect to the sub-division

- (e) Set forth below is a list of Shareholders holding 1% or more of the paid-up equity share capital of our Company, on a fully diluted basis, as of two years prior to the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Shareholder	Number of equity shares held (bearing face value ₹10 each)*	Percentage of the pre-Offer equity share capital (%)*
1.	LBIC Engineering Private Limited	33,897,000	87.74
2.	Murari Lal Dhanuka	2,134,000	5.52
3.	Kishan Dhanuka	1,262,000	3.27
4.	Kishan Dhanuka & Sons HUF	954,400	2.47
	Total	38,247,400	99.00

*Calculated without giving effect to the sub-division

- (f) Except for the allotment of Equity Shares that may happen pursuant to the Pre-IPO Placement and Fresh Issue, our Company presently does not intend or propose and is not under negotiations or considerations to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares

(including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

- (g) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into our Equity Shares or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

11. Details of shareholding of our Promoters and members of the Promoter Group

- (a) As on the date of this Draft Red Herring Prospectus, our Promoters hold 100,474,460 Equity Shares in aggregate, equivalent to 98.13% of the pre-offer Equity Share capital of our Company. The details of the equity shareholding of our Promoters and Promoter Group are set forth in the table below:

S. No.	Name	Pre-Offer		Post-Offer*	
		No. of Equity Shares of face value of ₹ 5 each held	% of total paid-up Equity Share capital*	No. of Equity Shares of face value of ₹ 5 each held	% of total paid-up Equity Share capital
Promoters					
1.	LBIC Engineering Private Limited	67,935,428	66.35	[●]	[●]
2.	Kishan Dhanuka	8,563,380	8.36	[●]	[●]
3.	Amit Dhanuka	7,678,840	7.50	[●]	[●]
4.	Nishit Dhanuka	8,148,406	7.96	[●]	[●]
5.	Nikunj Dhanuka	8,148,406	7.96	[●]	[●]
Sub-total (A)		100,474,460	98.13	[●]	[●]
Promoter Group					
1.	Kishan Dhanuka and Sons HUF	1,908,800	1.86	[●]	[●]
2.	Rakhi Dhanuka	640	Negligible	[●]	[●]
3.	Chawi Garodia	320	Negligible	[●]	[●]
4.	Kriti Dhanuka	320	Negligible	[●]	[●]
Sub-total (B)		1,910,080	1.87	[●]	[●]
Total (A+B)		102,384,540	100.00	[●]	[●]

*To be updated at Prospectus stage.

- (b) All Equity Shares held by our Promoters and Selling Shareholders are in dematerialised form as on the date of this Draft Red Herring 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:

Date of allotment/transfer	Nature of transaction	Number of equity shares	Face value per equity share (₹)	Issue price/acquisition price per equity share (₹)	Nature of consideration	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%) [^]
LBIC Engineering Private Limited							
August 10, 2020	Transfer from S D R Meghnath Investment Private Limited	3,455,000	10	12.50	Cash	6.75	[●]
	Transfer from S N R Trading Company Private Limited	21,110,000	10	12.50	Cash	41.24	[●]

Date of allotment/transfer	Nature of transaction	Number of equity shares	Face value per equity share (₹)	Issue price/acquisition price per equity share (₹)	Nature of consideration	Percentage of the pre- Offer Equity Share capital (%)	Percentage of the post- Offer Equity Share capital (%) [^]
March 23, 2021	Transfer from Eskay Video Private Limited	4,077,500	10	12.50	Cash	7.97	[●]
August 14, 2021	Transfer from Nandlal Agarwala	60,000	10	14.40	Cash	0.12	[●]
	Transfer from Puspha Devi Agarwal	15,000	10	14.40	Cash	0.03	[●]
	Transfer from Neha Ramgarhia	35,000	10	14.40	Cash	0.07	[●]
	Transfer from Sarala Devi Ramgarhia	40,000	10	14.40	Cash	0.08	[●]
October 27, 2021	Transfer from Ancient Merchants Private Limited	43,02,000	10	14.33	Cash	8.40	[●]
	Transfer from Lalbaba Projects Private Limited	680,000	10	14.33	Cash	1.33	[●]
	Transfer from Nandalal Agarwala	122,500	10	14.40	Cash	0.24	[●]
March 11, 2025	Allotment pursuant to the Composite Scheme of Arrangement	70,714	10	NA	Other than cash	0.14	[●]
Pursuant to a resolution passed by our Board dated July 3, 2025 and resolution of our shareholders dated July 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into 2 Equity Shares of face value of ₹ 5 each. Consequently, the total shareholding of LBIC Engineering Private Limited was sub-divided from 33,967,714 equity shares of face value ₹10 each to 67,935,428 Equity Shares of face value ₹ 5 each.							
Total		67,935,428				66.35	[●]
Kishan Dhanuka							
July 20, 2016	Transfer from Ancient Merchants Private Limited	460,000	10	10	Cash	0.90	[●]
December 27, 2019	Transfer from Chandrakala Devi Dhanuka	104,000	10	11	Cash	0.20	[●]
March 21, 2020	Transfer from Gaurav Dhanuka by way of gift	696,000	10	NA	NA	1.36	[●]
December 30, 2020	Transfer from Tapas Kumar Mitra	2,000	10	10	Cash	Negligible	[●]
March 3, 2025	Allotment pursuant to conversion of ORCPS	1,637,247	10	NA*	Cash (paid at the time of ORCPS subscription)	3.20	[●]
March 11, 2025	Allotment pursuant to the Composite Scheme of Arrangement	1,462,451	10	NA	Other than Cash	2.86	[●]
March 25, 2025	Transfer to Nishit Dhanuka by way of gift	(120,000)	10	NA	NA	(0.23)	[●]
March 27, 2025	Transfer to Nikunj Dhanuka by way of gift	(120,008)	10	NA	NA	(0.23)	[●]
June 16, 2025 ^{&}	Transfer from Mahesh Kumar	35,200	10	30	Cash	0.07	[●]

Date of allotment/transfer	Nature of transaction	Number of equity shares	Face value per equity share (₹)	Issue price/acquisition price per equity share (₹)	Nature of consideration	Percentage of the pre- Offer Equity Share capital (%)	Percentage of the post- Offer Equity Share capital (%) [^]
	Dhanuka and Sons HUF						
June 17, 2025 ^{&}	Transfer from Narayan Dhanuka and Sons HUF	100,800	10	30	Cash	0.20	[●]
July 2, 2025 ^{&}	Transfer from Dhanuka and Sons HUF	24,000	10	30	Cash	0.05	[●]
Pursuant to a resolution passed by our Board dated July 3, 2025 and resolution of our shareholders dated July 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into 2 Equity Shares of face value of ₹ 5 each. Consequently, the total shareholding of Kishan Dhanuka was sub-divided from 4,281,690 equity shares of face value ₹10 each to 8,563,380 Equity Shares of face value ₹ 5 each.							
Total		8,563,380				8.36	[●]
Amit Dhanuka							
February 10, 2024	Private Placement	886,667	10	45	Cash	1.73	[●]
March 3, 2025	Allotment pursuant to conversion of ORCPS	2,952,753	10	NA*	Cash (paid at the time of ORCPS subscription)	5.77	[●]
Pursuant to a resolution passed by our Board dated July 3, 2025 and resolution of our shareholders dated July 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into 2 Equity Shares of face value of ₹ 5 each. Consequently, the total shareholding of Amit Dhanuka was sub-divided from 3,839,420 equity shares of face value ₹10 each to 7,678,840 Equity Shares of face value ₹ 5 each.							
Total		7,678,840				7.50	[●]
Nikunj Dhanuka							
December 27, 2019	Transfer from Chandrakala Devi Dhanuka	104,000	10	11	Cash	0.20	[●]
March 21, 2020	Transfer from Narayan Dhanuka by way of gift	208,000	10	NA	NA	0.41	[●]
March 11, 2025	Allotment pursuant to Composite Scheme of Arrangement	64,000	10	NA	Other than cash	0.13	[●]
March 27, 2025	Transfer from Kishan Dhanuka by way of gift	120,008	10	NA	NA	0.23	[●]
May 27, 2025 ^{&}	Transfer from Lalbaba Projects Private Limited	832,000	10	30	Cash	1.63	[●]
	Transfer from Swamiji Transmission Private Limited	567,120	10	30	Cash	1.11	[●]
	Transfer from SF Forgings Private Limited	456,528	10	30	Cash	0.89	[●]
July 2, 2025 ^{**}	Transfer from Murali Lal Dhanuka by way of gift	1,722,547	10	NA	NA	3.36	[●]
Pursuant to a resolution passed by our Board dated July 3, 2025 and resolution of our shareholders dated July 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into 2 Equity Shares of face value of ₹ 5 each. Consequently, the total shareholding of Nikunj Dhanuka was sub-divided from 40,74,203 equity shares of face value ₹10 each to 8,148,406 Equity Shares of face value ₹ 5 each.							
Total		8,148,406				7.96	[●]
Nishit Dhanuka							

Date of allotment/transfer	Nature of transaction	Number of equity shares	Face value per equity share (₹)	Issue price/ acquisition price per equity share (₹)	Nature of consideration	Percentage of the pre- Offer Equity Share capital (%)	Percentage of the post- Offer Equity Share capital (%) [^]
December 22, 2022	Transfer from Dhanuka and Sons HUF	74,800	10	17	Cash	0.15	[●]
March 11, 2025	Allotment pursuant to Composite Scheme of Arrangement	920,583	10	NA	Other than cash	1.80	[●]
March 25, 2025	Transfer from Kishan Dhanuka by way of gift	120,000	10	NA	NA	0.23	[●]
May 27, 2025 ^{&}	Transfer from SF Forgings Private Limited	1,236,272	10	30	Cash	2.41	[●]
July 4, 2025 ^{**}	Transfer from Murali Lal Dhanuka by way of gift	1,722,548	10	NA	NA	3.36	[●]
Pursuant to a resolution passed by our Board dated July 3, 2025 and resolution of our shareholders dated July 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into 2 Equity Shares of face value of ₹ 5 each. Consequently, the total shareholding of Nishit Dhanuka was sub-divided from 40,74,203 equity shares of face value ₹10 each to 8,148,406 Equity Shares of face value ₹ 5 each.							
Total		8,148,406				7.96	[●]

[^]Subject to finalisation of Basis of Allotment

^{*} The ORCPS were originally issued at a price of ₹10 which was paid at the time of subscription. Subsequently, the the ORCPS was acquired by Kishan Dhanuka and Amit Dhanuka, at an acquisition price of ₹10.20 per ORCPS.

^{**} Share transfers pursuant to gift deeds each dated March 25, 2025. For further details, see “Restated Financial Information – Note 21 – Equity Share Capital” on page 322.

[&] Share transfers pursuant to agreements towards sale of equity shares each dated March 28, 2025, and the consideration for each of the transfers was received on March 28, 2025. For further details, see “Restated Financial Information – Note 21 – Equity Share Capital” on page 322.

- (d) The build-up of the preference shareholding of our Promoters since incorporation of our Company is set forth in the table below:

Date of allotment/ transfer	Nature of transaction	Number of preference shares	Face value per preference share (₹)	Issue price/ acquisition price per preference share (₹)
Optionally redeemable convertible preference shares of face value ₹ 10 each				
Kishan Dhanuka				
March 28, 2024	Transfer from Ancient Merchants Private Limited.	1,637,247	10	10.20
Total		1,637,247		
Amit Dhanuka				
March 28, 2024	Transfer from Leonard Equipment India Private Limited.	430,000	10	10.20
	Transfer from Ancient Merchants Private Limited	172,753	10	10.20
	Transfer from Techno Tracom Private Limited	2,350,000	10	10.20
Total		2,952,753		

As on date of the draft red herring prospectus, our Company does not have any issued, paid up or subscribed preference shares.

- (e) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition or allotment of such Equity Shares. Further, none of the Equity Shares held by our Promoters are pledged with any creditor or are subject to any other encumbrance.
- (f) Except as disclosed in “ – Details of shareholding of our Promoters and members of the Promoter Group – c) Build-up of the Promoters shareholding in our Company” and “ – Notes to the capital

structure Share capital history of our Company – c) Secondary transactions involving the Promoters, Promoter Group and the Selling Shareholders”, none of the members of our Promoter Group, our Promoters, and/or our Directors, directors of our Corporate Promoter and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

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

12. Details of Promoters’ contribution and lock-in

- (a) Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as minimum promoters’ contribution and locked-in for a period of three years or any other period as may be prescribed under the SEBI ICDR Regulations, from the date of Allotment (“**Promoter’s Contribution**”) and Promoter’s shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital of our Company, shall be locked in for a period of one year or any other period as may be prescribed under the SEBI ICDR Regulations from the date of Allotment.
- (b) Details of the Equity Shares to be locked-in for three years or any other period as may be prescribed under the SEBI ICDR Regulations from the date of Allotment as Promoters’ Contribution are set forth in the table below:

Name of the Promoter	Date of allotment/ transfer of the equity shares	Nature of transaction	Number of equity shares of face value ₹ 5 each ⁽¹⁾	Face value per equity share (₹)	Allotment/ acquisition price per equity share (₹)	Number of equity shares of face value ₹ 5 each locked-in*	Percentage of the post- Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total						[•]	[•]	

* Subject to finalisation of the Basis of Allotment.

⁽¹⁾All equity shares were fully paid-up at the time of allotment/ transfer.

- (c) Our Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer equity share capital of our Company as Promoters’ Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters’ Contribution from the date of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.
- (d) Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters’ Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:
- The Equity Shares offered for Promoters’ Contribution do not include Equity Shares acquired in the three immediately preceding years if these are: (a) acquired for consideration other than cash and revaluation of assets or capitalisation of intangible assets is involved in such a transaction; or (b) resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of our Company or from a bonus issuance of Equity Shares against Equity Shares, which are otherwise ineligible for computation of Promoters’ Contribution;
 - 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;
 - 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 Draft Red Herring 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 or any other encumbrance.

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

In terms of Regulation 16(1)(b) and Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company (other than the Promoters' Contribution as prescribed in “-Details of Promoters' contribution and lock-in” on page 114) will be locked-in for a period of six months from the date of Allotment in the Offer or such other period as may be prescribed under the SEBI ICDR Regulations, except for the Equity Shares which are successfully transferred as part of the Offer for Sale.

In terms of Regulation 17(c) of the SEBI ICDR Regulations, Equity Shares held by a venture capital fund (“VCF”) or alternative investment fund (“AIF”) of category I or category II or a foreign venture capital investor (“FVCI”) shall not be locked-in for a period of six months from the date of Allotment, provided that such Equity Shares shall be locked-in for a period of at least six months from the date of purchase by the venture capital fund or alternative investment fund of category I or category II or foreign venture capital investor.

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

14. Lock-in of Equity Shares allotted to Anchor Investors

Fifty per cent of the 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 the allotment, the remaining fifty percent of the Equity Shares Allotted to the anchor investors shall be locked in for a period of 30 days from the date of allotment or as provided by the SEBI ICDR Regulations.

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 six months 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 eighteen months 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 and, such pledge of the Equity Shares must be one of the terms of the sanction of the loan;

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.

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 our 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 Directors and the BRLMs have no existing buyback arrangements and or any other similar arrangements for the purchase of Equity Shares from any person.
18. Except as disclosed below, none of the Directors, directors of our Corporate Promoter, Key Managerial Personnel or Senior Management of our Company hold any Equity Shares in our Company.

Sr. No.	Name of the Director/ directors of our Corporate Promoter/ Key Managerial Personnel/ Senior Management	Number of Equity Shares held bearing face value of ₹ 5 each	Percentage of the pre-Offer Equity Share Capital (%)
1.	Kishan Dhanuka*	8,563,380	8.36
2.	Nikunj Dhanuka*	8,148,406	7.96
3.	Nishit Dhanuka*	8,148,406	7.96
4.	Amit Dhanuka	7,678,840	7.50
	Total	32,539,032	31.78

*Also, directors of our Corporate Promoter

19. All Equity Shares to be transferred 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 Draft Red Herring Prospectus.
20. As on the date of this Draft Red Herring Prospectus, the BRLMs and their respective 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 BRLMs and their affiliates may engage in the transactions with and perform services for our Company, the Promoters, Selling Shareholders and their respective affiliates or associates in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, the Promoters, Selling Shareholders and their respective affiliates or associates for which they may in the future receive customary compensation.
21. 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.
22. Except for the Fresh Issue and the Pre-IPO Placement, there will be no further issue of specified securities whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft Red Herring Prospectus until the Equity Shares are listed on the Stock Exchanges or all application monies have been refunded, as the case may be.
23. No person connected with the Offer, including, but not limited to, the BRLMs, the Members of the Syndicate, our Company, our Directors, our Promoters, 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.
24. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
25. Neither the (i) BRLMs or any associate of the BRLMs (other than mutual funds sponsored entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by the entities which are associates of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs or pension fund sponsored by entities which are associate of the BRLMs); nor (ii) any person related to the Promoters or Promoter Group can apply under the Anchor Investor Portion.

SECTION IV: PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of [●] Equity Shares of face value of ₹5 each, aggregating up to ₹6,300.00 million by our Company and an Offer for Sale of up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹ 3,700.00 million by the Selling Shareholders, subject to finalization of Basis of Allotment. For details, see “Summary of the Offer Document” and “The Offer” on pages 23 and 83, respectively.

Offer for Sale

Each of the Selling Shareholders will be entitled to its respective portion of the proceeds of the Offer for Sale in proportion of the Equity Shares offered by them after deducting agreed proportion of the Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale by the Selling Shareholders and the proceeds from the Offer for Sale will not form part of the Net Proceeds. For further details, see “Objects of the Offer – Offer expenses” on page 130. For details of the Selling Shareholders, see “Other Regulatory and Statutory Disclosures –Authority for the Offer” on page 423.

Net Proceeds

After deducting the Offer related expenses from the Gross Proceeds, we estimate the net proceeds of the Fresh Issue to be ₹[●] million (“Net Proceeds”). The details of the proceeds from the Fresh Issue are summarized in the following table:

(₹ in million)	
Particulars	Estimates amount ⁽¹⁾
Gross proceeds from the Fresh Issue ^{(1)*}	Up to ₹6,300.00
(Less) Offer related expenses in relation to the Fresh Issue ⁽²⁾⁽³⁾	[●]
Net Proceeds ⁽³⁾	[●]

1. Our Company, in consultation with the BRLMs, may consider the Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,260.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.
2. For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholders, please refer to “Objects of the Offer – Offer Expenses” on page 130.
3. To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Requirement of Funds

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

1. Funding capital expenditure requirement for expansion of our Haldia Facility;
2. Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company; and
3. General corporate purposes.

(Collectively, referred to herein as the “Objects”)

In addition, our Company expects to receive the benefits of listing of Equity Shares on the Stock Exchanges including enhancing our visibility and our brand image among our existing and potential customers and creating a public market for our Equity Shares in India.

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Fresh Issue. We confirm that the activities which we have been carrying out till date are in accordance with the objects clause of our Memorandum of Association.

Utilisation of Net Proceeds

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

(in ₹ million)

Particulars	Estimated amount ⁽¹⁾
Funding capital expenditure requirement for expansion of our Haldia Facility ⁽²⁾	2,711.96
Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company	2,090.00
General corporate purposes ⁽³⁾	[•]
Total ⁽³⁾	[•]

1. Our Company, in consultation with the BRLMs, may consider the Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,260.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.
2. Total estimated cost based on the Expansion Report (as defined below). Includes applicable taxes, to the extent GST input tax credit cannot be claimed by our Company
3. To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Fresh Issue.

Proposed schedule of implementation and deployment of Net Proceeds

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

(₹ in million)

Particulars	Total estimated amount (A)	Amount deployed as on August 31, 2025	Amount which will be financed from Net Proceeds ⁽¹⁾	Estimated deployment of Net Proceeds in	
				Fiscal 2026	Fiscal 2027
Funding capital expenditure requirement for expansion of our Haldia Facility ⁽²⁾	2,711.96	Nil	2,711.96	500.00	2,211.96
Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company	2,090.00	-	2,090.00	2,090.00	Nil
General corporate purposes ⁽³⁾	[•]	-	[•]	[•]	[•]
Net Proceeds ⁽³⁾	[•]	Nil	[•]	[•]	[•]

1. Our Company, in consultation with the BRLMs, may consider the Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 1,260.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.
2. Total estimated cost based on the Expansion Report (as defined below). Includes applicable taxes, to the extent GST input tax credit cannot be claimed by our Company
3. To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Fresh Issue

The aforesaid fund requirements, deployment of funds and the intended use of the Net Proceeds as described in this Draft Red Herring Prospectus are based on our current business plan, management estimates, quotations from suppliers, prevailing market conditions, current circumstances of our business and other commercial considerations, which are subject to change and may not be within the control of our management. The total estimated cost and deployment of funds have not been appraised by any external agency or any bank or financial institution or any other independent agency. Additionally, in connection with the capital expenditure requirement for expansion of our Haldia Facility, our Company has commissioned an expansion report dated September 27, 2025, issued by LSI Engineering & Consultants Limited (“**LSI**” and such expansion report as “**Expansion Report**”), which for the purposes of verifying, includes among other things the quotations from vendors and certified cost to be incurred towards proposed capital expenditure requirement. See “*Risk Factors – Our funding*”

requirements and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected.” on page 58.

Given the nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations, logistics and transport costs incremental preoperative expenses, taxes and duties, interest and finance charges, working capital margin, fluctuations in prices quoted by our vendors, regulatory costs, environmental factors and other external factors 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 law. Moreover, if the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the aggregate of the Gross Proceeds, in accordance with Regulation 7(2) of the SEBI ICDR Regulations. 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. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the Objects as per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the Objects. Our Company may also utilise any portion of the Net Proceeds, towards the Objects, ahead of the estimated schedule of deployment specified above. Further, in case of variations in the actual utilisation of funds earmarked for any particular Objects, increased fund requirements for a particular object may be financed by surplus funds, if any, available in respect of the object for which funds are being raised in the Offer, subject to utilisation towards general corporate purposes not exceeding 25% of the Gross Proceeds.

Means of finance

The entire fund requirements for our Objects are proposed to be funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 7(1)(e) and Paragraph 9(C)(1) of Part A of Schedule VI of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilising our internal accruals.

Details of the Objects

1. Funding capital expenditure requirement for expansion of our Haldia Facility

Our Haldia Facility primarily supports our tubular solutions vertical. With the objective of enhancing our cold finished seamless tubes production capacity and establish value-added finishing capabilities while using sustainable energy infrastructure, we propose to utilise a portion of the Net Proceeds towards capital expenditure for expanding our Haldia Facility.

As of March 31, 2025, the annual installed capacity for cold finished seamless tube manufacturing at the Haldia Facility, was 65,000 metric tonnes per annum (“MTPA”) and its capacity utilization was 45.53%, according to Asim Maity & Associates, Chartered Engineer, pursuant to their certificate dated September 29, 2025. Further, as of August 31, 2025, the installed capacity for cold finished seamless tube manufacturing at our Haldia Facility was 85,000 MTPA. We propose to augment this capacity by an additional 150,000 MTPA, thereby enhancing our aggregate installed capacity to 235,000 MTPA, pursuant to this proposed capital expenditure towards expanding our Haldia Facility. This capacity expansion will be primarily towards:

- i. **Large cold finished seamless tubes:** installation of two new manufacturing lines capable of producing cold finished seamless tubes up to outside diameter of 273mm. This will expand the product range across carbon, alloy and stainless steel and support market growth in critical applications such as gas cylinders, hydraulic cylinders, supercritical boilers and automotive parts;
- ii. **Tubular value addition facilities:** establishment of finishing capabilities such as API upsetting and threading, quench & temper furnaces, and skiving & roller burnishing (SRB) units. These will allow our Company to supply application-ready tubes for oilfield, hydraulic, and automotive systems,

moving the company up the value chain; and

- iii. **Green & Captive Energy Backbone:** it will involve commissioning of a 5 MW biomass-fired captive power plant supplemented by an expanded 5 MW rooftop solar system, ensuring reliable and sustainable power supply.

(The above capital expenditure shall be referred to as “**Haldia Capex**”)

We regularly undertake capital expenditure investments to support and sustain our business operations, as well as to fund future growth opportunities in line with our management's strategy. The following table sets forth details of our Company's capital expenditure, for the years indicated:

(in ₹ million)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Capital expenditure ⁽¹⁾	226.20	290.49	645.41

⁽¹⁾ Comprises addition to property, plant and equipment.

Land for the proposed expansion

The Haldia Capex will be undertaken on land already in the possession of our Company on which, a part of our Haldia Facility is located. This land parcel aggregates to approximately 26 acres, which comprises of a) our existing land admeasuring approximately 16 acres situated at Kashberia, Bardhanyaghata Debhog, Haldia, East Midnapore, Midnapore – 721 657, West Bengal, India (“**Land 1**”) and b) a leasehold property admeasuring 10 acres situated at Bardhanyaghata, West Bengal (the “**Land 2**”), which is situated adjacent to Land 1. Our Company is in possession of Land 1 pursuant to a lease deed dated February 27, 2008 entered into between our Company and the Haldia Development Authority, Haldia, West Bengal (“**HDA**”) for a period of 90 years.

Our Company acquired Land 2 through a sale certificate dated July 18, 2025, issued by Phoenix ARC Private Limited, acting in its capacity as the trustee for Phoenix Trust under the provisions Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“**SARFAESI Act**”). The Land 2 was originally leased by the Haldia Development Authority (“**HDA**”) to M/s. Infra Vision Developers LLP (formerly Infra Vision Developers Private Limited) and was subsequently mortgaged to the South Indian Bank Limited. Phoenix ARC Private Limited acquired the Land 2 under the provisions of the SARFAESI Act, and has duly transferred all rights, titles, and interests therein, including the leasehold rights, to our Company by way of the sale certificate dated sale certificate dated July 18, 2025. Pursuant to the aforesaid acquisition, our Company has submitted an application to the HDA on September 10, 2025 for the assignment of the lease in our Company's favour. The application is pending with the HDA and Department of Urban Development & Municipal Affairs, Government of West Bengal, for requisite approvals for valuation by the Inspector General of Registration. Once the valuation is communicated to our Company, our Company shall pay the requisite stamp duty for the registration of the assignment of the lease deed. Our Company shall also make payment of the balance consideration amount to Infra Vision Developers LLP, at the time of the registration of assignment of the lease deed. Please see “*Risk Factors – Our proposed utilization of Net Proceeds towards capital expenditure for expansion of our cold finished steel tube manufacturing facility at Haldia, West Bengal, where we have not yet placed orders or entered into definitive arrangements for equipment and machinery. Further, a part of land on which our Haldia Capex is proposed to be undertaken is pending registration. Any delays, cost overruns or failure of such expansion to generate expected revenues may adversely affect our business, results of operations, financial condition and cash flows*” on page 47.

No component of the Net Proceeds shall be incurred or utilised towards cost of procurement of land for the proposed capital expenditure at our Haldia Facility.

Estimated Cost

The total estimated cost for the Haldia Capex is approximately ₹ 3,125.71 million (including GST), as estimated by our management and certified by LSI pursuant to Expansion Report. This proposed capital expenditure has also been approved by our Board pursuant to its resolution dated September 29, 2025.

Further, out of the total estimated cost above, the total cost that our Company will incur (excluding GST input tax credit which can be claimed) amounts to ₹ 2,711.96 million, which we intend to utilise from the Net Proceeds towards the said Object.

A break-down of estimated cost of Haldia Capex, is set forth below

(in ₹ million)

S.No.	Particulars	Total estimated cost to be funded from the Net Proceeds
1.	Civil Constructions and Structural Works ⁽¹⁾	424.50
2.	Plant and Machinery ⁽²⁾	1,612.60
3.	Utilities ⁽²⁾	545.72
Fixed cost of Haldia Capex		2,582.82
4.	Contingency @ 5% of fixed cost of Haldia Capex	129.14
Total cost of Haldia Capex		2,711.96

*While calculating the total estimated cost in the table above, our Company has not considered GST component for the above cost on which GST input tax credit can be claimed by our Company. Estimated cost for Haldia Capex according to the Expansion Report is ₹ 3,125.71 million inclusive of GST.

⁽¹⁾ Inclusive of GST since input tax credit cannot be claimed, to the extent applicable. However, due to availability of GST credit on civil- machine foundation civil package (Haldia Capex), the same has not been considered as part of the expansion cost separately in the above calculation

⁽²⁾ Exclusive of GST, since input tax credit can be claimed.

Break-up of the estimated cost

A detailed break-up of the estimated costs towards Haldia Capex is set forth below:

(i) Civil constructions and structural works

For the purpose of the Haldia Capex a shed will be required to be constructed where all the machinery will be installed, and will also include the space for the store, dispatch, quality area and other areas to house the support departments within the premises. The break-up of the estimated costs involved is provided below:

(in ₹ million, unless stated otherwise)

S.No.	Particulars	Estimated Cost including GST and applicable taxes ⁽²⁾	Amount proposed to be funded from the Net Proceeds ⁽²⁾	Name of the supplier/ vendor	Date of quotation	Validity
1.	Design, manufacture, supply and erection of Pre-Engineered Steel Building	169.69	169.69	Utkarsh India Limited	August 22, 2025	180 days
2.	Civil – shed foundation and flooring work	114.53	114.53	P B Enterprise	September 2, 2025	180 days
3.	Civil – machine foundation, civil package ⁽¹⁾	165.53	140.28			
Total		449.75	424.50			

Notes

1) Due to availability of GST credit on civil- machine foundation civil package (Haldia Capex), the same has not been considered as part of the expansion cost separately in the above calculation

2) The GST amounts will be funded from the internal accruals of the Company to the extent input tax credit can be claimed and hence is not considered to be funded through Net Proceeds.

The total estimated cost (excluding GST on which input tax credit can be claimed) for civil constructions and structural works in relation to Haldia Capex which will be funded from the Net Proceeds is ₹424.50 million.

(ii) Plant and machinery

A list of plant and machinery required to be installed in Haldia Capex, that we intend to fund from the Net Proceeds, are as provided in the table below.

(in ₹ million)

S.No.	Particulars	Estimated Cost including GST and applicable taxes ⁽¹⁾	Amount proposed to be funded from the Net Proceeds ⁽²⁾	Name of the supplier/ vendor	Date of quotation	Validity
1	Continuous cold draw line: key machinery proposed to be purchased for Line 1 include-billet cold saw, piercer, sizing mill, cooling bed, straightening, STP operating system, push pointer, drawbench, ECT +UT and cold saw cutting Hot piercing + Pilgering line: key machinery which is proposed to be purchased for Line 2 include, billet cold saw, piercer for SS Mill, sizing mills, quench tanks, straightening, STP operating systems, ECT +UT, hydro, cold saw cutting. Finish Line (API) key machinery which is proposed to be purchased for the finishing line include upsetting, WHF hardening furnace and quenching, straightening (special), straightening, ECT/UT, End MPI/UT, drifter, CNC threading, buckon and torque meter, hydro, bevelling, gauges, skiving and roller burnishing	1,178.86	999.06	Taiyuan Huaconbo Trading Co., Ltd	September 10, 2025	180 days
2	Surface coating line (Finish Tubes): Supply, installation and commissioning of varnish coating system for seamless tubes	23.22	19.68	Jaguar Surface Coating Equipment	August 22, 2025	180 days
3	Reheating furnace and heat treatment furnace: TPH SS billet reheating furnace (inclusive of commissioning and brick lining). Gas-fired walking-hearth Type Reheating Furnace. Design, manufacture and supply of TPH gas-fired roller hearth solution annealing furnace (incl. supervision of E&C), Complete erection and commissioning of furnace	567.99	481.35	Prime Heat Furnaces Private Limited	August 20, 2025 and August 21, 2025	180 days
4	Roll grooving: Design, manufacturing and supply of CNC-operated stand roll grooving machine for sizing mill with CNC control including site	11.27	9.55	Intertech Engineers	August 21, 2025	180 days

S.No.	Particulars	Estimated Cost including GST and applicable taxes ⁽¹⁾	Amount proposed to be funded from the Net Proceeds ⁽²⁾	Name of the supplier/ vendor	Date of quotation	Validity
	commissioning					
5	Material Handling: equipment such as cranes and anti-collision systems and transporting, erecting and commissioning these equipment	33.44	28.33	Endurance Material Handlers Private Limited	August 22, 2025	180 days
6	Tubes pickling line	88.07	74.63	Arvind Anticor Limited	August 26, 2025 and September 4, 2025	180 days
Total		1,902.85	1,612.60			

Notes

1) Exchange rate of ₹ 88.08 per 1 USD as on September 19, 2025 has been considered, wherever applicable,

2) The GST amounts will be funded from the internal accruals of the Company to the extent input tax credit can be claimed and hence is not considered to be funded through Net Proceeds.

The total estimated cost (excluding GST on which input tax credit can be claimed) for plant and machinery in relation to Haldia Capex which will be funded from the Net Proceeds is ₹1,612.60 million.

(iii) Utilities

A list of utilities required to be installed as a part of Haldia Capex, that we intend to fund from the Net Proceeds, are as provided in the table below:

(in ₹ million)

(in ₹ million)

S.No.	Particulars	Estimated Cost including GST and applicable taxes	Amount proposed to be funded from the Net Proceeds ⁽¹⁾	Name of the supplier/ vendor	Date of quotation	Validity
1.	33kV Indoor type substation	59.16	50.12	Golden Electric Company	August 20, 2025	180 days
2.	5 MW CPP (BTG Package)	430.35	364.70	Multitech Boilers Private Limited	August 28, 2025	180 days
3.	Solar plant: 200 kWp (railway shed), 600 kWp (Udaan shed), 1700 kWp	91.66	77.67	GeWiS Renewpower Private Limited	August 21, 2025	180 days
4.	Air compressor	9.56	8.10	ELGi Equipments Limited	August 22, 2025	180 days
5.	Water systems and piping job	53.24	45.13	Metcon Water Systems Private Limited	August 23, 2025	180 days
				Haldia Ex-Serviceman's Engineering Works	August 22, 2025	180 days
Total		643.97	545.72			

Notes

1) The GST amounts will be funded from the internal accruals of the Company to the extent input tax credit can be claimed and hence is not considered to be funded through Net Proceeds.

The total estimated cost (excluding GST on which input tax credit can be claimed) for utilities in relation to Haldia Capex which will be funded from the Net Proceeds is ₹545.72 million.

(iv) Contingencies

Contingency cost consists of any incremental cost that could be incurred when placing the final order for plant and machinery to various suppliers, increase in the cost of the equipment due to price inflation, fluctuation in currency exchange rate, change in logistics, any policy and regulation changes, disruptions in supply chains that may cause delays and increased payouts as well as any potential increase in cost arising due to adoption of new technologies and processes during the construction and development phase, pre-operative expenses or any other such unavoidable expense. A contingency of 5% has been considered on hard costs of the expansion to act as buffer for any potential increase in overall cost of the expansion. The total estimated contingency costs in relation to Haldia Capex is ₹129.14 million

We are yet to place orders or enter into definitive agreements with any of the above vendors which have provided quotations for the Haldia Capex which we propose to finance from the Net Proceeds. There can be no assurance that we would be able to procure equipment at the estimated costs. If we engage someone other than the vendors from whom we have obtained quotations or if the quotations obtained expire or based on the prevalent market conditions, such vendor's estimates and actual costs for the services may differ from the current estimates. The quotations mentioned below are valid as on date of this Draft Red Herring Prospectus. In case of increase in the estimated costs, beyond the contingency costs, then such additional costs shall be met from our internal accruals and/or additional debt from existing and/or future lenders.

Proposed schedule of implementation

The detailed schedule of implementation of Haldia Capex is set forth below:

S. No.	Particulars	Estimated month of commencement*	Estimated month of completion*
1.	Land Acquisition	Completed	Completed
2.	Expansion start date	March 2026	March 2027
3.	Civil and Structural Works	April 2026	August 2026
4.	Plant and Machinery	September 2026	March 2027
5.	Utilities	September 2026	March 2027
6.	Contingencies (approvals and admin etc.)	April 2026	March 2027

Note: As per the Expansion Report.

While the schedule of implementation mentioned above is achievable, there is no assurance that there would not be any delays. For details in relation to possible risks associated with not meeting the expected schedule of implementation for Haldia Capex, please refer to the section titled “*Risk Factors –Our proposed utilization of Net Proceeds towards capital expenditure for expansion of our cold finished steel tube manufacturing facility at Haldia, West Bengal, where we have not yet placed orders or entered into definitive arrangements for equipment and machinery, and any delays, cost overruns or failure of such expansion to generate expected revenues may adversely affect our business, results of operations, financial condition and cash flows*” on page 47.

Government Approvals

It is pertinent to note that the Haldia Facility, where the Haldia Capex is proposed to be undertaken is within the facility area and adjacent to the Haldia Facility, which is already operational. Accordingly, the licenses and approvals have already been obtained with respect to the Haldia Facility which will also be extended to the Haldia Capex once the expansion is completed, in accordance with applicable law and requirements. Some of the licenses or approval already cover the proposed scope and ambit of the expansion under the Haldia Capex. To that extent; such licenses may not require further amendment or extension to the Haldia Capex, for remaining license and approvals our Company will make necessary applications at an appropriate stage.

The detailed list and status of government approvals required for Haldia Capex, as certified by LSI in the Expansion Report, is provided in the table below:

S. No.	Particulars	Issued by	Stage at which approval is required	Status of approvals
1.	Consent to Establish (CTE)*	West Bengal Pollution Control Board	Before commencement of Civil Constructions and Structural Works	Applied on September 15, 2025
2.	Building Plan Approval	Chief Inspector of Factories	Before commencement of Civil Constructions and Structural Works	To be applied for extension / upgradation at an appropriate stage
3.	Factory License	Chief Inspector of Factories	Before commencement of operations	To be applied for extension / upgradation at an appropriate stage
4.	Fire NOC	West Bengal Fire Department	Before commencement of operations	To be applied for extension / upgradation at an appropriate stage
5.	Consent to Operate (CTO)	West Bengal Pollution Control Board	Before commencement of operations	To be applied for extension / upgradation at an appropriate stage

*While we have made an application for permission for expansion, a CTE is only required prior to commencement of construction of the building and not required at this stage.

For further details, please see “Government and Other Approvals” on page 415.

At this stage of the proposed expansion, no additional licenses or approvals from governmental authorities are required. Nevertheless, we will amend the existing approvals or apply for any further approvals, as may be necessary, at the relevant stage in the future post completion of Haldia Capex.

Further, for details of the risk arising in this regard, see “Risk Factors - Our funding requirements and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected.” on page 58.

Infrastructure facilities

Raw materials requirement for the proposed expansion

The proposed expansion will include space for the store, dispatch, quality area, and other areas to house the support departments within the premises. This will also include inventory storage area to store the raw materials required and to store finished goods which are ready for dispatching to the customers. The proposed expansion will primarily require carbon, alloy, and stainless steel bars ranging between 65 mm and 255 mm in outside diameter as the key raw materials. Carbon and alloy steel will be sourced in the form of cast round bars, whereas stainless steel will be procured as hot-rolled round bars. These raw materials are proposed to be sourced from our existing suppliers as well as new vendors.

Water requirements

Our Company currently sources its water requirements for the existing Haldia Facility through a direct supply line. For the proposed expansion, an additional water requirement of approximately 200 kilo litres per day has been projected. The Company will seek the necessary permissions for this additional requirement in due course, as may be required during the implementation or upon completion of Haldia Capex.

Power and fuel requirements

The total power requirement for the proposed expansion is estimated at approximately 3,500,000 kWh per month. This requirement is proposed to be met through a mix of captive power generation, renewable energy sources, and grid supply. The details are as follows:

S.No.	Particulars	Supply (kWh/ month)	Remarks/ calculations

A.	Requirement	3,500,000	-
B.	Sources		
1.	Captive power plant	2,754,000	5 MW × 24 hrs × 0.85 plant load factor × (1 – 10% auxiliary) × 30 days
2.	Solar power plant	666,000	5 MW × 24 hrs × 18.5% capacity utilization factor × 30 days
3.	Grid supply	80,000	Deficit to meet total requirement of 35,00,000 kWh/month.
	Total	3,500,000	

In addition to power, the proposed expansion will require approximately 30 tons per day of LPG fuel, which the Company intends to source from its existing suppliers.

Other confirmation

Our Promoters, Directors, Key Managerial Personnel and Senior Management do not have any interest in the vendors from whom our Company has obtained quotations in relation to Haldia Capex. Our Promoters and Directors do not have any interest in the land on which Haldia Capex will be set up. No second-hand or used machinery is proposed to be purchased out of the Net Proceeds.

2. Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company

Our Company has entered into various borrowing arrangements with banks and other financial institutions, including borrowings in the form of terms loans and working capital facilities, among others. As on August 31, 2025, our Company's aggregate outstanding borrowings was ₹ 3,294.97 million on a standalone basis. For further details, including indicative terms and conditions, see "*Financial Indebtedness*" on pages 405.

Our Company intends to utilise an aggregate amount of ₹2,090.00 million from the Net Proceeds, towards repayment/ prepayment of certain outstanding borrowings availed by our Company, including accrued interest thereon. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract additional interest, prepayment penalty or premium, if any, and other related costs as prescribed by the respective lender. Any payment towards such charges shall be made by us out of the internal accruals of our Company.

Considering the nature of the borrowings and the terms of repayment/ prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time, and our Company may, post filing of this Draft Red Herring Prospectus, in accordance with the relevant repayment schedule, repay or refinance any of the below mentioned borrowings or facilities. Further, our Company may also avail additional borrowings and/or draw down further funds under existing borrowings from time to time. Accordingly, our Company may utilise the Net Proceeds for repayment/prepayment of any such refinanced facilities or any additional facilities availed by our Company and the table below shall be suitably updated in the Red Herring Prospectus to reflect the revised amounts or additional borrowings, as the case may be, which may be availed by our Company.

Such repayment/ pre-payment of the borrowings by our Company is likely to help reduce our outstanding indebtedness, debt servicing costs and improve our debt-to equity-ratio and enable utilisation of internal accruals for further investment in business growth and expansion. In addition, the improved debt to equity ratio is likely to enable us to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business.

For the purposes of the Offer, we have obtained the necessary consent from our lenders, as is respectively required under the relevant facility documentation for undertaking activities in relation to this Offer and for the deployment of the Net Proceeds towards the Objects set out in this section.

Our Company may consider various factors for identifying the loans that will be repaid from the Net Proceeds, including (i) cost, expenses and charges of the borrowings, including applicable interest rates; (ii) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements; (iii) receipt of consents for prepayment or waiver from any conditions attached to such prepayment from our respective lenders; (iv) terms and conditions of such consents and waivers; (v) levy of any prepayment penalties and the quantum thereof; (v) ease of operation of the facility; (vi) provisions of any laws, rules and regulations governing such borrowings and (vii) other

commercial considerations including, among others, nature of interest rate, the outstanding amount and the remaining repayment tenure of the borrowings.

The following table sets forth details of the indicative list of borrowing availed by our Company, which were outstanding as on August 31, 2025, out of which our Company may repay/ prepay, all or a portion of any or all of the borrowings, from the Net Proceeds:

(Remainder of this page is intentionally left blank)

S. No.	Name of the lender/	Nature of borrowing	Date of sanction letter/ loan agreement	Sanctioned amount as on August 31, 2025 (in ₹ million)	Amount outstanding as on August 31, 2025 (in ₹ million)	Interest rate as on August 31, 2025 (% per annum)	Tenor	Prepayment penalty	Purpose of borrowing
1.	Axis Bank Limited	Cash Credit and WC DL	The loan facilities were initially sanctioned pursuant to letter dated March 12, 2018, as amended from time to time read with the latest renewed sanction letter dated June 9, 2025	865.00	796.63	8.65% (1M MCLR + 0.10%)	One year	Not applicable	Working Capital Requirements
2.	Axis Bank Limited	Term Loan (ECLGS)	Date of sanction October 26, 2021	24.50	9.53	9.25% (Repo + 3.75%)	Five years	Not applicable	Working Capital Requirement
3.	Axis Bank Limited	Term Loan	Date of sanction March 23, 2021	132.50	57.97	10.00% (Repo + 4.50%)	73 months	Not applicable	Loan for capital expenditure
4.	Axis Bank Limited	Term Loan	Date of sanction December 24, 2021	76.50	26.23	9.25% (Repo + 3.75%)	Eight years	Not applicable	Loan for capital expenditure
5.	Axis Bank Limited	Term Loan	Date of sanction December 24, 2021	38.50	28.40	9.25% (Repo + 3.75%)	Eight years	Not applicable	Loan for capital expenditure
6.	Bajaj Finance Limited	Term Loan	Date of sanction October 28, 2023	200.00	150.00	9.00% (BFL FRR + Spread 0.50%)	66 months	Not applicable	General Corporate Purpose including working capital
7.	Bajaj Finance Limited	Term Loan	Date of sanction August 28, 2025	300.00	200.00	9.00% (BFL FRR + Spread 0.50%)	42 months	As per mutually agreed terms	General Corporate Purpose including working capital
8.	ICICI Bank Limited	Cash Credit and WC DL	The loan facilities were initially sanctioned pursuant to letter dated March 27, 2025, as amended from time to time read with the latest renewed sanction letter dated July 30, 2025.	375.00	365.33	8.40% (I-MCLR-6M + 0.10%)	One year	Not applicable	Working Capital Requirement
9.	ICICI Bank Limited	Term Loan	Date of sanction March 27, 2025	50.30	36.19	8.35% (I-MCLR-1Y)	28 months	Not applicable	Loan for capital expenditure
10.	ICICI Bank Limited	Drop Line Overdraft	Date of sanction March 27, 2025	50.00	43.74	8.35% (I-MCLR-1Y)	60 months	Not applicable	Working Capital Requirement
11.	Yes Bank Limited	Cash Credit and	The loan facilities	335.00	296.37	8.80%	12 months	Not applicable	Working Capital

S. No.	Name of the lender/	Nature of borrowing	Date of sanction letter/ loan agreement	Sanctioned amount as on August 31, 2025 (in ₹ million)	Amount outstanding as on August 31, 2025 (in ₹ million)	Interest rate as on August 31, 2025 (% per annum)	Tenor	Prepayment penalty	Purpose of borrowing
		WCDL	was initially sanctioned pursuant to letter dated March 3, 2022, as amended from time to time read with the latest renewed sanction letter dated July 17, 2025			(3 Month T-Bill Rate + 3.39% p.a.)			Requirements
12.	Yes Bank Limited	Term Loan	Date of sanction March 3, 2022	115.00	84.81	8.43% (3 Month T-Bill Rate + Spread of 3.02% p.a.)	94 months	Nil Pre-payment charges post two years	Loan for capital expenditure
13.	Yes Bank Limited	Term Loan	Date of sanction January 10, 2023	75.00	34.57	8.43% (3 Month T-Bill Rate + Spread of 3.02% p.a.)	63 months	Nil Pre-payment charges post two years	Loan for capital expenditure
14.	Yes Bank Limited	Term Loan	Date of sanction December 9, 2024	100.00	89.67	8.43% (3 Month T-Bill Rate + Spread of 3.02% p.a.)	61 months	Not applicable	Loan for capital expenditure
Total				2,737.30	2,219.44				

In accordance with the SEBI ICDR Regulations, pursuant to the certificate dated September 29, 2025, Singhi & Co., our Statutory Auditors (FRN: 302049E), have certified the above table and the utilisation of above borrowings for the purposes they were availed.

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3. General corporate purposes

We propose to utilise up to ₹[●] million of the Net Proceeds towards general corporate purposes and the business requirements of our Company as approved by the Board, from time to time, subject to such utilisation for general corporate purposes not exceeding 25% of the Gross Proceeds from the Fresh Issue, in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise the Net Proceeds include, without limitation, working capital requirements, cost for office premises, furniture and fixtures, expenses incurred in ordinary course of business, funding growth opportunities including acquisitions, inorganic growth to expand our presence in and outside India, brand building exercises and business development initiatives including marketing expenses, funding strategic initiatives, payment of commission and/or fees to consultants, employee related expenses, insurance, repairs and maintenance and any other purpose, as may be approved by our Board or a duly constituted committee thereof from time to time, subject to compliance with applicable law, including provisions of the Companies Act. In the event our Company is unable to utilise the Net Proceeds towards any of the objects of the Offer for any of the reasons as aforementioned, our Company may 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 or a duly constituted committee thereof from time to time, subject to compliance with applicable law and based on the amount available under this head and the business requirements of our Company, from time to time. Our Company's management 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.

Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. The expenses of this Offer include, among others, listing fees, selling commission and brokerage, fees payable to the BRLMs, fees payable to legal counsels, fees payable to the Registrar to the Offer, Escrow Collection Bank(s) and Sponsor Bank(s) to the Offer, processing fee to the SCSBs for processing application forms, underwriting commission, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses, fees payable to consultants and Statutory Auditors for deliverables in connection with the Offer and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Except for the (a) audit fees, (b) listing fees which will be borne by our Company; (c) expenses for any corporate advertisements, i.e. any corporate advertisements consistent with past practices of our Company that will be borne by our Company, and all Offer expenses will be shared, upon successful completion of the Offer, between our Company and each of the Selling Shareholders in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Equity Shares sold by the Selling Shareholders in the Offer for Sale, respectively, and in accordance with Applicable Law. Any Offer expenses paid by our Company on behalf of each of the Selling Shareholders in the first instance will be reimbursed to the Company, by each of the Selling Shareholders to the extent of the Offer related expenses. Further, the expenses related to the portion of the Offer for Sale shall be deducted from the proceeds of the Offer for Sale and only the balance amount shall be paid to the Selling Shareholders in the proportion to the respective portion of Offered Shares sold by each of the Selling Shareholders. The Selling Shareholders agree that it shall reimburse our Company, by deduction of amounts lying to the credit of the Public Offer Escrow Account in the manner set out in the cash escrow and sponsor bank agreement, for all expenses undertaken by the Company on their behalf in relation to the Offer in proportion to the Equity Shares offered by each of them as part of the Offer.

In the event that the Offer is withdrawn or not completed for any reason, all the costs and expenses (including all applicable taxes) directly attributed to the Offer shall be exclusively borne by our Company

and each of the Selling Shareholders in a proportionate manner including but not limited to, the fees and expenses of the BRLMs and the legal counsels in relation to the Offer, except as may be prescribed by SEBI or any other regulatory authority.

In the event the amount spent towards issue expenses is less than the estimated issue expenses set out above (the “**Unutilised Expense Amount**”), the Unutilised Expense Amount shall be distributed among our Company and each of the Selling Shareholders proportionately in the ratio of the Equity Shares issued by our Company and sold by each Selling Shareholder in the Offer. Our Company shall utilise its portion of the Unutilised Expense Amount towards either funding capital expenditure requirement for the Haldia Capex at or for general corporate purposes, subject to the amount utilised for general corporate purposes not exceeding 25% of the Gross Proceeds of the Offer.

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

(in ₹ million)

Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees payable to the BRLMs and commissions (including underwriting commission, brokerage and selling commission, as applicable)	[●]	[●]	[●]
Commission / processing fee for SCSBs, Bankers to the Offer and fee payable to the Sponsor Bank for Bids made by RIBs. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Printing and distribution of stationery	[●]	[●]	[●]
Fee payable to Statutory Auditors	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fee payable to auditors, consultants and market research firms	[●]	[●]	[●]
Others (i) Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses; (ii) Fees payable to legal counsel; and (iii) Fees payable to industry service provider (iv) Miscellaneous.**	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

* Offer expenses include GST, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change

** Including fees payable to professional company secretary, independent chartered account, independent chartered engineer etc.

- a) Selling commission payable to SCSBs, on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured and uploaded by the SCSBs, would be as follows:

Portion for Retail Individual Investors*	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Investors*	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Eligible Employees*	[●]% of the Amount Allotted (plus applicable taxes)

* Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price. Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE.

No additional uploading / processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them;

- b) Processing fees payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by the members of the Syndicate / sub-Syndicate / Registered Broker / RTAs / CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Investors	₹[●] per valid application (plus applicable taxes)
Portion for Non-Institutional Investors	₹[●] per valid application (plus applicable taxes)
Portion for Eligible Employees*	[●]% of the Amount Allotted (plus applicable taxes)

*Processing fees payable to the SCSBs for capturing Syndicate Member / Sub-syndicate (Broker) / Sub-broker code on the ASBA Form for Non-Institutional Investors and Qualified Institutional Buyers with bids above ₹0.50 million would be ₹[●] plus applicable taxes, per valid Bid cum Application Form.

- c) Uploading charges / processing fees for applications made by UPI Bidders would be as follows:

Payable to members of the Syndicate / RTAs / CDPs / Registered Brokers	₹[●] per valid application (plus applicable taxes)
Payable to Sponsor Bank(s)	₹[●] 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, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable law

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

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the 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 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

- d) Brokerage, selling commission on the portion for UPI Bidders (using UPI Mechanism), Retail Individual Investors and Non-Institutional Investors which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, 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 Retail Individual Investors*	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Investors*	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Eligible Employees*	[●]% of the Amount Allotted (plus applicable taxes)

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

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

- e) 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 Members shall not be able to accept Bid Cum Application Form above ₹0.50 million and the same Bid Cum Application Form needs to be submitted to SCSBs for blocking of fund and uploading on the exchange bidding platform. To identify bids submitted by Syndicate / Sub-Syndicate Members 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 RII Bids and NII Bids up to ₹0.50 million will not be eligible for brokerage. Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the Registered Brokers / RTAs / CDPs and submitted to the SCSB for blocking shall be ₹[●] per valid Bid cum Application Form (plus applicable taxes). The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI 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 the SEBI ICDR Master Circular.

Interim use of funds

Pending utilization for the purposes described above, we undertake to temporarily invest such portion funds from the Net Proceeds in deposits only with one or more scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the

Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge loan

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities, including through secured or unsecured loans or any short-term instrument like non-convertible debentures, commercial papers etc. pending receipt of the Net Proceeds. If any bridge financing is availed to fund any of the objects mentioned above, then the same would be repaid out of the Net Proceeds and such utilization (towards repayment of Bridge Loan) shall be construed to be done for the specific object itself.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised have been appraised by any agency, including any bank or finance institutions.

Monitoring of utilization of funds

In terms of Regulation 41 of the SEBI ICDR Regulations, prior to filing the Red Herring Prospectus with RoC, our Company will appoint a SEBI registered credit rating agency as the monitoring agency to monitor the utilization of the Gross Proceeds (including in relation to the utilisation of the Net Proceeds towards the general corporate purposes) and submit the report required under Regulation 41(2) of the SEBI ICDR Regulations on a quarterly basis, until such time as the Gross Proceeds have been utilised in full. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency upon receipt before the Audit Committee without any delay.

Our Company will disclose the utilisation of the Gross Proceeds, including interim, use under a separate head in our balance sheet for such fiscals as required under applicable law, specifying the purposes for which the Gross Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable fiscals, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such unutilised Gross Proceeds. Our Company will indicate investments, if any, of unutilised Gross Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges. Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and application of the Gross Proceeds and provide item by item description for all the expense heads under each Object of the Offer. Additionally, the Audit Committee shall review the report submitted by the Monitoring Agency and make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only till such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the statutory auditors of our Company and shall be furnished to the Monitoring Agency, in terms of the Monitoring Agency Agreement. Furthermore, in accordance with the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement including deviations, if any, in the utilization of the Gross Proceeds of the Offer from the Objects as stated above. The information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Directors' report, after placing the same before the Audit Committee. We will disclose the utilization of the Gross Proceeds under a separate head along with details in our balance sheet(s) until such time as the Gross Proceeds remain unutilized clearly specifying the purpose for which such Gross Proceeds have been utilized. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of the Gross Proceeds in a Fiscal, we will utilize such unutilized amount in the next Fiscal.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and applicable rules thereunder, our Company shall not vary the Objects of the Offer unless our Company is authorized to do so by way of a special resolution of its Shareholders and such variation will be in accordance with the applicable laws

including the Companies Act, 2013 and the SEBI ICDR Regulations. 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, 2013 and applicable rules and such Postal Ballot Notice shall be placed on website of our Company. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and [●] editions of [●] the Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered Office is located). Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the Objects, at such price, and in such manner, in accordance with Section 13(8) and other applicable provisions of the Companies Act, our Articles of Association, and the SEBI ICDR Regulations.

Other confirmations and information

Except to the extent of the proceeds received by the Promoter Selling Shareholders and Promoter Group Selling Shareholder pursuant to the Offer for Sale portion, none of our Promoters, members of the Promoter Group, Group Companies, Directors or Key Managerial Personnel or Senior Management will receive any portion of the Offer Proceeds. There are no existing or anticipated transactions in relation to utilisation of the Net Proceeds with our Promoters or members of the Promoter Group, Group Companies, Directors or Key Managerial Personnel or Senior Management. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects as set out above.

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BASIS FOR THE OFFER PRICE

The Floor Price, Price Band and the Offer Price will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹5 each, and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. The financial information included herein is derived from our Restated Financial Information. The Prospective Investors should also refer to “*Risk Factors*”, “*Our Business*”, “*Restated Financial Information*”, and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 38, 206, 284 and 377, respectively, to have an informed view before making an investment decision.

Qualitative factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

- Integrated and comprehensive engineering solutions provider with a diverse range of offerings;
- Long standing relationships with marquee customers;
- Largest cold finished seamless tube manufacturer with operational fungibility, well-positioned to serve multiple sectors;
- Engineered process for process for manufacturing cold drawn seamless tubes driving efficiency and scalability;
- Leveraging R&D to enhance product offering and develop capabilities;
- Track record of consistently delivering strong financial growth with robust return metrics.

For further details, see “*Our Business – Competitive Strengths*” on page 211.

Quantitative factors

Some of the quantitative factors, which may form the basis for computing the Offer Price are as follows:

I. Basic and diluted earnings per share (“EPS”) (as adjusted for changes in capital on a consolidated basis)

Based on / derived from the Restated Financial Information:

Financial Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2025	4.35	3.99	3.00
March 31, 2024	2.90	2.64	2.00
March 31, 2023	1.85	1.65	1.00
Weighted Average	3.45	3.15	

Notes:

- i. The face value of each Equity Share is ₹5. Pursuant to resolution passed by our Board dated July 3, 2025 and resolution passed by the Shareholders dated July 14, 2025, our Company has sub-divided the face value of its equity shares from ₹10 each into Equity Shares of ₹5 each. Basic EPS and Diluted EPS for all the year have been derived post the impact of split of equity shares
- ii. EPS has been calculated in accordance with the Indian Accounting Standard 33 – “Earnings per share notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended)”.
- iii. Basic EPS = Restated profit for the year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding during the year
- iv. Diluted EPS = Restated profit for the year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding during the year adjusted for the effects of all dilutive potential equity shares, if any.

II. Price / Earning (“P/E”) ratio in relation to the Price Band of ₹[●] to ₹[●] per Equity Share (of face value of ₹5 each):

Particulars	P/E ratio at Floor Price (number of times)*	P/E ratio at Cap Price (number of times)*
Based on basic EPS as per the Restated Financial Information for Fiscal 2025	[●]	[●]
Based on diluted EPS as per the Restated Financial Information for Fiscal 2025	[●]	[●]

*To be computed after finalisation of the Price Band.

III. Industry peer group P/E ratio

Based on the peer group information (excluding our Company) which has been given below:

Particulars	Industry P/E
Highest	96.42
Lowest	21.73
Average	44.16

Notes:

- 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 average has been calculated as the arithmetic average P/E of the peer set provided below.
- P/E figures for the peer are computed based on closing market price as on September 22, 2025 on BSE, divided by Diluted EPS (on consolidated basis) based on the financial results declared by the peers for the Financial Year ending March 31, 2025 submitted to the stock exchanges.

IV. Return on Net Worth attributable to the owners of our Company (“RoNW”) on a consolidated basis

As derived from the Restated Financial Information:

Financial Year ended	RoNW (%)	Weightage
March 31, 2025	25.32	3.00
March 31, 2024	24.27	2.00
March 31, 2023	20.03	1.00
Weighted Average	24.09	

Notes:

- Return on Net Worth (%) = Profit after tax attributable to owners / Average Net worth (Average Net Worth is calculated as the arithmetic average of the opening and closing balance of Net Worth).
- Net Worth = Aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

V. Net Asset Value (“NAV”) per Share (of face value of ₹5 each) on a consolidated basis

As derived from the Restated Financial Information

As at	NAV per Share (in ₹)
March 31, 2025	17.83
After the completion of the Offer:	
(i) At Floor Price	●
(ii) At Cap Price	●
Offer Price ⁽¹⁾	●

- Offer Price per Equity Share will be determined on conclusion of the Book Building Process.
- Net asset value per share = Total Equity minus Non-Controlling Interest divided by shares outstanding at the end of the financial year. Number of shares outstanding at the end of the year includes dilutive number of shares such as convertible preference shares.
- The figures disclosed above are based on the Restated Financial Information of our Company.

VI. Comparison of accounting ratios with listed industry peers

The following is the comparison with our peer group companies listed in India and engaged in the same line of business as that of our Company:

Name of Company	Face Value	Closing price on September 22, 2025	Revenue from Operation, for Fiscal 2025	EPS (₹)		NAV	P/E	RoNW (%)
	(₹ Per Equity Share)	(₹ Per Equity Share)	(in ₹ million)	Basic	Diluted	(₹ per share)		
Lalbaba Engineering Limited	5.00	N.A.	7,716.07	4.35	3.99	17.83	N.A.	25.32%
Listed Peers								
Titagarh Rail Systems Limited	2.00	931.70	38,677.50	20.41	20.39	184.37	45.69x	11.76%

Name of Company	Face Value	Closing price on September 22, 2025	Revenue from Operation, for Fiscal 2025	EPS (₹)		NAV	P/E	RoNW (%)
	(₹ Per Equity Share)	(₹ Per Equity Share)	(in ₹ million)	Basic	Diluted	(₹ per share)		
Texmaco Rail & Engineering Limited	1.00	146.90	51,065.72	6.24	6.21	69.35	23.66x	9.35%
Jupiter Wagons Limited	10.00	333.75	39,632.80	9.08	9.08	64.45	36.76x	17.49%
Frontier Springs Limited	10.00	4,754.65	2,313.37	89.79	89.79	314.75	52.95x	32.51%
Venus Pipes & Tubes Limited	10.00	1,451.35	9,585.26	45.65	45.45	256.55	31.93x	26.74%
Tube Investments of India Limited	1.00	3,355.35	1,94,646.50	34.83	34.80	286.09	96.42x	12.66%
Goodluck India Limited	2.00	1,100.70	39,358.91	50.66	50.66	394.43	21.73x	13.56%

Notes:

- All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports as available of the respective company for the relevant year ended March 31, 2025.
- P/E Ratio has been computed based on the closing market price of equity shares on BSE on September 22, 2025, divided by the Diluted EPS for the Fiscal 2025.
- Return on Net Worth (%) = Profit after tax attributable to owners / Average Net Worth (Average Net Worth is calculated as the arithmetic average of opening and closing balance of Net Worth).
- Net Worth = Aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information / audited consolidated financial information (as applicable), but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- Net asset value per share = Total Equity minus Non-Controlling Interest divided by shares outstanding at the end of the financial year. Number of shares outstanding at the end of the year includes dilutive number of shares such as convertible preference shares.

VII. Key performance indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse its business performance, which in result, help us in analysing the growth of business in comparison to our peers. Our Company considers that the KPIs set forth below are the ones that may have a bearing for arriving at the basis for the Offer Price. The KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated September 28, 2025. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus.

The KPIs disclosed herein below have been verified and certified by (i) our Chief Financial Officer pursuant to a certificate dated September 28, 2025; (ii) KASG & Co., Chartered Accountants, pursuant to a certificate dated September 29, 2025, which has been included as part of the “Material Contracts and Documents for Inspection” on page 505.

The management of our Company has prepared a note that, among other matters, takes on record GAAP, Non-GAAP and operational measures identified as KPIs along with the rationale for the classification of each of these KPIs under GAAP, Non-GAAP and operational measures along with the rationale for such classification. The note was placed before the members of our Audit Committee prior to the resolution dated September 28, 2025, approving and confirming the KPIs disclosed below.

Our Company confirms that it shall continue to disclose all the KPIs disclosed in this section, (a) at least once a year after the date of listing of the Equity Shares on the Stock Exchanges; (b) till complete utilisation of the proceeds of the Fresh Issue as disclosed in “Objects of the Offer” on page 117, whichever is later, or

for such other duration as may be required under the SEBI ICDR Regulations. We have described and defined the KPIs, as applicable, in “*Definitions and Abbreviations - Key Performance Indicators*” on page 15. Bidders are encouraged to review the Ind AS financial measures and not to rely on any single financial metric to evaluate our business.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

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

In evaluating our business, we consider and use certain KPIs, as presented below, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Information. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that it provides an additional tool for investors to use in evaluating our operating results and trends and in comparing our financial results with other companies in our industry.

Set out below are explanations for how the KPIs listed above have been used by the management historically to analyse, track or monitor the operational and/or financial performance of our Company.

Explanation	
Revenue from Operations	Revenue from operations is used by our management to track the revenue generated from the overall business and help assess the overall financial performance of our Company and also represents the scale of our business.
Gross Profit	Gross Profit is used by the management to track information regarding the efficiency with which the Company is manufacturing its products and assess profitability at a manufacturing level. Gross Profit is calculated as Revenue from Operations as reduced by, cost of materials consumed, change in inventories of finished goods, work-in-progress, stock-in-trade and scrap
Gross Margin (%)	Gross profit margin is calculated as Gross Profit for the year divided by Revenue from Operations for the year, multiplied by 100.
EBITDA	EBITDA is used by the management to track the operational profitability of the business EBITDA is calculated as profit before tax plus depreciation and amortisation expense and finance costs less share of profit of joint ventures / associate and other income as per the Restated Financial Information.
EBITDA Margin	EBITDA margin is an indicator of the operational profitability margin and financial performance of the business. It tracks operational efficiency and operational profitability of the business and assist in tracking the operational margin profile of our business benchmarked against our historical performance and against our peers. EBITDA Margin (%) is calculated as EBITDA divided by revenue from operations for the year, multiplied by 100.
PAT	Profit for the year track overall profitability of the business. PAT represents total net profit after tax for the year as per the Restated Financial Information.
PAT Margin	PAT Margin (%) track overall profitability of the business and assist in tracking the overall profitability of our business benchmarked against our historical performance and against our peers. PAT margin is calculated as PAT divided by Total Income for the year, multiplied by 100. Total Income is calculated as Revenue from operations plus other income for the year.
Return on Equity (ROE)	ROE is used by the management to track how efficiently the Company generates profits from shareholders funds and how well it is converting shareholders funds to generate profits. Return on Equity is calculated as Restated Profit for the year attributable to owners of our Company divided by average of equity attributable to owners of our Company.

Explanation	
Return on Capital Employed (ROCE)	ROCE is used by the management to track how efficiently our Company generates earnings from the capital employed in the business and how well it is converting its total capital to generate profits. ROCE is calculated as a percentage of earnings before interest and taxes / Average Capital Employed of the company during the year. Capital employed is calculated as the sum of net worth plus total borrowings plus deferred tax liability as reduced by intangible assets and intangible assets under development, as per the Restated Financial Information. EBIT is calculated as profit before tax plus finance costs
Net Debt /Equity	Net debt / equity is calculated as net debt divided by total equity. Net Debt is calculated as total debt reduced by cash and cash equivalents.
Net Debt / EBITDA	Net debt / EBITDA is calculated as net debt divided by EBITDA. Net Debt is calculated as total debt reduced by cash and cash equivalents.
Cash Conversion Cycle	Cash conversion cycle is computed as trade receivables days plus inventory days minus trade payable days; Wherein, trade receivable days is calculated as average trade receivables divided by revenue from operations multiplied by 365 for financial years; Inventory Days is calculated as average inventory divided by cost of goods sold multiplied by 365 for financial years; and trade payable days is calculated as average trade payables divided by revenue from operations multiplied by 365 for financial years.
Gross Fixed Asset Turnover Ratio	Gross Fixed Asset Turnover Ratio measures how efficiently fixed assets are being utilized. It is calculated as revenue from operations divided by average gross fixed assets. Gross Block of fixed assets represents the total gross block / worth of property plant and equipment, capital work-in progress and right of use assets.

Details of KPIs as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023:

KPIs	Unit	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from Operations ¹	₹ (in million)	7,716.07	5,995.01	3,432.96
Gross Profit ²	₹ (in million)	3,225.23	2,550.19	1,552.97
Gross Margin % ³	%	41.80%	42.54%	45.24%
EBITDA ⁴	₹ (in million)	974.79	718.41	336.73
EBITDA Margin % ⁵	%	12.63%	11.98%	9.81%
PAT ⁶	₹ (in million)	424.42	266.08	142.64
PAT Margin ⁷	%	5.49%	4.43%	4.13%
Return On Equity ⁸	%	25.19%	24.19%	20.03%
Return On Capital Employed ⁹	%	21.01%	22.06%	16.76%
Net Debt to Equity ¹⁰	Ratio	1.41x	1.39x	1.54x
Net Debt to EBITDA ¹¹	Ratio	2.67x	2.74x	3.60x
Cash Conversion Cycle ¹²	Days	82	63	57
Gross Fixed Asset Turnover Ratio ¹³	Ratio	3.90x	3.91x	3.26x

Notes

- Revenue from operations is calculated as revenue from sale of products, services and other operating revenue for the year
- Gross Profit is calculated as revenue from operations as reduced by Cost of Materials Consumed and Change in Inventories of Work in Progress, Finished Goods, Stock-in-trade and Scrap
- Gross Margin % is calculated as Gross Profit for the year divided by Revenue from Operations for the year, multiplied by 100
- EBITDA is calculated as profit/(loss) before share of profit /(loss) of Associate and Joint Venture plus depreciation and amortisation expense and finance costs less other income as per the Restated Financial Information
- EBITDA Margin (%) is calculated as EBITDA divided by revenue from operations multiplied by 100.
- PAT represents total profit after tax for the year as per the Restated Financial Information.
- PAT margin is calculated as PAT divided by Total Income multiplied by 100.
- Return on Equity is calculated as Restated Profit for the year attributable to Owners of the Company divided by average equity attributable to owners of the company.
- Return on capital employed is calculated as EBIT divided by Average Capital Employed. EBIT is calculated as profit(loss) before tax plus finance costs while, Capital employed is calculated as the sum of net worth plus total borrowings plus deferred tax liability as reduced by intangible assets and intangible assets under development
- Net Debt to Equity is calculated as net debt divided by total equity.
- Net Debt to EBITDA is calculated as net debt divided by EBITDA
- Cash Conversion Cycle is computed as trade receivables days plus inventory days minus trade payable days; Wherein, trade receivable days is calculated as average trade receivables divided by revenue from operations

multiplied by 365 for financial years, inventory days is calculated as average inventory divided by cost of goods sold multiplied by 365 for financial years and trade payable days is calculated as average trade payables divided by revenue from operations multiplied by 365 for financial years. Rounded off to the nearest whole number

13. Gross Fixed Asset Turnover Ratio is calculated as revenue from operations divided by average gross fixed assets. Gross fixed assets represents the total gross block / worth of property plant and equipment, capital work-in progress and right of use assets.

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 206 and 377, respectively.

Comparison of KPIs with our listed industry peers

Key Performance Indicators	As at and for Fiscal 2025							
	Lalbaba Engineering Limited	Titagarh Rail Systems Limited	Texmaco Rail & Engineering Limited	Jupiter Wagons Limited	Frontier Springs Limited	Venus Pipes & Tubes Limited	Tube Investments of India Limited	Good Luck India Limited
Revenue from Operations ¹	7,716.07	38,677.50	51,065.72	39,632.80	2,313.37	9,585.26	1,94,646.50	39,358.91
Gross Profit ²	3,225.23	9,389.00	11,671.17	9,874.38	1,160.72	3,190.00	66,812.60	10,786.34
Gross Margin % ³	41.80%	24.28%	22.86%	24.91%	50.17%	33.28%	34.33%	27.41%
EBITDA ⁴	974.79	4,330.40	4,672.63	5,775.26	496.60	1,676.00	18,492.50	3,108.40
EBITDA Margin % ⁵	12.63%	11.20%	9.15%	14.57%	21.47%	17.49%	9.50%	7.90%
PAT ⁶	424.42	2,749.20	2,488.77	3,802.71	346.64	928.89	10,542.90	1,656.28
PAT Margin ⁷	5.49%	6.97%	4.82%	9.49%	14.92%	9.69%	5.32%	4.17%
Return On Equity ⁸	25.19%	11.70%	9.34%	17.43%	27.96%	19.81%	19.82%	13.26%
Return On Capital Employed ⁹	21.01%	15.00%	13.57%	17.27%	35.33%	21.74%	22.01%	14.39%
Net Debt to Equity ¹⁰	1.41x	0.20x	NA	0.02x	NA	0.35x	NA	0.62x
Net Debt to EBITDA ¹¹	2.67x	1.16x	NA	0.11x	NA	NA	NA	2.69x
Cash Conversion Cycle ¹²	82	NA	NA	NA	NA	NA	NA	90
Gross Fixed Asset Turnover Ratio ¹³	3.90x	NA	NA	NA	NA	NA	NA	NA

Key Performance Indicators	As at and for Fiscal 2024							
	Lalbaba Engineering Limited	Titagarh Rail Systems Limited	Texmaco Rail & Engineering Limited	Jupiter Wagons Limited	Frontier Springs Limited	Venus Pipes & Tubes Limited	Tube Investments of India Limited	Good Luck India Limited
Revenue from Operations ¹	5,995.01	38,533.00	35,028.70	36,437.33	1,354.15	8,021.98	1,68,903.30	35,247.76
Gross Profit ²	2,550.19	8,652.20	8,372.97	8,147.36	687.75	2,269.00	58,837.90	9,424.64
Gross Margin % ³	42.54%	22.45%	23.90%	22.36%	50.79%	28.28%	34.84%	26.74%
EBITDA ⁴	718.41	4,519.31	2,635.19	4,892.48	207.70	1,463.00	19,494.20	2,822.41
EBITDA Margin % ⁵	11.98%	11.73%	7.52%	13.43%	15.34%	18.24%	11.54%	8.01%
PAT ⁶	266.08	2,861.42	1,129.79	3,310.17	129.86	859.79	17,329.90	1,322.68
PAT Margin ⁷	4.43%	7.35%	3.16%	9.02%	9.55%	10.72%	10.11%	3.74%
Return On Equity ⁸	24.19%	17.99%	5.76%	27.59%	14.54%	23.61%	38.27%	14.94%
Return On Capital Employed ⁹	22.06%	20.13%	9.91%	24.94%	18.21%	24.50%	26.77%	14.59%
Net Debt to Equity ¹⁰	1.39x	NA	NA	0.14x	NA	0.36x	NA	0.35x
Net Debt to EBITDA ¹¹	2.74x	(0.58x)	NA	0.46x	NA	NA	NA	1.42x
Cash Conversion Cycle ¹²	63	NA	NA	NA	NA	NA	NA	85
Gross Fixed Asset Turnover Ratio ¹³	3.91x	NA	NA	NA	NA	NA	NA	NA

Key Performance Indicators	As at and for Fiscal 2023							
	Lalbaba Engineering Limited	Titagarh Rail Systems Limited	Texmaco Rail & Engineering Limited	Jupiter Wagons Limited	Frontier Springs Limited	Venus Pipes & Tubes Limited	Tube Investments of India Limited	Good Luck India Limited
Revenue from Operations ¹	3,432.96	27,795.90	22,432.77	20,682.47	1,073.56	5,523.96	1,49,647.30	30,720.08
Gross Profit ²	1,552.97	6,296.52	6,274.17	4,937.77	550.67	1,078.00	51,344.70	8,292.86
Gross Margin % ³	45.24%	22.65%	27.97%	23.87%	51.29%	19.51%	34.31%	26.99%
EBITDA ⁴	336.73	2,634.91	1,454.08	2,520.63	133.10	691.00	18,875.80	2,043.71
EBITDA Margin % ⁵	9.81%	9.48%	6.48%	12.19%	12.40%	12.51%	12.61%	6.65%
PAT ⁶	142.64	1,257.16	258.05	1,206.75	72.41	442.07	13,250.60	878.01
PAT Margin ⁷	4.13%	4.45%	1.14%	5.82%	6.70%	8.00%	8.77%	2.84%

Key Performance Indicators	As at and for Fiscal 2023							
	Lalbaba Engineering Limited	Titagarh Rail Systems Limited	Texmaco Rail & Engineering Limited	Jupiter Wagons Limited	Frontier Springs Limited	Venus Pipes & Tubes Limited	Tube Investments of India Limited	Good Luck India Limited
Return On Equity ⁸	20.03%	13.92%	1.90%	16.64%	9.70%	19.62%	37.74%	16.17%
Return On Capital Employed ⁹	16.76%	22.09%	6.40%	21.37%	9.18%	16.79%	39.09%	17.04%
Net Debt to Equity ¹⁰	1.54x	0.20x	NA	0.21x	NA	0.24x	NA	0.94x
Net Debt to EBITDA ¹¹	3.60x	0.74x	NA	0.68x	NA	NA	NA	2.87x
Cash Conversion Cycle ¹²	57	NA	NA	NA	NA	NA	NA	84
Gross Fixed Asset Turnover Ratio ¹³	3.26x	NA	NA	NA	NA	NA	NA	NA

All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports and investor presentation as available of the respective company for the relevant year.

⁸In computing the above ratios and KPIs of the listed peer, we have used the same formulas as defined and considered for the Company.
NA: The data for the referenced period could not be located from the sources identified above.

Notes:

1. Revenue from operations is calculated as revenue from sale of products, services and other operating revenue for the year
2. Gross Profit is calculated as revenue from operations as reduced by Cost of Materials Consumed and Change in Inventories of Work in Progress, Finished Goods, Stock-in-trade and Scrap
3. Gross Margin % is calculated as Gross Profit for the year divided by Revenue from Operations for the year, multiplied by 100
4. EBITDA is calculated as profit/(loss) before share of profit/(loss) of Associate and Joint Venture plus depreciation and amortisation expense and finance costs less other income as per the Restated Financial Information
5. EBITDA Margin (%) is calculated as EBITDA divided by revenue from operations multiplied by 100.
6. PAT represents total profit after tax for the year as per the Restated Financial Information.
7. PAT margin is calculated as PAT divided by Total Income multiplied by 100.
8. Return on Equity is calculated as Restated Profit for the year attributable to Owners of the Company divided by average equity attributable to owners of the company.
9. Return on capital employed is calculated as EBIT divided by Average Capital Employed. EBIT is calculated as profit(loss) before tax plus finance costs while, Capital employed is calculated as the sum of net worth plus total borrowings plus deferred tax liability as reduced by intangible assets and intangible assets under development.
10. Net Debt to Equity is calculated as net debt divided by total equity.
11. Net Debt to EBITDA is calculated as net debt divided by EBITDA
12. Cash Conversion Cycle is computed as trade receivables days plus inventory days minus trade payable days; Wherein, trade receivable days is calculated as average trade receivables divided by revenue from operations multiplied by 365 for financial years, inventory days is calculated as average inventory divided by cost of goods sold multiplied by 365 for financial years and trade payable days is calculated as average trade payables divided by revenue from operations multiplied by 365 for financial years. Rounded off to the nearest whole number
13. Gross Fixed Asset Turnover Ratio is calculated as revenue from operations divided by average gross fixed assets. Gross fixed assets represents the total gross block / worth of property plant and equipment, capital work-in progress and right of use assets

(Remainder of this page is intentionally left blank)

VIII. Weighted average cost of acquisition (“WACA”), Floor Price and Cap Price

- a) *The price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on the primary / new issue of shares (equity / convertible securities), excluding shares issued under the ESOP Scheme and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuances”)*

The details of Equity Shares or convertible securities during the 18 months preceding the date of filing of this Draft Red Herring Prospectus,, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of 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 30 days are as follows:

Name of Allottee	Date of allotment	Face value per equity share (in ₹)*	No. of equity shares allotted of face value of ₹ 10)	No. of Equity Shares considering impact of sub division of face value of ₹5	Issue price per equity share of face value of ₹ 10)	Issue price per Equity Share considering impact of sub division of face value of ₹5	Type of allotment	Total Cost (in ₹ in millions)
Kishan Dhanuka	March 3, 2025	10	16,37,247	32,74,494	10.20**	5.10**	Conversion of ORCPS into equity shares	16.70
Amit Dhanuka	March 3, 2025	10	29,52,753	59,05,506	10.20**	5.10**	Conversion of ORCPS into equity shares	30.12
Murari Lal Dhanuka	March 11, 2025	10	13,11,095	26,22,190	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL
Kishan Dhanuka	March 11, 2025	10	14,62,451	29,24,902	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL
Nishit Dhanuka	March 11, 2025	10	9,20,583	18,41,166	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL
Nikunj Dhanuka	March 11, 2025	10	64,000	1,28,000	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL
Swamiji Transmission Private Limited	March 11, 2025	10	5,67,120	11,34,240	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL
LBIC Engineering Private Limited	March 11, 2025	10	70,714	1,41,428	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL
Rakhi Dhanuka	March 11, 2025	10	320	640	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL

Name of Allottee	Date of allotment	Face value per equity share (in ₹)*	No. of equity shares allotted of face value of ₹ 10)	No. of Equity Shares considering impact of sub division of face value of ₹5	Issue price per equity share of face value of ₹ 10)	Issue price per Equity Share considering impact of sub division of face value of ₹5	Type of allotment	Total Cost (in ₹ in millions)
Chawi Garodia	March 11, 2025	10	160	320	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL
Kriti Dhanuka	March 11, 2025	10	160	320	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL
Narayan Dhanuka and Sons HUF	March 11, 2025	10	1,00,800	2,01,600	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL
Mahesh Kumar Dhanuka and Sons HUF	March 11, 2025	10	35,200	70,400	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL
Dhanuka and Sons HUF	March 11, 2025	10	24,000	48,000	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL
Lalbaba Projects Private Limited	March 11, 2025	10	8,32,000	16,64,000	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL
SF Forgings Private Limited	March 11, 2025	10	16,92,800	33,85,600	NA^	NA^	Pursuant to the Composite Scheme of Arrangement	NIL
Total				23,342,806				46.82
Weighted average cost of acquisition per share					₹ 2.01			

As certified by KASG & Co., Chartered Accountants, (FRN: 002228C), pursuant to their certificate dated September 29, 2025

*Pursuant to a resolution passed by our Board dated July 3, 2025, and Shareholders' resolution dated July 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into two Equity Shares of face value of ₹ 5 each.

^ In respect of equity shares allotted pursuant to composite scheme of arrangement, the cost of acquisition has been considered as Nil, since there was no consideration received by the company for issue of such shares. The cost of acquisition of shares of allottees in the demerged company/amalgamating company has not been considered for the purpose of this certificate.

** In respect of equity shares allotted upon conversion of preference shares, the cost of acquisition has been considered at the price at which the preference shares were acquired

- b) *The price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on the secondary sale / acquisition of shares (equity / convertible securities) (excluding gifts) involving any of the Promoter or Promoter Group or Selling Shareholders or other shareholders with the right to nominate directors on our Board during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“**Secondary Transactions**”)*

The details of secondary sale / acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group, Selling Shareholders or Shareholders 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 Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of 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 are as follows:

Name	Date of Acquisition	Face value per equity share (in ₹)	No. of equity shares acquired of face value of ₹ 10)	No. of Equity Shares acquired considering impact of sub division of face value of ₹5	Acquisition price per equity share of face value of ₹ 10) (in ₹)	Acquisition price per equity share considering impact of sub division of face value of ₹5	Type of Allotment	Total Cost (in ₹)
Secondary Transactions								
Nikunj Dhanuka	May 27, 2025 ^{&}	10.00	567,120	11,34,240	30.00	15.00	Transfer	17.01
Nikunj Dhanuka	May 27, 2025 ^{&}	10.00	832,000	16,64,000	30.00	15.00	Transfer	24.96
Nikunj Dhanuka	May 27, 2025 ^{&}	10.00	456,528	9,13,056	30.00	15.00	Transfer	13.70
Nishit Dhanuka	May 27, 2025 ^{&}	10.00	1,236,272	24,72,544	30.00	15.00	Transfer	37.09
Kishan Dhanuka	June 17, 2025 ^{&}	10.00	100,800	2,01,600	30.00	15.00	Transfer	3.02
Kishan Dhanuka	June 16, 2025 ^{&}	10.00	35,200	70,400	30.00	15.00	Transfer	1.06
Kishan Dhanuka	July 2, 2025 ^{&}	10.00	24,000	48,000	30.00	15.00	Transfer	0.72
Total				65,03,840				97.56
Weighted average cost of acquisition per share						₹ 15.00		

As certified by KASG & Co., Chartered Accountants, (FRN: 002228C), pursuant to their certificate dated September 29, 2025

[&]Share transfers pursuant to agreements towards sale of equity shares each dated March 28, 2025, and the consideration for each of the transfers was received on March 28, 2025. For further details, see "Restated Financial Information – Note 21 – Equity Share Capital" on page 322.

Pursuant to a resolution passed by our Board dated July 3, 2025, and Shareholders' resolution dated July 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into Equity Shares of face value of ₹ 5 each.

- c) In case there are no such transactions to report to under (a) and (b) above, the following are the details basis the last five primary or secondary transactions (secondary transactions where the Promoters, members of the Promoter Group, Promoter Selling Shareholder or Shareholder(s) having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Prospectus irrespective of the size of transactions:

Not applicable, since there are transactions to report under (a) and (b) above, therefore, this information for price per share based on the last five primary or secondary transactions (secondary transactions where the Promoters, members of the Promoter Group, Selling Shareholders or shareholders with special rights to nominate director(s) in the Board of our Company are a party to the transaction), not older than three years prior to the date of the filing of the Draft Red Herring Prospectus is irrespective of the size of transactions, and is accordingly not applicable.

The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the Equity Shares were issued by our Company, or acquired or sold by our Promoters or members of our Promoter Group or Selling Shareholder or shareholder(s) having the right to nominate director(s) on the Board* in the last 18 months or three years preceding the date of this Draft Red Herring Prospectus are disclosed below:

Based on the disclosures in (a), (b) and (c) above, the weighted average cost of acquisition of the securities compared with the Floor Price and the Cap Price is set forth below:

A Past transactions	Weighted average cost of acquisition per Equity Share (in ₹)	Comparison with Floor Price (₹[●])	Comparison with Cap Price (₹[●])
Weighted average cost of acquisition of primary issuances as set out in (a) above	2.01	[●] times	[●] times
Weighted average cost of acquisition of secondary issuances as set out in (b) above	15.00	[●] times	[●] times
Incase there are no such transactions to report to under (a) and (b) above, the following are the details as per (c) above basis the last five primary or secondary transactions (secondary transactions where the Promoters, members of the Promoter Group, Promoter Selling Shareholder or Shareholder(s) having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Prospectus irrespective of the size of transactions:	Not applicable		
- Based on primary transactions			
- Based on secondary transactions			

As certified by KASG & Co., Chartered Accountants, (FRN: 002228C), pursuant to their certificate dated September 29, 2025

Notes:

1. Details have been left intentionally blank as the Floor Price and Cap Price are not available as on date.

Explanation for Offer Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (as set out above) along with our Company's key performance indicators and financial ratios for Fiscals 2025, 2024 and 2023.

[●]*

*To be included on finalisation of Price Band

Explanation for Offer Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (as set out above) in view of the external factors which may have influenced the pricing of the Offer.

[●]*

*To be included on finalisation of Price Band

The Offer Price of ₹[●] has been determined by our Company, in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the aforementioned information along with “Risk Factors”, “Our Business”, “Restated Financial Information”, “Management's Discussion and Analysis of Financial Condition and Results of Operations” on pages 38, 206, 284 and 377, 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” and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,

**The Board of Directors,
Lalbaba Engineering Limited
(formerly known as Lal Baba Seamless Tubes Private Limited)**
27, Shakespeare Sarani,
Kolkata- 700017,
West Bengal, India

Sub: Statement of possible special tax benefit (the “Statement”) available to Lalbaba Engineering Limited (formerly known as Lal Baba Seamless Tubes Private Limited) (the “Company”), its shareholders and its material subsidiary prepared to comply with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 as amended (the “SEBI ICDR Regulations) in connection with the proposed initial public offering of equity shares of face value of ₹ 5 each (the “Equity Shares”) of the Company (such offering, the “Offer”)

Dear Sirs/ Madams,

We, Singhi & Co., Chartered Accountants (FRN: 302049E), the Statutory Auditors of the Company, have been informed that the Company proposes to file the Draft Red Herring Prospectus with the Securities and Exchange Board of India (“SEBI”), BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”) (such Draft Red Herring Prospectus, the “**DRHP**”), in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and subsequently proposes to file (i) Red Herring Prospectus with the Registrar of Companies, West Bengal at Kolkata (“**RoC**”), SEBI, the Stock Exchanges (such Red Herring Prospectus, the “**RHP**”); Prospectus with RoC, SEBI and the Stock Exchanges (the “**Prospectus**”); and any other documents or materials to be issued in relation to the Offer (collectively DRHP, RHP and Prospectus, the “**Offer Documents**”)

In connection with the Offer, we have been requested by the Company to certify and confirm that the enclosed **Annexure I and II**, prepared by the Company management and initialled by us for identification purpose (“**Statement**”) for the Offer, provides the possible special tax benefits available to the Company, its shareholders and its material subsidiary being Lalbaba NF Rail Engg Private Limited under direct tax (“**Direct Tax Law**”) and indirect tax laws presently in force in India, including the Income-tax Act, 1961 as amended by the Finance Act, 2025 relevant to the assessment year 2026 - 2027, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively, “**GST Law**”), the Customs Act, 1962 and the Customs Tariff Act, 1975 (“**Customs law**”) and the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023) (collectively referred to as ‘**Indirect Tax law**’) read with the rules, circulars and notifications issued in connection thereto (hereinafter referred to as the ‘**Indirect-tax Regulations**’)]. Several of these benefits are dependent on the Company, or its shareholders or its material subsidiary fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company, and/or its shareholders and/or its material subsidiary identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company or its material subsidiary faces in the future, the Company or its material subsidiary may or may not choose to fulfil.

Management’s Responsibility

The preparation of the Statement (as per **Annexure I & II**) as of the date of our certificate which is to be included in the draft red herring prospectus, red herring prospectus and prospectus for the Offer is the responsibility of the management of the Company. The management’s responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

Auditor's Responsibility

We have conducted our review in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" ("**Guidance Note**") issued by the Institute of Chartered Accountants of India ("**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 have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

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 or its shareholders or its material subsidiary, the same would include those benefits as enumerated in the **Annexure I & II**. Any benefits under the taxation laws other than those specified in **Annexure I & II** 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 I & II** 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 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 on the basis of our understanding of the business activities and operations of the Company or its material subsidiary.

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 confirm that the information above is true and correct and there is no untrue statement or omission which would render the contents of this letter misleading in its form or context.

Restriction on use and other clauses

This certificate is issued for the purpose of the Offer, and can be used, in full or part, for inclusion in the draft red herring prospectus, red herring prospectus, prospectus and any other material used in connection with the Offer (together, the "**Offer Documents**") which may be filed by the Company with Securities and Exchange Board of

India (“SEBI”), BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”), RoC and/or any other regulatory or statutory authority

We hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to the submission of this certificate as may be necessary, to any regulatory/ statutory authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law. Further, we consent to this certificate being uploaded, as may be necessary, on the online document repository platform of the stock exchanges in terms of the SEBI circular (*reference no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/170*) dated December 5, 2024, as may be amended from time to time

This certificate may be relied on by the BRLMs, their affiliates and legal counsels in relation to the Offer.

We undertake to immediately communicate, in writing, any changes to the above information/ confirmations to the BRLMs and the Company until the equity shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information/ confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours faithfully,

For and on behalf of Singhi & Co.
Chartered Accountants
Firm Registration Number: 302049E

(Navindra Kumar Surana)
Partner
Membership No.: 053816
UDIN: 25053816BMLMC19053
Place: Kolkata
Date: September 29, 2025

Encl: Annexure I & Annexure II

Copy To:

IIFL Capital Services Limited (formerly known as IIFL Securities Limited)
24th Floor, One Lodha Place,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013,
Maharashtra, India

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower, 10th Floor,
Rahimtullah Sayani Road, Prabhadevi,
Mumbai – 400025,
Maharashtra, India

Nuvama Wealth Management Private Limited
801-804, Wing A, Building No 3, Inspire BKC,
G Block Bandra Kurla Complex, Bandra East
Mumbai 400 051, Maharashtra

ANNEXURE I

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY UNDER THE DIRECT TAX LAWS

Outlined below are the possible special tax benefits available to the Company, its shareholders and its material subsidiary under the direct tax currently in force in India. These tax benefits are dependent on the Company, its shareholders and its material subsidiary fulfilling the conditions prescribed under the relevant provisions of the Income Tax Act, 1961 (“**Direct Tax Laws**”). Hence, the Company, its shareholders and its material subsidiary can derive the possible tax benefits upon fulfilling such conditions laid down in the taxation laws, which are based on business imperatives they face in the future, they may or may not choose to fulfill.

I. Special tax benefits available to the Company and its material subsidiary

a. Lower rate of Income Tax - Section 115BAA of the Act

As per section 115BAA of the Act, the Company has an irrevocable option to pay income tax in respect of its total income at a concessional tax rate of 25.168% (including applicable surcharge and cess) subject to satisfaction of certain conditions with effect from Financial Year 2019-20 (i.e. Assessment Year 2020-21). Such option once exercised shall apply to subsequent assessment years. In such a case, the Company may not be allowed to claim any of the following deductions/exemptions:

- i. Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)
- ii. Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)
- iii. Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, manufacturing or cultivation of Tea, Coffee or rubber, site restoration fund)
- iv. Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)
- v. Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
- vi. Deduction under section 35CCD (Expenditure on skill development)
- vii. Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or Section 80M
- viii. Deduction under Section 80LA of the Act other than deduction applicable to a unit in the International Financial Services Centre, as referred to in sub-section (1A) of Section 80LA of the Act;
- ix. No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above
- x. No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above

Further, it was clarified by CBDT vide Circular No. 29/ 2019 dated 2 October 2019 that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.

Note: The Company has opted the lower rate under section 115BAA of the IT Act in the FY 2020-21 relevant to the AY 2021-22 as mentioned in the Section 115BAA for which declaration (Form 10IC) has already been filed with the tax authorities.

The Material Subsidiary has opted the lower rate under section 115BAA of the IT Act in the FY 2023-24 relevant to the AY 2024-25 as mentioned in the Section 115BAA for which declaration (Form 10IC) has already been filed with the tax authorities.

b. Deductions in respect of employment of new employees - Section 80JJAA of the Act

As per section 80JJAA of the IT Act, where a company is subject to tax audit under section 44AB of the IT Act and derives income from business, it shall be allowed to claim a deduction of an amount equal to 30% of additional employee cost incurred in the course of such business in a previous year, for three

consecutive assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred.

The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in subsection.

The deduction under Section 80JJAA is available even if the Company or material subsidiary opts for concessional tax rate under Section 115BAA of the ITA.

Note: The company is presently claiming deduction under section 80JJAA of the IT Act.

II. Special tax benefits available to the Shareholders of the Company

a. Dividend Income

Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in the case of domestic corporate shareholder, benefit of deduction under section 80M of the IT Act would be available on fulfilling the conditions.

In case of the shareholders who are individuals, Hindu Undivided Family, Association of person, Body of Individuals whether incorporated or not and every artificial juridical person, the surcharge would be restricted to 15% irrespective of the amount of dividend.

b. Tax on Capital Gains

As per section 112A of the IT Act, Long Term Capital Gains ('LTCG') arising from the transfer of equity shares on which Securities Transaction Tax ('STT') is paid at the time of acquisition and sale, shall be taxed at the rate of 12.50% (without indexation) (plus applicable surcharge and cess) of such capital gains. This is subject to fulfilment of prescribed additional conditions as per Notification No. 60/2018/F.No 370142/9/2017 dated 1 October 2018. It is worthwhile to note that tax u/s 112A of the IT Act shall only be levied where such aggregate capital gains exceed INR 1.25 lakhs in a year.

As per section 111A of the IT Act, Short-Term Capital Gains ('STCG') arising from the transfer of equity shares on which STT has been paid at the time of sale shall be taxed at the rate of 20.00% (plus applicable surcharge and cess).

Further, the Finance Act 2022 restricts surcharge to 15% in respect of LTCG arising from any capital asset and STCG under section 111A of the IT Act.

There are no other special tax benefits available to the Company, its Shareholders and material subsidiary of the Company by virtue of their investment in the shares of the Company.

Notes:

1. This Annexure is as per the Income Tax Act, 1961 as amended by the Finance Act, 2025 read with relevant rules, circulars and notifications applicable for the Financial Year 2025-26 relevant to the Assessment Year 2026-27, presently in force in India.
2. This Annexure covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the Issue.
4. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant Double Tax Avoidance Agreement(s), if any, between India and the country in which the non-resident has fiscal domicile.

5. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.
6. The tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

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ANNEXURE II

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY UNDER THE INDIRECT TAX LAWS

Outlined below are the special indirect tax benefits available to the Company, its shareholders and its material subsidiary under Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, Applicable State Goods and Services Tax Act, 2017 (“GST law”), Customs Act, 1962, Customs Tariff Act, 1975 (“Customs law”), The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023 (collectively referred as “Indirect Tax Regulations”) read with Rules, Circulars and Notifications.

I. Special tax benefits available to the Company and its material subsidiary

a) Benefits under The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023)

i. Remission of duties and taxes on Exported Products (RoDTEP)

With respect to export of goods made, the Company is availing the benefit of remission of duties, taxes and other levies at the Central, State and local level which are borne on the exported goods manufactured in India under Remission of Duties and Taxes on Exported Products (‘RoDTEP’) scheme issued through Notification no. 19/2015-2020 dated 17 August 2021 by Ministry of Commerce & Industry under Department of Commerce. The rate of duty of remission for the products under RoDTEP scheme has been notified by the Government of India and it ranges from 0.5 percent to 4 percent.

ii. Export Promotion Capital Goods (EPCG)

The objective of the Export Promotion Capital Goods (EPCG) Scheme is to facilitate import of capital goods for producing quality goods and services and enhance manufacturing competitiveness. EPCG Scheme allows import of capital goods that are used in pre-production, production and post-production without the payment of customs duty. The benefit under the scheme is subject to an export value equivalent to 6 times of duty saved on the importation of such capital goods within 6 years from the date of issuance of the authorization. EPCG license holder is exempted from payment of whole of Basic Customs Duty, Additional Customs Duty and Special Additional Duty In lieu of Value Added Tax/local taxes (non-GST goods), Integrated Goods and Services Tax and Compensation Cess, wherever applicable, subject to certain conditions. The Company has applied for such scheme due to commercial viability.

iii. Advance Authorization Scheme

The Advance Authorization Scheme is a scheme where the import of inputs will be allowed to be made duty-free (after making normal allowance for wastage) if they are physically incorporated in a product which is going to be exported subject to export obligations. The Company has applied for such scheme due to commercial viability.

b) Benefits under the Central Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder)

Export of goods under the GST law

Under the GST regime, all supplies of goods and services which qualify as export of goods or services are zero-rated supplies.

There are two mechanisms for claiming refund of accumulated ITC against export. Either person can export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated Input Tax Credit or person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017.

Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

c) Benefits under Customs Act (read with Tariff Act and related rules and regulations)

Duty Drawback scheme under Section 75 of Custom Act, 1962

The company is availing the benefit of duty drawback with respect to duty paid on import of materials used in manufacture of export goods as per Duty Drawback scheme under section 75 of Custom Act, 1962.

Except the above, no other special Indirect tax benefits are available to the Company under the Indirect Tax applicable in India.

II. Special tax benefits available to the Shareholders of the Company

The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company.

Securities are excluded from the definition of Goods as defined u/s 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined u/s 2(102) of the Central Goods and Services Tax Act, 2017.

Apart from above, the shareholders of the Company are not eligible to special tax benefits under the Indirect Tax Laws.

Notes:

1. This Annexure sets out only the special tax benefits available to the Company, its Shareholders and material subsidiary under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, and applicable State Goods and Services Tax Act, 2017 (“GST Acts”), Customs Act, 1962, Customs Tariff Act, 1975 (“Customs law”), and Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023).
2. This Annexure is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed IPO.
3. Our comments are based on our understanding of the specific activities carried out by the Company from April 1, 2025 till the date of this Annexure as per the information provided to us. Any variation in the understanding could require our comments to be suitably modified.
4. These comments are based upon the existing provisions of the specified indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.
5. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes

SECTION V: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Crisil Intelligence – Industry chapter on forging, tubing, and rail system” dated September 27, 2025, (the “Crisil Report”) prepared and issued by Crisil Intelligence, appointed by us pursuant to an engagement letter dated May 9, 2025 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. Unless otherwise indicated, financial, operational, industry and other related information derived from the Crisil Report and included herein with respect to any particular Calendar Year/ Fiscal refers to such information for the relevant Calendar Year/ Fiscal. The Crisil Report will form part of the material documents for inspection and a copy of the Crisil Report is available on the website of our Company at <https://lalbabagroup.com/investors/>. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents of the Crisil Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. References to various segments in the Crisil Report and information derived therefrom are references to industry segments and in accordance with the presentation, analysis and categorisation in the Crisil Report. For further information, see “Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the CRISIL Report which is a paid report and commissioned by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 70. Also see, “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data” on page 19.

Global macroeconomic overview

Gross domestic product (GDP) and growth

Global growth, after averaging 3.8% annually between Calendar Year 2000 and 2019 (henceforth the years correspond to Calendar Year), contracted 2.7% in 2020 as the Covid-19 pandemic disrupted economic activity. However, the contraction was considerably lower than that estimated by the International Monetary Fund (IMF), with a strong rebound in manufacturing, shift to new ways of working, and Fiscal and policy support arresting a further slide.

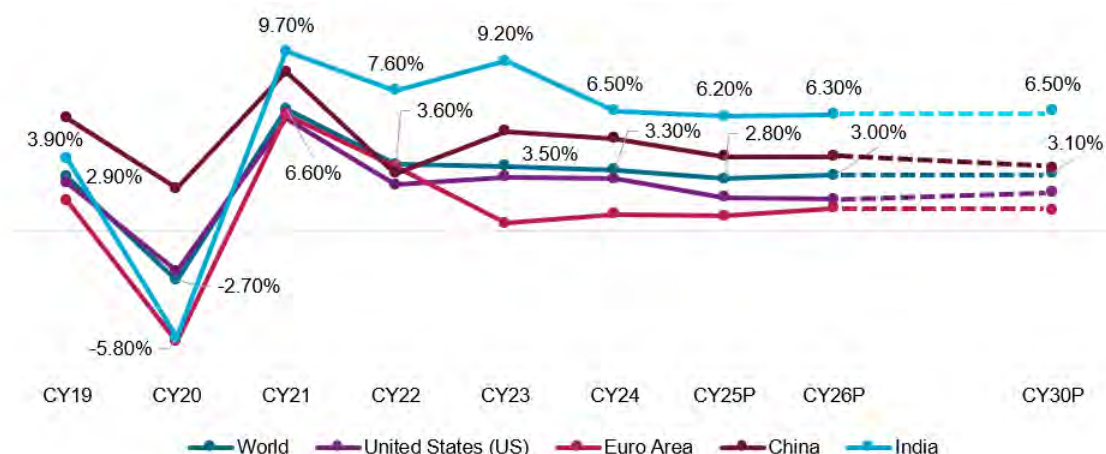
In 2021, growth rebounded to 6.6%, led by vaccine-powered normalisation and continued Fiscal support. However, in 2022 and 2023, it slowed to 3.6% and 3.5%, respectively, and is estimated to have slightly declined to 3.3% in 2024 and 2.8% in 2025 owing to challenges such as supply-constraint-driven high inflation, tightening financial conditions, long-term effects of the pandemic and geopolitical uncertainties.

The pace of global growth is projected to remain below the historical annual average of 3.8% (2000 to 2019) in 2026, on account of restrictive monetary policies and withdrawal of Fiscal support (IMF – World Economic Outlook reports of April, July, October 2024 and January, April 2025).

Five-year historical data and growth forecast

Region-wise historic GDP growth rates and outlook

IMF has estimated global GDP growth at 3.3% for 2024 and has projected growth rates of 2.8% and 3.0% for 2025 and 2026, respectively, considering the current geopolitical uncertainties, increasing geoeconomic fragmentation, tighter inflation-tackling monetary policies and Fiscal support withdrawal amid high debt and extreme weather conditions.



P: Projected (years mentioned on the horizontal axis correspond to the calendar years)

Source: Crisil Intelligence, IMF, World Bank, S&P Global

Region-wise and country-wise economic review and outlook (According to IMF)

Real GDP (on-year growth)	2019	2020	2021	2022	2023	2024	2025P	2026P	2030P
World	2.90%	-2.70%	6.60%	3.60%	3.50%	3.30%	2.80%	3.00%	3.10%
Key countries									
US	2.60%	-2.20%	6.10%	2.50%	2.90%	2.80%	1.80%	1.70%	2.10%
Euro area	1.60%	-6.00%	6.30%	3.50%	0.40%	0.90%	0.80%	1.20%	1.10%
Japan	-0.40%	-4.20%	2.70%	0.90%	1.50%	0.10%	0.60%	0.60%	0.50%
UK	1.60%	-10.30%	8.60%	4.80%	0.40%	1.10%	1.40%	1.40%	1.40%
China	6.10%	2.30%	8.60%	3.10%	5.40%	5.00%	4.00%	4.00%	3.40%
India	3.90%	-5.80%	9.70%	7.60%	9.20%	6.50%	6.20%	6.50%	6.50%

P: Projected (years mentioned correspond to the calendar years for the world and countries except India; for India 2019 refers to Fiscal 2020 and so on)

Source: Crisil Intelligence, Industry, IMF

Global Outlook

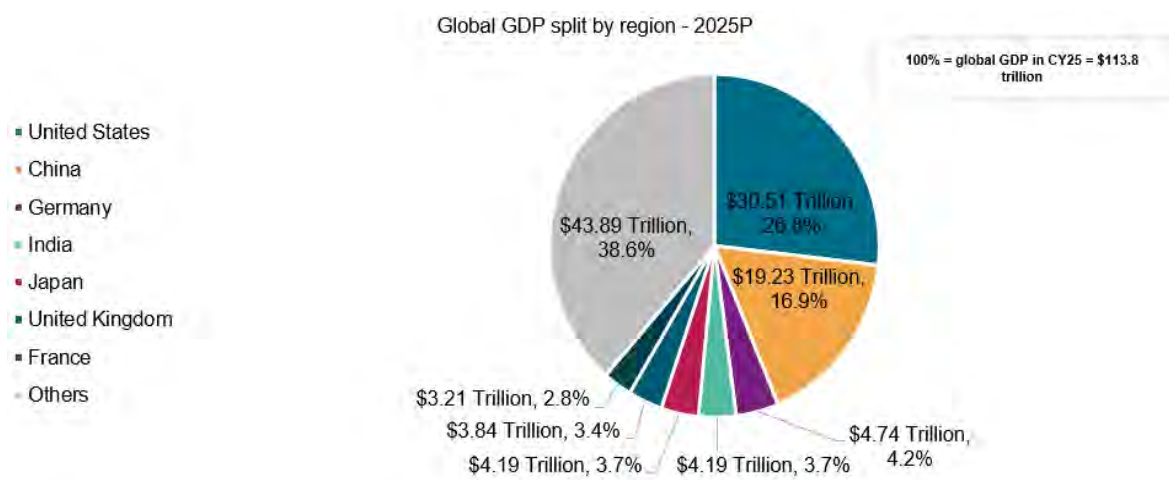
The global economic outlook is marked by increasing uncertainties, driven by governments around the world reordering policy priorities, resulting in divergent and swift policy changes. According to the World Economic Outlook (WEO), global growth rates have been revised downwards, reflecting effective tariff rates at levels not seen in a century and a highly unpredictable environment. The ongoing trade war and heightened trade policy uncertainty may further hinder both short-term and long-term growth prospects, with the potential to jeopardize progress toward a more resilient global economy. The WEO estimates that global growth will be impacted by these factors, with the US economy expected to slow down to 1.8% in 2025 and 1.7% in 2026 (According to IMF), the Euro area growing at 0.9% in 2024 and 0.8% in 2025, and other regions experiencing varying degrees of slowdown.

The global economy is facing significant challenges, with scaling back international cooperation potentially exacerbating the situation. The impact of trade tensions and policy uncertainties is being felt across regions, with countries such as Japan, the UK, and China experiencing slowdowns in growth. The WEO's summary highlights the need for coordinated policy responses to mitigate the effects of these uncertainties and support global economic growth. With the global economy at a critical juncture, it is essential for governments and policymakers to work together to address these challenges and promote a more stable and resilient global economy.

India: The fastest-growing economy

India has emerged as the fastest-growing major economy, with a remarkable growth trajectory, and is currently the 4th largest economy in the world. The country's GDP has bounced back from a pandemic-induced 5.8% contraction in 2020, growing 9.7%, 7.6%, 9.2%, and 6.5% year-on-year in 2021, 2022, 2023, and 2024 respectively. This robust growth can be attributed to rising incomes, infrastructure development, changing consumption trends, a younger population, and rapid urbanisation, which are expected to continue driving growth in the coming years. With a strong foundation in infrastructure and manufacturing, India is poised to sustain its growth momentum, with the IMF projecting an annual rate of 6 to 7% over the next five years, making it an attractive destination for investment and economic growth.

Global GDP overview (value in USD trillion, % share) (Estimated as per the projections in the IMF report)



Source: Crisil Intelligence, IMF, Industry

Note: This data, as presented by the IMF, is as of April 2025, P: Projected

The US is the largest economy in the world with an estimated GDP (current prices) of USD 30.51 trillion, accounting for approximately 26.8% of the world's GDP (current prices) of USD113.8 trillion in 2025. China is the second-biggest economy, accounting for 16.9% of the world's GDP. India has overtaken Japan to become the world's fourth-largest economy in May 2025 and is now poised to surpass Germany to claim the third position within the next 2.5 to 3 years, according to NITI Aayog.

Impact of tariff escalations, protectionist measures on global growth outlook

The global trade environment has become increasingly uncertain due to ongoing tariff tensions between major economies, including the US and China. The World Trade Organization (WTO) estimates that the US-China tariff dispute alone could cut trade between the two countries by 80% and reduce global growth by 7% in the long run. This has resulted in significant supply chain disruptions and shrinkage in global export volumes, with the WTO warning of a potential decline in global trade if tensions persist.

In India, merchandise exports have remained flat in recent years, while services exports have performed better, growing at 13.1% in April-February of Fiscal 2025. The near-term impact of tariff escalations on India's trade will depend on the final tariff levels and trade deals struck with the US and other countries. To mitigate this, the government must support the investment cycle by meeting budgetary capital expenditure targets and capitalise on supply chain reorientation, particularly in electronics and solar sectors, which are backed by Production Linked Incentive (PLI) schemes.

The monetary policy has also eased, with the Reserve Bank of India cutting the repo rate by 25 basis points in April and adopting an 'accommodative' stance. Further rate cuts of 25 basis points each are anticipated in Fiscal 2026, which will boost consumption in urban areas where credit penetration is higher. Overall, a combination of government support, monetary policy easing, and strategic trade agreements will be crucial in navigating the uncertain global trade environment and driving India's economic growth in the coming years.

India's growth projection for Fiscal 2026 (RBI Issues April 2025 Policy Update, Ministry of Finance)

Quarter	Projected GDP growth (%)
Q1	6.5
Q2	6.7
Q3	6.3
Q4	6.5

Source: Crisil Intelligence, Reserve Bank of India

However, the heightened uncertainty and the impact on trade will create a downside to our growth forecast of 6.5%. As the global trade landscape continues to evolve, it is essential for businesses to remain vigilant and adapt

to the changing environment to mitigate the risks and capitalise on the opportunities that arise.

Adverse effect on global trade, supply-chain and export volume

The global trade landscape has witnessed significant disruptions in recent times, particularly with the escalation of tariff tussle between the US and China in 2025. According to the World Trade Organization (WTO), the recent tariff escalations are projected to trigger a decline of 0.2% in global merchandise trade volume in 2025, with risks escalating to a 1.5% decline if reciprocal tariffs and trade policy uncertainty intensify. This contraction is expected to have regional disparities, with north American exports potentially plummeting 12.6%, while imports may drop 9.6%, as reported by the International Monetary Fund (IMF).

The impact of these disruptions will be felt disproportionately by developing economies, with the United Nations warning of a "catastrophic" impact, including a potential contraction of 0.7% in global GDP and a 3 to 7% decline in trade. Countries like Cambodia, Laos and Myanmar are likely to be severely affected (World Economic Situation and Prospects 2025, United Nations). In contrast, Asia and Europe may experience modest growth of 1 to 2% due to trade diversion resulting from US-China tensions, as noted by the Asian Development Bank (ADB). The electronics and automotive sectors are accelerating their plans to diversify manufacturing beyond China, with India and Southeast Asia emerging as manufacturing alternatives. The US has criticized the BRICS group, which includes India, and has threatened to impose additional tariffs (taxes on imported goods) of 10%. Additionally, the US has imposed a 50% tariff on copper and copper products, a major export from India to the US. However, India is currently in negotiations with the US to try to reduce or eliminate these tariffs through a trade deal.

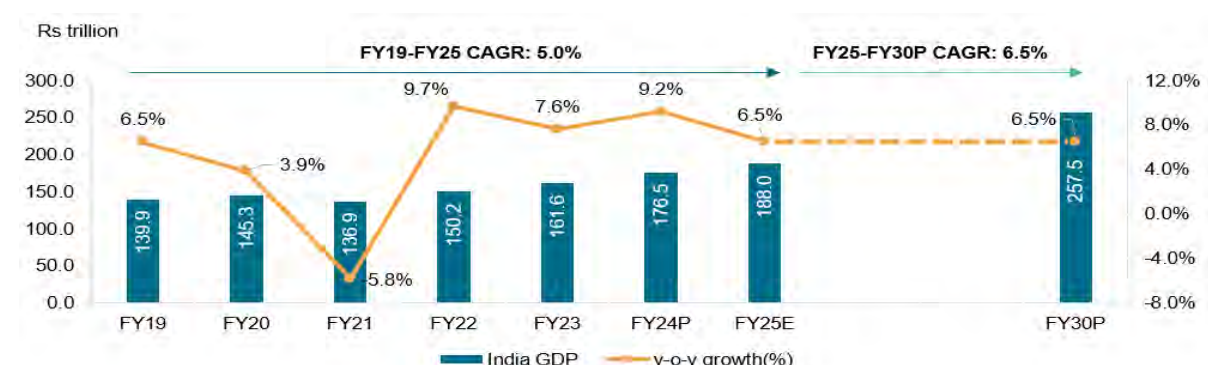
The crisis highlights the need for multilateral cooperation to stabilize trade flows and prevent a prolonged contraction. With sector-specific impacts, such as price hikes of 10 to 15% in the automotive sector and cost increases of 20 to 30% for China-made components in the electronics sector, the need for a coordinated response to mitigate the effects of the trade disruptions is becoming increasingly urgent.

India's macroeconomic overview

GDP trend and composition by sectors

India's economy has demonstrated remarkable resilience, with its GDP increasing to ₹ 188 trillion in Fiscal 2025, representing a six-year compound annual growth rate (CAGR) of 5% between Fiscal 2019 and 2025. Notably, India is the fastest-growing economy among the G20 countries in Fiscal 2024 and Fiscal 2025, and is projected to maintain this position until 2030, driven by rising incomes, infrastructure development, favorable consumption trends, a younger population, and rapid urbanization. After a pandemic-induced contraction of 5.8% in Fiscal 2021, India's GDP rebounded strongly, growing 9.7% and 7.6% year-on-year in Fiscals 2022 and 2023, respectively, fuelled by pent-up demand in sectors such as manufacturing and construction, positioning the country for sustained economic growth in the coming years.

Real GDP trend (at constant 2011 to 2012 prices)



In Fiscal 2024, India's GDP is estimated to have grown 9.2% year-on-year owing to strong output from the services and manufacturing sectors and robust infrastructure spending (Notably, there could be another growth revision for Fiscal 2024). In Fiscal 2025, GDP growth moderated to 6.5% due to rising borrowing costs, geopolitical tensions, and Fiscal consolidation, leading to lower capital expenditure (capex) by the government,

despite support from the demand side on account of above-normal monsoon and easing inflation.

Yearly demand-side real GDP growth (%) (Statistics from second advance estimates of gross domestic product 2024 to 25)

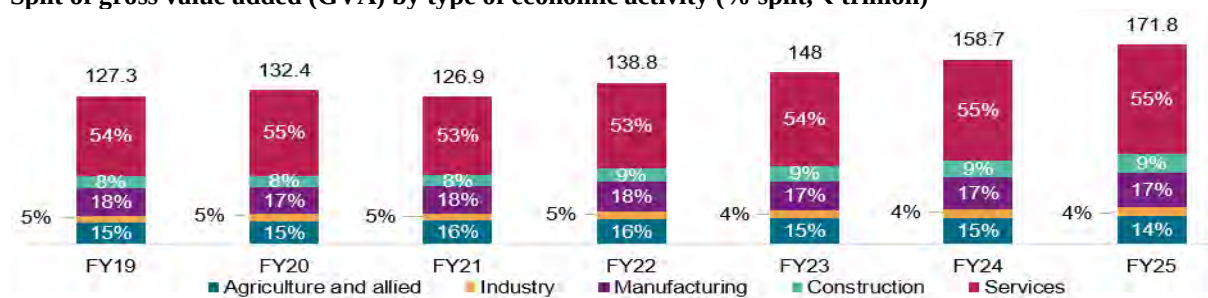
At constant 2011 to 2012 prices	FY19	FY20	FY21	FY22	FY23	FY24P	FY25E
Private consumption	7.1%	5.2%	-5.3%	11.7%	7.5%	5.6%	7.6%
Government consumption	6.7%	3.9%	-0.8%	0.0%	4.3%	8.1%	3.8%
Gross fixed capital formation	11.2%	1.1%	-7.1%	17.5%	8.4%	8.8%	6.1%
Exports	11.9%	-3.4%	-7.0%	29.6%	10.3%	2.2%	7.1%
Imports	8.8%	-0.8%	-12.6%	22.1%	8.9%	13.8%	-1.1%

Source: Crisil Intelligence, Central Statistical Office (CSO)
E: Estimated; FY: Fiscal year P: Provisional

India's economic growth in Fiscal 2024 has been pushed largely by private sector investments, which rose 9% year-on-year. Several government schemes, such as Make in India and Atmanirbhar Bharat to make India a manufacturing, hub have supported private sector investments in existing and new-age sectors.

However, investment growth has slowed significantly in Fiscal 2025, due to a deceleration in government capex and sluggish private investments. As a result, gross fixed capital formation is expected to moderate to 6.1% year-on-year from 8.8% in the previous Fiscal. We anticipate a notable shift in consumption patterns, with government expenditure expected to moderate to 3.8% in the current Fiscal from 8.1% in the previous year. Conversely, private consumption is projected to grow 7.6% year-on-year from 5.6% in the previous Fiscal.

Split of gross value added (GVA) by type of economic activity (% split, ₹ trillion)



Industry includes mining and quarrying, electricity, gas, water supply and other utilities
Services related to trade, hotels, transport, communication, broadcasting, finance, real estate, public administration, defence and professional and others
Source: Crisil Intelligence, CSO
FY: Fiscal year

The GVA clocked a CAGR of 5.1% between Fiscals 2019 and 2025, rising to ₹ 171.8 trillion in Fiscal 2025 from ₹ 127.3 trillion in Fiscal 2019. During this period, the only year-on-year decline occurred in Fiscal 2021, when GVA reduced 4% year-on-year due to pandemic-induced lockdowns. However, it rebounded by 7.2% year-on-year in Fiscal 2022 over Fiscal 2021 owing to pent-up demand across sectors.

The share of the services sector has remained the highest in the overall GVA, accounting for 53 to 55% during each of the last five to six Fiscals. It was followed by manufacturing and agriculture sectors (contributing 17 to 18% and 15 to 16%, respectively) in each of the Fiscals.

Yearly growth rate in supply-side GVA by economic activity

At basic prices	FY19	FY20	FY21	FY22	FY23	FY24E	FY25P
Agriculture and allied	2.1%	6.2%	4.0%	4.6%	4.7%	1.4%	4.6%
Industry*	3.1%	-0.5%	-6.3%	8.3%	7.2%	6.1%	4.5%
Manufacturing	5.4%	-3.0%	3.1%	10.0%	-2.2%	9.9%	4.3%
Construction	6.5%	1.6%	-4.6%	19.9%	9.4%	9.9%	8.6%
Services^	7.2%	6.4%	-8.4%	9.2%	10.0%	7.6%	7.3%

* Industry includes mining and quarrying, electricity, gas, water supply and other utilities

^ Services related to trade, hotels, transport, communication, broadcasting, finance, real estate, public administration, defence and professional and others

E: Estimated; FY: Fiscal year, P: Provisional

Source: Crisil Intelligence, CSO

On the supply side, India's GDP is estimated to have grown in Fiscal 2024, owing to strong growth in construction, manufacturing and services sectors, which benefitted from robust capital investments by the private sector. The

manufacturing sector's growth trend is expected to remain robust, with a notable increase in yearly growth rate, from -3.0% in Fiscal 2020 to 10.0% in Fiscal 2022, and further accelerating to 9.9% in Fiscal 2024. Although a decline to -2.2% was observed in Fiscal 2023, the sector is expected to recover with a growth rate of 4.3% in Fiscal 2025. This volatility notwithstanding, the manufacturing sector's growth outlook remains positive, driven by various initiatives and reforms, with the sector's growth rate expected to stabilize and contribute significantly to the overall economic growth.

GDP growth outlook – key growth drivers

Strong domestic demand and consumption are expected to drive India's growth, with urban consumption strengthening and rural demand remaining robust. Manufacturing and industrial growth are also expected to be key drivers, with a projected 9% annual growth rate from Fiscal 2025 to Fiscal 2031, driven by the Production Linked Incentive schemes and the Make in India initiative.

Infrastructure investment and capital expenditure are also expected to support growth, with the government allocating a record ₹11.21 trillion for capex in Fiscal 2026, and large-scale public infrastructure projects driving economic activity and improving logistics, leading to increased economic growth.

Threats and challenges

Global trade uncertainties and geopolitical tensions pose downside risks to India's growth, particularly to exports. The impact of recent tariff escalations, protectionist regimes, and supply chain disruptions could lead to a decline in global trade, affecting India's export-heavy sectors.

The Indian manufacturing sector also faces challenges such as infrastructure deficiencies, shortage of skilled labor, and regulatory hurdles, which require coordinated policy reforms and infrastructure investment to unlock the sector's full potential and sustain growth.

Performance of key macroeconomic indicators

Index of Industrial Production growth trend

India's Index of Industrial Production (IIP) averaged 3.8% between Fiscals 2018 and 2023, before surging to 6.0% in 2024, led by a strong pick-up in the manufacturing of electrical equipment and basic metals. Further, an uptick in consumer durables aided IIP growth.

	FY19	FY20	FY21	FY22	FY23	FY24	FY25
IIP	3.8%	- 0.9%	- 8.9%	11.8%	5.5%	6.0%	4.0%

Source: NSO, Ministry of Industry and Commerce, Crisil Intelligence

Note: Data for FY25 is from April 2024 to February 2025

Per capita GDP and income growth trend

A country's gross national income (GNI) is derived at by adding overseas receipts to the GDP and subtracting overseas payments in the form of wages, salaries, and property income. India's gross national income (GNI) per capita has shown a largely positive growth trend, except a decline of 7% in Fiscal 2021 due to a dip in GDP. However, it rebounded with a 9% growth in Fiscal 2022, driven by recovery in demand, labor market, and consumer sentiment. The growth remained rangebound, increasing 5 to 7% year-on-year in Fiscals 2023 and 2024, reflecting economic stabilization and a positive outlook. Notably, India's GDP has grown at a compound annual growth rate (CAGR) of 3.9% from Fiscal 2019 to Fiscal 2025. This steady growth trajectory underscores the country's economic resilience and potential for sustained development.



Source: NSO, Ministry of Industry and Commerce, Ministry of Statistics and Programme Implementation, Crisil Intelligence
FY 2024 and FY2025P values are as per second advance estimates of gross domestic product 2024 to 25 by NSO

Investment trends and FDI inflow

The Indian economy has been witnessing a significant transformation in recent years, driven by a combination of policy reforms, infrastructure development, and a strong domestic market. One of the key indicators of this transformation is the robust growth in foreign direct investment (FDI) inflows.

India has recorded a significant increase in FDI inflows, with USD 40.7 billion in FDI inflows for Fiscal 2025 (till December 2024), marking a 27% increase over the same period last year, according to data from the Department for Promotion of Industry and Internal Trade (DPIIT) (Ministry of Commerce and Industry). This growth is a testament to the country's improving investment climate and its attractiveness to foreign investors. Cumulative FDI since April 2000 crossed the USD 1 trillion mark, underscoring the long-term commitment of foreign investors to the Indian economy, while the net FDI fell by 96.5% in Fiscal 2025 to USD 353 million, driven by significant capital repatriation from IPO exits and increased outward investments by Indian firms.

Global standing

India is among the top recipients of FDI globally, with inward investment positions rising significantly in recent years. According to the United Nations Conference on Trade and Development (UNCTAD), the country was the ninth largest recipient of FDI inflows in 2020, with a total of USD 64 billion. The country is expected to continue to attract significant FDI inflows in the coming years, driven by its large and growing market, skilled workforce, and favourable government policies. As per a report by the National Investment Promotion and Facilitation Agency (Invest India), India is expected to attract FDI inflows of USD 150 billion by 2030, logging a CAGR of 12% between 2020 and 2030 (According to National Investment Promotion and Facilitation Agency).

India's investment trends and FDI inflow have been robust, driven by policy reforms, infrastructure development and a strong domestic market. The country's growing prominence as a preferred investment destination is expected to continue in the coming years, driven by its large and growing market, skilled workforce, and favourable government policies. With the government's focus on improving the investment climate and attracting more capital, the country is expected to emerge as a major player in the global economy.

Key government schemes for end-use industries

The Indian government has introduced several key schemes to support the growth of industries. These initiatives are expected to drive demand for cold finished steel tubes and forging components, and have a significant impact on the industry's growth.

Atmanirbhar Bharat Mission

The Atmanirbhar Bharat initiative, launched in 2020, is the government's flagship mission to make India self-reliant in manufacturing, technology, and supply chains. To achieve this goal, the government has introduced policies like the Production Linked Incentive (PLI) scheme, with an outlay of ₹1.97 trillion (over USD 26 billion) till March 2025, aimed at boosting domestic capabilities and reducing import dependence. Additionally, initiatives like Make in India and public procurement preferences for domestic manufacturers are also being implemented to foster global competitiveness and support the growth of Indian industries, driving the country's economic development and self-reliance in the years to come.

Key features and implementation

1. The Production Linked Incentive (PLI) scheme offers financial incentives to manufacturers based on incremental sales of domestically produced goods and has been introduced in 14 key sectors to drive growth and self-reliance.
2. Railway modernisation like indigenous manufacturing of rolling stock (Vande Bharat, Amrit Bharat Express trains), track components, signalling systems (Kavach), and air braking systems.
3. Defence indigenisation including ban on imports of select defence equipment and components, with incentives for local production of artillery, armoured vehicle parts, and ammunition.
4. Government procurement policies prioritise domestically produced tubes, forgings, and critical components.
5. Support for micro, small, and medium enterprises (MSMEs) by offering collateral-free loans, fund infusion, and revised definitions to empower SMEs.
6. Inclusive development to empower rural and urban economies, with infrastructure and financial support, creating jobs and fostering entrepreneurship.

Impact of Atmanirbhar Bharat on cold finished steel tubes and forging components

This initiative has had a significant impact on the cold finished steel tubes, and forging components industries. In the railways sector, domestic manufacturing of coaches, wagons, and locomotives has increased demand for cold finished steel tubes and forged components. The Indian Railways has set a target to produce over 8,000 coaches in Fiscal 2026 (Coach Production Programme 2025 to 26, Ministry of Railways), driving demand for cold finished steel tubes and forged components.

The Indian government has set an ambitious target of achieving ₹ 3 trillion (approximately USD 35 billion) in defence production by 2029, as announced by the Ministry of Defence. The promotion of domestic production of defence equipment, including artillery, armoured vehicles, and ammunition, is expected to drive demand for high-strength tubes and forgings, with the defence sector poised for significant growth over the next few years.

The Atmanirbhar Bharat initiative has also opened new export opportunities for Indian manufacturers and encouraged innovation and R&D. The Production Linked Incentive (PLI) Schemes, with an outlay of ₹1.97 trillion, aim to enhance India's manufacturing capabilities and exports, with a potential to boost production, employment, and economic growth. This is expected to have a significant impact on the industry, driving growth and development in the cold finished steel tubes, and forging components sectors.

PM Gati Shakti National Master Plan

Launched in October 2021, the PM Gati Shakti National Master Plan (NMP) is a ₹ 100 trillion initiative aimed at revolutionising the country's infrastructure and logistics landscape. The plan integrates the efforts of 44 central ministries and 36 states/UTs, bringing together over 1,600 data layers into a centralised digital platform for synchronised infrastructure planning and execution. The vision is to create seamless multi-modal connectivity across seven core areas (railways, roads, ports, waterways, airports, mass transport and logistics infrastructure) with the support of energy, IT, water, and social infrastructure. As of October 2024, 208 major infrastructure projects worth ₹ 15.39 trillion had been assessed and mapped under the Gati Shakti framework (Transforming India's Transport Infrastructure, PIB).

Key features and implementation

1. Digital integration by using the GIS-based platform — developed by the Bhaskaracharya National Institute for Space Applications and Geo-informatics (BISAG-N), using ISRO satellite imagery and Survey of India maps — enables real-time mapping and monitoring of all infrastructure projects
2. Multi-modal connectivity by aligning major initiatives such as Bharatmala (roads), Sagarmala (ports), UDAN (regional air connectivity) and dedicated freight corridors under one umbrella
3. The Unified Logistics Interface Platform (ULIP) provides a single-window digital interface for seamless cargo movement
4. A three-tier monitoring system ensures alignment and timely execution across ministries and states
5. State governments integrate their projects into the Gati Shakti portal, digitising land, road, and utility corridors for better planning
6. The plan covers economic clusters such as textile, pharma, defence, electronics, fishing, and agriculture

zones, improving connectivity and competitiveness for Indian businesses

Impact of PM Gati Shakti on cold finished steel tubes and forging components

The massive investment of ₹ 100 trillion in infrastructure development is anticipated to drive sustained demand for structural steel tubes and forged components, with the Ministry of Railways alone planning to invest ₹ 16.7 trillion by 2031 in modernizing its infrastructure.

The scheme's focus on developing highways, airports, and ports will also rely heavily on cold finished steel tubes for structural frameworks, signages, and safety barriers, while forged components will be essential for heavy-duty applications. Furthermore, the development of defence corridors and industrial parks will necessitate increased production of high-strength tubes and forgings for specialized infrastructure, machinery, and transport systems. As a result, the PM Gati Shakti scheme is poised to drive significant growth in these industries, with a projected increase in demand for advanced tubes and forgings.

The scheme's implementation is also expected to bring about operational efficiencies, with the digital integration and single-window clearance system reducing project delays by 30 to 40% and logistics costs from 13to14% of GDP to 8 to 9% (Ease of Doing Business Report 2020, World Bank). This will enable tube and forging manufacturers to plan capacity expansion and supply chains with greater certainty, increasing their competitiveness. Overall, the PM Gati Shakti scheme is expected to transform the country's infrastructure and logistics landscape, driving economic growth and competitiveness.

National Rail Plan 2030

The National Rail Plan (NRP) 2030 is a comprehensive strategy made by Indian Railways to create a “future-ready” railway system by 2030, with the capacity to meet demand through 2050. The plan aims to increase the modal share of railways in freight to 45% by 2030, up from 27% in 2022 and to make railways the backbone of India's logistics network (Ministry of Railways).

Key features and implementation

1. Achieve 100% electrification of the railway network by 2030, supporting green and sustainable growth, as of January 2025, Indian Railways has achieved 96.5% electrification of its broad-gauge network.
2. Upgrade speeds to 160 km/h on Delhi-Howrah and Delhi-Mumbai routes, and to 130 km/h on all Golden Quadrilateral and Diagonal routes
3. Identify and implement new dedicated freight corridors (East Coast, East-West, North-South) to support freight growth
4. Adopt advanced signalling, eliminate level crossings, and invest in high-speed rail and modern rolling stock
5. Explore public-private partnerships and innovative financing for project delivery

Impact of NRP 2030 on cold finished steel tubes, air braking system and forging components

The modernisation of rolling stock under NRP 2030 also drives demand for cold finished steel tubes and high-strength forgings. New high-speed and heavy-haul trains need cold finished steel tubes for frames and air brake systems, and high-strength forgings for wheels, axles, and couplings.

The Indian Railways has announced plans in February 2024, to upgrade 40,000 standard rail coaches to Vande Bharat standards over the next 8 to 10 years, with a phased rollout of approximately 4,000 bogies per year. This ambitious modernization initiative is expected to generate significant demand for components, including precision tubes and high-strength forgings, which will be essential to produce these advanced coaches.

The railways' share in steel tube and forging demand has grown steadily, with infrastructure projects and rolling stock modernisation as key drivers. The 2030 outlook is promising, with the demand for tubes and forgings set to rise sharply, especially for high-speed, heavy-haul and electrified routes.

Dedicated freight corridors (DFCs)

DFCs are specialised railway lines designed exclusively for freight movement, separating cargo from passenger traffic to improve speed, efficiency, and capacity. The two flagship corridors — the Western DFC (Delhi to

Mumbai) and Eastern DFC (Ludhiana to Dankuni) — span over 2,800 km and are among the largest infrastructure projects in India. Three more corridors (East Coast, East-West, and North-South) are planned under the National Rail Plan.

Key features and implementation

1. DFCs are built to handle heavier and longer trains, with higher axle loads and advanced signalling
2. Freight trains on DFCs can run at up to 100 km/h, double the average speed on conventional lines
3. By shifting freight to dedicated lines, DFCs free up capacity for passenger trains on existing routes
4. DFCs include state-of-the-art freight terminals, logistics parks and automated handling systems

How DFCs support cold finished steel tubes, and forging components

The construction of these corridors requires high-strength steel tubes for various infrastructure components, such as bridges and signalling masts, driving demand for these products. For instance, the Indian Railways plans to use over 2 million tonnes of steel for the construction of the eastern and western DFCs, which is expected to boost the demand for high-strength steel tubes.

The DFCs also rely heavily on cold finished steel tubes and advanced forgings for the rolling stock, including specialised wagons and braking systems, as well as for the construction of logistics parks and terminals. This has not only driven growth in the domestic market but has also enhanced India's credentials as a supplier of advanced tubes and forgings for global projects. The government has set a target to increase the country's exports of steel products to USD 20 billion by 2025, and Indian companies are now being considered for global projects in Southeast Asia and Africa (Ministry of Steel).

The growth of the cold finished tubes, and forging components industries is expected to continue, driven by the government's plan to invest in the development of new corridors and boost the growth of the logistics sector. With three more corridors planned, total demand for tubes and forgings is expected to double by 2030, with allied sectors such as logistics and construction experiencing significant spillover benefits. As a result, the Indian industry is well-positioned to capitalise on this growth and become a global leader in the supply of advanced tubes and forgings for railway logistics and infrastructure.

Amrit Bharat Station Scheme

Launched in February 2023, the Amrit Bharat Station Scheme aims to modernise and redevelop 1,309 railway stations across the country, transforming them into world-class transport hubs with upgraded amenities, safety, and sustainability features. The scheme is a cornerstone of the government's infrastructure modernisation drive, aligning with the broader Viksit Bharat vision. As of July 2025, 103 railway stations across 18 states have been renovated under the scheme.

The scheme mandates the use of advanced materials, for various components of railway stations, including roofing, pillars, platforms, and footbridges. According to the Ministry of Railways, each station requires approximately 10 kg of steel tubes per square foot, which is about double the requirement for high-rise buildings (Ministry of Railways). For instance, large stations such as New Delhi may need 40,000 tonne of steel tubes and smaller ones 500 to 600 tonne.

The scheme's emphasis on modern station designs, which rely on modular, pre-engineered construction, has also increased the demand for cold finished steel tubes. These tubes are preferred for their high strength-to-weight ratio, corrosion resistance, ease of fabrication and quick assembly. They also enhance structural integrity and aesthetic appeal. Furthermore, the scheme's focus on safety and durability has led to an increase in demand for forged components in station infrastructure, such as support brackets, railings, and critical load-bearing assemblies.

The growth of the cold finished steel tubes and forging components industries is expected to continue, driven by the government's initiatives and the increasing demand for infrastructure development. The scheme provides sustained, large-scale demand for tube manufacturers, especially those with innovative products and capacity for high-volume supply, leading to volume and margin expansion. Manufacturers are investing in technology and capacity expansion to meet the scheme's requirements, boosting competitiveness and product quality.

Overview of the domestic manufacturing sector

GVA growth of manufacturing sector in India (₹ trillion)

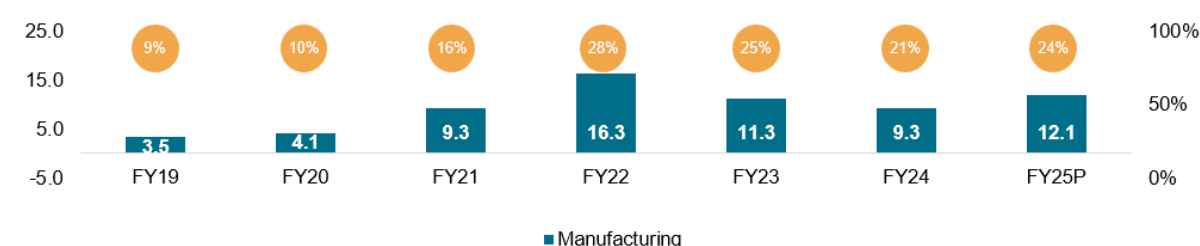


FY: Fiscal year, P: Provisional
Source: Crisil Intelligence, CSO

Manufacturing contributed 17% to India's GVA. India has the potential to become one of the largest manufacturing hubs, driven by initiatives such as the Production Linked Incentive (PLI) scheme and Aatma Nirbhar Bharat Abhiyan, with other enabling factors like the Foreign Trade Policy (FTP) with incentives and tax benefits, promotion of exports, and development of export hubs. The manufacturing sector's Gross Value Added (GVA) growth is expected to accelerate, with a CAGR of 6.5% from Fiscal 2019 to Fiscal 2025, reaching ₹ 29.5 trillion by Fiscal 2025, and contributing 17% to the total GVA of ₹ 171.8 trillion in Fiscal 2025, driven by a significant year-on-year (y-o-y) growth of 8.5% in Fiscal 2022 and 7.4% in Fiscal 2024. This growth trajectory underscores India's potential to emerge as a major manufacturing hub, with the sector's GVA increasing by over 26% from Fiscal 2019 to Fiscal 2025.

FDI in the manufacturing sector

Foreign direct investment flows to India (USD billion)



FY: Fiscal year; P: Provisional
Source: Foreign direct investment flows to India, RBI annual report 2024 to 25

The Indian manufacturing sector has seen significant growth in foreign direct investment (FDI) due to the Government's liberalized policies and initiatives. FDI equity inflows into the sector rose 69% to USD165 billion between 2014 to 2024, compared with USD 98 billion over 2004 to 2014, driven by programs such as Make in India and PLI schemes. The Government's decision to permit up to 100% FDI in manufacturing through the automatic route has simplified market entry and boosted investor confidence.

The sectoral impact of FDI in manufacturing is notable, with significant investments flowing into automobiles, electronics, and pharmaceuticals. Maharashtra has emerged as the top state for FDI inflows, attracting over USD 16.6 billion in Fiscal 2025. The PLI scheme is expected to attract investments worth USD 520 billion by 2025, creating over 1 million jobs, and the government continues to raise FDI limits in key sectors to attract more foreign capital, as stated in the Union Budget 2023 to 24, further boosting the manufacturing sector's growth.

Trade statistics for engineering products

Value of Indian exports (USD billion)

Year	Total Exports	Merchandise Exports	Services Exports	Engineering Goods Exports
FY2019	538.1	330.1	208.0	80.8
FY2020	526.6	313.4	213.2	76.0

Year	Total Exports	Merchandise Exports	Services Exports	Engineering Goods Exports
FY2021	497.9	291.8	206.1	73.9
FY2022	676.5	422.0	254.5	108.2
FY2023	776.4	451.1	325.3	103.2
FY2024	778.1	437.1	341.1	105.6
FY2025	824.9	437.4	387.5	112.7

FY: Fiscal Year

Source: Monitoring Dashboard, DGFT, Ministry of Commerce and Industry, Crisil Intelligence

Indian exports have grown steadily, reaching a record USD 824.9 billion in Fiscal 2025, up 6% from previous Fiscal year. This includes both merchandise and services exports. India's export of non-petroleum merchandise goods has been increasing at about 8 to 9% historically. This is expected to increase considering current situation about tariffs in China.

Top destinations for Indian merchandise exports in FY2025

Country	FY25 (USD billion)	% Share
USA	86.5	20.0%
UAE	36.6	8.5%
Netherlands	22.8	5.3%
UK	14.5	3.4%
China	14.3	3.3%
Others	262.7	59.7%
Total	437.4	100%

Top destinations for Indian engineering goods exports in FY2025

Country	FY25 (USD billion)	% Share
USA	18.28	16.2%
UAE	8.20	7.3%
Saudi Arabia	5.57	4.9%
Singapore	4.47	4.0%
Germany	4.01	3.6%
Others	72.21	64.0%
Total	112.7	100%

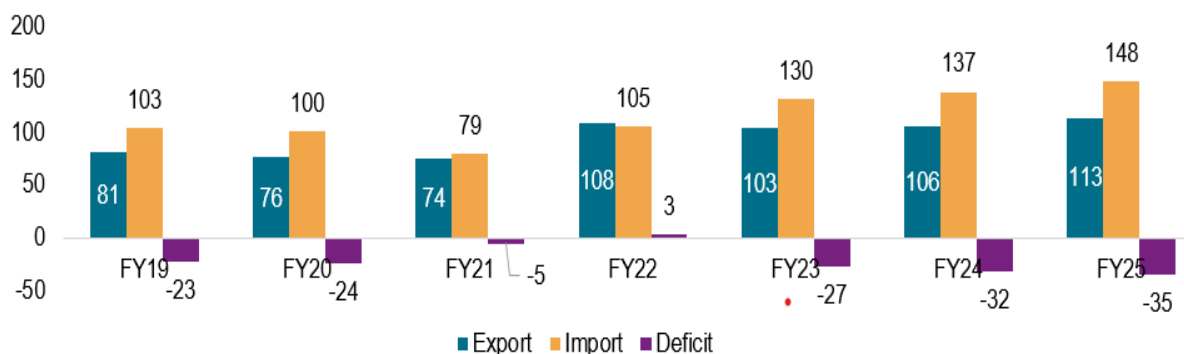
Note: FY: Fiscal year

Source: Monitoring Dashboard, DGFT, Ministry of Commerce and Industry, Crisil Intelligence

In Fiscal 2025, the United States emerged as the leading destination for Indian merchandise exports, accounting for 20% of the total exports, valued at USD 86.5 billion. The top destinations for Indian engineering goods exports also saw the USA at the forefront, with a share of 16.2%. Notably, the total Indian merchandise exports reached USD 437.4 billion, with a significant 59.7% attributed to other countries, indicating a diverse export market.

Export-Import analysis of engineering goods for India (USD billion)

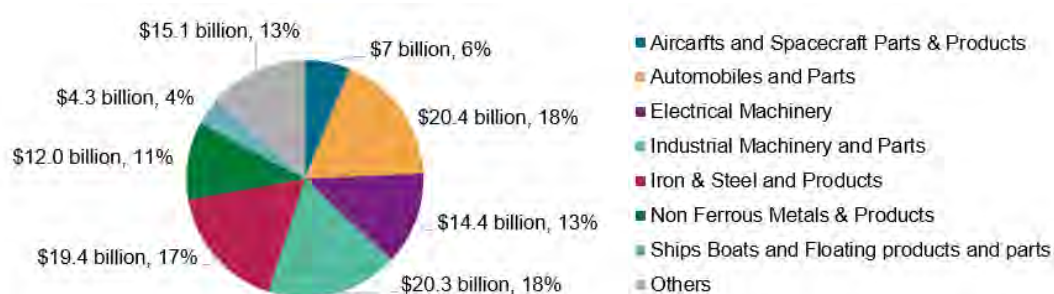
The engineering products sector witnessed a notable trend, with exports reaching USD 113 billion in Fiscal 2025, representing a CAGR growth of 5.7%. The sector's import values also saw a substantial increase, with a CAGR of 6.1% from Fiscal 2019 to Fiscal 2025. This resulted in a widening deficit, which stood at USD 35 billion in Fiscal 2025 from USD 23 billion in Fiscal 2019.



FY: Fiscal year; P: Provisional

Source: Monitoring Dashboard, DGFT, Ministry of Commerce and Industry, Crisil Intelligence

Category wise breakup of engineering products (value in USD billion, % share)



Note: Others includes accumulators and batteries, bicycle and parts, cranes lifts and winches, electrodes accumulators, hand tools & cutting tools, medical and scientific instruments, office equipment, other construction machinery, prime mica and mica products, railway transport and other misc. items; FY: Fiscal year; P: Provisional

Source: Monitoring Dashboard, DGFT, Ministry of Commerce and Industry, Crisil Intelligence

In Fiscal 2025, the engineering products sector was led by automobiles and parts, and industrial machinery and parts, which collectively accounted for 36.1% of the total exports. The category-wise breakup reveals a diversified export base, with six categories contributing over 10% each to the total exports of USD 112.7 billion. Notably, iron & steel and products, and electrical machinery also emerged as significant contributors, with shares of 17.2% and 12.8%, respectively.

Sectoral demand drivers

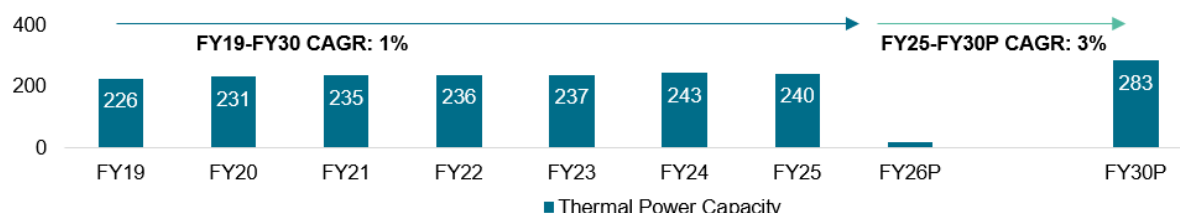
The domestic manufacturing sector is closely linked to the performance of key end-use industries that drive demand for critical engineering inputs such as forging components, seamless pipes, and precision tubes. Among these, the thermal power and automotive sector hold significant position. The thermal power sector continues to be a major user of seamless pipes and engineering components, with demand sustained by ongoing capacity additions and modernisation of existing plants. Similarly, automotive industry, as one of the largest consumers of forgings, has witnessed steady growth supported by rising vehicle demand, increasing localisation, and policy thrust on electric mobility.

In addition, oil and gas, railways, processing industries and defence contribute significantly to the demand landscape. These sectors collectively form a crucial demand base, reinforcing the long-term growth potential of domestic manufacturing.

Thermal power sector

The Indian manufacturing sector is a vital component of the country's economy, and the thermal power sector plays a crucial role in supporting its growth. As the backbone of India's electricity generation, thermal power accounts for the largest share of the energy mix. As of January 2025, thermal capacity stood at 240 GW, according to the Ministry of Power (2025). This significant capacity is a testament to the sector's importance in meeting the country's energy demands.

Thermal Power Capacity in Indian (GW)



Note: Thermal power includes coal, lignite, gas and diesel-based power plants

Source: CEA, Crisil Intelligence

Despite the rapid expansion of renewable energy, coal-fired plants remain critical for meeting peak demand and ensuring grid stability, especially during periods of high consumption such as heatwaves. The government continues to add new coal capacity alongside renewables, but the pace of thermal growth is moderating as clean energy investments rise. Furthermore, efforts to ensure supply security have led to improved coal stock levels at

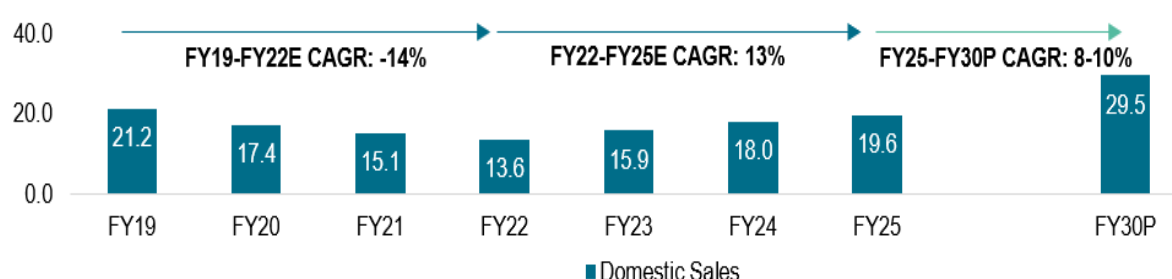
thermal plants, with 58.1 million tonnes available at the start of Fiscal 2026, as reported by the energy and clean air organization (2025).

The thermal power sector remains essential for India's energy security and economic growth in the near term, despite the country's aim to gradually reduce fossil fuel dependency. As the sector continues to evolve, it is expected to play a vital role in supporting the growth of the Indian manufacturing sector, with the government's efforts to ensure a balanced energy mix and supply security. As noted by India Briefing (2025), India's power sector in 2025 is expected to be shaped by a mix of thermal and renewable energy sources, with the government's policies and initiatives aimed at promoting a sustainable and secure energy future.

Automotive sector

Indian automotive sector is one of the largest in the world, with the two-wheeler segment playing a dominant role. The two-wheeler market hit a peak in Fiscal 2019 followed by a decline due to economic slowdown and COVID-19. The sector recovered from Fiscal 2023 onward with a CAGR of 13%, with strong domestic and export growth (According to Society of Indian Automobile Manufacturers (SIAM)). The sector is poised to cross pre-COVID volume levels in Fiscal 2026, with estimated growth of 8 to10% between Fiscal 2025 to 2030.

Two-wheeler domestic sales in Indian (million units)



Source: Society of Indian Automobile Manufacturers (SIAM), Crisil Intelligence

The two-wheeler segment is driven by factors such as rural demand, electrification, and premiumization trends, with a focus on lightweight, high-performance components. The forging and precision tube industries play a vital role in the two-wheeler segment, with a strong correlation between the two. The sector depends on these industries for critical parts, including steering shaft tubes, telescopic front fork tubes, and exhaust tubes. With the two-wheeler segment poised to cross pre-COVID volume levels in Fiscal 2026, the demand for these critical components is expected to drive growth in the forging and precision tube industries.

Key initiatives supporting the domestic manufacturing industry

Make in India

Make in India was launched in 2014 to revive the manufacturing sector and boost economic growth. The initiative aimed to create jobs and reduce import dependence. It focused on 25 key sectors, including automobiles and electronics. This initiative was crucial for India's growth. The initiative simplified regulations and promoted a business-friendly environment. It included FDI liberalisation, allowing up to 100% FDI in many sectors. The focus was on sectors like defence, chemicals, and renewable energy. This helped attract global companies to India. The initiative provided incentives like tax breaks and subsidies, encouraging domestic manufacturing. It generated a significant number of jobs and improved skill levels. The corporate tax reduction to 15% made India competitive in the Southeast Asian market. This led to increased FDI inflows and export competitiveness.

India's manufacturing sector has grown, with increased FDI inflows to USD 71 billion in Fiscal 2024. The initiative has catalysed investments in electronic manufacturing, automotive, and pharmaceuticals. Infrastructure projects like industrial corridors and smart cities are progressing to support manufacturing ecosystems. This has made India a top player in renewable energy capacity globally.

Manufacturing industries	FY15	FY24
Installed renewable capacity	75.5 GW	195 GW
GVA of processed foods sector	USD 21.9 billion	USD 28 billion
Export of finished steel	5.6 MT	7.5 MT

Manufacturing industries	FY15	FY24
Drug and pharmaceutical exports	USD 15.1 billion	USD 27.9 billion
Value of defence production	USD 6.5 billion	USD 15.3 billion

GW – gigawatts, GVA – gross value added, MT – million tonnes

Source: World Bank, Invest India, IBEF, PIB, DGCIS

Production Linked Incentive scheme

The government has allocated ₹1.97 trillion (over USD 26 billion) till March 2025, under the PLI scheme for 14 key sectors to enhance manufacturing capabilities and exports. The scheme aims to attract domestic and foreign investments, apply cutting-edge technology, and boost exports. It targets to make India an integral part of the global value chain. The scheme has a potential to generate significant investment and employment. The 14 sectors are:

14 key sectors	
(i) Mobile Manufacturing and Specified Electronic Components	(viii) Electronic/Technology Products
(ii) Critical Key Starting Materials/Drug Intermediaries and Active Pharmaceutical Ingredients	(ix) White Goods (ACs and LEDs)
(iii) Manufacturing of Medical Devices	(x) Food Products
(iv) Automobiles and Auto Components	(xi) Textile Products: MMF segment and technical textiles
(v) Pharmaceuticals Drugs	(xii) High efficiency solar PV modules
(vi) Specialty Steel	(xiii) Advanced Chemistry Cell (ACC) Battery
(vii) Telecom and Networking Products	(xiv) Drones and Drone Components

Source: Ministry of Commerce & Industry

Key highlights of PLI schemes

Particulars	Units	Amount
PLI scheme led investment	₹ trillion	1.76
PLI scheme production/sales	₹ trillion	16.5
PLI scheme led exports	₹ trillion	5.31
PLI led Employment generation	₹ million	1.2 (direct and indirect)

Note: PLI scheme led exports data is till November 2024, while other data in the table are until March 2025

Source: Ministry of Commerce & Industry

Benefits through the PLI scheme

The PLI scheme has allocated ₹ 181 billion to incentivise production milestones and promote technological advancements in advanced battery manufacturing. The scheme supports economies of scale and growth of lithium-ion and solid-state battery technologies (Ministry of Heavy Industries). It has also led to significant investment and employment generation, with an estimated 11.5 million direct and indirect jobs created. The scheme has attracted investments of ₹ 1.76 trillion and is expected to generate production/sales of ₹ 16.5 trillion. It is also expected to generate exports of ₹ 5.31 trillion. The scheme has created an estimated 1.2 million direct and indirect jobs, with the specialty steel sector expected to create an additional 17,000 jobs between Fiscals 2024 and 2028.

The PLI scheme has benefited various sectors, including large scale electronics manufacturing and specialty steel. In the LSEM sector, production of mobile phones has surged by over 125% and exports have increased 4x since Fiscal 2021. FDI has also risen by 254% since the inception of the PLI scheme. In the specialty steel sector, an estimated ₹ 160 billion was invested in Fiscal 2024, and another ₹ 10 billion is expected to be invested in Fiscal 2025.

Indian foreign trade policy

The Indian Foreign Trade Policy 2023 aims to facilitate ease of doing business for exporters through process re-engineering and automation, with a focus on increasing India's overall exports to USD 2 trillion by 2030. The policy also promotes global integration of India's economy and positions India as a reliable trade partner. The key pillars of the policy include incentive to remission, export promotion through collaboration, ease of doing business, and emerging areas such as e-commerce and high-tech manufacturing.

The policy introduces several major initiatives, including a new payment settlement framework, a one-time

Amnesty Scheme for exporters, and recognition of new "Towns of Export Excellence". The policy is effective from April 1, 2023, and will remain in operation unless amended. With its flexible and technology-driven approach, the Foreign Trade Policy 2023 is aimed at making India a global export leader by 2030. The policy's focus on collaboration, ease of business, and new export sectors is expected to drive growth and increase India's exports in the coming years.

Labour cost and ease of doing business

Labour cost in India

Labour cost is a critical factor influencing India's competitiveness as a manufacturing and services hub. The country has experienced significant changes in wage levels, labour force participation, and employment quality over the past decade. Economic growth, demographic shifts, and government policies have shaped these labour cost dynamics. India's labour cost has steadily increased, with average hourly labour cost rising to USD 3.0 per hour in Fiscal 2025 (Ministry of Statistics and Programme Implementation (MoSPI)).

Employment situation in India

Year	WPR	LFPR	UR
FY2019	47.3	50.2	5.8
FY2020	50.9	53.5	4.8
FY2021	52.6	54.9	4.2
FY2022	52.9	55.2	4.1
FY2023	56.0	57.9	3.2
FY2024	58.2	60.1	3.2

Note: Data for all persons aged 15 years and above at all-India level, and the period is between July-June for all years

FY: Fiscal year, WPR: Worker population ratio; LFPR: Labour force participation ratio; UR: Unemployment Ratio

Source: Periodic Labour Force Survey (PLFS), Ministry of Statistics and Programme Implementation (MoSPI)

The employment situation in India has shown a notable improvement between Fiscal 2019 and Fiscal 2024. The worker population ratio (WPR) has increased significantly, rising from 47.3% to 58.2%. The unemployment rate (UR) has declined steadily, recording a year-on-year decrease from 5.8% in Fiscal 2019 to 3.2% in Fiscal 2024. Labour force participation has improved to 60.1% in Fiscal 2024 from 50.2% in 2019.

The national floor-level minimum wage has risen to ₹ 178 per day in 2024 from ₹ 137 per day in 2014, supporting improved worker incomes. Women's participation in the workforce has increased to nearly 37% from 23%. Employment has grown to over 640 million in Fiscal 2025 from 470 million in Fiscal 2015. Although the unemployment rate has fluctuated, it stabilised at 7.9% in early 2025, indicating a positive trend in the country's employment landscape (Trading Economics).

Ease of doing business in India

The ease of doing business in India reflects the regulatory and operational environment, impacting investment and economic growth. India has undertaken extensive reforms to simplify procedures and improve infrastructure. The reforms have boosted India's attractiveness for investment and business operations.

Key reforms such as GST implementation, insolvency code, and digitisation have contributed to regulatory simplification and faster clearances. Improved contract enforcement and digital governance have also played a significant role. These reforms have enhanced India's competitiveness as a destination for investment and manufacturing. The country's improved business environment has offset the impact of rising labour costs.

India has experienced an increase in labour costs in the past decade, with moderate inflation. However, labour force participation and employment levels have improved, with a notable rise in women's participation in the workforce. This shift reflects broader social and economic changes in the country, making India an attractive destination for investment.

Indian rail systems overview

Indian railway and infrastructure overview

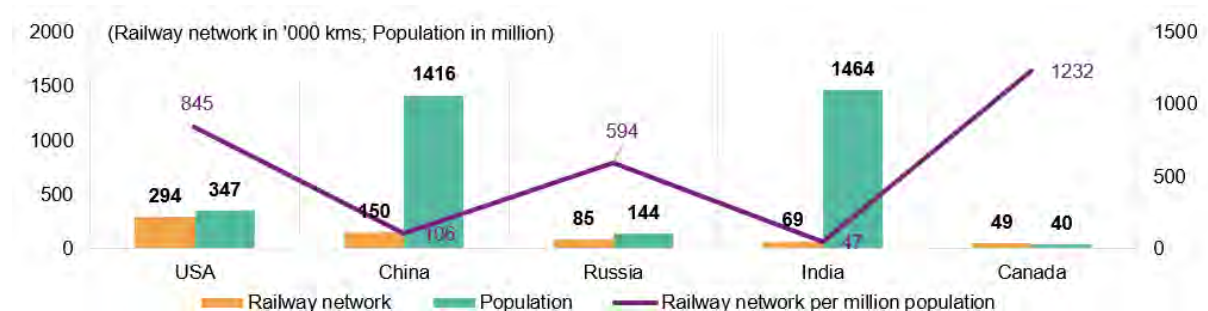
The Indian railway system is a vital component of the country's transportation infrastructure, playing a crucial role

in connecting the nation and facilitating economic growth. As one of the world's largest and most complex rail networks, it effectively links remote villages, major cities, ports, and industrial hubs, thereby fostering seamless connectivity and promoting trade and commerce across the country.

Overview of rail connectivity in India

The Indian railway sector is expected to experience significant growth, driven by robust demand and government support, with passenger traffic forecast to rise by 29% between 2021 and 2031, and freight volumes projected to surge 157% during the same period. The National Rail Plan 2030 envisages a capital expenditure of USD107 billion between 2026 and 2031, targeting capacity augmentation, technological upgrades, and environmental sustainability. As India's economy expands, the railway sector's role in supporting logistics, regional development, and employment will strengthen, making it a key pillar of national growth and connectivity. The sector is poised to play a critical role in supporting India's economic growth and development.

Railway network per million population



FY: Fiscal Year

Source: World Population Prospects 2024, UN Department of Economic and Social Affairs

India's rail network has significant room for expansion, with only 47 km of railway per million population, significantly lower than countries like the USA (845 km/mn population), China (106 km/mn population) and Canada (1,232 km/ mn population), highlighting the potential for growth in India's rail network. This disparity presents a substantial room for growth in India's rail network market.

Despite having a strong connectivity and market size, India's rail network market has the potential to expand exponentially. With only 36% of the country's freight movement occurring via rail, compared to 47% in China and 48% in the US, there is significant headroom for growth. The Indian rail network market is poised to capitalize on this opportunity, driven by the need for efficient and reliable transportation infrastructure to support the country's growing economy.

Recent trends and strategies

Over the last 5 years, India has made substantial investments in rail infrastructure, dramatically improving both the scope and quality of the railway network. These investments have led to increasing connectivity, modernisation, enhanced safety, and efficiency across the country. Some of the investment highlights are:

- Introduction of modern trains (Vande Bharat, planned Vande Sleeper), electrification of nearly 97% of broad-gauge lines, and over 11,500 flyovers constructed in the last decade.
- Eastern and Western Dedicated Freight Corridors near completion, with three more under development. These reduce logistics costs and improve goods transport speed and efficiency.
- The pace of expansion increased from 4 km per day (2015) to 15 km per day (2024), with plans for 40,000 km of additional tracks in next 6 to 8 years.

The Indian Railways has embarked on a transformative expansion and modernization drive, backed by unprecedented investments and technological upgrades, with a focus on increasing freight modal share to 45% by Fiscal 2030 from 26% in Fiscal 2022. The National Rail Plan 2030 aims to achieve this goal through a ₹16.7 trillion investment plan by Fiscal 2031, with a focus on track expansion, electrification, and dedicated freight corridors. Modern trains like Vande Bharat and Amrit Bharat are enhancing passenger amenities, while large-scale station redevelopment projects improve operational efficiency, and digital and safety upgrades are also underway.

Over the last 5 years, the Government has provided significant budgetary support, with a record 41,929 freight wagons produced in Fiscal 2025, representing an 11% year-on-year growth, and 7,134 passenger coaches produced in Fiscal 2025, focusing on non-AC coaches for common passengers (Indian Railways achieves record 9% growth in coach production for 2024 to 25, PIB). These investments have helped improve rail infrastructure, with 31,180 track kilometers laid between Fiscals 2014 and 2024, and 41,655 route kilometers electrified during the same period. The Gati Shakti initiative promotes seamless connectivity between rail, road, ports, and airports, supporting goods movement and logistics efficiency. The government has also provided a cumulative capital expenditure of ₹ 10.66 trillion in the past 5 years, with a capital expenditure of ₹2.6 trillion in Fiscal 2024 and ₹2.52 trillion in Fiscal 2025.

The future roadmap for Indian Railways includes the redevelopment of 1,309 stations, full network electrification, and the introduction of new trains and wagons. With these initiatives, Indian Railways is poised to drive India's economic growth and become a catalyst for development, targeting net-zero carbon emissions by Fiscal 2030, with plans to commission 30 GW of renewable energy by the same year. As the Indian railway sector continues to evolve, it is essential to address challenges like financial constraints, project implementation hurdles, and aging infrastructure to ensure sustainable growth and development.

Investments in rail infrastructure

Over the last decade, Indian Railways has delivered several major infrastructure projects that have been crucial contributors, to overall national construction and infrastructure activity since Fiscal 2020. Some of the key projects are:

- As of April 2024, 12,045 km under 488 projects (187 new lines, 40 gauge conversions, 261 doubling) have been commissioned at a cost of approximately ₹ 2.92 trillion.
- The Udhampur-Srinagar Baramulla Rail Link (USBRL) was completed, connecting the Kashmir Valley to the national rail grid, and supporting both strategic mobility and regional development through year-round access.
- A second track was commissioned on the Brahmaputra River crossing (New Bongaigaon-Guwahati section), significantly increasing capacity, and improving connectivity for the Northeast region.
- Doubling of busy routes such as Katwa-Bazar Sau and Azimganj-Bazar Sau in West Bengal, crucial for coal transport and industrial connections.
- Commissioning of third line projects like the Bhusawal-Jalgaon section in Maharashtra, which eased congestion in high-traffic corridors, supporting faster and more frequent train operations.

The Indian Railways has received significant investments, with a capital expenditure of ₹2.52 trillion for Fiscal 2026.

The government is also encouraging private investment through PPP models, especially for freight corridors, commercial /mineral transportation lines, commercial station development, opening new investment opportunities and fostering innovation in the sector. The Mumbai-Ahmedabad High-Speed Rail Corridor (bullet train project) continues to receive financial support, while dedicated freight corridors are being expanded to cater to rising industrial demand.

The Indian Railways is receiving significant investments, reflecting the government's commitment to transforming the sector. With a focus on modernization, expansion, and sustainability, the sector is poised to play a critical role in supporting India's economic growth and development. As the sector evolves, it is essential to address challenges and threats, including financial constraints, project implementation hurdles, and aging infrastructure.

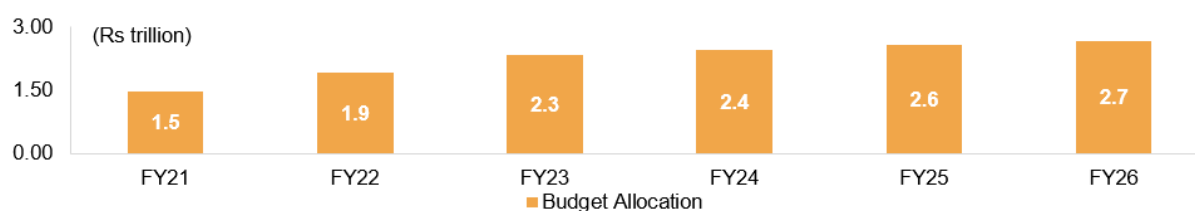
Budgetary expenditure on railways

The government's budgetary expenditure in Union Budget 2025 to 2026 on railways has driven growth and modernisation in the sector. Key highlights include:

- Total budgetary allocation – ₹ 2.65 trillion, with a 12.5% CAGR over Fiscals 2021to 2026
- Key expenditure heads – safety initiatives (₹ 1,165.14 billion), rolling stock (₹ 576.93 billion), new lines and doubling (₹ 322.35 billion and ₹ 320 billion, respectively), and gauge conversion (₹ 45.50 billion)
- Dedicated Freight Corridors (DFCs) – ₹ 5 billion allocated for Fiscal 2026, down from ₹54.99 billion in Fiscal 2025, as the eastern and western dedicated freight corridors (DFC) are near completion

- Revenue expenditure – ₹ 3,021 billion, with a focus on core infrastructure and safety

Year-wise budget allocation to railways (₹ trillion)



FY: Fiscal Year

Source: Open Government data (OGD) platform India, Ministry of Railways

In recent years, actual expenditure has matched or come very close to the budget allocation, reflecting efficient fund utilisation and timely project execution.

Key railway projects under National Infrastructure Pipeline (NIP)

The National Infrastructure Pipeline (NIP) has allocated ₹ 13.69 trillion to the railway sector, accounting for 13% of the total capital expenditure between Fiscals 2020 to 2025 (National Infrastructure Pipeline, Report of Task Force, Department of Economics Affairs, Ministry of Finance). This investment will focus on network expansion, electrification, and modernization of railway infrastructure. As per the NIP report, the railway sector is one of the top four focus sectors.

Key projects under the NIP include the doubling, tripling, and quadrupling of high-density railway lines, construction of new lines, and completion of dedicated freight corridors. The plan also aims to achieve 100% electrification of the Indian Railways network by Fiscal 2026, reducing dependence on fossil fuels and operational costs. Additionally, the Mumbai-Ahmedabad High-Speed Rail project is a flagship initiative under the NIP. The NIP encourages private sector participation in cargo operations, passenger trains, and station management.

Growth drivers

The Indian railway sector is driven by rising demand, government policy and investment, technological advancements, and a focus on sustainability. Growing passenger and freight traffic, driven by economic expansion and urbanisation, is expected to drive sector growth. Strong policy support and strategic initiatives like the National Rail Plan and Gati Shakti will also drive growth. The sector's growth is further supported by increasing investments in infrastructure and technology.

Segment-wise opportunities

- **Construction of New Rail Lines** - The Indian Railways has allocated ₹ 322.35 billion for new lines in Fiscal 2026, with a long-term vision of laying 100,000 km of new alignments, including some replacements, doubling and gauge conversion works over the next 25 years costing ₹ 15 to 20 trillion (Modernisation of Railways under Viksit Bharat, Crisil). This expansion aims to connect economic hubs and underserved regions, boosting regional development.
- **Gauge Conversion** - The government has earmarked ₹ 45.50 billion for gauge conversion in Fiscal 2026, aiming to standardize the network for higher capacity and seamless movement. The ongoing Uni-gauge project is a key initiative in this regard, ensuring uniformity across the rail network. This will enable faster and more efficient transportation of goods and passengers.
- **Doubling/Additional Lines** - The Indian Railways has allocated ₹ 320 billion for doubling, tripling, and quadrupling key routes in Fiscal 2026, targeting high-density corridors to boost passenger and freight capacity. Over 200 projects are underway to ease congestion and enhance network efficiency. This will significantly improve the overall rail infrastructure, enabling faster and more reliable services. National Rail Plan (NRP) 2030 mandates decongestion of busy routes, targeting a 45% freight modal share.
- **Safety** - The government has allocated ₹1,165.14 billion for safety in Fiscal 2026, the highest ever, with a focus on track renewal, modern signalling, and telecom upgrades. Key projects include the introduction

of 1,000 new Road Over/Under Bridges (RoBs/RuBs) and the implementation of Kavach (Automatic Train Protection). This will significantly enhance safety and reduce accidents.

- **Rail Electrification** – The Indian Railways has achieved 96.5% electrification of its broad-gauge network, with a target of 100% electrification by Fiscal 2026. The electrification rate has increased 16 times over the past decade, with significant benefits including lower operating costs and reduced carbon emissions. This will support the country's net-zero targets and make rail transport more sustainable.
- **High-Speed Rail** – The Mumbai–Ahmedabad High-Speed Rail (HSR) project, using Shinkansen technology, is expected to be completed by 2028. The introduction of 200 Vande Bharat, 50 Namo Bharat and 100 Amrit Bharat trains in the next 2 to 3 years will further enhance high-speed rail services. Additionally, pilots for Vande Sleeper and hydrogen trains are underway, showcasing innovation in rail transport.
- **Diamond Quadrilateral Policy** – The Diamond Quadrilateral policy aims to create a network of high-speed rail corridors connecting Delhi, Mumbai, Chennai, and Kolkata. Feasibility studies and DPRs for multiple HSR routes are progressing, with phased implementation planned beyond 2026. This will transform the country's rail infrastructure, enabling faster and more efficient connectivity.
- **Railway Workshops/Maintenance Depots** – The Indian Railways is modernizing its workshops and maintenance depots, with a focus on adopting AI-powered predictive maintenance and advanced traffic management systems. The introduction of 17,500 new non-AC coaches and 200 Vande Bharat rakes will require enhanced maintenance capabilities. This will ensure efficient and reliable rail services.
- **Port Rail Connectivity** - The government is integrating port rail connectivity with the PM Gati Shakti initiative, aiming to improve logistics and reduce costs. Dedicated freight corridors and new lines to major ports will enable seamless cargo movement from ports to industrial and consumption centers. This will significantly enhance the country's trade and commerce capabilities.
- **Freight Loading** – Indian Railways recorded a freight loading of approximately 1617.38 MT in Fiscal 2025, a 1.68% increase over the previous year. The target for Fiscal 2026 is set at 1702.5 MT, a 5.2% growth indicating rising demand for freight transport capacity.

Threats and challenges

Despite growth drivers, the sector faces financial constraints, project implementation hurdles, and aging infrastructure. Funding gaps, land acquisition issues, and regulatory delays can slow down project execution. The sector also faces challenges in upgrading legacy systems and integrating them with new technologies, as noted by the IMF and World Bank, which highlight the need for increased investments and private-sector participation to address these challenges.

That said, Indian Railways is undergoing a significant transformation, marked by a policy shift from part vendors to system suppliers. This strategic move is reflected in the reduction of approved vendors to those that demonstrate higher integration ability, proven supply consistency, and the capability to deliver assemblies, rather than just individual parts. As part of this structural shift, which aligns with Lalbaba Engineering Limited's strategy, Indian Railways is increasingly focusing on awarding composite contracts that bundle multiple components together, resulting in larger ticket sizes and more comprehensive partnerships. This approach is expected to enhance the sector's overall efficiency and effectiveness, despite the existing challenges posed by financial constraints, project implementation hurdles, and aging infrastructure.

Indian rail systems overview

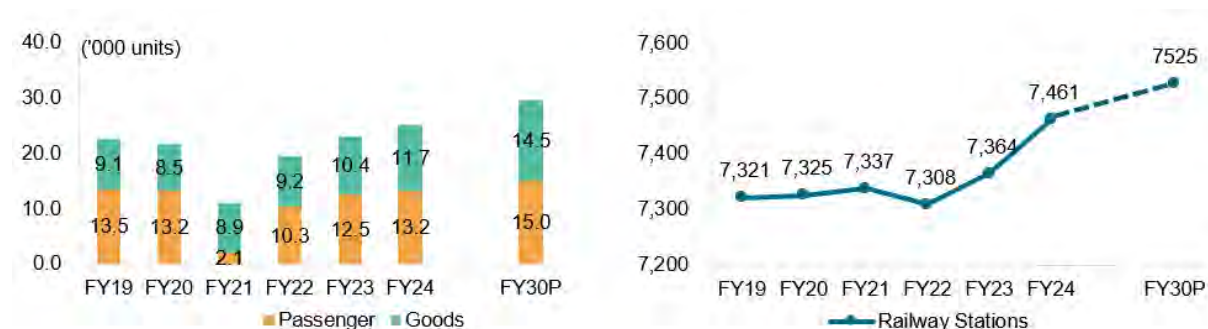
The Indian rail system is a vital component of the country's transportation infrastructure, playing a critical role in connecting the nation and facilitating economic growth. As one of the largest railway networks globally, it serves as a backbone for both passenger and freight movement across the country. This section provides an in-depth analysis of the Indian rail systems, covering the size of the network, market size and growth outlook, as well as the demand for rolling stock.

Overview – one of the largest railways networks

Indian Railways is the fourth-largest rail network globally, serving as a critical backbone for both passenger and

freight movement across the country. As of March 2024, the total route length was approximately 69,000 km, with a total track length (including sidings) exceeding 1,35,000 km.

Number of trains running daily and railway stations



FY: Fiscal year

Source: Indian Railways Yearbook, Crisil Intelligence

The trend of daily train operations in India shows a significant fluctuation in passenger trains, with a decline to 2,140 trains in Fiscal 2021 due to pandemic-induced disruptions. However, the sector recovered gradually, reaching 13,198 trains in Fiscal 2024. In contrast, goods trains demonstrated a steady upward trend, with a 4.2% CAGR from Fiscal 2019 to 2024. Goods trains registered a year-on-year (y-o-y) growth of approximately 13% in Fiscal 2024.

The number of railway stations in India increased by 140 stations, reflecting an absolute growth of 1.9% between Fiscal 2019 and Fiscal 2024. The growth accelerated in Fiscal 2024, with the number of stations rising by 1.3% year-on-year, the highest level during the period. This expansion can be attributed to the government's efforts to expand railway connectivity to border and remote regions and to enhance rail infrastructure, underscoring the government's commitment to improve the country's transportation network. The consistent growth in goods trains and railway stations highlights the sector's resilience and adaptability.

Growth of route lengths

	FY19	FY20	FY21	FY22	FY23	FY24
Route (km)	67,415	67,956	68,103	68,043	68,584	69,181

Note: FY: Fiscal year, km: kilometres

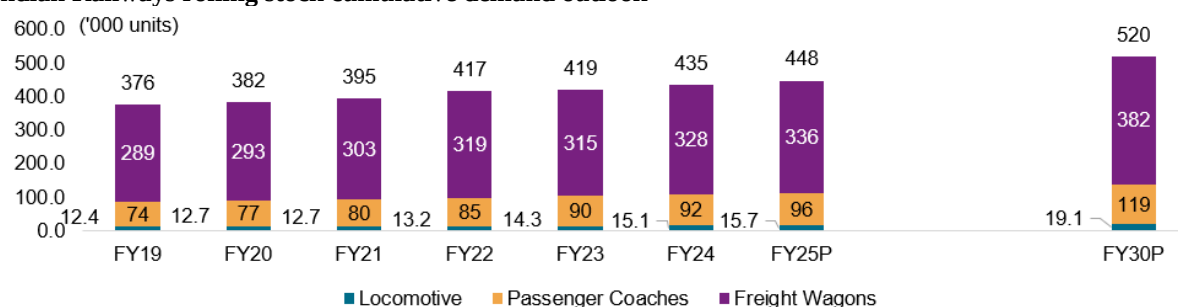
Source: Indian Railways Yearbook

The table highlights the growth of India's railway network from Fiscals 2019 to 2024. The route length increased steadily, with a notable expansion of 597 km in Fiscal 2024, reaching 69,181 km.

Rolling stock overview

India's rolling stock, comprising locomotives, passenger coaches, freight wagons, and metro trainsets, forms the backbone of fourth largest rail network rail networks. Managed primarily by Indian railways, the sector is under undergoing rapid modernization, driven by government investments, high-speed and metro projects, and the Make in India initiative. With a market projected at over ₹ 4.7 trillion in the next five years, it offers significant opportunities for innovations, manufacturing and global export.

Indian Railways rolling stock cumulative demand outlook



Passenger coaches include EMU coaches, conventional coaches, DMU/DHMU, other coaches' vehicles (including luggage vans, mail vans and parcel vans); Wagons include covered, open high-sided, open low-sided, other types and departmental wagons
FY: Fiscal year; Source: Crisil Intelligence, Indian Railways Yearbook

The rolling stock demand outlook for Fiscals 2019 to 2024 exhibits a steady growth trend, driven by an increase in the demand for freight wagons, including covered, open high-sided, and open low-sided wagons, among others. The demand for freight wagons grew to 327,991 in Fiscal 2024 from 289,175 in Fiscal 2019. Passenger coaches, comprising EMU coaches, conventional coaches, and other types, also witnessed a significant rise, increasing to 91,948 in Fiscal 2024 from 74,010 in Fiscal 2019, logging a 4.4% CAGR. The total rolling stock demand is expected to rise to approximately 448,000 in Fiscal 2025 and approximately 520,000 in Fiscal 2030, driven by the continued growth in demand for freight wagons and passenger coaches.

Capex Highlights

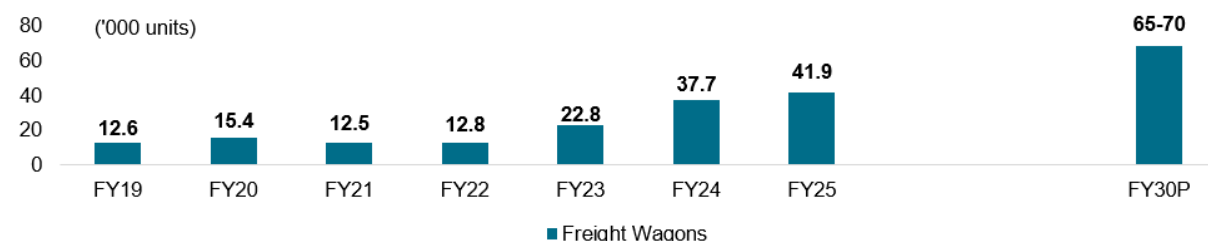
Company	Capex Amount (₹ billion)	Focus Areas	Capex Period
Titagarh Rail Systems	Approximately 20	Metro, Vande Bharat, foundry, testing	Fiscal 2025
Jupiter Wagons	20 to 25	Forged wheels, axles, export, expansion	Fiscal 2025 to 2027

Source: Industry, Crisil Intelligence

Recently, leading private rolling stock manufacturers in India have announced substantial capex to expand capacity, modernise facilities, and integrate operations. Titagarh Rail Systems is investing approximately ₹ 20 billion, with major expansion at Uttarpara (West Bengal), including a 99-year lease for 40 acres for new manufacturing, testing (including a test track), and commissioning metro coaches and Vande Bharat trainsets (Titagarh Rail Systems Limited Earnings Conference Call). Jupiter Wagons have committed ₹ 20 to 25 billion in capex towards its upcoming forging plant (for wheels and axles) in Odisha, which is planned to be operational in Fiscal 2027 to scale forged wheelset and axle production from 20,000 to 100,000 units at its subsidiary (Jupiter Tatravagonka Rail wheel Factory Private Ltd) and boost exports (Jupiter Wagons puts in motion ₹ 2,500 -crore capex plans, eyes exports revenue boost, Businessline). Global players such as Faiveley Transport continue to reinvest steadily, while component manufacturers focus on operational expansion. These investments align with strong government-led rail infrastructure growth and rising demand for metro and high-speed rail projects.

Overview of freight wagons

Demand – past and projected growth for Indian Railways



FY: Fiscal year

Source: Indian Railways Yearbook, Revised Coach Production Programme, PIB, Crisil Intelligence

The demand for freight wagons by Indian Railways has exhibited significant growth, with a notable increase from 12.6 in Fiscal 2019 to 41.9 in Fiscal 2025, representing a CAGR of 22%. This growth trajectory is expected to continue, with projected demand reaching 65 to 70 by Fiscal 2030.

Addition of new wagons into Indian Railways

	FY19	FY20	FY21	FY22	FY23	FY24	FY25
Wagon addition	12,649	15,443	12,521	12,796	22,790	37,650	41,929

FY: Fiscal year

Source: Indian Railways Yearbook, PIB, Crisil Intelligence

The demand for specific wagon types is closely tied to the growth of their respective industries, with BOXN/BOXNL wagons driving coal transportation, flat wagons supporting the steel sector, and covered wagons facilitating the movement of food, fertilizers, and cement. The Indian Government's plans to add 100GW of thermal power capacity and the expected growth of 8.5 to 9.5% in the steel and 6.5 to 7.5% in the cement sectors

in Fiscal 2026 are expected to drive significant increases in demand for these wagons. As a result, demand for these wagon types is anticipated to rise, with the cement sector alone expected to grow by 6.5 to 8.5% between Fiscal 2026 and 2030.

Growth of industries impacting freight demand

End use industry	Expected growth CAGR (FY 2026 to 2030)
Power	4 to 6%
Oil and gas	6 to 8%
Automobiles	8 to 10%
Steel (Mining & Metals)	7 to 9%
Agriculture	3 to 3.5%
Cement	6.5 to 8.5%

FY: Fiscal year

Source: CRISIL Intelligence, Industry

The growth of industries impacting freight demand is expected to be driven by significant expansions in key sectors, with the automobile industry leading the way at a CAGR of 8 to 10% from Fiscal 2026 to 2030. The oil and gas, and steel sectors are also anticipated to experience substantial growth, with CAGRs of 6 to 8% and 7 to 9%, respectively. This robust growth is poised to have a profound impact on freight demand over the next few years.

Supply of freight wagons to Indian Railways

Year	Railway Workshop	Wagon Industry	Total
FY2019	1,001	11,648	12,649
FY2020	1,243	14,200	15,443
FY2021	1,316	11,205	12,521
FY2022	1,292	11,504	12,796
FY2023	1,561	22,229	22,790
FY2024	2,136	35,514	37,650

FY: Fiscal year

Source: CRISIL Intelligence, Industry

The supply of freight wagons to Indian Railways has exhibited significant growth, with a compound annual growth rate (CAGR) of 14% between Fiscal 2019 and 2024. The total induction of wagons increased substantially, from 12,649 in Fiscal 2019 to 37,650 in Fiscal 2024, driven by a notable increase in production from the wagon industry. Notably, Fiscal 2024 saw a significant surge, with 35,514 wagons supplied by the wagon industry, contributing to a year-on-year growth of 59% over Fiscal 2023. Jupiter Wagons Ltd and Titagarh Rail & Engineering has a production capacity of 8,400 wagons & 12,000 wagons per annum, while Texamaco Rail & Engineering Ltd. produced 7,028 wagons in Fiscal 2024.

Government schemes promoting private participation

The Indian government has launched multiple schemes and policy reforms to boost private sector participation in railways, covering investment, operations, and infrastructure:

1. **Wagon Investment Schemes:** Schemes for private investment in general-purpose, high-capacity, and specialized wagons, including “Roll-on-Roll-off” services, automobile transport wagons, and PPP-based wagon leasing.
2. **Public-Private Partnerships (PPP):** Adoption of BOT, JV, and private line models for station redevelopment, new freight corridors, and rolling stock manufacturing.
3. **Regulatory & Policy Reforms:** Amendments to streamline approvals, decentralize powers, and introduce independent tariff and safety regulation.
4. **Infrastructure Development:** EPC-based station upgrades and PPP-led cargo terminal projects under the Gati Shakti framework.
5. **Broader Investment Scope:** Opening of rolling stock manufacturing, maintenance, logistics, and passenger services to private players through PPPs and direct tenders.

These measures aim to modernise infrastructure, expand capacity, accelerate operational efficiency while fostering sustained private sector participation.

Overview of railway braking system

The Indian railway braking systems primarily use compressed air to apply brakes safely and effectively across the train.

Introduction to braking system components (Air braking system, Wagon Maintenance Manual, Indian Railways)

A railway brake is a type of brake used on the rolling stock of railway trains to enable deceleration, control acceleration (downhill) or to keep them immobile when parked.

Main types of mechanical braking system

Braking system	Advantage	Limitation	Application
Air braking (Uses compressed air to activate brake cylinders)	Shorter braking distances, no performance loss at high altitudes, fail-safe design	More components and higher maintenance are needed than vacuum systems	Majority of coaching stocks and freight wagons
Vacuum braking (Relies on vacuum creation in train pipes)	Fewer components make it easy to maintain and repair	Ineffective at high altitudes, longer braking distances	Largely phased out, still found in some older rolling stock
Disc braking (Braking occurs on discs instead of wheel tread)	Reduces wheel wear, higher friction coefficient, integrated with wheel slide protection	More expensive to install and maintain	LHB coaches, Rajdhani/Shatabdi Express, Vande Bharat Express (T-18)
Electro-pneumatic (e-p) brakes (Combines electronic control with pneumatic actuation)	Faster response, enables automatic train protection integration	More complex to operate and maintain compared to conventional air brakes	Suburban EMU/MEMU trains, Vande Bharat Express (T-18), future metros and semi-high-speed corridors

Source: Braking system used in Indian Railways, Rolling Stock Knowledge Resource; Air braking system, Wagon Maintenance Manual, Indian Railways

Types of air braking system in railways

Direct release system: It operates on a principle of immediate pressure release, where 100% of the brake cylinder pressure is dropped instantly. Unlike graduated release system, this method does not allow for a gradual reduction of brake cylinder pressure by incrementally increasing the brake pipe pressure during the release process. Instead, as soon as the brake release is initiated, the brakes are released immediately, providing a swift and direct response.

Graduated release system: In this system, the brake cylinder pressure can be reduced gradually in steps in proportion with the increase in brake pipe pressure.

There are two types of graduated release air brake system

Single pipe air brake system: There is only one pipe called brake pipe running from the locomotive to the brake van to get continuity of air for the application and release of brakes.

Single pipe usage has been discontinued
Releasing time is 45 to 60 sec

Twin pipe air brake system: In addition to the brake pipe, there is one more pipe called the feed pipe, running from the locomotive to the brake van to charge the auxiliary reservoir continuously to 6 kg/cm².

At present, this is used in coaching stock and wagons
Releasing time is 15 to 20 sec

Key components of air brake system

Key air braking system components	
(i) Brake pipe and feed pipe	(viii) Check valve with choke
(ii) Air brake cylinder – 355mm diameter (Converts compressed air pressure into mechanical force to apply brakes)	(ix) Passenger emergency alarm signal device

Key air braking system components	
(iii) Distributor valve (controls air flow to brake cylinders based on brake pipe pressure)	(x) Passenger emergency valve
(iv) Slack adjuster	(xi) Guard's emergency valve
(v) Housing coupling for brake pipe and feed pipe	(xii) Dirt collector
(vi) Auxiliary reservoir 100L capacity for wagons and 200L for coaching stock (stores compressed air for brake application)	(xiii) Pressure gauge
(vii) Cut-off angle cock	

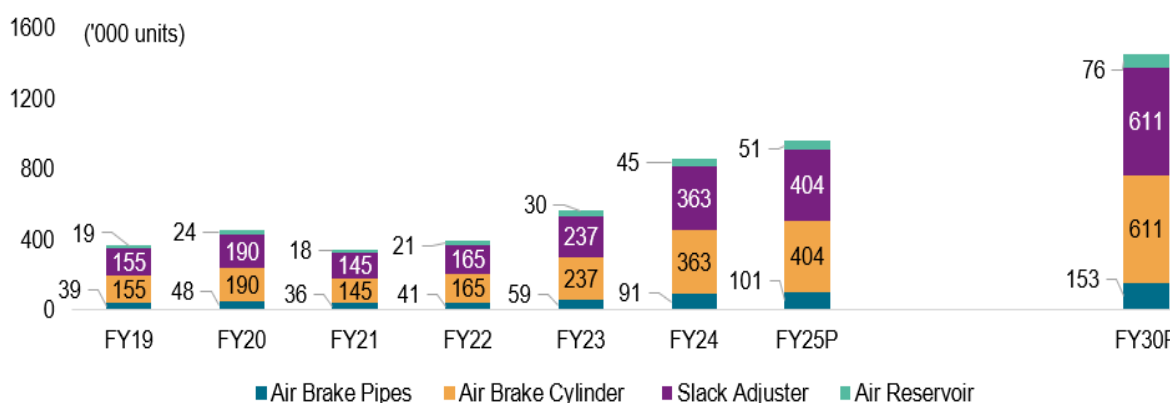
Cost of wagons across categories

#	BG Wagons	Per Unit Cost	Cost of Air Braking System	Cost of braking system (as % of overall cost) in a wagon
1	Covered Wagons	4.0 to 4.5 million	0.6 to 0.7 million	13 to 17%
2	Flat Wagons	3.2 to 3.5 million		17 to 22%
3	Open Wagons	3.5 to 4.5 million		14 to 20%
4	Tank Wagons			
	(a) LPG	8.0 to 9.0 million		6 to 9%
	(b) Diesel/Petroleum	5.2 to 6.0 million		10 to 13%
	(c) Car Carrying	10.0 million		6 to 8%

Source: Crisil Intelligence, Industry

The table illustrates the cost breakdown of various wagon types, with the air braking system costing between 0.6 to 0.7 million per wagon, which accounts for approximately 13 to 17% of the overall cost in covered wagons. Notably, the cost of the braking system as a percentage of the overall cost varies significantly across categories, ranging from 6 to 8% for car carrying tank wagons to 17 to 22% for flat wagons. The data highlights the importance of braking systems in wagon costs, with the industry having transitioned to the Bogie mounted brake cylinder (BMBC) system, rendering the older Bogie mounted braking system (BMBS) system obsolete, with the current installation of only BMBC systems in wagons.

Demand forecast by part category



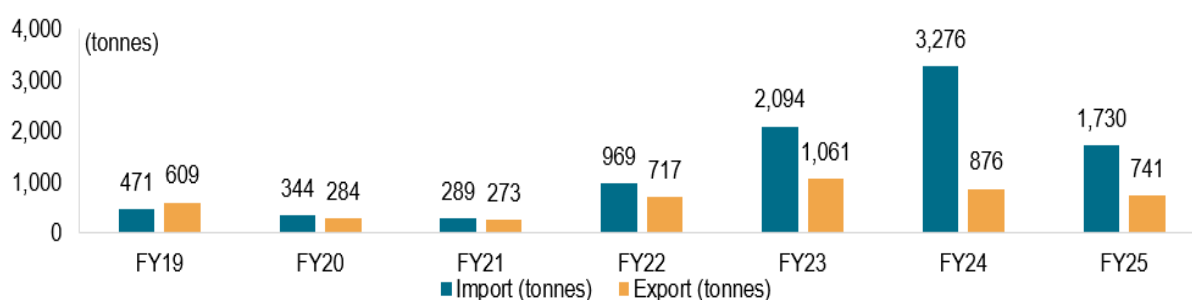
Note: Air brake pipes include both feed pipe and brake pipes; FY: Fiscal year

Source: Indian Railways Yearbook, Indian Railways Centre for Advance Maintenance Technology, Revised Coach Production Programme

The demand for air brake components is expected to increase significantly, with air brake pipes forecasted to reach 153,000 units by Fiscal 2030, representing a substantial growth from 39,000 thousand units in Fiscal 2019. The air brake cylinders are expected to reach 611,000 units by Fiscal 2030, while air reservoirs and slack adjusters are expected to reach 76,000 units and 611,000 units, respectively.

EXIM data for air braking systems

The air braking system market has exhibited significant fluctuations in import and export trends over the past six years. A review of the EXIM data from Fiscal 2019 to 2025 reveals a notable shift in trade volumes.



FY: Fiscal year; Note: HSN code considered is 86072100 (air brakes and parts thereof, railway locomotives and rolling stock)
Source: DGFT, Ministry of Commerce and Industry, Crisil Intelligence

The import of air braking systems increased substantially at a compound annual growth rate (CAGR) of 24% from Fiscal 2019 to Fiscal 2025, driven by a remarkable 116% surge in Fiscal 2023, where imports reached 2,094 tonnes, and further escalated to 3,276 tonne in Fiscal 2024. However, imports declined 47% in Fiscal 2025 to 1,730 tonne. On the export front, despite a decline in Fiscals 2020 and 2021, exports rebounded in Fiscal 2022 with 717 tonnes and 1061 tonnes in Fiscal 2023, but failed to sustain the momentum, resulting in an on-year decline of 17.4% and 15.4% in Fiscal 2024 and 2025. Overall, the data suggests a volatile market with significant on-year fluctuations, underscoring the need for stakeholders to closely monitor trade trends and adjust their strategies accordingly.

Air braking system import trend

Year	FY25 (Tonnes)	% Share
Germany	630	36.4
Hungary	402	23.2
Czech Republic	227	13.1
Italy	117	6.8
Spain	93	5.4
Others	261	15.1
Total	1,730	100%

Air braking system export markets

Year	FY25 (tonne)	% Share
Germany	254	34.3
Malaysia	109	14.7
US	63	8.5
Slovenia	43	5.8
Hungary	33	4.4
Others	239	32.3
Total	741	100%

Note: FY: Fiscal year

Source: DGFT, Ministry of Commerce and Industry, Crisil Intelligence

India's air braking system imports in Fiscal 2025 were led by Germany, accounting for 630 tonnes, followed by Hungary with 402 tonnes. The top five importing countries, including the Czech Republic, Italy, and Spain, collectively contributed to over 70% of the total imports, which stood at 1,730 tonnes. The data suggests a diversified import base, with a reliance on European countries for air braking systems. In Fiscal 2025, India's air braking system exports were primarily directed to Germany, with a significant share of 254 tonne, followed by Malaysia with 109 tonnes. The top five countries accounted for over 50% of the total exports, which stood at 741 tonnes. The data indicates a relatively diversified export base, with a notable presence in European and Southeast Asian markets. Germany has emerged as a key export destination, while the 'others' countries, accounting for 239 tonnes, highlight opportunities for further market expansion.

List of RDSO approved companies (Indian Railway Electronic Procurement System)

a) Some of RDSO approved vendors for 'Pipes & Joints for Air Brakes' with sub item ID 3100389007

1. M/s Lalbaba Seamless Tubes Pvt. Ltd.
2. M/s Indian Tools Craft Pvt. Ltd.
3. M/s Titagarh Rail Systems Limited
4. M/s Comet Technocom Pvt. Ltd.

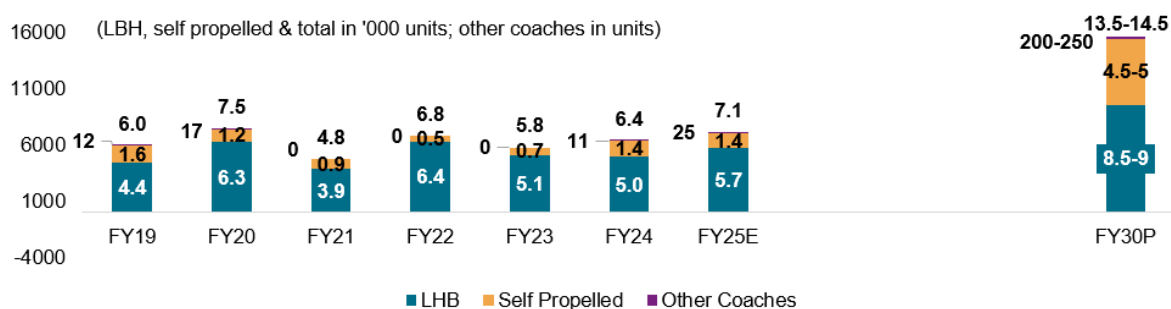
b) Some of RDSO approved vendors for 'Brake Cylinder Assembly' with item ID 3100389011

1. M/s Pew Engineering Private Limited (part of the Lalbaba Engineering Limited)
 2. M/s AJ Tech Equipment's Pvt Ltd
 3. M/s Precision Bending Works
 4. M/s Amar Engineers and Fabricators
- c) Some of RDSO approved vendors for 'Auxiliary Reservoirs 100L' with item ID 3100389003 and 'Auxiliary Reservoirs 75L' with item ID 3100389013
1. M/s Pew Engineering Private Limited
 2. M/s Ramkrishna Engineering Private Limited
 3. M/s Amar Engineers and Fabricators
 4. M/s Mazdoor Welding Works

Overview of passenger coaches

Demand – past and projected growth

Passenger coaches demand from Indian Railways & metros



Note: LHB – Linke Hofmann Busch, Self-Propelled train include Rapid Metro MC, Namo Bharat Rapid Rail TC, Regional Metro MC/TC, Metro MC/TC, Train set coaches (CC), (HS) SPART, SPIC, Freight EMU, Other Coaches include NRC and Vistadome KSR; FY: Fiscal year. Source: Crisil Intelligence, Indian Railways Yearbook

The demand for passenger coaches from Indian Railways and metro projects has shown a significant uptrend, driven by the growing need for modernized transportation infrastructure. With a compound annual growth rate (CAGR) of 3% between Fiscal 2019 and 2025, the total demand is expected to reach 15,500 to 16,500 units by Fiscal 2030, from 6,018 units in Fiscal 2019. The LHB and Self-Propelled train segments are anticipated to be key drivers of this growth, with significant year-on-year increases in demand.

Furthermore, Indian Railways' coach production programme has outlined tentative production targets, including 8,114 and 7,922 LHB coaches for Fiscal 2026 and 2027, respectively, as well as 1,904, 1,829, and 4,641 self-propelled and 87, 232 and 200 other coaches for Fiscal 2026, 2027, and 2028, respectively. This planned production underscores the sector's growth potential, with the total demand expected to continue its upward trajectory in the coming years.

Different Types of passenger coaches

Passenger coaches come in various types to serve different needs, levels of comfort, journey durations, and specific services.

- **ICF coach:** Developed originally by Internal Coach Factory. All metal construction with a design from Switzerland, anti-telescopic features, coil springs, and stainless-steel bodies for corrosion resistance.
- **LHB coach:** Linke-Hofmann Busch coach is modern coaches with stainless steel body, FIAT bogies, designed for 160km/hr to 200km/hr, modular interiors, advanced pneumatic disc brakes, improved comfort, anti-telescopic, widely used in express/mail services.

- **Self-propelled train sets:** A self-propelled train set is a modern type of passenger train in which the traction (motive power) system is distributed across multiple coaches, rather than having a separate locomotive hauling unpowered coaches. These trains are also called “multiple units”, either electric multiple units (EMU), diesel multiple units (DMU), or simple train sets. Train sets for intercity/ semi-high speed such as Vande Bharat Express (Train-18), Namo Bharat (RRTS). These have sophisticated passenger amenities, higher speeds (up to 160km/hr+), airline-style interiors, automatic doors, and energy efficient propulsion.
 - o Vande Bharat Express – India’s flagship self-propelled intercity “tarin set”, fully air conditioned, with distributed traction and world class amenities, capable of high speeds without a locomotive.
 - o EMUs/DEMUs – Electric or Diesel multiple units, mainly for suburban or commuter rail services.
 - o Metro trains – All metros in India (like DMRC) use self-propelled EMUs in various car configurations (MC, TC, DMC).
- **Vistadome coach:** Large glass panoramic windows and ceilings for scenic viewing, rotatable seats, tourist attraction routes such as those in the western ghats or hill railways. Modern air-conditioning, plush seating, infotainment, priority on natural scenery.

Brief on rail cars and metro

India’s rail car and metro segments are entering a high-growth phase between Fiscal 2026 and Fiscal 2030, driven by rapid urbanization, substantial government investment, and advances in manufacturing technology. The metro rail network, spanning approximately 1,000 km across 23 cities in 2025, is projected to nearly double within the next decade, positioning India as the world’s second-largest metro system after China. This expansion is supported by accelerated construction timelines, increasing from 600 meters per month pre-2014 to 6 kilometers per month in recent years.

Around 75% of metro rolling stock is expected to be manufactured domestically under the Make in India initiative, enhancing local industry capabilities and employment. The Indian rolling stock market, which includes metro rail cars, is forecast to grow at a CAGR of approximately 8.9% from 2024 to 2030, reaching an estimated USD 8.8 billion by 2030. Rapid transit vehicles remain the fastest-growing segment, supported by new projects in key urban centers such as Delhi, Bengaluru, Mumbai, and Pune.

Fiscal 2026–2030 will mark a transformative period for India’s rail cars and metro systems, characterized by network expansion, domestic manufacturing growth, and technology-driven modernization. These developments are set to enhance urban mobility, strengthen connectivity, and position India as a global leader in sustainable mass transit solutions.

Supply of passenger coaches from Indian Railway workshops

Year	ICF	RCF	MCF	Total
FY2019	3,240	1,350	1,425	6,015
FY2020	4,204	1,342	1,930	7,476
FY2021	1,954	1,500	1,360	4,814
FY2022	3,101	1,862	1,875	6,838
FY2023	2,702	1,651	1,461	5,814
FY2024	2,829	1,901	1,684	6,414

Note: ICF – Integral Coach Factory, RCF – Rail Coach Factory, MCF – Modern Coaches Factory; FY: Fiscal year.

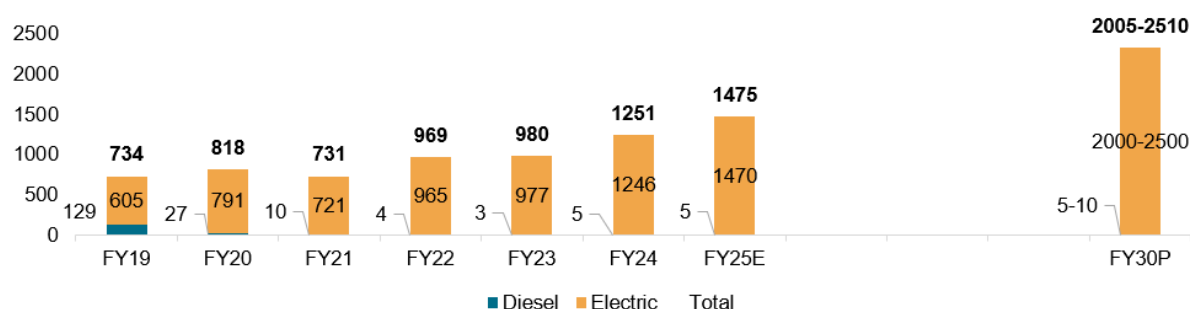
Source: Crisil Intelligence, Indian Railways Yearbook

The supply of passenger coaches from Indian Railway workshops has exhibited a moderate growth trend, with a compound annual growth rate (CAGR) of 2% between Fiscal 2019 and 2024. The total production of coaches increased from 6,015 in Fiscal 2019 to 6,414 in Fiscal 2024, driven by the Integral Coach Factory (ICF) and Rail Coach Factory (RCF), which together accounted for over 75% of the total production.

Overview of locomotives

Demand – past and projected growth

Locomotives demand from Indian Railways and others



FY: Fiscal year.

Source: Crisil Intelligence, Indian Railways Yearbook

The demand for locomotives has shifted towards electric locomotives, with a significant decline in diesel locomotive demand. The total demand is expected to grow at a compound annual growth rate (CAGR) of 16% between Fiscal 2019 and 2024, driven by the increasing demand for electric locomotives, which is projected to reach 2,000 to 2,500 units by Fiscal 2030. Notably, the demand for diesel locomotives has decreased substantially, as Indian Railways transitions towards electrification and plans to retain 2,500 diesel locomotives for emergency and strategic purposes.

Different types of locomotives

Indian Railways operates several types of locomotives, classified by their power source and intended service.

1. Electric locomotives

- WAP Series: Used for passenger trains (WAP-4, WAP-7)
- WAG Series: Used for goods/freight trains (WAG-5, WAG-7, WAG-9)
- WAM Series: Used for mixed traffic; can haul both passenger and goods (WAM-4)
- WCAM/WCM Series: Dual-current or DC-only types, mostly used in Mumbai region previously
- WCG Series: Dedicated goods locomotives on DC traction
- Other Classes: Specialized types like YAM (meter-gauge electric), usually for specific regions or uses

2. Diesel locomotives

- WDM Series: Mainline mixed traffic diesels (WDM-2, WDM-3A)
- WDP Series: Passenger service diesels (WDP-4D)
- WDG Series: Dedicated goods locomotives (WDG-3A, WDG-4, WDG-5)
- Other Classes: Locomotives manufactured at DLW (Diesel Locomotive Works) and remanufactured at DMW (Diesel Modernization Works), with designs by ALCO, GM, and electricals by BHEL/SIEMENS

3. Steam locomotives: Once widespread, now only preserved for heritage and special trains. Famous types include the Fairy Queen and various broad and meter gauge classes

4. CNG locomotives: A few compressed natural gas (CNG) locomotives are in limited use as a green initiative

5. Metre and narrow-gauge locomotives: Used on mountain and rural lines, including the Nilgiri Mountain Railway X class and various others for lighter railways

Supply of locomotives from Indian Railway workshops

Year	CLW		BLW		PLW		Total		Total
	Diesel	Electric	Diesel	Electric	Diesel	Electric	Diesel	Electric	
FY2019	0	402	129	145	0	58	129	605	734
FY2020	0	431	27	279	0	81	27	791	818
FY2021	0	390	10	275	0	56	10	721	731
FY2022	0	486	4	363	0	116	4	965	969
FY2023	0	436	3	343	0	198	3	977	980
FY2024	0	580	5	470	0	196	5	1,246	1,251

Note: CLW – Chittaranjan Locomotive Works, BLW – Banaras Locomotive Works, PLW – Patiala Locomotive Works

Source: Crisil Intelligence, Indian Railways Yearbook

The supply of locomotives from Indian Railways' workshops has shown a notable increase, with a compound annual growth rate (CAGR) of 11% between Fiscal 2019 and 2024. The total production of electric locomotives has driven this growth, with a significant year-on-year (y-o-y) increase of 16% in Fiscal 2024, resulting in a total output of 1,251 locomotives. The Chittaranjan Locomotive Works (CLW) and Banaras Locomotives Works (BLW) have been key contributors to this growth, with CLW producing 580 electric locomotives in Fiscal 2024.

Growth in aftermarket

Age related – POH/ROH for rolling stock

#	Type of rolling stock	POH	ROH/IOH
1	Freight wagons	4.5 to 6 years	24 to 28 months
2	Passenger coaches	1 to 2 years	12 months
3	Diesel locomotives	8 years or 1 million kms (whichever is earlier)	4 years
4	Electric locomotives	6 to 12 years or 0.8 to 1.8 million kms (whichever is earlier)	3 to 6 years or 0.4 to 1.0 million kms (whichever is earlier)

Note: POH – Periodical Overhaul, ROH – Routine Overhaul, IOH – Intermediate Overall, FY: Fiscal year

Source: Indian Railways Code for Mechanical Department, Union Performance Railways Management Goods trains, Crisil Intelligence

Current average expenditure for POH of ICF/Non-AC coach is ₹ 14.70 Lakh, POH of ICF/AC coach is ₹ 22.80 Lakh, SS-II of LHB/NAC is ₹ 19.60 Lakh and for SS-II of LHB/AC is ₹ 23.00 Lakh (Coach Rehabilitation Workshop West Central Railway).

Mid-life rehabilitation (MLR) of passenger coaches

MLR is a specialized overall program conducted by Indian Railways for passenger coaches that have completed 12 to 15 years in service. The aim is to extend their operational life, improve passenger amenities, and enhance running reliability. The process is applied to both conventional ICF (Integral Coach Factory) coaches and modern LHB (Linke Hofmann Busch) coaches (Overview of the process of mid-life rehabilitation (MLR) of railway coaches at the Coach Rehabilitation).

Key objectives of MLR

- Restore structural integrity and replace or refurbish heavily corroded parts
- Upgrade interiors for better passenger comfort and convenience
- Improve safety, reliability, and aesthetics of rail coaches
- Prepare coaches for continued usage, extending codal life by several years

Rehabilitation is done twice, at around 12 years and again at 24 years of service

Systems covered:

- Underframe and coach body: Corrosion repairs, full structural inspection, and replacement if loss in thickness >20%
- Flooring: Renewal where necessary
- Interior furnishing: Refurbished or replaced including seating, partitions, ladders, gangway mounts, windows (new sealed units with lining)
- Toilet modules: Complete replacement and upgradation as per latest bio-tank and flushing system guidelines
- Bogie and suspension: Overhaul and repair
- Air brake system: Full replacement, including installation of modern Wheel Slide Protection (WSP) system
- Exterior painting: High-quality PU/epoxy painting as per latest specification
- Electrical items: Stripping and replacement, with addition of modernization features (USB charging points, improved lighting, CCTV/telecom cabling)
- Couplers: Replaced with new units as per current standards

Technology related

Increase in Load Coverage Capacity

In Fiscal 2025, Indian Railways achieved record freight loading of over 1.61 billion tonnes and surpassed US in freight carried annually, with targets set to reach 3 billion tonnes by Fiscal 2027, reflecting significant focus on expansion in carrying capacity (Indian railways achieve ₹2.56 lakh crore revenue in 2023 to 24 with net profit of ₹3,260 crore amid major investments in staff, pension, and energy, PIB).

- National Rail Plan focus on upgrading infrastructure, including the construction of Dedicated Freight Corridors (DFC) and designed for heavy axle loads (up to 25/32.5t) (Improving rail efficiency and share in India's freight transport, Niti Aayog)
- Policy changes now permit enhanced wagon loading, such as 6 to 8 tonnes more for coal and iron ore transports, conditional on technical upgrades to tracks, bridges, and rolling stock.
- Higher Permissible Carrying Capacity (PCC) initiatives benefit customers and the railways by increasing throughput, which is supported by incentive schemes for freight clients.

Safety relating to upgrade of Breaking Systems, Suspensions Etc

- Twin Pipe Brake Systems: Indian Railways mandated twin pipe brake retrofits for all wagons from February 2021, a critical safety upgrade for faster and heavier freight operations. Twin pipe systems reduce response times and improve reliability, bolstering safety at higher speeds and loads.
- Kavach ATP System: Kavach, an indigenously developed Automatic Train Protection system, is now India's official national standard for automated braking (SIL-4 certified), directly supporting locomotive pilots and ensuring compliance with speed and safety limits.
- Modern Suspension & Wagons: New guidelines mandate robust wagon formations and bogie-mounted brake systems for newly procured stock, aimed at handling enhanced loads and improving overall safety.
- Train Control System Upgrade: The Railway Board is creating a blueprint for overhauling train control systems with integrated command centers and automation, prioritizing operational efficiency and crash reduction

Creatively using older coach fleets and converting into automotive carrying cars (NMGs)

Indian Railways is actively converting old Integral Coach Factory (ICF) passenger coaches, after their service life of 19 to 20 years into "New Modified Goods" (NMG) and higher speed "NMGH" automobile carrier wagons. These conversions increase carrying capacity, reduce cost, minimize waste, and support sustainability objectives. A single rake of 25 NMG coaches can carry 100 to 125 cars or 125 to 175 tractors or 1,500 to 1,675 two-wheelers.

As on Fiscal 2025, Indian railways transports 20% of cars in India. These converted coaches now run at up to 110km/h, and can carry 12t of load per coach, benefiting automobile manufacturers' distribution networks nationwide. RDSO (Research Designs and Standards Organisation) and Indian Railways workshops execute these conversions under thorough inspection, new design specs, and HSE (Health Safety Environment) compliance standards. The reuse of older coaches in this manner represents a major leap towards asset recycling and sustainability, reducing scrap generation and maximizing utility.

Toilet upgradation of passenger coaches

Indian Railways has implemented several significant upgrades to the toilets in passenger coaches over the past decade, focusing on hygiene, environmental impact, and passenger comfort.

- Bio toilets in all coaches: As of Fiscal 2025, every passenger carrying mainline coach in Indian Railways has been equipped with bio-toilets. This initiative was undertaken in mission mode, with rapid rollout between over the last decade, with more than 333,000 coaches were fitted with bio-toilets.
- Operation and technology: The bio-toilet system was developed in partnership with the Defense Research and Development Organisation (DRDO). These toilets use anaerobic bacteria in bio-digester tanks to treat human waste, converting it to water and gases onboard, rather than discharging onto railway tracks. This has solved problems of track corrosion, foul odors, and manual scavenging, while drastically improving track and station cleanliness.

The estimated cost of retrofitting each toilet is about ₹2.5 lakh.

Increased participation of private players in after market

Private sector participation in the Indian Railway aftermarket has increased in recent years, driven by modernisation drives, network expansion, and push for public-private partnerships. Private companies are active in aftermarket segments like maintenance, supply of components (wheels, bogies, engines), signalling, automation, and digitization.

Some of the recent examples are

- Bansal Group modernised the Bhopal railway station under PPP, introducing new technology, commercial amenities, digital security, and premium passenger experiences, setting a benchmark for private aftermarket participation in station redevelopment.
- Ramkrishna Forgings, specialised in forged components like wheels, axles, and bogies, the company has seen rising order books and lucrative export contracts, evidencing the growing ancillary aftermarket for Indian private players.
- Texmaco Rail & Engineering has become a major wagon and bogie manufacturer with products exported globally. Its investment in capacity expansion and R&D for advanced rolling stock and maintenance solutions has met strong aftermarket demand from Indian Railways and private logistics operators. The companies order book has risen from ₹ 30 to 35 billion in Fiscal 2020 to ₹ 70 to 78 billion in Fiscal 2025.

The coach modernisation and interior systems market for Indian Railways has witnessed rapid growth, driven by ambitious government investments, a surge in passenger expectations, and large-scale fleet upgrades. The market focuses on new trains, advance materials, improved interiors, and ergonomic systems, all aimed at enhancing passenger experience and operational efficiency. Modern interior systems include use of Glass Fiber Reinforced Polymer (GFRP) panels, ergonomic aluminium berth frames, polyurethane foam cushioning, bio-vacuum toilets with touch-free amenities, and smart connectivity features such as real time information scenes.

Rise of tier 1 participation

Growth in ticket size of contracts

The growth in contract size in the Indian Railways sector has been notable, driven by increasing outsourcing of services, modernisation efforts, and contract digitalization. Indian Railways has increasingly outsourced various non-operational services such as cleaning, facilities management, catering, and maintenance, leading to a significant rise in the number and size of service contracts in the aftermarket space. Modernization efforts and increasing adoption of technology have expanded contract values in areas like digitalization of contract activities, store procurement, maintenance services, and depot operations.

Challenges in contract execution such as delays, price variations, and contract management issues have been reported, but efforts are ongoing to improve these aspects through better digital tools and empowered decision-making at divisional levels. Despite some difficulties in tender participation in private operations, there remains a steady trend of increasing contract sizes in aftermarket services due to expanding demand for maintenance, service quality, and new technology integration.

Overall, the Indian Railways aftermarket contract size is growing steadily fuelled by service outsourcing, digital transformation, and equipment market expansion, with future prospects tied closely to modernization and private sector participation in operational and maintenance roles.

RDSO norms and quality compliance

The Indian Railways' procurement process for safety-related items is governed by stringent compliance requirements, including RDSO and QA norms. To supply to the railways, vendors must meet RDSO specifications, have a quality assurance plan, and maintain records of quality control, with key requirements including ISO 9001 certification and robust quality assurance systems. The main entry barrier for vendors is obtaining RDSO approvals, which involves submitting detailed documents, complying with ongoing inspections, and maintaining necessary certifications like ISO 45000.

The growth area for vendors is the Indian Railways' increasing focus on safety and quality, with a growing demand for approved vendors to supply safety-related items. However, vendors also face challenges, such as the risk of non-compliance with RDSO norms, which can result in rejection of supplies or cancellation of contracts. A significant percentage of first-time applications are rejected or require multiple rounds of rectification and re-testing due to stringent inspection and QA standards. If the samples do not fulfil requirements in specification or drawings, the firm has 6 months to rectify deficiencies, else it must reapply from scratch. According to industry estimates, the Indian Railways procures goods worth ₹500 billion annually for the production and maintenance of rolling stock, passenger and goods, services, and other safety-related works, making it a significant market opportunity for approved vendors.

To navigate these challenges, vendors must prioritize compliance with RDSO norms and invest in robust quality assurance systems, with a focus on maintaining high safety and quality standards. By doing so, they can capitalize on the growth opportunities in the Indian Railways' supply chain, which is expected to drive growth in the coming years.

Turnkey projects for Indian Railways

Indian railways have been actively undertaking numerous turnkey projects, which involve comprehensive contracts where a single party designs, builds, and delivers a fully operational infrastructure or system. These projects are increasingly used for efficiency in execution and integrated project delivery.

Overview of turnkey projects for Indian Railways

- Turnkey projects typically cover engineering, procurement, and construction (EPC) under a single contract.
- These projects include railway line construction, station redevelopments, electrifications, signalling, and infrastructure modernisation.
- The turnkey approach ensures timely completion, cost control, and accountability by the contractor, delivering ready-to-use assets for Indian Railways.

Recent and ongoing key turnkey projects

- Koderma–Barkakana Doubling (Jharkhand): 133 km doubling project for coal-rich regions aimed at decongesting traffic and boosting freight capacity, approved at ₹6,405 crore total for two mega multitracking projects
- Ballari–Chikjajur Doubling (Karnataka & Andhra Pradesh): 185 km track doubling across industrial regions for better traffic management and connectivity

Station Redevelopment Projects: Over 80 projects across various zones (EPC and PPP models), including Gandhinagar Capital, Rani Kamalapati (MP), Delhi Safdarjung, and others; many executed by Rail Land Development Authority (RLDA) on turnkey basis.

Market overview of steel pipes and tubes in India

The steel pipes and tubes sector are a crucial part of the Indian steel industry, showing robust growth driven by multiple factors. Seamless and welded steel pipes are fundamental in drilling, exploration, and transport in energy

industries, as well as structural and water transportation applications in construction. The growth for steel pipes and tubes is propelled by rapid infrastructure expansion, urbanization, and increased investments in oil and gas, water transport, automotive, and construction sectors. Government incentives to boost domestic manufacturing are also supporting the market expansion.

Steel pipes are primarily designed for the conveyance of liquids, gases, or solids in flow, such as water, oil, or natural gas. They are usually round in cross-section, made to handle high pressures, and sized mainly by their internal diameter to match flow requirements. Steel tubes, on the other hand, may be round, square, or rectangular and are largely used in structural applications, mechanical parts, and precision instruments. Tubes are typically chosen for projects needing strict dimensional accuracy and are measured by their outside diameter and wall thickness.

Both pipes and tubes are produced using similar starting raw materials, steel billets or coils, yet are manufactured to different tolerances and standards depending on whether the emphasis is flow or mechanical/structural strength. They are available in numerous forms, sizes, and grades, reflecting the wide spectrum of industries and needs they serve.

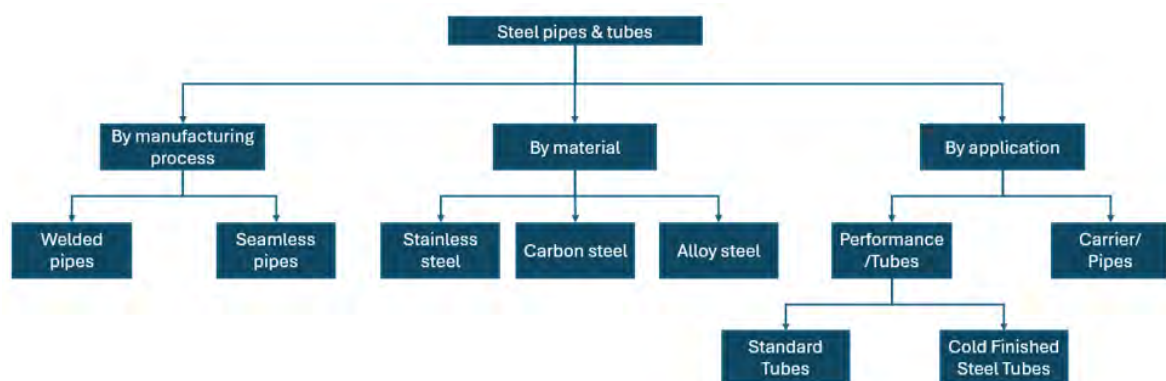
Key Highlights

- Steel pipes and tubes find use in oil & gas, construction, automotive, machinery, infrastructure, and various engineering sectors
- They are made using seamless or welded techniques, each with distinct technical and economic profiles
- The diversity in shapes, sizes, and mechanical properties enables application in everything from transporting fluids under high pressure to architectural frameworks and precision equipment
- Can be produced from carbon steel, stainless steel, or alloy steels, offering options tailored to corrosion resistance, toughness, or high-temperature functionality

Overview and classification of steel pipes and tubes

Steel pipes and tubes form an important subset of the steel industry, supplying both commodity and precision applications. They can be classified along three broad dimensions:

- **By process** – Welded vs Seamless. Welded tubes are formed from strip or plate and joined by welding, while seamless tubes are formed by piercing solid billets into hollows.
- **By material** – Carbon steel for automotive, infrastructure and engineering; alloy steels for high-strength and fatigue-resistant applications such as boilers and oil & gas; and stainless steel for corrosion-resistant uses in process and chemical industries.
- **By application** – Piping (carrier) vs Tubing (performance). Pipes are primarily designed to transport fluids and gases, while tubes serve as functional or structural components in machines and systems.



Classification of steel pipes and tubes by process

Welded pipes & tubes

Welded pipes and tubes are manufactured by forming steel plates or strips into a cylindrical or other desired shape and then joining the edges through various welding techniques. This process is more cost-effective compared to

seamless pipe manufacturing and allows production in larger diameters, making welded pipes and tubes widely used in many industries.

Manufacturing processes for welded pipes and tubes

Electric Resistance Welding (ERW): A common method where a flat steel strip is gradually formed into a round shape, and the edges are heated using electrical resistance and pressed together to form a continuous weld without filler material. ERW pipes are typically used in lightweight, low to medium pressure applications.

Submerged Arc Welding (SAW): This process uses a welding arc submerged under a layer of flux to form strong weld seams. SAW can be applied as single or double-seam welding and is used for thicker, higher-pressure pipes, often in industries like oil and gas.

High-Frequency Welding (HFW) and Electric Fusion Welding (EFW): These methods use high-frequency electrical currents to fuse the pipe edges. HFW is typically for thin-wall pipes.

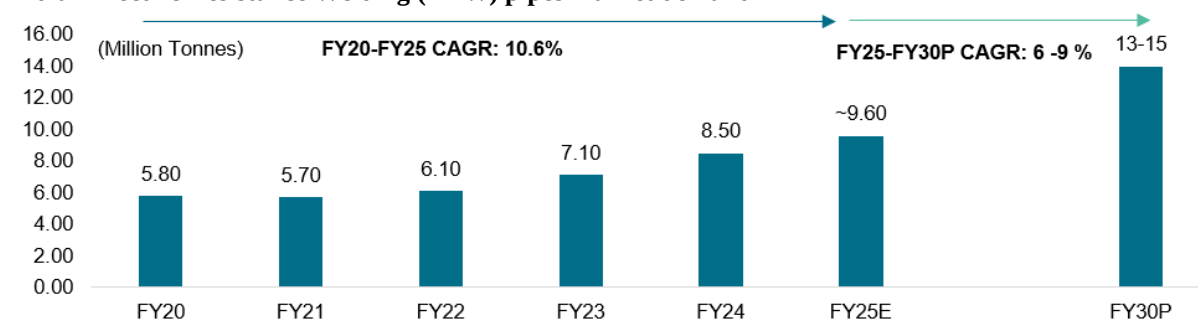
Spiral Welded Pipes: Steel coils are bent in a spiral and welded along the spiral seam, allowing for large-diameter pipes used in low-pressure applications.

Key characteristics

- Welded pipes and tubes can be produced in a variety of sizes and shapes (round, square, rectangular)
- They undergo finishing processes including heat treatment, dimensional inspection, and non-destructive testing (NDT) to ensure weld quality and structural integrity
- Heat treatment such as post-weld annealing is often performed to relieve stress and improve mechanical properties
- Welded pipes are widely used for water, gas, and oil transportation, structural applications, automotive components, and machinery

Welded steel products offer competitive pricing, versatility in size and shape, and are suitable for many applications where seamless pipes are not strictly required.

Indian Electric Resistance Welding (ERW) pipes market demand



P: Projected; FY: Fiscal year

Source: Crisil Intelligence

The Indian ERW pipes market demand has exhibited a positive trend, with a year-on-year (y-o-y) growth of 7.1% in Fiscal 2022, reaching a market size of 16.3%. The market is expected to continue its upward trajectory, with a projected CAGR of 10.3% from Fiscal 2022 to Fiscal 2025, driven by increasing demand from the infrastructure and construction sectors. By Fiscal 2030, the market is anticipated to reach 13 to 15 million tonnes, representing a significant growth opportunity for industry players.

Seamless pipes & tubes

Seamless pipes are manufactured through a process in which a solid steel billet is heated and pierced to create a hollow tube, followed by elongation, rolling, and finishing. No welding is involved, resulting in a homogeneous structure with superior strength, reliability, and corrosion resistance compared to welded pipes. Common methods include the mandrel mill process and extrusion. By heating solid billet, rotary piercing, or extrusion to create a hollow shell, rolling to required wall thickness and diameter, finishing, and inspection. It is ideal for high-pressure, high-temperature, and critical services such as oil & gas, petrochemical, power generation, and automotive

industries.

Welded pipes are economical and suited for general usage, while seamless pipes offer higher mechanical integrity for demanding applications.

Seamless pipes and tubes are manufactured from solid steel billets or bars without any welding or joints, providing superior strength, reliability, and resistance to pressure compared to welded pipes. The manufacturing process involves piercing a heated steel billet to create a hollow tube, followed by rolling and sizing to achieve the desired dimensions.

Manufacturing processes

Mannesmann Plug Mill Process: A heated solid billet is pierced and elongated with a mandrel and rolls, reducing wall thickness and outside diameter precisely. This is typically used for larger diameter pipes (6 to 16 inches).

Mandrel Mill Process: Similar to the plug mill but used for smaller diameter pipes (1 to 6 inches), this process uses continuous rollers at 90° angles to maintain roundness and uniform wall thickness.

Extrusion Process: A heated billet is forced through a die to form a hollow tube with precise dimensions.

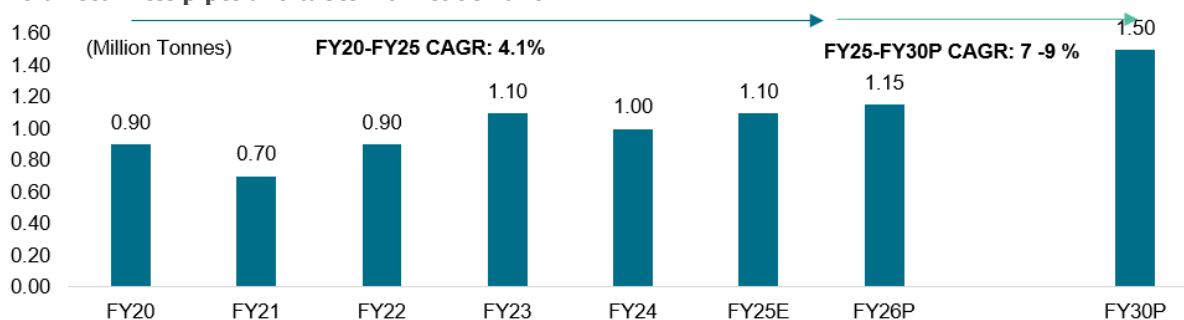
Cold Drawing: Post hot rolling, seamless tubes can be cold drawn to improve dimensional accuracy, surface finish, and mechanical properties, suitable for high-precision applications.

Key features

- Seamless pipes are free from weld seams, making them ideal for high-pressure, high-temperature, and critical applications such as oil and gas, power generation, and chemical industries
- They offer better structural integrity and durability under stress compared to welded pipes
- Typical applications include hydraulic systems, heat exchangers, automotive components, and construction
- Quality control involves heat treatment, straightening, inspection (visual, ultrasonic testing), and hydrostatic pressure testing

Seamless pipes and tubes are favoured where the highest strength and reliability are essential, despite higher production costs compared to welded alternatives

Indian seamless pipes and tubes market demand



P: Projected; FY: Fiscal year

Source: Crisil Intelligence

The Indian stainless seamless pipes market demand has witnessed fluctuations over the years, with a market demand of 0.90 million tonnes in Fiscal 2020, followed by a decline to 0.70 million tonnes in Fiscal 2021. This decrease was due to the economic slowdown caused by the pandemic. The market then rebounded, reaching 0.90 million tonnes in Fiscal 2022.

The market has grown at a CAGR of 4.1% from Fiscal 2020 to Fiscal 2025, with a substantial increase to 1.10 million tonnes in Fiscal 2025. The increase demand can be attributed to the growing demand from the automotive and construction sectors. This growth trend is expected to continue, driven by increasing infrastructure development and government initiatives, resulting in a substantial market size expansion.

Classification of steel pipes and tubes by material

Stainless Steel Pipes and Tubes

Stainless pipes and tubes are known for their excellent corrosion resistance, mechanical strength, and hygiene. They owe their durability to an alloy composition containing chromium, which forms a protective oxide layer. They are highly resistant to corrosion, oxidation, and high temperatures; maintains strength and appearance; low maintenance. They are used across oil & gas, chemical processing, food & beverage, pharmaceuticals, water treatment, architectural, and marine sectors.

Carbon Steel Pipes and Tubes

Carbon steel pipes and tubes, composed primarily of iron and carbon, offer good strength and wear resistance but are less resistant to corrosion compared to stainless steel. They have high tensile strength, toughness, cost-effective, can be heat treated for improved mechanical properties, but prone to rust without coating or lining. They are widely used in structural, construction, conveyance of fluids (water, oil, gas), fire sprinkler systems, and automotive applications.

Alloy Steel Pipes and Tubes

Alloy steel pipes and tubes contain added elements such as chromium, nickel, molybdenum, or vanadium to enhance specific properties. They enhanced mechanical strength, hardness, corrosion, and heat resistance depending on alloying elements; customized for demanding applications. They are utilized in power generation, high-temperature processes, chemical plants, oil & gas pipelines, boilers, and pressure vessels.

In summary, stainless-steel pipes excel in corrosion resistance, carbon steel in versatility and cost effectiveness, and alloy steel in specialized high-performance roles.

Classification of steel pipes and tubes by application

Piping (Carrier)

Piping mainly involves steel pipes designed to transport fluids and gases such as water, oil, natural gas, chemicals, and air. Pipes used in piping applications are typically round and optimized for pressure containment and flow efficiency. They have round cross-section, larger diameter range, designed for pressure and corrosion resistance, often welded or seamless depending on service conditions. They are used in water supply networks, oil and gas pipelines, chemical plants, HVAC systems, fire sprinkler systems, and industrial fluid transport.

Tubing (Performance)

Tubing refers to steel tubes, often manufactured to tighter tolerances, used for structural, mechanical, and performance-critical applications. They are available in various shapes like round, square, rectangular; high dimensional accuracy and surface finish; designed for strength, stiffness, and load bearing. They are used in automotive components (exhausts, chassis), machinery parts, structural frameworks (bridges, buildings), precision instruments, medical devices, and hydraulic systems.

Some of the key differences between pipes and tubes are as listed in the below table:

#	Parameter	Piping (Carrier)	Tubing (Performance)
1	Primary role	Transport of fluids and gases	Functional and structural components
2	Dimensional tolerance	Low	High
3	Value profiling	Commodity-driven	Precision-driven
4	Demand cycle	Closely tied to infra and energy spending	Broad-based across automotive, energy, railways, hydraulics, engineering

Source: Lalbaba Engineering Limited, Industry, CRISIL Intelligence

In summary, piping focuses on fluid conveyance with performance criteria around pressure and corrosion, while tubing emphasizes mechanical strength, dimensional precision, and structural utility.

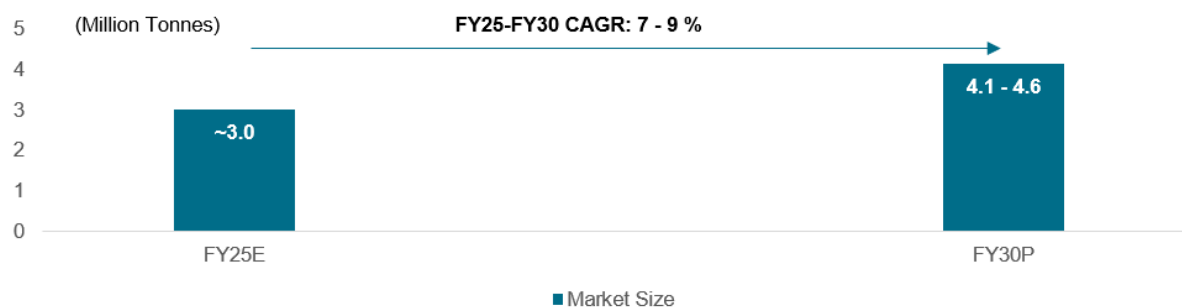
Standard tubes vs cold finished steel tubes

Standard tubes generally refer to tubing produced with conventional manufacturing techniques and wider dimensional tolerances, catering to general structural or mechanical applications. Cold finished steel tubes, on the other hand, are manufactured through additional cold working processes that significantly enhance their dimensional accuracy, mechanical strength, and surface finish. This subclassification is especially important when technical requirements, such as precision fit, enhanced strength, or superior surface quality, necessitate the use of advanced tubing products over standard alternatives.

Some of the key differences between standard and cold finished steel tubes are:

- **Standard Tubes:** Comprising hot finished seamless (HFS) and electric resistance welded (ERW). These are cost-effective, high-volume products widely used in infrastructure, energy, and structural applications.
- **Cold Finished Steel Tubes:** Comprising cold finished seamless (CFS/CDS) and cold finished welded (CFW/CDW). These undergo additional cold working to achieve tight dimensional tolerances, superior surface quality, and refined mechanical properties.

Indian cold finished steel tubes market demand



E: Estimated; P: Projected; FY: Fiscal year
Source: Industry, Crisil Intelligence

Cold finished tubes (CFS + CFW) comprise about 20 to 25% of total steel tube market in India, aligning with their use in automotive, engineering, oil and gas and other sectors. India's cold finished tube market is estimated at 3.0 million tons in Fiscal 2025 and is expected to reach 4.1 to 4.6 million tonnes by Fiscal 2030.

Share of cold finished steel tubes



E: Estimated; P: Projected; FY: Fiscal year
Source: Industry, Crisil Intelligence

In Fiscal 2025, cold finished welded (CFW) tubes are estimated to comprise around 65 to 70% of India's cold finished tube market, while cold finished seamless (CFS) tubes accounted for about 30 to 35%. By Fiscal 2030, the shift towards high-precision applications is expected to slightly increase CFS share, though CFW tubes will remain dominant, owing to their cost-effective production and mass volume usage.

Cold drawn/cold welded tubes (CDW/CFW)

Cold finished welded tubes are steel tubes manufactured by welding and then cold finishing processes, which improve precision, strength, and surface quality. Their applications span automotive, mechanical engineering, construction, and industrial sectors.

Cold drawn/cold finished seamless tubes (CDS/CFS)

Cold finished seamless pipes are renowned for their precision, making them ideal for demanding applications in sectors like automotive, hydraulic, aerospace, industrial engineering, and other industries.

Cold-finished seamless (CFS) tubes hold an important position in the Indian steel industry, given their versatility and wide applications. They can be manufactured in multiple grades such as carbon, alloy, micro-alloyed, or stainless steel, and supplied in various conditions including annealed, stress-relieved, normalised, or quenched-and-tempered. CFS tubes are used across diverse sectors such as automotive, oil and gas, energy, railways, hydraulics, and construction equipment. The manufacturing process provides flexibility to produce in different sizes, chemistries, and heat treatments with relatively shorter changeover times, making them suitable for varied end-use requirements. Seamless construction also meets the high-pressure, high-temperature and torsional-load standards that disqualify welded tubes in critical applications.

By comparison, hot-finished seamless tubes are typically more suited for longer production runs and often require further downstream cold-drawing or machining. Cold-finished welded tubes, while suitable for automotive and general engineering, may face limitations in alloy choices and in applications requiring higher pressure or fatigue performance.

Cold finished seamless (CFS) tubes cater to diverse end-use sectors including automotive, oil and gas, infrastructure, railways, and energy. This diversified end use profile of CFS provides a natural hedge against cyclical swings, with long cycle railway and energy projects and export opportunities providing additional stability. Further CFS's operational nimbleness makes it structurally resilient and recession-proof.

Comparative features of tubes manufacturing process

Some of the key differences between cold-finished seamless (CFS) tubes, cold finished welded (CFW) tubes, hot finished seamless (HFS) tubes and electric resistance welded (ERW) tubes are as listed in the below table:

#	Parameter	Cold Finished Seamless	Cold Finished Welded	Hot Finished Seamless	Electric Resistance Welded
1	Strength	Higher tensile strength due to strain hardening and work hardening; higher toughness and durability	Slightly less than cold drawn if drawn/ annealed	Lower yield strength and hardness; more ductile; suitable for flexibility and shock loads	Due to welding, welded pipes are believed to withstand relatively less pressure and load
2	Length	Usually smaller diameters, thinner walls; length depends on processing	Custom length; up to 15m.	Typically used in larger diameters and thicker walls	Welded pipes can be manufactured in long continuous lengths
3	Size	Smaller diameters possible, as small as 6mm; wall thickness down to 0.25mm	Wide flexibility, but mainly mid to small outer diameter (OD) OD: 6 to 300 mm	Larger diameters generally >32mm; wall thickness 2.5–75mm	There is no such size restriction on welded pipe production. (100 inches or more)
4	Tolerance	High dimensional accuracy with tight tolerances	Excellent control, typically used where appearance and fit matter	Moderate to low dimensional accuracy; looser tolerances	Diameter tolerance of $\pm 0.5-1.5\%$ and wall thickness tolerance of $\pm 5-10\%$
5	Corrosion Resistance	Smoother surface , fewer defects, less scale	Weld beads are grounded/pickled	Surface may have scale and oxidation, may require treatment	Relatively low corrosion resistance near the weld
6	Surface Quality	Smooth, bright, polished surface with fine finish	Often possible to get mirror finish, very smooth	Rough, scaled, or oxidized surface; may require machining	Welded pipes have a smooth high-quality surface
7	Surface Roughness	Lower roughness , smoother surface finish 0.2 to 0.8 μm	Often the best along with cold drawn seamless 0.2 to 0.8 μm	Higher roughness due to hot rolling scale >3 μm	Up to 10 μm
8	Application	High-precision needs like aerospace, automotive, hydraulic systems, machinery	Heat exchangers, food, pharma, decor	Construction, infrastructure, pipelines, low to medium pressure boilers	Welded pipes are normally used for less corrosive and low-pressure environments

#	Parameter	Cold Finished Seamless	Cold Finished Welded	Hot Finished Seamless	Electric Resistance Welded
9	Cost	Higher cost due to complex processing and heat treatment	Intermediate to high, depending on alloy, finished and tube size	Generally lower cost, better for large volume	lowest cost, better for large volume

Source: Industry, CRISIL Intelligence

Cold finished steel tubes are precision engineered, seamless or welded steel tubes produced through cold working processes that result in superior dimensional accuracy. Enhanced mechanical strength, and a smooth surface finished compared to hot-finished tubes. Cold finishing represents a value-added step over both hot finishing and welding. While standard tubes cater to bulk volumes, cold finished tubes address performance-critical markets such as automotive, boilers, energy, and hydraulics.

Tubing capacity of key industry players in India

Some of the key suppliers of cold finished steel tubes in India in Fiscal 2025 are Tube Investments of India (TII), Jindal SAW, Lalbaba Engineering Limited, Goodluck Industries and Venus Pipes and Tubes Limited.

Company	ERW (TPA)	HFS (TPA)	CDW (TPA)	CFS (TPA)	Total (TPA)	Remarks
Lalbaba Engineering Limited				65,000	65,000	CDS capacity expanded to 85,000 TPA as on August 31, 2025
Venus Pipes	24,000			14,400	38,400	3,600 TPA ERW capacity commissioned in Fiscal 2026
Tube Investments of India (TII)	Approximately 1,30,000		Approximately 1,70,000		Approximately 3,00,000	Phaltan ERW/CDW capacity of 54,000 TPA under commissioning
Goodluck Industries	90,000		80,000		1,70,000	Sikandrabad LDP (50,000 TPA CDW) commissioned in Fiscal 2025; Phase 2 (30,000 TPA) underway
Jindal Saw		Approximately 2,90,000		Approximately 60,000	3,50,000	HFS expansion announced

Note: The value is in Tonnes per annum (TPA); Lalbaba Engineering Limited installed capacity number of 65,000 TPA is for Fiscal 2025; Venus Pipes installed capacity data is for Fiscal 2025; Tube Investments of India's (TII) installed capacity data is from Fiscal 2017; Goodluck India Ltd. ERW + CDW installed capacity for precision pipes and automobile division as of Fiscal 2025 is 1,70,000 TPA; Jindal SAW total installed capacity of 3,50,000 TPA is from September 2024, while the CFS capacity data is for Fiscal 2019.

For the purpose of analysis, historical data points have been considered for Fiscal 2025, based on the publicly available disclosures by the above-mentioned companies regarding their announced plant expansions. No new capacity additions were identified between the reported year and Fiscal 2025 based on publicly available information. Accordingly, data from earlier years (e.g., TII -2017, Jindal SAW's CDS data – 2019) have been carried forward.

CDS capacity for Goodluck India has been considered at 80,000 TPA for Fiscal 2025, based on publicly available disclosures (BSE filing, dated August 2021, and Sikandrabad plant announcement). No other capacity changes were identified from available information.

Source: Industry, Crisil Intelligence

Key Highlights

Lalbaba Engineering Limited: The company is among the early adopters of the continuous cold drawn process technology for seamless tube manufacturing and remain one of the few players globally to deploy this process. The continuous cold drawn process helps the company reduces the manufacturing process time compared to the conventional cold drawn process by streamlining multiple stages of the cold drawn process into a single, uninterrupted operation minimizing downtime and increasing efficiency.

Tube Investments of India (TII): the company's Tube Products of India (TPI) division is a leading supplier of precision steel tubes, primarily serving the automotive sector. They have plants at Mohali, Shirwal, Rajpura, Avadi, and Tiruttani. They produce cold finished welded tubes spanning outer diameter (OD) of 6.05 x 1 mm to

160 x 139.2 mm

Goodluck Industries: The company under Goodluck India limited, is an engineering solutions provider specialised in ERW steel pipes, hollow section, cold drawn welded (CDW) tubes, forgings, and complex engineering structures. They produce cold finished welded tubes spanning outer diameter (OD) of 8 mm to 203 mm with thickness spanning from 0.90 mm to 14 mm

Pennar Industries: The company's tubes division started in 2010. They produce cold finished welded tubes (round tubes) spanning outer diameter (OD) of 9.0 mm to 120.0 mm

Other key suppliers of cold finished steel tubes are Kirloskar Ferrous, Maharashtra Seamless and Ratnamani Metals.

In Fiscal 2025, Lalbaba Engineering Limited ranked as the third-largest cold finished steel tube manufacturer among the aforesaid key players, with an installed capacity of 65,000 tonnes per annum (TPA). Following the capacity enhancement to 85,000 TPA as on August 31, 2025, and the company now stands as the second-largest manufacturer in the segment by installed capacity. Based on the above data, Lalbaba Engineering Limited is also the largest cold finished seamless tube manufacturer in India.

Application mapping of the products across the end-use sectors

End use sector growth outlook and application mapping for cold finished steel tubes:

End use industry	Expected growth CAGR (FY 2025 to 2030)	Application mapping
Oil and gas	6 to 8%	Pipeline tubing, casing, drilling equipment, high pressure fluid lines
Automobiles	8 to 10%	Fuel injection lines, brake lines, hydraulic systems, exhaust pipes, chassis, power steering, transmission systems
Chemical	8 to 10%	Heat exchange tubes, process piping, condensers, reactors
Pharma	10 to 12%	Clean piping systems, sterile process transfer, instrumentation tubes
Thermal Power	4 to 6%	Boiler tubes, superheated tubes, feedwater lines
Mining	7 to 9%	Drill rods, hydraulic lines, slurry transport tubing
Railways	3 to 4%	Brake lines, hydraulic cylinders, structural tubes in rolling stock
Gas Storage	7 to 9%	Piping for gas distribution, control lines, storage vessel tubing
Construction	6 to 8%	Scaffolding, architectural elements, hydraulic systems, structural members

Source: CRISIL Intelligence, Industry

Growth projections for key sectors

Oil and Gas

The Oil and Gas industry is a significant end-use sector for cold finished steel tubes. Globally, oil demand is projected to increase by 2.5 million barrels per day (bpd) to 105.5 million bpd by 2030, driven by growth in non-OPEC+ countries, particularly the US, Brazil, and Canada. In India, oil demand is expected to rise significantly, contributing to global oil demand growth, with the country's oil demand to rise from 5.64 million bpd in 2024 to 6.66 million bpd in 2030 (Oil Market Report, International Energy Agency).

The growth in the Oil and Gas sector is driven by increasing demand from emerging economies, particularly in Asia, where China is expected to be a key driver of growth. However, the sector is also facing challenges, including controlled supply by OPEC+, heightened geopolitical tensions, and a focus on energy transition. In India, the government has announced initiatives to promote the oil and gas sector, including allocating funds for strategic oil reserves and pipeline infrastructure development. The cold finished tubes are used in various applications in the Oil and Gas sector, including drilling, production, and transportation. The Indian Oil and Gas sector is expected to drive growth, with the country's refining capacity expected to increase by 1 million barrels per day over the next seven years from 256.8 million tonnes per annum (mmtpa) in 2024 to 309.5 mmtpa by 2030.

Automobiles

The global automobile market experienced steady growth from Fiscal 2019 to 2025, with US vehicle sales growing 2% in Fiscal 2024 and electric vehicles (EVs) capturing 25% market share. Global EV battery investments exceeded USD 500 billion, and Asia-Pacific expanded manufacturing capacity, led by India and China. The global

vehicle sales are projected at 104 million units by Fiscal 2030, with a CAGR of 2.4%. Electrified vehicles are expected to be 40% of sales by Fiscal 2030, and autonomous vehicle technology will enter commercial fleets by the late 2020s. In India, the automotive market is growing at 8 to 10% CAGR, with rising EV penetration due to policy support and expansion of domestic manufacturing and export hubs. Cold finished steel tubes are widely used in commercial vehicles, particularly for brake and fuel lines, with over 150 million units used annually in passenger cars. High-strength steel pipes have also gained adoption in EVs, reducing weight by 12%, although welded pipes remain dominant due to cost considerations.

Chemicals

The global chemical market has grown strongly reaching USD 6.15 trillion by Fiscal 2025 with a CAGR of approximately 9.7%. Asia-Pacific led the growth due to industrialization and urbanization. The market recovered from supply chain disruptions with 3.4% growth in Fiscal 2024 and 3.5% in Fiscal 2025. The market is projected to reach USD 8.58 trillion by Fiscal 2029, growing at a CAGR of around 8.6%. Carbon capture, green chemistry, and digitalization will drive growth, with regulatory pressures accelerating sustainability adoption. In India, the chemical sector is growing at 8 to 10% CAGR, driven by pharmaceuticals, agrochemicals, and specialty chemicals, with government initiatives like the PLI scheme supporting domestic manufacturing and exports. The demand for cold finished steel tubes is increasing in this sector, particularly for hazardous material transport, due to strict regulations and the need for leak-proof precision pipes. Nickel/alloy variants are expected to grow at a CAGR of 5.7%, driven by their corrosion resistance properties compared to welded pipes.

Pharmaceutical

The global pharmaceutical market experienced strong growth from Fiscal 2019 to 2025, driven by oncology, immunology, and vaccine demand. There was moderate M&A activity despite biosimilar competition. The market is expected to grow, driven by biologics, personalized medicine, and digital health integration, with expansion in emerging markets. In India, the pharma sector is growing at 10 to 12% CAGR, driven by generics and active pharmaceutical ingredient exports, with government initiatives to boost R&D and manufacturing. Cold finished precision stainless steel pipes and tubes play a critical role in ensuring contamination-free fluid transfer in drug manufacturing. The global pharmaceutical industry's expansion, including initiatives like India's PLI scheme, is expected to drive significant demand for cold finished steel tubes. This growth will be driven by the need for high-quality, reliable piping solutions in pharmaceutical manufacturing.

Thermal Power Sectors

The global power plant market experienced expansion of gas-fired power plants, supported by data center growth, and increased renewables integration, although gas remained critical. The hydrogen-ready infrastructure and nuclear plant retrofits are expected to grow significantly till Fiscal 2030, with increased adoption of carbon capture and storage. There will be growth in renewable hybrid plants and microgrids. In India, there is aggressive renewable capacity expansion targeting 500 GW by Fiscal 2030, with gas and nuclear plants complementing renewables for grid stability and increasing investments in smart grids and energy storage. Cold finished steel tubes are widely used in thermal plants, accounting for 90% of boiler and steam systems. This underscores the critical importance of high-quality piping solutions in the power generation sector, particularly as India invests in smart grids and energy storage.

Mining Sector

Mining contributes significantly to India's GDP, with major production in coal, iron ore, limestone, and other minerals. Mining output growth is aligned with steady GDP growth of 6 to 7% expected till 2030. Cold finished steel tubes are crucial in hydraulic systems, rolling stock components, and structural supports benefiting from their strength and uniformity.

Gas Storage Sector

India's gas consumption is projected to grow nearly 60% by 2030 over 2023 levels, driven by expanding city gas distribution, industrial uses, and power generation. Domestic gas production has increased recently but is expected to grow moderately by about 7 to 9% by 2030. Expansion of gas infrastructure projects like the Pradhan Mantri Urja Ganga pipeline and LNG terminals augments cold finished steel demand. Cold finished steel tubes are extensively used in pipelines, storage tanks, and LNG infrastructure due to their high pressure and corrosion resistance.

Construction Sector

The construction industry in India is expected to grow steadily at an annual rate of 6 to 8% between Fiscal years 2026 and 2030. This growth will be mainly driven by increased spending on infrastructure projects such as roads and railways, supported by both central and state government investments. Cold finished steel precision tubes are critical for hydraulic machinery, structural supports, and other infrastructure requiring precision and mechanical strength.

Key growth drivers, threats, and challenges

The industry is driven by several key growth drivers that are expected to propel its expansion in the coming years. The oil and gas sector, for instance, is a significant consumer of seamless pipes, which are essential for drilling, extraction, and transportation, particularly in regions such as North America, Asia-Pacific, and the Middle East. Additionally, rapid urbanization and infrastructure development in emerging markets are driving demand for seamless pipes in construction, transportation, and utilities. The superior performance of cold finished seamless tubes, including higher strength, reliability, and corrosion resistance, makes them the preferred choice in various industries such as petrochemical, power generation, automotive, and aerospace (How Seamless Pipes Reduce Failure Risks in Oilfield Operations).

Technological advancements, such as AI-enabled quality control and advanced extrusion, are also improving efficiency, quality, and customization in the manufacturing process, thereby supporting market growth. Furthermore, the increasing emphasis on sustainability, green manufacturing, and energy efficiency is attracting environmentally conscious buyers and meeting regulatory requirements. The rising global energy demand, particularly in emerging economies, is also sustaining long-term demand for cold finished seamless tubes in pipelines, refineries, and power plants.

However, the industry also faces several threats and challenges that could hinder its growth. Corrosion, for example, is a significant concern, as exposure to harsh environments can lead to structural weaknesses, leaks, and financial losses. Raw material price volatility, competition from welded pipes, and manufacturing complexities are also major challenges that the industry needs to address. Moreover, environmental regulations, geopolitical risks, and profit margin pressure are additional factors that could impact the industry's stability and growth.

The cold finished seamless tubes industry is poised for growth, driven by increasing demand from the oil and gas sector, infrastructure development, and technological advancements. However, the industry must also navigate challenges such as corrosion, raw material price volatility, and environmental regulations to ensure sustainable growth and profitability. As the industry continues to evolve, it is essential for manufacturers to invest in research and development, adopt sustainable practices, and develop strategies to mitigate risks and capitalize on emerging opportunities.

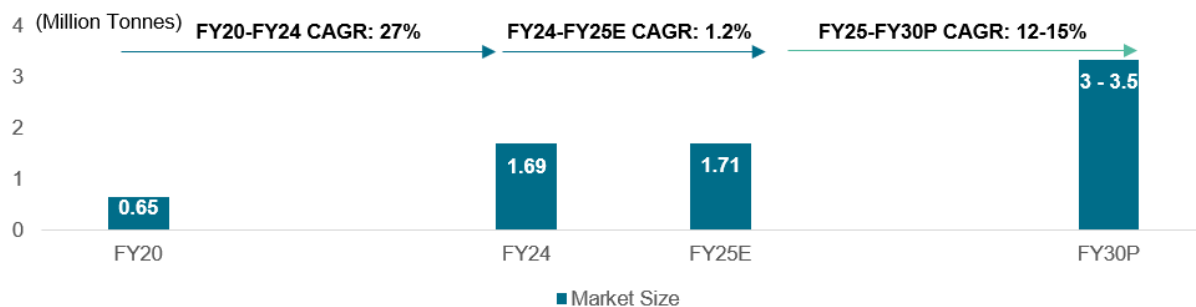
Assessing India's export potential under China+1 strategy

The China-plus-one strategy is a supply-chain diversification approach that encourages companies to reduce their dependence on China by adding alternative production bases. This strategy has gained momentum in recent years due to rising labor costs, geo-political tensions, and the COVID-19 pandemic. As a result, countries like India, Vietnam, and Thailand are emerging as attractive manufacturing destinations, offering cost competitiveness, favorable government policies, and geographical proximity to China.

India is well-positioned to benefit from the China-plus-one strategy, especially in the steel industry. The government's initiatives, such as the Production-Linked Incentives (PLI) scheme and the National Steel Policy (NSP), aim to increase steel production and exports. Additionally, India's growing export opportunities, growing demand from key industries, and availability of raw materials make it an attractive destination for global companies looking to diversify their supply chains. The Indian steel industry is expected to benefit from the ongoing infrastructure development, with key industries like building and construction, infrastructure, and automobiles relying heavily on steel. The Indian steel industry, including precision tubes, cold finished steel tubes and seamless pipes & tubes, is likely to gain from the China-plus-one strategy. With India being the second-largest producer of crude steel in the world, it offers a strong competitive edge in terms of availability of skilled workforce and technology. The government's focus on promoting sustainable and environmentally friendly products is also expected to garner huge demand in export markets. As global companies look to reduce their dependence on China, India's steel industry is poised to benefit from the growing demand for steel and related products, making it an attractive destination for investment and growth.

Market overview of forging components in India

Indian forging market size



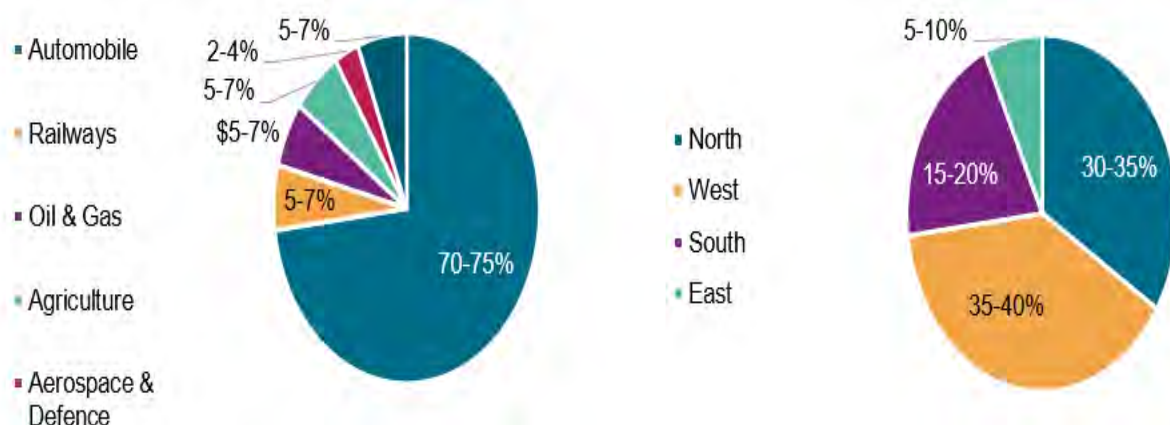
P: Projected; Note: Market size is for all types of forgings, including carbon steel, alloy steel, stainless steel, super alloy, titanium and aluminium

Source: Crisil Intelligence, Industry

India is the second largest producer of steel globally, after China, and also the world leader in DRI (direct reduced iron) production, further emphasizing its strength in core metal manufacturing. India has emerged as the second-largest forging industry in the world, with robust capacity in manufacturing a wide range of forged products for sectors such as automotive, power generation, industrial machinery, mining, marine, aerospace, railways and defence. The Indian forging industry is a significant contributor to the nation's economic growth, with a market size of approximately 1.71 million metric tonne (MT) in Fiscal 2025, accounting for 7.8% of the global market and a projected growth rate of 12 to 15% over the next seven years. The industry has transitioned from a labour-intensive set-up to a capital-intensive manufacturing sector, with an installed capacity of approximately 3.85 million MT in Fiscal 2024. The industry can forge a wide array of raw materials, including carbon steel, alloy steel, stainless steel, super alloy, titanium and aluminium. Indian forging manufacturers offer cost advantages versus China, aided by lower labor costs, improved operational efficiencies, and a growing skilled workforce.

As multinational corporations increasingly look to reduce dependency on China, India's forging is well positioned to benefit. India offers reduced reputational risk and a more favorable compliance environment compared to China, which is important for western enterprises. India's economic boom and stronger global alliances present a more predictable long-term setting for investment and manufacturing.

End-use segmentation for forging industry and geographical segmentation



Source: Crisil Intelligence, Industry

Traditionally, the Indian forging industry catered to the automotive sector, which accounted for 70 to 75% of total orders. However, it is diversifying into defence, aerospace, and railways, with a target to realign its customer base to 60% auto and 40% non-auto sectors by 2030. The industry also exports around 35% of its forged products, with demand from North America and Europe expected to rise.

The Indian forging industry is strategically concentrated in states with major end-user customer locations, including Maharashtra, Punjab, Gujarat, Tamil Nadu, Haryana, Delhi, Karnataka, Jharkhand, West Bengal and

Telangana. These forging clusters foster regional economic development and employment opportunities. The major forging clusters are Pune, Rajkot, Mumbai, Delhi-NCR, Jalandhar, Ludhiana, Jamshedpur, Bengaluru, Coimbatore and Chennai.



Source: Crisil Intelligence, Industry

Application mapping for forging industry with focus on railways

Forging components are used in a diverse range of industries, including aerospace, nuclear, industrial equipment, automotive, defence, renewable energy, and railways, where high-strength and durable parts are crucial for optimal performance. Forgings provide superior reliability compared to cast or fabricated alternatives and are deployed in safety-critical and heavy-duty environments. In the railway section, forging plays vital role in ensuring the safe efficient operation of trains and related infrastructure by producing components with enhanced mechanical properties compared with those made through casting or machining.

Key railway applications of forged components

Application	Forged components
Rolling stock and locomotive parts	Coach/wagon frames, axles, wheels, bogie/wagon components (bogie frames, bolsters, axle boxes), crankshafts, connecting rods, pistons, cylinder blocks, cylinder heads,
Barking and suspension systems	Brake shoes, brake blocks, brake levers, brake hangers, couplers, connectors, suspension components (springs, bolsters, yokes, side bearer)
Track and infrastructure	Rail joints, fishplates, rail fasteners (bolts, nuts, washers), track clips
Electrification and power transmission	Forged connectors, insulators, cable clamps, conductor clamps
Traction motor	Forged motor housings, motor shafts, gear blanks, bearing housings

Growth drivers and rising demand for forgings

Growth drivers and demand for forged components from railways

The Indian railway sector is a significant driver of demand for forgings, with applications in rolling stock, locomotive engines, and infrastructure. Forged components, such as wheels, axles, and bogie parts, provide superior strength, durability, and reliability, making them essential for safe and efficient rail operations. As highlighted in the ‘Indian railway and infrastructure overview’ section the railway sector expansion plans,

including the addition of 100,000 km of new rail lines over the next 25 years, will boost demand for forged components. With a capital expenditure of USD107 billion between 2026 and 2031, the sector is poised for significant growth. The Indian Railways' modernization drive, backed by unprecedented investments, will also drive demand for forged components, with a focus on increasing freight modal share to 45% by Fiscal 2030. This growth is expected to create new opportunities for forging companies, driven by the sector's increasing demand for high-strength, durable components.

Demand from other sectors

In addition to railways, other sectors such as automotive, power, and oil and gas are also driving demand for forgings. The automotive sector is a significant consumer of forgings, with applications in engine components, gearboxes and axles. The power sector also requires forgings for components such as turbine shafts and generator parts. The oil and gas sector uses forgings in pipeline fittings, valves and other equipment. These sectors are expected to continue driving demand for forgings, driven by increasing demand for high-strength, durable components.

Government initiatives and support

The government has launched several initiatives to support the growth of the forging industry, including the 'Make in India' and 'Skill India' programmes. These initiatives aim to promote the development of indigenous manufacturing capabilities, including in the forging sector. The government has also announced plans to increase investment in infrastructure, including the railways, which will drive demand for forgings. The forging industry can benefit from these initiatives by investing in technology upgradation, developing new capabilities and improving its competitiveness.

Threats and challenges

The Indian forging industry faces significant challenges despite its growth prospects, including raw material price volatility, which has increased production costs and squeezed margins, with a notable 40 to 60% reduction in demand for traditional auto components due to the transition to electric vehicles. The industry must upgrade its technology and automation levels to global standards and develop capabilities for materials like aluminium. Additionally, the industry's fragmented structure, with small and very small units accounting for most of its capacity, poses a significant hurdle to sustainable growth. The industry also faces competition from imported forgings, impacting domestic demand, particularly from sectors like railways, which require high-quality components. To remain competitive, the industry must invest in technology, skill development and market diversification.

Competition benchmarking across key players

Company profile

The company is built on the legacy of the Lalbaba Industrial Corporation Private Limited, which was incorporated in 1966. The present business dates back to 1991, with the incorporation of a partnership firm, namely, Pioneer Engineering Works (“PEW”), focused on the manufacture of railway brake systems. Over time, the company expanded its capabilities to meet customer needs, adding upstream capacity in seamless tubes by setting up the company, which was formerly known as Lal Baba Seamless Tubes Private Limited (“LBST”) and complementary forging capabilities through Lalbaba Industrial Corporation (“LBIC”) at Uluberia, West Bengal. With effect from April 2023, LBIC’s Uluberia division and PEW merged into LBST and was renamed as Lalbaba Engineering, the entity in its current form as an engineering solutions provider with capabilities spanning tubes, forgings, and complete rail systems. This transition reflects more than 25 years of sustained growth, diversification, and customer trust. Over the years, the group has developed long-standing relationships with its customers in a highly regulated industries with high barriers to entry and stringent approval processes and built a longstanding reputation in Indian railways and precision manufacturing. The company has maintained a long engagement (over 17 years) with a Titagarh Rail & Engineering Limited, which is recognized in company disclosures as one of the leading players in India's rail wagon manufacturing market.

The company operates a cold finished seamless tube manufacturing facility with an installed capacity of 65,000 tonnes per annum (“TPA”) in fiscal 2025. This capacity was subsequently enhanced to 85,000 TPA as of 31st August 2025. The company is further scaling this to 235,000 MTPA through the commissioning of two additional lines at our Haldia facility by the end of fiscal 2027, which will make this facility among the world’s largest single-

site cold finished steel tube manufacturing campus in terms of installed capacity.

Lalbaba Engineering Limited has contributed significantly to the development of RDSO-approved railway components, supporting the transition from cast steel to forged variants such as coupler components, draft gears, container spares, and bogie subassemblies, aimed at enhanced mechanical reliability and consistency. Future expansion plans and tie-ups for sales

Lalbaba Engineering Limited is focusing on growth in its seamless tubes and forging businesses, with a major strategic development being the formation of a joint venture with German company Poppe + Potthoff. This joint venture, named Indo Deutsch Precision Tubes, will manufacture mother hollows and cold-drawn tubes for the automotive sector. In energy and oil & gas sector, Lalbaba Engineering Limited is targeting integrated offerings such as SRB-finished hydraulic tubes and Q&T-upset-threaded API pipes, some of which are presently sourced through imports. Focusing on these high-value import-dependent products is intended to position the company as a strategic partner for OEMs and national initiatives like Make in India, aligning performance, cost, and localization goals.

Lalbaba Engineering Limited's key priority is establishing domestic supply chains for products which are currently dependent on imports, such as gas cylinder tubes, which demand stringent metallurgical and dimensional standards.

SWOT Analysis

Strengths:

- Lalbaba Engineering Limited is among the few private engineering solutions players in India with an end-to-end offering spanning tube and forging manufacture, component assembly, systems integration, and on-site execution.
- Lalbaba Engineering Limited has a diversified product portfolio, including seamless tubes and forging businesses, which reduces dependence on a single product.
- The company has adopted integrated cold drawn processes that streamline multiple manufacturing stages, enabling higher efficiency and reduced process time compared to conventional methods:
 - Majority of domestic seamless tube manufacturers follow a complex manufacturing process, involving several steps, including hot forming, surface treatment, drawing, heat treatment, cutting, and testing. Each of these steps is typically carried out separately, and moving the tubes from one step to the next often relies on manual handling, temporary storage, and batch processing, which can sometimes lead to inefficiencies and delays
 - On the other hand, the company's manufacturing process streamlines multiple stages of the cold drawn process into a single, uninterrupted operation minimizing downtime and increasing efficiency. This reduces the manufacturing process time compared to the conventional cold drawn process
 - Cost and time optimization have enabled the company to expand its addressable market by supplying cold-drawn seamless products, which some competitors produce via hot finished or cold drawn welded processes.
- The cold-drawn seamless (CDS) tubes manufacturing process offers a unique combination of versatility, flexibility, and high-performance characteristics, enabling its application across diverse industries, including automotive, oil and gas, energy, and construction equipment. This process allows for rapid switching between sizes, chemistries, and heat treatments with negligible downtime, enabling small lots and rapid moves between sectors.
 - CDS tubes offered by the company have diversified end-use profile and are operationally nimble, making it a structurally resilient and a recession-proof product.
 - Since CDS tubes offer a differentiated, steady-growth opportunities, the company is uniquely positioned to deliver sustained growth and margin stability across economic cycles.

- Attributes of cold drawn seamless (CDS) pipes, such as high dimensional accuracy, tight tolerance, uniform finish, and stress resistance are increasingly preferred in applications, many of which currently rely on imported alternatives.
- CFS tubes and pipes are characterized by high dimensional accuracy, improved mechanical properties, better surface finish, enhanced pressure and wear resistance, good machinability, reduced risk of corrosion and oxidation. These attributes make CFS tubes preferred for high-precision engineering components, high-pressure and high-stress environments, and applications requiring reliable, uniform pipe dimensions and finish.
- The company has entered overseas markets, which has helped increase revenue and diversify portfolio

Weaknesses:

- The company's revenue is dependent on a few large customers, which can be a risk if these customers experience financial difficulties or switch to competitors
- The company's revenue is currently heavily dependent on the Indian market, which can make it vulnerable to economic downturns in the country
- The company has limited financial resources, which can make it difficult to invest in new technologies and expansion plans

Opportunities:

- The demand for automotive components, including fuel injection tubes, is growing globally, which can provide opportunities for Lalbaba Engineering Limited to increase its revenue.
- Diversified end-use profile across automotive, oil and gas, infrastructure, railways, and energy, providing relative stability in demand across economic cycles.
- The company's partnerships with international companies can provide opportunities to access new technologies and markets
- The Indian government's focus on the "Make in India" initiative can provide opportunities for Lalbaba Engineering Limited to increase its revenue and market share
- The demand for seamless tubes is growing globally, which can provide opportunities for Lalbaba Engineering Limited to increase its revenue
- Stringent pre-qualification criteria and lengthy supplier approval process create barriers for new players in the industry

Threats:

- The company faces intense competition from established players in the industry, which can make it difficult to increase market share
- Economic downturns due to tariff war and disputes globally can reduce demand for the company's products and affect its revenue
- Changes in regulations or laws can affect the company's operations and revenue
- The company's dependence on raw materials, such as steel, can make it vulnerable to fluctuations in raw material prices

Operational benchmarking

Lalbaba Engineering Limited has business operations in manufacturing of rail system, forging and cold drawn

seamless tubes. As a result, the company observes competition from companies in different business domains as highlighted in the below table:

Product range mapping for companies

Companies	Forgings	Cold Finished Steel Tubes	Rail Systems
Lalbaba Engineering Limited			
Venus Pipes			
Tubes Investments			
Kirloskar Ferrous			
Goodluck India			
Maharashtra Seamless			
Jindal SAW			
Bharat Forge			
Happy Forgings			
RK Forgings			
MM Forgings			
Pennar Industries			
Frontier Springs			
Jupiter Wagons Limited			
Titagarh Rail Systems Ltd.			
Texmaco Rail & Engineering Ltd.			
Azad Engineering			

Note: Green coloured tab indicates presence of the corresponding product manufacturing capability with the respective company.

Source: Crisil Intelligence, Industry

Plant locations

Company	Total Units	Locations
Lalbaba Engineering Limited	4	Haldia (1 unit), Uluberia (1 unit), Ghushuri (1 unit) - West Bengal
Venus Pipes	1	Dhaneti (1 unit) – Gujarat
Tube Investments	8	Avadi (2 unit), Tiruttani (1 unit) - Tamil Nadu, Nashik (1 unit), Shirwal (1 unit), Phaltan (1unit) - Maharashtra, Mohali (1 unit), Rajpura (1 unit) - Haryana
Kirloskar Ferrous	2	Baramati (1 unit), Ahmednagar (1 unit) – Maharashtra
Goodluck India Ltd.	6	Sikandrabad (4 units) - Uttar Pradesh, Kutch (2 units) - Gujarat
Maharashtra Seamless	3	Raigad (2 units) - Maharashtra, Nalgonda (1 unit) - Telangana
Jindal SAW	4	Nashik (1 unit), Nagothane (1 unit) - Maharashtra, Kosi Kalan (1 unit) - Uttar Pradesh, Samaghogha (1 unit) – Gujarat
Bharat Forge	6	Pune (1 unit), Baramati (1 unit), Satara (1unit), Chakan (1 unit), Lonikand (1 unit) - Maharashtra, Vadodara (1 unit) – Gujarat
Happy Forgings	3	Ludhiana (3 units) – Punjab
RK Forgings	6	Jamshedpur (3 unit), Kharsawan (2 unit) - Jharkhand, Howrah (1 unit) - West Bengal
MM Forgings	8	Singampunari (1unit), Viralimalai (1 unit), Mathur (1 unit), Chennai (1 unit), Ranipet (1 unit), Voyalanallur (1 unit) - Tamil Nadu, Rudrapur (1 unit) - Uttarkand, Barakanki (1 unit) - Uttar Pradesh
Frontier Springs	2	Kanpur (1 unit) - Uttar Pradesh, Sirmur (1 unit) - Himachal Pradesh
Jupiter Wagons Limited	4	Baddi (1unit) - Himachal Pradesh,
Titagarh Rail Systems	4	Titagarh (2 units), Uttarpara (1 unit) – West Bengal, Bharatpur (1 unit) – Rajasthan
Texmaco Rail & Engineering	5	Belgharia, Agarpara, Panihati & Sodepur - West Bengal, Urla - Chattisgarh
Azad Engineering	4	Hyderabad (3 units), Medak (1 unit) – Telangana

Source: Company reports, Crisil Intelligence, Industry

Note: The data corresponds to Fiscal 2024 & 2025 (JSW SAW)

The cold finished steel tube manufacturers, including TI, Venus, Goodluck have demonstrated robust manufacturing capabilities with a high level of integration. Geographically, these companies have a significant domestic presence, while maintaining a notable export share, with exports spanning over 25 countries. They hold a diverse customer base, with end-use segments including auto, bearing, and oil country tubular goods, and have obtained various certifications, although not explicitly stated. The companies have also adopted technologies like acid regeneration plants to reduce consumption and enhance margins and have expanded their export networks to regions like the US, Middle East, and Africa.

The railway system companies, including Titagarh, Texmaco, and Jupiter Wagons Limited, have demonstrated notable manufacturing capabilities with a high level of integration, leveraging automation and digital tools to enhance productivity. Geographically, while Texmaco has a relatively low export share of 5.07%, Jupiter Wagons Limited is expanding its global footprint through strategic partnerships and joint ventures. These companies hold various certifications, such as ISO 9001:2015 and certifications from the Indian Railways, showcasing their commitment to quality and customer satisfaction. Additionally, they have adopted advanced technologies like CAD, FEA, robotics, and IoT to optimize design, production, and maintenance processes. This integration of technology and manufacturing capabilities enables them to cater to a diverse customer base.

The forging industry, comprising companies like Bharat Forge, Happy Forgings, and Ramkrishna Forgings, has demonstrated robust manufacturing capabilities with a high level of integration, leveraging advancements in closed-die forging technology and industry 4.0 technologies. Geographically, these companies have a significant domestic presence, with Bharat Forge generating 45% of its revenue from India, while also maintaining a notable export share, with exports constituting 35% of its revenue. They hold various certifications, including ISO 9001:2015, IATF 16949:2016, and ISO 14001:2015, showcasing their commitment to quality, environment, and safety management.

The companies have also adopted advanced technologies like Industrial Internet of Things (IIoT), Industry 4.0, and digital thread, driving greater productivity and reliability. Bharat Forge has invested in state-of-the-art technologies, including SAP ERP, robotic process automation, and data analytics, while Happy Forgings has expanded its global outreach, with exports demonstrating a 39% CAGR since 2017 to 2018. Ramkrishna Forgings has also seen a 19.10% increase in export sales, with a strong focus on quality management and environmental sustainability, as evident from its various certifications and standards.

Financial benchmarking

To benchmark the performance of Lalbaba Engineering Limited with its competitors, a comparison is drawn across the profitability, liquidity and leverage parameters for fiscals 2023 to 2025.

Comparison for Fiscal 2025 (₹ million, unless mentioned otherwise)

Particulars	Lalbaba Engineering Limited	Titagarh Rail Systems Limited	Texmaco Rail & Engineering Limited	Jupiter Wagons Limited	Frontier Springs Limited	Venus Pipes & Tubes Limited	Tube Investments of India Limited	Goodluck India Limited
Revenue from Operations ¹	7,716.07	38,677.50	51,065.72	39,632.80	2,313.37	9,585.26	1,94,646.50	39,358.91
Gross Profit ²	3,225.23	9,389.00	11,671.17	9,874.38	1,160.72	3,190.00	66,812.60	10,786.34
Gross Margin % ³	41.80%	24.28%	22.86%	24.91%	50.17%	33.28%	34.33%	27.41%
EBITDA ⁴	974.79	4,330.40	4,672.63	5,775.26	496.60	1,676.00	18,492.50	3,108.40
EBITDA Margin % ⁵	12.63%	11.20%	9.15%	14.57%	21.47%	17.49%	9.50%	7.90%
PAT ⁶	424.42	2,749.20	2,488.77	3,802.71	346.64	928.89	10,542.90	1,656.28
PAT Margin ⁷	5.49%	6.97%	4.82%	9.49%	14.92%	9.69%	5.32%	4.17%
Return On Equity ⁸	25.19%	11.70%	9.34%	17.43%	27.96%	19.81%	19.82%	13.26%
Return On Capital Employed ⁹	21.01%	15.00%	13.57%	17.27%	35.33%	21.74%	22.01%	14.39%

Particulars	Lalbaba Engineering Limited	Titagarh Rail Systems Limited	Texmaco Rail & Engineering Limited	Jupiter Wagons Limited	Frontier Springs Limited	Venus Pipes & Tubes Limited	Tube Investments of India Limited	Goodluck India Limited
Net Debt to Equity ¹⁰	1.41x	0.20x	NA	0.02x	NA	0.35x	NA	0.62x
Net Debt to EBITDA ¹¹	2.67x	1.16x	NA	0.11x	NA	NA	NA	2.69x
Cash Conversion Cycle ¹²	82	NA	NA	NA	NA	NA	NA	90
Gross Fixed Asset Turnover Ratio ¹³	3.90x	NA	NA	NA	NA	NA	NA	NA

Source: Company financials.

Comparison for Fiscal 2024 (₹ million, unless mentioned otherwise)

Particulars	Lalbaba Engineering Limited	Titagarh Rail Systems Limited	Texmaco Rail & Engineering Limited	Jupiter Wagons Limited	Frontier Springs Limited	Venus Pipes & Tubes Limited	Tube Investments of India Limited	Goodluck India Limited
Revenue from Operations ¹	5,995.01	38,533.00	35,028.70	36,437.33	1,354.15	8,021.98	1,68,903.30	35,247.76
Gross Profit ²	2,550.19	8,652.20	8,372.97	8,147.36	687.75	2,269.00	58,837.90	9,424.64
Gross Margin % ³	42.54%	22.45%	23.90%	22.36%	50.79%	28.28%	34.84%	26.74%
EBITDA ⁴	718.41	4,519.31	2,635.19	4,892.48	207.70	1,463.00	19,494.20	2,822.41
EBITDA Margin % ⁵	11.98%	11.73%	7.52%	13.43%	15.34%	18.24%	11.54%	8.01%
PAT ⁶	266.08	2,861.42	1,129.79	3,310.17	129.86	859.79	17,329.90	1,322.68
PAT Margin ⁷	4.43%	7.35%	3.16%	9.02%	9.55%	10.72%	10.11%	3.74%
Return On Equity ⁸	24.19%	17.99%	5.76%	27.59%	14.54%	23.61%	38.27%	14.94%
Return On Capital Employed ⁹	22.06%	20.13%	9.91%	24.94%	18.21%	24.50%	26.77%	14.59%
Net Debt to Equity ¹⁰	1.39x	NA	NA	0.14x	NA	0.36x	NA	0.35x
Net Debt to EBITDA ¹¹	2.74x	(0.58x)	NA	0.46x	NA	NA	NA	1.42x
Cash Conversion Cycle ¹²	63	NA	NA	NA	NA	NA	NA	85
Gross Fixed Asset Turnover Ratio ¹³	3.91x	NA	NA	NA	NA	NA	NA	NA

Source: Company financials.

Comparison for Fiscal 2023 (₹ million, unless mentioned otherwise)

Particulars	Lalbaba Engineering Limited	Titagarh Rail Systems Limited	Texmaco Rail & Engineering Limited	Jupiter Wagons Limited	Frontier Springs Limited	Venus Pipes & Tubes Limited	Tube Investments of India Limited	Goodluck India Limited
Revenue from Operations ¹	3,432.96	27,795.90	22,432.77	20,682.47	1,073.56	5,523.96	1,49,647.30	30,720.08
Gross Profit ²	1,552.97	6,296.52	6,274.17	4,937.77	550.67	1,078.00	51,344.70	8,292.86
Gross Margin % ³	45.24%	22.65%	27.97%	23.87%	51.29%	19.51%	34.31%	26.99%
EBITDA ⁴	336.73	2,634.91	1,454.08	2,520.63	133.10	691.00	18,875.80	2,043.71
EBITDA Margin % ⁵	9.81%	9.48%	6.48%	12.19%	12.40%	12.51%	12.61%	6.65%
PAT ⁶	142.64	1,257.16	258.05	1,206.75	72.41	442.07	13,250.60	878.01
PAT Margin ⁷	4.13%	4.45%	1.14%	5.82%	6.70%	8.00%	8.77%	2.84%
Return On Equity ⁸	20.03%	13.92%	1.90%	16.64%	9.70%	19.62%	37.74%	16.17%
Return On Capital Employed ⁹	16.76%	22.09%	6.40%	21.37%	9.18%	16.79%	39.09%	17.04%
Net Debt to Equity ¹⁰	1.54x	0.20x	NA	0.21x	NA	0.24x	NA	
Net Debt to EBITDA ¹¹	3.60x	0.74x	NA	0.68x	NA	NA	NA	
Cash Conversion Cycle ¹²	57	NA	NA	NA	NA	NA	NA	
Gross Fixed Asset Turnover Ratio ¹³	3.26x	NA	NA	NA	NA	NA	NA	

Source: Company financials.

All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports and investor presentation as available of the respective company for the relevant year.

¹In computing the above ratios and KPIs of the listed peer, we have used the same formulas as defined and considered for the Company.

NA: The data for the referenced period could not be located from the sources identified above.

Notes:

- 1) Revenue from operations is calculated as revenue from sale of products, services and other operating revenue for the year
- 2) Gross Profit is calculated as revenue from operations as reduced by cost of materials consumed and change in inventories of work in progress, finished goods, stock-in-trade and scrap
- 3) Gross Margin % is calculated as Gross Profit for the year divided by Revenue from Operations for the year, multiplied by 100
- 4) EBITDA is calculated as profit before tax plus depreciation and amortisation expense and finance costs less share of profit of joint ventures / associate and other income as per the Restated Financial Information
- 5) EBITDA Margin (%) is calculated as EBITDA divided by revenue from operations multiplied by 100.
- 6) PAT represents total profit after tax for the year as per the Restated Financial Information.
- 7) PAT margin is calculated as PAT divided by Total Income multiplied by 100.
- 8) ROE is calculated as total profit after tax for the year divided by average total equity.
- 9) ROCE is calculated as a percentage of earnings before interest and taxes / total equity plus total borrowings minus intangible assets as per the Restated Financial Information. EBIT is calculated as profit before tax and share of profit of joint ventures / associate plus finance costs.
- 10) Net Debt to Equity is calculated as net debt divided by total equity.
- 11) Net Debt to EBITDA is calculated as net debt divided by EBITDA
- 12) Cash Conversion Cycle is computed as trade receivables days plus inventory days minus trade payable days; Wherein, trade receivable days is calculated as average trade receivables divided by revenue from operations multiplied by 365 for financial years, inventory days is calculated as average inventory divided by cost of goods sold multiplied by 365 for financial years and trade payable days is calculated as average trade payables divided by revenue from operations multiplied by 365 for financial years. Rounded off to the nearest whole number
- 13) Gross Fixed Asset Turnover Ratio is calculated as revenue from operations divided by average gross fixed assets. Gross Block of fixed assets represents the total gross block / worth of property plant and equipment, capital work-in progress and right of use assets

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks, assumptions, estimates and uncertainties. You should read “Forward-Looking Statements” on page 21 for a discussion of the risks and uncertainties related to those statements and also the sections “Risk Factors”, “Industry Overview”, “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 38, 154, 284 and 377, respectively, as well as financial and other information contained in this Draft Red Herring Prospectus as a whole, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated or unless the context requires otherwise, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Information” on page 284. Our Company’s financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year. Also see, “Definitions and Abbreviations” on page 1 for certain terms used in this section. Pursuant to the Composite Scheme of Arrangement, our audited consolidated financial information as at and for the years ended March 31, 2025 and March 31, 2024 consolidate the operations of PEPL and the Uluberia Unit of LICPL. As a result, our audited financial information as of and for the year ended March 31, 2023 are not comparable with the audited financial information as of and for the years ended March 31, 2025 and March 31, 2024, and therefore, the restated financial information for the same periods are not comparable as well. Also, see “Risk Factors - In this Draft Red Herring Prospectus, we have compared the restated financial information as of and for the year ended March 31, 2023 with the restated financial information as of and for the years ended March 31, 2024 and March 31, 2025. These periods are not strictly comparable to each other.” on page 71.

In this Draft Red Herring Prospectus, unless specified otherwise, any reference to “the Company” or “our Company” refers to Lalbaba Engineering Limited, on a standalone basis, and a reference to “we”, “us” or “our” is a reference to our Company, our Subsidiary, Joint Ventures and Associates, on a consolidated basis.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled “Crisil Intelligence – Industry chapter on forging, tubing, and rail system” dated September 27, 2025 (the “**CRISIL Report**”) prepared and issued by CRISIL Limited, pursuant to an engagement letter dated May 9, 2025. The CRISIL Report has been exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. 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. A copy of the CRISIL Report is available on the website of our Company at <https://lalbabagroup.com/investors/> from the date of this Draft Red Herring Prospectus until the Bid/Offer Closing Date, and has also been included in “Material Contracts and Documents for Inspection – Material Documents” on page 505. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. For further information, see “Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the CRISIL Report which is a paid report and commissioned by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 70. Also see, “Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data” on page 19.

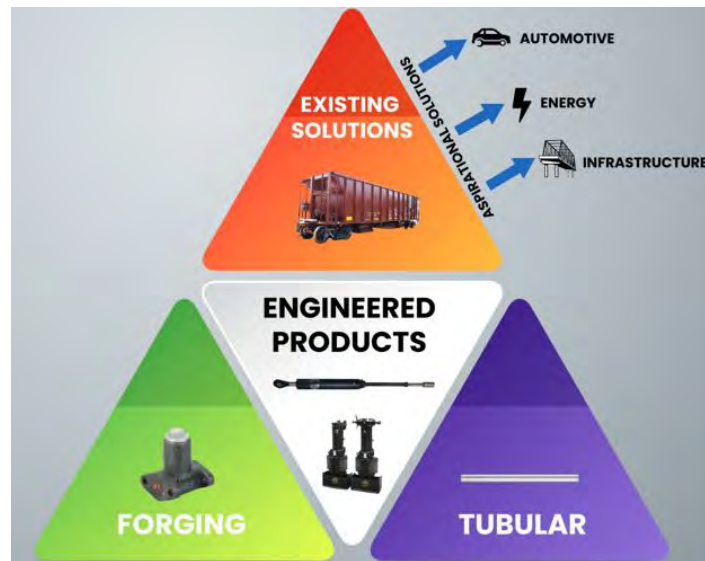
OVERVIEW

We are an engineering solutions company focussed on the development and manufacture of high-performance seamless tubes, precision forgings and integrated rail systems. We operate at the intersection of advanced metallurgy, precision manufacturing, and end-to-end solutions delivery, which enables us to serve critical applications across railways, automotive, energy and industrial infrastructure. As of August 31, 2025, we rank as India’s largest manufacturer of cold-finished seamless tubes and the second-largest overall for cold-finished steel tubes, by installed capacity among key players. (Source: CRISIL Report)

Our business is organised across three integrated verticals that together form the foundation of our operations — tubular solutions, forging solutions and railway systems. Each vertical addresses distinct market needs, while also

reinforcing the other through shared capacities, customer relationships, and a common focus on performance-critical engineering. We are among the few private engineering solutions players in India with an end-to-end offering spanning tube and forging manufacture, component assembly, systems integration, and on-site execution. (Source: CRISIL Report)

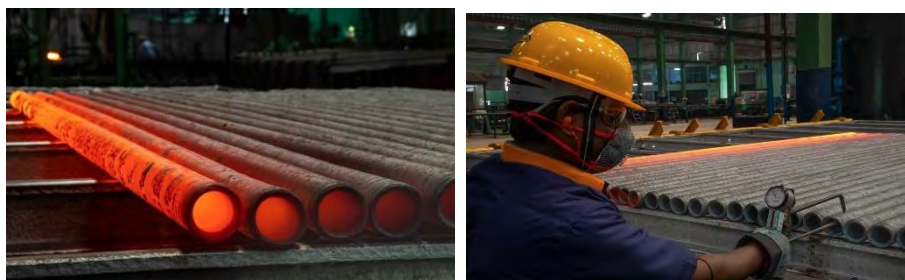
Vertically Integrated Solutions



- *Tubular Solutions*

The tubular solutions vertical forms the technological core of our business. We design and manufacture cold finished seamless tubes in carbon, alloy, and stainless-steel grades, used in high-performance applications across automotive, energy, industrial infrastructure, and railways. Our product offerings include solutions for automotive applications such as steering columns and telescopic front forks; railway applications including air brake pipes and slack adjuster tube; energy sector uses like boiler and heat exchanger tube, including rifled and U-bend types; and industrial infrastructure applications such as hydraulic cylinder tube, bearing tube, drill rods, and structural tubing.

This vertical is supported by (i) the “LALBABA PRIME™” series of products, a proprietary family of advanced steel grades designed for high strength and weldability; and (ii) Uniflow™ technology, our continuous cold drawing process that integrates the entire cold drawn seamless (“CDS”) tube manufacturing lifecycle, from hot preparation to final testing, into a streamlined flow for tighter tolerances and faster cycle times.





- *Forging Solutions*

Our forging vertical produces precision forged components for high-load, fatigue-resistant applications where consistent performance is essential. We have played an instrumental role in the upgradation of RDSO-approved cast railway components into forged equivalents, improving mechanical reliability, dimensional accuracy, and lifecycle performance. While railways currently accounts for the majority of our forging volumes, we are increasingly extending into defence and industrial applications. These capabilities position us as a dependable partner for customers requiring durable, high-integrity components.



- *Railway systems*

Our railway systems vertical demonstrates the full extent of our integration capability. From manufacturing critical assemblies for bogies and brake systems, we have expanded into turnkey modernisation programs under our Rail Solutions-as-a-Service (“**RSaaS**”) model. Our offerings include coach conversions, life-extension retrofits, and wagon rebuilds, executed across multiple customer locations in India. With active operations at multiple customer sites, this vertical highlights not only our breadth of capabilities but also our ability to deliver complex programs reliably at scale.



Set out below are details of our revenues from our business verticals for the years indicated:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Tubular Solutions	3,193.20	41.38%	2,585.87	43.13%	2,415.63	70.37%
Forging Solutions	1,006.02	13.04%	697.65	11.64%	-	-
Rail Systems	3,486.76	45.19%	2,684.57	44.78%	1,001.67	29.18%
Others	30.09	0.39%	26.92	0.45%	15.66	0.45%
Total	7,716.07	100.00%	5,995.01	100.00%	3,432.96	100.00%

*Others include consultancy services, duty drawback, export incentive, exchange gain/ (loss) and others.

Over the years, we have developed long-standing relationships with customers in highly regulated industries characterized by high entry barriers and stringent approval processes (*Source: CRISIL Report*). Our customer base consists of leading wagon builders, including Jupiter Wagons Limited, Titagarh Rail Systems, Texmaco Rail & Engineering Limited, rail system integrators, including Sona Comstar, automotive Tier 1 such as Marathwada Auto Compo Private Limited and ACV Suspansiyon Sistemleri Anonim Sirketi, one of the leading power generation public sector undertakings and other public sector undertakings, many of whom we have served for several years. These associations are marked by high repeat business and have often expanded from single-component supply to multi-product or system-level engagement, reflecting customer trust and stickiness. Between April 1, 2023 and March 31, 2025, we have delivered our products to more than 18 countries, including the USA, Canada, Mexico, Brazil, Turkey, UAE, France, Germany, Italy, and Spain, demonstrating our export capability and acceptance of our products in international markets. Further, Indo Deutsch Precision Tubes (“**IDPT**”), our recent joint venture with the German company Poppe + Pothoff GmbH, operates a precision CDS tube line in Badli, Haryana, to supply fuel-injection lines, steering tube and structural components to Tier-1 automotive OEMs, strengthening our global credibility.

Our Haldia Facility



We operate three manufacturing facilities located in Haldia, Uluberia and Ghusuri in West Bengal. These manufacturing facilities collectively house capabilities for cold finished seamless (“**CFS**”) tube manufacturing, precision forging, component assembly, and integrated rail system fabrication. As of August 31, 2025, our CFS tube manufacturing facility at Haldia (West Bengal) (“**Haldia Facility**”) had an installed capacity of 85,000 metric tonnes per annum (“**MTPA**”). We are scaling this to 235,000 MTPA through the commissioning of two additional lines at our Haldia Facility (“**Haldia Facility**”) by the end of Fiscal 2027, which will make this facility among the world’s largest single-site cold finished steel tube manufacturing campus in terms of installed capacity. (*Source: CRISIL Report*). Further, as of August 31, 2025, our forging capacity across carbon, alloy and stainless steel is 8,400 MTPA.

Our research and development (“**R&D**”) capabilities have long been an essential cornerstone of our business, and since May 2025, we have been in the process of centralising these practices across our manufacturing facilities with the commissioning of the ‘Lalbaba Metals Innovation Centre’, a dedicated 42,599 square feet facility in Howrah, West Bengal. The centre is staffed by a team of 32 engineers, metallurgists, and application specialists, who are in the process of transitioning fully into the new facility as it becomes operational. Together with Gurukul, our structured learning and development program that institutionalises shopfloor training and digital systems capability, the facility is intended to serve as the hub for material development, process improvement, and system prototyping.

Gurukul Training Session



We build on the legacy of Lalbaba Industrial Corporation Private Limited, which has been in existence since 1966. Our present business dates back to 1991, with the formation of a partnership firm, namely, Pioneer Engineering Works (“**PEW**”), focused on the manufacture of railway brake systems. Over time, we expanded our capabilities to meet customer needs, adding upstream capacity in seamless tubes by setting up our Company which was formerly known as Lal Baba Seamless Tubes Private Limited (“**LBST**”) and further adding complementary forging capabilities through Lalbaba Industrial Corporation (“**LBIC**”) at Uluberia. With effect from April 2023, LBIC’s Uluberia division and PEW merged into LBST and was named as Lal Baba Seamless Tubes Limited being renamed to Lalbaba Engineering, the entity in its current form operates as an engineering solutions provider with capabilities spanning tubes, forgings, and complete rail systems. This transition reflects more than 25 years since incorporation of sustained growth, diversification, and customer trust.

Our business has been shaped by a continuity of leadership combining deep promoter involvement with experienced professional management. At the helm is Kishan Dhanuka, our Chairman and Managing Director, who has been actively involved in the Company’s operations for over two decades. During this period, he has acquired expertise in railway engineering and wagon systems. He brings a practical leadership approach, shopfloor expertise, and long-standing relationships with customers, vendors, and regulators alike.

Amit Dhanuka, our Promoter and Whole-time Director, brings over two decades of global experience in business development and institutional relationships. Nikunj Dhanuka, our Promoter and Whole-time Director, has been instrumental in the development of the LALBABA PRIME™ series of products and Uniflow™ technology. Nishit Dhanuka, our Promoter and Whole-time Director, manages customer relationships, procurement processes, and budgetary controls to maintain operational consistency as we scale. They are supported by a professional senior management team with decades of experience across manufacturing, R&D, sales, and finance many of whom have grown within the company and contributed to its institutional knowledge. This combination of promoter involvement, technical leadership, and management continuity is a significant factor of our ability to maintain long-term relationships, execute operations at scale and maintain customer relationships.

We have established a track record of consistent revenue growth and profitability. Our revenue from operations has grown at a CAGR of 49.92% from Fiscal 2023 to Fiscal 2025. With a strong track record of cost discipline, our return on capital employed (“**ROCE**”) has consistently exceeded 20% in the last two Fiscals, even during phases of high growth and capacity expansion. This balance of engineering depth and financial prudence underpins our long-term scalability. The table below sets forth certain financial parameters for the years indicated:

Particulars	As of/ for the year ended March 31,		
	2025	2024	2023
Revenue from Operations ⁽¹⁾ (₹ million)	7,716.07	5,995.01	3,432.96
Gross Profit (₹ million) ⁽²⁾	3,225.23	2,550.19	1,552.97
Gross Margin (%) ⁽³⁾	41.80%	42.54%	45.24%
EBITDA (₹ million) ⁽⁴⁾	974.79	718.41	336.73
EBITDA Margin ⁽⁵⁾	12.63%	11.98%	9.81%
PAT (₹ million) ⁽⁶⁾	424.42	266.08	142.64
PAT Margin (%) ⁽⁷⁾	5.49%	4.43%	4.13%
Return on Equity (%) ⁽⁸⁾	25.19%	24.19%	20.03%

Return on Capital Employed (%) ⁽⁹⁾	21.01%	22.06%	16.76%
Net Debt to Equity Ratio (in times) ⁽¹⁰⁾	1.41	1.39	1.54
Net Debt to EBITDA Ratio (in times) ⁽¹¹⁾	2.67	2.74	3.60
Cash Conversion Cycle (Days) ⁽¹²⁾	82	63	57
Gross Fixed Asset Turnover Ratio (in times) ⁽¹³⁾	3.90	3.91	3.26

- (1) Revenue from operations is calculated as revenue from sale of products, services and other operating revenue for the year
- (2) Gross Profit is calculated as revenue from operations as reduced by Cost of Materials Consumed and Change in Inventories of Work in Progress, Finished Goods, Stock-in-trade and Scrap
- (3) Gross Margin (%) is calculated as Gross Profit for the year divided by Revenue from Operations for the year, multiplied by 100
- (4) EBITDA is calculated as profit/(loss) before share of profit/(loss) of Associate and Joint Venture plus depreciation and amortisation expense and finance costs less other income as per the Restated Financial Information.
- (5) EBITDA Margin (%) is calculated as EBITDA divided by revenue from operations multiplied by 100.
- (6) PAT represents total profit after tax for the year as per the Restated Financial Information.
- (7) PAT margin is calculated as PAT divided by Total Income multiplied by 100.
- (8) Return on Equity is calculated as Restated Profit for the year attributable to Owners of the Company divided by average equity attributable to owners of the company.
- (9) Return on capital employed is calculated as the EBIT divided by the average capital employed of the Company during the year. Capital employed is calculated as the sum of net worth plus total borrowings plus deferred tax liability as reduced by intangible assets and intangible assets under development.
- (10) Net Debt to Equity is calculated as net debt divided by total equity.
- (11) Net Debt to EBITDA is calculated as net debt divided by EBITDA
- (12) Cash Conversion Cycle is computed as trade receivables days plus inventory days minus trade payable days; Wherein, trade receivable days is calculated as average trade receivables divided by revenue from operations multiplied by 365 for financial years, inventory days is calculated as average inventory divided by cost of goods sold multiplied by 365 for financial years and trade payable days is calculated as average trade payables divided by revenue from operations multiplied by 365 for financial years. Rounded off to the nearest whole number.
- (13) Gross Fixed Asset Turnover Ratio is calculated as revenue from operations divided by average gross fixed assets. Gross fixed assets represents the total gross block / worth of property plant and equipment, capital work-in progress and right of use assets.

COMPETITIVE STRENGTHS

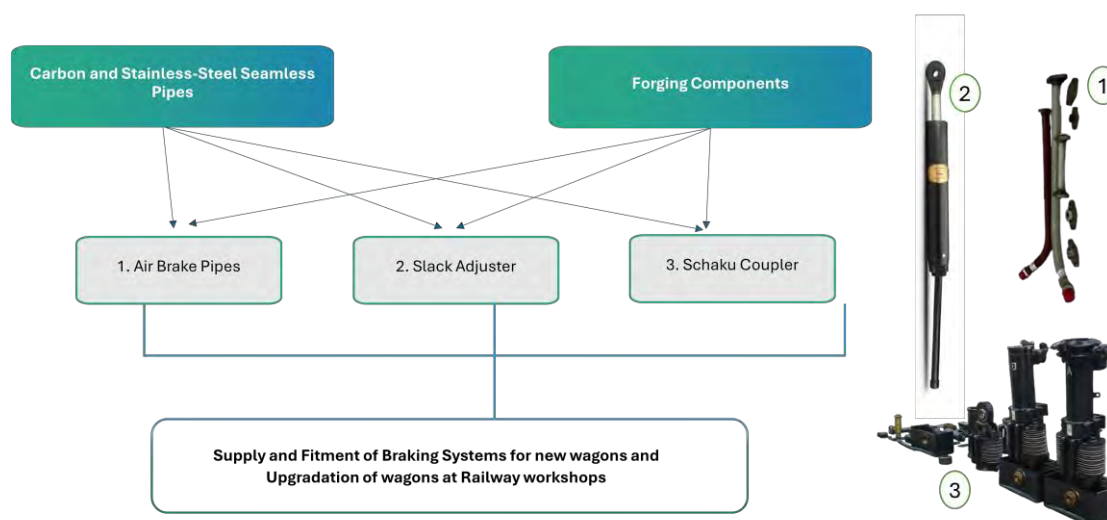
Integrated and comprehensive engineering solutions provider with a diverse range of offerings

We operate through three integrated business verticals — tubular, forging and rail systems, which together give us domain know-how, end-to-end execution and a proven record of dependable, mission-critical solutions. Our vertically integrated engineering approach has enabled us to offer a diverse product portfolio, including seamless tube, forged products, and rail systems and components, enabling us to serve critical applications across railways, automotive, energy and industrial infrastructure. As a result, we are able to meet diverse, high-specification requirements of our customers, cater to a diverse range of customers, enhance our ability to attract new customers, improve our share of business from existing customers, reduce excessive dependence on individual products, and address different business cycles across sectors where our products are used.

Leveraging this integrated portfolio, our three verticals translate directly into multi-product solutions for any single customer. For example, one of the leading Indian rail-systems integrators and wagon manufacturers is one of our most integrated customers, sourcing products across all three of our business verticals. Our revenue from this customer was ₹ 83.09 million for tubular products, ₹ 40.15 million for forgings (an increase from ₹ 1.08 million in Fiscal 2024), and ₹ 118.85 million for rail systems in Fiscal 2025 (an increase from ₹ 10.51 million in Fiscal 2023). This showcases our multi-product strength and the deepening trust of customers, such as the customer above in our integrated engineering solutions.

Our vertically integrated solution, which combines in-house steel chemistry, continuous cold drawing process innovation, and in-house forging capabilities, enables us to manufacture performance tubing and forgings that serve as foundational components in a wide range of mechanical and structural systems. Our vertically integrated approach enables us to manufacture both components and systems under a common platform, ensuring consistency in quality, cost efficiency, and performance alignment with customer requirements while providing design-led manufacturing solutions, engineering, and testing to meet robust standards in reliability, safety, and performance. Our business verticals and solutions are not standalone but part of a larger systems integration play. For instance, we leverage our precision tubing and forging capabilities to manufacture critical rail components such as RDSO-approved air brake pipes, slack adjusters, Schaku coupler and break beams, which are used for the supply and fitment of braking systems for new wagons and upgradation of wagons at the workshops of the Indian Railways and the facilities of private railway rolling stock manufacturers.

Example of our Vertically Integrated Operations



To ensure this multi-product capability translates into cost-competitive, reliable delivery, we operate three manufacturing facilities in Haldia, Uluberia, and Ghosuri in West Bengal, and, through our joint venture with Poppe + Potthoff, namely, IDPT, a facility at Badli in Haryana (“**Badli Facility**”). These manufacturing facilities collectively house facilities for CFS tube manufacturing, precision forging, component assembly, and integrated rail system fabrication. Our manufacturing facilities in West Bengal are strategically located with proximity to railway rolling stock manufacturers to whom we supply our products as well as to ports in West Bengal, including Haldia and Kolkata ports, which reduces our logistics costs for exports. The Badli Facility, with an installed production capacity of 15,000 MTPA as of August 31, 2025, has been set up to manufacture critical automotive components and is strategically located in proximity to automotive manufacturers in Haryana. We have increased our seamless tube manufacturing capacity from 55,000 MTPA as of March 31, 2023 to 85,000 MTPA as of August 31, 2025, while our forging capacity across carbon, alloy and stainless steel is 8,400 MTPA as of August 31, 2025. Our facilities are equipped with advanced equipment, including barrel type cross roll piercing process, cold drawn bench, bright annealing furnace, sizing mill, pilger facility, drop forging hammers, trimming and punching mechanical press, automatic high speed band saw and die shop with vertical milling.

We have also made targeted investments in automation and digital process control across our operations. These include Supervisory Control And Data Acquisition (“**SCADA**”) - integrated heat treatment furnaces, inline eddy current and ultrasonic testing systems, robotic drawbench loading in select lines, and Programmable Logic Controller (“**PLC**”) -based control systems across hot forming and forging lines, enhancing throughput, consistency, and traceability. We have also made efforts to adopt manufacturing standards with stringent quality controls across our manufacturing facilities. Each of our three manufacturing facilities is equipped with an NABL-accredited laboratory which houses destructive and non-destructive testing facilities. We undertake various chemical and mechanical tests including spectrometry, hardness, tensile and impact testing and non-destructive testing at our forging facilities situated at Haldia and Uluberia in West Bengal. Our manufacturing infrastructure is complemented by our stringent quality and safety standards and processes which are evidenced by multiple certifications across our manufacturing facilities, including ISO 9001:2015, ISO 14001:2015, ISO 450001:2018 and ISO 16949:2016.

Long standing relationship with marquee customers

We believe that our ability to meet technical specifications and ensure quality control, along with our capability to provide customized solutions, enables us to supply our products to customers in line with their requirements, thereby fostering long standing customer relationships. Our long-standing customer relationships portray our commitment to quality, as well as our engineering and manufacturing capabilities. The table below sets forth details of our top 10 customers in terms of revenue for Fiscal 2025 and details of our long standing relationships with such customers:

Customers	Number of years of association
Texmaco Rail & Engineering Limited	17
Titagarh Rail Systems Limited	17
Customer operating in the railway sector*	17

Sona BLW Precision Forgings Limited (<i>current owner of the railway equipment division which was transferred to them by Escorts Kubota Limited</i>)	17
Jupiter Wagons Limited	17
Customer operating in the railway sector*	15
India Tools Crafts Private Limited	9
Post Oak Pipe	8
Customer operating in the automotive parts sector*	5
ISGEC Heavy Engineering Limited	2

* Names have not been disclosed due to non-receipt of customer consents.

Our longest-standing engagement, spanning more than 17 years with one of India's leading rail wagon manufacturer (*Source: CRISIL Report*), demonstrates how we leverage integration to deepen our customer relationships. Our engagement with this customer began by supplying small, fabricated components, then expanded to forgings and rail-system products, and now we execute complete wagon manufacturing at the customer's own premises. This progression shows how we cross-sell and upsell across verticals, evolving from a product supplier to a strategic solutions partner. Our revenue from this customer has increased from ₹ 36.49 million in Fiscal 2023 to ₹ 259.88 million in Fiscal 2024 and further to ₹ 940.09 million in Fiscal 2025, reflecting steady cross-selling and a growing share of the business.

We have established long-standing relationships with several of our customers, and a significant portion of our revenue is derived from repeat business. These ongoing engagements reflect our ability to meet customer specifications and maintain consistent quality and delivery standards. The table below sets out our revenues from repeat orders from customers in Fiscal 2025, Fiscal 2024 and Fiscal 2023:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million except percentages)		
Revenues from repeat customers*	6,049.42	4,409.48	2,728.61
Revenues from repeat customers as a percentage of our revenues from operations	78.40%	73.55%	79.48%

*Revenues from repeat customers is revenue from customers where our Company would have recognized revenues from such customers in at least one Fiscal during the last three Fiscals preceding the Fiscal for which the data is being disclosed.

Further, our long-standing customer relationships translate into revenue that spans multiple sectors, as detailed in the table below:

Sector	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	As a percentage of revenue from operations	Amount	As a percentage of revenue from operations	Amount	As a percentage of revenue from operations
	(₹ million except percentages)					
Railways	4,858.37	62.96%	3,556.65	59.33%	1,124.86	32.77%
Energy	1,427.46	18.50%	1,285.49	21.44%	1,359.74	39.61%
Industrial Infrastructure	586.16	7.60%	420.44	7.01%	278.48	8.11%
Automotive	631.39	8.18%	419.76	7.00%	385.67	11.23%
Others*	212.69	2.76%	312.67	5.22%	284.21	8.28%
Revenue from operations	7,716.07	100.00%	5,995.01	100.00%	3,432.96	100.00%

* Others include sales to traders, duty drawback, export incentive, exchange gain/ (loss) and others.

Stringent pre-qualification criteria and lengthy supplier approval process create barriers for new players in our industry. (*Source: CRISIL Report*) Our customer centric approach has enabled us to understand and respond to the requirements of our customers through quality offerings. Our long-term relationships and ongoing active engagements with customers also allow us to plan our capital expenditure, enhance our ability to benefit from increasing economies of scale, thereby ensuring a competitive cost structure to achieve sustainable growth and profitability.

Largest cold finished seamless tube manufacturer with operational fungibility, well-positioned to serve multiple sectors

We are the largest cold finished seamless tube manufacturer in India among key players, in terms of installed capacity as of August 31, 2025. (Source: CRISIL Report). This leadership is built on the unique advantages of CFS tubes. According to the CRISIL Report, CFS tube holds an important position in the Indian steel industry, given their versatility and wide applications. They can be manufactured in multiple grades such as carbon, alloy, micro-alloyed, or stainless steel, and supplied in various conditions including annealed, stress-relieved, normalised, or quenched-and-tempered. (Source: CRISIL Report) CFS tubes are used across diverse sectors such as automotive, oil and gas, energy, railways, hydraulics, and construction equipment. (Source: CRISIL Report) The manufacturing process provides flexibility to produce in different sizes, chemistries, and heat treatments with relatively shorter changeover times, making them suitable for varied end-use requirements. (Source: CRISIL Report) Seamless construction also meets the high-pressure, high-temperature and torsional-load standards that disqualify welded tubes in critical applications. (Source: CRISIL Report) By comparison, cold-drawn welded tubes which is suitable for automotive and general engineering, may face limitations in alloy choices and in applications requiring higher pressure or fatigue performance and hot-finished seamless tubes are typically more suited for longer production runs and often require further downstream cold-drawing or machining. (Source: CRISIL Report)

CFS tubes cater to diverse end-use sectors including automotive, oil and gas, infrastructure, railways, and energy. This diversified end use profile of CFS provides a natural hedge against cyclical swings, with long cycle railway and energy projects and export opportunities providing additional stability. (Source: CRISIL Report) Further CFS's operational nimbleness makes it structurally resilient and recession-proof. Since CFS tubes offer a differentiated, steady-growth opportunities, we are uniquely positioned to deliver sustained growth and margin stability across economic cycles. (Source: CRISIL Report)

Engineered process for manufacturing cold drawn seamless tube driving efficiency and scalability

Majority of domestic seamless tube manufacturers follow a complex manufacturing process, involving several steps, including hot forming, surface treatment, drawing, heat treatment, cutting, and testing (Source: CRISIL Report) Each of these steps is typically carried out separately, and moving the tube from one step to the next often relies on manual handling, temporary storage, and batch processing, which can sometimes lead to inefficiencies and delays. (Source: CRISIL Report)

Taking into account these challenges, we have developed the Uniflow™ system, a hot-to-finish production solution that integrates the entire lifecycle of performance tubing into a continuous flow. This system streamlines the production process from hot billet to tested final tube, eliminating the need for manual handling equipment, unused storage areas, and delays caused by batch processing, while ensuring a smooth, continuous workflow. Every Uniflow™ system is structured to facilitate seamless transition across stages: hot forming transitions directly into surface treatment, cold drawing rolls into in-line heat treatment, and cutting, straightening, and non-destructive testing operate in coordination. Each process step is tuned to the next, with each output serving as the input for the subsequent stage without pause or manual adjustment.

The continuous cold drawn process reduces the manufacturing process time by 80% while lowering overall cost of manufacturing compared to the conventional cold drawn process by consolidating 16 steps of the cold drawn process into a single, uninterrupted operation that increases process efficiency, labour productivity and traceability. Further, cost and time optimisation have enabled us to expand our total addressable market by manufacturing products in cold drawn seamless condition which are supplied by other competitors using hot finished or cold drawn welded processes. (Source: CRISIL Report)

We have entered into a joint venture with Germany-based company Poppe + Potthoff, which specializes in the manufacturing of cold drawn seamless tube for fuel injection tubing. We have with the aforesaid joint venture, namely, IDPT, set up a manufacturing facility in Badli, Haryana. The joint venture intends to build on the expertise of both partners to supply critical tubing for use in air bags, piston pins and fuel injection systems for automotive customers in India and Europe.

Leveraging R&D to enhance product offering and develop capabilities

We have a strong focus on research and engineering and endeavour to continuously add value added products to our product portfolio. Since May 2025, we have been in the process of centralizing our R&D practices across all manufacturing facilities with the commissioning of the Lalbaba Metals Innovation Centre, a 42,599 square feet facility located in Howrah, West Bengal. The centre is staffed with a team of 32 full-time engineers, metallurgists, and application specialists, as of August 31, 2025, and is equipped for mechanical testing, metallurgical analysis,

heat treatment simulation, and process modelling. It functions as the innovation hub for LALBABA PRIME™ series, Uniflow™ technology, and various end-use-specific system prototypes. This facility is designed to drive innovation, enhance product performance and support our long-term growth. The key focus areas of our Metals Innovation Centre include the following:

- *Centralized Knowledge Management:* Creating a unified repository for technical expertise and best practices.
- *New Product Development:* Conducting applied and exploratory research aimed at developing new products and technological advancement.
- *Advanced Product Testing:* Implementing advanced testing methodologies to ensure product reliability and performance.
- *Centralized Design Team:* Process design and workflow planning will be housed under one roof.
- *Tool Optimization:* Enhancing tooling efficiency to improve manufacturing precision and reduce product manufacturing cycle time.

Process Simulation: Utilizing digital tools such as AutoCAD mechanical including specialized toolsets, Fusion with PowerMill Standard, Fusion with PowerShape, Solidworks, Adobe Creative Cloud Pro, Adobe Stock and freepik to simulate and refine manufacturing processes before implementation. The Lalbaba Metal Innovation Centre will enable us to work closely with OEMs to develop new materials, simulate real-world performance conditions, and accelerate commercialization cycles. For instance, we have contributed significantly to the development of RDSO-approved railway components, supporting the transition from cast steel to forged variants in products such as coupler components, draft gears, container spares, and bogie subassemblies, aimed at enhanced mechanical reliability and consistency. (Source: CRISIL Report) The Lalbaba Innovation Centre also supports collaborations and process expansions including the Pandava Series™ deployment planning, new forging geometries, and metallurgical innovation for critical tubular components.

Recognizing that innovation is not limited to technology, we have embedded a culture of continuous learning through Gurukul - our structured Learning & Development (“L&D”) program. Gurukul integrates shop floor training, leadership modules, digital systems training, and quality certifications. In collaboration with R&D, Gurukul ensures that process innovations are rapidly institutionalized across the organization, aligning people capability with technical evolution.

Track record of consistently delivering strong financial growth with robust return metrics

We have a proven track record of consistent improvement in financial performance led by continuous revenue led profitable growth. Between Fiscal 2023 and Fiscal 2025, our revenue from operations increased at a CAGR of 49.92% from ₹ 3,432.96 million to ₹ 7,716.07 million, which resulted in an increase in our profit after tax from ₹ 142.64 million in Fiscal 2023 to ₹ 424.42 million in Fiscal 2025. We maintain a strong focus on capital efficiency and asset productivity. With a strong track record of cost discipline, our return on capital employed (“ROCE”) has consistently exceeded 20% in the last two Fiscals, even during phases of high growth and capacity expansion.

Our ROCE for Fiscal 2025, Fiscal 2024 and Fiscal 2023 was 21.01%, 22.06% and 16.76%, respectively.

Our EBITDA increased at a CAGR of 70.14% from ₹ 336.73 million to ₹ 974.79 million between Fiscal 2023 and Fiscal 2025. Our Return on Net Worth increased from 20.03% in Fiscal 2023 to 25.32% in Fiscal 2025. We strive to maintain our financial position with emphasis on having a strong balance sheet. For reconciliation in relation to EBITDA, EBITDA Margin, Return on Equity and Return on Capital Employed, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations- Non-GAAP Measures*” on page 390.

BUSINESS STRATEGIES

The strategies described below have been approved by way of a board resolution passed by our Board of Directors at their meeting held on September 29, 2025.

Enhancing our presence through introduction of new offerings in targeted sectors

We are scaling our rail solutions to address both component supply and fleet modernization including brake retrofits, bogie upgrades, coach conversions, and full shell refurbishments. Our recent investment in DTL Ancillaries Limited (“**DTL**”) and DTL India Holdings Limited (“**DIHL**”), with intended majority ownership and control by June 2026, will further strengthen our ability to offer coach and locomotive shell manufacturing along with furnishing capabilities to new and existing railway customers. We are also extending our systems integration capabilities to adjacent sectors, using tubes and forgings as foundational building blocks. In the automotive sector, we are in the process of obtaining orders from customers to enter into the manufacturing and sub-assembly of high-integrity components such as multi-wall axles and telescopic front forks. The first step in this direction is the recommissioning of our facility in Ahmednagar, Maharashtra, focusing on the manufacture of automotive systems including axles for passenger vehicles and telescopic front fork for two wheelers. The facility was acquired in 2021 and will be repurposed to become our hub to cater to the automotive belts in Pune, Aurangabad and Nashik in Maharashtra. Initial production is expected to cover multi-wall axles, cut-to-length tubular products and telescopic front forks, with expansion into additional tubular sub-systems for passenger and commercial vehicles.

We are in the process of scaling our cold finished seamless tube capacity to 235,000 MTPA by adding additional 150,000 MTPA through the commissioning of two additional lines at our Haldia Facility by the end of Fiscal 2027. We intend use a portion of our Net Proceeds towards (i) the installation of two new manufacturing lines capable of producing CFS tube up to outside diameter of 273mm; (ii) establishment of finishing capability such as API upsetting and threading, quench and temper furnaces, and skiving and roller burnishing (“**SRB**”) units; and (iii) commissioning of a 5 MW biomass-fired captive power plant supplemented by an expanded 5 MW rooftop solar system. This proposed expansion will help us strengthen our position as an integrated manufacturer of CFS tubes and our long-term competitiveness across automotive, energy, and industrial infrastructure sectors.

While our existing facilities are currently operating at moderate utilization levels, the expansion is not aimed at merely adding incremental volumes but at addressing specific product and capability gaps in our portfolio. The proposed expansion will help us achieve the following:

- Enable entry into larger diameter seamless tubes, a new product category for us, thereby expanding the addressable market.
- Complete the full-range product basket, which allows us to serve customers requiring the entire size spectrum, while also improving utilization of our existing capacity. This will include expanding the product range across carbon, alloy and stainless steel and support market growth in critical applications such as gas cylinders, hydraulic cylinders, supercritical boilers and automotive and railway parts, enhancing supply chain consolidation benefits for customers while also providing critical import substitution for the above-mentioned products.
- Focus on value-added and near-net tubes that provide higher margins and foster deeper customer relationships. This includes supply of application-ready tubes for oilfield, hydraulic, and automotive systems, moving us up the value chain. We are targeting integrated offerings such as SRB-finished hydraulic tube and Q&T-upset-threaded API casing and tubing, some of which are presently sourced through imports. (Source: CRISIL Report)
- Invest in captive biomass-based CPP and solar power expansion to ensure self-sufficiency in energy, reduce effective power costs, and support sustainability commitments.

The proposed expansion is therefore a strategic initiative aimed at broadening our product mix, improving overall utilization, enhancing profitability, and ensuring operational resilience through sustainable power. For further information, see “*Objects of the Offer – Funding capital expenditure requirement for expansion of the Haldia Facility*” on page 119.

Across all verticals, our objective is to convert tubes and forgings into fully integrated systems, helping customers simplify sourcing, reduce time-to-market, and enhance product performance.

Expanding manufacturing footprint globally to enhance market presence

We intend to expand our geographical presence by widening our manufacturing footprint beyond our current base, targeting high-growth regions in India and overseas especially where demand for precision cold-finished tube is rising. We intend to do so by expanding our CFS tube business through the Uniflow™ manufacturing process and the modular Pandava Series™ system, a modular Uniflow™ deployment architecture tailored to specific outer diameter and wall thickness capacity bands, enabling faster, demand-led deployments across strategic markets.

These modular units are designed for accelerated commissioning cycles and can be replicated with minimal engineering rework, allowing us to align capacity with confirmed offtake in high-precision cold finished steel tube. Our first step in this direction was the formation of IDPT, a joint venture located in Badli (Haryana) with Poppe + Pothoff GmbH.

Over time, we aim to build a network of interconnected Uniflow™ manufacturing facilities, coordinated through a central operations hub in Haldia, West Bengal. This structure is expected to facilitate real-time knowledge sharing, process benchmarking, and responsive production allocation, enabling the platform to continuously adapt and scale across geographies.

We are currently evaluating expansion opportunities in regions such as South East Asia, Middle East, North America, and Europe, as well as within India. Our location selection strategy is guided by factors such as customer proximity, trade access, energy availability, and policy support for local manufacturing. The Pandava Series™ architecture enables us to match module selection to local market requirements, allowing for capital-efficient and scalable deployment.

Continue to leverage and focus on R&D and enhance our engineering solutions into more end user industries

Our strategy is anchored in a 42,599 square feet R&D Centre at Howrah, West Bengal, which we are expanding into a full-scale Metals Innovation Centre. The centre aims to consolidate our materials research, process development, product validation and talent development under one roof, sharpening our competitive edge and reinforcing customer confidence. Below are the five focus areas that will guide the expansion:

1. *New Materials.* We plan to continue to advance our proprietary LALBABA PRIME™ series of micro-alloyed and high-strength, fatigue-resistant grades, while developing sustainable, lightweight chemistries for automotive, rail and energy markets.
2. *New Processes.* We plan to scale the proven Uniflow™ continuous cold-drawing process and invest in advanced technologies. Simultaneously, we will deepen our in-house capability in tool and die design—plugs, rolls, mandrels—to raise efficiency, consistency and yield.
3. *Metals Capability.* A pilot-scale line covering melting, forming, heat treatment, machining and fabrication will allow rapid prototyping. Comprehensive testing rigs for mechanical properties, fatigue, endurance and full product-level validation will shorten development cycles and reduce customer qualification time.
4. *Digital Design and Learning.* A dedicated design hub for computer numerical control (“CNC”)/ vertical machining centre (“VNC”) programming and digital product modelling will be complemented by simulation and augmented reality (“AR”)/ virtual reality (“VR”) labs for operator training and process visualisation. Structured learning and development programmes will create a pipeline of multi-skilled engineers and operators.
5. *Collaborative Innovation.* We aim to formalise joint-development programmes with customers, leading academic institutions and technology partners. The centre will also serve as an incubation platform for ideas in sustainability, automation and digital manufacturing.

By integrating these capabilities, we expect to shorten time-to-market for new products, improve technical credibility with OEMs and EPC contractors, and create a sustainable pipeline of talent, positioning us for long-term, innovation-led growth across cycles.

We aim to combine proprietary steel chemistry with integrated process design to develop products that previously relied on imports, supporting import substitution and the Make in India initiative. Through the Lalbaba Innovation Centre, we are developing performance-specific grades and forming routes to meet application-critical requirements in automotive, oil and gas, and industrial equipment. Our key priority is establishing domestic supply chains for products which are currently dependent on imports, such as gas cylinder tube, which demand stringent metallurgical and dimensional standards. By aligning steel chemistry, formability, and process controls, we intend to create fully domestic supply chains for these safety-critical applications. This focus on high-value, previously imported products will help us position as a strategic partner for OEMs and national programs such as Make in India, delivering solutions that meet performance, cost, and localization targets while reducing dependence on global supply chains.

Pursue strategic acquisitions and joint ventures to further grow our business

We have in the past and intend to supplement organic growth with selective acquisitions and joint ventures that accelerate entry into other end-markets, geographic regions, new customers and new products. For example, our Company acquired 29.49% in DIHL and 16.46% in DTL pursuant to the share purchase agreements dated May 30, 2025 and June 25, 2025, to strengthen its capabilities in furnishing and fitment of passenger and metro coaches across railway manufacturing sites. Further, our Company intends to acquire an additional stake of 21.51% in DIHL and 11.06% in DTL by June 2026.

We will continue to follow a disciplined approach to acquisitions and will evaluate targets on criteria such as management quality, operational scale, technological capability, product portfolio, customer base, end-market exposure, valuation, estimated costs and cultural fit. We believe that our experienced Promoters and Senior Management as well as our long-standing customer relationships, financial strength and manufacturing capabilities will enable us to identify and secure suitable acquisition opportunities in the future.

DESCRIPTION OF OUR BUSINESS

We operate through three integrated business verticals — tubular, forging and rail systems, each contributing to our position as a solution-driven engineering company.

OUR PRODUCTS AND MANUFACTURING PROCESSES

Set forth is a description of our key products which we manufacture and services which we provide, under each of our business verticals:

Tubing Solutions

CFS tubes and pipes are characterized by high dimensional accuracy, improved mechanical properties, better surface finish, enhanced pressure and wear resistance, good machinability, reduced risk of corrosion and oxidation. These attributes make CFS tubes preferred for high-precision engineering components, high-pressure and high-stress environments, and applications requiring reliable, uniform pipe dimensions and finish. (*Source: CRISIL Report*) We manufacture a wide range of: (i) carbon and alloy seamless tubes; and (ii) stainless steel seamless tubes through our tubing solutions vertical.

Our product portfolio includes:

- **Automotive:** Our products include steering columns, telescopic front forks, stabilizer bars, drive shafts, and fuel injection/suspension/braking system tubes. These tubes are designed for fatigue resistance, weldability, and dimensional precision for safety-critical subsystems and are used in all automotive applications including passenger vehicles, commercial vehicles, two- and three-wheelers, off-road equipment, and farm machinery. Together, these products cover the full spectrum of automotive requirements from mobility to heavy-duty transport.
- **Railways:** Our products include tubes for rolling stock braking systems, including air brake pipes and double ferrule pipes, as well as precision tubes used in slack adjusters and bogie underframes. These products are supplied to Indian Railways and private wagon builders, contributing to safety-critical applications in fleet operations.
- **Energy:** Our products include tubes widely used in process industries such as refineries, fertilizer plants, petrochemical complexes, and power generation facilities. These tubes are built to withstand high pressures and temperatures and are supplied in carbon, alloy, and stainless steel grades. Typical applications include economizers, superheaters, reheaters, condensers, and feedwater heaters. In addition, we manufacture specialized rifled tubes, which improve heat transfer efficiency, and U-bend tubes, which are used in condensers and heat exchangers. We have been recognized as a “Well-known Pipe and Tube Maker” by the Central Boilers Board, New Delhi, underscoring our credibility in this critical segment.
- **Industrial and Infrastructure:** We manufacture a wide range of tubes for industrial and infrastructure applications, where strength, machinability, and wear resistance are critical. These include:

- Hydraulic cylinder tubes which are used in construction equipment, mining machinery, agricultural implements, and material handling systems, where precise internal finishes and fatigue resistance are required for high-pressure performance.
- Bearing tubes (e.g., SAE 52100, SCM 415) which are supplied to bearing manufacturers for applications in automotive, rail, industrial machinery, and energy equipment. These tubes are designed for dimensional stability and wear resistance in high-speed, high-load conditions.
- Anchor bars and casings which are used in tunnelling, foundation work, and mining applications, providing structural support in geotechnical and infrastructure projects.
- Drill rods which are deployed in mining, exploration, and rock drilling operations, where toughness and resistance to fatigue under impact loading are critical.
- Structural and mechanical tubing which are supplied for use in cranes, industrial frames, heavy engineering equipment, and fabricated assemblies, where strength-to-weight ratio and consistency are key.
- Specialty tubes (shaped and free-cutting grades) which are customised for machining-intensive components, such as fasteners, fittings, and other engineered products used across general engineering and industrial equipment.

LALBABA PRIME™ Series

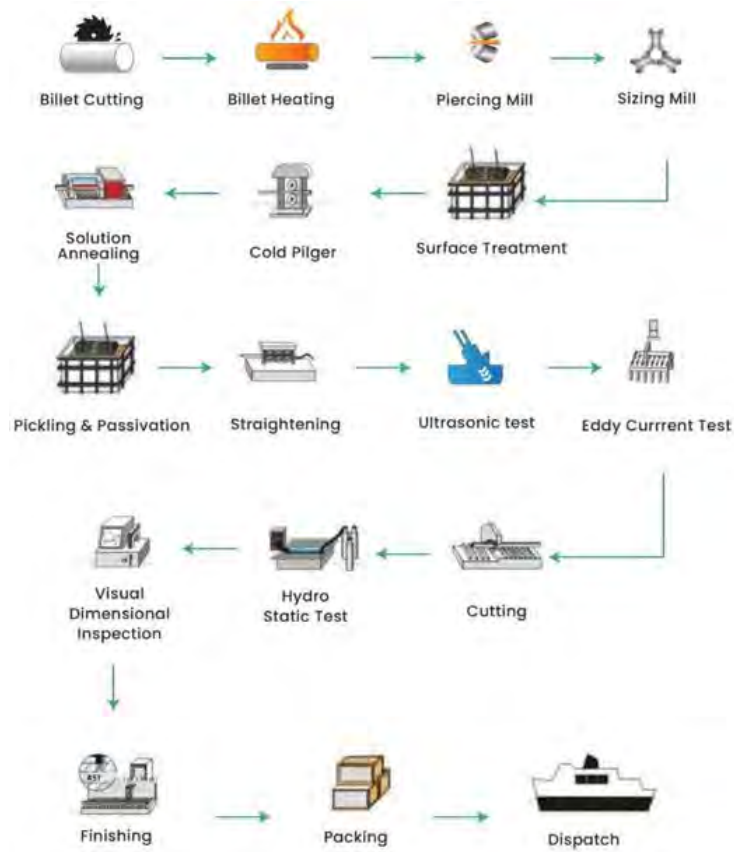
We have developed PRIME™ Series, our portfolio of micro alloyed tube grades engineered for increased strength-to-weight performance, fatigue resistance, and weldability. These grades eliminate the need for downstream heat treatment or allow for component-level light-weighting without compromising safety or stiffness.

Grade	Benefit	Use Cases
PRIME Weld™	Weldability and heat affected zone toughness	Welded assemblies
PRIME Flex™	Cold formability and ductility	Bending tubes and frames
PRIME Tough™	Fatigue and impact life	Hydraulics and cylinders
PRIME Strength™	Q&T grade strength	High-load linkages

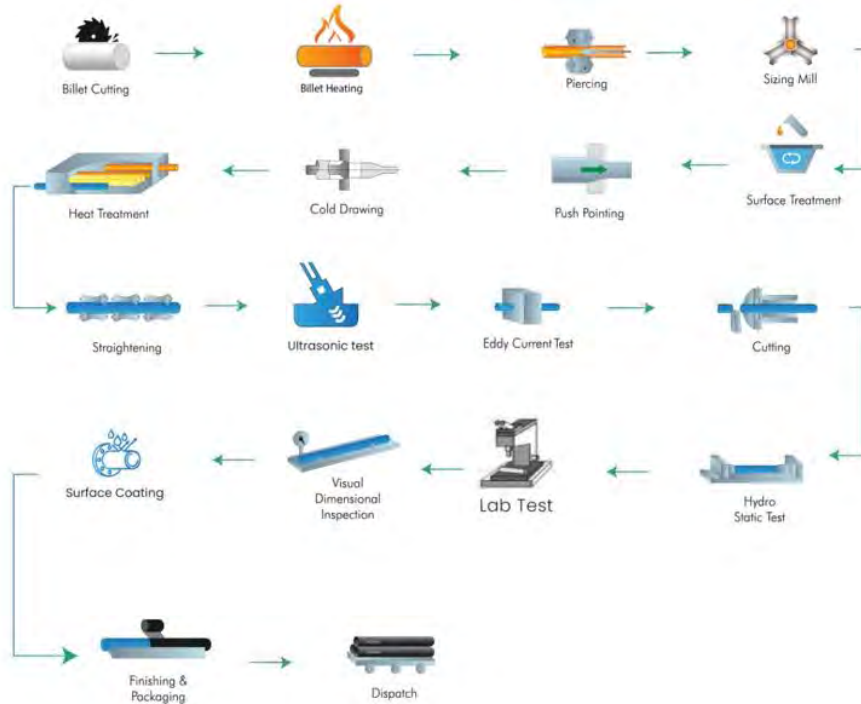
Manufacturing Process

Set out below are details of our manufacturing processes:

Manufacturing Process Flow for Cold-Pilger Seamless



Manufacturing Process Flow for Cold Drawn Seamless



Forging

Our forging vertical manufactures precision components for high-load, fatigue-resistant applications across railway systems, steel plant equipment, and defence. Forgings provide superior reliability compared to cast or fabricated alternatives and are deployed in safety-critical and heavy-duty environments. (Source: CRISIL Report)

- **Railways:** We are a supplier of forged components to Indian Railways and private wagon builders. Our portfolio spans:
 1. **Bogie and Suspension:** hangers, brackets, suspension links, side bearer housings, and pivots that ensure safe load transfer and riding comfort.
 2. **Coupler and Draft Gear Components:** CBC coupler forgings such as knuckles, connectors, and lock lift levers, along with draft gear wedges, shoes, and top followers that absorb shocks and protect rolling stock.
 3. **Other Specialised Forgings:** towing hooks, retaining rings, hinges, levers, cam locks, and pins for wagon classes such as BOXN, BOBRN, and container flats.

These components are **RDSO-approved** and contribute directly to the safety and reliability of India's rail fleet.

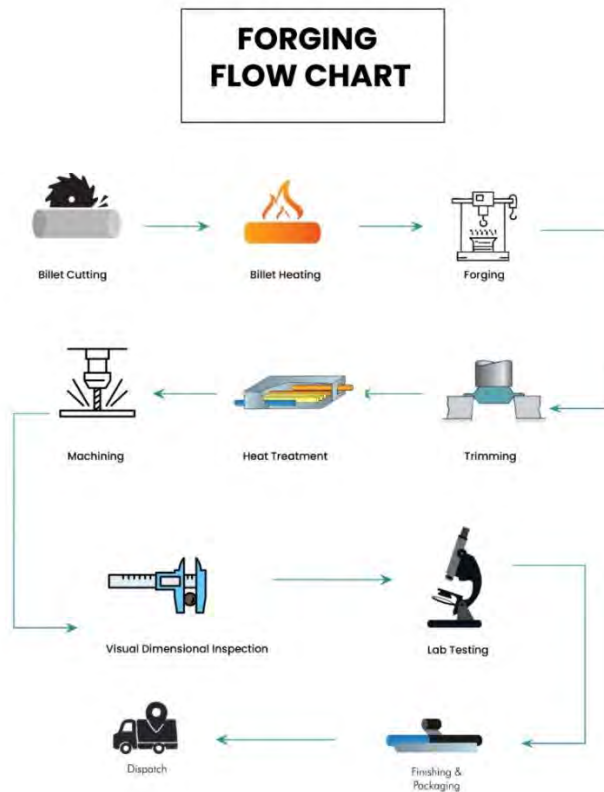
- **Steel Plant Equipment:** We manufacture heavy-duty forgings designed to withstand severe thermal and mechanical stresses in iron and steel plants, including grate bars which are used in sinter plants and crusher hammers which are deployed in ore preparation and raw material handling. These products are engineered for high wear resistance and long service life in continuous operation.
- **Defence:** We supply specialised forgings for modular Bailey bridge systems used by defence and disaster-relief authorities, including male eye lugs and forged eye plates. These components form critical load-bearing joints in bridge assemblies, where strength and durability are essential for field deployment.

Forging Process

Our forging operations convert solid billets into precision components through controlled heating, forming, and finishing.

1. **Billet Cutting and Heating:** Billets are cut and heated in induction furnaces to forging temperature. Automated controls ensure uniform heating while minimizing scale and energy use.
2. **Forging:** Billets are pressed or hammered into shape using closed-die presses and drop hammers, supported by in-house die design and tooling. This imparts strength and structural integrity.
3. **Trimming:** Excess material (flash) is removed by trimming presses for accurate shapes and dimensions.
4. **Heat Treatment:** Forged parts undergo normalizing, quenching, and tempering in digitally controlled furnaces to enhance toughness, wear resistance, and mechanical properties.
5. **Machining:** CNC and VMC machines provide close tolerances and surface finishes, preparing parts for assembly and deployment.
6. **Testing and Inspection:** Dimensional checks, non-destructive testing, and metallurgical and mechanical testing are conducted at our NABL-accredited laboratory.
7. **Finishing and Dispatch:** Forged components are surface finished, coated as required, and securely packed for supply to domestic and international customers.

This process enables us to manufacture durable, high-integrity forgings that are integral to railway, defence, mining, and industrial systems.



Rail Systems and Components

Over time, we have expanded our portfolio from individual products to integrated solutions covering the entire braking circuit and coupling system, and subsequently into multi-location system integration projects. We supply a comprehensive range of RDSO-approved components that form the backbone of railway braking and safety systems:

- **Air Brake Pipes:** Seamless carbon and stainless steel pipes, CNC-bent and supplied in ready-to-fit condition. Each undergoes 100% inspection to ensure reliability under high-pressure service.
- **Slack Adjusters:** Forged assemblies that automatically regulate clearance between brake shoes and wheels. They ensure consistent braking, reduce brake block wear, and enhance safety.
- **Double Ferrule Pipes and Fittings:** Stainless steel pipes and precision-machined fittings that create leak-proof joints in high-pressure brake systems. They are vibration-resistant, allow repeated assembly, and are widely deployed in passenger coaches and locomotives.
- **Brake Beams:** Forged and fabricated members that transfer braking force from cylinders to brake shoes. Designed for impact and bending stresses, they ensure safe operation under heavy axle loads.
- **Cylinders and Reservoirs:** Brake cylinders convert compressed air into mechanical braking force, while reservoirs store air for consistent operation. Produced in multiple diameters and capacities, these products support different wagon and coach types.
- **Valves:** We supply a full range of valves that regulate airflow and safety in braking systems, including angle cocks which control airflow between connected vehicles, isolating cocks which cut off sections during inspection or maintenance, check valves which prevent reverse flow of compressed air; and drain cocks which remove moisture and impurities from reservoirs.

Railway works and projects

We also execute large-scale railway works and modernization programs under our Rail Solutions-as-a-Service (RSaaS) model. These services have been delivered across more than 40 Indian Railways workshops and depots, as well as customer sites for private operators, as of March 31, 2025. Key project categories include:

- **Retrofitment of Twin-Pipe Systems in Wagons:** Conversion of freight wagons from single-pipe to twin-pipe brake systems, enhancing braking efficiency and safety. Scope includes supply of complete kits, on-site fitment, commissioning, and certification.
- **Conversion of ICF Coaches:** Conversion of older Integral Coach Factory (ICF) passenger coaches into NMG carriers and subsequently into NMGHS high-speed carriers, enabling more efficient utilisation of existing assets and supporting the growing demand for high-speed freight transport.
- **Supply and Fitment of Undercarriage Brake System Items:** Supply and installation of undergear brake system components — including air brake pipes, cylinders, reservoirs, beams, and slack adjusters — for newly built wagons and coaches. We also execute on-site installation of double ferrule pipes and fittings in newly manufactured coaches and locomotives, ensuring faster commissioning and standardized quality.

Set out below are details of our key ongoing railway work projects:

Location	Scope of Work
Uttar Pradesh, India	Retro fitment of Twin Pipe on air brake system in existing wagons in Jhansi Division
Rajasthan, India	Conversion of ICF coaches into highspeed NMGHS Coaches
Tamil Nadu, India	Supply, fitment and commissioning of air brake equipment, pipe & pipe fittings, under frame mounted brake system, hand brake components, testing & commissioning of air brake system for 750 BOXNHL wagons

Through this combination of components, assemblies, and system-level projects, we are capable of delivering end-to-end railway braking and modernization solutions, supporting Indian Railways and private operators across the full lifecycle of rolling stock.

Our railway systems vertical combines tubular and forged inputs with fabrication, assembly, and field execution. Processes are designed to ensure safety, consistency, and compliance with Indian Railways' standards.

- **Component Manufacturing**
 - (i) Fabrication and Machining: tubular and forged parts are fabricated, welded, and machined into assemblies such as brake beams, reservoirs, and underframes.
 - (ii) Pipe Forming and Bending: air brake and double ferrule pipes are CNC-bent into ready-to-fit shapes for precision and faster assembly.
 - (iii) Forged Sub-Assemblies: slack adjusters, couplers, and draft gear components are finished and readied for integration.
- **Assembly and Integration**
 - (i) Subcomponents such as cylinders, valves, and beams are integrated into undercarriage brake systems and bogie assemblies.
 - (ii) Modular underframes are fabricated with provisions for brake and coupling components.
 - (iii) Pneumatic and hydraulic connections are routed, tested, and validated prior to dispatch.
- **Testing and Quality Assurance**
 - (i) Hydraulic and Pneumatic Tests: assemblies undergo leakage, pressure, and endurance checks simulating operating conditions.

- (ii) Dimensional and Visual Checks: confirm adherence to specifications.
- (iii) RDSO Certification: certain products are inspected and approved before deployment.
- **Dispatch and Support:** Pre-assembled kits and modular systems are packaged for installation. Field teams provide commissioning assistance, documentation, and post-installation monitoring.

Manufacturing Facilities

We operate three manufacturing facilities located in Haldia, Uluberia, and Ghusuri in West Bengal. In addition, our joint venture, IDPT operates a manufacturing facility at Badli in Haryana.

Facility	Products manufactured	Key equipment
Haldia Facility	This facility primarily supports our tubular solutions vertical. It also houses critical rail systems production, including manufacturing of air brake pipes, double ferrule pipes and fittings, slack adjusters, and brake beams and facilities for fabrication, bending, and assembly of modular brake systems and underframes.	Barrel-Type Cross-Roll Piercing Mills – form hollows from heated billets, ensuring concentric tubes and uniform wall thickness. Cold Draw Benches (Drawn-on-Mandrel) – produce precise diameters and smooth surfaces for automotive, hydraulic, and engineering applications. Pilger Mills (Stainless Tubes) – reduce diameter and wall thickness with high accuracy, delivering fine surface finish and dimensional precision for heat exchangers and boilers. Bright Annealing Furnaces – heat treat tubes in controlled atmospheres, producing oxide-free surfaces with improved corrosion resistance. Sizing Mills – refine outer diameters of hot finished tubes to ensure dimensional consistency. CNC Bending Lines – bend tubes such as air brake and U-tubes into ready-to-fit shapes for railways and process industries. CNC and VMC Machines – precision machine critical railway subassemblies and fittings to exact tolerances. NABL-Accredited Testing Laboratory – equipped with ultrasonic, eddy current, hydrostatic, tensile, and impact testing facilities.
Uluberia Facility	This facility primarily supports our forging solutions verticals. It produces CBC coupler components, draft gear, bogie and suspension parts, grate bars, crusher hammers, and Bailey bridge lugs.	Induction Heating Furnaces – rapidly and uniformly heat billets before forging, reducing scale formation and improving metallurgical consistency. Drop Forging Hammers and Mechanical Presses – shape billets into components with controlled force, ensuring strength and integrity. Trimming and Punching Presses – remove excess material after forging to achieve accurate dimensions. Heat Treatment Furnaces (Normalising, Q&T) – refine grain structure and adjust hardness and toughness. CNC Machining Centres – finish forgings to close tolerances, ready for assembly in rail and defence systems. Die Shop with Vertical Milling Machines – design, produce, and maintain dies in-house for faster product development and quality control. Testing Facilities – include hardness testing, microstructure

Facility	Products manufactured	Key equipment
		analysis, and NDT for compliance with standards.
Ghusuri Facility	This facility specialises in brake system components for our rail systems vertical. It produces cylinders, reservoirs, valves, and brake system kits; and has facilities for assembly and testing of brake circuits and undercarriage systems.	Fabrication Lines – dedicated to reservoirs and cylinders. Hydraulic and Pneumatic Testing Rigs – simulate operating conditions to ensure safety and reliability. Machining Centres – precision manufacture of components. Assembly Lines – for modular brake kits and integrated systems.

Installed Capacity, Actual Production and Capacity Utilization

The information relating to the installed capacity, actual production and capacity utilisation of our manufacturing facilities included below and elsewhere in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account in the calculation of our capacity and the same has been certified by Asim Maity & Associates, an independent chartered engineer by certificate dated September 29, 2025. These assumptions and estimates include standard capacity calculation practices, the equipment production capacities and other ancillary equipment installed and verified at the manufacturing facilities. Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our existing manufacturing facilities included in this Draft Red Herring Prospectus. See “*Risk Factors – Information relating to our installed capacity and the historical capacity utilization of our products included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.*” on page 68.

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The table below sets forth certain information relating to the installed capacity, available capacity, actual production and capacity utilisation of our facilities for the years indicated, which has been certified by Asim Maity & Associates, an independent chartered engineer by certificate dated September 29, 2025:

Manufacturing Facility – Haldia (West Bengal)

Product Type	Installed Capacity ⁽¹⁾ (in MT)			Available Capacity ⁽²⁾ (in MT)			Actual Production ⁽³⁾ (in MT)			Capacity Utilization ⁽⁴⁾ (%)		
	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cold Finished Seamless Tube	65,000.00	55,000.00	55,000.00	65,000.00	55,000.00	46,000.00	29,592.00	23,668.00	19,759.00	45.53%	43.03%	42.95%
Air Brake Pipe	3,600.00 [#]	3,600.00 ^{##}	3,600.00 ^{###}	2,400.00	3,600.00	3,600.00	1,886.00	2,788.00	2,319.00	78.58%	77.44%	64.42%
Double End Ferrule	420.00 ^{###}	60.00	60.00	420.00	60.00	60.00	337.00	19.00	30.00	80.24%	31.67%	50.00%
Slack Adjuster	2,400.00 ^{###}	2,400.00 ^{###}	2,400.00 ^{###}	2,400.00	1,600.00	800.00	1,985.00	1,288.00	504.00	82.71%	80.50%	63.00%

(1) Installed capacity represents the installed capacity as of the last date of the relevant Fiscal. The installed capacity are based on various assumptions and estimates, including standard capacity calculation practice in the tubes industry. Assumptions and estimates taken into account for measuring installed capacities include 312 working days in a year. Also, note the following:

#: Operating on one shift

##: Operating on two shifts

###: Operating on three shifts

For cold finished seamless tube, capacity is based on operation of 26 days per month, 24 hours per day with 75% efficiency and 85% yield. Cold Finished seamless tubes are designed and manufactured in carbon, alloy and stainless-steel grades and are part of the tubular solutions vertical.

For Air Brake Pipe, in Fiscal 2025, operation hours reduced from 24 hours to 16 hours.

For Double End Flange, Fiscals 2023 and 2024 were for development of this product. From Fiscal 2025 onwards, it has become a full-fledged operation centre with established product lines.

For Slack Adjuster, one shift for Fiscal 2023, two shifts for Fiscal 2024 and three shifts for Fiscal 2025.

(2) Available capacity represents capacity available during Fiscal 2025, Fiscal 2024 and Fiscal 2023.

(3) Actual production represents the quantum of production during Fiscal 2025, Fiscal 2024 and Fiscal 2023.

(4) Capacity Utilization represents actual production divided by available capacity.

(5) As of August 31, 2025, the installed capacity of the Haldia Facility, which is a cold finished seamless tube manufacturing facility, is 85,000 MTPA and the increase in the installed capacity for tubular products from 65,000 MTPA as of March 31, 2025 to 85,000 MTPA as of August 31, 2025 is attributable to purchase of new machinery.

Manufacturing Facility – Uluberia (West Bengal)

Product Type	Installed Capacity ⁽¹⁾ (in MT)			Available Capacity ⁽²⁾ (in MT)			Actual Production ⁽³⁾ (in MT)			Capacity Utilization ⁽⁴⁾ (%)		
	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023
Forging	8,400.00 ^{##}	8,400.00 ^{##}	NA	8,400.00	8,400.00	NA	5,544.00	4,298.00	NA	66.00%	51.17%	NA
Total	8,400.00	8,400.00	NA	8,400.00	8,400.00	NA	5,544.00	4,298.00	NA	66.00%	51.17%	NA

- (1) Installed capacity represents the installed capacity as of the last date of the relevant Fiscal. The installed capacity are based on various assumptions and estimates, including standard capacity calculation practice in the forging industry. Assumptions and estimates taken into account for measuring installed capacities include 312 working days in a year. Also, the installed capacity is based on 26 days/month operation and 16 hours per day (operating on two shifts, 8 hours each).
- (2) Available capacity represents capacity available during Fiscal 2025, Fiscal 2024 and Fiscal 2023.
- (3) Actual production represents the quantum of production during Fiscal 2025, Fiscal 2024 and Fiscal 2023.
- (4) Capacity utilization represents actual production divided by available capacity.

Manufacturing Facility – Ghosuri (West Bengal)

Product Type	Installed Capacity ⁽¹⁾ (in MT)			Available Capacity ⁽²⁾ (in MT)			Actual Production ⁽³⁾ (in MT)			Capacity Utilization ⁽⁴⁾ (%)		
	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023
Air Brake Equipment	2,400.00	2,400.00	NA	2,400.00	2,400.00	NA	1,797.50	1,667.60	NA	74.90%	69.48%	NA
Total	2,400.00	2,400.00	NA	2,400.00	2,400.00	NA	1,797.50	1,667.60	NA	74.90%	69.48%	NA

- (1) Installed capacity represents the installed capacity as of the last date of the relevant Fiscal. The installed capacity are based on various assumptions and estimates, including standard capacity calculation practice in the railway industry. Assumptions and estimates taken into account for measuring installed capacities include 312 working days in a year. Installed Capacity is based on 26 days/month operation and 16 hours per day (2 shifts of 8 hour production has been considered).
- (2) Available capacity represents capacity available during Fiscal 2025, Fiscal 2024 and Fiscal 2023.
- (3) Actual production represents the quantum of production during Fiscal 2025, Fiscal 2024 and Fiscal 2023.
- (4) Capacity Utilization represents actual production divided by available capacity

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Raw Materials and Procurement

Our primary raw material includes carbon and alloy rounds and billets, stainless steel rounds and billets and casting products. Our procurement team actively engages with suppliers to identify strategic procurement opportunities and anticipate future needs. This proactive approach enables us to negotiate favorable outcomes. The table below sets forth details of cost of materials consumed, expressed as a percentage of our revenue from operations for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million except percentages)		
Cost of raw materials consumed	4,612.61	3,697.65	1,947.77
Revenue from operations	7,716.07	5,995.01	3,432.96
Cost of raw materials as a percentage of revenue from operations	59.78%	61.68%	56.74%

Utilities and Logistics

Power and Fuel

The table below sets out our costs incurred on power and fuel, expressed as a percentage of our total expenses for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million except percentages)		
Power and fuel expenses	450.44	410.69	311.95
Power and fuel expenses as a percentage of revenue from operations	5.84%	6.85%	9.09%

Freight and Transportation

We transport our finished products by road, rail and sea. We rely on external logistic contractors for the transportation of our products and raw materials. We do not have any long-term contractual arrangements with such third-party transportation and logistics providers. The table below sets forth our transportation charges, expressed as a percentage of our revenue from operations for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million except percentages)		
Transportation charges (₹ million)	161.06	95.26	111.43
Transportation charges as a percentage of revenue from operations	2.09%	1.59%	3.25%

For details, see “Risk Factors- We rely on third party logistics service providers to transport raw materials from our suppliers and our products to customers. Any delay or disruption in our transportation arrangements or increase in transportation costs may adversely affect our business, results of operations, financial condition and cash flows.” on page 46.

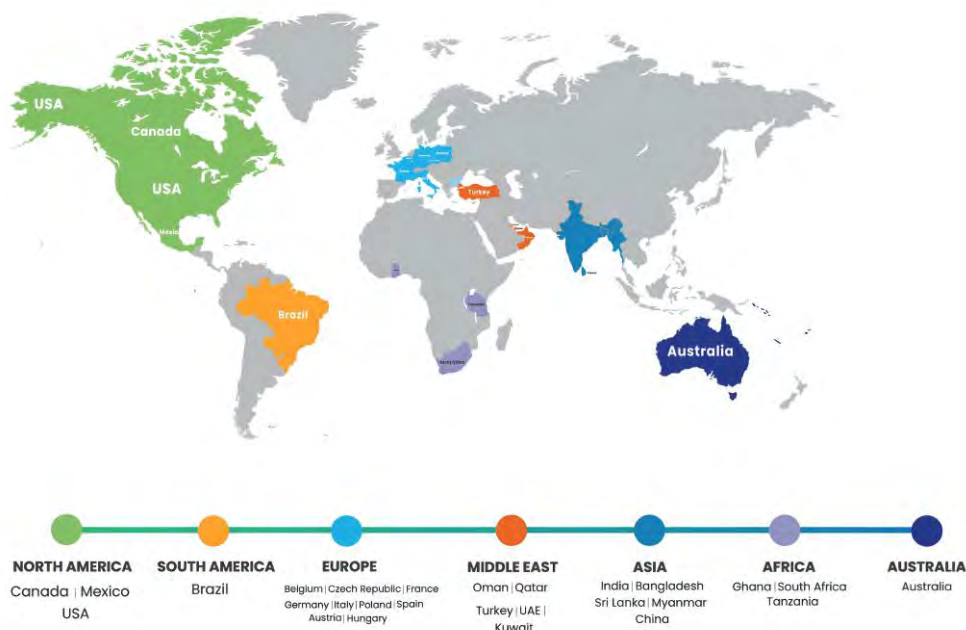
Our Customers

Over the years, we have developed long-standing relationships with customers in highly regulated industries characterized by high entry barriers and stringent approval processes (*Source: CRISIL Report*). Our customer base consists of leading wagon builders, including Jupiter Wagons Limited, Titagarh Rail Systems, Texmaco Rail & Engineering Limited, rail system integrators, including Sona Comstar, automotive Tier 1 such as Marathwada Auto Compo Private Limited and ACV Suspansiyon Sistemleri Anonim Sirketi, one of the leading power generation public sector undertakings and other public sector undertakings, many of whom we have served for several years. These associations are marked by high repeat business and have often expanded from single-component supply to multi-product or system-level engagement, reflecting customer trust and stickiness. For details, see “- Competitive Strengths- Long standing relationship with marquee customers” on page 212.

In Fiscal 2025, Fiscal 2024 and Fiscal 2023, we supplied products to customers in more than 20 countries. The table below sets forth our revenue from outside India, expressed as a percentage of our revenue from operations for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million except percentages)		
Revenue from outside India	536.07	489.01	630.35
Revenue from outside India as a percentage of revenue from operations	6.95%	8.16%	18.36%

Set out below are the countries to which we exported products in the last three Fiscals:



Sales and Marketing

Our business is conducted on a business-to-business basis and our focus is on maintaining constant contact with customers and to ensuring timely delivery. We also participate in trade shows and expos to showcase our products, connect with customers, and stay ahead of market trends. For example, we participated in ‘Tube & Wire 2024’ in Düsseldorf, ‘GSSE 2025 Stainless Steel Exhibition’ in Mumbai, ‘Auto Expo 2025’ in Delhi, and the ‘Bengal Global Business Summit 2025’ in West Bengal. The table below sets forth our business promotion expenses incurred in Fiscal 2025, 2024 and 2023 and such expenses as a percentage of our revenue from operations for the same period:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million except percentages)		
Business promotion expenses	20.27	9.52	7.69
Business promotion expenses as a percentage of our revenue from operations	0.26%	0.16%	0.22%

Quality Control, Testing and Certifications

Our business success depends on the quality of our products and services, and we believe we have invested in robust manufacturing practices. We have deployed checks to ensure product quality and client satisfaction, which are focused on providing products conforming to applicable standards, meeting client requirements, and minimizing risks and ensuring the safety of our products. We have internal inspections for quality testing at all our facilities. As of August 31, 2025, our internal quality control team consisted of 108 employees. The members of our quality team conduct stringent quality checks on a periodic basis. In addition, our employees periodically undergo thorough training programs designed to update them on the latest quality norms and standards. We aim to ensure that our manufacturing facilities are in compliance with applicable regulatory standards. Our

facilities are subject to periodic inspections from various agencies that have issued certifications. Set out below are certifications issued to our Company:



Each of our three facilities is equipped with an NABL accredited laboratory which houses various destructive and non-destructive testing facilities. Set out below are some of our key testing protocols:



Human Resource

As of August 31, 2025, we had 1,632 permanent employees. The table below sets forth details of our permanent employees by function:

S. No.	Particulars	Number of Employees as of August 31, 2025
1.	Accounts and Finance	50
2.	Admin	71
3.	Human Resource	15
4.	IT	4
5.	Management	4
6.	Plant & Operation	1,221
7.	Procurement	52
8.	Quality Control	108

S. No.	Particulars	Number of Employees as of August 31, 2025
9.	R&D	32
10.	Sales and Marketing	75
Total		1,632

The following table sets forth the details regarding rate of attrition of our employees, and skilled and unskilled labours in the years indicated:

Particulars	As at/ for the year ended March 31, 2025	As at/ for the year ended March 31, 2024	As at/ for the year ended March 31, 2023
Number of employees (excluding skilled and unskilled labours)	613	584	195
Attrition rate of our employees (excluding skilled and unskilled labours)	35.73%	49.32%	12.31%
Number of skilled and unskilled labours	753	519	34
Attrition rate of our skilled and unskilled labours	86.72%	27.17%	14.71%

Note: Attrition rate represents number of resignations in the relevant category as a percentage of closing number of employees in the relevant category as at the end of respective year.

Also, see “Risk Factors – Our business is manpower intensive. Our business may be adversely affected by work stoppages, increased wage demands by our employees, an increase in minimum wages, an inability to access contract labour at reasonable costs, and if we are unable to retain employees or engage new employees at commercially attractive terms” on page 57.

Health, Safety and Environment

Our operations are subject to various mandatory national, state and municipal environmental laws and regulations in India. For further information, see “Key Regulations and Policies in India” on page 235. We are committed to complying with applicable environmental, health and safety regulations and other requirements in our business operations.

We believe that accidents and occupational health hazards can be significantly reduced through a systematic analysis and control of risks by providing appropriate training to our management and our employees. We have adopted an employee health and safety policy to ensure compliance with legal and other requirements related to environment and occupational health safety and to promote a ‘safety first’ culture in our facilities and at our project sites. We aim to ensure a safe and healthy environment and further provide for medical checkups and safety measures in order to achieve zero accidents on sustainable basis. We take initiatives to reduce the risk of accidents at our manufacturing facilities including by providing training and safety manuals to our employees and by conducting safety audits periodically. Our employees are provided appropriate personal protection equipment and we have a dedicated environment, health and safety team which is responsible to ensure adherence to safety norms. Further, our Haldia Facility houses a fully equipped medical room, we provide comprehensive medical insurance for every employee and we conduct annual health check-ups to safeguard individual well-being.

As part of our ESG initiatives, we have installed a 2.5 MW roof top solar PV facility at our Haldia Facility. In Fiscal 2023, we have also upgraded the forging facilities at our Uluberia Facility with the commissioning of two continuous induction forging furnaces for billet heating. The commissioning of these continuous induction forging furnaces improves the quality and consistency of products manufactures and contributes towards a greener and environment friendly manufacturing by eliminating fossil fuel combustion, resulting in no direct emissions, soot, or smoke. It also offers higher energy efficiency, reduced material waste, and a cleaner, safer workplace, further enhancing sustainability when powered by renewable energy. We also treat and recycle process chemicals at our zero-liquid-discharge effluent plant and run a 24x7 on-site ambulance for employees and neighbouring communities.

Information Technology

Investment in information technology (“IT”) infrastructure is essential to improve our operational efficiencies, improve scale and enhance productivity. We currently use information technology systems, which assists us with various functions including material management, production planning, plant maintenance, sales and distribution,

financial and accounting, and human resource functions. These systems facilitate the flow of real-time information across departments and allows us to make information driven decisions and manage performance.

We are committed to safeguarding confidentiality, and we ensure the integrity and availability of all physical and electronic information assets of facilities where we operate, to ensure that legal, regulatory, and operational requirements are fulfilled. We will continue to focus on increasing operational efficiency through technology initiatives.

Insurance

Our operations are subject to certain hazards such as work accidents, fire, earthquakes, flood and other force majeure events and hazards which are inherent to companies operating in our sector. We may also be subject to claims from our customers if the products that we manufacture and services that we provide are not in compliance with the terms of our contractual arrangements. We maintain insurance policies that we believe are customary for companies operating in our industry and which are necessary for our business. We maintain insurance cover for our properties, including building, furniture and fixture, plant machinery stock and stock in process and raw material stock. Our Company has maintained various insurance policies, in amounts that we believe are commercially appropriate, including insurance for fire and special perils damage, theft and burglary policy, marine insurance policy (inland, exports and imports), floater cover, group medicare policy, directors and officers management liability and commercial general liability policy. We believe that the level of insurance we maintain is appropriate for the risks of our business.

For details of our insurance coverage, see *“Risk Factors – Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage which could have an adverse impact on our business, results of operations, financial condition and cash flows”* on page 65.

Corporate Social Responsibility

We have constituted a corporate social responsibility (“CSR”) committee of our Board and have adopted and implemented CSR policy in compliance with the requirements of the Companies Act, 2013 and the applicable rules thereunder, pursuant to which we carry out various CSR activities. Our CSR activities include, among others contribution towards a home for the aged, educational assistance for underprivileged students, and support for children with special needs. For example, we have opened the Anandam old-age home for women near Uluberia and the Sister Nivedita Charitable Dispensary in Bahardab, funded free coaching centres and libraries in Dumdum and Kishanganj, and we supported Gandhi Ashram, an orphanage and rehabilitation centre in Haldia with rations and infrastructure upgrades. In Fiscal 2025, 2024 and 2023, our CSR expenditure was ₹ 4.78 million, ₹ 3.90 million and ₹ 1.88 million, respectively, which represented 0.07%, 0.07% and 0.06% of our total expenses during such periods.

Intellectual Property

Pursuant to an application dated September 28, 2025, our Company applied for registration of trademark of our name “Labababa Engineering” and our logo under Class 6 of the Trade Marks Act, 1999. Further, our Company has also applied for registration of 10 trademarks under Class 6 of the Trade Marks Act, 1999 for our LALBABA PRIME™ series of products and Uniflow™ technology. Our Company has also applied for a patent on micro-alloyed steel grade composition for seamless tube applications in relation to our LALBABA PRIME™ series of products.

Further details in relation to outstanding legal proceedings and risk in relation to our Intellectual Property, please see *“Outstanding Litigation involving our Group Company which has a material impact on our Company”* and *“Risk Factors – Whilst we have applied for registration of trademark of our Company’s name and logo, there is no assurance that we will be able to successfully obtain such registrations, which may adversely affect, our business, results of operation, financial condition and cash flows”* on pages 414 and 49, respectively.

Competition

We face competition from companies which either operate in the same line of business as us or offer similar products and services. Our competition varies by market, geographic areas and type of product or service. Our competitors include both large corporate and small manufacturing companies. Given our business and strategies, we are well positioned to compete with these companies. For further information on the competition we face in

the markets in which we operate, see “Industry Overview – Competition benchmarking across key players” on page 199.

Properties

Our registered office is situated at Kashberia, Bardhanyaghata Debhog, Haldia, East Midnapore, Midnapore – 721 657, , West Bengal, India, and is held by us on a leasehold basis, the lease being valid until 2098, and our corporate office is situated at 1st Floor, 27 Shakespeare Sarani, Kolkata – 700 017, West Bengal, India and is held by us on a leasehold basis, the lease being valid until March 31, 2030. The following tables provides information about our registered office, corporate office, manufacturing facilities and R&D centre as of the date of this Draft Red Herring Prospectus:

Particulars	Address	Nature of Right / Title	Lease Period	Whether it is a related party transaction
Registered Office / Manufacturing facility (Haldia Facility)	Kashberia, Bardhanyaghata Debhog, Haldia, East Midnapore, Midnapore – 721 657, West Bengal, India	Leasehold	90 years from February 27, 2008	No
Corporate office	1 st Floor, 27 Shakespeare Sarani, Kolkata- 700017, West Bengal	Leasehold	9 years from April 1, 2021	No
Manufacturing facility	Palora, Mahishrekha, Uluberia, West Bengal, 711303	Owned	NA	NA
	40, Jaya Bibi Road, Ghosuri, West Bengal	Owned	NA	NA
R&D Centre	South City Infra Park, Jagdishpur, Liluah, Howrah, West Bengal, 711114	Leasehold	3 years from May 15, 2025	No

In addition to above, the following are our other material properties, (i) five office spaces and (ii) three premises comprising of land and building; all of which are held by us on either leasehold or license to occupy, basis. The following tables provides information about our office spaces and premises comprising of land and building as of the date of this Draft Red Herring Prospectus:

Particulars	Address	Nature of Right / Title	Lease Period	Whether it is a related party transaction
Office Space(s)	3rd Floor, 27 Shakespeare Sarani, Kolkata- 700017, West Bengal	Leasehold	9 years from April 5, 2024	No
	Ground Floor, 27 Shakespeare Sarani, Kolkata- 700017 West Bengal	Leasehold	9 years from May 1, 2023	No
	Ground Floor, 27 Shakespeare Sarani, Kolkata- 700017 West Bengal	Leasehold	9 years from October 16, 2024	No
	3rd Floor, 27, Shakespeare Sarani, Kolkata- 700017, West Bengal	Sublease	11 months from March 17, 2025	Yes
	Two Horizon, Level 6 Wing A, DLF 5, Sector 43, Gurgaon, 122002, Haryana	License to occupy	12 months from 1 December 2024	No
Land and Building	242/1/8 G.T. Road North, Howrah – 711106, West Bengal	Leasehold	5 years from April 9, 2024	No
	Plot. No. F-48, Ahmednagar MIDC Industrial Area, Ahmednagar – 414111, Maharashtra	Leasehold	76 years from July 22, 2004	No
	1/A/A/A, N.T. Road, P.O – Baidyabati – 712222	Leasehold	11 months from May 1, 2025	No

See also, *“Risk Factors - Our Registered Office and Haldia Facility, Corporate Office, R&D centre and other material properties are not located on land owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected”* on page 61.

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KEY REGULATIONS AND POLICIES IN INDIA

The following is a brief overview of certain Indian laws and regulations which are relevant to our Company, our Subsidiary and our business operations. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies that are available in the public domain. The descriptions of the applicable statutes, regulations and rules set out below are not exhaustive and are intended only 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 applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details of the material government approvals obtained by our Company, see “Government and Other Approvals” on page 415.

Industry Related Laws

National Steel Policy, 2017 (“NSP 2017”)

The NSP 2017 seeks to enhance domestic steel demand with focus on creating a technologically advanced and globally competitive steel industry in India that promotes economic growth. It also aims to create environment for attaining (i) self-sufficiency in steel production by providing policy support and guidance to private manufacturers, MSME steel producers, central public sector enterprises and encourage adequate capacity additions; (ii) development of globally competitive steel manufacturing capabilities; (iii) cost-efficient production and domestic availability of iron ore, coking coal and natural gas; and (iv) facilitate investment in overseas asset acquisitions of raw materials. The intent is to strengthen the research and development of national importance in the iron and steel sector by utilizing tripartite synergy among industry, national research and development laboratories and academic institutions. The NSP 2017 covers, inter alia, steel demand, steel capacity, raw materials, including iron ore, iron ore pellets, manganese ore, chromite ore, ferro-alloys, land, water, power, infrastructure and logistics, and environmental management.

Steel and Steel Products (Quality Control) Order, 2024 (the “QC Order”)

The QC Order was notified by the Ministry of Steel, Government of India, to vide Gazette Notification No. S.O. 574(E) dated February 5, 2024, to bring certain steel products under mandatory certification of Bureau of Indian Standards. All manufacturers of steel and steel products are required to apply for certification and ensure compliance with the QC Order. The QC Order further provides that certain steel and steel products stated therein shall bear the standard mark under a license from Bureau of Indian Standards, as provided in Bureau of Indian Standards (Conformity Assessment) Regulations, 2018. The sub-standard or defective steel and steel product, which do not conform to the specified standard, shall be disposed off as scrap in such a way so that there is no violation of the Bureau of Indian Standards Act, 2016. Any person who contravenes any of the provisions of the QC Order shall be punishable under Section 29 of the Bureau of Indian Standards Act, 2016.

The Steel Scrap Recycling Policy, 2019 (“Recycling Policy”)

The Ministry of Steel, Government of India has introduced the policy which envisages a framework to facilitate and promote establishment of metal scrapping centres in India. The Recycling Policy aims to ensure scientific processing and recycling of ferrous scrap generated from various sources and a variety of products. The Recycling Policy framework provides standard guidelines for collection, dismantling and shredding activities in an organized, safe and environmentally sound manner.

Process Based Safety Guidelines for the Iron & Steel Sector, 2024 (“Safety Guidelines”)

The Ministry of Steel, Government of India, released the Safety Guidelines on July 25, 2024. These guidelines form part of the ministry’s ongoing initiative to enhance safety standards within the iron and steel industry. The Safety Guidelines, *inter alia*, provide for: (i) specific hazards and safety measures related to various processes in iron and steel making, such as those in scrap yards, induction furnaces, and water cooling systems; (ii) general workplace safety, emphasizing the need for a safe working environment; (iii) thorough incident investigations to identify root causes and prevent future occurrences; and (iv) standardization of safe practices across different steel plants, contributing to a more consistent approach to safety.

Guidelines for Vendors Development and Approval, 2011 (“Vender Approval Guidelines”)

The Vender Approval Guidelines ensure that businesses seeking to supply goods or services to an organization meet established standards for quality, reliability, and compliance. These guidelines typically involve a multi-stage process, including application, assessment, and approval, with ongoing monitoring of vendor performance. The Vender Approval Guidelines mandate vendors to obtain approval by submitting a formal application, often accompanied by supporting documentation demonstrating their legal status, manufacturing capabilities, and quality management systems, which would typically be valid for two years. Upon expiry of the research design standard observation approval, the vender shall seek extension of approval or after six months from the expiry of the earlier approval, the vendor will be permanently de-listed from the approved list and will have to apply afresh.

Production Linked Incentive (PLI) Scheme for Specialty Steel in India (“PLI Scheme”)

The objective of the PLI Scheme is to promote manufacturing of such steel grades within the country. The objective of the PLI Scheme is to boost the domestic production of ‘specialty steel’ and attract significant investment for production of ‘specialty steel’ in the country. The incentive slabs of the PLI Scheme have been proposed based on the current production i.e., higher incentive for those specialty grades which are currently either not produced in India or are produced in small quantities resulting in relatively large import. The PLI Scheme shall be applicable for five indicative product categories, listed as follows: (i) coated/plated steel products; (ii) high strength/wear resistant steel; (iii) specialty rails; (iv) alloy steel products and steel wires; and (v) electric steel.

Bureau of Indian Standards Act, 2016 (“BIS Act”) read with the Bureau of Indian Standards (Conformity Assessment) Regulations, 2018 and amendments thereto (“Conformity Regulations”)

The Bureau of Indian Standards Act, 2016 provides for the establishment of bureau for the standardisation, marking and quality certification of goods. Functions of the bureau include, inter alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. A person may apply to the bureau for grant of license or certificate of conformity, if the articles, goods, process, system or service confirms to an Indian Standard. The Conformity Regulations deal with inter alia conditions and granting of license to use or apply a standard mark, conditions and granting of certificate of conformity, validity, renewal, suspension and cancellation of licence and conformity certificate.

Legal Metrology Act, 2009 (the “LM Act”) read with Legal Metrology (Packaged Commodities) Rules, 2011 and the amendments thereto (“Packaged Commodities Rules”)

The LM Act seeks 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. The LM Act along with relevant rules framed thereunder regulate, inter alia, the labelling and packaging of commodities, appointment of government-approved test centres for verification of weights and, measures used and, lists penalties for offences and compounding of offences under it. Any non-compliance or violation under the LM Act may result in, inter alia, a monetary penalty on the manufacturer, seller, distributor, or seizure of the goods or imprisonment in certain cases.

The Packaged Commodities Rules prescribes the regulations for imports, pre-packing and the sale of commodities in a packaged form intended for retail sale, wholesale and for export and import, registration of manufacturers, packers and importers, certain rules to be adhered to by importers, wholesale and retail dealers, the declarations to be made on every package, the size of label and the manner in which the declarations shall be made, etc. These declarations that are required to be made include, inter alia, the name and address of the manufacturer, the dimensions of the commodity, the maximum retail price, generic name of the product, the country of origin and the weight and measure of the commodity in the manner as set forth in the Packaged Commodity Rules. The Packaged Commodity Rules have subsequently incorporated amendments to increase protection granted to consumers, especially relating to e-commerce entities. Pursuant to the amendments, e-commerce entities are to ensure that mandatory declarations are displayed on the digital and electronic network used for e-commerce transactions. In the marketplace model of e-commerce, responsibility for correctness of the declarations lies with

the manufacturer, or seller or dealer or importer provided certain conditions are met. Further, includes amendments in relation to the unit price declared on the pre-packaged commodity, declaration of the retail sale on packaging to be provided in Indian currency amongst others.

The Explosives Act, 1884 (“Explosives Act”) and Explosives Rules, 2008

The Explosives Act, applicable throughout India, regulates the manufacture, possession, use, sale, transport, import, and export of explosives. It empowers the Central Government to restrict or prohibit the use of, particularly, dangerous explosives to ensure public safety. The Explosives Act provides for penalty provisions including imprisonment, for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the rules made under the Explosives Act.

The Explosives Rules, 2008 provide the operational framework for granting approvals and licenses for activities involving explosives, including their manufacture, storage, transport, import, export, and packaging. These rules emphasize safety and compliance in handling explosives across various sectors.

The Indian Boilers Act, 2025 (the “Boilers Act”) and the Indian Boiler Regulations, 1950 (the “Boiler Regulations”)

The Boilers Act seeks to regulate, inter alia, the design, manufacture, erection and use of boiler and boiler components to ensure safety of life and property of persons from the danger of explosions of steam-boilers and for uniformity in registration and inspection. In terms of the provisions of the Boilers Act, an owner of a boiler is (i) any person possessing or using a boiler as agent of the owner and (ii) any person using a boiler which they have hired or obtained on loan from the owner. Further, an owner of a boiler is required to get the boiler registered, by making an application to the inspector appointed by the relevant State Government. The Boiler Regulations have been framed under the Boilers Act, and they deal with the materials, procedure and inspection techniques to be adopted for the manufacture of boilers, boiler mountings and fittings.

The Information Technology Act, 2000 (“IT Act”)

The IT Act was enacted with the purpose of providing legal recognition to transactions carried out by various means of electronic data exchange involving alternatives to paper-based methods of communication and storage of information. The IT Act also seeks to facilitate electronic filing of documents and create a mechanism for the authentication of electronic records through digital signatures. The IT Act prescribes punishment for publishing and transmitting obscene material in electronic form and provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permits the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

Under the IT Act, we are subject to civil liability to compensate for wrongful loss or wrongful gain caused to any person, while possessing, dealing or handling any sensitive personal data or information in a computer resource owned, controlled or operated by us due to negligence in implementing and/or maintaining reasonable security practices and procedures.

Pursuant to a notification dated November 24, 2021, issued by Ministry of Electronics and Information Technology, the Central Government appointed the Group Co-ordinator (Cyber Law) as the Designated Officer for purposes of the Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009.

Environment Protection Laws

The Environment Protection Act, 1986 (the “EP Act”) read with the Environment Protection Rules, 1986 (the “EP Rules”) and the Environmental Impact Assessment Notification, 2006 (“EIA Notification”)

The EP Act has been enacted with the objective of protecting and improving the environment and for matters connected therewith. Under the EP Act, no person carrying on any industry, operation or process shall discharge or emit, or permit to be discharged or emitted, any environmental pollutant in excess of the prescribed limits. Further, the EP Rules specify the standards for emissions, and discharge of environmental pollutants. The Central Government has been given the power to take all such measures for the purpose of protecting and improving the

quality of the environment and prevent environmental pollution.

The EP Rules prescribe the standards for emission or discharge of environmental pollutants from industries, operations or processes, for the purpose of protecting and, improving the quality of the environment and preventing and abating environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EP Act, including the power to direct the closure, prohibition or regulation of any industry, operation or process.

Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources. In March 2020, the Central Government published the Draft Environment Impact Assessment Notification, 2020 which inter alia reduces the time for public hearings, exempts certain projects from public consultation, and outlines the procedure to be followed for cases of violation and/or non-compliance.

The Water (Prevention and Control of Pollution) Act, 1974, as amended (the “Water Act”)

The Water Act aims to prevent and control water pollution and to maintain or restore wholesomeness of water. The Water Act provides for the establishment of one Central Pollution Control Board, as well as state pollution control boards, to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. Any person intending to establish any industry, operation or process or any treatment and disposal system likely to discharge sewage or other pollution into a water body, is required to obtain the consent of the relevant state pollution control board by making an application. The relevant state pollution control board is empowered to prescribe standards and conditions with which compliance is mandatory.

Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”) The Air Act was enacted for the prevention, control and abatement of air pollution. The Air Act provides for the establishment of the Central and State Pollution Control Boards, which may inspect any industrial plant or manufacturing process and give requisite orders for compliance with the provision of the Air Act. Further, industrial plants and manufacturing processes are required to adhere to the standards for emission of air pollutants laid down by the relevant state pollution control board, in consultation with the Central Pollution Control Board.

The relevant state pollution control board is further empowered to declare air pollution control areas. Additionally, consent of the state pollution control board is required prior to establishing and operating an industrial plant. The consent by the state pollution control board may contain provisions regarding the installation of pollution control equipment and the quantity of emissions permitted at the industrial plant. Furthermore, in an air pollution control area, no person operating an industrial plant shall discharge, permit, or cause the discharge of any air pollutant that exceeds the standards set by the State Pollution Control Boards.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Waste Rules”)

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term “hazardous waste” has been defined in the Hazardous Waste Rules and any person who has control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an “occupier”. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damage caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

Electricity Laws

Electricity Act, 2003 (“Electricity Act”)

The Electricity Act is the central legislation which regulates the laws relating to generation, transmission, distribution, trading and use of electricity. The Electricity Act, further, promotes measures conducive to the development of electricity industry, which may be necessary to promote competition in the sector, thereby protecting interest of consumers and supply of electricity to all areas. It further aims to rationalise electricity tariff, ensure transparent policies regarding subsidies, and promote efficient and environmentally benign policies. Additionally, the Electricity Act provides for the constitution of the Central Electricity Authority, the

establishment of regulatory commissions, and the creation of an Appellate Tribunal to support effective governance and oversight of the sector.

Labour Laws

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws including the Inter-State Migrant Workmen Act, 1979, the Labour Welfare Fund Acts of the respective states where we have our manufacturing facilities and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996

Our operations are subject to compliance with certain additional labour and employment laws in India. These include, but are not limited to, the following:

- Apprentices Act, 1961;
- Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996;
- Child Labour (Prohibition and Regulation) Act, 1986;
- Child Labour (Prohibition and Regulation) Rules, 1988;
- Employee's Compensation Act, 1923;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Employees' State Insurance Act, 1948;
- Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959;
- Employees' Family Pension Scheme, 1971;
- Equal Remuneration Act, 1976;
- Industrial Relations Code, 2020;
- Inter-State Migrant Workers Act, 1979;
- Labour Welfare Fund Act, 1965;
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Occupational Safety, Health and Working Conditions Code, 2020;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Payment of Wages Act, 1936;
- Right of Persons with Disabilities Act, 2016;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- Trade Unions Act, 1926; and
- Workmen's Compensation Act, 1923

Furthermore, we are also required to comply with the various labour law statutes enacted across states where our manufacturing plants are located.

The Factories Act of 1948 (“Factories Act”)

The Factories Act was enacted to protect the welfare of workers in a factory by regulating employment conditions, working conditions, the working environment, and other welfare requirements of specific industries. The Factories Act lays out guidelines and safety measures for using machinery, and with its strict compliance, requires the ‘owner(s)’ or person(s) who have ultimate control over the affairs of the factory to ensure the health, safety and welfare of all workers while they are at work in the factory. The penalties for contravention of the Factories Act include fine and imprisonment for the ‘occupier’ or ‘manager’ as defined under the Factories Act, and enhanced penalties for repeat offences and contravention of certain provisions relating to use of the hazardous materials.

Industrial Disputes Act, 1947, as amended (“ID Act”) and Industrial Dispute (Central) Rules, 1957

The ID Act provides for statutory mechanism for settlement of all industrial disputes, meaning thereby, a dispute or difference between employers and workmen concerning employment or the terms of employment or with the conditions of labour of any person. The Industrial Dispute (Central) Rules, 1957 inter-alia specify procedural guidelines for lockouts, closures, layoffs and retrenchment.

Industrial Employment (Standing Orders) Act, 1946 (“IE Act”)

The IE Act is enacted to strengthen the bargaining power of the workers. The IE Act requires the employers to formally define the working conditions of the employee. As per this act, an employer is required to submit five copies of the standing orders required by him for the adoption of industrial establishment. An employer failing to submit the draft standing orders as required by this act shall be liable to pay fine as per Section 13 of this act.

Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”)

The CLRA Act has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions, terms of their service and to provide for abolition of services in certain circumstances. The CLRA Act applies to every establishment in which 20 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA Act vests the responsibility on the principal employer of an establishment to which the CLRA Act applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA Act applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The principal employer is under an obligation to provide various facilities as provided under the CLRA Act, within a prescribed time period, in case the contractor does not provide such facilities, penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act.

Shops and Establishments legislations in various states

Under the provisions of local Shops and Establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislation regulates the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provides for fixation of opening and closing hours, daily and weekly working hours, rest intervals, overtime, holidays, leave, health and safety measures, termination of service, wages for overtime work, maintenance of shops and establishments and other rights and obligations of the employers and employees. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

Foreign Investment and Trade Related Laws

Foreign Exchange Laws

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999 (“**FEMA**”) along with the rules, regulations and notifications made by the Reserve Bank of India (“**RBI**”) thereunder, and the consolidated Foreign Direct Investment (“**FDI**”) Policy (“**Consolidated FDI Policy**”) (effective from October 15, 2020) issued by the DIPP, Ministry of Commerce and Industry, Government of India from time to time. The Consolidated FDI Policy consolidates all the press notes, press releases, and clarifications on FDI issued by DIPP. Further, the RBI has enacted the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“**FEMA Rules**”) as amended by Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2024 dated August 16, 2024 and Foreign Exchange Management (Non-debt Instruments)

(Amendment) Rules, 2025 dated June 11, 2025 and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 as amended by Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) (Third Amendment) Regulations, 2025 dated January 14, 2025 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India. Requirements under these laws currently include restrictions on pricing, issue transfer, valuation of shares and sources of funding for such investments, and may, in certain cases, require prior notice for approval of the Government of India. Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route. Under the Consolidated FDI Policy, foreign direct investment is permitted up to 100% on the automatic route, in sectors which are not specifically listed or prohibited in the Policy (including the information technology sector), subject to applicable laws or regulations, security and other conditionalities. Accordingly, the Consolidated FDI Policy permits our Company 100% FDI under the automatic route. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, all investments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy.

Foreign Exchange Management (Overseas Investment) Rules, 2022 (“ODI Rules”)

The RBI, with an aim to operationalise a new overseas investment regime, has introduced the ODI Rules and the Foreign Exchange Management (Overseas Investment) Regulations, 2022 (“**ODI Regulations**”), vide notification no. G.S.R. 646(E) and notification no. FEMA 400/2022-RB dated August 22, 2022, respectively. Further, the Foreign Exchange Management (Overseas Investment) Directions, 2022 (“**ODI Directions**”) as amended vide Circular No. 09, RBI/2024-25/41 A.P. (DIR Series) on June 7, 2024 was introduced to be read with the ODI Rules and the ODI Regulations. The new regime simplifies the framework to cover wider economic activity and thereby significantly reducing the need for specific approvals. Investment may be made by an Indian entity only in a foreign entity engaged in activities permissible under the law in force in India and the host jurisdiction. Any manner of Overseas Direct Investment (“**ODI**”) by an Indian entity shall be made as prescribed in the ODI Rules, namely: (i) subscription as part of MoA or purchase of equity capital, (ii) acquisition through bidding or tender procedure, (iii) acquisition of equity capital by way of rights issue or allotment of bonus shares, (iv) capitalisation of any amount due from the foreign entity subject to applicable conditions, (v) swap of securities, and (vi) merger, demerger, amalgamation or any scheme of arrangement.

Foreign Trade (Development and Regulation) Act, 1992 (“FTA”) and the rules framed thereunder

The FTA read along with the Foreign Trade (Regulation) Rules, 1993, 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**”). Every Indian entity engaged in any activity involving import or export is required to obtain an IEC unless specifically exempted from doing so. 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. Failure to mention the IEC number attracts a penalty of not less than ₹ 10,000 and not more than five times the value of the goods or services or technology in respect of which any contravention is made or is attempted to be made.

Taxation Laws

In addition to the aforementioned material legislations which are applicable to our Company, some Tax related laws that are pertinent, include the following:

- (a) The Income Tax Act 1961, the Income Tax Rules 1962, as amended by the Finance Act from time to time;
- (b) Central Goods and Services Tax Act, 2017, the Central Goods and Service Tax Rules, 2017 and various state wise legislations made thereunder;
- (c) The Integrated Goods and Services Tax Act, 2017 and rules thereof;
- (d) Indian Stamp Act, 1899 and various state-wise legislations made thereunder; and

Registrations issued under the applicable tax on professions, trades, callings and employments legislations of the

relevant states, issued by the Directorate of Commercial Tax, various rules and notifications thereunder, as issued by taxation authorities and various state wise regulations made thereunder.

**The Income-tax Bill, 2025 has been approved by the Union Cabinet, Government of India and has been introduced before the Lok Sabha. It seeks to replace the Income-tax Act, 1961.*

Other Applicable Laws

The Trade Marks Act, 1999 (“Trademarks Act”)

The Trademarks Act provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and, heading and provides relief in case of infringement. The Trademarks Act also prohibits any registration of deceptively similar trademarks or compounds, among others. It also provides protection against infringement, falsifying and falsely applying for trademarks.

Micro, Small and Medium Enterprises Development Act, 2006 (“MSMED Act”)

The MSMED Act was enacted to facilitate the promotion, development and competitiveness of micro, small and medium enterprises in India. The framework under the MSMED Act simplifies enterprise registration through UDYAM registration and enables registered enterprises to access government benefits, credit support and protection measures, thereby playing an important role in strengthening enterprises engaged in manufacturing and allied industries.

Further, we are also governed by the provisions of the *Companies Act, 2013*, and rules framed thereunder, *fire-safety related laws, municipal laws, the Indian Boiler Regulations, 1950, Directive 2014/68/EU on pressure equipment (PED)*, the *Contract Act, 1872, Insolvency and Bankruptcy Code, 2016*, the *Arbitration and Conciliation Act, 1996, SEBI Listing Regulations, RBI guidelines*, each as amended and other applicable laws and regulations imposed by the Central Government and State Governments and other authorities for our day to day business, operation and administration.

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HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was initially formed as “Lalbaba Steel Industries Private Limited” at Kolkata, West Bengal as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated June 26, 2006 issued by the Registrar of Companies, West Bengal (“RoC”). The name of our Company was changed to “Lal Baba Seamless Tubes Private Limited” pursuant to a resolution of our Board dated January 4, 2007 and of our Shareholders dated January 4, 2007, and a fresh certificate of incorporation consequent upon change of name was issued by the RoC dated January 19, 2007. Subsequently, pursuant to the Composite Scheme of Arrangement, our Company was converted into a public limited company as approved by a resolution of our Board dated December 30, 2024 and a special resolution of our Shareholders dated December 31, 2024 following which the name of our Company was changed to “Lal Baba Seamless Tubes Limited” and the Registrar of Companies, Central Processing Centre issued a fresh certificate of incorporation dated February 11, 2025. Further, the name of our Company was changed to “Lalbaba Engineering Limited” pursuant to a resolution of our Board dated February 12, 2025 and of our Shareholders dated February 25, 2025 and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Central Processing Centre dated March 10, 2025.

Changes in the registered office of our Company

The registered office of our Company is currently situated at Kashberia, Bardhanyaghata Debhog, Haldia, East Midnapore, Midnapore – 721 657, West Bengal, India.

Except as disclosed below, there have been no changes in our registered office since our incorporation:

Effective date of change	Details of change	Reason(s) for change
February 3, 2007	Change of registered office from “78, Lala babu Shire Rd, Belur, Howrah – 711 202, West Bengal, India” to “28, Strand Road, 3 rd Floor, Kolkata – 700 001, West Bengal, India.”	For administrative convenience.
March 5, 2011	Change of registered office from “28, Strand Road, 3 rd Floor, Kolkata – 700 001, West Bengal, India” to “13A, Government Place (East), 2 nd Floor, Kolkata – 700 069, West Bengal, India.”	For administrative convenience.
December 11, 2019	Change of registered office from “13A, Government Place (East), 2 nd Floor, Kolkata – 700 069, West Bengal, India” to “Kashberia, Bardhanyaghata Debhog, Haldia, East Midnapore, Midnapore – 721 657, West Bengal, India.”	For administrative convenience.

Main objects of our Company

The main objects contained in our Memorandum of Association are as mentioned below:

- “To carry on the business in India or anywhere in the world as manufacturers by any method or process, of producers, traders, suppliers, processors, buyers, sellers, dealers, repairers, developers, job-workers, exporters, importers, marketers, stockers, commission agents and dealers in all kinds of tubes, pipes, oil country tubular goods, sections, structural pipes and pipe fittings made of special steel, carbon steel, mild steel, high speed steel, skelp, billets, alloy steel, rounds, copper, cast iron, rubber, plastics, aluminium, stainless steel and other such materials, machinery and equipment’s, required for manufacture of such items and of end finishing, heat treatment, threading, upsetting, socketing and other end-finishing and jointing fittings etc.; and also to carry on the business of casting, forging, refining, smelting, altering, improving, buying, fabricating, selling, importing, exporting, manufacturing, repair & maintenance and otherwise dealing in iron and steel in all forms, shapes and sizes and alloys thereof and in aluminium, copper, zinc and other metals and alloys for all forms of vehicles and conveyances including railway wagons, railway switches, railways crossings, goods carriage, components, coaches, rolling stock and other industries.*
- To carry on the business in India or anywhere in the world as engineers, designers, developers, installers, repairers, operators, dealers, install, commission, acquire, maintain, work as Engineering, Procurement, and Construction (EPC) contractors and provide turnkey solutions for infrastructure, industrial, and energy-related projects, including but not limited railway wagons, railway switches,*

railways crossings, goods carriage, components, coaches, power plants, oil and gas facilities, renewable energy projects, chemical plants, and civil engineering works either individually or in joint ventures, consortiums, or partnerships with national and international entities, and to procure, purchase, supply, import, export, and deal in all kinds of materials, equipment, machinery, tools, instruments, and commodities required for foregoing activities & projects; and to provide maintenance, operation, and after-sales support services for projects executed by the company.”

The main objects clause and matters necessary for furtherance of the main objects, as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out as well as business proposed to be carried out by our Company.

Amendments to our Memorandum of Association in the last 10 years

Set out below are the amendments to our Memorandum of Association in the 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution/effective date	Particulars
December 30, 2023	The existing object clause of our Memorandum of Association, Clause III (A) was replaced in the entirety with the revised object Clause III (A) and renamed in accordance with the Companies Act, 2013 thereof. Further, the existing liability clause, Clause IV was aligned to meet the requirements of Companies Act, 2013 Clause V of our Memorandum of Association was amended to remove classification of Equity Shares into Class A and Class B Equity Shares.
December 18, 2024	Class V of our Memorandum of Association was amended to reflect an increase in the authorised share capital of our Company from ₹480,000,000 divided into 43,000,000 equity shares of ₹10 each and 5,000,000 preference shares of ₹10 each to ₹ 490,000,000 divided into 44,000,000 equity shares of ₹10 each and 5,000,000 preference shares of ₹10 each, pursuant to a composite scheme of arrangement. Clause I of the Memorandum of Association was amended to change the name of our Company from “Lal Baba Seamless Tubes Private Limited” to “Lal Baba Seamless Tubes Limited”.
February 14, 2025	Clause V of our Memorandum of Association was amended to reflect an increase in the authorised share capital of our Company from ₹490,000,000 divided into 44,000,000 equity shares of face value of ₹10 each, and 5,000,000 preference shares of face value of ₹10 each to ₹570,000,000 divided into 52,000,000 equity shares of face value of ₹10 each and 5,000,000 preference shares of face value of ₹10 each.
February 25, 2025	Clause I of the Memorandum of Association was amended to change the name of our Company from “Lal Baba Seamless Tubes Limited” to “Lalbaba Engineering Limited”.
July 14, 2025	Clause V of the Memorandum of Association was amended to reflect the sub-division of equity share capital of our Company, from ₹ 570,000,000 consisting of 52,000,000 equity shares of ₹ 10 each and 5,000,000 Preference Shares of ₹ 10 each to ₹ 570,000,000 consisting of 104,000,000 Equity Shares of ₹ 5 each and 5,000,000 Preference Shares of ₹ 10 each Clause V of the Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹570,000,000 consisting of 104,000,000 Equity Shares of ₹5 each and 5,000,000 Preference Shares of ₹10 each to ₹750,000,000 consisting of 140,000,000 Equity Shares of ₹5 each and 5,000,000 Preference Shares of ₹10 each.

Major events and milestones of our Company

The table below sets forth the key events and milestones in the history of our Company:

Calendar year	Particulars
2012	Our Company commenced export of seamless tubes.
2015	Commenced supplies to a GoI enterprise engaged in mining and mineral exploration.
2019	Commenced sales of stainless steel seamless pipes.
2020	Received approval from Research Design and Standards Organisation (“RDSO”) for manufacturing slack adjuster for the railway sector in India.
2022	Deployed UNIFLOW™ technology for seamless tube manufacturing at Haldia facility.

Calendar year	Particulars
	Leased a facility in Ahmednagar, Maharashtra to serve auto industry in the Western region.
2024	Entered into joint venture with Poppe + Potthoff Prazisionsstahlrohre GmbH to set up Indodeutsche Precision Tubes Private Limited
	Ventured into providing Rail Solutions-as-a-Service ("RSaas") to wagon builders
	Received vendor approval from one of the leading power generation public sector undertakings in India.
	Entered into a composite scheme of arrangement for demerger and vesting of Uluberia Unit of Lalbaba Industrial Corporation Private Limited into our Company and for amalgamation of PEW Engineering Private Limited with our Company.
2025	Expansion of seamless tube manufacturing capacity to 85,000 MTPA, making us the largest cold finish seamless tube manufacturers in India. (Source: CRISIL Report)

Key awards, accreditations or recognitions

Our Company has received the following key awards, accreditations and recognitions:

Calendar year	Key awards/ accreditations
2020	Received “Export / Import Business of the Year” at the Global Best Employer Brands 2020
2023 [^]	Received “The Eastern India Best Employer Brand Award” at the Eastern India Leadership Awards.
2024 [^]	Received certificate of recognition for excellence in engineering innovation at the Times Now Business Excellence Awards.

[^]Lalbaba Engineering Limited, Lalbaba Industrial Corporation Private Limited and PEW Engineering Private Limited, were together referred to as the Lalbaba Engineering Group prior to the composite scheme of arrangement. For more details, please see – “History and Certain Corporate Matters - Details of material mergers or amalgamation in the last 10 years”

Our holding company

As on the date of this Draft Red Herring Prospectus, LBIC Engineering Private Limited is the holding Company of our Company.

Our Subsidiary

As on the date of this Draft Red Herring Prospectus, our Company has one Subsidiary.

1. Lalbaba NF Rail Engg Private Limited

Corporate information

Lalbaba NF Rail Engg Private Limited was incorporated as a private limited company on January 4, 2024 under the Companies Act, 2013. Its CIN is U30204WB2024PTC267344 and its registered office is situated at 27, Shakespeare Sarani, 1st Floor, Kolkata - 700017, West Bengal, India.

Nature of business

Lalbaba NF Rail Engg Private Limited is currently engaged in, *inter alia*, the business of production, trading, supplying buying, selling, dealing, exporting, and importing of a comprehensive range of components, fabricated materials, and forging items required in railway wagons and coaches in India and globally.

Capital structure

The capital structure of Lalbaba NF Rail Engg Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	Equity shares of face value of ₹10 each
Authorised share capital	1,500,000
Issued, subscribed and paid-up capital	1,000,000

Shareholding pattern

The shareholding pattern of Lalbaba NF Rail Engg Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	Lalbaba Engineering Limited	51,000	51.00
2.	NF Forgings Private Limited	49,000	49.00
Total		100,000	100.00

Brief financial highlights

The brief financial details for Fiscals 2025, 2024 and 2023, derived from the audited financial statements of Lalbaba NF Rail Engg is as follows:

(in ₹ million, except per share data)

Particulars	As at and for the Fiscal ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Equity share capital	1.00	1.00	-
Net worth	37.75	0.84	-
Revenue from operations	841.57	0.00	-
Profit/ (loss)	32.89	0.16	-
Earnings per equity share (basic) (in ₹)	328.91	(1.62)	-
Earnings per equity share (diluted) (in ₹)	328.91	(1.62)	-
Net asset value per equity share (in ₹)	377.48	8.38	-
Total borrowings	390.63	0.00	-

Our Associates

As on the date of this Draft Red Herring Prospectus, our Company has three Associates.

1. Lalbaba Projects Private Limited

Corporate information

Lalbaba Projects Private Limited was incorporated as a private limited company on May 16, 2017, under the Companies Act, 2013. Its CIN is U29309WB2017PTC220963, and its registered office is situated at 78, Lala Babu Shire Road, Howrah – 711 202, West Bengal, India.

Nature of business

Lalbaba Projects Private Limited is currently engaged in, *inter alia* the business as manufacturing, trading, exporting, supplying and distributing, wide range of rubbers and rubber-based products, including synthetic rubber, natural rubber, rubber compounds, sponge rubber, tyres, semi tyres, inner tubes, flaps, medical and dipper rubber products and related materials.

Capital structure

The capital structure of Lalbaba Projects Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	Equity shares of face value of ₹10 each
Authorised share capital	10,000,000
Issued, subscribed and paid-up capital	5,000,000

Shareholding pattern

The shareholding pattern of Lalbaba Projects Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	NF Forgings Private Limited	255,000	51.00
2.	Lalbaba Engineering Limited	245,000	49.00
Total		500,000	100.00

2. Railex Engineering Private Limited

Corporate information

Railex Engineering Private Limited was incorporated as a private limited company on October 28, 2020 under the Companies Act, 2013. Its CIN is U28999WB2020PTC240880 and its registered office is situated at 40/107 Joy Bibi Road, plot no.18 and 20 Ghusuri, Howrah – 711 107, West Bengal, India.

Nature of business

Railex Engineering Private Limited is currently engaged in, *inter alia*, the business of manufacturing trading, and supplying iron, steel, and allied engineering products, including steel plants, rolling mills, machinery parts, railway components, tools, and related engineering services.

Capital structure

The capital structure of Railex Engineering Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	Equity shares of face value of ₹10 each
Authorised share capital	1,500,000
Issued, subscribed and paid-up capital	100,000

Shareholding pattern

The shareholding pattern of Railex Engineering Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	Lalbaba Engineering Limited	4,900	49.00
2.	Ajay Shaw	4,900	49.00
3.	LBIC Engineering Private Limited	200	2.00
Total		10,000	100.00

3. DTL India Holdings Limited (“DIHL”)

Corporate information

DIHL was incorporated as a private limited company on April 28, 1981 under the Companies Act, 1956. DIHL became an Associate of our Company pursuant to the DIHL SPA. For details, please see “*History and Certain Corporate Matters - Other agreements*”. Its CIN is U50300PN1981PLC231135 and its registered office is situated at Sr. No. 1281, Kohinoor Centre, above HDFC Bank, Chakan, Tal-Khed, Chakan, Pune, Khed, Maharashtra, India, 410501.

Nature of business

DIHL is currently engaged in, *inter alia*, the business of manufacturing, trading, servicing, and dealing in automobiles, farm and construction machinery, their parts and accessories, as well as operating workshops, service stations, and transport services.

Capital structure

The capital structure of DIHL as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	Equity shares of face value of ₹10 each
Authorised share capital	12,500,000
Issued, subscribed and paid-up capital	10,695,000

Shareholding pattern

The shareholding pattern of DIHL as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	Vijay Mohan Jain	3,33,000	31.13
2.	Lalbaba Engineering Limited	3,15,426	29.49
3.	Macedon Vinimay Private Limited	2,30,000	21.50
4.	Vijay Mohan Jain HUF	1,52,550	14.26
5.	Sidharth Jain	35,195	3.29
6.	Manju Goel	3,240	0.30
7..	Santosh Jain	79	0.01
8.	D Selvakumaran	40	Negligible
9.	S Seetha	10	Negligible
Total		10,69,540	100.00

Our Joint Venture

As on the date of this Draft Red Herring Prospectus, our Company has two Joint Venture.

1. Indodeutsche Precision Tubes Private Limited

Corporate information

Indodeutsche Precisions Tubes Private Limited was incorporated as a private limited company on December 20, 2023 under the Companies Act, 2013. Its CIN is U24319HR2023PTC117347 and its registered office is situated at Level 6 Wing B, Two Horizon Center, Golf Course Road, DLF 5, Sector 43, Gurgaon Haryana 122 002, DLF QE, Gurgaon-122002, Haryana, India.

Nature of business

Indodeutsche Precision Tubes Private Limited is currently engaged in, *inter alia*, the business of manufacturing of seamless tubes and injection fuel pipings.

Capital structure

The capital structure of Indodeutsche Precisions Tubes Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	Equity shares of face value of ₹10 each
Authorised share capital	200,000,000
Issued, subscribed and paid-up capital	180,000,000

Shareholding pattern

The shareholding pattern of Indodeutsche Precisions Tubes Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1	Poppe + Potthoff GmbH	9,000,000	50.00
2	Lalbaba Engineering Limited	8,999,999	49.99
3	Amit Dhanuka*	1	Negligible
Total		18,000,000	100.00

*As a nominee of Lalbaba Engineering Limited.

2. DTL Lalbaba Rail Engg LLP

Corporate information

DTL Lalbaba Rail Engg LLP was incorporated as a limited liability partnership on November 28, 2022 under the Companies Act, 2013. Its LLP identification number is ABZ-2165 and its registered office is situated at SNO 1281, Kohinoor Center, Chakan, Tal -Khed, Avhat, Khed, Pune – 412 402, Maharashtra, India.

Nature of business

DTL Lalbaba Rail Engg LLP is currently engaged in, *inter alia* design, develop, procure, manufacture, supply and installation of all furnishing items of interiors of passenger coaches of railways and refurbishment of passenger coaches of railways, etc. and to do all related and allied things and other ancillary business.

Capital Contribution

The shareholding pattern of DTL Lalbaba Rail Engg LLP as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Amount of contribution (in ₹)	Percentage of the total contribution (%)
1	DTL India Holdings Limited	51,000	51.00
2	Lalbaba Engineering Limited	49,000	49.00
Total		100,000	100.00

**As a nominee of Lalbaba Engineering Limited.*

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiary, Associates and Joint Ventures that have not been accounted for or consolidated by our Company.

Common pursuits

As on date of this Draft Red Herring Prospectus, except to the extent, our Associates, namely, Lalbaba Projects Private Limited and DTL India Holdings Limited, and our Company which are in the similar line of business, there are no common pursuits amongst our Subsidiary / Associates and our Company. However, as the result of such common pursuits, there is no conflict of interest between our Subsidiary, Associates and our Company, as their business is synergistic with the business of our Company. Our Company will adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situations as and when they arise.

Interest in our Company

Except as disclosed in “Our Business” and “Restated Financial Information – Related Party Transactions” on pages 206 and 376, our Subsidiary and Associates do not have any business interests in our Company.

Other Confirmations

Except for Railex Engineering Private Limited, one of our Associate, that supplies raw material to our Company, where Kishan Dhanuka and Nishit Dhanuka are part of the board of directors, there is no conflict of interest between the suppliers of raw materials or third-party service providers (which are crucial for operations of our Company) with the Subsidiary and Associates or their respective directors / partners.

There is no conflict of interest between the lessors of the immovable properties of our Company (which are crucial for operations of our Company) with the Subsidiary and Associates or their respective directors / partners.

Time/cost overrun in setting up projects by our Company

Other than in ordinary course of business, we have not experienced any material time and cost overruns pertaining to our business operations or any projects undertaken by our Company.

Launch of key products or services, entry in new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets to the extent applicable, see “Our Business” on page 206.

Capacity/facility creation, location of plants

For details regarding capacity/facility creation and location of manufacturing facilities of our Company, see “Our Business –Manufacturing Facilities” on page 224.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/banks

As on the date of this Draft Red Herring Prospectus, there have been no defaults, restructuring or rescheduling of borrowings availed by our Company from financial institutions or banks.

Details of material acquisitions or divestments of business undertaking in the last 10 years

Our Company has not undertaken a material acquisition or divestment of any business/undertaking in the 10 years preceding the date of this Draft Red Herring Prospectus.

Details of material mergers or amalgamation in the last 10 years

Except as disclosed below, our Company has not undertaken any merger or amalgamation in the 10 years preceding the date of this Draft Red Herring Prospectus.

Composite scheme of arrangement entered amongst Lalbaba Industrial Corporation Private Limited (“LICPL” or “Demerged Company”), PEW Engineering Private Limited (“PEPL” or “Transferor Company”) and our Company (“Transferee Company”) and the respective shareholders and creditors (“Composite Scheme of Arrangement”)

Our Company, the Demerged Company and the Transferor Company filed a petition for approval of the Composite Scheme of Arrangement for (i) demerger of Uluberia Unit of LICPL and vesting of the Uluberia Unit into our Company (“**Demerger**”); and (ii) amalgamation of PEPL with our Company (“**Amalgamation**”), before the National Company Law Tribunal, Kolkata Bench (“**NCLT**”), under Section 230 read with Section 232 of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, and other applicable provisions of law, which was sanctioned by the NCLT pursuant to their order dated December 18, 2024. LICPL is in business of production and supply of non-critical components for railways and Uluberia Unit was engaged in manufacturing critical forgings and fabrications. PEPL was in business of supplying components of wagons, coaches and manufacture of isolating cocks, cylinders etc for the railways. Our Company was in the business of manufacturing cold drawn carbon, alloy and stainless-steel seamless tubes for the railways and wagon industry. The Composite Scheme of Arrangement, *inter alia*, provided for (i) all assets, properties, interests (including accretions and appurtenances), necessary records, liabilities, duties, legal proceedings, amongst others, of LICPL and PEPL be transferred and vested in our Company; (ii) cancellation of the entire share capital of the Transferor Company upon the coming into effect of the Composite Scheme of Arrangement; (iii) conversion of our Company into a public limited company; and (iv) that the Composite Scheme of Arrangement of the Transferor Company and Demerged Company with our Company with effect from the appointed date i.e., April 1, 2023 (“**Appointed Date**”). The Composite Scheme of Arrangement became effective from January 13, 2025 (“**Effective Date**”).

The rationale for the Demerger, *inter alia*, are as follows:

- (a) Enable preservation of legacy of the Demerged Company;
- (b) Enhancing the operational efficiency, intercompany cost reduction and rationalization;
- (c) Enhanced focus in exploring opportunities in business domains; and
- (d) Enable focused strategy for unlocking the growth in business verticals.

The rationale for the Amalgamation, *inter alia*, are as follows:

1. Help in consolidation of business to reflect the net worth of the combined business in financial statements;
2. Enhancement in earnings and improvements in profitability margins together with a net positive operating cash flows;
3. Reduce administrative responsibilities, weeding out of multiple records and enhance legal and regulatory compliances;
4. Help in optimal utilization of resources and better management and administration; and
5. Reduce intercompany related-party transactions and subsequently reduce volumes values of arm's length priced transactions.

Kishan Dhanuka, our Chairman and Managing Director and Nishita Dhanuka, our Whole Time Director, who are also our Promoters, were directors in LICPL and PEPL.

With effect from the Appointed Date, the authorised share capital of the Transferor and Demerged Company was consolidated with our Company such that the authorised share capital of our Company stood increased to ₹ 490,000,000 divided into 49,000,000 equity shares of ₹10 each and 5,000,000 preference shares of face value of ₹10 each. Further, pursuant to the Composite Scheme of Arrangement (i) nine equity shares of ₹10 each of our Company for every seven fully paid up equity shares of ₹10 each held in LICPL were issued to the shareholders of LICPL; and (ii) 16 equity shares of ₹10 each of our Company for every one fully paid up equity shares of ₹10 each held in PEPL were issued to the shareholders of PEPL.

The assets and liabilities transferred from the Transferor and Demerged Company were recorded into the books of our Company at their respective fair value based on the valuation report dated February 13, 2024 issued by Astha Gupta, a registered valuer, commissioned by the Transferor Company.

Details of revaluation of assets in the last 10 years

Our Company has not revalued its assets in the 10 years preceding the date of this Draft Red Herring Prospectus.

Details of subsisting of key agreements, inter-se agreements and shareholders' agreements

There are no other agreements/ arrangements and clauses / covenants, to which our Company or our Promoters or Shareholders are a party, which are material, and which need to be disclosed in this Draft Red Herring Prospectus or non-disclosure of which may have bearing on the investment decision in connection with the Offer.

Other agreements

Neither our Promoters, members of the Promoter Group nor any of the Key Managerial Personnel, Senior Management, Directors or employees of our Company have entered into an agreement, 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 the dealings of the securities of our Company.

There are no agreements entered into by our Shareholders, Promoters, members of the Promoter Group, related parties of our Company, Directors, Key Managerial Personnel, employees of our Company or our Subsidiary, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company.

Further, except as disclosed herein, our Company has not entered into any other subsisting material agreement including with strategic partners, joint venture partners and/or financial partners, entered into by the Company, other than in the ordinary course of business and there are no other clauses / covenants which are adverse / pre-judicial to the interest of the minority/public shareholders of our Company:

Joint venture cum shareholders agreement dated February 26, 2024 entered into by and amongst Poppe + Potthoff Prazisionsstahlrohre GmbH ("P+PP GmbH"), Indodeutsche Precision Tubes Private Limited ("IPTPL" and together with P+PP GmbH, the "Parties") and our Company ("IPTPL JV Agreement"), and amended and restated joint venture cum shareholders' agreement dated April 4, 2025 entered into by and

amongst P+PP GmbH, Poppe + Potthoff GMBH (Holding company of P + PP GmbH), IPTPL and our Company (“Amendment Agreement”)

The Parties and our Company entered into this joint venture agreement dated February 26, 2024, to define the investment pattern in and the management and administration of Indodeutsche Precision Tubes Private Limited (“**Joint Venture Company**” or “**JVC**”). As per terms of the joint venture agreement, our Company subscribed to 1,000,000 equity shares of ₹ 10 each of Indodeutsche Precision Tubes Private Limited, in the first tranche, representing 50% of the paid-up equity capital of the JVC, while the remaining 50% of the paid-up capital of JVC was held by P+PP GmbH. The primary object of the JVC is to manufacture and market mother hollows and cold drawn tubes.

Further, pursuant to the Amendment Agreement, P+PP GmbH transferred its entire shareholding in the JVC representing 50% of the shares of the JVC to Poppe + Potthoff GMBH. For more details, please see – “*Our Joint Ventures*” above.

Joint Venture agreement dated November 15, 2022 between DTL India Holdings Limited (“DIHL”) and Lalbaba Industrial Corporation Private Limited (“LICPL”), and supplementary limited liability partnership agreement of DTL Lalbaba Rail Engg LLP dated May 29, 2025 entered into by and amongst our Company, DIHL and LICPL

DIHL and LICPL entered into this joint venture agreement dated November 15, 2022, to define the profit sharing pattern, the business, management and administration of DTL Lalbaba Engg LLP (“**Joint Venture LLP**” or “**LLP**”). As per terms of the joint venture agreement, DIHL will be the lead partner with a profit or loss share of 51% and our Company will receive 49.00% of the profit or loss share of LLP. The business of the LLP will be, amongst other, development, procurement, manufacture, supply and installation of interior of passenger coaches.

Further, pursuant to the composite scheme of arrangement which was sanctioned by the NCLT pursuant to their order dated December 18, 2024, the Uluberia Unit of LICPL which held investment in the Joint Venture LLP, has been demerged and vested into our Company. For more details of the composite scheme of arrangement, please see – “*Details of material mergers or amalgamation in the last 10 years*”, above. Accordingly, the parties entered into a supplementary limited liability partnership agreement dated May 29, 2025, pursuant to which all rights, interests and obligations of the demerged company i.e., LICPL in the Joint Venture LLP has been transferred and vested into our Company. For more details, please see – “*Our Joint Ventures*” above.

Share purchase agreement dated May 30, 2025, entered into by and amongst Siddharth Jain (“Seller 1”), all legal representatives of Vijay Mohan Jain HUF (“Seller 2”), DTL India Holdings Limited (“DIHL”), Macedon Vinimay Private Limited (“Acquirer 1”) and our Company (“DIHL SPA I”), and share purchase agreement dated June 25, 2025 entered into by and amongst DIHL, Santosh Vijay Jain (“Seller 3”), all legal representatives of Vijay Mohan Jain HUF (“Seller 4”), S Seetha (“Seller 5”), D Selvakumaran (“Seller 6”), Manju Goel (“Seller 7”), Siddharth Jain (“Seller 8”), all legal representatives of Vijay Mohan Jain (“Seller 9”), Macedon Vinimay Private Limited (“Acquirer 1”) and our Company (“DIHL SPA II”, together the DIHL SPA I, the “DIHL SPA”)

Pursuant to DIHL SPA –1, our Company and Acquirer 1 acquired 418,745 equity shares from the Seller 1 and Seller 2, representing approximately 39.15% share capital of DIHL in the first tranche of the transaction for a consideration of ₹76.21 million and agreed to acquire additional shares, in the second tranche of the transaction, resulting in change of control of DIHL. Further, pursuant to DIHL SPA II our Company and Acquirer 1 acquired 126,681 equity shares from the Seller 4, representing approximately 11.84% of the share capital of DIHL in the first tranche of the transaction for a consideration of ₹23.05 million and agreed to acquire 524,114 equity shares of DIHL aggregating to 49.00% of the share capital of DIHL, held by other shareholders, in the second tranche.

The acquisition pursuant to the DIHL SPA were recorded into the books of our Company at their respective fair value based on the valuation report dated May 26, 2025 issued by Hansraj Jaria, a registered valuer, commissioned by our Company.

Neither our Promoters nor any of our Directors have any relationship with DIHL.

Pursuant to DIHL SPA, our Company has acquired 29.49% of the shareholding in DIHL as on the date of this Draft Red Herring Prospectus.

Share purchase agreement dated May 30, 2025, entered into by and amongst Siddharth Jain (“Seller 1”), Anuja Siddharth Jain (“Seller 2”), all legal representatives of Vijay Mohan Jain HUF (“Seller 3”), DTL Ancillaries Limited (“DTL”), Macedon Vinimay Private Limited (“Acquirer 1”) and our Company (“DTL SPA – I”), and share purchase agreement dated June 25, 2025 entered into by and amongst DTL Ancillaries Limited (“DTL”), DTL India Holdings Limited (“DIHL”), Mukta Goel (“Seller 4”), Karan Singh Yadav (“Seller 5”), KN Pandey (“Seller 6”), Santosh Vijay Jain (“Seller 7”), Anuja Siddharth Jain (“Seller 8”), Siddharth Jain (“Seller 9”), all legal representatives of Vijay Mohan Jain HUF (“Seller 10”), all legal representatives of Vijay Mohan Jain (“Seller 11”), Macedon Vinimay Private Limited (Acquirer 1) and our Company (“DTL SPA I” together with “DTL SPA I”, The “DTL SPA”)

Pursuant to DTL SPA –1, our Company and Acquirer 1 acquired 824,565 equity shares from the Seller 1, Seller 2 and Seller 3, representing approximately 28.61% share capital of DTL in the first tranche of the transactions for a consideration of ₹237.47 million. Further, pursuant to DTL SPA dated June 25, 2025, our Company and Acquirer 1 acquired 181,780 equity shares representing approximately 6.31% share capital if DTL, in the first tranche of the transactions for a consideration of ₹52.35 million and agreed to acquire additional 519,630 equity shares of DIHL aggregating to 18.03% of the share capital of DTL, held by other shareholders resulting in change of control of DTL. The consideration was determined based on the valuation report dated May 26, 2025 commissioned by the Transferor Company.

The acquisition pursuant to the DTL SPA were recorded into the books of our Company at their respective fair value based on the valuation report dated May 26, 2025, issued by Hansraj Jaria, a registered valuer, commissioned by our Company.

Neither our Promoter nor any of our Directors have any relationship with DTL.

Pursuant to DTL SPA, our Company has acquired 16.46% of the shareholding in DTL as on the date of this Draft Red Herring Prospectus.

Significant financial and/or strategic partners

Our Company does not have any significant financial and/or strategic partners as on the date of this Draft Red Herring Prospectus.

Details of guarantees given to third parties by the Promoters participating in the Offer for Sale

Except as stated below, as on the date of this Draft Red Herring Prospectus, no guarantee has been issued by our Promoters Selling Shareholders:

S. No.	Name of lender	Name of borrower	Type of borrowing/ facility	Name of the guarantor	Amount guaranteed (in ₹ million)	Amount outstanding as on August 31, 2025	Consideration
1.	Axis Bank Limited	Lalbaba Engineering Limited	Working Capital and Term Loan	Kishan Dhanuka, Nikunj Dhanuka and Nishit Dhanuka	1,312.00	1,035.46	Nil
2.	Yes Bank Limited	Lalbaba Engineering Limited	Working Capital and Term Loan	Kishan Dhanuka, Nikunj Dhanuka and Nishit Dhanuka	945.00	659.55	Nil
3.	ICICI Bank Limited	Lalbaba Engineering Limited	Working Capital and Term Loan	Kishan Dhanuka and Nishit Dhanuka	750.00	631.29	Nil
4.	Bajaj Finance Limited	Lalbaba Engineering Limited	Working Capital	Kishan Dhanuka and Nikunj Dhanuka	500.00	350.00	Nil
5.	Small Industries Development Bank of India	Lalbaba Engineering Limited	Working Capital and Term Loan	Kishan Dhanuka and Nishit Dhanuka	26.17	14.31	Nil
6.	Axis Bank Limited	Lalbaba NF Rail Engg	Working Capital	Kishan Dhanuka; Mahesh Dhanuka;	300.00	196.95	Nil

S. No.	Name of lender	Name of borrower	Type of borrowing/ facility	Name of the guarantor	Amount guaranteed (in ₹ million)	Amount outstanding as on August 31, 2025	Consideration
		Private Limited		Lalbaba Engineering Limited; NF Forgings Private Limited			
7.	Yes Bank Limited	Lalbaba Projects Private Limited	Working Capital	Kishan Dhanuka and Nishit Dhanuka	200.00	183.21	Nil
8.	State Bank of India (Consortium)	Kejriwal Bee Care India Private Limited	Working Capital	Amit Dhanuka, Prakash Kejriwal, Kajal Kejriwal	695.40	581.19	Nil

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OUR MANAGEMENT

Board of Directors

The Articles of Association require that our Board shall comprise of not less than three Directors and not more than 15 Directors, provided that our Company may appoint more than 15 Directors after passing a special resolution in a general meeting. As on the date of this Draft Red Herring Prospectus, we have eight Directors on our Board, comprising four Executive Directors, including one Chairman and Managing Director, three Whole-Time Directors, four Independent Directors, including one woman Independent Director.

Our Company is in compliance with the corporate governance laws 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 the details of our Board as on the date of this Draft Red Herring Prospectus:

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
Kishan Dhanuka <i>Designation:</i> Chairman and Managing Director <i>Date of birth:</i> October 25, 1968 <i>Address:</i> Block-3, Flat-5M, Space Town Housing Complex, Near Raghunathpur, V.I.P. Road, Kolkata Airport, S.O. Kolkata, West Bengal-700052 <i>Occupation:</i> Business <i>Current term:</i> For a period of five years with effect from April 1, 2025. Not liable to retire by rotation. <i>Period of directorship:</i> Director since November 28, 2006 <i>DIN:</i> 00569035	56	<i>Indian companies:</i> 1. Railex Engineering Private Limited 2. LBIC Engineering Private Limited 3. Lalbaba NF Rail Engg Private Limited 4. Lalbaba Industrial Corporation Private Limited 5. Lalbaba Projects Private Limited 6. SF Forgings Private Limited 7. Expansion Bellows Private Limited <i>Foreign companies:</i> NIL
Amit Dhanuka <i>Designation:</i> Whole-Time Director <i>Date of birth:</i> October 8, 1975 <i>Address:</i> 1B-111, Ridgewood Estate, DLF City, Phase-4, Galleria, DLF-IV, Gurgaon, Haryana-122009 <i>Occupation:</i> Business <i>Current term:</i> For a period of five years effective from April 1, 2025. Liable to retire by rotation. <i>Period of directorship:</i> Director since December 26, 2023 <i>DIN:</i> 01299225	49	<i>Indian companies:</i> 1. Indodeutsche Precision Tubes Private Limited 2. Diapad Hygiene Private Limited <i>Foreign companies:</i> Nil
Nikunj Dhanuka <i>Designation:</i> Whole-Time Director <i>Date of birth:</i> January 14, 1992 <i>Address:</i> Block-3, Flat-5M, Space Town, Raghunathpur, V.I.P. Road, Kolkata Airport, S.O. Kolkata, West Bengal-700052 <i>Occupation:</i> Business	33	<i>Indian companies:</i> 1. Swamiji Transmission Private Limited 2. Indodeutsche Precision Tubes Private Limited 3. LBIC Engineering Private Limited <i>Foreign companies:</i> NIL

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
<i>Current term:</i> For a period of five years effective from April 1, 2025. Liable to retire by rotation. <i>Period of directorship:</i> Director since September 5, 2019 <i>DIN:</i> 07452730		
Nishit Dhanuka <i>Designation:</i> Whole-Time Director <i>Date of birth:</i> November 8, 1993 <i>Address:</i> Block-3, Flat-5M, Space Town Housing Complex, V.I.P. Road, Raghunathpur, Kolkata Airport S.O, Kolkata, West Bengal-700052. <i>Occupation:</i> Business <i>Current term:</i> For a period of five years effective from April 1, 2025. Liable to retire by rotation. <i>Period of directorship:</i> Director since June 30, 2023 <i>DIN:</i> 07937765	31	<i>Indian companies:</i> - Swamiji Transmission Private Limited - LBIC Engineering Private Limited - S N R Trading Company Private Limited - Lalbaba Projects Private Limited - Railex Engineering Private Limited - Lalbaba Industrial Corporation Private Limited - Expansion Bellows Private Limited <i>Foreign companies:</i> Nil
Anil Kumar Chaudhary <i>Designation:</i> Independent Director <i>Date of birth:</i> December 11, 1960 <i>Address:</i> S-160, First Floor, Near Chandan Market, Greater Kailash, Part 2, District – South Delhi, Delhi, 110048 <i>Occupation:</i> Strategic Management Advisor <i>Current term:</i> For a period of five years from July 3, 2025 <i>Period of directorship:</i> Director since July 3, 2025 <i>DIN:</i> 03256818	64	<i>Indian companies:</i> Walter Infra Manager Private Limited <i>Foreign companies:</i> NIL
Dharmendra Singh Gangwar <i>Designation:</i> Independent Director <i>Date of birth:</i> July 1, 1963 <i>Address:</i> C-8, Block 6, Shanti Path, New Moti Bagh, South Moti Bagh, South West Delhi, Delhi, 110021 <i>Occupation:</i> IAS (Retired) <i>Current term:</i> For a period of five years from July 3, 2025 <i>Period of directorship:</i> Director since July 3, 2025 <i>DIN:</i> 08299862	62	<i>Indian companies:</i> - Duncan Engineering Limited - Paisalo Digital Limited - Transrail Lighting Limited <i>Foreign companies:</i> NIL
Sanjay Khare <i>Designation:</i> Independent Director	61	<i>Indian companies:</i> NIL

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
<i>Date of birth:</i> December 9, 1963 <i>Address:</i> A1601, Candeur Signature, Varthur Sarjapur Main Road, Behind Croma, Gunjur, Varthur, Bangalore South, Bengaluru, Karnataka, 560087 <i>Occupation:</i> Board Advisor, ESG Strategist, Academician <i>Current term:</i> For a period of five years from July 3, 2025 <i>Period of directorship:</i> Director since July 3, 2025 <i>DIN:</i> 07419676		<i>Foreign companies:</i> NIL
Sucharita Basu De <i>Designation:</i> Independent Director <i>Date of birth:</i> October 28, 1975 <i>Address:</i> Bougain Villae, 2nd Floor, Flat 2A, 11B, Burdwan Road, Alipore, Kolkata, West Bengal, 700027 <i>Occupation:</i> Advocate <i>Current term:</i> For a period of five years from July 3, 2025 <i>Period of directorship:</i> Director since July 3, 2025 <i>DIN:</i> 06921540	49	<i>Indian companies:</i> 1. Ramkrishna Forgings Limited 2. Himadri Credit & Finance Limited <i>Foreign companies:</i> NIL

Brief profiles of our Directors

Kishan Dhanuka is the Chairman and Managing Director of our Company. He has been on the Board of our Company since November 28, 2006. He holds a bachelors' degree in commerce from the University of Calcutta. He is primarily responsible for strategy, expansions and operations of the Company and monitoring overall management and functioning of the Company. Currently, he is also a director in Lalbaba Industrial Corporation Private Limited. Further, he is also a director in our Corporate Promoter, LBIC Engineering Private Limited. He has over 39 years of experience in the field of heavy manufacturing, engineering, forging, rail systems and related services.

Amit Dhanuka is the Whole-Time Director of our Company. He has been on the Board of our Company since December 26, 2023. He holds a bachelors' degree in Commerce from the University of Calcutta. He was previously associated as a Chief Executive Officer with Kejriwal Enterprises Limited from April 1998 and subsequently as a director of Kejriwal Bee Care India Private Limited from December 2012 till March 2024. He is primarily responsible for domestic and global growth strategies, fostering innovation in railway wagon components and cold drawn seamless tubes manufacturing of our Company. He also oversees day-to-day activities of our Joint Venture, Indodeutsche Precision Tubes Private Limited. He has over 27 years of experience in the field of manufacturing, food sector and global export.

Nikunj Dhanuka is the Whole-Time Director of our Company. He has been on the Board of our Company since September 5, 2019. He holds a bachelors' degree in mechanical engineering from the Nanyang Technological University, Singapore. He is primarily responsible for technical innovation and marketing of the Company. He played an instrumental role in conceptualising and executing, Uniflow™ technology, our continuous cold drawing process that integrates the entire CDS tubes manufacturing lifecycle at our Haldia Facility. Currently, he is also a director in our Group Company, Swamiji Transmission Private Limited. Further, he is also a director in our Corporate Promoter, LBIC Engineering Private Limited. He has over 9 years of experience in the field of manufacturing, engineering, forging and other related areas.

Nishit Dhanuka is the Whole-Time Director of our Company. He has been on the Board of our Company since June 30, 2023. He holds a post-graduate diploma degree in management from the Indian Institute of Management Society, Lucknow. He is primarily responsible for managing accounts, finance, banking, marketing and branding

of our Company. Currently, he is also a director in our Corporate Promoter, LBIC Engineering Private Limited. He has over 8 years of experience in the field of manufacturing, accounts, finance and management.

Anil Kumar Chaudhary is the Independent Director of our Company. He has been on the Board of our Company since July 3, 2025. He holds a bachelors' degree in commerce (honours) and a bachelors' degree in law both from the University of Delhi and a post-graduate diploma in personnel management from the University of Delhi. He was admitted as an associate in the Institute of Cost and Works Accountants of India in 1984 and the Institute of Company Secretaries in India in 1989. He was previously associated with Steel Authority of India Limited as a chairman and Essar Steel Limited as a group chief executive officer – metals and mining vertical. He has over 36 years of experience in finance and accounting.

Dharmendra Singh Gangwar is the Independent Director of our Company. He has been on the Board of our Company since July 3, 2025. He holds a bachelor's degree in medicine and surgery from the King George's Medical College, Lucknow. He has previously served as a Secretary (border management) in the Indian Administrative Services, Ministry of Home Affairs from December 6, 2021 till July 30, 2023. He has more than 33 years of experience serving across different positions in the Indian Administrative Services.

Sanjay Khare is the Independent Director of our Company. He has been on the Board of our Company since July 3, 2025. He holds a bachelors' degree in technology in electrical engineering from the Indian Institute of Technology, Kanpur and a post-graduate diploma in management in executive management programme from the Management Development Institute, Gurgaon. He is associated with the Indian Institute of Technology, Kanpur as a visiting professor. He was previously associated with Maruti Suzuki India Limited, Volkswagen India Private Limited and Skoda AUTO Volkswagen India Private Limited. He has more than 38 years of experience in handling various functions including but not limited to product designs and processes, production, maintenance and electronics and rendering allied services in the automotive industry.

Sucharita Basu De is the Independent Director of our Company. She has been on the Board of our Company since July 3, 2025. She has qualified for a bachelors' degree in law from the University of Calcutta. She was admitted as an advocate in the Bar Council of West Bengal in 2001. She is the founder of Aquilaw and was previously associated with Khaitan Co & LLP. She has over 19 years of experience in the field of legal advisory services.

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except for Kishan Dhanuka who is the father of Nikunj Dhanuka and Nishit Dhanuka, none of our Directors, Key Managerial Personnel and Senior Management are related to each other.

Confirmations

None of our Directors is or was a director of any company listed on any stock exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such company.

None of our Directors is, or was a director of any company, which has been or was delisted from any stock exchange, during the term of his/her directorship in such company.

No consideration, either in cash or shares or in any other form has been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a Director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Further, none of our Directors have been identified as Wilful Defaulters or Fraudulent Borrowers as defined under the SEBI ICDR Regulations.

None of our Directors have been declared a Fugitive Economic Offenders.

Arrangement or understanding with major Shareholders, customers, suppliers, or others

None of our Directors have been appointed or selected pursuant to any arrangement or understanding with our

major Shareholders, customers, suppliers or others.

Except as disclosed in “– *Terms of Appointment of our Directors*” on page 259, there are no contracts appointing or fixing the remuneration of the Directors of our Company entered into within, or prior to the two years immediately preceding the date of this Draft Red Herring Prospectus.

Service contracts with Directors

None of our Directors have entered into any service contract with our Company pursuant to which they are entitled to any benefits upon termination of their employment.

Terms of appointment of our Directors

Executive Directors

Kishan Dhanuka, Chairman and Managing Director

Our Board at their meeting held on April 9, 2025 approved the appointment of Kishan Dhanuka as the Chairman and Managing Director of our Company with effect from April 1, 2025. Our Shareholders approved such appointment at their meeting held on May 5, 2025 and our Company has entered into an agreement dated April 9, 2025 with Kishan Dhanuka setting out the details of the remuneration and other terms of his employment. The following table sets forth the details of the remuneration and other terms of his employment applicable with effect from April 1, 2025:

Sr. No	Particulars	Remuneration
1	Remuneration	₹ 1,300,000 per month with a minimum annual increment at the rate of 5% or such other rate as prescribed by the Board.
2	Commission	0.50% on the profits of the Company payable annually, calculated with reference to Section 198 of the Companies Act, within the overall limits specified in Section 197 of the Companies Act, 2013.
3	Perquisites	- Fully furnished residential accommodation along with amenities. House rent allowance as per the requirements determined by the Company, in case residential accommodation is not provided by the Company. - Leave travel allowance, group health insurance, paid leave: As per the requirements determined by the Company. - Club Fees: Admission and lifetime membership fees for a maximum of two clubs - Company car with driver for official purposes - Vacation: Two paid national or international vacations for self and the family in a financial year - Other allowances/benefits: As per the requirements determined by the Company
4	Gratuity	As per the rules of the Company
5	Bonus	As per the rules of the Company
6	Reimbursement of expenses	Actual basis

Amit Dhanuka, Whole-Time Director

Our Board at their meeting held on April 9, 2025 approved the appointment of Amit Dhanuka as the Whole-Time Director of our Company with effect from April 1, 2025. Our Shareholders approved such appointment at their meeting held on May 5, 2025 and our Company has entered into an agreement dated April 9, 2025 with Amit Dhanuka setting out the details of the remuneration and other terms of his employment. The following table sets forth the details of the remuneration and other terms of his employment applicable with effect from April 1, 2025:

Sr. No	Particulars	Remuneration
1	Remuneration	₹ 650,000 per month with a minimum annual increment at the rate of 5% or such other rate as prescribed by the Board
2	Commission	0.25% on the profits of the Company payable annually, calculated with reference to Section 198 of the Companies Act, within the overall limits specified in Section 197 of the Companies Act, 2013

Sr. No	Particulars	Remuneration
3	Perquisites	- Fully furnished residential accommodation along with amenities. House rent allowance as per the requirements determined by the Company, in case residential accommodation is not provided by the Company. - Leave travel allowance, group health insurance, paid leave: As per the requirements determined by the Company. - Club Fees: Admission and lifetime membership fees for a maximum of two clubs - Company car with driver for official purposes - Vacation: Two paid national or international vacations for self and the family in a financial year - Other allowances/benefits: As per the requirements determined by the Company
4	Gratuity	As per the rules of the Company
5	Bonus	As per the rules of the Company
6	Reimbursement of expenses	Actual basis

Nikunj Dhanuka, Whole-Time Director

Our Board at their meeting held on April 9, 2025 approved the appointment of Nikunj Dhanuka as the Whole-Time Director of our Company with effect from April 1, 2025. Our Shareholders approved such appointment at their meeting held on May 5, 2025 and our Company has entered into an agreement dated April 9, 2025 with Nikunj Dhanuka setting out the details of the remuneration and other terms of his employment. The following table sets forth the details of the remuneration and other terms of his employment applicable with effect from April 1, 2025:

Sr. No	Particulars	Remuneration
1	Remuneration	₹ 650,000 per month with a minimum annual increment at the rate of 5% or such other rate as prescribed by the Board
2	Commission	0.25% on the profits of the Company payable annually, calculated with reference to Section 198 of the Companies Act, within the overall limits specified in Section 197 of the Companies Act, 2013
3	Perquisites	- Fully furnished residential accommodation along with amenities. House rent allowance as per the requirements determined by the Company, in case residential accommodation is not provided by the Company. - Leave travel allowance, group health insurance, paid leave: As per the requirements determined by the Company. - Club Fees: Admission and lifetime membership fees for a maximum of two clubs - Company car with driver for official purposes - Vacation: Two paid national or international vacations for self and the family in a financial year - Other allowances/benefits: As per the requirements determined by the Company
4	Gratuity	As per the rules of the Company
5	Bonus	As per the rules of the Company
6	Reimbursement of expenses	Actual basis

Nishit Dhanuka, Whole-Time Director

Our Board at their meeting held on April 9, 2025 approved the appointment of Nishit Dhanuka as the Whole-Time Director of our Company with effect from April 1, 2025. Our Shareholders approved such appointment at their meeting held on May 5, 2025 and our Company has entered into an agreement dated April 9, 2025 with Nishit Dhanuka setting out the details of the remuneration and other terms of his employment. The following table sets forth the details of the remuneration and other terms of his employment applicable with effect from April 1, 2025:

Sr. No	Particulars	Remuneration
1	Remuneration	₹ 650,000 per month with a minimum annual increment at the rate of 5% or such other rate as prescribed by the Board
2	Commission	0.25% on the profits of the Company payable annually, calculated with reference to Section 198 of the Companies Act, within the overall limits specified in Section 197 of the Companies Act, 2013
3	Perquisites	- Fully furnished residential accommodation along with amenities. House rent allowance as per the requirements determined by the Company, in case residential accommodation is not provided by the Company. - Leave travel allowance, group health insurance, paid leave: As per the requirements determined by the Company. - Club Fees: Admission and lifetime membership fees for a maximum of two clubs - Company car with driver for official purposes - Vacation: Two paid national or international vacations for self and the family in a financial year - Other allowances/benefits: As per the requirements determined by the Company
4	Gratuity	As per the rules of the Company
5	Bonus	As per the rules of the Company
6	Reimbursement of expenses	Actual basis

Independent Directors

As on the date of this Draft Red Herring Prospectus, pursuant to a resolution passed by our Board on July 3, 2025, our Independent Directors are each entitled to receive a sitting fee of ₹ 100,000/- for each meeting of our Board and ₹ 50,000/- for each meeting of the committees constituted by our Board.

Payment or benefits to our Directors

The remuneration paid by our Company to our Directors in Fiscal 2025 is as set forth below:

1. Executive Directors

The details of the remuneration paid to our Executive Directors in Fiscal 2025 is set out below:

(in ₹ million)

Name of Director	Designation	Remuneration
Kishan Dhanuka	Chairman and Managing Director	18.20
Amit Dhanuka	Whole-Time Director	4.55
Nikunj Dhanuka	Whole-Time Director	9.10
Nishit Dhanuka	Whole-Time Director	9.10

2. Independent Directors

None of our Independent Directors were paid any sitting fees in Fiscal 2025, as they have been appointed on the Board of our Company effectively from July 3, 2025.

Remuneration paid or payable to our Directors by our Subsidiary and our Associates

None of our Directors were paid any remuneration by our Subsidiary and Associates, including contingent or deferred compensation accrued for Fiscal 2025.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares.

Except as disclosed below, none of our Directors hold any Equity Shares in our Company, as on date of this Draft Red Herring Prospectus:

Sr. no.	Name of the Director	Number of equity shares of face value of ₹ 5 each held	% of the pre-Offer paid up Equity Share capital
1.	Kishan Dhanuka	8,563,380	8.36%
2.	Nikunj Dhanuka	8,148,406	7.96%
3.	Nishit Dhanuka	8,148,406	7.96%
4.	Amit Dhanuka	7,678,840	7.50%

Borrowing Powers

Pursuant to our Articles of Association, subject to section 180(1)(c) and other applicable provisions of the Companies Act, 2013, and the special resolution passed by our Shareholders in their extra ordinary general meeting held on May 5, 2025, our Board has been authorized to borrow ₹ 8,000.00 million.

Bonus or profit-sharing plan for our Directors

While none of our Directors are party to any bonus or profit-sharing plan of our Company, our Executive Directors are entitled to commissions. For further details, see “*Terms of appointment of our Directors – Executive Directors*” on page 259.

Contingent and deferred compensation payable to Directors

There is no contingent or deferred compensation accrued for Fiscal 2025 and payable to any of our Directors at a later date.

Interest of Directors

Our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any payable to them and any commission, payable to them by our Company. Our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board or Committees thereof. For further details, see “- *Terms of appointment of our Directors*” and “- *Payment or benefits to our Directors*” on pages 259 and 261. Our Directors are also interested in our Company to the extent that: (i) 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; (ii) 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 our Directors’ shareholding in our Company, see “— *Shareholding of our Directors in our Company*” on page 258.

Our Directors may also be regarded as interested in the Equity Shares that may be subscribed by or allotted to their relatives and companies, firms and trusts, in which they as interested as promoters, directors, partners, proprietors, members, trustees or beneficiaries, pursuant to this Offer.

Our Directors may be deemed to be interested to the extent of certain related party transactions that were undertaken with them by our Company. Our Directors, may also be deemed to be interested in the contract agreement / arrangements entered into or to be entered into by our Company in the normal course of business with any entity which is promoted by them or in which they are members or in which they hold directorships or any firms in which they or their relatives are partners / proprietors in the ordinary course of business, including for purchase/ sale of goods and/or services. For further details, see “*Restated Financial Information*” beginning on page 284.

None of our Directors have any interest in any property acquired in the preceding three years or proposed to be acquired of or by our Company.

None of our Directors have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery, etc.

Except for Kishan Dhanuka, Nikunj Dhanuka, and Nishit Dhanuka our Executive Directors, who are also the directors on the board of LBIC Engineering Private Limited, that is a sub-lessor for one of our office spaces, there are no conflicts of interest between our Directors and any lessors/ owners of immovable properties which are crucial for operations of the Company.

Except for Kishan Dhanuka and Nishit Dhanuka who are directors on the board of Railex Engineering Private Limited, and Lalbaba Industrial Corporation Private Limited, both our Group Companies and Promoter Group member, respectively and, there are no conflict of interest between our Directors and any suppliers of raw materials and third party service providers which are crucial for operations of the Company.

No loans have been availed by our Directors from our Company or the Subsidiary. Our Directors, Kishan Dhanuka, Nikunj Dhanuka and Nishit Dhanuka have extended personal guarantees in relation to borrowings availed by our Company and Subsidiary. For further details, please see “*History and Certain Corporate Matters - Details of guarantees given to third parties by the Promoters participating in the Offer for Sale*” on page 253.

Except in the ordinary course of business and as stated in “*Restated Financial Information – Note 51 – Related Party Disclosures*” on page 335, our Directors do not have any other business interest in our Company.

For details of the interest of our Promoters, see “*Our Promoters and Promoter Group – Interests of our Promoters*” on page 280.

Interest of Directors in the promotion or formation of our Company

Except for Kishan Dhanuka, Amit Dhanuka, Nikunj Dhanuka and Nishit Dhanuka, who are our Promoters, none of our Directors have any interest in the promotion or formation of our Company.

Changes to our Board in the last three years

The changes to our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of change	Reasons
Nishit Dhanuka	September 30, 2023	Appointment as Executive Director
Amit Dhanuka	December 31, 2024	Appointment as Executive Director
Kishan Dhanuka	April 1, 2025	Appointment as Chairman and Managing Director
Anil Kumar Chaudhary	July 3, 2025	Appointment as Independent Director
Dharmendra Singh Gangwar	July 3, 2025	Appointment as Independent Director
Sanjay Khare	July 3, 2025	Appointment as Independent Director
Sucharita Basu De	July 3, 2025	Appointment as Independent Director

Note: This table does not include changes pursuant to re-appointment of directors regularisations or change in designations.

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Board is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the composition of the Board and constitution of the committees thereof. In compliance with Section 152 of the Companies Act, 2013 not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act, 2013.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders’ Relationship Committee;
4. Corporate Social Responsibility Committee; and
5. Risk Management Committee.

1. **Audit Committee**

The Audit Committee was constituted by a resolution of our Board dated July 3, 2025. The current constitution of the Audit Committee is as follows:

Name	Position in the Committee	Designation
Anil Kumar Chaudhary	Chairperson	Independent Director
Dharmendra Singh Gangwar	Member	Independent Director
Sucharita Basu De	Member	Independent Director
Nishit Dhanuka	Member	Whole-Time Director

The scope and functions of the Audit Committee is in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as follows:

A. **Powers of Audit Committee**

The Audit Committee shall have powers, including the following:

- i. To investigate any activity within its terms of reference;
- ii. To seek information that it properly requires from any employee of the Company or any associate or subsidiary in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee from such employees;
- iii. To obtain outside legal or other professional advice;
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary and to seek their advice, whenever required;
- v. To approve the disclosure of the Key Performance Indicators to be disclosed in the documents in relation to the initial public offering of the equity shares of the Company; and
- vi. Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

B. **Role of Audit Committee**

The role of the Audit Committee shall include the following:

- (1) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
- (2) Recommendation for appointment, re-appointment, removal and replacement, remuneration and terms of appointment of auditors of the Company and the fixation of audit fee;
- (3) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
- (5) 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;
- (6) Changes, if any, in accounting policies and practices and reasons for the same;
- (7) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
- (8) Significant adjustments made in the financial statements arising out of audit findings;
- (9) Compliance with listing and other legal requirements relating to financial statements;

- (10) Disclosure of any related party transactions; and
- (11) Modified opinion(s) in the draft audit report.
- (12) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- (13) Monitoring the end use of funds raised through public offers and reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, qualified institutional placement etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/ application of the funds raised through the proposed initial public offer by the Company;
- (14) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (15) Formulating a policy on related party transactions, which shall include materiality of related party transactions and the definition of material modifications of related party transactions;
- (16) Approval of any subsequent modifications of transactions of the Company with related parties and omnibus approval (in the manner specified under the SEBI Listing Regulations and Companies Act) for related party transactions proposed to be entered into by the Company. Provided that only those members of the committee, who are independent directors, shall approve related party transactions; *Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(l)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.*
- (17) Approval of related party transactions to which the subsidiary(ies) of the Company is party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds INR 10,000 million or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower, subject to such other conditions prescribed under the SEBI Listing Regulations;
- (18) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- (19) Scrutiny of inter-corporate loans and investments;
- (20) Valuation of undertakings or assets of the company, wherever it is necessary;
- (21) Evaluation of internal financial controls and risk management systems;
- (22) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (23) 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;
- (24) Discussion with internal auditors of any significant findings and follow up there on;
- (25) 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;
- (26) 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;

- (27) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends and creditors);
- (28) Reviewing the functioning of the whistle blower mechanism;
- (29) Approval of the appointment of the Chief Financial Officer of the Company (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;
- (30) Ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;
- (31) To formulate, review and make recommendations to the Board to amend the Audit Committee's terms of reference from time to time;
- (32) Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances;
- (33) Reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments;
- (34) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- (35) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and
- (36) Carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations and other applicable laws or by any regulatory authority and performing such other functions as maybe necessary or appropriate for the performance of its duties.

The Audit Committee shall also mandatorily review the following information:

- 1. management discussion and analysis of financial condition and results of operations
- 2. management letters/letters of internal control weaknesses issued by the statutory auditors of the Company
- 3. internal audit reports relating to internal control weaknesses
- 4. any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;
- 5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;
- 6. statement of deviations:
 - (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

- (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations."
7. to carry out such other functions as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company; and
8. to make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

2. **Nomination and Remuneration Committee ("NRC")**

The NRC was constituted by a resolution of our Board dated July 3, 2025. The current constitution of the NRC is as follows:

Name	Position in the Committee	Designation
Sanjay Khare	Chairperson	Independent Director
Dharmendra Singh Gangwar	Member	Independent Director
Anil Kumar Chaudhary	Member	Independent Director
Kishan Dhanuka	Member	Chairman and Managing Director

The scope and functions of the NRC is in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel, senior management and other employees;
- (2) The Nomination and Remuneration Committee, while formulating the above 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.
- (3) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of 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.
- (4) Formulation of criteria for evaluation of performance of independent directors, the Board and its committees. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- (5) Devising a policy on Board diversity;
- (6) Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;

- (7) Analyzing, monitoring and reviewing various human resource and compensation matters;
- (8) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- (9) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);
- (10) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- (11) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (12) 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;
- (13) Administering, monitoring and formulating the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the applicable laws:
 - a. Determining the eligibility of employees to participate under the ESOP Scheme;
 - b. Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
 - c. Date of grant;
 - d. Determining the exercise price of the option under the ESOP Scheme;
 - e. The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
 - f. The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
 - g. The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
 - h. The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
 - i. Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
 - j. The grant, vest and exercise of option in case of employees who are on long leave;
 - k. Allow exercise of unvested options on such terms and conditions as it may deem fit;
 - l. Formulate the procedure for funding the exercise of options;
 - m. The procedure for cashless exercise of options;
 - n. Forfeiture/ cancellation of options granted;
 - o. Formulate the procedure for buy-back of specified securities issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

- (i) permissible sources of financing for buy-back;
 - (ii) any minimum financial thresholds to be maintained by the Company as per its last Financial statements; and
 - (iii) limits upon quantum of specified securities that the Company may buy-back in a financial year
- p. Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
 - (i) the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
 - (ii) for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
 - (iii) the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.
- q. Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;
- r. Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - (i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
 - (ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended; and
 - (iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Company and its employees, as applicable.
- s. Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee;
- t. Engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy; and
- u. Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

3. **Corporate Social Responsibility Committee (“CSR Committee”)**

The CSR Committee was constituted by a resolution of our Board dated April 10, 2020 and was last re-constituted by a resolution of our Board dated July 3, 2025. The current constitution of the CSR Committee is as follows:

Name	Position in the Committee	Designation
Sucharita Basu De	Chairperson	Independent Director
Sanjay Khare	Member	Independent Director
Amit Dhanuka	Member	Whole-Time Director
Nishit Dhanuka	Member	Whole-Time Director

The scope and functions of the CSR Committee is in accordance with the Section 135 of the Company Act, 2023 and its terms of reference are as follows:

- (1) To 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 and the rules made thereunder, monitor the implementation of the same from time to time and make any revisions therein as and when decided by the Board;

- (2) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- (3) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- (4) To formulate and recommend to the Board, an annual action plan in pursuance to the Corporate Social Responsibility Policy, which shall include the following, namely:
 - a. the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act, 2013;
 - b. the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
 - c. the modalities of utilization of funds and implementation schedules for the projects or programmes;
 - d. monitoring and reporting mechanism for the projects or programmes; and
 - e. details of need and impact assessment, if any, for the projects undertaken by the Company.

Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect.

- (5) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- (6) To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes; and
- (7) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 or other applicable law.

4. ***Stakeholders Relationship Committee (“SRC”)***

The SRC was constituted by a resolution of our Board dated July 3, 2025. The current constitution of the SRC is as follows:

Name	Position in the Committee	Designation
Dharmendra Singh Gangwar	Chairperson	Independent Director
Sucharita Basu De	Member	Independent Director
Amit Dhanuka	Member	Whole-Time Director
Nikunj Dhanuka	Member	Whole-Time Director

The scope and functions of the SRC is in accordance with the Section 178(6) of the Companies Act, 2013 and Regulation 29 of the SEBI Listing Regulations and its terms of reference are as follows:

- (1) Redressal of all security holders' and investors' grievances such as complaints related to transfer/transmission of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, general meetings etc., and assisting with quarterly reporting of such complaints;
- (2) Reviewing of measures taken for effective exercise of voting rights by shareholders;
- (3) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- (4) Giving effect to all allotments, transfer/transmission of shares and debentures, dematerialization of shares and re-materialization of shares, split and issue of duplicate/consolidated/new share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
- (5) Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- (6) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
- (7) Considering and specifically looking into various aspects of interest of shareholders, debenture holders or holders of any other securities;
- (8) Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- (9) To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s) or agent(s);
- (10) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority;
- (11) Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.

5. **Risk Management Committee ("RMC")**

The RMC was constituted by a resolution of our Board dated July 3, 2025. The current constitution of the RMC is as follows:

Name	Position in the Committee	Designation
Kishan Dhanuka	Chairperson	Chairman cum Managing Director
Sanjay Khare	Member	Independent Director
Anil Kumar Chaudhary	Member	Independent Director
Nikunj Dhanuka	Member	Whole-Time Director

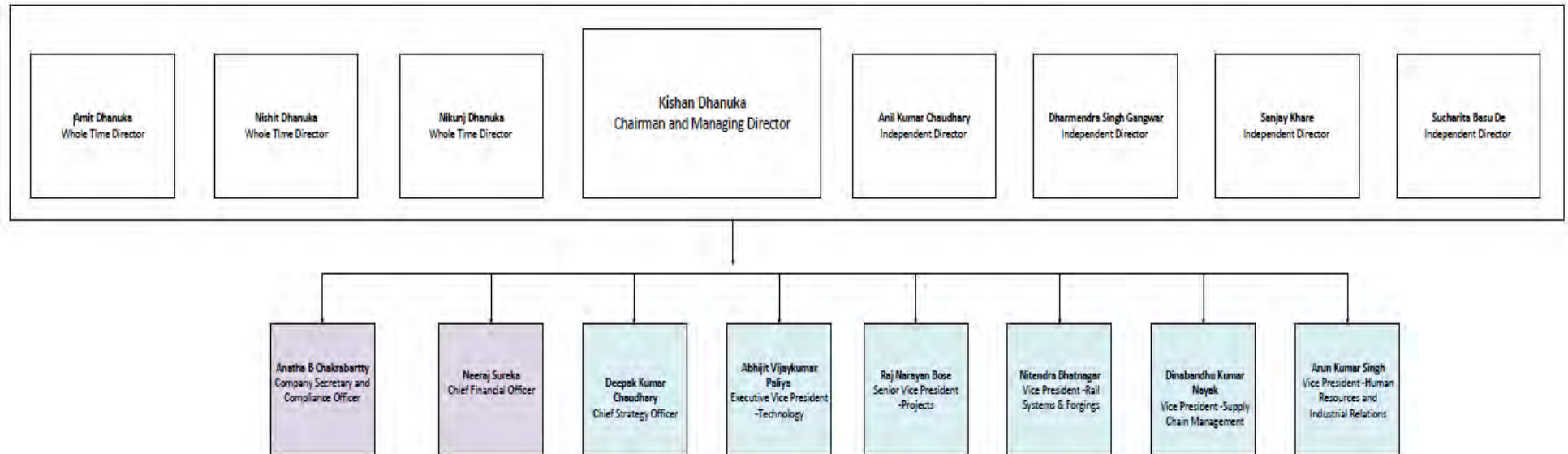
The scope and functions of the RMC is in accordance with the Regulation 21 of the SEBI Listing Regulations and the applicable provisions of the Companies Act, 2013, and its terms of reference are as follows:

- (1) To formulate a detailed risk management policy which shall include:
 - a. framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environmental, Social and Governance (ESG) related risks), information, cyber security risks or any other risk as may be determined by the Committee;

- b. Measures for risk mitigation including systems and processes for internal control of identified risks; and
 - c. Business continuity plan.
- (2) To approve major decisions affecting the risk profile or exposure and give appropriate directions;
- (3) To consider the effectiveness of decision making process in crisis and emergency situations;
- (4) To balance risks and opportunities;
- (5) To generally, assist the Board in the execution of its responsibility for the governance of risk;
- (6) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (7) To review and recommend potential risk involved in any new business plans and processes;
- (8) To review the Company's risk-reward performance to align with the Company's overall policy objectives;
- (9) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (10) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (11) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (12) To advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy;
- (13) The appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the Risk Management Committee.
- (14) To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, it considers necessary.
- (15) Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;
- (16) Framing, implementing, reviewing and monitoring the risk management plan for the Company and such other functions, including cyber security; and
- (17) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties."

Management organization chart

Board of Directors



Key Managerial Personnel and Senior Management

In addition to Kishan Dhanuka, our Chairman and Managing Director, Amit Dhanuka, our Whole-Time Director, Nikunj Dhanuka, our Whole-Time Director and Nishit Dhanuka, our Whole-Time Director, whose details are provided in “- *Brief profiles of our Directors*” on page 257, the details of our other Key Managerial Personnel and members of Senior Management are as set forth below:

Brief profiles of our Key Managerial Personnel

Neeraj Sureka is the Chief Financial Officer of our Company. He has been associated with our Company since November 4, 2024 in the current role as the Chief Financial Officer. He holds a bachelors’ degree in commerce (honours) from the University of Calcutta. He qualified as a cost and management accountant from the Institute of Cost Accountants of India (formerly known as the Institute of Cost and Work Accountants of India) in 1997. He was admitted as a fellow member of the Institute of the Chartered Accountants of India (ICAI) on June 30, 2003. He is responsible for overall functioning of the finance department in our Company. He was previously associated with Rupa & Company Limited and Shapoorji Pallonji and Company Limited. He has over two decades of experience as a chartered accountant. In the Fiscal Year 2025, he received a remuneration of ₹ 2.18 million.

Anatha B Chakrabartty is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since June 1, 2025 in the current role as the Company Secretary and Compliance Officer. He holds a bachelors’ degree in general class (science) from S.S. College, Utkal University and a bachelors’ degree in law (general) from the Mansarovar Global University. He was admitted as a fellow member of the Institute of Company Secretaries of India in 2013. He was previously associated with Manaksia Limited (company secretary and compliance officer), Albert David Limited, a unit of Kothari Group (company secretary and legal head), GPT Infraprojects Limited (company secretary), Kalpena Industries Limited (compliance officer), Kalpena Plastiks Limited (formerly Sarla Gems Limited) (company secretary), Kaushalya Infrastructure Development Corporation Limited (company secretary) and Shree Hanuman Sugar & Industries Limited (company secretary). He has over 15 years of experience in secretarial matters and overseeing regulatory compliance and governance functions in the capacity of a compliance officer. In the Fiscal Year 2025, he has not received any remuneration.

Brief profiles of our Senior Management

In addition to Neeraj Sureka, our Chief Financial Officer and Anatha B Chakrabartty, our Company Secretary and Compliance Officer, whose details are provided in “- *Brief profiles of our Key Managerial Personnel*” on page 274, the details of our other Senior Management, are set forth below:

Deepak Kumar Chaudhary is the Chief Strategy Officer of our Company. He has been associated with our Company since July 2019 as a consultant on retainership and was appointed in the current role as the Chief Strategy Officer of our Company on May 1, 2025. He was admitted as an associate in the Institute of Chartered Accountants of India in 1988. He is currently responsible for advising the management on key strategies related to partnerships, joint ventures, acquisitions along with due diligence. He was previously appointed as a director in SCA Services Private Limited in June, 1998. He has over 37 years of experience as a chartered accountant. . In the Fiscal Year 2025, he has not received any remuneration.

Abhijit Vijaykumar Paliya is the Executive Vice President –Technology of our Company. He has been associated with our Company since October 20, 2021. He has qualified the bachelors’ degree in mechanical engineering from the College of Engineering, University of Poona. Further, he has qualified the final examination of the masters in business administration from the University of Poona. He used to head the operations of the Haldia Facility of the Company. He was previously associated with the Indian Seamless Metal Tubes Limited. Currently, he is the director of Yashashree Tubes Private Limited. He has over 13 years of experience in the field of engineering and manufacturing industry. In the Fiscal Year 2025, he received a remuneration of ₹ 2.47 million.

Raj Narayan Bose is the Senior Vice President – Projects of our Company. He has been associated with our Company since November 11, 2023. He holds a bachelors’ degree in mechanical engineering from the Jalpaiguri Government Engineering College from the University of North Bengal. He is primarily responsible for heading the capital expenditure management functions of our Company. He was previously associated with Kesoram Rayon, Haldia Petrochemicals Limited, Reliance Industries Limited, TRF Limited and Paharpur Cooling Towers Limited. He has over 23 years of experience in the field of engineering, projects and procurement. In the Fiscal Year 2025, he received a remuneration of ₹ 4.40 million.

Nitendra Bhatnagar is the Vice President – Rail Systems and Forgings of our Company. He has been associated with our Company since June 2, 2025. He holds a bachelors’ degree in mechanical engineering from the Birla Institute of Technology. He has completed a post-graduate diploma in business administration from Symbiosis Centre for Distance Learning. He is primarily responsible for heading the railways and forgings division of our Company. He was previously associated with the National Engineering Industries Limited (assistant manager) and Timken India Limited (divisional manager – EHS, Engineering and Tool Room). He has over 32 years of experience in business operations, quality management and lean manufacturing sector. In the Fiscal Year 2025, he has not received any remuneration.

Dinbandhu Kumar Nayak is the Vice President – Supply Chain Management of our Company. He has been associated with our Company since September 6, 2024. He holds a bachelors’ degree in engineering from the Visveswaraiah Technological University, Belgaum and a masters degree in business administration from the Uttar Pradesh Technical University. He is currently involved in the procurement, supply chain management and stores management functions of the Company. He was previously associated with Shyam Metalics and Energy Limited (DGM – Purchase (Projects and Contracts), Shriram Rayons (Executive Trainee), EN Tech (Site Engineer), G.R. Enterprises, Engineers and Contractors (engineer), M.D. Esthappan (instrumentation engineer), Titagarh Rail Systems Limited (chief general manager – material management) and Nuvoco Vistas Corps. Limited. He has over 23 years of experience in procurement, product development and operation management and other engineering roles. In the Fiscal Year 2025, he received a remuneration of ₹ 1.94 million.

Arun Kumar Singh is the Vice President – Human Resources and Industrial Relations of our Company. He has been associated with our Company since April 29, 2024. He holds a bachelors’ degree in engineering (mechanical) from the Birla Institute of Technology. He has completed an executive development program in talent management from the Xavier School of Management and an executive diploma in general management from XLRI Jamshedpur. He is currently involved in the human resources and employee relations functions of the Company. He was previously associated with Man Energy Solutions India Private Limited (head - human resources), Tata Steel Limited and Tata BlueScope Steel Limited. He has over 22 years of experience as a head – human resource manager. In the Fiscal Year 2025, he received a remuneration of ₹ 2.95 million.

Status of the Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Retirement and termination benefits

Except applicable statutory and contractual benefits, none of our Key Managerial Personnel and Senior Management would receive any benefits on their retirement or on termination of their employment with our Company.

Relationships amongst Key Managerial Personnel and Senior Management

Except as disclosed in “-*Relationship between our Directors, Key Managerial Personnel and Senior Management*” on page 258, none of our Key Managerial Personnel and Senior Management are related to each other.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel or Senior Management have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Shareholding of the Key Managerial Personnel and Senior Management

Except for shareholding of our Directors as disclosed under “- *Shareholding of our Directors in our Company*” on page 261, none of our Key Managerial Personnel or Senior Management hold any Equity Shares as on date of this Draft Red Herring Prospectus.

Service contracts with Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management have entered into any service contracts with

our Company, pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation accrued for Fiscal 2025 and payable to any of our Key Managerial Personnel and Senior Management at a later date.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

Except our Executive Directors who are entitled to commissions, none of our Key Management Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company.

Interest of Key Managerial Personnel and Senior Management

For details of the interest of our Executive Directors in our Company, see “- *Interest of Directors*” on page 262.

Our Key Managerial Personnel (other than our Executive Directors) and Senior Management are interested in our Company to the extent of the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of their business by our Company or any dividend payable to them.

Changes in the Key Managerial Personnel and Senior Management in the last three years:

Except as set out in “— *Changes to our Board in the last three years*” on page 263, the changes in our Key Managerial Personnel and Senior Management in the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of Change	Reason
Raj Narayan Bose	November 11, 2023	Appointment as Senior Vice President – Projects
Arun Kumar Singh	April 29, 2024	Appointment as Vice President - Human Resources and Industrial Relations
Dinbandhu Kumar Nayak	September 6, 2024	Appointment as Vice President – Supply Chain Management
Neeraj Sureka	November 4, 2024	Appointment as Chief Financial Officer
Kaushik Kundu	May 31, 2025	Cessation as Company Secretary
Deepak Kumar Chaudhary	May 1, 2025	Appointment as Chief Strategy Officer
Anatha B Chakrabartty	June 1, 2025	Appointment as Company Secretary and Compliance Officer
Nitendra Bhatnagar	June 2, 2025	Appointment as Vice President – Rail Products

Payment of non-salary related benefits to officers of our Company

No amount or benefit has been paid or given to any officer of our Company, including Key Managerial Personnel or Senior Management within the preceding two years from the date of this Draft Red Herring Prospectus or is intended to be paid or given, as on the date of this Draft Red Herring Prospectus, other than normal remuneration or re-imbursements, and to the extent of benefits arising out of such shareholding, and other than as disclosed in “*Interest of Directors*” on page 262.

Other confirmations

Except as disclosed in “- *Interest of Directors*”, none of our Key Managerial Personnel and Senior Management have any conflict of interest with the suppliers of raw materials, third party service providers which is crucial to our business and operations of our Company.

Except as disclosed in “*Our Promoters and Promoter Group – Conflict of Interest*” on page 280, none of our Key Managerial Personnel and Senior Management have any conflict of interest with the suppliers of raw materials, third party service providers which is crucial to our business and operations of our Company.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are:

1. Kishan Dhanuka;
2. Amit Dhanuka
3. Nikunj Dhanuka;
4. Nishit Dhanuka; and
5. LBIC Engineering Private Limited.

As on the date of this Draft Red Herring Prospectus, the details in relation to the number of Equity Shares held by the Promoters of our Company and the respective percentage of their pre-Offer Equity Share capital are as follows:

S. No.	Name of the Promoter	Number of Equity Shares of face value of ₹5 each	Percentage of the pre-Offer issued, subscribed and paid-up Equity Share capital (in %)
1.	LBIC Engineering Private Limited	67,935,428	66.35
2.	Kishan Dhanuka	8,563,380	8.36
3.	Amit Dhanuka	7,678,840	7.50
4.	Nikunj Dhanuka	8,148,406	7.96
5.	Nishit Dhanuka	8,148,406	7.96
Total		100,474,460	98.13

For details in the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – Details of shareholding of our Promoters and members of our Promoter Group*" on page 110.

Details of our Promoters are as follows:

Individual Promoters:

1. Kishan Dhanuka



Kishan Dhanuka, aged 56 years, is our Promoter and is also the Chairman and Managing Director of our Company.

Date of Birth: October 25, 1968

Address: Block-3, Flat-5M, Space Town Housing Complex, Near Raghunathpur, V.I.P. Road, Kolkata Airport, S.O. Kolkata, West Bengal-700052.

Permanent Account Number: ADNPD8851C

For the complete profile of Kishan Dhanuka, along with details of his educational qualifications, experience in the business, position / posts held in the past, directorships in other entities, business and financial activities, other ventures and special achievements, as applicable, see "*Our Management – Brief profiles of our Directors*" on page 257.

2. Amit Dhanuka



Amit Dhanuka aged 49 years, is our Promoter and is also the Whole-Time Director of our Company.

Date of Birth: October 8, 1975

Address: 1B-111, Ridgewood Estate, DLF City, Phase-4, Galleria, DLF-IV, Gurgaon, Haryana-122009

Permanent Account Number: ACTPD7631H

For the complete profile of Amit Dhanuka, along with details of his educational qualifications, experience in the business, position / posts held in the past, directorships in other entities, business and financial activities and other ventures, as applicable, see “*Our Management – Brief profiles of our Directors*” on page 257.

3. Nikunj Dhanuka



Nikunj Dhanuka aged 33 years, is our Promoter and is also the Whole-Time Director of our Company.

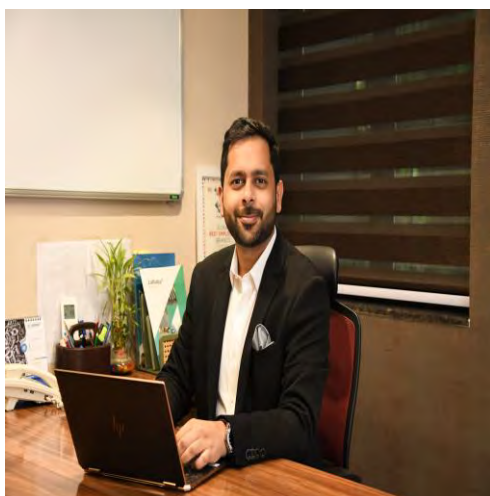
Date of Birth: January 14, 1992

Address: Block-3, Flat-5M, Space Town, Raghunathpur, V.I.P. Road, Kolkata Airport, S.O. Kolkata, West Bengal-700052.

Permanent Account Number: AVBPD9454F

For the complete profile of Nikunj Dhanuka, along with details of his educational qualifications, experience in the business, position / posts held in the past, directorships in other entities, business and financial activities and other ventures, as applicable, see “*Our Management – Brief profiles of our Directors*” on page 257.

4. Nishit Dhanuka



Nishit Dhanuka aged 31 years, is our Promoter and is also the Whole-Time Director of our Company.

Date of Birth: November 8, 1993

Address: Block-3, Flat-5M, Space Town Housing Complex, V.I.P. Road, Raghunathpur, Kolkata Airport S.O, Kolkata, West Bengal-700052.

Permanent Account Number: BIOPD5604C

For the complete profile of Nishit Dhanuka, along with details of his educational qualifications, experience in the business, position / posts held in the past, directorships in other entities, business and financial activities and other ventures, as applicable, see “*Our Management – Brief profiles of our Directors*” on page 257.

Our Company confirms that the permanent account number, Aadhaar card number, driving license number (except for Kishan Dhanuka, who does not have a driving license), bank account number and the passport number of our Individual Promoters being Kishan Dhanuka, Amit Dhanuka, Nikunj Dhanuka and Nishit Dhanuka will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Details of our Corporate Promoter

LBIC Engineering Private Limited

Corporate Information

Our Corporate Promoter was initially incorporated as LBS Tubes (Exports) Private Limited, a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated June 10, 2014, issued by Registrar of Companies, West Bengal at Kolkata. Subsequently, the name of our Corporate Promoter was changed to Lalbaba Engineering Private Limited, pursuant to the certificate of incorporation dated July 26, 2017, issued by the Registrar of Companies, West Bengal at Kolkata - 700 017, and was further changed to LBIC Engineering Private Limited, pursuant to the certificate of incorporation dated December 11, 2018, issued by the Registrar of Companies, West Bengal at Kolkata. The registered office of LBIC Engineering Private Limited is currently situated at 27 Shakespeare Sarani, 3rd floor, Kolkata, West Bengal – 700 017. Its registration number is 202096 and corporate identification number is U93000WB2014PTC202096. The PAN details of LBIC Engineering Private Limited is AACCL6916H. As on the date of this Draft Red Herring Prospectus, our Corporate Promoter is primarily engaged in the business of consultancy and advisory across finance, management, administration and organisation in the auto and locomotive ancillaries, tubes and wagon industry and business. There have been no changes to the primary business activities undertaken by our Corporate Promoter since its incorporation.

Board of directors

The board of directors of LBIC Engineering Private Limited comprises the following members:

1. Kishan Dhanuka;
2. Nikunj Dhanuka; and
3. Nishit Dhanuka.

Promoters

The promoters of LBIC Engineering Private Limited are Kishan Dhanuka, Nikunj Dhanuka and Nishit Dhanuka.

Change in control of our Corporate Promoter

There has been no change in the control of LBIC Engineering Private Limited in the last three years preceding the date of this Draft Red Herring Prospectus.

Shareholding Pattern

As on the date of this Draft Red Herring Prospectus, the authorised share capital of LBIC Engineering Private Limited is ₹1,000,000 divided into 100,000 equity shares of face value ₹ 10 each. The issued and paid-up share capital of LBIC Engineering Private Limited, as on the date of this Draft Red Herring Prospectus is ₹ 300,000 divided into 30,000 equity shares of face value ₹ 10 each.

As of the date of this Draft Red Herring Prospectus, the details of the shareholders of LBIC Engineering Private Limited are as follows:

Name of shareholder	Number of equity shares	Shareholding (in %)
Kishan Dhanuka*	10,000	33.34
Nikunj Dhanuka*	10,000	33.33
Nishit Dhanuka*	10,000	33.33
Total	30,000	100.00

* Also Promoters of our Company.

Our Company confirms that the permanent account number, bank account number, company registration number and the address of the registrar of companies where LBIC Engineering Private Limited is registered, will be

submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Change in control of our Company

There has been no change in control of our Company in the last five years preceding the date of this Draft Red Herring Prospectus. However, our Promoters, Amit Dhanuka, Nishit Dhanuka and LBIC Engineering Private Limited have acquired Equity Shares in the last five years preceding the date of this Draft Red Herring Prospectus. For further details see, “*Capital Structure - Details of shareholding of our Promoters and members of the Promoter Group*” on page 110. Further, pursuant to our Board resolution dated September 25, 2025, the Board of our Company has taken on record that Kishan Dhanuka, Amit Dhanuka, Nikunj Dhanuka, Nishit Dhanuka and LBIC Engineering Private Limited, are the Promoters of our Company in terms of the Companies Act and the SEBI ICDR Regulations.

Other ventures of our Promoters

Other than as disclosed in “- *Promoter Group – Entities forming part of our Promoter Group (other than our Corporate Promoter)*” and in the section titled “*Our Management – Other Directorships*” on page 2782 and 255, our Promoters are not involved in any other ventures. Except for our Associates, Lalbaba Projects Private Limited, where Kishan Dhanuka and Nishit Dhanuka are the directors, our Joint Ventures, Indodeutsche Precision Tubes Private Limited, where Amit Dhanuka and Nikunj Dhanuka are the directors, and DTL Lalbaba Rail Engg LLP, where Kishan Dhanuka is the designated partner, and our Group Company, Lalbaba Industrial Corporation Private Limited, where Kishan Dhanuka and Nishit Dhanuka are directors, our Promoters, do not have any direct interest in any venture that is involved in the same line of activity or business as conducted by our Company.

Interests of our Promoters

Our Promoters are interested in our Company (i) to the extent they are the promoters of our Company; (ii) to the extent they are the Directors of our Company, (iii) to the extent of their respective shareholding in our Company, the shareholding of their relatives who hold Equity Shares in our Company and the dividend payable upon such shareholding and any other distributions in respect of their shareholding in our Company or the shareholding of their relatives. Additionally, our Promoters may be interested in transactions entered into by our Company or our Subsidiary with them, their relatives or other entities (i) in which our Promoters hold shares, directly or indirectly or (ii) which are controlled by our Promoters. For details of shareholding of our Promoters in our Company, see “*Capital Structure – Details of Shareholding of our Promoters, members of the Promoter Group*” on page 110. For details of the interest of our Promoters as Directors of our Company, see “*Our Management – Interest of Directors*” and “*Our Management – Terms of appointment of Directors*” on page 262 and page 259 respectively.

Our Promoters may be deemed to be interested to the extent of remuneration, benefits and reimbursement of expenses payable to them as Directors on our Board. For further details, see “*Our Management – Payment or benefits to our Directors*” on page 261.

No sum has been paid or agreed to be paid to the Promoters or to the firms or companies in which the Promoters are interested as members in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

Interest in property, land, construction of building or supply of machinery

Our Promoters do not have any interest in any property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building and supply of machinery.

Payment or benefit to Promoters or Promoter Group

Except as disclosed in the “*Restated Financial Information - Related party disclosures*”, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Conflict of interest

Except for Kishan Dhanuka and Nishit Dhanuka, our Individual Promoters, who are directors on the board of Railex Engineering Private Limited, and Lalbaba Industrial Corporation Private Limited, both our Group Companies and Promoter Group member, respectively and, Mahesh Dhanuka and Narayan Dhanuka, our members of Promoter Group, who are the directors on the board of NF Forgings Private Limited, member of our Promoter Group, there is no conflict of interest between our Promoters or members of our Promoter Groups and the suppliers of raw materials and third-party service providers, which are crucial for the operations of our Company.

Except for Kishan Dhanuka, Nikunj Dhanuka, and Nishit Dhanuka our Individual Promoters, who are also the directors on the board of LBIC Engineering Private Limited, that is a sub-lessor for one of our office spaces, there is no conflict of interest between our Promoters or members of our Promoter Groups and the lessors of the immovable properties which are crucial for operations of our Company.

Companies or firms with which our Promoters have disassociated in the last three years

Except as disclosed herein, our Promoters have not dissociated themselves from any companies or firms in the three years preceding the date of this Draft Red Herring Prospectus.

Name of company or firm from which the Promoter has disassociated	Reasons and circumstances for disassociation	Date of disassociation
Kishan Dhanuka		
S D R Meghnath Investments Private Limited	Cessation as shareholder pursuant to transfer of shares	December 20, 2022
Lalbaba Industrial Corporation Private Limited	Cessation as shareholder pursuant to transfer of shares	March 27, 2025
Amit Dhanuka		
SXCA Partners LLP	Strike Off of LLP	May 13, 2024
Nikunj Dhanuka		
S D R Meghnath Investments Private Limited	Amalgamation of S D R Meghnath Investments Private Limited and Shivam Hitech Fastners Private Limited with NF Forgings Private Limited	January 2, 2025

Material guarantees

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third parties with respect to the Equity Shares.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group (other than our Promoters) (due to their relationship with our Individual Promoters), are as follows:

Name of Promoter	Name of relative	Relationship
Kishan Dhanuka	Rakhi Dhanuka	Spouse
	Murari Lal Dhanuka	Father
	Bimala Dhanuka	Mother
	Mahesh Dhanuka	Brother
	Narayan Dhanuka	Brother
	Sangeeta Chaudhary	Sister
	Sumitra Agarwal	Spouse's mother
	Sumit Agarwal	Spouse's brother
	Puja Bhartia	Spouse's sister
Amit Dhanuka	Meenal Dhanuka	Spouse
	Lalita Dhanuka	Mother

Name of Promoter	Name of relative	Relationship
	Navin Dhanuka	Brother
	Jyoti Modi	Sister
	Sashwat Dhanuka	Son
	Ananya Dhanuka	Daughter
	Neera Jain	Spouse's mother
	Sonal Jain	Spouse's sister
Nikunj Dhanuka	Chawi Garodia	Spouse
	Rakhi Dhanuka	Mother
	Aanvi Dhanuka	Daughter
	Ranju Garodia	Spouse's mother
	Harsh Garodia	Spouse's brother
	Juhi Garodia	Spouse's sister
Nishit Dhanuka	Kriti Dhanuka	Spouse
	Rakhi Dhanuka	Mother
	Sandeep Chowdhary	Spouse's father
	Sangam Chowdhary	Spouse's mother
	Devansh Chowdhary	Spouse's brother
	Nikita Chowdhary	Spouse's sister

Entities forming part of our Promoter Group (other than our Corporate Promoter)

The entities which are members of our Promoter Group are as follows:

1. Swamiji Transmission Private Limited;
2. SF Forgings Private Limited;
3. Thandulal Manorama Devi Dhanuka Foundation (Trust);
4. NF Forgings Private Limited;
5. Macedon Vinimay Private Limited;
6. Lalbaba Industrial Corporation Private Limited;
7. Industrial Development & Testing Laboratory (Partnership Firm);
8. Sam Industries (Partnership Firm);
9. Avyukt Industries Private Limited;
10. Sam Rail Industries Private Limited;
11. Expansion Bellows Private Limited;
12. Lalbaba NF Rail Engg Private Limited;
13. Lalbaba Metallica Private Limited;
14. KCRA Projects Private Limited;
15. Lalbaba Projects Private Limited;
16. Kishan Dhanuka and Sons HUF;
17. Dhanuka and Sons HUF;
18. Mahesh Kumar Dhanuka and Sons HUF;
19. Narayan Dhanuka and Sons HUF;
20. Sumit Agarwal HUF;
21. S N R Trading Co Private Limited;
22. Diapad Hygiene Private Limited;
23. Unitern Advisors Private Limited;
24. Amit Dhanuka HUF;
25. Rajendra Prasad Dhanuka and Sons HUF;
26. Annapurna Trading Company (Partnership Firm);
27. Agarwal Pipe Industries (Partnership Firm);
28. Sigma Marketing (Proprietorship);
29. Hari Prasad Garodia HUF;
30. Arun Kumar Harsh Vardhan HUF;
31. KCD Lifestyle (Proprietorship);
32. Chowdhary Enterprises (Partnership Firm);
33. Paperpack Industries (Partnership Firm);
34. Universal Forge (Partnership Firm);
35. Sandeep Kumar Chowdhary & Others (HUF); and
36. Kirti Fintra Private Limited

DIVIDEND POLICY

The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and/or approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association, the applicable laws including the Companies Act read with the rules notified thereunder and SEBI Listing Regulations and the dividend distribution policy of our Company may be reviewed and amended periodically by our Board in accordance with the same. The dividend distribution policy of our Company was approved and adopted by our Board by way of its resolution on September 25, 2025 (“**Dividend Policy**”).

In terms of the Dividend Policy, the dividend pay-out shall be determined by our Board after taking into account a number of factors, including but not limited to (i) internal factors and financial parameters such as operating cash flow of our Company, profit after tax during the year, EPS, working capital and capital expenditure requirements, business expansion and growth, debt levels and cost of borrowings, likelihood of crystallization of contingent liabilities, accumulated reserves, past dividend trends (whenever applicable), earnings outlook, additional investment required in Subsidiary(ies) or technology and physical infrastructure, any other relevant factors and material events; and (ii) external factors such as industry outlook, global conditions, taxation policy, technological changes, regulatory changes, dividend pay-out ratio of competitors, statutory provisions and guidelines, capital markets and any other relevant factors and material events. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

In addition, our Company’s ability to pay dividends in the future may be impacted by a number of other factors, including restrictive covenants under our current or future loan or financing documents or arrangements, our Company is currently availing or may enter into finance our fund requirements for our business activities from time to time. For further details, please see the section titled “*Financial Indebtedness*” on page 405.

Our Company has not declared or paid any dividends on Equity Shares or preference shares in any of the three Fiscals preceding the date of this Draft Red Herring Prospectus and in the current Fiscal and until the filing of this Draft Red Herring Prospectus.

There is no guarantee that any dividends will be declared or paid in the future. See, “*Risk Factors – Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, profit after tax available for distribution, cash flows, working capital requirements and capital expenditure and the terms of our financing arrangements.*” on page 78.

SECTION VI: FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,
The Board of Directors
Lalbaba Engineering Limited
(formerly known as Lal Baba Seamless Tubes Private Limited)
27, Shakespeare Sarani,
Kolkata – 700017
West Bengal, India

Dear Sirs,

1. We, Singhi & Co., Chartered Accountants ("we" or "us" or "Singhi"), have examined, the attached restated financial information of Lalbaba Engineering Limited (formerly known as Lal Baba Seamless Tubes Private Limited) ("the Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "**Group**") along with its associates and joint ventures (refer Annexure A for the list of subsidiaries, associates and joint ventures included in the Statement) comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2025 and March 31, 2024; 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 year ended March 31, 2025 and March 31, 2024, and the Restated Standalone Statement of Assets and Liabilities as at March 31, 2023; the Restated Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Restated Standalone Statement of Cash Flows and the Restated Standalone Statement of Changes in Equity for the year ended March 31, 2023 and the material accounting policies and other Financial Information (together referred to as "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on September 25, 2025 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with its proposed initial public offer of equity shares of the Company (the "IPO"). The Restated Financial Information have been prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountant of India ("ICAI"), as amended from time to time (the "Guidance Note").

Management Responsibility for the Restated Financial Information

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE" and together with NSE, the "Stock Exchanges") in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company ("Management") based on the basis of preparation stated in Note 2.1 to the Restated Financial Information.

The respective Board of Directors of the Companies included in the Group, its associates and its joint ventures are responsible for designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information, which have been used for the purpose of preparation of these Restated Financial Information by the management of the Company, as aforesaid. The respective Board of Directors are also responsible for identifying and ensuring that the Company/Group, its associates and joint ventures complies with the Act, the ICDR Regulations and the Guidance Note.

Auditor's Responsibility

3. We have examined such Restated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated July 15, 2025 in connection with the Proposed IPO;
- 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 Financial Information; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Proposed IPO.

Restated Financial Information

4. The Restated Financial Information has been compiled by the management from:

- a) audited consolidated financial statements of the Group and its associates and joint ventures as at and for the financial year ended March 31, 2025 prepared in accordance with Indian Accounting Standard (Ind AS), specified under section 133 of the Act and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 5, 2025 on which we have issued unmodified opinion vide our report dated August 5, 2025 ("Audited Consolidated Financial Statements").
- b) special purpose audited consolidated financial statements of the Group and its associates and joint ventures as at and for the financial year ended March 31, 2024 prepared in accordance with the Indian Accounting Standards as prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, and other accounting principles generally accepted in India to the extent applicable, which have been approved by the Board of Directors at their meetings held on September 25, 2025 and on which we have issued our unmodified opinion vide our reports dated September 25, 2025 (the "2024 Special Purpose Audited Consolidated Financial Statements"). The 2024 Special Purpose Audited Consolidated Financial Statements have been prepared by making Ind AS adjustments to the audited consolidated Indian GAAP financial statements as at and for the years ended 31 March 2024 which have been approved by the Board of Directors at their meeting held on December 30, 2024 and on which we had issued our unmodified opinion vide our report dated December 30, 2024.
- c) special purpose audited standalone financial statements of the Company for year ended March 31, 2023 prepared in accordance with the Indian Accounting Standards as prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, and other accounting principles generally accepted in India to the extent applicable, which have been approved by the Board of Directors at their meetings held on September 25, 2025 on which we have issued our unmodified opinion vide our reports dated September 25, 2025 (the "2023 Special Purpose Audited Standalone Financial Statements"). The 2023 Special Purpose Audited Standalone Financial Statements have been prepared by making Ind AS adjustments to the audited standalone Indian GAAP financial statements as at and for the years ended 31 March 2023 which have been approved by the Board of Directors at their meeting held on September 27, 2023 and on which we had issued our unmodified opinion vide our report dated September 27, 2023.

Auditors' Report

5. For the purpose of our examination, we have relied on;

- a) Auditors' report issued by us dated August 5, 2025 on the Audited Consolidated Financial Statements of the Group and its associates and joint ventures as at and for the year ended March 31, 2025, as referred in Paragraph 4(a).
- b) Auditors' reports issued by us dated September 25, 2025 on the 2024 Special Purpose Audited Consolidated Financial Statements of the Group and its associates and joint ventures for year ended March 31, 2024 as referred in paragraph 4(b) above.
- c) Auditors' reports issued by us dated September 25, 2025 on the 2023 Special Purpose Audited Standalone Financial Statements of the Company for year ended March 31, 2023 as referred in paragraph 4(c) above.

6. As indicated in our audit reports above,

We did not audit the financial statements of one subsidiary included under the Group whose financial statements reflects total assets of Rs. 665.01 million and net assets Rs. 37.75 million as at March 31, 2025, total revenues of Rs. 841.57 million, total net profit after tax Rs. 32.89 million, total comprehensive income (comprising of profit and other comprehensive loss) of Rs. 32.87 million for the year ended on that date and net cash outflow of Rs. 0.98 million for the Fiscal 2025 as considered in the Audited Consolidated Financial Statements. The Audited Consolidated Financial Statements also includes the Group's share of net profit after tax of Rs. 1.18 million and total comprehensive income of Rs. 1.26 million for the year ended March 31, 2025, in respect of one associate company and one joint venture (which is a LLP), whose financial statements / financial information have not been audited by us. We have also not audited the financial statements of one subsidiary included under the Group whose financial statements reflects total assets of Rs. NIL and net assets of Rs. NIL as at March 31, 2025, total revenue of Rs. NIL, total net loss after tax of Rs. 1.38 million, total comprehensive loss of Rs. 1.38 million for the period from 1st April 2024 to 7th July 2024, as considered in the Audited Consolidated Financial Statements. This subsidiary ceases to be the subsidiary of the Group w.e.f. 8th July, 2024 post which it became a joint venture. The Audited Consolidated Financial Statements also includes the Group's share of net loss after tax of Rs. 3.98 million and total comprehensive loss of Rs. 3.98 million for the period 8th July 2024 to 31st March 2025, in respect of the said joint venture, whose financial statements / financial information have not been audited by us. The Audited Consolidated Financial Statements also includes the Group's share of net profit after tax of Rs. 2.60 million and total comprehensive loss of Rs. 2.60 million for the period 1st October 2024 to 31st March 2025, in respect of one associate company, whose financial statements / financial information have not been audited by us. These financial statements have been audited by other auditors as detailed in Annexure A whose reports have been furnished to us by the Management and our opinion on the Audited Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and that of associates and joint ventures and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information, is based solely on the reports of the other auditors.

Our opinion on the Audited Consolidated Financial Statements and our report is not modified in respect of the above matters with regard to our reliance on the work done and the reports of the other auditors.

- b) As indicated in our audit reports above, we did not audit the financial statements of one subsidiary included under the Group whose financial statements reflect total assets of Rs. 0.12 million and net assets Rs. (-) 2.14 million as at March 31, 2024, total revenues of Rs. Nil, total net loss after tax Rs. (-) 2.24 million, total comprehensive loss of Rs. (-) 2.24 million for the year ended on that date and net cash inflow of Rs. 0.10 million for the Fiscal 2024 as considered in the 2024 Special Purpose Audited Consolidated Financial Statements. The

2024 Special Purpose Audited Consolidated Financial Statements also includes the Group's share of net profit after tax of Rs. 3.04 million and total comprehensive income of Rs. 3.04 million for the year ended March 31, 2024, in respect of one associate company, one joint venture and one joint venture (which is a LLP), whose financial statements/financial information have not been audited by us. These financial statements have been audited by other auditors as detailed in Annexure A whose reports have been furnished to us by the Management and our opinion on the 2024 Special Purpose Audited Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and that of associates and joint ventures and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information, is based solely on the reports of the other auditors.

Our opinion on the 2024 Special Purpose Audited Consolidated Financial Statements Financial Information and our report is not modified in respect of the above matters with regard to our reliance on the work done and the reports of the other auditors.

7. Based on our examination and according to the information and explanations given to us we report that the Restated Financial Information:
 - a) have been prepared after incorporating adjustments for the changes in accounting policies and regrouping / reclassifications retrospectively in the financial years ended March 31, 2024, and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the year ended March 31, 2025.
 - b) there are no qualifications in the auditor's report issued on the Audited Consolidated Financial Statements of the Group and its associates and joint ventures as at and for the year ended March 31, 2025 and on the 2024 Special Purpose Consolidated Audited Financial Statements of the Group and its associates its joint ventures as at and for the financial year ended March 31, 2024 and on the 2023 Special Purpose Standalone Audited Financial Statements of the Company as at and for the financial year ended March 31, 2023, which require any adjustments to the Restated Financial Information. However, there were certain observations in CARO, 2020 as referred in para 5(b) above and reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) which do not require any corrective adjustments in the Restated Financial Information have been disclosed in Annexure VII to the Restated Financial Information; and
 - c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.
8. We have not audited any financial statements of the Group /Company as of any date or for any period subsequent to March 31, 2025. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statements of changes in equity of the Group / Company as of any date or for any period subsequent to March 31, 2025.
9. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the auditor's report on the Audited Consolidated Financial Statements / 2024 Special Purpose Audited Consolidated Financial Statements / 2023 Special Purpose Audited Standalone Financial Statements mentioned in paragraph 4 above.
10. 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.

11. 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.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with SEBI and Stock Exchanges in connection with the proposed IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For SINGHI & CO.,
Chartered Accountants
Firm Registration No.302049E

(Navindra Kumar Surana)
Partner
Membership No. 053816
UDIN: 25053816BMLMBW8794

Place: Kolkata
Date : 25 September, 2025

Annexure A

Name of the Entity	Period	Relationship	Name of the Auditors
Lalbaba NF Rail Engg Private Limited (w.e.f 13-04-2024)	FY 24-25	Subsidiary	Surana Naveen Vikash & Co.
Indodeutsche Precision Tubes Private Limited (w.e.f 08-07-2024)	FY 24-25	Joint Venture	Singhi Chugh & Kumar
DTL Lalbaba Rail Engg LLP^	FY 24-25	Joint Venture	Mantri Maru & Co.
Railex Engineering Private Limited (w.e.f 01-10-2024)	FY 24-25	Associate	D J A S & Co.
Lalbaba Projects Private Limited^	FY 24-25	Associate	Surana Naveen Vikash & Co.
Indodeutsche Precision Tubes Private Limited	FY 23-24	Subsidiary	Singhi Chugh & Kumar
DTL Lalbaba Rail Engg LLP^	FY 23-24	Joint Venture	Mantri Maru & Co.
Lalbaba Projects Private Limited^	FY 23-24	Associate	Surana Naveen Vikash & Co.
Lalbaba NF Rail Engg Private Limited	FY 23-24	Joint Venture	Surana Naveen Vikash & Co.

^ Pursuant to the Hon'ble NCLT, Kolkata order dated 18th December 2024, PEW Engineering Private Limited and the Ulluberia Unit of Lalbaba Industrial Corporation Private Limited have been merged with the Company, effective 1st April 2023. Consequently, the investments held by the merged entities in DTL Lalbaba Rail Engg LLP and Lalbaba Projects Private Limited have been taken over by the Company.

LALBABA ENGINEERING LIMITED
(FORMERLY KNOWN AS : LAL BABA SEAMLESS TUBES PRIVATE LIMITED)
CIN: U30204WB2006PLC110060

Annexure-I Restated Statement of Assets and Liabilities

(All amounts are in INR Millions, unless otherwise stated)

Particulars		Note	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
ASSETS					
1 NON-CURRENT ASSETS					
a Property, Plant and Equipment	5		1,646.05	1,623.18	1,117.17
b Right of Use Assets	6		36.27	25.34	19.17
c Capital Work-In-Progress	7		109.68	-	33.38
d Goodwill	8A		13.36	13.35	-
e Intangible Assets	8B		5.84	8.22	-
f Intangible Assets under Development	9		2.54	-	-
g Financial Assets					
i. Investments	10		129.60	28.11	-
ii. Loans	11		191.94	-	-
iii. Other Financial Assets	12		128.99	101.78	12.79
h Other Non-Current Assets	13		20.30	12.43	54.72
Total Non-current Assets			2,284.57	1,812.41	1,237.23
2 CURRENT ASSETS					
a Inventories	14		1,379.95	997.70	490.98
b Financial Assets					
i. Trade Receivables	15		1,566.74	1,110.59	460.76
ii. Cash and Cash Equivalents	16		44.76	4.77	6.05
iii. Other Bank Balances	17		46.97	32.13	-
iv. Other Financial Assets	18		230.88	136.60	60.60
c Other Current Assets	19		286.12	245.58	211.23
d Current Tax Assets (Net)	20		29.62	16.84	17.36
Total Current Assets			3,585.04	2,544.21	1,246.98
Total Assets			5,869.61	4,356.62	2,484.21
EQUITY AND LIABILITIES					
EQUITY					
a Equity Share Capital	21		511.92	395.21	386.34
b Instruments entirely equity in Nature	22		-	45.90	45.90
c Equity Share Suspense	23		-	318.66	-
d Other Equity	24		1,313.57	656.40	351.49
Equity attributable to owners of the Company			1,825.49	1,416.17	783.73
e Non-Controlling Interest			18.54	-	-
Total Equity			1,844.03	1,416.17	783.73
LIABILITIES					
1 NON-CURRENT LIABILITIES					
a Financial Liabilities					
i. Borrowings	25		400.69	486.54	328.45
ii. Lease Liabilities	26		99.83	20.40	17.51
iii. Other Financial Liabilities	27		0.19	0.13	-
b Provisions	28		25.08	16.90	8.09
c Deferred Tax Liabilities (Net)	29		85.62	81.46	32.32
Total Non-Current Liabilities			611.41	605.43	386.37
2 CURRENT LIABILITIES					
a Financial Liabilities					
i. Borrowings	30		2,246.55	1,483.66	888.18
ii. Lease Liabilities	31		33.73	7.75	3.25
iii. Trade Payables	32				
(a) Total outstanding dues of micro and small enterprises			33.11	23.73	22.32
(b) Total outstanding dues of creditors other than micro and small enterprises			887.42	614.76	308.72
iv. Other Financial Liabilities	33		70.16	48.64	42.34
b Other Current Liabilities	34		126.88	146.47	48.06
c Provisions	35		4.48	5.34	1.24
d Current Tax Liabilities (Net)	36		11.84	4.67	-
Total Current Liabilities			3,414.17	2,335.02	1,314.11
Total Equity and Liabilities			5,869.61	4,356.62	2,484.21

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

As per our report of even date

For Singh & Co.
Chartered Accountants
(Firm Registration No. 302049E)

For and on behalf of the Board of Directors

Navindra Kumar Surana
Partner
(Membership No. 053816)

Kishan Dhanuka
Chairman-cum- Managing Director
(DIN: 00569035)

Nishit Dhanuka
Whole Time Director
(DIN: 07937765)

Neeraj Sureka
Chief Financial Officer
(FCA: 056607)

Anatha Bandhaba Chakraborty
Company Secretary and Compliance officer
(FCS: 7184)

LALBABA ENGINEERING LIMITED
(FORMERLY KNOWN AS : LAL BABA SEAMLESS TUBES PRIVATE LIMITED)
CIN: U30204WB2006PLC110060

Annexure-II Restated Statement of Profit and Loss

(All amounts are in INR Millions, unless otherwise stated)

	Particulars	Note	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
(i)	INCOME				
	Revenue from Operations	37	7,716.07	5,995.01	3,432.96
	Other Income	38	18.44	9.39	19.04
	Total Income		7,734.51	6,004.40	3,452.00
(ii)	EXPENSES				
	Cost of Materials Consumed	39	4,612.61	3,697.65	1,947.77
	Change in Inventories of Work in Progress, Finished Goods, Stock-in-trade and Scrap	40	(121.77)	(252.83)	(67.78)
	Employee Benefits Expense	41	433.53	297.68	148.40
	Finance Costs	42	273.45	232.54	103.98
	Depreciation and Amortization Expense	43	153.56	125.90	62.42
	Other Expenses	44	1,816.91	1,534.10	1,067.84
	Total Expenses		7,168.29	5,635.04	3,262.63
(iii)	Restated Profit/(Loss) before share of profit /(loss) of Associates and Joint Ventures (i-ii)		566.22	369.36	189.37
(iv)	Share of profit / (loss) of Associates and Joint Ventures		(0.20)	3.04	-
(v)	Restated Profit /(Loss) before Tax (iii + iv)		566.02	372.40	189.37
(vi)	Tax Expense:	45			
	Current Tax		136.50	86.79	30.58
	Income Tax relating to earlier years		1.30	6.54	0.78
	Deferred Tax		3.80	12.99	15.37
	Total Tax Expenses		141.60	106.32	46.73
(vii)	Restated Profit / (Loss) after Tax (v - vi)		424.42	266.08	142.64
(viii)	Other Comprehensive Income	46			
	Items that will not be reclassified to profit or loss				
	a) Remeasurement of defined benefit plan		(1.07)	0.23	1.15
	b) Income tax relating to above items		0.27	(0.06)	(0.29)
	c) Share of Other Comprehensive Income/(loss) of Associates and Joint Ventures (net of tax)		0.08	0.00	-
	Restated Other Comprehensive Income for the Year (Net of Tax)		(0.72)	0.17	0.86
(ix)	Restated Total Comprehensive Income for the Year (vii + viii)		423.70	266.25	143.50
(x)	Restated Profit for the year attributable to:				
	-Owners of the company		408.30	266.08	142.64
	-Non controlling interest		16.12	-	-
			424.42	266.08	142.64
(xi)	Restated Other Comprehensive Income for the year attributable to:				
	-Owners of the company		(0.71)	0.17	0.86
	-Non controlling interest		(0.01)	-	-
			(0.72)	0.17	0.86
(xii)	Restated Total Comprehensive Income for the year attributable to:				
	-Owners of the company		407.59	266.25	143.50
	-Non controlling interest		16.11	-	-
			423.70	266.25	143.50
	Earnings per Equity Shares of par value of Rs. 5 each *	47			
	Basic Earnings Per Share (Rs.)		4.35	2.90	1.85
	Diluted Earnings Per Share (Rs.)		3.99	2.64	1.65
	* Face value reduced from Rs 10 to Rs 5 as a result of subsequent event of share split (Refer Note 21.9)				

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

As per our report of even date

For Singhi & Co.

Chartered Accountants

(Firm Registration No. 302049E)

For and on behalf of the Board of Directors

Navindra Kumar Surana

Partner

(Membership No. 053816)

Kishan Dhanuka

Chairman-cum- Managing Director

(DIN: 00569035)

Nishit Dhanuka

Whole Time Director

(DIN: 07937765)

Neeraj Sureka

Chief Financial Officer

(FCA: 058687)

Anatha Bandhaba Chakrabarty

Company Secretary and Compliance officer

(FCS: 7184)

LALBABA ENGINEERING LIMITED
(FORMERLY KNOWN AS : LAL BABA SEAMLESS TUBES PRIVATE LIMITED)
CIN: U30204WB2006PLC110060

Annexure-III Restated Statement of Cash Flow

(All amounts are in INR Millions, unless otherwise stated)

Particulars	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
A CASH FLOW FROM OPERATING ACTIVITIES			
Restated Profit/ (Loss) Before Tax	566.02	372.40	189.37
<u>Adjustments for:</u>			
Depreciation / Amortisation	153.56	125.90	62.42
Foreign Exchange Gain	(6.98)	(13.37)	(3.31)
Finance Cost	273.45	232.54	103.98
Interest Income	(9.77)	(5.62)	(0.57)
Sundry balances written off/back (net)	0.72	14.72	(14.32)
Allowance for expected credit loss	(10.05)	10.75	2.22
Reversal of net liability on termination of lease	(0.20)	-	-
Financial Guarantee Income	(0.67)	-	-
Gain on loss of control	(3.62)	-	-
Share in (profit)/ loss in equity accounted investments (Net of tax)	0.20	(3.04)	-
(Profit)/Loss on disposal of Property, Plant & Equipment	1.05	(0.73)	-
Operating Profit before Working Capital Changes	963.71	733.55	339.79
Movement in Working Capital :			
(Increase)/Decrease in Trade Receivables	(439.83)	(349.77)	(204.28)
(Increase)/Decrease in Inventories	(380.06)	(177.00)	(4.48)
(Increase)/Decrease in Other Financial Assets	(101.00)	(17.45)	(8.83)
(Increase)/Decrease in Other Assets	(38.93)	120.49	(106.95)
Increase/(Decrease) in Trade Payables	281.75	(71.81)	59.56
Increase/(Decrease) in Other Financial Liabilities	13.26	(37.43)	9.22
Increase/(Decrease) in Provisions	6.25	6.46	4.44
Increase/(Decrease) in Other Liabilities	(25.02)	(44.40)	18.44
Cash Generated from Operations	280.13	162.64	106.91
Direct Taxes Paid	(143.41)	(100.54)	(46.42)
Net Cash Flow generated from Operating Activities	136.72	62.10	60.49
B Cash Flow from Investing Activities			
Purchase of property, plant & equipment and intangible asset	(240.83)	(228.67)	(353.38)
Proceed from the sale of property, plant & equipment	61.99	3.95	0.10
Deposits with Banks	(37.94)	(38.20)	(4.28)
Investments in Subsidiary, Associates and Joint Venture	(89.70)	(0.55)	-
Loan given	(190.00)	-	-
Interest Received	7.83	5.63	0.57
Net Cash Flow from / (used in) Investing Activities	(488.65)	(257.84)	(356.99)
C Cash Flow from Financing Activities			
Proceeds from shares issued	-	39.90	-
Proceeds from non current borrowings	156.05	253.32	81.12
Repayment of non current borrowings	(191.38)	(107.78)	(45.02)
Proceeds/(Repayment) of current borrowings (Net)	712.36	239.66	368.91
Principal payments of lease liabilities	(18.56)	(5.62)	(1.32)
Interest paid	(266.49)	(229.74)	(102.91)
Net Cash Flow from/(used in) Financing Activities	391.98	189.74	300.78
Net increase/(decrease) in Cash and Cash equivalent (A+B+C)	40.05	(6.00)	4.28
Cash & Cash equivalent at the beginning of the year	4.77	6.05	1.77
Cash & Cash equivalent of Subsidiary acquired at the beginning of the year	0.98	-	-
Cash & Cash equivalent derecognised on loss of control of subsidiary	(1.04)	-	-
Cash and Cash Equivalents pursuant to Business Combination (Refer note 70)	-	4.72	-
Cash & Cash equivalent at the end of the year (Refer Note 16)	44.76	4.77	6.05

Notes :

- The above Restated Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.
- The composition of Cash & Cash Equivalent has been determined based on the Accounting Policy Note No. 3.2
- Direct Taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
- Figures for the previous year have been re-grouped wherever considered necessary.

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

As per our report of even date

For Singhi & Co.

Chartered Accountants

(Firm Registration No. 302049E)

For and on behalf of the Board of Directors

Navindra Kumar Surana

Partner

(Membership No. 053816)

Kishan Dhanuka

Chairman-cum- Managing Director

(DIN: 00569035)

Nishit Dhanuka

Whole Time Director

(DIN: 07937765)

Neeraj Sureka

Chief Financial Officer

(FCA: 058687)

Anatha Bandhaba Chakrabarty

Company Secretary and Compliance officer

(FCS: 7184)

Place : Kolkata

Date : 25 September, 2025

LALBABA ENGINEERING LIMITED
(FORMERLY KNOWN AS : LAL BABA SEAMLESS TUBES PRIVATE LIMITED)
CIN: U30204WB2006PLC110060
Annexure-IV Restated Statement of Changes in Equity

A. Equity Share Capital

(All amounts are in INR Millions, unless otherwise stated)

Particulars	Amount
Balance as at 1st April 2024	395.21
Add/(Less): Changes in Equity Share Capital during the year	116.71
Balance as at 31st March 2025	511.92
Balance as at 1st April 2023	386.34
Add/(Less): Changes in Equity Share Capital during the year	8.87
Balance as at 31st March 2024	395.21
Balance as at 1st April 2022	386.34
Add/(Less): Changes in Equity Share Capital during the year	-
Balance as at 31st March 2023	386.34

B. Instruments entirely equity in nature

Particulars	Amount
Balance as at 1st April 2024	45.90
Add/(Less): Changes in Instruments entirely equity in nature during the year	(45.90)
Balance as at 31st March 2025	-
Balance as at 1st April 2023	45.90
Add/(Less): Changes in Instruments entirely equity in nature during the year	-
Balance as at 31st March 2024	45.90
Balance as at 1st April 2022	45.90
Add/(Less): Changes in Instruments entirely equity in nature during the year	-
Balance as at 31st March 2023	45.90

C. Equity Share Suspense

Particulars	Amount
Balance as at 1st April 2024	318.66
Add/(Less): Changes in Equity Share Suspense during the year	(318.66)
Balance as at 31st March 2025	-
Balance as at 1st April 2023	-
Add/(Less): Changes in Equity Share Suspense during the year	318.66
Balance as at 31st March 2024	318.66
Balance as at 1st April 2022	-
Add/(Less): Changes in Equity Share Suspense during the year	-
Balance as at 31st March 2023	-

Note: Refer note 21.9 for information regarding split of shares

D. Other Equity

Particulars	Reserves and Surplus				Other Comprehensive Income		Total Other Equity attributable to owners of the Company	Non-controlling Interest	Total Other Equity
	Retained Earnings	Capital Reserve	General Reserves	Securities Premium	Remeasurements of defined benefit plans	Other Comprehensive Income/(loss) in Associate, Joint Venture			
Balance as at 1st April 2024	436.76	7.63	129.33	82.68	-	0.00	656.40	-	656.40
Profit for the year	408.30	-	-	-	-	-	408.30	16.12	424.42
Other Comprehensive Income	-	-	-	-	(0.79)	0.08	(0.71)	(0.01)	(0.72)
Total Comprehensive Income for the year	408.30	-	-	-	(0.79)	0.08	407.59	16.11	423.70
Addition of NCI on acquisition of subsidiary	-	-	-	-	-	-	-	0.41	0.41
Deemed contribution by NCI	-	-	-	-	-	-	-	2.02	2.02
On account of Acquisition of Associate (Refer note 64(e))	-	1.48	-	-	-	-	1.48	-	1.48
Transfer of Remeasurements of defined benefit plans to Retained Earnings	(0.79)	-	-	-	0.79	-	-	-	-
Equity adjustment on disposal of cross holding by associate company	0.25	-	-	-	-	-	0.25	-	0.25
Issue of Equity shares	-	-	-	247.85	-	-	247.85	-	247.85
Total	(0.54)	1.48	-	247.85	0.79	-	249.58	2.43	252.01
Balance as at 31st March 2025	844.52	9.11	129.33	330.53	-	0.08	1,313.57	18.54	1,332.11
Balance as at 1st April 2023	240.02	-	59.82	51.65	-	-	351.49	-	351.49
Profit for the year	266.08	-	-	-	-	-	266.08	-	266.08
Other Comprehensive Income	-	-	-	-	0.17	0.00	0.17	-	0.17
Total Comprehensive Income for the year	266.08	-	-	-	0.17	0.00	266.25	-	266.25
Transferred to General Reserve	(69.51)	-	-	-	-	-	(69.51)	-	(69.51)
Transferred from Retained Earnings	-	-	69.51	-	-	-	69.51	-	69.51
Transfer of Remeasurements of defined benefit plans to Retained Earnings	0.17	-	-	-	(0.17)	-	-	-	-
On account of Business Combination (Refer note 70)	-	7.63	-	-	-	-	7.63	-	7.63
Issue of Equity shares	-	-	-	31.03	-	-	31.03	-	31.03
Total	(69.34)	7.63	69.51	31.03	(0.17)	-	38.66	-	38.66
Balance as at 31st March 2024	436.76	7.63	129.33	82.68	-	0.00	656.40	-	656.40
Balance as at 1st April 2022	131.41	-	24.93	51.65	-	-	207.99	-	207.99
Profit for the year	142.64	-	-	-	-	-	142.64	-	142.64
Other Comprehensive Income	-	-	-	-	0.86	-	0.86	-	0.86
Total Comprehensive Income for the year	142.64	-	-	-	0.86	-	143.50	-	143.50
Transferred to General Reserve	(34.89)	-	-	-	-	-	(34.89)	-	(34.89)
Transferred from Retained Earnings	-	-	34.89	-	-	-	34.89	-	34.89
Transfer of Remeasurements of defined benefit plans to Retained Earnings	0.86	-	-	-	(0.86)	-	-	-	-
Total	(34.03)	-	34.89	-	(0.86)	-	-	-	-
Balance as at 31st March 2023	240.02	-	59.82	51.65	-	-	351.49	-	351.49

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

As per our report of even date

For Singhi & Co.

Chartered Accountants
(Firm Registration No. 302049E)

For and on behalf of the Board of Directors

Navindra Kumar Surana
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Anatha Bandhaba Chakrabarty
Company Secretary and Compliance officer
(FCS: 7184)

Place : Kolkata
Date : 25 September, 2025

LALBABA ENGINEERING LIMITED
(FORMERLY KNOWN AS : LAL BABA SEAMLESS TUBES PRIVATE LIMITED)
CIN U30204WB2006PLC110060

Annexure-V Material Accounting Policy to Restated Financial Information

1. CORPORATE AND GENERAL INFORMATION

Lalbaba Engineering Limited ("the holding company or the company") (formerly known as Lal Baba Seamless Tubes Private Limited which has been converted from private limited company to public limited company on 11th February 2025) is an unlisted public limited company incorporated on 26th December 2006 under the Companies Act, 1956 and having its registered office at Kashberia, Bardhanyaghata, Debhog, Haldia, East Midnapore, West Bengal - 721657, India. The Group is involved in the business of manufacturing of seamless tubes, stainless steel and alloy steel, pipes and pipe fittings, air brake pipes and equipments, slack adjusters for railways rolling stock applications, hydraulic tubes, railway wagon parts and other fuel injection tubes, forging & fabrication of wagon, boggie components and also provide other value added services. Its Corporate office is situated at Kolkata and manufacturing units at Howrah, Haldia & Uluberia, West Bengal, and Ahmednagar, Maharashtra.

2.1 Basis of Preparation and Statement of Compliance

The Restated financial information of Lalbaba Engineering Limited and its Subsidiary (collectively, 'the Group') and its Joint Ventures and its associate companies comprises of the Restated Statement of Assets and Liabilities as at year ended March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statement of Profit and Loss (including Restated Other Comprehensive Income), the Restated Statement of Changes in Equity and the Restated Statement of Cash flows for the year ended March 31, 2025, March 31, 2024 and March 31, 2023, Material Accounting Policies to Restated Financial Information, Notes to the Restated Financial Information and Statement of Adjustments to Audited Consolidated and Standalone Financial Statements (collectively referred as the "Restated Financial Information").

This restated financial information have been prepared by the Management of the Holding Company for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Company with the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited and BSE Limited in connection with the proposed Initial Public Offering ("IPO") of its equity shares.

The restated financial information, which have been approved by the Board of Directors of the Company, have been prepared for the Company/Group as a going concern on the basis of relevant Ind AS that are effective in accordance with the requirements of:

(a) Section 26 Chapter III of the Companies Act 2013 (the "Act") as amended from time to time (the "Act"); and

(b) Paragraph (A) of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the "SEBI ICDR Regulations") issued by the Securities and Exchange Board of India (the "SEBI"); and

(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (the “ICAI”) as amended from time to time (the “Guidance Note”).

These Restated Financial Information have been compiled by the Management from:

- a) the Audited Consolidated Financial Statements of the Group as at and for the year ended March 31, 2025; and
- b) the Company has prepared Special Purpose Consolidated and Standalone financial statements as at and for the year ended March 31, 2024 and March 31, 2023 respectively (the “Special Purpose Consolidated and Standalone Financial Statements”) as per following basis, which have been approved by the Board of Directors at their meeting held on September 25, 2025.

As such, the Consolidated Financial Statements for year ended 31st March, 2025 and the Special Purpose Consolidated and Standalone Financial Statements for year ended 31st March, 2024 and 31st March, 2023 respectively are prepared considering the accounting principles stated in Ind AS, as adopted by the Company/Group and its associates and its joint ventures and described in subsequent paragraphs. The Special Purpose Consolidated and Standalone Financial Statements have been prepared solely for the purpose of preparation of Restated Financial Information for inclusion in offer documents in relation to the proposed IPO, which requires financial statements of all the periods included, to be presented under Ind AS. As such, these Special Purpose Consolidated and Standalone Financial Statements are not suitable for any other purpose other than for the purpose of preparation of the Restated Financial Information and are also not financial statements prepared pursuant to any requirements under Section 129 of the Act.

The accounting policies have been consistently applied by the Company/Group and its Associates and Joint Ventures in preparation of the Restated Financial Information.

These Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the Consolidated Financial Statements and the Special Purpose Consolidated and Standalone Financial Statements.

The Restated Financial Information:

(a) have been prepared after incorporating adjustments for the changes in material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively.

(b) do not require any adjustment for modification as there is no modification in the underlying audit reports;

The Restated financial information for all periods up to and including the year ended 31st March, 2024, were prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India, which includes the accounting standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and other provisions of the Act (collectively referred to as “Indian GAAP”). The Group has adopted Ind AS and the consolidated financial statements for the year ended 31st March, 2025 are the first Ind AS Consolidated financial statements with comparatives, prepared under Ind AS. The Group has consistently applied the accounting policies used in the preparation of its opening Ind AS Balance Sheet at 1st April, 2022 throughout all periods presented, as if these policies had always been in effect and are covered by Ind AS 101 “First Time Adoption of Indian Accounting Standards”.

An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Group is provided in note no. 71 to the restated financial information. Certain of the Group's Ind-AS accounting policies used in the opening Balance Sheet differed from its Indian GAAP policies applied as at 31st March, 2022 and accordingly the adjustments were made to restate the opening balances as per Ind-AS. The resulting adjustment arising from events and transactions before the date of transition to Ind-AS were recognized directly through retained earnings as at 1st April, 2022 as required by Ind- AS 101.

2.2 Basis of Consolidation

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date when control ceases. Profit/ (loss) and Other Comprehensive Income ('OCI') of subsidiaries acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable. All the consolidated subsidiaries have a consistent reporting date of 31st March, 2025. The Group consolidates the consolidated financial statements of the parent and its subsidiaries on line by line basis adding together the items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's Statement of Profit and Loss and net assets that is not held by the Group. Profit/ (loss) and each component of OCI are attributed to the equity holders of the Parent Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. The Group attributes total comprehensive income or loss of the subsidiaries between the owners of the Group and to the non-controlling interests based on their respective ownership interests.

The Group treats transactions with non-controlling interests that do not result in a loss of control, as transactions with equity owners of the Group. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the Subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, any non-controlling interests, and other components of equity related to the subsidiary. Any resulting gain or loss is recognised in profit or loss. If the Group retains any interest in the former subsidiary, such interest is measured at fair value at the date when control is lost. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset, as appropriate.

Following subsidiary companies have been considered in the preparation of the consolidated financial statements:

Name of the subsidiary companies	Ownership in % as on 31st March 2025	Country of Incorporation
Lalbaba NF Rail Engg Private Limited	51%	INDIA

Associates and Joint Ventures

Investment in entities in which there exists significant influence but not a controlling interest are accounted for under the equity method i.e. the investment is initially recorded at cost, identifying any goodwill/capital reserve arising at the time of acquisition, as the case may be, which will be inherent in investment. The carrying amount of the investment is adjusted thereafter for the post acquisition change in the share of net assets of the investee, adjusted where necessary to ensure consistency with the accounting policies of the Group. The Restated Financial Information of Profit and Loss includes the Group's share of the results of the operations of the investee. Dividends received or receivable from associate or joint ventures are recognized as a reduction in the carrying amount of the investment. Unrealized gains on transactions between the Group and associates are eliminated to the extent of the Group's interest in these entities.

Following associate and Joint venture companies have been considered in the preparation of the consolidated financial statements:

Name of the Company	Associate/Joint Venture	Ownership in % as on 31st March 2025	Country of Incorporation
Indodeutsche Precision Tubes Private Limited	Joint Venture	50%	INDIA
DTL Lalbaba Rail Engg LLP	Joint Venture	20%	INDIA
Railex Engineering Private Limited	Associate	49%	INDIA
Lalbaba Projects Private Limited	Associate	49%	INDIA

2.3 Basis of measurement

The Restated financial information have been prepared and presented on the going concern basis using accrual basis of accounting and under the historical cost basis except for the following:

- Certain Financial Assets and Liabilities are measured at Fair value/ Amortized cost (refer accounting policy regarding financial instruments);
- Defined Benefit Plans – The liability for defined benefit obligations is recognised based on actuarial valuations using the projected unit credit method.
- Business Combinations – Assets acquired and liabilities assumed in a business combination are measured at fair value as per Ind AS 103 – *Business Combinations*.

2.4 Functional and Presentation Currency

The Restated financial information are presented in Indian Rupee (INR), which is the functional currency of the Group and the currency of the primary economic environment in which the Group operates. All amounts disclosed in restated financial information and notes have been rounded off to the nearest millions (with two places of decimal) unless otherwise stated.

2.5 Use of Estimates and Critical Accounting Judgements

The preparation of restated financial information in conformity with Ind AS requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the restated financial information and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

2.6 Operating Cycle for current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1. The Group has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

An asset is classified as current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All the 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 respectively.

2.7 Measurement of Fair Values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the restated financial information are categorised within the fair value hierarchy, described as follows, based on the input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable and
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of the Group considering the requirements of Ind AS and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES

3.1 INVENTORIES

Raw materials, packaging materials and stores and spare parts are valued at lower of cost and net realizable value. However, material and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Work-in-progress and Finished Goods are valued at lower of cost and net realisable value. Cost includes cost of direct materials and direct labour and a proportion of manufacturing overhead based on the normal operating capacity. Cost is determined on weighted average basis.

Scrap is valued at Net Realisable Value.

Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale.

3.2 CASH AND CASH EQUIVALENTS

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand, term deposits and other short-term highly liquid investments, net of bank overdrafts as they are considered an integral part of the Group's cash management. Bank overdrafts are shown within short term borrowings in the balance sheet.

3.3 INCOME TAX

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognized in the statement of profit & loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

3.3.1 Current Tax:

Current tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities using the tax rates (and tax laws) that have been enacted or substantively enacted, at the end of the reporting period.

3.3.2 Deferred Tax

- Deferred Tax assets and liabilities is measured at the tax rates that are expected to apply to 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 by the end of the reporting period.
- Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognized for carry forward of unused tax losses and unused tax credits.
- Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.
- The carrying amount of deferred tax assets is reviewed at the end of each reporting period. The Group reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.
- Deferred tax relating to items recognized outside the Statement of Profit and Loss is recognized either in other comprehensive income or in equity. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.
- Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

3.4 PROPERTY, PLANT AND EQUIPMENT

3.4.1 Tangible Assets

3.4.1.1 Recognition and Measurement:

- Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any), except for freehold land which are carried at historical cost.
- Cost of an item of property, plant and equipment acquired comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting any trade discounts and rebates, any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.
- 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.
- Profit or loss arising on the disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.

3.4.1.2 Subsequent Measurement:

- Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.
- Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any Unamortized part of the previously recognized expenses of similar nature is derecognized.

3.4.1.3 Depreciation and Amortization:

- Depreciation on Property, Plant & Equipment is provided on straight line method in terms of life span of assets prescribed in Schedule II of the Companies Act, 2013 or as reassessed by the Group based on the technical evaluation.

Type of Assets	Useful life
Leasehold Land	As per lease agreement
Buildings	30 - 60 Years
Plant and Machinery	5 - 20 Years
Furniture and Fixtures	10 Years
Vehicles	8 - 10 Years
Office equipment	5 Years
Computers	3 - 6 Years

- Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.e., from (up to) the date on which asset is ready for use (disposed of).
- Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

3.4.1.4 Disposal of Assets

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized in the statement of profit and loss.

3.4.1.5 Capital Work in Progress

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

3.5 LEASES

3.5.1 Determining whether an arrangement contains a lease

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

3.5.2 Group as lessor

➤ Finance Lease

Leases which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item are classified and accounted for as finance lease. Lease rental receipts are apportioned between the finance income and capital repayment based on the implicit rate of return. Contingent rents are recognized as revenue in the period in which they are earned.

➤ Operating Lease

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease except where scheduled increase in rent compensates the Group with expected inflationary costs.

3.5.3 Group as lessee

The Group's lease asset classes primarily consist of leases for Land, Buildings and Plant & Machinery. The Group assesses whether a contract is or contains a lease, at inception of a

contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset;
- (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and;
- (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is re-measured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The re-measurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing activity in statement of cash flow.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

3.6 REVENUE RECOGNITION

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Group is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

3.7 EMPLOYEE BENEFITS

3.7.1 Short Term Benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

3.7.2 Post-Employment Benefits

The Group operates the following post-employment schemes:

➤ **Defined Contribution Plan**

Defined contribution plans such as Provident Fund etc. are charged to the statement of profit and loss as and when incurred and paid to Authority.

➤ **Defined Benefit Plans**

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method.

The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. The benefits are discounted using the government securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of related obligation.

Remeasurements of the net defined benefit obligation, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling, are recognized in other comprehensive income. Remeasurements recognized in other comprehensive income are reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

➤ **Other Long term employee benefits**

The liabilities for leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured annually at year end by actuaries as the present value of expected future benefits in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields on government bonds at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The Group presents the leave as a current liability & Non - current liability based on Actuarial Valuation report.

3.8 BORROWING COSTS

- Borrowing Costs consists of interest and other costs that an entity incurs in connection with the borrowings of funds. Borrowing costs also includes foreign exchange difference to the extent regarded as an adjustment to the borrowing costs.
- Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of that asset that necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale.
- Transaction costs in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.

3.9 GOVERNMENT GRANTS

Government grants are recognized at their fair value, where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

The grant relating to the acquisition/ construction of an item of property, plant and equipment, the same is presented by deducting the grant from the carrying amount of the asset.

3.10 FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

3.10.1 Financial Assets

- Recognition and Initial Measurement:

All financial assets are initially recognized when the Group becomes a party to the contractual provisions of the instruments. A financial asset is initially measured 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. However, trade receivables that do not contain a significant financing component are measured at transaction price.

- Classification and Subsequent Measurement:

For purposes of subsequent measurement, financial assets are classified in four categories:

- Measured at Amortized Cost;
- Measured at Fair Value Through Other Comprehensive Income (FVTOCI);
- Measured at Fair Value Through Profit or Loss (FVTPL); and
- Equity Instruments designated at Fair Value through Other Comprehensive Income (FVTOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

- Measured at Amortized Cost: A debt instrument is measured at the amortized cost if both the following conditions are met:
 - The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
 - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the Group.

- Measured at FVTOCI: A debt instrument is measured at the FVTOCI if both the following conditions are met:
 - The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
 - The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on remeasurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the statement of profit and loss in investment income.

- Measured at FVTPL: FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL. In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. Equity instruments which are, held for trading are classified as at FVTPL.
- Equity Instruments designated at FVTOCI: For equity instruments, which has not been classified as FVTPL as above, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. In case the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

➤ Derecognition:

The Group derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

➤ Impairment of Financial Assets:

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS – 109 requires expected credit losses to be measured through a loss allowance. The Group recognizes impairment loss for trade receivables that do not constitute a financing transaction using expected credit loss model, which involves use of a provision matrix constructed on the basis of historical credit loss experience. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

3.10.2 Financial Liabilities

➤ Recognition and Initial Measurement:

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

➤ Subsequent Measurement:

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

➤ Financial Guarantee Contracts:

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirement of Ind AS 109 and the amount recognized less cumulative amortization.

➤ Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

3.10.3 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally

enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

3.11 Earnings Per Share

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders adjusted for the effects of potential equity shares by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

3.12 Impairment of Non-Financial Assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful lives of the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (Cash Generating Units – CGU).

An impairment loss is recognized as an expense in the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

3.13 Provisions, Contingent Liabilities and Contingent Assets

3.13.1 Provisions

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

3.13.2 Contingent Liabilities

Contingent liability is a possible obligation arising from past events and 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 or a present obligation that arises from past events but is not recognized because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Group discloses the existence of contingent liabilities in Other Notes to Restated financial information.

3.13.3 Contingent Assets

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

3.14 Intangible Assets

3.14.1 Recognition and Measurement

Intangible asset are stated at cost on initial recognition and subsequently measured at cost less accumulated amortization and accumulated impairment loss, if any.

Goodwill is initially recognised based on the accounting policy for business combinations.

3.14.2 Amortization

- Software's are amortized over a period of three years and technical knowhow are amortised over a period of four years.
- The amortization period and the amortization method are reviewed at least at the end of each financial year. If the expected useful life of the assets is significantly different from previous estimates, the amortization period is changed accordingly.

3.15 Operating Segment

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker of the Group is responsible for allocating resources and assessing performance of the operating segments and accordingly is identified as the chief operating decision maker.

The Group has identified one reportable segment i.e., business of manufacturing of seamless tubes, stainless steel and alloy steel, pipes and pipe fittings, air brake pipes and equipments, slack adjusters for railways rolling stock applications, hydraulic tubes, railway wagon parts and other fuel injection tubes, forging & fabrication of wagon, boggie components and value added services based on the information reviewed by the CODM.

3.16 Business Combination

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Group. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. On the other hand in case of any deficit the same is recognised in Capital Reserve. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are recognised in the Statement of Profit and Loss.

Transaction costs are expensed in the statement of profit and loss as incurred, other than those incurred in relation to the issue of debt or equity securities which are directly adjusted in other

equity. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Statement of Profit and Loss.

3.17 Acceptance

The Group enters into deferred payment arrangements (acceptances) whereby lenders such as banks and other financial institutions make payments to supplier's on due date. The banks and financial institutions are subsequently repaid by the Group at a later date providing working capital benefits, where the Group is availing the benefit of extended credit period with banks and financial institutions. These arrangements are recognised as borrowings and interest borne by the group on such arrangements is accounted as finance cost.

3.18 Recent accounting pronouncement

The Ministry of Corporate Affairs has vide notification dated 14 August 2024 and 9 September 2024 notified Companies (Indian Accounting Standards) Amendment Rules, 2024 (the 'Rules') which amends certain accounting standards, and are effective 1 April 2024. The Rules predominantly brings new Ind AS 117 'Insurance Contracts' replacing the existing Ind AS 104 "Insurance Contracts and amends Ind AS 116, 'Leases'. As per the Management's assessment, these amendments are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

4 SIGNIFICANT JUDGEMENTS AND KEY SOURCES OF ESTIMATION IN APPLYING ACCOUNTING POLICIES

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances. Information about Significant judgments and Key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognized in the restated financial information is included in the following notes:

- **Recognition of Deferred Tax Assets:** The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Group's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.
- **Right-of-use assets and lease liability:** The Group has exercised judgement in determining the lease term as the noncancellable term of the lease, together with the impact of options to extend or terminate the lease if it is reasonably certain to be exercised. Where the rate implicit in the lease is not readily available, an incremental borrowing rate is applied. This incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar nature and value to the right of-use asset in a similar economic environment. Determination of the incremental borrowing rate requires estimation.

- **Defined Benefit Obligation (DBO):** Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases and the inflation rate. The Group considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.
- **Provisions and Contingencies:** The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.
- **Impairment of Financial Assets:** The Group reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication of impairment. If recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- **Allowances for Doubtful Debts:** The Group makes allowances for doubtful debts through appropriate estimations of irrecoverable amount. The identification of doubtful debts requires use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.
- **Fair value measurement of financial Instruments:** When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The input to these models are taken from observable markets where possible, but where this not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

LALBABA ENGINEERING LIMITED
(FORMERLY KNOWN AS : LAL BABA SEAMLESS TUBES PRIVATE LIMITED)
CIN: U30204WB2006PLC110060
Annexure-VI Notes to the Restated Financial Information

5 PROPERTY, PLANT AND EQUIPMENT (PPE)

Gross carrying amount

(All amounts are in INR Millions, unless otherwise stated)

Particulars	Leasehold Land	Freehold Land	Factory Shed & Buildings	Plant & Machinery	Furniture & Fixtures	Motor Vehicles	Electrical Installations & Fittings	Computer & Data Processing Units	Office Equipments	Drop Hammer Project	Total
Gross carrying amount as at April 1, 2024 (Consolidated)	99.55	115.07	326.31	1,058.41	37.40	26.76	74.71	9.70	15.09	35.00	1,798.00
Additions	-	-	12.77	185.45	12.93	3.79	3.74	3.76	3.76	-	226.20
Disposals	-	62.72	-	0.29	0.02	0.07	-	-	0.12	-	63.22
Closing gross carrying amount as at March 31, 2025 (Consolidated)	99.55	52.35	339.08	1,243.57	50.31	30.48	78.45	13.46	18.73	35.00	1,960.98
Gross carrying Amount as at April 1, 2023 (Standalone)	99.92	-	253.95	731.40	20.76	10.12	52.35	3.24	4.84	-	1,176.58
Acquired Pursuant to Business Combination (Refer Note 70)	-	52.35	51.46	170.82	0.76	8.03	11.37	1.77	3.61	35.00	335.17
Additions	-	62.72	21.08	159.70	15.88	8.61	11.17	4.69	6.64	-	290.49
Disposals	0.37	-	0.18	3.51	-	-	0.18	-	-	-	4.24
Closing gross carrying amount as at March 31, 2024 (Consolidated)	99.55	115.07	326.31	1,058.41	37.40	26.76	74.71	9.70	15.09	35.00	1,798.00
Deemed Cost as at April 1, 2022 (Standalone) (Refer note 5.1 below)	90.40	-	99.44	313.04	9.97	7.80	6.89	1.29	3.22	-	532.05
Additions	9.52	-	154.51	418.50	10.79	2.42	46.10	1.95	1.62	-	645.41
Disposals	-	-	-	0.14	-	0.10	0.64	-	-	-	0.88
Closing gross carrying amount as at March 31, 2023 (Standalone)	99.92	-	253.95	731.40	20.76	10.12	52.35	3.24	4.84	-	1,176.58

Accumulated depreciation

Particulars	Leasehold Land	Freehold Land	Factory Shed & Buildings	Plant & Machinery	Furniture & Fixtures	Motor Vehicles	Electrical Installations & Fittings	Computer & Data Processing Units	Office Equipments	Drop Hammer Project	Total
Accumulated depreciation as at April 1, 2024 (Consolidated)	2.78	-	17.05	130.34	4.01	4.41	8.02	2.81	3.18	2.22	174.82
Depreciation charge for the year	1.54	-	12.16	102.17	3.96	4.08	7.70	3.41	3.04	2.22	140.28
Disposals	-	-	-	0.00	-	0.06	-	-	0.11	-	0.17
Closing Accumulated depreciation as at March 31, 2025 (Consolidated)	4.32	-	29.21	232.51	7.97	8.43	15.72	6.22	6.11	4.44	314.93
Accumulated depreciation as at April 1, 2023 (Standalone)	1.24	-	6.09	41.16	1.62	1.37	5.43	1.16	1.34	-	59.41
Depreciation charge for the year	1.54	-	10.96	90.18	2.39	3.04	2.61	1.65	1.84	2.22	116.43
Disposals	-	-	-	1.00	-	-	0.02	-	-	-	1.02
Closing Accumulated depreciation as at March 31, 2024 (Consolidated)	2.78	-	17.05	130.34	4.01	4.41	8.02	2.81	3.18	2.22	174.82
Accumulated depreciation as at April 1, 2022 (Standalone)	-	-	-	-	-	-	-	-	-	-	-
Depreciation charge for the year	1.24	-	6.09	41.31	1.62	1.37	6.08	1.16	1.34	-	60.21
Disposals	-	-	-	0.15	-	-	0.65	-	-	-	0.80
Closing Accumulated depreciation as at March 31, 2023 (Standalone)	1.24	-	6.09	41.16	1.62	1.37	5.43	1.16	1.34	-	59.41

Net carrying value

Particulars	Leasehold Land	Freehold Land	Factory Shed & Buildings	Plant & Machinery	Furniture & Fixtures	Motor Vehicles	Electrical Installations & Fittings	Computer & Data Processing Units	Office Equipments	Drop Hammer Project	Total
Net carrying value as at 31st March, 2025 (Consolidated)	95.23	52.35	309.87	1,011.06	42.34	22.05	62.73	7.24	12.62	30.56	1,646.05
Net carrying value as at 31st March, 2024 (Consolidated)	96.77	115.07	309.26	928.07	33.39	22.35	66.69	6.89	11.91	32.78	1,623.18
Net carrying value as at 31st March, 2023 (Standalone)	98.68	-	247.86	690.24	19.14	8.75	46.92	2.08	3.50	-	1,117.17

5.1 As permitted by para D5-D8B of Ind AS 101, on transition to Ind AS, the Group has elected to use the carrying value as deemed cost for all items of PPE.

5.2 The Group has not revalued its property, plant and equipment during the year ended March 31, 2025, March 31, 2024 and 31st March 2023.

5.3 For lien / charge against property, plant and equipment, Refer note 25.1

5.4 The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company, except for the following :

Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value as at 31st March, 2025	Gross carrying value as at 31st March, 2024	Gross carrying value as at 31st March, 2023 #	Title deeds 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
Property, Plant and Equipment	Freehold Land	303.12	303.12	-	Lalbaba Industrial Corporation Private Limited (LBIC)	No	01-04-2023	The company is in the process of transferring the title deeds in its name as these were transferred by way of scheme of arrangement with these companies.
Property, Plant and Equipment	Freehold Land	220.38	220.38	-	PEW Engineering Private Limited (PEW)	No	01-04-2023	

* In case of immovable properties acquired from Lalbaba Industrial Corporation Private Limited (Demerged Company) and PEW Engineering Private Limited (Transferor Company), which got amalgamated with the Company pursuant to National Company Law Tribunal (NCLT) Order dated 18th December, 2024, dates have been considered with effect from the merger set out in note 70.

The titles of immovable properties in the name of Lalbaba Industrial Corporation Private Limited (Demerged Company) and PEW Engineering Private Limited (Transferor Company) can not be transferred till the amalgamation that has happened with the NCLT Order dated 18th December, 2024, (and given effect from 1st April, 2023, for the purposes of accounting), hence not considered for reporting on 31st March, 2023. Also refer note 70.

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Annexure-VI Notes to the Restated Financial Information

6 Right of Use (ROU) Assets

Gross Carrying Amount

(All amounts are in INR Millions, unless otherwise stated)

Particulars	Building	Total
Gross carrying amount as at April 1, 2024 (Consolidated)	36.30	36.30
Additions	23.54	23.54
Disposals	5.54	5.54
Closing gross carrying amount as at March 31, 2025 (Consolidated)	54.30	54.30
Gross Carrying Amount as at April 1, 2023 (Standalone)	23.21	23.21
Acquired Pursuant to Business Combination (Refer Note 70)	2.51	2.51
Additions	10.58	10.58
Disposals	-	-
Closing gross carrying amount as at March 31, 2024 (Consolidated)	36.30	36.30
Gross carrying amount as at April 1, 2022 (Standalone)	16.53	16.53
Additions	6.68	6.68
Disposals	-	-
Closing gross carrying amount as at March 31, 2023 (Standalone)	23.21	23.21

Accumulated Depreciation

Particulars	Building	Total
Accumulated depreciation as at April 1, 2024 (Consolidated)	10.96	10.96
Depreciation charge for the year	10.41	10.41
Disposals	3.34	3.34
Closing Accumulated depreciation as at March 31, 2025 (Consolidated)	18.03	18.03
Accumulated depreciation as at April 1, 2023 (Standalone)	4.04	4.04
Depreciation charge for the year	6.92	6.92
Disposals	-	-
Closing Accumulated depreciation as at March 31, 2024 (Consolidated)	10.96	10.96
Accumulated depreciation as at April 1, 2022 (Standalone)	1.83	1.83
Depreciation charge for the year	2.21	2.21
Disposals	-	-
Closing Accumulated depreciation as at March 31, 2023 (Standalone)	4.04	4.04

Net carrying value

Particulars	Building	Total
Net carrying value as at 31st March, 2025 (Consolidated)	36.27	36.27
Net carrying value as at 31st March, 2024 (Consolidated)	25.34	25.34
Net carrying value as at 31st March, 2023 (Standalone)	19.17	19.17

6.1 All lease agreements are duly executed in favour of the Company except for the following :

Description of property	Gross Carrying Value as at 31st March 2025	Gross Carrying Value as at 31st March 2024	Gross Carrying Value as at 31st March 2023	Lease Agreement in the name of	Whether Lessee is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since which date	Reasons
Building	-	2.51	-	Lalbaba Industrial Corporation Private Limited (LBIC)	No	01-04-2023	The Lease agreement are executed in the name of LBIC of which Uluberia unit has subsequently been merged with the Company.
Building	-	5.54	-	Lalbaba Industrial Corporation Private Limited (LBIC)	No	15-01-2024	The Lease agreement are executed in the name of LBIC of which Uluberia unit has subsequently been merged with the Company.
Building	1.47	-	-	PEW Engineering Private Limited (PEW)	No	09-04-2024	The Lease Agreement are executed in the name of PEW which has subsequently been merged with the Company.

6.2 Refer Note 61 for information on Right of use Assets and Lease Liabilities

6.3 The Group has not revalued its Right of Use Assets during the year ended March 31, 2025, March 31, 2024 and 31st March 2023.

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7 CAPITAL WORK-IN-PROGRESS

	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Opening Balance	-	33.38	33.38
Add: Additions during the year	109.68	78.33	-
Less: Capitalized during the year	-	(111.71)	-
Closing Balance	109.68	-	33.38

7.1 Capital Work-in-Progress (CWIP) ageing schedule

Particulars	As at 31st March, 2025 (Consolidated)				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Projects in progress	109.68	-	-	-	109.68
Projects temporarily suspended	-	-	-	-	-
Total	109.68	-	-	-	109.68

Particulars	As at 31st March, 2024 (Consolidated)				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

Particulars	As at 31st March, 2023 (Standalone)				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Projects in progress	33.38	-	-	-	33.38
Projects temporarily suspended	-	-	-	-	-
Total	33.38	-	-	-	33.38

7.2 Capital Work-in-Progress includes assets taken on lease from Financial Institution as at 31st March 2025, which are currently under installation or construction. These assets are in the nature of leased plant and machinery, and are classified as CWIP until the underlying assets are ready for their intended use. Upon completion and readiness for use, these assets will be reclassified from CWIP to Right-of-Use (ROU) Assets, in accordance with the requirements of Ind AS 116 - Leases.

7.3 There are no projects as at each reporting period where activity had been suspended.

7.4 Capital Work in Progress appearing as at balance sheet date is not overdue for completion and its cost has not exceeded as compared to its original plan.

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8A Goodwill

Gross carrying amount

(All amounts are in INR Millions, unless otherwise stated)

Particulars	Goodwill
Gross carrying amount as at April 1, 2024 (Consolidated)	13.35
Additions on acquisition of subsidiary (Refer note 64(b))	0.01
Impairment	-
Closing gross carrying amount as at March 31, 2025 (Consolidated)	13.36
 Gross Carrying Amount as at April 1, 2023 (Standalone)	 -
Acquired Pursuant to Business Combination (Refer Note 70)	13.35
Additions	-
Impairment	-
Closing gross carrying amount as at March 31, 2024 (Consolidated)	13.35
 Gross Carrying Amount as at April 1, 2022 (Standalone)	 -
Additions	-
Impairment	-
Closing gross carrying amount as at March 31, 2023 (Standalone)	-

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8B Intangible Assets

(All amounts are in INR Millions, unless otherwise stated)

Gross carrying amount

Particulars	ERP Software	Technical Know How	Total
Gross carrying amount as at April 1, 2024 (Consolidated)	0.98	9.79	10.77
Additions	0.49	-	0.49
Disposals	-	-	-
Closing gross carrying amount as at March 31, 2025 (Consolidated)	1.47	9.79	11.26
Gross carrying amount as at April 1, 2023 (Standalone)	-	-	-
Acquired Pursuant to Business Combination (Refer Note 70)	-	9.79	9.79
Additions	0.98	-	0.98
Disposals	-	-	-
Closing gross carrying amount as at March 31, 2024 (Consolidated)	0.98	9.79	10.77
Deemed Cost as at April 1, 2022 (Standalone)	-	-	-
Additions	-	-	-
Disposals	-	-	-
Closing gross carrying amount as at March 31, 2023 (Standalone)	-	-	-

Accumulated depreciation

Particulars	ERP Software	Technical Know How	Total
Accumulated depreciation as at April 1, 2024 (Consolidated)	0.05	2.50	2.55
Depreciation charge for the year	0.43	2.44	2.87
Disposals	-	-	-
Closing Accumulated depreciation as at March 31, 2025 (Consolidated)	0.48	4.94	5.42
Accumulated depreciation as at April 1, 2023 (Standalone)	-	-	-
Depreciation charge for the year	0.05	2.50	2.55
Disposals	-	-	-
Closing Accumulated depreciation as at March 31, 2024 (Consolidated)	0.05	2.50	2.55
Accumulated depreciation as at April 1, 2022 (Standalone)	-	-	-
Depreciation charge for the year	-	-	-
Disposals	-	-	-
Closing Accumulated depreciation as at March 31, 2023 (Standalone)	-	-	-

Net carrying value

Particulars	ERP Software	Technical Know How	Total
Net carrying value as at 31st March, 2025 (Consolidated)	0.99	4.85	5.84
Net carrying value as at 31st March, 2024 (Consolidated)	0.93	7.29	8.22
Net carrying value as at 31st March, 2023 (Standalone)	-	-	-

The Group has not revalued its Intangible Assets during the year ended March 31, 2025 and March 31, 2024.

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9 Intangible Assets under development	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Opening Balance	-	-	-
Add: Additions during the year	2.54	-	-
Less: Capitalized during the year	-	-	-
Closing Balance	2.54	-	-

9.1 Intangible assets under development ageing schedule :

Particulars	As at 31st March 2025 (Consolidated)				Total
	Less than 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	2.54	-	-	-	2.54
Projects temporarily suspended	-	-	-	-	-
Total	2.54	-	-	-	2.54

9.2 Intangible assets under development consists of expenditure on Implementation of new ERP system.

9.3 There are no projects as at each reporting period where activity had been suspended.

9.4 Intangible assets under development appearing as at balance sheet date is not overdue for completion and its cost has not exceeded as compared to its original plan.

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		(All amounts are in INR Millions, unless otherwise stated)		
		As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
10	Non Current Investments			
	a) Investment in Associates and Joint Ventures valued using Equity Method - Unquoted			
	Investment in Associate Companies			
	Lalbaba Projects Private Limited: Nos. of shares 2,45,000 (31st March 2024: 2,45,000, 31st March 2023: Nil) of Face Value Rs 10 each [(includes fair value of financial guarantee Rs 1.41 (31st March 2024: Rs 0.80, 31st March 2023: Nil)], (includes Goodwill of Rs. 9.89)	28.31	27.22	-
	Raillex Engineering Private Limited: Nos. of shares 4,900 (31st March 2024: Nil, 31st March 2023: Nil)***	13.77	-	-
	Investment in Joint Ventures			
	Lalbaba NF Rail Engg Pvt Ltd: Nos of shares Nil (31st March 2024: 50,000, 31st March 2023: Nil) of Face Value Rs 10 each *	-	0.42	-
	Indodeutsche Precision Tubes Pvt Ltd: Nos of shares 90,00,000 (31st March, 2024: Nil, 31st March, 2023: Nil) of Face Value Rs 10 each ** (includes Goodwill of Rs. 1.81)	86.02	-	-
	Investment in Limited Liability Partnership (LLP) firms			
	DTL Lalbaba Rail Engg LLP ****	1.49	0.46	-
	b) Other Investments valued at amortised cost			
	Investments in Government or trust securities			
	Investments in Government or Trust Securities	0.01	0.01	-
	Non Current Investments Total	129.60	28.11	-
	Aggregate amount of quoted investments and market value thereof	-	-	-
	Aggregate amount of unquoted investments	129.60	28.11	-
	Aggregate amount of impairment in value of investments	-	-	-
	* During the year, the Joint Venture Agreement with Lalbaba NF Rail Engg Pvt Ltd was cancelled. Subsequent to the cancellation, the Holding Company acquired additional equity shares in Lalbaba NF Rail Engg Private Limited, thereby obtaining control over the entity. Consequently, the entity has been reclassified from a Joint Venture to a Subsidiary with effect from 13th April 2024.			
	** The Holding Company entered into a Joint Venture agreement with POPPE + POTTHOFF PRAZISIONSSTAHLROHRE GMBH (German Company) in Indodeutsche Precision Tubes Private Limited (IDPT). IDPT allotted shares to the German company on 8th July 2024, resulting in loss of control by the Holding Company and establishment of joint control over IDPT. Accordingly, the entity has been reclassified from a Subsidiary to a Joint Venture as on 8th July 2024.			
	*** During the year, the Holding Company acquired shares in Raillex Engineering Private Limited on 1st October 2024, thereby obtaining significant influence over the entity.			
	**** Disclosures in respect of Limited Liability partnership firms			
	Total Fixed Capital balance of the firm: Rs. 0.10 million (31st March 2024 - Rs. 0.10 million, 31st March 2023 : Nil)			
	Share of profit in the firm: DTL Lal Baba Rail Engg LLP (Fixed Capital)	As at 31st March, 2025		As at 31st March, 2024
	Partners in the Firm	Partner's Fixed Capital	PSR	Partner's Fixed Capital
	DTL India Holding Ltd	0.05	80%	0.05
	Lalbaba Engineering Limited (Refer Note 10.1 below)	0.05	20%	0.05
	Receivable from firm: DTL Lal Baba Rail Engg LLP (Current Capital)	As at 31st March, 2025		As at 31st March, 2024
	Partners in the Firm	(Consolidated)	(Consolidated)	As at 31st March, 2023
	DTL India Holding Ltd	(0.51)	0.43	-
	Lalbaba Engineering Limited	1.44	0.41	-
10.1	During the year, the Holding Company's Profit Sharing Ratio(PSR) in DTL Lalbaba LLP changed from 49% to 20% with effect from 12th September, 2024. The share of profit from DTL Lalbaba LLP up to 11th September, 2024 has been recognized at 49%, and from 12th September, 2024 to 31st March 2025 at 20%.			
10.2	Pursuant to the Hon'ble NCLT, Kolkata order dated 18th December 2024, PEW Engineering Private Limited and the Ulluberia Unit of Lalbaba Industrial Corporation Private Limited have been merged with holding Company - Lalbaba Engineering Limited, effective 1st April 2023. Consequently, the investments held by the merged entities in DTL Lalbaba Rail Engg LLP and Lalbaba Projects Private Limited have been taken over by Holding Company - Lalbaba Engineering Limited.			
11	Non Current Loans	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
	(Unsecured, considered good, unless stated otherwise)	(Consolidated)	(Consolidated)	(Standalone)
	Loan to Related Parties (Refer Note 51)	191.94	-	-
	Non Current Loans Total	191.94	-	-
12	Other Non Current Financial Assets	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
	(Unsecured, considered good, unless stated otherwise)	(Consolidated)	(Consolidated)	(Standalone)
	Security Deposits	101.70	79.67	3.30
	Bank deposits with original maturity more than 12 months *	27.29	22.11	9.49
	Other Non Current Financial Assets Total	128.99	101.78	12.79
	*Relates to deposits held as security			

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13 Other Non Current Assets	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
(Unsecured, considered good, unless stated otherwise)			
Capital Advances	19.07	12.43	54.72
Prepaid Expenses	1.23	-	-
Other Non Current Assets Total	20.30	12.43	54.72

14 Inventories	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
(At lower of cost or net realisable value)			
Raw Materials	320.23	137.65	72.89
Work-in-Progress	397.69	593.85	261.01
Finished Goods	479.15	198.03	82.95
Stores, Components, Consumables, Packaging and Spares	116.57	64.18	71.40
Stock in Transit of Raw Materials	25.51	-	-
Stock in Transit of Finished Goods	19.68	-	-
Scrap	21.12	3.99	2.73
Inventories Total	1,379.95	997.70	490.98

14.1 Basis of valuation : As per material accounting policies Note 3.1

15 Trade Receivables	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Trade Receivables Considered Good - Secured	2.80	5.20	5.20
Trade Receivables Considered Good - Unsecured	1,588.80	1,140.28	469.12
Trade Receivables which have significant increase in Credit Risk	2.81	2.83	-
Trade Receivables - Credit Impaired	-	-	-
Trade Receivables Total	1,594.41	1,148.31	474.32
Less: Allowances for Credit Losses	27.67	37.72	13.56
Trade Receivables Total	1,566.74	1,110.59	460.76

15.1 **Expected credit loss allowances**

Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Opening Balance	37.72	13.56	11.34
Add: Impact Pursuant to Business Combination (Refer Note 70)	-	13.41	-
Add: Movement in Allowance for expected credit loss	(10.05)	10.75	2.22
Closing Balance	27.67	37.72	13.56

15.2 **Trade receivables ageing schedule:**

Particulars	Outstanding from date of transactions as on March 31, 2025 *					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed						
Considered good	1,447.56	64.35	36.97	17.16	25.56	1,591.60
Which have significant increase in credit risk	-	-	-	-	2.81	2.81
Credit impaired	-	-	-	-	-	-
Disputed						
Considered good	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-
Total	1,447.56	64.35	36.97	17.16	28.37	1,594.41
Loss allowance provision	-	-	-	-	-	27.67
Total	-	-	-	-	-	1,566.74

Particulars	Outstanding from date of transactions as on March 31, 2024*					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed						
Considered good	1,034.02	42.05	36.02	18.83	14.56	1,145.48
Which have significant increase in credit risk	-	-	-	0.48	2.35	2.83
Credit impaired	-	-	-	-	-	-
Disputed						
Considered good	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-
Total	1,034.02	42.05	36.02	19.31	16.91	1,148.31
Loss allowance provision	-	-	-	-	-	37.72
Total	-	-	-	-	-	1,110.59

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Particulars	Outstanding from date of transactions as on March 31, 2023*					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed						
Considered good	450.22	11.94	1.13	3.79	7.24	474.32
Which have significant increase in credit risk	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-
Disputed						
Considered good	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-
Total	450.22	11.94	1.13	3.79	7.24	474.32
Loss allowance provision	-	-	-	-	-	13.56
Total	-	-	-	-	-	460.76

*Transaction date has been considered for calculating the ageing of the outstanding amount.

15.3 Debts due by Directors or debts due by firms or private companies in which any director is a partner or director or member

Names of Directors / Firms / Companies	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Lalbaba Industrial Corporation Private Limited (Refer Note 70)	13.03	9.08	43.17
Lalbaba Projects Private Limited	12.53	98.30	46.61
PEW Engineering Private Limited (Refer Note 70)	-	-	38.30
LBIC Engineering Private Limited	-	-	0.05
Raillex Engineering Private Limited	24.32	0.92	0.52
Lalbaba NF Rail Engg Private Limited	-	0.08	-
Total	49.88	108.38	128.65

16 Cash & Cash Equivalents

	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Balances with banks in Current Account	5.33	1.83	5.65
Debit Balances in Cash Credit Accounts	36.97	-	-
Cash on hand	2.24	2.94	0.40
Cheques in hand	0.22	-	-
Cash & Cash Equivalents Total	44.76	4.77	6.05

17 Other Bank Balances

	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Bank Deposits with original maturity of more than 3 months but less than 12 months *	46.97	32.13	-
Other Bank Balances Total	46.97	32.13	-

*Relates to deposits held as security

18 Other Current Financial Assets

	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
(Unsecured, considered good, unless stated otherwise)			
Security Deposit	7.81	10.80	1.67
Earnest Money Deposit	77.69	45.89	5.26
Retention Money	0.44	0.54	1.55
Advances to Employees	23.19	17.40	12.40
Bank deposits with original maturity more than 12 months *	47.67	29.77	4.90
Other Government and Subsidy Receivable	26.63	24.53	32.75
Insurance Claim	0.58	0.58	0.93
Other Receivables	46.87	7.09	1.14
Other Current Financial Assets Total	230.88	136.60	60.60

*Relates to deposits held as security

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19 Other Current Assets	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
(Unsecured, considered good, unless stated otherwise)			
Advances to Suppliers & Service Providers	199.58	129.96	81.26
Advances & Deposits to Related Parties (Refer Note 51)	11.41	41.71	75.77
Balances with Government & Statutory Authorities	47.34	27.48	26.02
Prepaid Expenses *	16.14	9.52	3.98
Advances to others	11.65	36.91	24.20
Other Current Assets Total	286.12	245.58	211.23

* Includes Rs. 1.79 million (31st March 2024 : Nil, 31st March 2023 : Nil) towards expenses against proposed fund raising work which will be allocated between the selling shareholders and the Holding Company wherein the Holding Company portion will be adjusted against the Securities Premium on completion of fund raising.

Advances and Deposits to Directors or to firms or private companies in which any director is a partner or director or member

Names of Directors / Firms / Companies	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Lalbaba Industrial Corporation Private Limited (Refer Note 70)	-	2.37	60.19
Lalbaba Projects Private Limited	-	15.52	9.70
PEW Engineering Private Limited (Refer Note 70)	-	-	3.00
LBIC Engineering Private Limited	0.01	5.55	2.88
Indodeutsche Precision Tubes Private Limited	-	0.00	-
Lalbaba NF Rail Engg Private Limited	-	3.01	-
Total	0.01	26.45	75.77

20 Current Tax Assets (Net)	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Advance Tax (net of provision)	29.62	16.84	17.36
Current Tax Assets (Net) Total	29.62	16.84	17.36

21 Equity Share Capital	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
21.1 Authorised Share Capital (Refer Note 21.9 below) 5,20,00,000 (31st March 2024 : 4,40,00,000, 31st March 2023 : 4,30,00,000) Equity shares of Rs. 10/- each	520.00	440.00	430.00
21.2 Issued, Subscribed and Paid-up Share Capital (Refer Note 21.9 below) 5,11,92,270 (31st March 2024 : 3,95,20,867, 31st March 2023 : 3,86,34,200) equity shares of Rs. 10/- each	511.92	395.21	386.34
21.3 Reconciliation of the number of Equity shares at the beginning and at the end of the year	511.92	395.21	386.34

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Shares Outstanding at the beginning of the year	3,95,20,867	395.21	3,86,34,200	386.34
Shares issued pursuant to Business Combination (Refer Note 70)	70,81,403	70.81	-	-
Shares Issued during the year	45,90,000	45.90	8,86,667	8.87
Shares Bought back during the year	-	-	-	-
Shares Outstanding at the end of the year	5,11,92,270	511.92	3,95,20,867	395.21

Particulars	As at 31st March, 2023	
	No. of Shares	Amount
Shares Outstanding at the beginning of the year	3,86,34,200	386.34
Shares Issued during the year	-	-
Shares Bought back during the year	-	-
Shares Outstanding at the end of the year	3,86,34,200	386.34

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21.4 None of the shares were bought back by the Holding Company during the last five years.

21.5 Details of Shares held by its Holding Company

Equity Share Name of Shareholder	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	%age	No. of Shares	%age
Holding Company :				
LBIC Engineering Private Limited	3,39,67,714	66.35%	3,38,97,000	85.77%

Equity Share Name of Shareholder	As at 31st March, 2023	
	No. of Shares	%age
Holding Company :		
LBIC Engineering Private Limited	3,38,97,000	87.74%

21.6 Rights, preferences and restrictions attached to shares

Equity Shares: Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Group after distribution of all preferential amounts, in proportion to their shareholding.

21.7 Details of Equity Shareholders holding more than 5% shares in the Holding Company

Equity Shares of Rs. 10/- each fully paid	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	% Holding	No. of Shares	% Holding
LBIC Engineering Private Limited	3,39,67,714	66.35%	3,38,97,000	85.77%
Kishan Dhanuka	42,81,690	8.36%	-	0.00%
Amit Dhanuka	38,39,420	7.50%	-	0.00%
Murari Lal Dhanuka	-	0.00%	21,34,000	5.40%
Nikunj Dhanuka	40,74,203	7.96%	-	0.00%
Nishit Dhanuka	40,74,203	7.96%	-	0.00%

Equity Shares of Rs. 10/- each fully paid	As at 31st March, 2023	
	No. of Shares	% Holding
LBIC Engineering Private Limited	3,38,97,000	87.74%
Kishan Dhanuka	-	0.00%
Amit Dhanuka	-	0.00%
Murari Lal Dhanuka	21,34,000	5.52%

21.8 Details of Equity Shares held by Promoters in the Holding Company

Equity Shares of Rs. 10/- each fully paid	Class of Shares	As at 31st March, 2025		
		No. of Shares	% Holding	% Change during the year
LBIC Engineering Private Limited	Equity	3,39,67,714	66.35%	0.21%
Murari Lal Dhanuka^	Equity	-	0.00%	-100.00%
Kishan Dhanuka	Equity	42,81,690	8.36%	239.28%
Kishan Dhanuka And Sons HUF through its karta Kishan Dhanuka^	Equity	9,54,400	1.86%	0.00%
Nikunj Dhanuka	Equity	40,74,203	7.96%	1205.83%
Nishit Dhanuka	Equity	40,74,203	7.96%	5346.80%
Amit Dhanuka	Equity	38,39,420	7.50%	333.02%

Equity Shares of Rs. 10/- each fully paid	Class of Shares	As at 31st March, 2024		
		No. of Shares	% Holding	% Change during the year
LBIC Engineering Private Limited	Equity	3,38,97,000	85.77%	0.00%
Murari Lal Dhanuka^	Equity	21,34,000	5.40%	0.00%
Kishan Dhanuka	Equity	12,62,000	3.19%	0.00%
Kishan Dhanuka And Sons HUF through its karta Kishan Dhanuka^	Equity	9,54,400	2.41%	0.00%
Nikunj Dhanuka	Equity	3,12,000	0.79%	0.00%
Nishit Dhanuka *	Equity	74,800	0.19%	100.00%
Amit Dhanuka**	Equity	8,86,667	2.24%	100.00%

Equity Shares of Rs. 10/- each fully paid	Class of Shares	As at 31st March, 2023		
		No. of Shares	% Holding	% Change during the year
LBIC Engineering Private Limited	Equity	3,38,97,000	87.74%	0.00%
Murari Lal Dhanuka^	Equity	21,34,000	5.52%	0.00%
Kishan Dhanuka	Equity	12,62,000	3.27%	0.00%
Kishan Dhanuka And Sons HUF through its karta Kishan Dhanuka^	Equity	9,54,400	2.47%	0.00%
Nikunj Dhanuka	Equity	3,12,000	0.81%	0.00%

* Appointed as promoter on 30-6-2023

** Appointed as a promoter on 26-12-2023

^ Pursuant to the resolution passed by the Board of Directors at its meeting held on 25 September 2025, Kishan Dhanuka And Sons HUF through its karta Kishan Dhanuka and Murari Lal Dhanuka have ceased to be promoters of the Company with effect from the said date.

Note: Pursuant to gift deeds dated 25 March 2025 and share transfer agreements dated 28 March 2025, equity shares aggregating to 66,97,015 of the Company have been considered to be transferred by promoter group shareholders to the promoters. The consideration, where applicable, was fully paid and the Company was duly intimated by the respective promoter group shareholders. As all the rights, obligations and beneficial ownership in respect of these shares were transferred prior to 31 March 2025, the aforesaid shares have been considered in the shareholding of the promoters as at 31 March 2025. The corresponding corporate action with the depositories were effected subsequent to 31 March 2025.

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21.9 Subsequent to Balance Sheet Date

The Board of Directors of the Holding Company in the Board meeting dated July 3, 2025 and Shareholders of the Company in the Extra Ordinary General Meeting dated July 14, 2025 have approved the sub-division of each of the Equity Share of the Holding Company having a face value of Rs. 10/- each in the Equity Share Capital of the Holding Company be sub-divided into 2 Equity Shares having a face value of Rs. 5/- each ("Sub-division").

As a result of above the equity portion of the authorised share capital of the Holding company is revised to 10,40,00,000 equity shares of Face Value of Rs. 5 each i.e. Rs. 520 million as on the date of the signing of the financials. The issued, subscribed and full paid up equity share capital of the Holding Company as on the date of the signing of the financials is 10,23,84,540 equity shares of face value of Rs. 5 each i.e. Rs. 511.92 Million. Earning per share calculations have been restated in all the periods to give effect of this sub-division (Split).

The Board of Directors of the Holding Company in the Board meeting dated July 3, 2025 and Shareholders of the Company in the Extra Ordinary General Meeting dated July 14, 2025 have approved the increase in Authorised Share Capital of the Holding Company from Rs. 570 million divided into 10,40,00,000 Equity shares of Rs. 5/- each and 50,00,000 preference shares of Rs. 10/- each to Rs. 750 million divided into 14,00,00,000 Equity shares of Rs. 5/- each and 50,00,000 preference shares of Rs. 10/- each. The increase in authorised share capital became effective upon filing of the requisite documents with the Registrar of Companies on September 18, 2025.

22 Instruments entirely equity in nature	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
22.1 Authorised Share Capital			
50,00,000 (31st March 2024 : 50,00,000, 31st March 2023 : 50,00,000) Preference shares of Rs. 10/- each	50.00	50.00	50.00
	50.00	50.00	50.00
22.2 Issued, Subscribed and Paid-up Share Capital			
Nil (31st March 2024 : 45,90,000, 31st March 2023 : 45,90,000) preference shares of Rs. 10/- each	-	45.90	45.90
	-	45.90	45.90
22.3 Reconciliation of the number of Preference shares at the beginning and at the end of the year			

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Shares Outstanding at the beginning of the year	45,90,000	45.90	45,90,000	45.90
Shares Issued during the year	-	-	-	-
Shares converted during the year	(45,90,000)	(45.90)	-	-
Shares Outstanding at the end of the year	-	-	45,90,000	45.90

Particulars	As at 31st March, 2023	
	No. of Shares	Amount
Shares Outstanding at the beginning of the year	45,90,000	45.90
Shares Issued during the year	-	-
Shares Bought back during the year	-	-
Shares Outstanding at the end of the year	45,90,000	45.90

22.4 Rights, preferences and restrictions attached to shares

At the option of the Holding Company, the Preference Shares shall be converted in the ratio of 1:1, i.e., 1 equity share of face value of Rs. 10/- each for every 1 Preference Share of face value of Rs. 10/- each, on a fully diluted basis. The equity shares issued on conversion shall be of par value i.e., Rs. 10 each fully paid up.

22.5 Details of Preference Shares held by shareholders holding more than 5% of the aggregate preference shares in the Holding Company

Preference Shares of Rs. 10/- each fully paid	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	% Holding	No. of Shares	% Holding
Techno Tracom Private Limited	-	0.00%	-	0.00%
Ancient Merchants Private Limited	-	0.00%	-	0.00%
Leonard Equipment (India) Private Limited	-	0.00%	-	0.00%
Kishan Dhanuka	-	0.00%	16,37,247	35.67%
Amit Dhanuka	-	0.00%	29,52,753	64.33%

Preference Shares of Rs. 10/- each fully paid	As at 31st March, 2023	
	No. of Shares	% Holding
Techno Tracom Private Limited	23,50,000	51.20%
Ancient Merchants Private Limited	18,10,000	39.43%
Leonard Equipment (India) Private Limited	4,30,000	9.37%
Kishan Dhanuka	-	0.00%
Amit Dhanuka	-	0.00%

22.6 Details of Preference Shares held by Promoters in the Holding Company

Preference Shares of Rs. 10/- each fully paid	Class of Shares	As at 31st March, 2025		
		No. of Shares	% Holding	% Change during the year
Kishan Dhanuka	Preference	-	0.00%	(100.00%)
Amit Dhanuka	Preference	-	0.00%	(100.00%)

Preference Shares of Rs. 10/- each fully paid	Class of Shares	As at 31st March, 2024		
		No. of Shares	% Holding	% Change during the year
Kishan Dhanuka	Preference	16,37,247	35.67%	100.00%
Amit Dhanuka *	Preference	29,52,753	64.33%	100.00%

*Appointed as a promoter on 26/12/2023

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		As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
23	Equity Share Suspense			
	Equity Shares pending issue/ cancellation *			
	Balance at the beginning of the year	318.66	-	-
	Add: Shares issued during the year	(318.66)	318.66	
	Balance as at the end of the year	-	318.66	-
*Equity Share Suspense A/c was created in FY 2023-2024 pursuant to give effect the order of the Hon'ble National Company Law Tribunal, Kolkata Bench dated 18/12/2024 (Refer note 70), as allotment of 70,81,403 number of equity shares plus fractional entitlement having Face Value of Rs. 10/- each was not possible retrospectively. However, in FY 2024-2025, the above equity shares were allotted on 11/03/2025 and correspondingly Equity Share Suspense was transferred to Equity Share Capital and Securities Premium Account.				
24	Other Equity	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
24.1	Retained Earnings			
	Balance as at beginning of the year	436.76	240.02	131.41
	Less: Transfer to General Reserve	-	(69.51)	(34.89)
	Total Balance	436.76	170.51	96.52
	Profit/(loss) for the year	408.30	266.08	142.64
	Add/ (Less): Remeasurement of the defined benefit plans (net of taxes)	(0.79)	0.17	0.86
	Add/(Less): Transfer of share of OCI of equity instruments		-	
	Add/(Less): Equity adjustment on disposal of cross holding by associate company	0.25	-	-
	Balance as at the end of the year	844.52	436.76	240.02
24.2	Securities Premium Account			
	Balance as at beginning of the year	82.68	51.65	51.65
	Add: Issue of Equity shares	247.85	31.03	-
	Balance as at the end of the year	330.53	82.68	51.65
24.3	Capital Reserve			
	Balance at the beginning of the year	7.63	-	-
	Add: Created on account of Business Combination (Refer Note 64(e) & 70)	1.48	7.63	-
	Balance as at the end of the year	9.11	7.63	-
24.4	General Reserve			
	Balance at the beginning of the year	129.33	59.82	24.93
	Add: Transfer from Retained Earnings	-	69.51	34.89
	Balance as at the end of the year	129.33	129.33	59.82
24.5	Other Comprehensive Income			
	i) Remeasurement of the defined benefit plans			
	Balance at the beginning of the year	-	-	-
	Add/(Less): Change during the year (Net of tax)	(0.79)	0.17	0.86
	Add/(Less): Transferred to Retained Earnings	0.79	(0.17)	(0.86)
	Balance as at the end of the year	-	-	-
	ii) Other Comprehensive Income/(loss) in Associate and Joint Ventures			
	Share of Other Comprehensive Income/(loss) of Associate and Joint Venture (net of tax)	0.00	-	-
	Add/(Less): Change during the year	0.08	0.00	-
	Balance as at the end of the year	0.08	0.00	-
	Other Equity Total	1,313.57	656.40	351.49
	Nature/ Purpose of each reserve			
a)	Retained Earnings: Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement (loss)/gain on defined benefit plans, net of taxes that will not be reclassified to Statement of Profits and Losses.			
b)	Securities Premium Account: The amount received in excess of face value of the equity shares is recognised in Securities Premium as per the provision of Companies Act, 2013 ('the Act'). This reserve is utilised in accordance with the provisions of the Act.			
c)	Capital Reserve: During amalgamation / merger / acquisition, the excess/ deficit of net assets taken, over the consideration paid, if any, is treated as capital reserve.			
d)	General Reserve: General reserve is created from time to time by way of transfer of profits from accumulated profit for appropriation purpose. General reserve is created by a transfer from one component of reserve & surplus to another.			
e)	Other Comprehensive Income (OCI) : Other Comprehensive Income (OCI) represent the balance in equity for items to be accounted under OCI and comprises of the following:			
	i) Remeasurement of defined benefit plans: The actuarial gains and losses arising on defined benefit obligations have been recognised in OCI and thereafter transferred to Retained Earnings.			

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25	Non Current Borrowings	As at 31st March, 2025 (Consolidated)		As at 31st March, 2024 (Consolidated)		As at 31st March, 2023 (Standalone)	
		Non-Current Portion	Current Maturities	Non-Current Portion	Current Maturities	Non-Current Portion	Current Maturities
	Secured:						
	Term Loan :						
	From Banks	263.70	149.74	308.59	107.42	324.96	75.86
	From Others	130.00	40.00	170.00	30.00	-	-
	Vehicle Loan	6.99	3.02	7.95	4.81	3.49	1.52
	Less: Current maturities shown under Current Borrowings (Refer Note 30)	-	192.76	-	142.23	-	77.38
	Non Current Borrowings Total	400.69	-	486.54	-	328.45	-

25.1 Repayment terms & nature of securities given for loans as on 31-3-2025 are as follows:

SL No.	Name of the Bank	Nature of Security	Repayment Terms
(i)	Axis Bank	Term Loan/ECLGS 2.0 secured by exclusive charge on the hypothecated entire current assets of the borrower both present & future and collateral security of hypothecated plant & machinery and other fixed assets in the name of the company other than vehicle & assets exclusively financed by other Bank/Fi's and equitable mortgage of factory land and building (shed) in the name of the company situated at Bardhanyaghata, Haldia, along with Personal Guarantee of Mr Kishan Dhanuka & Mr. Nikunj Dhanuka. Rate of Interest is 9.25% p.a. (PY Interest rate is 9.25%)	Balance amount repayable in 19 equal monthly installments of Rs 0.68 million starting from October 2023 and ending on October 2026.
(ii)	Axis Bank	Working Capital term loan/GECL 1 secured by Exclusive charge on the hypothecated entire current assets of the borrower both present & future and collateral security of hypothecated plant & machinery and other fixed assets in the name of the company other than vehicle & assets exclusively financed by other bank/Fis and equitable mortgage factory in the name of Lal Baba Seamless Tubes Pvt Ltd situated at Bardhanyaghata, Debhog and Haldia. Dist: Purba Midnapur. Rate of Interest is 9.25% p.a. (PY Interest rate is 9.25%)	Fully paid
(iii)	Axis Bank	Term loan 1 secured by Exclusive charge on the hypothecated entire current assets of the borrower both present & future and collateral security of hypothecated plant & machinery and other fixed assets in the name of the company other than vehicle & assets exclusively financed by other Bank/Fi's and equitable mortgage of factory land and building (shed) in the name of the company situated at Bardhanyaghata, Haldia, along with Personal Guarantee of Mr Kishan Dhanuka & Mr. Nikunj Dhanuka. Rate of Interest is 9.50% p.a. (PY interest rate is 9.75%)	Balance amount repayable in 8 quarterly installments of Rs 8.28 million starting from October 2021 and ending on March 2027.
(iv)	Axis Bank	Term Loan 2 secured by exclusive charge on the hypothecated entire current assets of the borrower both present & future and collateral security of hypothecated plant & machinery and other fixed assets in the name of the company other than vehicle & assets exclusively financed by other Bank/Fi's and equitable mortgage of factory land and building (shed) in the name of the company situated at Bardhanyaghata, Haldia along with Personal Guarantee of Mr Kishan Dhanuka & Mr. Nikunj Dhanuka. Rate of Interest is 9.50% p.a. (PY interest rate is 9.75%)	Balance amount repayable in 5 quarterly installments with 4 installments of Rs 7.18 million and 1 installment of Rs. 4.68 million starting from December 2022 and ending on June 2026.
(v)	Axis Bank	Term Loan 3 secured by exclusive charge on the hypothecated entire current assets of the borrower both present & future and collateral security of hypothecated plant & machinery and other fixed assets in the name of the company other than vehicle & assets exclusively financed by other Bank/Fi's and equitable mortgage of factory land and building (shed) in the name of the company situated at Bardhanyaghata, Haldia along with Personal Guarantee of Mr Kishan Dhanuka & Mr. Nikunj Dhanuka. Rate of Interest is 9.50% p.a. (PY interest rate is 9.75%)	Balance amount repayable in 19 quarterly installments with 12 installments of Rs 1.44 million, 4 installments of Rs. 1.68 million, 2 installments of Rs. 1.92 million and 1 installment of Rs. 1.93 million starting from December 2022 and ending on December 2029.
(vi)	Yes Bank	Term Loan 1 secured by First Pari Passu charge on the hypothecated entire current assets of the borrower both present & future and First Pari Passu collateral security of hypothecated plant & machinery and other fixed assets in the name of the company other than vehicle & assets exclusively financed by other Bank/Fi's and equitable mortgage of factory land and building (shed) in the name of the company situated at Bardhanyaghata, Haldia along with irrevocable & unconditional Personal Guarantee of Mr Kishan Dhanuka & Mr. Nikunj Dhanuka. Rate of Interest is 9.50% p.a. (PY interest rate is 9.50%).	Balance amount repayable in 19 quarterly installments with 12 installments of Rs. 4.31 million, 4 installments of Rs. 5.03 million and 3 installments of Rs. 5.75 million starting from March 2023 and ending on December 2029.
(vii)	Yes Bank	Term Loan 2 secured by First Pari Passu charge on the hypothecated entire current assets of the borrower both present & future and First Pari Passu collateral security of hypothecated plant & machinery and other fixed assets in the name of the company other than vehicle & assets exclusively financed by other Bank/Fi's and equitable mortgage of factory land and building (shed) of the company situated at Bardhanyaghata, Haldia along with irrevocable & unconditional Personal Guarantee of Mr Kishan Dhanuka & Mr. Nikunj Dhanuka. Rate of Interest is 9.50% p.a. (PY interest rate is 9.50%).	Balance amount repayable in 12 quarterly installments with 4 installments of Rs. 2.55 million and 8 installments of Rs. 3.37 million starting from June 2023 and ending on March 2028.

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(viii)	Yes Bank	Term Loan 3 secured by First Pari Passu charge on the hypothecated entire current assets of the borrower both present & future and First Pari Passu collateral security of hypothecated plant & machinery and other fixed assets in the name of the company other than vehicle & assets exclusively financed by other bank/Fis and equitable mortgage of factory land and building (shed) in the name of company situated at Bardhanyaghata, Haldia along with irrevocable & unconditional personal guarantee of Mr Kishan Dhanuka & Mr. Nikunj Dhanuka. Rate of Interest is 9.45% p.a.	Balance amount repayable in 19 quarterly installments of Rs 4.45 million starting from March 2025 and ending on December 2029.
(ix)	Bajaj Finance Ltd	- 1st Pari Pasu Charge on MFA (Present & Future) except vehicle and assets exclusively financed by other Lenders (The Charge is shared by Term Lenders only), *- 2nd charge on Current Assets (Present & Future) *- PG of the promoters Mr. Kishan Dhanuka & Mr. Nikunj Dhanuka. Rate of Interest is 9.25% p.a. (PY interest rate is 9.25%)	Balance amount repayable in 17 equal quarterly installments of Rs 10 million starting from August 2024 and ending on May 2029
(x)	Standard Chartered Bank	GECL secured by exclusive charge on the hypothecated entire current assets of the borrower both present & future and all movable fixed assets including plant & machinery of the company as well as collateral security of equitable mortgage of premises no. 40/107, 30/107 & 27/107 Jaya Bibi Road, Ward no. 59, P.S. Belur, P.O. Ghushuri, Howrah-711 107. Rate of Interest is 8.25% p.a. (PY interest rate is 8.25%)	Fully paid
(xi)	HDFC Bank	Capex Term Loan secured by First exclusive charge on the fixed assets of the Uluberia and Belur Factory, Second charge on entire current assets of the company & personal guarantee of Mr. Murari Lal Dhanuka, Mr. Kishan Dhanuka, Mr Nishit Dhanuka & Mrs. Rakhi Dhanuka. Current interest rate is prevailing 6 month MCLR + 120 bps on date of loans disbursal on date of each tranche Reset of pricing happening every half year at prevailing 6 months MCLR + 120 bps for respective tranche.	Fully paid
(xii)	Tata Capital Financial Services Limited	Machine loan is secured by first and exclusive charge of machinery purchased. Rate of Interest is LTIR less 6.75% subject to minimum of 12% p.a.	Fully paid
(xiii)	ICICI Bank	Term Loan secured by First Pari Passu charge on the hypothecated entire current assets of the borrower both present & future and First Pari Passu collateral security of hypothecated plant & machinery and other fixed assets in the name of the company other than vehicle & assets exclusively financed by other Bank/Fi's and equitable mortgage on factory land & building (shed) in the name of the company situated at Bardhanyaghata, Haldia, situated at Uluberia, Howrah & Bally, Howrah along with irrevocable & unconditional Personal Guarantee of Mr Kishan Dhanuka & Mr. Nishit Dhanuka. Rate of Interest is 9.10% p.a.	Balance amount repayable in 25 equal monthly installments of Rs 1.81 million starting from January 2025 and ending on April 2027
(xiv)	Hero Fincorp Ltd	Machinery Term Loan secured by Exclusive charge on the hypothecated assets purchased under the scheme. Rate of Interest is 12.50% p.a. (PY interest rate is 12.50%)	Fully paid
(xv)	SIDBI	Equipment Loan secured by exclusive charge on the hypothecated assets purchased and lien on fixed deposit with SIDBI for Rs. 3.00 millions, along with irrevocable & unconditional Personal Guarantee of Mr. Murari Lal Dhanuka, Mr. Kishan Dhanuka & Mr. Nishit Dhanuka. Rate of Interest is 8.15% p.a. (PY interest rate is 8.15%)	Balance amount repayable in 8 equal monthly installments with 7 installments Rs. 0.18 million & 1 Installment of Rs. 0.19 million starting from June 2021 and ending on November 2025.
(xvi)	SIDBI	Equipment Loan secured by exclusive charge on the hypothecated assets purchased and lien on fixed deposit with SIDBI for Rs. 4.05 millions, along with irrevocable & unconditional Personal Guarantee of Mr. Murari Lal Dhanuka, Mr. Nishit Dhanuka. Rate of Interest is 8.30% p.a.	Balance amount repayable in 52 equal monthly installments with 51 installments of Rs. 0.30 million & 1 Installment of Rs. 0.32 million starting from February 2025 and ending on July 2029.

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(xvii) Vehicle Loans		
Yes Bank	Vehicle loan is secured by first charge by way of hypothecation of car purchased. Rate of Interest is 8.27% p.a. (PY interest rate is 8.27%)	Balance amount repayable in 8 equal monthly installments of Rs 0.02 million starting from December 2020 and ending on November 2025.
Yes Bank	Vehicle loan is secured by first charge by way of hypothecation of cars purchased under the scheme. Rate of Interest is 9.92% p.a. (PY interest rate is 9.92%)	Fully paid
Yes Bank	Vehicle loan is secured by first charge by way of hypothecation of car purchased. Rate of Interest is 8.74% p.a. (PY interest rate is 8.74%)	Balance amount repayable in 32 equal monthly installments of Rs 0.03 million starting from December 2022 and ending on November 2027.
Yes Bank	Vehicle loan is secured by first charge by way of hypothecation of cars purchased under the scheme. Rate of Interest is 9.81% p.a. (PY interest rate is 9.81%)	Fully paid
Yes Bank	Vehicle loan is secured by first charge by way of hypothecation of cars purchased under the scheme. Rate of Interest is 9.81% p.a. (PY interest rate is 9.81%)	Fully paid
Yes Bank	Vehicle loan is secured by first charge by way of hypothecation of cars purchased under the scheme. Rate of Interest is 9.36% p.a. (PY interest rate is 9.36%)	Fully paid
Axis Bank	Vehicle loan is secured by first charge by way of hypothecation of car purchased. Rate of Interest is 7.10% p.a. (PY interest rate is 7.10%)	Balance amount repayable in 23 equal monthly installments of Rs 0.06 million starting from March 2022 and ending on February 2027.
Axis Bank	Vehicle loan is secured by first charge by way of hypothecation of car purchased. Rate of Interest is 9.20% p.a. (PY interest rate is 9.20%)	Balance amount repayable in 30 equal monthly installments of Rs 0.05 million starting from September'2024 and ending on September 2027.
Axis Bank	Vehicle loan is secured by first charge by way of hypothecation of car purchased. Rate of Interest is 9.20% p.a. (PY interest rate is 9.20%)	Balance amount repayable in 30 equal monthly installments of Rs 0.03 million starting from September'2024 and ending on September 2027.
Mercedes Benz Financial Services India Pvt. Ltd.	Vehicle loan is secured by first charge by way of hypothecation of car purchased. Rate of Interest is 7.85% p.a. (PY interest rate is 7.85%)	Balance amount repayable in 24 equal monthly installments of Rs 0.18 million starting from March 2024 and ending on March 2027.
HDFC Bank	Vehicle loan is secured by first charge by way of hypothecation of car purchased. Rate of Interest is 7.20% p.a.(PY interest rate is 7.20%)	Balance amount repayable in 18 equal monthly installments of Rs 0.07 million starting from October 2021 and ending on September 2026.
HDFC Bank	Vehicle loan is secured by first charge by way of hypothecation of car purchased. Rate of Interest is 8.81% p.a. (PY interest rate is 8.81%)	Balance amount repayable in 9 equal monthly installments of Rs 0.02 million starting from February 2023 and ending on December 2025.
ICICI Bank car loan	Vehicle loan is secured by first charge by way of hypothecation of cars purchased under the scheme. Rate of Interest is 8.60% p.a. (PY interest rate is 8.60%)	Fully paid

25.2 Refer Note 52 for Net Debt reconciliation

26 Non Current Lease Liabilities	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Lease Liabilities (Refer Note 61)	99.83	20.40	17.51
Non Current Lease Liabilities Total	99.83	20.40	17.51

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	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
27 Other Non-Current Financial Liabilities			
Financial Guarantee Liability (Refer note below)	0.19	0.13	-
Other Non-Current Financial Liabilities Total	0.19	0.13	-
27.1 This amount represents the fair value of corporate guarantees as provided by the Holding Company in favour of YES Bank and Axis Bank, towards credit facilities and bank guarantee as availed by Lalbaba Projects Private Limited in the financial years 2023-24 and 2024-25. In the first year of issuance, the fair value of the corporate guarantee is recognised as a financial liability, representing the Holding Company's obligation arising from the guarantee. In the subsequent years, the unwinding of the guarantee's value is recognised as other income, reflecting the amortisation of the financial liability over the tenure of the guarantee.			
28 Long Term Provisions	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Provision for employee benefits			
Gratuity (Refer Note 54)	14.11	8.25	3.64
Leave	10.97	8.65	4.45
Long Term Provisions Total	25.08	16.90	8.09
29 Deferred Tax Liabilities (Net)	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Deferred Tax Liabilities			
Arising on account of :			
Property, Plant and Equipments	102.48	95.25	38.71
Investments	3.38	3.38	-
Financial Guarantee	0.85	-	-
Loan	0.49	-	-
Sub-total	107.20	98.63	38.71
Deferred Tax Assets			
Arising on account of :			
Allowance for Expected credit loss	6.96	9.49	3.41
Lease accounting	2.20	0.97	0.61
43B items - expenses allowable on payment	12.42	6.71	2.37
Sub-total	21.58	17.17	6.39
Deferred Tax Liabilities (Net) Total	85.62	81.46	32.32
29.1 Movement in Deferred Tax Liabilities/ (Assets) during the year ended 31st March 2025, 31st March, 2024 and 31st March, 2023			
Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Opening Deferred Tax Liabilities/ (Assets)	81.46	32.31	16.65
Add : Deferred tax during the year routed through Profit and Loss	3.80	12.99	15.37
Add : Deferred tax during the year routed through Other comprehensive income	(0.27)	0.06	0.29
Add : Deferred tax routed through Equity	0.68	-	-
Add : Acquired pursuant to the Business Combination (Refer Note 70)	-	36.10	-
Add : Acquired on acquisition of Subsidiary Company	(0.05)	-	-
Closing Deferred Tax Liabilities/ (Assets)	85.62	81.46	32.31
30 Current Borrowings	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Loans Repayable on demand :			
Secured:			
From Banks			
- Working Capital Loans	1,582.01	1,115.57	660.38
Current Maturity of Secured Long Term Borrowings (Refer Note 25)	192.76	142.24	77.38
Unsecured :			
Loans from Related Parties (Refer Note 51)	50.96	7.63	3.57
Loans from Body Corporate	391.89	218.22	146.85
Loans from Financial Institutions			
- Acceptance for Vendor bill discounting	28.93	-	-
Current Borrowings Total	2,246.55	1,483.66	888.18

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30.1 Details of Security given for Working Capital Loans & Other Terms

i) Holding Company

Working Capital facility sanctioned by Axis Bank and Yes Bank is secured by first Pari Passu charge on hypothecation of Raw Materials, WIP, Finished Goods, Stores, Spares, Book Debts and all other current assets of the Holding company, both present & future and collateral security of hypothecation of Plant & Machinery & other fixed assets of the Holding company (except land & building) in the name of the Holding company except vehicles and assets exclusively financed by other Bank/FI's. Extension of Equitable Mortgage of factory land & building (shed) in the name of the Holding company situated at Bardhanyaghata, Haldia and Personal Guarantee of Mr. Kishan Dhanuka & Mr. Nikunj Dhanuka.

Rate of Interest is 9.00% p.a and 9.20% p.a (PY Interest rate is 9.50% and 9.25%) for facility taken from Axis Bank and Yes bank respectively.

Working Capital facility sanctioned by ICICI bank is secured by hypothecation of Current Assets of the Holding Company, both present & future and collateral security of hypothecation of Plant & Machinery & other fixed assets of the Holding Company (except land & building) in the name of the Holding Company except vehicles and assets exclusively financed by other bank/Fis. Extension of Equitable Mortgage of factory land & building (shed) in the name of the Holding Company situated at Bardhanyaghata, Haldia, situated at Under Joargori Gram Panch, Uluberia, Howrah & situated at Ghosuri, Howrah and Personal Guarantee of Mr. Kishan Dhanuka and Mr. Nishit Dhanuka.

Rate of Interest is 9.10% p.a.

ii) Subsidiary Company

Cash credit facility from Axis Bank is secured by hypothecation of entire current assets including cash flows of the borrower, both present and future. Cash credit is personally guaranteed by directors of the Subsidiary company - Mahesh Dhanuka and Kishan Dhanuka and subsequently a corporate guarantee is also given by NF Forgings Private Limited and Holding Company- Lalbaba Engineering Limited. Rate of interest is REPO + 2.50% (presently 9% p.a) payable at monthly intervals for the facility taken from AXIS bank

30.2 Details of Unsecured loan and their terms

i) Holding Company

Other Unsecured loans of Holding Company are repayable on demand and their interest rate varies from 8.00% - 14.50%.

ii) Subsidiary Company

Loan from Related Party of Subsidiary Company is repayable on demand.

30.3 Charges are fully satisfied except in the following cases charges have not been satisfied within the statutory period 2024-25 for the reason mentioned below:

Brief description of the charges	Reason for Non satisfaction of charge
(a) Delayed	
Availing of various financial facilities from Axis Bank Ltd.	NOC from Lender received on 21.09.2024 and Form CHG-4 filled with MCA towards satisfaction of charge on 28.09.2024
Machinery Term Loan - Purchase of Machinery from Hero Fincorp Ltd.	NOC from Lender received on 30.12.2024 and Form CHG-4 filled with MCA towards satisfaction of charge on 16.01.2025
Machinery Term Loan - Purchase of Machinery from Hero Fincorp Ltd.	NOC from Lender received on 30.12.2024 and Form CHG-4 filled with MCA towards satisfaction of charge on 16.01.2025
Channel Finance - Tata Capital Limited	NOC from Lender received on 16.05.2024 and Form CHG-4 filled with MCA towards satisfaction of charge on 12.11.2024
Machine Loan - Tata Capital Limited	NOC from Lender received on 28.01.2025 and Form CHG-4 filled with MCA towards satisfaction of charge on 03.02.2025
(b) Non-receipt of NOC from lender	
Machinery Term Loan - Purchase of Machinery from Hero Fincorp Ltd.	Loan was fully settled on 28.02.2024, but No Dues Certificate (NOC) is yet to be received from Herofincorp Ltd.
Working capital facilities from Standard Chartered Bank	Loan was fully settled on 18.02.2025, but No Dues Certificate (NOC) is yet to be received from Standard Chartered Bank
Working capital facilities from HDFC Bank	Loan was fully settled on 24.12.2024, but No Dues Certificate (NOC) is yet to be received from HDFC Bank

30.3 Refer Note 52 for Net debt reconciliation

	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
31 Current Lease Liabilities			
Lease Liabilities (Refer Note 61)	32.39	7.75	3.25
Unpaid Lease liability	1.34	-	-
Current Lease Liabilities Total	33.73	7.75	3.25
32 Trade Payables			
Total outstanding dues of micro enterprise and small enterprises	33.11	23.73	22.32
Total outstanding dues of creditors other than micro enterprises and small enterprises	851.71	563.73	267.52
Acceptance*	35.71	51.04	41.20
Trade Payables Total	920.53	638.50	331.04

* Acceptance represents LC discounted by vendors.

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32.1 Trade Payables ageing schedule

Particulars	As at 31st March, 2025 (Consolidated)				
	Outstanding for following periods from date of transactions *				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro and small enterprises	32.89	0.17	0.01	0.04	33.11
Total outstanding dues of creditors other than micro and small enterprises	801.46	7.71	0.16	2.84	812.17
Disputed dues of micro and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Sub-Total	834.35	7.88	0.17	2.88	845.28
Unbilled Dues	-	-	-	-	75.25
Grand Total	834.35	7.88	0.17	2.88	920.53

Particulars	As at 31st March, 2024 (Consolidated)				
	Outstanding for following periods from date of transactions *				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro and small enterprises	23.69	0.04	-	-	23.73
Total outstanding dues of creditors other than micro and small enterprises	566.18	8.37	2.78	0.56	577.89
Disputed dues of micro and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Sub-Total	589.87	8.41	2.78	0.56	601.62
Unbilled Dues	-	-	-	-	36.88
Grand Total	589.87	8.41	2.78	0.56	638.50

Particulars	As at 31st March, 2023 (Standalone)				
	Outstanding for following periods from date of transactions *				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro and small enterprises	22.32	-	-	-	22.32
Total outstanding dues of creditors other than micro and small enterprises	276.87	2.13	0.90	2.04	281.94
Disputed dues of micro and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Sub-Total	299.19	2.13	0.90	2.04	304.26
Unbilled Dues	-	-	-	-	26.78
Grand Total	299.19	2.13	0.90	2.04	331.04

* Transaction date has been considered for calculating the ageing of the outstanding amount.

32.2 Trade payables to related parties are disclosed as a part of Note 51 - Related party transactions along with other related parties transactions.

32.3 To the extent, the Group has received intimation from the suppliers regarding their status under Micro, Small and Medium Enterprise Development Act, 2006 the details are provided as under:

Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
i) Principal amount outstanding at the end of the year	33.11	23.73	22.32
ii) Interest on Principal amount due at the end of the year	0.15	0.09	0.13
iii) Interest on principal amount paid beyond appointment day	-	-	-
iv) The amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment date during the year) but without adding the amount of interest specified under MSME development Act.	-	-	-
v) The amount of Interest accrued and remaining unpaid at the end of the year	0.15	0.09	0.13
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of MSME Development Act.	0.15	0.09	0.13

33 Other Current Financial Liabilities	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Payable to Employees	46.55	33.10	15.31
Security Deposit from Customer	5.20	5.20	7.20
Interest Accrued but not due on Borrowings	10.83	3.88	1.08
Financial Guarantee Liability (Refer Note 27.1)	0.54	0.67	-
Liability against Capital Expenditure	7.04	5.79	18.75
Other Current Financial Liabilities Total	70.16	48.64	42.34

34 Other Current Liabilities	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Advances from Customers	64.30	116.34	37.95
Statutory Liabilities	61.99	29.54	9.52
Other Liabilities	0.59	0.59	0.59
Other Current Liabilities Total	126.88	146.47	48.06

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	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
35 Short Term Provisions			
Provision for employee benefits			
Gratuity (Refer Note 54)	2.51	3.47	0.39
Leave	1.97	1.87	0.85
Short Term Provisions Total	4.48	5.34	1.24
36 Current Tax Liabilities (Net)			
Income Tax Payable (net of advance tax)	11.84	4.67	-
Current Tax Liabilities (Net) Total	11.84	4.67	-
37 Revenue from Operations	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Sale of Products	7,357.34	5,697.40	3,176.69
Sale of Services	74.21	26.65	55.54
Sub-Total (A)	7,431.55	5,724.05	3,232.23
Other Operating Income			
- Scrap Sales	265.81	245.83	185.18
- Duty Drawback	7.42	7.43	9.46
- Export Incentive	4.31	4.33	2.68
- Exchange Gain/ (Loss)	6.98	13.37	3.31
- Others	-	-	0.10
Sub-Total (B)	284.52	270.96	200.73
Revenue from Operations Total	7,716.07	5,995.01	3,432.96
37.1 Disaggregation of revenue			
a Timing of revenue recognition			
At a point in time	7,641.86	5,968.36	3,377.42
Over time	74.21	26.65	55.54
	7,716.07	5,995.01	3,432.96
b Geographical Region			
India	7,180.00	5,506.00	2,802.61
Overseas	536.07	489.01	630.35
	7,716.07	5,995.01	3,432.96
c Type of Sales			
Services	74.21	26.65	55.54
Goods (including other operating income)	7,641.86	5,968.36	3,377.42
	7,716.07	5,995.01	3,432.96
37.2 Reconciliation of Revenue with Contract Price			
Contract Price	7,434.61	5,726.09	3,234.19
Less: Discounts and Incentives	3.06	2.04	1.96
Revenue from Sales of Products and Services	7,431.55	5,724.05	3,232.23
38 Other Income	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Interest Income	9.77	5.62	0.57
Gain on loss of control	3.62	-	-
Financial Guarantee Income (Refer Note 27.1)	0.67	-	-
Claim & Incentives	0.62	0.73	7.43
Rent Income	2.31	2.31	0.36
Insurance Claim Received	-	-	10.68
Gain on termination of lease	0.20	-	-
Profit on sale on Property, Plant & Equipment	-	0.73	-
Sundry Balances Written back	-	-	-
Miscellaneous Income *	1.25	0.00	-
Other Income Total	18.44	9.39	19.04
* Figure below rounding off norms			

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	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
39 Cost of Materials Consumed			
Opening Stock	137.65	72.89	146.71
Acquired pursuant to the Scheme of Arrangement (Refer Note no. 70)	-	127.38	-
Acquired in business combination	2.18	-	-
Add: Purchase during the year	4,818.52	3,635.03	1,873.95
	4,958.35	3,835.30	2,020.66
Less: Closing Stock	345.74	137.65	72.89
Cost of materials consumed Total	4,612.61	3,697.65	1,947.77
40 Change in Inventories of Work in Progress, Finished Goods, Stock-in-trade and Scrap			
	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Inventories at the Beginning of the Year			
Work-in-Progress	593.85	261.01	157.79
Finished Goods	198.03	82.95	111.28
Scrap	3.99	2.73	9.84
Stock in Transit - Finished Goods	-	-	-
	795.87	346.69	278.91
Acquired pursuant to the Scheme of Arrangement (Refer Note no. 70)			
Work-in-Progress	-	86.53	-
Finished Goods	-	109.82	-
Scrap	-	-	-
Stock in Transit - Finished Goods	-	-	-
	-	196.35	-
Inventories at the End of the Year			
Work-in-Progress	397.69	593.85	261.01
Finished Goods	479.15	198.03	82.95
Scrap	21.12	3.99	2.73
Stock in Transit - Finished Goods	19.68	-	-
	917.64	795.87	346.69
Changes In Inventories Total	(121.77)	(252.83)	(67.78)
41 Employee Benefits Expense			
	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Salaries & Wages *	402.78	272.56	135.20
Contribution to Provident and Other Funds	16.52	10.94	5.93
Gratuity expense (Refer Note 54)	4.84	4.59	2.54
Staff Welfare Expenses	9.39	9.59	4.73
Employee Benefits Expense Total	433.53	297.68	148.40
* Includes Commission paid to Executive Directors Rs. 6.51 millions for the year ended 31st March, 2025			
42 Finance Costs			
	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Interest Expenses on Borrowing	229.12	208.68	87.43
Interest on Lease Liabilities (Refer Note 61)	15.46	2.52	1.53
Other Borrowing Costs	28.87	21.34	15.02
Finance Costs Total	273.45	232.54	103.98
43 Depreciation and Amortization Expense			
	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Depreciation for the year on Property, Plant and Equipment (Refer Note 5)	140.28	116.43	60.21
Depreciation for the year on Right of Use Assets (Refer Note 6)	10.41	6.92	2.21
Amortisation for the year on Intangible Assets (Refer Note 8B)	2.87	2.55	-
Depreciation and Amortization Expense Total	153.56	125.90	62.42

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	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
44 Other Expenses			
Power & Fuel	450.44	410.69	311.95
Consumption of Stores and Spares (including packing materials)	524.24	406.20	368.55
Labour Charges	357.33	253.01	98.26
Transportation Charges	161.06	95.26	111.43
Legal and Professional fees	59.30	130.51	67.09
Rent	14.51	5.36	2.39
Rates & Taxes	18.57	15.28	4.03
Repairs and Maintenance			
-Repairs and Maintenance - Building	10.42	8.45	7.49
-Repairs and Maintenance - Machinery	36.11	26.04	17.11
-Other Repairs & Maintenance	26.92	25.43	8.91
Insurance Charges	7.68	8.76	3.92
Commission & Brokerage	27.80	16.19	11.25
Sundry balances written off/ (back) (net)	0.72	14.72	-14.32
Allowances for Bad and Doubtful Trade Receivables	(10.05)	10.75	2.22
Loss on Property, Plant & Equipment sold/scrapped/written off	1.05	-	-
Business Promotion	20.27	9.52	7.69
Expenditure on Corporate Social Responsibility	4.78	3.90	1.88
Payment to Auditors			
- Audit Fees	3.04	1.92	1.15
-Tax Audit Fees	-	-	0.25
Retainership Fees	1.50	-	-
Other Miscellaneous Expenses	101.22	92.11	56.59
Other Expenses Total	1,816.91	1,534.10	1,067.84
44.1 Payment to Auditors			
For Statutory Audit	2.08	1.80	1.15
For Tax Audit	-	-	0.25
For Other Services (Certification etc.)	0.91	0.10	-
Reimbursement of Expenses	0.05	0.02	-
Total	3.04	1.92	1.40
45 Tax Expense			
Current Tax	136.50	86.79	30.58
Income Tax for earlier years	1.30	6.54	0.78
Deferred Tax	3.80	12.99	15.37
Tax Expense Total	141.60	106.32	46.73
45.1 Reconciliation of estimated Income tax expense at Indian statutory Income tax rate to income tax expense reported in statement of Profit & Loss			
Profit from before income tax expense	566.02	372.40	189.37
Income Tax rate*	25.168%	25.168%	25.168%
Estimated Income Tax Expense	142.46	93.73	47.66
Income Tax for earlier years	1.30	6.54	0.78
Effect of Income Tax exempt from taxation (under Section 80JJAA of the Income Tax Act, 1961)	(2.73)	(1.24)	(0.56)
Effect of Expenses that are not deductible in determining taxable profit	1.48	0.71	0.54
Effect of profit/loss from sale of assets	0.26	(0.18)	-
Other items	(1.17)	6.76	(1.69)
Income tax expense in Statement of Profit & Loss	141.60	106.32	46.73
* Applicable Income Tax rate for Financial Year ending 2025, 2024 and 2023 was 25.168%.			
46 Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plans	(1.07)	0.23	1.15
Less: Tax expense on the above	0.27	(0.06)	(0.29)
Share of Other Comprehensive Income/(loss) in Associates, Joint ventures (net of taxes)	0.08	0.00	-
Other Comprehensive Income Total	(0.72)	0.17	0.86
47 Earnings per Share			
Nominal Value of Equity Shares (Rs.)	10.00	10.00	10.00
Profit attributed to the Equity shareholders of the company	408.30	266.08	142.64
Weighted average number of equity shares	4,69,66,955	3,87,57,752	3,86,34,200
Add: Share Suspense	-	70,81,403	-
Weighted average number of equity shares for Basic EPS	4,69,66,955	4,58,39,155	3,86,34,200
Impact of share split affected after 31st March 2025 (each share of Face Value of Rs 10 split into 2 shares of Face Value of Rs 5 each)	4,69,66,955	4,58,39,155	3,86,34,200
Weighted average number of equity shares post split used as denominator in calculating Basic EPS	9,39,33,910	9,16,78,310	7,72,68,400
Add: Adjustment for calculation of diluted Earning Per Share (After considering share split)	84,50,630	91,80,000	91,80,000
Total Weighted average number of equity shares for Diluted EPS	10,23,84,540	10,08,58,310	8,64,48,400
Basic earnings per share (Rs.)	4.35	2.90	1.85
Diluted earnings per share (Rs.)	3.99	2.64	1.65
Note: Subsequent to the Balance sheet date, the Holding Company has sub-divided its equity shares from Face Value of Rs 10 each to Face value of Rs 5 each. Accordingly, as required by IND AS 33 Earning Per Share, the EPS of the current and previous periods has been restated.			

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48 Contingent Liabilities

Sl. No.	Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
a)	Demands/claims not acknowledged as debts and contested by the Company (*)			
i.	GST in dispute/ under appeal	1.34	0.10	-
ii.	Excise/ Service tax matter in dispute/ under appeal	6.46	-	-
iii.	Income tax in dispute/ under appeal	1.23	-	-
Total		9.03	0.10	-

* Based on discussions with the solicitors/ favourable decisions in similar cases/legal opinions taken by the Holding Company, the Holding Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Holding Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements. The Holding company does not expect the impact, if any, to be material.

b) Matters under litigation/dispute

During the Financial year 2023-24, the holding company has received intimation under section 143(1) of the Income Tax Act, 1961 relating to Financial Year 2022-23 where certain disallowances have been made in the Assessment by Assessing officer resulting in less income tax refund amounting to Rs. 5.93 millions. In view of the management, certain disallowances are incorrect and therefore the company has filed an appeal against the said assessment order contesting the disallowances as made before CIT Appeal, the first appellate authority. Hence no adjustment has been considered in books in respect of the above intimation received.

- 48.1** During the financial year 2023-24, Holding Company - Lalbaba Engineering Limited (formerly Lal Baba Seamless Tubes Private Limited) and SF Forgings Private Limited jointly provided a corporate guarantee amounting to Rs 200 million on behalf of Lalbaba Projects Private Limited. This guarantee was renewed in financial year 2024-25.

49 Commitments

Sl. No.	Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
i.	Estimated amount of contracts remaining to be executed on Capital Account (Net of Advances)	59.36	14.37	20.74

50 Segment Reporting

The Group is engaged in a single segment, therefore segment reporting is not required.

Revenue from one (31 March 2024: NIL, 31 March 2023: NIL) customer of the Group is Rs. 940.09 million (31 March 2024: NIL, 31 March 2023: NIL) which is more than 10 percent of the Group's total revenue.

51 Related Party Disclosures

51.1 Names of related parties and description of relationship

a) Holding Company

LBIC Engineering Private Limited

b) Subsidiary Company

Indodeutsche Precision Tubes Private Limited (till 07-07-2024)

Lalbaba NF Rail Engg Private Limited (w.e.f 13-04-2024)

b) Associate Company

Lalbaba Projects Private Limited (w.e.f 01-04-2023)

Raillex Engineering Private Limited (w.e.f 01-10-2024)

c) Joint Ventures

Lalbaba NF Rail Engg Private Limited (w.e.f 04-01-2024 till 12-04-2024)

Indodeutsche Precision Tubes Private Limited (w.e.f 08-07-2024)

DTL Lalbaba Rail Engg LLP (w.e.f 01-04-2023)

d) Key Management Personnels (KMP)

Kishan Dhanuka (Chairman-cum- Managing Director)

Nikunj Dhanuka (Whole time Director)

Nishit Dhanuka (Whole time Director)

Amit Dhanuka (Whole time Director)

Neeraj Sureka (Chief Financial Officer w.e.f 4th November 2024)

Kaushik Kundu (Company Secretary upto 31st May 2025)

Anatha Bandhaba Chakrabarty (Company Secretary and compliance officer w.e.f 1st June 2025)

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e) Relatives of KMP

Rakhi Dhanuka (KMP Kishan Dhanuka's wife)
Chawi Garodia (KMP Nikunj Dhanuka's wife, Vice-President, Export Marketing)
Kriti Dhanuka (KMP Nishit Dhanuka's wife, Vice-President, Branding)

f) Enterprises in which KMPs / relatives have Significant influence / Control

Kishan Dhanuka & Sons HUF (KMP Kishan Dhanuka is Karta)
Swamiji Transmission Private Limited (KMP Nikunj Dhanuka & Nishit Dhanuka are common Directors)
KCD Lifestyle (KMP Nishit Dhanuka's wife is proprietor)
Expansion Bellows Private Limited (KMP Kishan Dhanuka & Nishit Dhanuka are common Directors)
Lalbaba Industrial Corporation Private Limited (KMP Kishan Dhanuka & Nishit Dhanuka are common Director)
Macedon Vinimay Private Limited (KMP Kishan Dhanuka's brother is a Director)
NF Forgings Private Limited (KMP Kishan Dhanuka's brother is a Director)
SF Forgings Private Limited (KMP Kishan Dhanuka is a common Director)
S N R Trading Company Private Limited (KMP Nishit Dhanuka is common Director)
Lalbaba Metalics Private Limited (KMP Kishan Dhanuka's brother is a Director)

51.2 Summary of transactions with the related parties

Particulars	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Reimbursement of Expenses			
Kishan Dhanuka	0.01	0.32	0.02
Nikunj Dhanuka	1.88	1.59	0.05
Nishit Dhanuka	3.65	7.05	1.19
Kaushik Kundu	0.01	0.02	0.02
Railex Engineering Private Limited	10.10	-	0.01
Chawi Garodia	0.91	0.10	-
SF Forgings Private Limited	0.21	0.02	-
Amit Dhanuka	2.54	1.01	-
Neeraj Sureka	0.00	-	-
Lalbaba Industrial Corporation Private Limited (Refer note 70)	0.09	-	-
Indodeutsche Precision Tubes Private Limited	0.22	-	-
Swamiji Transmission Private Limited	0.60	-	-
Lalbaba Projects Private Limited	1.96	-	-
LBIC Engineering Private Limited	1.37	-	-
SF Forgings Private Limited	-	0.03	-
Loans & Advances			
Kishan Dhanuka	-	0.04	-
Macedon Vinimay Private Limited	-	10.00	-
Lalbaba Projects Private Limited	-	89.05	-
Rent Expenses			
Kishan Dhanuka	0.90	1.80	-
Rent and Electricity Expenses			
LBIC Engineering Private Limited	4.26	-	-
Purchase of shares			
Nikunj Dhanuka	-	0.05	-
Loan Given			
Indodeutsche Precision Tubes Private Limited	191.94	-	-
Loan Repaid			
Nishit Dhanuka	-	10.39	-
Amit Dhanuka	-	22.60	-

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Short term Employee benefits*			
Kishan Dhanuka	15.60	-	-
Amit Dhanuka	3.25	-	-
Nishit Dhanuka	7.80	-	-
Nikunj Dhanuka	7.80	-	-
Kaushik Kundu	0.72	0.65	0.62
Neeraj Sureka	2.18	-	-
Rakhi Dhanuka	1.21	-	-
Kriti Dhanuka	3.01	-	-
Chawi Garodia	3.01	-	-
Director's commission			
Kishan Dhanuka	2.60	-	-
Amit Dhanuka	1.30	-	-
Nishit Dhanuka	1.30	-	-
Nikunj Dhanuka	1.30	-	-
Corporate guarantee given			
Lalbaba Projects Private Limited	200.00	200.00	-
Corporate guarantee released			
Lalbaba Projects Private Limited	200.00	-	-
Sale of Material			
Railex Engineering Private Limited	4.38	6.43	1.03
NF Forgings Private Limited	304.07	164.65	90.23
DTL Lalbaba Rail Engg LLP	4.97	179.15	-
Lalbaba Projects Private Limited	132.49	172.93	150.37
Lalbaba Industrial Corporation Private Limited (Refer note 70)	24.56	33.32	-
Sale of Service			
Railex Engineering Private Limited	12.93	-	-
Indodeutsche Precision Tubes Private Limited	13.23	-	-
Sale of Land			
NF Forgings Private Limited	62.64	-	-
Purchase of Material or Service			
Railex Engineering Private Limited	250.24	0.99	25.78
Macedon Vinimay Private Limited	10.54	11.64	1.46
Lalbaba Industrial Corporation Private Limited (Refer note 70)	109.58	46.13	115.83
NF Forgings Private Limited	390.38	17.86	1.31
Lalbaba Metallics Private Limited	2.77	-	-
Rent Income			
Lalbaba Projects Private Limited	0.12	-	-
Indodeutsche Precision Tubes Private Limited	0.39	-	-
Railex Engineering Private Limited	1.80	-	-
Other Income			
Railex Engineering Private Limited	-	0.04	-
NF Forgings Private Limited	-	0.17	-
Advance given for Material, trade or services			
NF Forgings Private Limited	-	12.32	-
DTL Lalbaba Rail Engg LLP	-	24.05	-
Swamiji Transmission Private Limited	-	1.16	-
S N R Trading Company Private Limited	-	5.23	-

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Purchase of Capital Goods			
NF Forgings Private Limited	-	0.45	-
Lalbaba Projects Private Limited	0.69	-	-
Professional & Consultancy Charges			
LBIC Engineering Private Limited	-	92.40	50.94
Recovery of Advance			
Kishan Dhanuka & Sons - HUF	-	-	1.22
Kriti Dhanuka	-	-	3.15
Write off - Unsecured Loan			
Expansion Bellows Private Limited	-	-	0.03
Unsecured Loan Received			
S N R Trading Co Private Limited	170.00	-	-
NF Forgings Private Limited	47.50	-	-
Unsecured Loan paid			
S N R Trading Co Private Limited	174.00	-	-
Interest Expenses on Unsecured Loan			
Kriti Dhanuka	0.32	0.32	0.29
S N R Trading Co Private Limited	2.52	-	-
NF Forgings Private Limited	2.66	-	-
Interest Income on Loan			
Indodeutsche Precision Tubes Private Limited	1.94	-	-
Staff Advance Given			
Kriti Dhanuka	-	-	1.85
Purchase of Equity Shares of Railex Engineering Pvt Ltd			
LBIC Engineering Private Limited	9.69	-	-
Purchase of Equity Shares of Lalbaba NF Rail Engg Private Limited			
NF Forgings Private Limited	0.01	-	-
Investment in Equity Shares			
Indodeutsche Precision Tubes Private Limited	89.90	0.10	-
Lalbaba NF Rail Engg Private Limited	-	0.50	-
Loan Taken			
Amit Dhanuka	-	22.60	-
Proceeds from Issue of Shares			
Amit Dhanuka	-	33.90	-
Business Promotion Expenses			
KCD Lifestyle	0.08	-	-
Advance Received			
NF Forgings Private Limited	19.50	-	-

All the above transactions are exclusive of GST.

* Excludes leave encashment and gratuity which is based on actuarial valuation provided on overall Company basis.

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51.3 Summary of Outstanding balances with the related parties

Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Short-term employee benefits			
Nikunj Dhanuka	0.21	-	-
Amit Dhanuka	0.50	-	-
Neeraj Sureka	0.44	-	-
Kaushik Kundu	0.06	-	-
Director's Commission payable			
Kishan Dhanuka	1.67	-	-
Nikunj Dhanuka	0.84	-	-
Amit Dhanuka	0.84	-	-
Nishit Dhanuka	0.84	-	-
Advance from Customer			
Railex Engineering Private Limited	-	0.00	-
Indodeutsche Precision Tubes Private Limited	0.08	-	-
Advance given for Material, trade or services			
LBIC Engineering Private Limited	0.01	5.55	2.88
SF Forgings Private Limited	-	-	3.50
DTL Lalbaba Rail Engg LLP	11.40	15.25	-
Lalbaba Industrial Corporation Private Limited (Refer note 70)	-	2.37	-
Lalbaba NF Rail Engg Private Limited	-	3.01	-
Lalbaba Projects Private Limited	-	15.53	9.70
NF Forgings Private Limited	-	3.63	-
Loan Receivable			
Indodeutsche Precision Tubes Private Limited	191.94	-	-
Investments in Shares			
Lalbaba NF Rail Engg Private Limited	-	0.50	-
Indodeutsche Precision Tubes Private Limited	90.00	0.10	-
Railex Engineering Private Limited	9.69	-	-
Lalbaba Projects Private Limited	0.05	-	-
Investment in LLP			
DTL Lalbaba Rail Engg LLP (Capital Account)	0.05	0.05	-
DTL Lalbaba Rail Engg LLP (Current Account)	1.44	0.41	-
Management Consultancy Service			
LBIC Engineering Private Limited	-	0.30	-
Reimbursement of Expense Payable			
Kishan Dhanuka	-	-	0.02
Nishit Dhanuka	0.01	0.17	0.22
Nikunj Dhanuka	-	0.01	0.43
Chawi Garodia	0.01	0.02	-
Amit Dhanuka	0.11	0.22	-

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Reimbursement of Expense Receivable			
Indodeutsche Precision Tubes Private Limited	-	0.00	-
Trade Payables			
Swamiji Transmission Private Limited	-	0.02	0.12
Lalbaba NF Rail Engg Private Limited	-	-	-
Macedon Vinimay Private Limited	1.98	0.91	0.34
NF Forgings Private Limited	119.27	2.21	0.46
LBIC Engineering Private Limited	0.04	-	0.05
Lalbaba Industrial Corporation Private Limited (Refer note 70)	22.18	16.14	-
Lalbaba Metalics Private Limited	0.58	-	-
Trade Receivable			
Railex Engineering Private Limited	24.32	0.92	0.52
Lalbaba Projects Private Limited	12.53	98.31	46.61
NF Forgings Private Limited	29.37	18.01	5.02
DTL Lalbaba Rail Engg LLP	24.88	120.47	-
Lalbaba NF Rail Engg Private Limited	-	0.08	-
Lalbaba Industrial Corporation Private Limited (Refer note 70)	13.03	9.08	-
Unsecured Loan Payable			
S N R Trading Co Private Limited	-	4.06	-
NF Forgings Private Limited	47.39	-	-
Kriti Dhanuka	3.50	3.57	3.57
Interest on Unsecured Loan Payable			
Kriti Dhanuka	0.07	-	-
Corporate guarantee given			
Lalbaba Projects Private Limited	200.00	200.00	-

51.4 Key Management Personnel compensation

Particulars	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Short-term employee benefits	43.86	0.65	0.62
Post-employment benefits	-	-	-
Total compensation	43.86	0.65	0.62

51.5 Major terms and conditions of transactions with related parties

Transactions with related parties are carried out in the normal course of business at arm's length prices.

51.6 The following are the details of the transactions and balances which were eliminated upon consolidation as per Ind AS 24 read with SEBI ICDR Regulations during the year ended March 31, 2025 and March 31, 2024

(i) Lalbaba NF Rail Engg Private Limited

Particulars	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)
Transactions during the year		
Sale of Material	64.56	-
Loan given	45.00	-
Interest income on Loan given	2.57	-
Corporate guarantee given*	300.00	-
Outstanding Balance as at the year end		
Advance from Customer	50.00	-
Trade Receivable	11.20	-
Loan receivable	45.00	-
Interest receivable	2.32	-
Corporate guarantee received*	300.00	-
Fair value of financial guarantee received	2.70	-

* During the financial year 2024-25, Lalbaba Engineering Limited (formerly Lal Baba Seamless Tubes Private Limited) and NF Forgings Private Limited has jointly given a corporate guarantee amounting to Rs. 300 millions on behalf of Lalbaba NF Rail Engg Private Limited.

(ii) Indodeutsche Precision Tubes Private Limited (Subsidiary till July 07, 2024)

Transactions during the year		
Rent income	0.39	-

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52 Net Debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt during the year

Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Cash and cash equivalents	44.76	4.77	6.05
Other balances with banks	46.97	32.13	-
Current Borrowings	(2053.78)	(1341.42)	(810.80)
Non-current Borrowings (including Current Maturities and Interest Accrued)	(604.29)	(632.65)	(406.91)
Lease Liabilities	(133.56)	(28.15)	(20.76)
Net Debt	(2699.90)	(1965.32)	(1232.42)

Net Debt Reconciliation as at 31st March 2025

Particulars	Cash and Cash Equivalents including Cash Credit	Other balances with banks	Borrowings (including Current Maturities and Interest Accrued)	Lease Liabilities	Total
Net Debt as at April 1, 2024	4.77	32.13	(1974.07)	(28.15)	(1965.32)
Cash flows (net)	39.99	14.84	(669.29)	-	(614.46)
Additions of lease liability	-	-	-	(126.36)	(126.36)
Payment of lease liabilities	-	-	-	34.01	34.01
Elimination on termination of lease	-	-	-	2.39	2.39
Finance cost	-	-	(257.99)	(15.45)	(273.44)
Finance cost paid	-	-	243.28	-	243.28
Net Debt as at March 31, 2025	44.76	46.97	(2658.07)	(133.56)	(2699.90)

Net Debt Reconciliation as at 31st March 2024

Particulars	Cash and Cash Equivalents including Cash Credit	Other balances with banks	Borrowings (including Current Maturities and Interest Accrued)	Lease Liabilities	Total
Net Debt as at April 1, 2023	6.05	-	(1217.71)	(20.76)	(1232.42)
Cash flows (net)	(1.28)	32.13	(751.41)	-	(720.56)
Acquired pursuant to Business Combination	-	-	-	(2.51)	(2.51)
Additions	-	-	-	(10.50)	(10.50)
Payment of lease liabilities	-	-	-	8.14	8.14
Finance cost	-	-	(230.02)	(2.52)	(232.54)
Finance cost paid	-	-	225.07	-	225.07
Net Debt as at March 31, 2024	4.77	32.13	(1974.07)	(28.15)	(1965.32)

Net Debt Reconciliation as at 31st March 2023

Particulars	Cash and Cash Equivalents including Cash Credit	Other balances with banks	Borrowings (including Current Maturities and Interest Accrued)	Lease Liabilities	Total
Net Debt as at April 1, 2022	1.77	0.71	(811.74)	(15.40)	(824.66)
Cash flows (net)	4.28	(0.71)	(404.89)	-	(401.32)
Additions	-	-	-	(6.68)	(6.68)
Payment of lease liabilities	-	-	-	2.85	2.85
Finance cost	-	-	(102.45)	(1.53)	(103.98)
Finance cost paid	-	-	101.37	-	101.37
Net Debt as at March 31, 2023	6.05	-	(1217.71)	(20.76)	(1232.42)

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53 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a Group meeting the applicable threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The details of CSR are as under:

Particulars	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Gross amount required to be spent by the Group during the year	4.79	2.75	1.87
Amount spent during the year:			
(i) Construction / acquisition of any assets			
- In Cash	-	-	-
- Yet to be paid in cash	-	-	-
Total	-	-	-
(ii) Purposes other than above			
- In Cash	4.22	4.48	1.88
- Yet to be paid in cash	-	-	-
Total	4.22	4.48	1.88
Shortfall /(Excess) at the end of the year	0.56	(1.73)	(0.01)
Cumulative shortfall/ (excess)	(1.18)	(1.74)	(0.50)
Reason of shortfall	NA	NA	NA
Nature of CSR activities	Old Age Home expenses, Promotion of Education	Renovation of School, Old Age Home expenses	Renovation of School, Old Age Home expenses, Promotion of Education
Details of related party transactions	Nil	Nil	Nil

In Case of Section 135(5) Excess Amount spent

Year	Opening balance	Amount required to be spent during the year	Amount spent during the year	Closing Balance
2024-25	1.74	4.79	4.22	1.18
2023-24	0.01	2.75	4.48	1.74
2022-23	-	1.87	1.88	0.01

54 Disclosure pursuant to Indian Accounting Standard - 19 'Employee Benefits'

54.1 Defined Contribution Plan:

a Provident Fund Contribution

Provident Fund as per the provisions of the Employees Provident Funds and Miscellaneous Provisions Act, 1952.

b The amount recognized as an expense for the Defined Contribution Plans are as under:

Sl. No.	Particulars	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
a	Provident Fund	16.52	10.94	5.93

54.2 Defined Benefit Plan:

The Group has one type of defined benefit plan :

a Gratuity Plan

Every employee who has completed five years or more of service is entitled to Gratuity as per the provisions of the Payment of Gratuity Act, 1972. The present value of defined obligation and related current cost are measured using the Projected Unit Credit Method with actuarial valuation being carried out at Balance Sheet date.

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b Risk Exposure

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

INTEREST RATE RISK	The Defined Benefit Obligation calculation uses a discount rate based on government bonds. If bonds yield fall, the defined benefit obligation will increase.
SALARY GROWTH RISK	The present value of defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of plan participants will increase the plan liabilities.
DEMOGRAPHIC RISK	This is the risk of variability of results due to unsystematic nature of variables that include mortality, withdrawal, disability and retirement. The effect of these variables on the defined benefit obligation is not straight forward and depend upon the combination of factors drawing weightage from salary increase, discount rate and vesting criteria.

c Reconciliation of the net defined benefit (asset)/ liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset)/ liability and its components:

Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Balance at the beginning of the year	12.38	6.84	4.91
Current Service Cost	3.35	2.05	1.54
Interest Cost on Defined Benefit Obligation	0.83	0.48	0.33
Curtailment (credit)/ cost	-	-	-
Settlement (credit)/ cost	-	-	-
Past Service Cost / (credit) - Vested	-	-	-
Past Service Cost / (credit) - unvested	-	-	-
Past Service Cost / (credit) - Plan Introduction cost	-	4.06	-
Net actuarial (gain) / loss recognized in the year	-	-	-
Actuarial Gain and Losses arising from			
Changes in demographic assumptions	(0.01)	-	-
Changes in financial assumptions	1.07	0.17	(0.07)
Experience Adjustment	0.01	(0.40)	(1.08)
Benefits Paid directly by the Group	(1.01)	(0.82)	(0.27)
Benefits paid from plan assets	-	-	-
Balance at the end of the year	16.62	12.38	5.36

d Amount recognized in Balance sheet

Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Present value of Benefit Obligation at the end of the year	(16.62)	(12.38)	(5.36)
Fair value of Plan Assets (FVA)	-	-	-
Unrecognised Past Service Cost	-	0.66	1.33
Effect of Asset Ceiling	-	-	-
Net Liability recognized in the Balance sheet	(16.62)	(11.72)	(4.03)

e Expenses recognized in statement of Profit or Loss

Particulars	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Current Service Cost	3.35	2.05	1.54
Past Service Cost/(Credit) - unvested	0.66	0.67	0.67
Past Service Cost/(Credit) - Plan introduction cost	-	1.39	-
Past Service Cost/(Credit) - vested	-	-	-
Curtailment (credit)/ cost	-	-	-
Settlement (credit)/ cost	-	-	-
Net Interest Cost on defined benefit liability/(asset)	0.83	0.48	0.33
Expenses recognized in statement of Profit or Loss	4.84	4.59	2.54

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f Remeasurements recognized in Other Comprehensive Income

Particulars	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Actuarial (gain)/ Loss on defined benefit obligation demographic assumption	-	-	-
Actuarial (gain)/ Loss on defined benefit obligation experience adjustments	0.01	(0.40)	(1.08)
Actuarial (gain)/ Loss on defined benefit obligation due to financial assumption changes	1.06	0.17	(0.07)
Return on Plan Assets, excluding amount recognised in net interest expense	-	-	-
Actuarial (Gains)/Losses recognized in OCI	1.07	(0.23)	(1.15)

g Actuarial Assumptions

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Particulars	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Discount Rate	6.50%	7.00%	7.20%
Salary Escalation Rate	6.00%	4-6%	6.00%
Withdrawal Rate	10.00%	LBST - 10% PEW - 4%	10.00%
Retirement/Superannuation Age	58	58	58
Mortality Rate	Indian Assured lives Mortality (2006-08) Ultimate	Indian Assured lives Mortality (2006-08) Ultimate	Indian Assured lives Mortality (2006-08) Ultimate

h At 31st March 2025, the weighted average duration of the defined benefit obligation was 10 years (previous year 10). The distribution of the timing of benefits payment i.e., the maturity analysis of the benefit payments is as follows:

Expected benefits payment for the year ending on	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Within 1 year	2.59	2.32	0.41
1-2 Year	1.41	1.29	0.69
2-3 Year	1.56	1.32	0.59
3-4 Year	1.60	1.36	0.49
4-5 Year	1.92	1.33	0.54
5-10 Years	6.90	5.20	2.50

i Sensitivity Analysis

The sensitivity analysis below have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant.

Particulars	For the Year ended 31st March, 2025 (Consolidated)	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Effect on DBO due to 1% increase in Discount Rate	(1.02)	(0.66)	(0.36)
Percentage Impact	-6.13%	-5.40%	-6.60%
Effect on DBO due to 1% decrease in Discount Rate	1.16	0.75	0.40
Percentage Impact	6.97%	6.10%	7.50%
Effect on DBO due to 1% increase in Salary Escalation Rate	1.15	0.75	0.41
Percentage Impact	6.95%	6.10%	7.60%
Effect on DBO due to 1% decrease in Salary Escalation Rate	(1.03)	(0.68)	(0.36)
Percentage Impact	-6.22%	-5.50%	-6.80%

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

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55 Fair Value Measurement

Categories of Financial Assets & Financial Liabilities as at 31st March 2025, 31st March 2024 and 31st March 2023

Particulars	As at 31st March, 2025 (Consolidated)			As at 31st March, 2024 (Consolidated)		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets						
Investment	-	-	0.01	-	-	0.01
Loan	-	-	191.94	-	-	-
Trade Receivables	-	-	1,566.74	-	-	1,110.59
Cash and Cash Equivalents	-	-	44.76	-	-	4.77
Other Bank Balances	-	-	46.97	-	-	32.13
Other Financial Assets	-	-	359.87	-	-	238.38
Total Financial Assets	-	-	2,210.29	-	-	1,385.88
Financial Liabilities						
Borrowings	-	-	2,647.24	-	-	1,970.20
Lease Liability	-	-	133.56	-	-	28.15
Trade Payables	-	-	920.53	-	-	638.49
Other Financial Liabilities	-	-	70.35	-	-	48.77
Total Financial Liabilities	-	-	3,771.68	-	-	2,685.61

Particulars	As at 31st March, 2023 (Standalone)		
	FVTPL	FVOCI	Amortized Cost
Financial Assets			
Investment	-	-	-
Loan	-	-	-
Trade Receivables	-	-	460.76
Cash and Cash Equivalents	-	-	6.05
Other Bank Balances	-	-	-
Other Financial Assets	-	-	73.39
Total Financial Assets	-	-	540.20
Financial Liabilities			
Borrowi	-	-	1,216.63
Lease Liability	-	-	20.76
Trade Payables	-	-	331.04
Other Financial Liabilities	-	-	42.34
Total Financial Liabilities	-	-	1,610.77

56 Fair Values of Financial Assets and Financial Liabilities measured at Amortised Cost

56.1 The following is the comparison by class of the carrying amounts and fair value of the Group's financial instruments that are measured at amortized cost:

Particulars	As at 31st March, 2025 (Consolidated)		As at 31st March, 2024 (Consolidated)		As at 31st March, 2023 (Standalone)	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets						
Investments	0.01	0.01	0.01	0.01	-	-
Loan	191.94	191.94	-	-	-	-
Trade Receivables	1,566.74	1,566.74	1,110.59	1,110.59	460.76	460.76
Cash and Cash Equivalents	44.76	44.76	4.77	4.77	6.05	6.05
Other Bank balances	46.97	46.97	32.13	32.13	-	-
Other Financial Assets	359.87	359.87	238.38	238.38	73.39	73.39
Total Financial Assets	2,210.29	2,210.29	1,385.88	1,385.88	540.20	540.20
Financial Liabilities						
Borrowings	2,647.24	2,647.24	1,970.20	1,970.20	1,216.63	1,216.63
Lease Liability	133.56	133.56	28.15	28.15	20.76	20.76
Trade Payables	920.53	920.53	638.49	638.49	331.04	331.04
Other Financial Liabilities	70.35	70.35	48.77	48.77	42.34	42.34
Total Financial Liabilities	3,771.68	3,771.68	2,685.61	2,685.61	1,610.77	1,610.77

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- 56.2** The management assessed that the fair values of cash and cash equivalents, other bank balances, trade receivables, trade payables, short term borrowings, short term loans and other short term financial assets & liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments.
- 56.3** The Group's non-current borrowings comprise both fixed and floating rate instruments. Borrowings with floating interest rates are subject to periodic resets at short intervals. Consequently, their fair value closely approximates their carrying value, after adjusting for transaction costs. Fixed rate borrowings are generally repayable on demand; therefore, their fair value is also considered to approximate their carrying amount.
- 56.4** The Group's non-current Loans primarily include loans provided to Joint Ventures, which are carried at amortized cost. The loans are generally interest bearing, with terms aligned to market rates. Consequently, the fair value of these loans is considered to approximated their carrying amount, as there have been no material changes in interest rates or other market factors since initial recognition.
- 56.5** The Group's non-current asset comprises of capital advances given to suppliers and contractors. These advances are carried out at their contractual amounts, which are recoverable through receipt of underlying assets or are refundable within a defined project timeline. The carrying amount of capital advances closely approximate their fair value, as these advances are recoverable and there is no significant indication of default as on the reporting date.

57 Fair Value Hierarchy

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The Group has no financial assets or liabilities that are measured at fair value on a recurring or non-recurring basis as at the reporting date. Accordingly, disclosures required under Ind AS 113 – Fair Value Measurement, including the fair value hierarchy, are not applicable.

58 Financial Risk Management

Financial management of the Group has been receiving attention of the top management of the Group. The management considers finance as the lifeline of the business and therefore, financial management is carried out meticulously on the basis of detailed management information systems and reports at periodical intervals extending from daily reports to long-term plans. Importance is laid on liquidity and working capital management with a view to reduce over-dependence on borrowings and reduction in interest cost.

58.1 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables). On account of adoption of Ind AS 109, the Group uses an expected credit loss model to assess the impairment loss.

a Trade Receivables

Customer credit risk is managed by the Group's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and reconciled. Based on historical trend, industry practice and the business environment in which the company operates, an impairment analysis is performed at each reporting date for trade receivable. The Group's trade receivables comprise of Government entities, PSUs, Private parties and Export based parties, however no credit risk assessment is performed for Government entities and PSU's, while no balances relating to export customers remain outstanding for more than a year. Based on this, the Group has made provision for doubtful debts of Rs. 27.67 million, Rs 37.72 million and Rs 13.56 million for the year ended 31st March 2025, 31st March 2024 and 31st March 2023 respectively.

Summary of trade Receivable and provision with ageing :

Particulars	Outstanding from date of transactions as on March 31, 2025 (Consolidated)				Total
	< 1 year	1-2 years	2-3 years	More than 3 years	
Gross Carrying Amount	1,511.91	36.97	17.16	25.56	1,591.60
Significant increase In credit risk	-	-	-	2.81	2.81
Trade Receivables Total	1,511.91	36.97	17.16	28.37	1,594.41
Expected credit loss provision	9.11	7.75	1.16	9.65	27.67
Carrying amount of Trade Receivables (net of impairment)	1,502.80	29.22	16.00	18.72	1,566.74
Expected Loss rate	0.60%	20.96%	6.75%	34.02%	1.74%

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Particulars	Outstanding from date of transactions as on March 31, 2024 (Consolidated)				
	< 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross Carrying Amount	1,076.07	36.02	18.83	14.56	1,145.48
Significant increase In credit risk	-	-	0.48	2.35	2.83
Trade Receivables Total	1,076.07	36.02	19.31	16.91	1,148.31
Expected credit loss provision	12.14	6.39	10.13	9.06	37.72
Carrying amount of Trade Receivables (net of impairment)	1,063.93	29.63	9.18	7.85	1,110.59
Expected Loss rate	1.13%	17.74%	52.48%	53.57%	3.28%

Particulars	Outstanding from date of transactions as on March 31, 2023 (Standalone)				
	< 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross Carrying Amount	462.16	1.13	3.79	7.24	474.32
Significant increase In credit risk	-	-	-	-	-
Trade Receivables Total	462.16	1.13	3.79	7.24	474.32
Expected credit loss provision	3.60	0.46	3.63	5.87	13.56
Carrying amount of Trade Receivables (net of impairment)	458.56	0.67	0.16	1.37	460.76
Expected Loss rate	0.78%	40.68%	95.67%	81.09%	2.86%

b Other Financial Assets

Credit Risk on cash and cash equivalent, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions who have been assigned high credit rating by international and domestic rating agencies.

58.2 Liquidity Risk

The Group's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Group relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term expansion needs. The Group monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs.

Maturity Analysis for financial liabilities

a The following are the remaining contractual maturities of financial liabilities as at 31st March 2025, 31st March 2024, and 31st March 2023

Particulars	As at 31st March, 2025 (Consolidated)					
	Carrying Amount	On Demand	Less than 1 year	Between 1 to 5 year	More than 5 Years	Total
Borrowings *	2,647.24	442.85	1,803.70	400.69	-	2,647.24
Lease Liability	133.56	-	47.87	116.30	10.94	175.11
Trade payables	920.53	-	920.53	-	-	920.53
Other financial liabilities	70.35	-	70.35	-	-	70.35
Total	3,771.68	442.85	2,842.45	516.99	10.94	3,813.23

Particulars	As at 31st March, 2024 (Consolidated)					
	Carrying Amount	On Demand	Less than 1 year	Between 1 to 5 year	More than 5 Years	Total
Borrowings *	1,970.20	225.85	1,257.81	463.51	23.03	1,970.20
Lease Liability	28.15	-	10.09	23.61	2.10	35.80
Trade payables	638.49	-	626.74	11.75	-	638.49
Other financial liabilities	48.77	-	48.77	-	-	48.77
Total	2,685.61	225.85	1,943.41	498.87	25.13	2,693.26

Particulars	As at 31st March, 2023 (Standalone)					
	Carrying Amount	On Demand	Less than 1 year	Between 1 to 5 year	More than 5 Years	Total
Borrowings *	1,216.63	150.42	737.76	278.56	49.89	1,216.63
Lease Liability	20.76	-	5.10	19.13	3.17	27.40
Trade payables	331.04	-	331.04	-	-	331.04
Other financial liabilities	42.34	-	42.34	-	-	42.34
Total	1,610.77	150.42	1,116.24	297.69	53.06	1,617.41

* Excluding interest on borrowings

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- b** It is not expected that cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts. When the amount payable is not fixed, the amount disclosed has been determined with reference to conditions existing at the reporting date.

58.3 Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of Foreign Exchange Risk and Interest Rate Risk.

59 Foreign Exchange Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities. The Group has a treasury department which monitors the foreign exchange fluctuations on the continuous basis and advises the management of any material adverse effect on the Group.

a Unhedged Foreign Currency Exposure

The Group's exposure to foreign currency in USD at the end of the reporting period expressed in INR is as follows :

Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Financial Assets			
Trade Receivables	45.20	80.42	75.14
Financial Liabilities			
Trade Payables	4.91	-	1.83
Net Exposure	40.29	80.42	73.31

b Foreign Currency Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in foreign currency exchange rates, with all other variables held constant. The impact on the Group profit before tax is due to changes in the fair value of assets and liabilities.

Particulars	Sensitivity Analysis	For the Year ended 31st March, 2025 (Consolidated)		For the Year ended 31st March, 2024 (Consolidated)	
		Impact On		Impact On	
		Profit Before Tax	Other Equity	Profit Before Tax	Other Equity
USD Sensitivity (Increase)	5%	2.01	1.51	4.02	3.01
USD Sensitivity (Decrease)	5%	(2.01)	(1.51)	(4.02)	(3.01)

Particulars	Sensitivity Analysis	For the Year ended 31st March, 2023 (Standalone)	
		Impact On	
		Profit Before Tax	Other Equity
USD Sensitivity (Increase)	5%	3.67	2.74
USD Sensitivity (Decrease)	5%	(3.67)	(2.74)

59.1 Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The Group's exposure to the risk of changes in market interest rate relates primarily to Group's borrowing with floating interest rates.

a Exposure to Interest Rate Risk

Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Financial Liability			
Fixed Rate Instruments	452.86	238.60	155.43
Variable Rate Instruments	2,194.38	1,731.60	1,061.20
	2,647.24	1,970.20	1,216.63

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b Interest Currency Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Sensitivity Analysis	For the Year ended 31st March, 2025 (Consolidated)		For the Year ended 31st March, 2024 (Consolidated)	
		Impact On		Impact On	
		Profit Before Tax	Other Equity	Profit Before Tax	Other Equity
Interest Rate (Increase)	0.5%	(10.97)	(8.21)	(8.66)	(6.48)
Interest Rate (Decrease)	0.5%	10.97	8.21	8.66	6.48

Particulars	Sensitivity Analysis	For the Year ended 31st March, 2023 (Standalone)	
		Impact On	
		Profit Before Tax	Other Equity
Interest Rate (Increase)	0.5%	(6.08)	(4.55)
Interest Rate (Decrease)	0.5%	6.08	4.55

60 Capital Management

The Group's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders but keep associated costs under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Sourcing of capital is done through judicious combination of equity/internal accruals and borrowings, both short term and long term. Net debt to equity ratio is used to monitor capital.

Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Share capital	511.92	395.21	386.34
Instrument entirely equity in Nature	-	45.90	45.90
Equity Share Suspense	-	318.66	-
Other equity	1,313.57	656.40	351.49
Equity (A)	1,825.49	1,416.17	783.73
Cash and cash equivalents	44.76	4.77	6.05
Total fund (B)	44.76	4.77	6.05
Long Term Borrowing	400.69	486.54	328.45
Short Term Borrowing	2,246.55	1,483.66	888.18
Total debt (C)	2,647.24	1,970.20	1,216.63
Net debt (D=(C-B))	2,602.48	1,965.43	1,210.58
Total capital (equity + net debt)	4,427.97	3,381.60	1,994.31
Net debt to equity ratio (E=D/A)	1.43	1.39	1.54

61 Leases

61.1 As Lessee

- a** The Holding Company has lease contracts for certain land and buildings used in its operations. The Holding Company's obligations under these leases are secured by the lessor's title to the leased assets.

The Group also has certain leases of property with lease terms of twelve months or less. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The Holding Company has also entered into lease agreements for plant and machinery, wherein financial institutions fund the acquisition of the machinery. These lease contracts include a purchase option at the end of the lease term.

- b** The carrying amount of right-of-use assets recognised and its movements during the year are disclosed in Note 6 and 7.
- c** Lease liabilities are measured by discounting the lease payments. For land and building leases, the incremental borrowing rate of 10% p.a. is considered. In the case of plant and machinery as leased funded by financial institutions, where a purchase option exists at the end of the lease term, the interest rate implicit in the lease, which ranges from 14% to 18%, is used to measure the lease liabilities. The movement in the carrying amount of lease liabilities during the year is as under :

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Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Balance at the beginning of the year	28.15	20.76	15.40
Acquired pursuant to Business Combination	-	2.51	-
Lease Liability created during the year	126.36	10.50	6.68
Finance cost accrued during the year (Note 42)	15.45	2.52	1.53
Payment of lease liabilities for the year	(34.01)	(8.14)	(2.85)
Disposal	(2.39)	-	-
Balance at the end of the year	133.56	28.15	20.76
Non-current	99.83	20.40	17.51
Current	33.73	7.75	3.25
	133.56	28.15	20.76

- d** The maturity analysis of lease liability have been shown under maturity analysis of Lease Liabilities under Liquidity risk Note 58.2. The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

62 Other Statutory Disclosure

- 62.1** The Group does not have any benami property, where any proceedings have been initiated or pending against the company for holding any benami property under Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made there under.
- 62.2** The Holding company and subsidiary company has filed quarterly returns or statements of current assets against borrowing facility availed from their respective banks. Details of which are in agreement with the books and there are no material differences except in certain cases, reason for which has been disclosed below:

Reconciliation of quarterly statements submitted to banks with books of accounts of the Parent Company for the year ending 31st March 2025

i) Holding Company

a) Lalbaba Engineering Limited

Quarter	Name of Bank	Particulars	Amount as per Books of Accounts	Amount disclosed as per quarterly return/ statement	Difference	Reason for Difference
April 2024 - June 2024	AXIS Bank, YES Bank	Stock and Book debts	1,387.00	1,498.94	(111.94)	(i) Stock statement/ quarterly return was submitted on provisional basis. (ii) For the purpose of monthly stock statement as submitted to the bank, the stock has been valued with 18% GST and the same is also stated in the stock statement as submitted whereas the value of stock as per books is excluding GST.
July 2024 - September 2024	AXIS Bank, YES Bank		1,525.38	1,700.24	(174.86)	
October 2024 - December 2024	AXIS Bank, YES Bank		1,682.38	1,794.92	(112.54)	
January 2025 - March 2025	AXIS Bank, YES Bank & ICICI Bank		2,499.05	2,810.23	(311.18)	

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b) PEW Engineering Pvt Ltd

Quarter	Name of Bank	Particulars	Amount as per Books of Accounts	Amount disclosed as per quarterly return/ statement	Difference	Reason for Difference
April 2024 - June 2024	Standard Chartered Bank	Stock and Book debts	350.20	351.11	(0.91)	(i) Stock statement/ quarterly return was submitted on provisional basis. (ii) For the purpose of monthly stock statement as submitted to the bank, the stock has been valued with 18% GST and the same is also stated in the stock statement as submitted whereas the value of stock as per books is excluding GST.
July 2024 - September 2024	Standard Chartered Bank		422.22	436.33	(14.11)	
October 2024 - December 2024	Standard Chartered Bank		407.86	450.00	(42.14)	
January 2025 - March 2025	NA *		NA *	NA *	NA *	

c) Lal Baba Industrial Corporation Private Limited (Uluberia Unit)

Pursuant to the Scheme of Arrangement as sanctioned by the National Company Law Tribunal (NCLT) at Kolkata vide order dated 18th December 2024 (Refer note 70), Uluberia unit of Lal Baba Industrial Corporation Private Limited (Demerged Undertaking) has been demerged and merged into Holding Company- Lalbaba Engineering Limited (Resulting Company) effective from 1st April, 2023. However, credit limit sanctioned by the bank was in favour of Lalbaba Industrial Corporation Private Limited (LBIC), considering both units i.e. Uluberia and Belur. Stock statement/ Quarterly returns filed by Lalbaba Industrial Corporation Private Limited (Demerged Company) for first three quarters of FY 2024-25 was submitted for the company as a whole comprising both units. Hence summary of reconciliation and reasons for material discrepancies, if any, is not disclosed for the Demerged Undertaking.

[*] Thus, effective March-2025 all the banking limits of both demerged undertaking as well as transferor company ceased to exist, since, merged with the resulting company i.e. Lalbaba Engineering Limited (formerly, Lal Baba Seamless Tubes Private Limited) and the stock statement / quarterly return as submitted to banks were submitted on consolidated basis.

ii) Subsidiary Company

Quarter	Name of Bank	Particulars	Amount as per Books of Accounts	Amount disclosed as per quarterly return/ statement	Difference	Reason for Difference
April 2024 - June 2024	-	Stock and Book debts	-	-	-	Stock statement/ quarterly return was submitted on provisional basis.
July 2024 - September 2024	Axis Bank		246.94	247.91	(0.97)	
October 2024 - December 2024	Axis Bank		586.91	590.43	(3.52)	
January 2025 - March 2025	Axis Bank		456.22	428.03	28.19	

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Reconciliation of quarterly statements submitted to banks with books of accounts of the Company for the year ending 31st March 2024

a) Lalbaba Engineering Limited

Quarter	Name of Bank	Particulars	Amount as per Books of Accounts	Amount disclosed as per quarterly return/ statement	Difference	Reason for Difference
April 2023 - June 2023	AXIS Bank, YES Bank	Stock and Book debts	1,364.36	1,405.45	(41.09)	(i) Stock statement/ quarterly return was submitted on provisional basis. (ii) For the purpose of monthly stock statement as submitted to the bank, the stock has been valued with 18% GST and the same is also stated in the stock statement as submitted vs value of book stock which is without GST.
July 2023 - September 2023	AXIS Bank, YES Bank		1,448.55	1,587.20	(138.65)	
October 2023 - December 2023	AXIS Bank, YES Bank		1,788.57	1,529.21	259.36	
January 2024 - March 2024	AXIS Bank, YES Bank		1,452.94	1,408.10	44.84	

b) PEW Engineering Private Limited

Quarter	Name of Bank	Particulars	Amount as per Books of Accounts	Amount disclosed as per quarterly return/ statement	Difference	Reason for Difference
April 2023 - June 2023	Standard Chartered Bank	Stock and Book debts	297.47	329.11	(31.64)	(i) Stock statement/ quarterly return was submitted on provisional basis. (ii) For the purpose of monthly stock statement as submitted to the bank, the stock has been valued with 18% GST and the same is also stated in the stock statement as submitted vs value of book stock which is without GST.
July 2023 - September 2023	Standard Chartered Bank		325.81	320.86	4.95	
October 2023 - December 2023	Standard Chartered Bank		295.40	295.91	(0.51)	
January 2024 - March 2024	Standard Chartered Bank		416.88	416.52	0.36	

c) Lal Baba Industrial Corporation Private Limited (Uluberia Unit)

Pursuant to the Scheme of Arrangement as sanctioned by the National Company Law Tribunal (NCLT) at Kolkata vide order dated 18th December 2024 (Refer note 70), Uluberia unit of Lal Baba Industrial Corporation Private Limited (Demerged Undertaking) has been demerged and merged into Holding Company - Lalbaba Engineering Limited (Resulting Company) effective from 1st April, 2023. However Stock statement/ Quarterly returns filed by Lal Baba Industrial Corporation Private Limited (Demerged Company) for FY 2023-24 was submitted for company as a whole. Hence summary of reconciliation and reasons for material discrepancies, if any, is not disclosed for the Demerged Undertaking.

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Reconciliation of quarterly statements submitted to banks with books of accounts of the Holding Company for the year ending 31st March 2023

Quarter	Name of Bank	Particulars	Amount as per Books of Accounts	Amount disclosed as per quarterly return/ statement	Difference	Reason for Difference
April 2022 - June 2022	AXIS Bank, YES Bank	Stock and Book debts	888.15	885.34	2.81	(i) Stock statement/ quarterly return was submitted on provisional basis. (ii) Further, in stock statement submitted to bank, Goods and Service Tax @ 18% has been considered for Inventory valuation.
July 2022 - September 2022	AXIS Bank, YES Bank		952.98	900.66	52.32	
October 2022 - December	AXIS Bank, YES Bank		1,052.57	997.40	55.17	
January 2023 - March 2023	AXIS Bank, YES Bank		965.28	1,101.59	(136.31)	

Note: In line with current year disclosure, figures for FY 23-24 & FY 22-23 have been restated by reporting Current assets (excluding creditors).

- 62.3** The Group has not been declared as wilful defaulter by any bank or financial institution or other lender.
- 62.4** The Group does not have any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- 62.5** The Group does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the previous year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- 62.6** 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 company (Ultimate beneficiaries) or
(b) provide any guarantee ,security or the like to or on behalf of the Ultimate Beneficiaries.
- 62.7** 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 Beneficiary.
- 62.8** The Group has performed an assessment of its Property Plant and Equipment, Capital Work-in progress, Intangible Assets and its Right of Use Assets for possible triggering events or circumstances for an indication of impairment and has concluded that there were no triggering events or circumstances that would indicate the Property Plant and Equipment, Capital Work-in progress, Intangible assets and Right of Use Assets are impaired.
- 62.9** The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year ended 31st March 2025, 31st March 2024 and 31st March 2023.

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62.10 Based on our examination which included test checks, and as communicated by the respective auditor of one subsidiary, two joint ventures and two associate companies, except for the instances mentioned below, the Holding Company, its subsidiary, its joint ventures and its associate companies incorporated in India, in respect of financial year commencing on April 1, 2024, have used accounting software's for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software's:

I. In the case of one unit of the Holding Company, parameters relating to the person who has made the changes or created a transaction and the person who has approved such changes or creation, as required in the MCA format, are not present.

II. In case of a subsidiary incorporated in India, the feature of recording audit trail (edit log) was made operational w.e.f. 28th June 2024

Further, there are no instances of audit trail features being tampered with for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting softwares.

The Audit trail facility has been preserved by the Holding Company, its subsidiary, joint ventures and associate companies as per the statutory requirements for record retention, from when such feature is enabled, except in case of Holding Company the Audit trail facility has not been preserved for the period 1st April 2023 to 21st December 2023 in all units of the holding company and in case of one unit Audit trail facility has not been preserved for the period 1st April 2023 to 31st March 2024.

62.11 Events occurred after Balance Sheet Date:

a) Subsequent to 31st March 2025, the Holding Company has invested Rs. 136.59 millions in DTL Ancillaries Limited, representing 16.46% of its share capital, and Rs. 57.41 millions in DTL India Holdings Limited, representing 29.49% of its share capital. As a result, DTL India Holdings Limited has become an associate of the holding company.

b) The Board of Directors of the Holding Company in their board meeting dated June 04, 2025 have approved raising additional capital through issue of fresh equity shares by the company and/or an offer for sale of equity shares by certain existing shareholders of the company through an Initial Public Offering, private placement and/or any other permissible mode.

c) The Board of Directors of the Holding Company in their meeting held on June 21, 2025, approved the proposal for acquisition of leasehold land measuring approximately 10 acres at Mouza Bardhanavaghata, Police Station Bhabanipur, District Purba Medinipur, West Bengal, together with all existing buildings and structures, for a total consideration of Rs. 190.00 millions. The said acquisition is for augmentation of the existing capacity for manufacturing of Seamless Tubes with larger diameter pipes adjacent to the existing factory at Haldia.

62.12 Analytical Ratios

Sl. No.	Ratio	Numerator	Denominator	Ratio as on	Ratio as on	Variation (%)	Reason if Variation is more than 25%
				31-03-2025	31-03-2024	24-25	24-25
a	Current Ratio (in times)	Current Assets	Current Liabilities	1.05	1.09	-3.63%	
b	Debt-Equity Ratio (in times)	Total Debt including lease liabilities	Shareholder's Equity	1.52	1.41	7.95%	
c	Debt Service Coverage Ratio (in times)	Earnings available for debt service	Debt Service	2.14	2.15	-0.52%	
d	Return on Equity Ratio (in %)	Net Profits after taxes attributable to owners of the company	Average Shareholder's Equity attributable to owners of the company	25.19%	24.19%	8.25%	
e	Inventory Turnover Ratio (in times)	Net Sales	Average Inventory	6.49	8.05	-19.41%	
f	Trade Receivables Turnover Ratio (in times)	Net Sales	Average trade debtors	5.76	7.63	-24.46%	
g	Trade Payables Turnover Ratio (in times)	Net Purchases	Average trade payables	6.18	7.50	-17.56%	
h	Net Capital Turnover Ratio (in times)	Net Sales	Working Capital	45.16	28.66	57.57%	Due to increase in revenue and decrease in working capital
i	Net Profit Ratio (in %)	Net Profits after taxes	Net Sales	5.50%	4.44%	23.93%	
j	Return on Capital Employed (in %)	Earning before interest and taxes	Average Capital Employed = Net worth+Total Borrowing+Deferred Tax liability- Intangible assets (including under development)	21.01%	22.06%	3.40%	

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Sl. No.	Ratio	Numerator	Denominator	Ratio as on	Ratio as on	Variation (%)	Reason if Variation is more than 25%
				31-03-2024	31-03-2023	23-24	23-24
a	Current Ratio (in times)	Current Assets	Current Liabilities	1.09	0.95	14.82%	
b	Debt-Equity Ratio (in times)	Total Debt including lease liabilities	Shareholder's Equity	1.41	1.58	-10.62%	
c	Debt Service Coverage Ratio (in times)	Earnings available for debt service	Debt Service	2.15	2.39	-10.06%	
d	Return on Equity Ratio (in %)	Net Profits after taxes attributable to owners of the company	Average Shareholder's Equity attributable to owners of the company	24.19%	20.03%	20.75%	
e	Inventory Turnover Ratio (in times)	Net Sales	Average Inventory	8.05	7.02	14.66%	
f	Trade Receivables Turnover Ratio (in times)	Net Sales	Average trade debtors	7.63	9.59	-20.41%	
g	Trade Payables Turnover Ratio (in times)	Net Purchases	Average trade payables	7.50	6.08	23.41%	
h	Net Capital Turnover Ratio (in times)	Net Sales	Working Capital	28.66	-51.14	-156.04%	Due to negative working capital as on 31-03-2023
i	Net Profit Ratio (in %)	Net Profits after taxes	Net Sales	4.44%	4.15%	6.82%	
j	Return on Capital Employed (in %)	Earning before interest and taxes	Average Capital Employed = Net worth+Total Borrowing+Deferred Tax liability- Intangible assets (including under development)	22.06%	16.76%	31.64%	Due to increase in EBIT

63 Details of loans given, investment made and guarantee given covered under section 186(4) of the Companies Act, 2013 by the Holding Company:

a. Corporate Guarantee given

Name of the Entity	Relationship	Nature of Transactions	As at 31st March, 2025 (Consolidated)	Purpose
Lalbaba Projects Private Limited	Associate	Joint Corporate Guarantee with SF Forgings Private Limited	200.00	Towards providing additional security cover for the bank credit limit.

Name of the Entity	Relationship	Nature of Transactions	As at 31st March, 2024 (Consolidated)	Purpose
Lalbaba Projects Private Limited	Associate	Joint Corporate Guarantee with SF Forgings Private Limited	200.00	Towards providing additional security cover for the bank credit limit.

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b. Investments made

Refer Note 10 for investments made during the year 2023-24 and 2024-25.

c. Loans given

Refer Note 11 for loans given during the year 2024-25.

64 Investments in Subsidiaries, Associates and Joint Ventures

a Indodeutsche Precision Tubes Private Limited (IDPT)

With effect from 8 July 2024, IDPT ceased to be a subsidiary of the Holding Company and became a joint venture, pursuant to a joint venture agreement with POPPE + POTTHOFF PRAZISIONSSTAHLROHRE GMBH. Accordingly, the Group has accounted for its retained interest in IDPT as an investment in a joint venture from 8th July 2024. The Group recognised a gain on loss of control on that date.

b Lalbaba NF Rail Engg Private Limited

Effective 13th April 2024, Lalbaba NF Rail Engg Pvt Ltd, earlier classified as a joint venture, became a subsidiary as the Holding Company obtained control over the entity. Consequently, Lalbaba NF Rail Engg Private Limited has been consolidated line-by-line in accordance with Ind AS 110. The Group has derecognised the investment in joint venture and recognised the assets and liabilities acquired. Difference between the group's share of net identifiable assets Rs. 0.43 million & investment in books Rs. 0.42 million is recognised as goodwill of Rs. 0.01 million.

c DTL Lalbaba Rail Engg LLP

The Group acquired DTL Lalbaba Rail Engg LLP as part of a business combination on 1 April 2023. The entity is accounted for as a joint venture. The investment is accounted for using the equity method in accordance with Ind AS 28.

d Lalbaba Projects Private Limited

The Group acquired Lalbaba Projects Private Limited as part of a business combination on 1 April 2023. The entity is accounted for as a associate. The investment is accounted for using the equity method in accordance with Ind AS 28.

e Railex Engineering Private Limited

On 1 October 2024, the Group acquired a significant stake in Railex Engineering Private Limited, which resulted in the Group obtaining significant influence. Accordingly, Railex Engineering Private Limited is classified as an associate from that date and is accounted for using the equity method under Ind AS 28. The Group's share of profits and losses has been recognised from the date of acquiring significant influence. Difference between the group's share of net identifiable assets Rs. 11.17 millions & investment in books Rs. 9.69 millions is recognised as capital reserve of Rs. 1.48 millions and is added to the Investment.

65 Additional Information, as required under Schedule III to the Companies Act 2013 of enterprises consolidated as Subsidiary, Associates and Joint Ventures:

Name of the Entities	Net Assets i.e. Total Assets - Total Liabilities					
	As at 31st March, 2025 (Consolidated)		As at 31st March, 2024 (Consolidated)		As at 31st March, 2023 (Standalone)	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Net Assets	Amount	As % of Consolidated Net Assets	Amount
Parent						
Lalbaba Engineering Limited	90.93%	1,676.69	98.17%	1,390.21	100.00%	783.73
Subsidiaries (Indian)						
Lalbaba NF Rail Engineering Private Limited (w.e.f 13-4-2024)	1.04%	19.21	0.00%	-	0.00%	-
Indodeutsche Precision Tubes Private Limited (till 7-7-2024)	0.00%	-	-0.15%	(2.14)	0.00%	-
Non-Controlling Interest in all Subsidiaries	1.01%	18.54	0.00%	-	0.00%	-
Associate						
Railex Engineering Private Limited (w.e.f 1-10-2024)	0.75%	13.77	0.00%	-	0.00%	-
Lalbaba Projects Private Limited	1.54%	28.31	1.92%	27.22	0.00%	-
Joint Venture						
Lalbaba NF Rail Engg Private Limited (upto 12-04-2024)	0.00%	-	0.03%	0.42	0.00%	-
Indodeutsche Precision Tubes Private Limited (w.e.f 8-7-2024)	4.66%	86.02	0.00%	-	0.00%	-
DTL Lalbaba Rail Engg LLP	0.08%	1.49	0.03%	0.46	0.00%	-
Sub-Total	100.00%	1,844.03	100.00%	1,416.17	100.00%	783.73
Consolidation adjustments	0.00%	-	0.00%	-	0.00%	-
Total	100.00%	1,844.03	100.00%	1,416.17	100.00%	783.73

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Name of the Entities	For the Year ended 31st March, 2025 (Consolidated)					
	Share in Profit and Loss		Share in Other Comprehensive Income / (Loss)		Share in Total Comprehensive Income / (Loss)	
	As % of Consolidated Net Profit	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
Parent						
Lalbaba Engineering Limited	91.77%	389.49	107.87%	(0.78)	91.74%	388.71
Subsidiaries (Indian)						
Lalbaba NF Rail Engineering Private Limited (w.e.f 13-4-2024)	3.95%	16.77	1.41%	(0.01)	3.96%	16.76
Indodeutsche Precision Tubes Private Limited (till 7-7-2024)	-0.32%	(1.38)	0.00%	-	-0.32%	(1.38)
Non-Controlling Interest in all Subsidiaries	3.80%	16.12	1.49%	(0.01)	3.80%	16.11
Associate						
Railex Engineering Private Limited (w.e.f 1-10-2024)	0.61%	2.60	0.00%	-	0.61%	2.60
Lalbaba Projects Private Limited	0.03%	0.15	-10.78%	0.08	0.05%	0.23
Joint Venture						
Lalbaba NF Rail Engg Private Limited (upto 12-04-2024)	0.00%	-	0.00%	-	0.00%	-
Indodeutsche Precision Tubes Private Limited (w.e.f 8-7-2024)	-0.94%	(3.98)	0.00%	-	-0.94%	(3.98)
DTL Lalbaba Rail Engg LLP	0.24%	1.03	0.00%	-	0.24%	1.03
Sub-Total	99.15%	420.80	100.00%	(0.72)	99.14%	420.08
Consolidation Adjustments	0.85%	3.62	0.00%	-	0.85%	3.62
Total	100.00%	424.42	100.00%	(0.72)	100.00%	423.70

Name of the Entities	For the Year ended 31st March, 2024 (Consolidated)					
	Share in Profit and Loss		Share in Other Comprehensive Income / (Loss)		Share in Total Comprehensive Income / (Loss)	
	As % of Consolidated Net Profit	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
Parent						
Lalbaba Engineering Limited	99.70%	265.29	98.86%	0.17	99.70%	265.46
Subsidiaries (Indian)						
Lalbaba NF Rail Engineering Private Limited	0.00%	-	0.00%	-	0.00%	-
Indodeutsche Precision Tubes Private Limited	-0.84%	(2.24)	0.00%	-	-0.84%	(2.24)
Non-Controlling Interest in all Subsidiaries	0.00%	-	0.00%	-	0.00%	-
Associate						
Lalbaba Projects Private Limited	1.02%	2.70	1.14%	0.00	1.01%	2.70
Joint Venture						
Lalbaba NF Rail Engineering Private Limited	-0.03%	(0.08)	0.00%	-	-0.03%	(0.08)
DTL Lalbaba Rail Engg LLP	0.15%	0.41	0.00%	-	0.15%	0.41
Sub-Total	100.00%	266.08	100.00%	0.17	100.00%	266.25
Consolidation Adjustments	0.00%	-	0.00%	-	0.00%	-
Total	100.00%	266.08	100.00%	0.17	100.00%	266.25

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Name of the Entities	For the Year ended 31st March, 2023 (Standalone)					
	Share in Profit and Loss		Share in Other Comprehensive Income / (Loss)		Share in Total Comprehensive Income / (Loss)	
	As % of Consolidated Net Profit	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
Parent						
Lalbaba Engineering Limited	100.00%	142.64	100.00%	0.86	100.00%	143.50
Subsidiaries (Indian)						
Lalbaba NF Rail Engineering Private Limited	0.00%	-	0.00%	-	0.00%	-
Indodeutsche Precision Tubes Private Limited	0.00%	-	0.00%	-	0.00%	-
Associate						
Railex Engineering Private Limited (w.e.f 1-10-2024)	0.00%	-	0.00%	-	0.00%	-
Lalbaba Projects Private Limited	0.00%	-	0.00%	-	0.00%	-
Joint Venture						
Lalbaba NF Rail Engineering Private Limited	0.00%	-	0.00%	-	0.00%	-
Indodeutsche Precision Tubes Private Limited	0.00%	-	0.00%	-	0.00%	-
Sub-Total	100.00%	142.64	100.00%	0.86	100.00%	143.50
Consolidation Adjustments	0.00%	-	0.00%	-	0.00%	-
Total	100.00%	142.64	100.00%	0.86	100.00%	143.50

66 Subsidiaries

The group's subsidiaries at March 31st 2025 and 31st March 2024 are set out below. Unless otherwise stated, they have share capital that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by group The country of incorporation or registration is also their principal place of business.

Name of entity	2024-25			
	Place of business/ country of incorporation	Ownership interest held by the group	Ownership interest held by non-controlling interests	Principal activities
Subsidiaries				
Lalbaba NF Rail Engg Private Limited (w.e.f. 13-04-2024)	India	51%	49%	Trading and selling of items required in railway coaches
Indodeutsche Precision Tubes Private Limited (upto 7-7-2024)	India	-	-	Business of manufacturing, distribution and supply chain of steel and steel products.

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Name of entity	2023-24			
	Place of business/ country of incorporation	Ownership interest held by the group	Ownership interest held by non- controlling interests	Principal activities
Subsidiaries				
Lalbaba NF Rail Engg Private Limited	India	-	-	Trading and selling of items required in railway coaches
Indodeutsche Precision Tubes Private Limited	India	100%	-	Business of manufacturing, distribution and supply chain of steel and steel products.

The Group did not have any subsidiary as at 31st March 2023.

67 Non-controlling interests (NCI)

The summarised financial information of the subsidiaries presented herein that has non-controlling interest and are material for the group is for the entire financial year or period ended on the reporting date, irrespective of the date on which the Group obtained or lost control.

The Group's share of results of its subsidiaries has been recognised only for the portion of the financial year during which the Group held the relevant interest excluding inter-company balances. In cases where control was obtained or lost during the year, the results of operations have been included from or up to the effective date of such change.

Summarised Balance Sheet	Lalbaba NF Rail Engg Private Limited		
	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Current Assets	644.06	-	-
Current liabilities	625.53	-	-
Net current Assets	18.53	-	-
Non-current Assets	20.95	-	-
Non-current Liabilities	1.73	-	-
Net Non-current Assets	19.22	-	-
Net Assets	37.75	-	-
Accumulated NCI	18.54	-	-

Summarised Statement of Profit and Loss	Lalbaba NF Rail Engg Private Limited		
	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Revenue	841.57	-	-
Profit for the year	32.89	-	-
Other Comprehensive Income	(0.02)	-	-
Total Comprehensive Income	32.87	-	-
Profit allocated to Non- Controlling Interest	16.11	-	-

Summarised Cash Flows	Lalbaba NF Rail Engg Private Limited		
	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Cash flows from operating activities	(321.74)	-	-
Cash flows from investing activities	(48.86)	-	-
Cash flows from financing activities	369.62	-	-
Net increase/(decrease) in cash and cash equivalents	(0.98)	-	-

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68 Interests in associate (Accounted using Equity method)

Set out below are associate of the group as at 31 March 2025 which in the opinion of directors are material to the group. The entities listed below have share capital consisting solely of equity shares which are directly held by the group.

Name of the entity	Place of business	% of ownership interest	Relationships	As at 31st March, 2025 (Consolidated)	Carrying Amount	As at 31st March, 2023 (Standalone)
					As at 31st March, 2024 (Consolidated)	
Railex Engineering Private Limited *	India	49%	Associate	13.77	-	-
Lalbaba Projects Private Limited	India	49%	Associate	28.31	27.22	-

* Acquired on 1-10-2024

68.1 Summarised financial information for associate

The summarised financial information of the Associates presented herein is for the entire financial year or period ended on the reporting date, irrespective of the date on which the Group obtained or lost significant influence.

The Group's share of results of its Associates has been recognised only for the portion of the financial year during which the Group held the relevant interest. In cases where significant influence was obtained or lost during the year, the results of operations have been included up to the effective date of such change.

a) Summarised financial information for Lalbaba Projects Private Limited :

Summarised Balance Sheet	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Current Assets	203.09	186.15	-
Current liabilities	208.62	231.35	-
Net current Assets	(5.53)	(45.20)	-
Non-current Assets	45.47	81.25	-
Non-current Liabilities	3.30	1.13	-
Net Non-current Assets	42.17	80.12	-
Net Assets	36.64	34.92	-
Reconciliation to carrying amounts			
	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Opening Net Assets	34.92	28.21	-
Profit for the year	0.30	5.52	-
Other Comprehensive Income	0.80	0.59	-
Equity contribution of corporate Guarantee	0.62	0.60	-
Closing Net Assets	36.64	34.92	-
Group's Share in %	49%	49%	-
Group's Share	17.95	17.11	-
Goodwill	9.89	9.89	-
Elimination of MTM Gain/(loss) on self investment	(0.57)	(0.29)	-
Other Adjustment	1.04	0.51	-
Carrying Amount	28.31	27.22	-

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Summarised statement of profit and loss	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Revenue	239.61	219.81	-
Profit for the year	0.30	5.52	-
Other Comprehensive Income	0.16	0.00	-
Total Comprehensive Income	0.46	5.52	-
Share of Profit/Loss of associate	0.23	2.70	-

b) Summarised financial information for Railex Engineering Private Limited :

Summarised Balance Sheet	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Current Assets	114.91	-	-
Current liabilities	100.18	-	-
Net current Assets	14.73	-	-
Non-current Assets	34.00	-	-
Non-current Liabilities	20.63	-	-
Net Non-current Assets	13.37	-	-
Net Assets	28.10	-	-

Reconciliation to carrying amounts	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Opening Net Assets	19.48	-	-
Profit for the year	8.62	-	-
Other Comprehensive Income	-	-	-
Closing Net Assets	28.10	-	-
Group's Share in %	49%	-	-
Group's Share in Rs	13.77	-	-
Carrying Amount	13.77	-	-

Summarised statement of profit and loss	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Revenue	257.04	-	-
Profit for the year	8.62	-	-
Other Comprehensive Income	-	-	-
Total Comprehensive Income	8.62	-	-
Share of Profit/Loss of associate	2.60	-	-

69 Interests in Joint Ventures (Accounted using Equity method)

Set out below are joint ventures of the group as at 31 March 2025 which in the opinion of directors are material to the group. The entities listed below have share capital consisting solely of equity shares which are directly held by the group.

Name of the entity	Place of business	% of ownership interest	Relationships	Carrying Amount		
				As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Lalbaba NF Rail Engg Private Limited *	India	50%	Joint Venture	-	0.42	-
Indodeutsche Precision Tubes Private Limited **	India	50%	Joint Venture	86.02	-	-
DTL Lalbaba Rail Engineering LLP ***	India	20%	Joint Venture	1.03	0.41	-

* Upto 12th April 2024

** From 8th July 2024

*** the Holding Company's Profit Sharing Ratio(PSR) in DTL Lalbaba LLP changed from 49% to 20% with effect from 12th September, 2024. The share of profit from DTL Lalbaba LLP up to 11th September, 2024 has been recognized at 49%, and from 12th September, 2024 to 31st March 2025 at 20%.

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69.1 Summarised financial information for Joint Ventures

The summarised financial information of the Joint Ventures presented herein is for the entire financial year or period ended on the reporting date, irrespective of the date on which the Group obtained or lost joint control, or significant influence.

The Group's share of results of its Joint ventures has been recognised only for the portion of the financial year during which the Group held the relevant interest. In cases where significant influence or joint control was obtained or lost during the year, the results of operations have been included up to the effective date of such change.

a) Summarised financial information for Lalbaba NF Rail Engg Private Limited :

Summarised Balance Sheet	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Current Assets	-	3.69	-
Current liabilities	-	2.53	-
Net current Assets	-	1.16	-
Non-current Assets	-	3.78	-
Non-current Liabilities	-	4.10	-
Net Non-current Assets	-	(0.32)	-
Net Assets	-	0.84	-
Reconciliation to carrying amounts	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Opening Net Assets	-	-	-
Profit for the year	-	(0.16)	-
Other Comprehensive Income	-	-	-
Issue of shares during the period	-	1.00	-
Closing Net Assets	-	0.84	-
Group's Share in %	-	50%	-
Group's Share in Rs	-	0.42	-
Carrying Amount	-	0.42	-
Summarised statement of profit and loss	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Revenue	-	-	-
Profit for the year	-	(0.16)	-
Other Comprehensive Income	-	-	-
Total Comprehensive Income	-	(0.16)	-
Share of Profit/Loss of associate	-	(0.08)	-

b) Summarised financial information for Indodeutsche Precision Tubes Private Limited :

Summarised Balance Sheet	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Current Assets	235.90	-	-
Current liabilities	54.51	-	-
Net current Assets	181.39	-	-
Non-current Assets	766.54	-	-
Non-current Liabilities	779.51	-	-
Net Non-current Assets	(12.97)	-	-
Net Assets	168.42	-	-
Reconciliation to carrying amounts	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Opening Net Assets	(2.14)	-	-
Profit for the year	(9.33)	-	-
Other Comprehensive Income	-	-	-
Issue of shares	179.90	-	-
Closing Net Assets	168.43	-	-
Group's Share in %	50%	-	-
Group's Share in Rs	84.21	-	-
Goodwill	1.81	-	-
Carrying Amount	86.02	-	-

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Summarised statement of profit and loss	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Revenue	-	-	-
Profit for the year	(9.33)	-	-
Other Comprehensive Income	-	-	-
Total Comprehensive Income	(9.33)	-	-
Share of Profit/Loss of associate	(3.98)	-	-

c) Summarised financial information for DTL Lalbaba Rail Engg LLP:

Summarised Balance Sheet	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Current Assets	58.70	197.53	-
Current liabilities	57.49	203.97	-
Net current Assets	1.21	(6.44)	-
Non-current Assets	-	15.34	-
Non-current Liabilities	0.20	7.99	-
Net Non-current Assets	(0.20)	7.35	-
Net Assets	1.01	0.91	-

Summarised statement of profit and loss	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Revenue	53.92	441.17	-
Profit for the year	0.09	0.84	-
Other Comprehensive Income	-	-	-
Total Comprehensive Income	0.09	0.84	-
Share of Profit/Loss of associate	1.03	0.41	-

70 Scheme of Arrangement

- 70.1** Pursuant to the Composite Scheme of Arrangement (the 'Scheme') under Section 230 to 232 of the Companies Act 2013 among Lalbaba Engineering Limited (LEL) (then known as Lal Baba Seamless Tubes Private Limited ("Resulting Company"/ "Transferee Company")) and Lalbaba Industrial Corporation Private Limited (LBIC) ("Demerged Company") and PEW Engineering Private Limited (PEW) ("Transferor Company") with effect from the appointed date of 1st April, 2023 and, as sanctioned by the National Company Law Tribunal (NCLT) at Kolkata vide its order dated 18th December 2024,

- Demerger and vesting of Uluberia Unit ("Demerged Undertaking") of LBIC
- Amalgamation of PEW

The Certified true copy of the order has been filed with the Registrar of Companies, West Bengal on 30th December 2024.

The amalgamation of PEW with LEL and the demerger of the Uluberia Unit of LBIC into LBEL were undertaken to achieve business consolidation within the Lalbaba Group, preserve operational legacy, enhance RDSO-linked credentials, improve operational efficiencies, reduce intercompany transactions, and facilitate a focused growth strategy. The Scheme aims to optimize resource utilization, streamline compliance, and enable reflection of the true financial position of the combined entity in its financial statements.

70.2 Nature of Business of Combining Entities

- a. PEW is engaged in the business of manufacturing of Railway wagon parts and air-brake equipments.
- b. Uluberia Unit of LBIC is engaged in the business of forging and fabrication of wagon & boggie components.

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70.3 The Salient features of the Scheme are as under:

The merger has been accounted for using the acquisition accounting method under Ind AS 103 – Business Combinations. All identified assets acquired, and liabilities assumed on the date of merger i.e. appointed date (1st April, 2023) were recorded at their fair value. The entire purchase consideration in both cases was settled through the issuance of equity shares, based on the approved share exchange ratios. No cash consideration was involved in either transaction. The identifiable assets acquired and liabilities assumed were measured at their fair values as at the respective acquisition dates, based on independent valuations.

In the case of Uluberia Unit of LBIC, the factory land was valued using the market approach (comparable transaction method), while the factory shed was valued under the cost approach, using current construction cost estimates. Movable assets, such as plant and machinery, were valued using the depreciated replacement cost method. The gross contractual value and fair value of trade and other receivables as at the dates of acquisition amounted to Rs. 127.23 millions which is expected to be fully recoverable. After considering the fair value of net identifiable assets and the share-based purchase consideration, a bargain purchase gain of Rs. 7.63 millions arose from the transaction, as per the principles laid out in Ind AS 103.

For PEW Engineering, land was valued using the market approach, while buildings were measured under the cost approach, using applicable construction cost inputs. Movable assets were valued using the depreciated replacement cost method, and investments were fair valued using the comparable companies method under the market approach. The gross contractual value and fair value of trade and other receivables as at the dates of acquisition amounted to Rs. 191.43 millions. Based on the valuation of the net assets acquired and the equity consideration issued, goodwill amounting to Rs. 13.35 millions was recorded in the books. This goodwill represents the excess of consideration transferred over the fair value of the net identifiable assets and will be tested annually for impairment in accordance with Ind AS 36 – Impairment of Assets.

Purchase Consideration Transferred :

The total consideration comprised of 70,81,403 amount of shares issued at a Fair value of Rs 45 per share amounting to Rs 318.66 millions, valued based on the share price of the Holding Company on the appointed date. Refer to the details below:

As per the scheme, the Holding Company issued its equity shares in favour of existing shareholders of LBIC and PEW such that 1.285 and 16 shares respectively of Holding Company's shares were allotted for every share of PEW and LBIC as below.

Particulars	PEW	Uluberia Unit of LBIC
Total Number of Shares outstanding	2,65,880	21,99,029
Total number of Holding Company's shares issued to PEW and LBIC shareholders i.e. 16 and 1.285 shares of Holding Company's shares for per share of PEW and LBIC respectively	42,54,080	28,27,323
Value of the Holding Company share as on 1st April, 2023	45	45
Total consideration paid to acquire	191.43	127.23

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Details of Major assets Acquired, liabilities assumed :

Particulars	Fair value recognised on the acquisition			
	PEW		Uluberia Unit of LBIC	
Assets :				
Non-current Assets				
Tangible Assets :				
Land	22.04		30.31	
Factory Shed & Building	9.14		42.32	
ROU Assets	-		2.51	
Other movable assets	32.71	63.89	198.82	273.96
Intangible Assets :				
Technical Know-how	-	-	9.79	9.79
Non-current Investments :				
Investments in Government or Trust Securities	0.01		-	
Investment in DTL Lalbaba Rail Engg LLP	-		0.05	
Investment in Shares of Lal Baba Projects Private Limited	23.72	23.73	-	0.05
Other Non-current Assets	68.34	68.34	-	-
Current Assets				
Inventories	103.08		226.64	
Trade Receivables	114.84		210.73	
ECL Provision	(0.81)		(12.60)	
Cash and Cash Equivalents	1.26		3.46	
Bank Balances other than Cash	18.14		15.98	
Short-Term Loans and Advances	37.12		89.08	
Other Current Assets	32.13	305.76	35.47	568.76
Total Assets (I)		461.72		852.56
Liabilities :				
Non-current Liabilities				
Long Term Borrowing	3.85		50.35	
Lease Liability	-		1.84	
Non Current Provision	1.45		4.03	
Deferred Tax Liabilities (Net)	11.01	16.31	25.09	81.31
Current Liabilities				
Short Term Borrowings	85.58		228.59	
Trade Payables	-		-	
- (i) Total outstanding dues of micro & small enterprises	-		1.26	
- (ii) Total outstanding dues of creditors other than micro & small enterprises	123.48		302.02	
Lease Liability	-		0.66	
Other Current Liabilities	43.85		103.86	
Short-Term Provisions	14.42	267.33	-	636.39
Total Liabilities (II)		283.64		717.70
Total identifiable net assets at fair value (I-II)		178.08		134.86
Purchase Consideration Transferred		191.43		127.23
Goodwill/(Bargain Purchase) arising on acquisition		13.35		(7.63)

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The deferred tax liability mainly comprises the tax effect of the fair value of tangible assets.

The goodwill of **Rs 13.35 Millions** comprise the value of expected synergies arising from the acquisition and a customer list, which is not separately recognised.

Bargain Purchase amounting to **Rs. 7.63 Millions** is directly recognised in Capital Reserve.

The Holding Company issued 42,54,080 and 28,27,323 equity shares as consideration for the PEW and Uluberia Unit of LBIC respectively. The fair value of the shares is calculated with reference to the fair value of the shares of the Holding Company at the date of acquisition, which was Rs. 45 each. The fair value of the consideration given is therefore Rs. 318.66 millions.

Analysis of cash flows on acquisition :	Amount (in Millions)
Transaction costs of the acquisition (included in cash flows from operating activities)	2.42
Net cash flow on acquisition	2.42

71 Explanation of transition to Ind AS:

A. Basis of Preparation

Upto the Financial year ended March 31, 2024, the Group had prepared financial statements in accordance with the accounting standards specified under the section 133 of the Act read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (Indian GAAP or previous GAAP or IGAAP).

The Group has now voluntarily adopted Ind AS accounting standards as specified under section 133 of the Act read together with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 as amended from time to time along with the rules thereof or any other applicable rules or related requirements under the Act from the beginning of financial year 2022-23 and accordingly Ind AS transition date is 1st April 2022. Accordingly, the Group has prepared its first financial statements in accordance with Ind AS.

The accounting policies set out in Note 3 have been applied in preparing the financial statements for the year ended 31st March 2025, the comparative information presented in these financial statements for the year ended 31st March 2024 and 31st March 2023 and in the preparation of an opening Ind AS balance sheet at 1st April 2022 (the Group's date of transition to Ind AS).

In preparing its opening Ind AS balance sheet, the Group has adjusted amounts reported previously in the financial statements prepared in accordance with the Indian GAAP. An explanation of how the transition from Indian GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows is set out in the following tables and the notes that accompany the tables and notes:

B. Exemption and exception applied

In preparing these financial statements, the Group has applied the below optional exemptions and mandatory exceptions in line with principles of Ind AS 101.

Optional exemptions

I. Property, Plant and Equipment (PPE)

Ind AS 101 provides the below options with respect to the items of PPE:

- Carry forward the previous GAAP carrying values as at the transition date as "deemed cost" under Ind AS, provided there is no change in functional currency.
- Fair value the items of PPE as at the transition date and use this as the "deemed cost" under Ind AS.
- Restate the carrying values of PPE retrospectively as at the transition date based on Ind AS 16.

The above options are available for intangible assets and investment property as well except fair value option not permitted for investment property.

The Group has opted to carry forward the previous GAAP carrying values for Property Plant and Equipment at the transition date as "deemed cost" under IND AS.

II. Leases

Ind AS - 116 is applied with Full retrospective approach, the Group has identified leases since the inception of all lease contracts that are presented in the financial statements, and has restated the comparative years presented.

The Group also applied the available practical expedients wherein it:

- has used a single discount rate for leases in India to a portfolio of leases with reasonably similar characteristics
- has elected to apply short term lease exemption to leases for which the lease term ends within 12 months of the date of initial application.
- has excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

C. Mandatory exceptions

Below are the key mandatory exceptions used in preparation of these financial statements:

I. Estimates

Under Ind AS 101, an entity's estimates in accordance with Ind AS at 'the date of transition to Ind AS' or 'the end of the comparative period presented in the entity's first Ind AS financial statements', as the case may be, should be consistent with estimates made for the same date in accordance with previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

The Group's Ind AS estimates as on the transition date are consistent with the estimates made under previous GAAP as on this date. Key estimates considered in preparation of these financial statements that were not required under the previous GAAP are listed below:

- Fair valuation of financial instruments carried at FVTPL.
- Impairment of financial assets based on the expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortized cost.

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II. De-recognition of financial assets and liabilities

As per para B2 of Ind AS 101, an entity should apply the derecognition requirements in Ind AS 109, "Financial Instruments", prospectively for transactions occurring on or after the date of transition to Ind AS. However, para B3 gives an option to the entity to apply the derecognition requirements from a date of its choice if the information required to apply Ind AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the initially accounting for those transactions. The Group has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

III. Classification and measurement of financial assets

Ind AS 101 provides exemptions to certain classification and measurement requirements of financial assets under Ind AS 109, where these are impracticable to implement. Classification and measurement is done on the basis of facts and circumstances existing as on the transition date.

Accordingly, the Group has determined the classification of financial assets based on facts and circumstances that exist on the transition date.

D. Reconciliations

The following reconciliations provides the effect of transition to Ind AS from Indian GAAP in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards:

A. Statement of reconciliation of Other Equity as on 31st March 2024 and 31st March 2023				
Particulars	Foot Note Reference	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)	As at 1st April, 2022 (Standalone)
Total Equity as per previous GAAP (A)		1,393.07	805.72	666.14
Prior Period Error Adjustment	71.6	-	-	(6.05)
Total Equity (B)		1,393.07	805.72	660.09
Ind AS Adjustments				
Impact due to Right-of-use Asset Accounting	71.1	(3.07)	(1.81)	(0.94)
Impact due to application of ECL Model on Trade Receivables	71.2	(24.31)	(13.56)	(11.34)
Impact due to Business Combination	71.3	61.01	-	-
Impact due to share of profit/(loss) in Associates, Joint Ventures	71.4	0.20	-	-
Impact due to Deferred Tax on Ind AS adjustments	71.5	(10.73)	(6.62)	(7.58)
Impact of Total Adjustments (B)		23.10	(21.99)	(19.86)
Total Equity as per Ind AS (C) = (A) + (B)		1,416.17	783.73	640.23

B. Statement of reconciliation of Total Comprehensive Income for the year ended as on 31st March 2024 and 31st March, 2023			
Particulars	Foot Note Reference	For the Year ended 31st March, 2024 (Consolidated)	For the Year ended 31st March, 2023 (Standalone)
Profit as per previous GAAP (A)		278.21	139.58
Prior Period Error Adjustment	71.6	-	6.05
Total Profit (B)		278.21	145.63
Ind AS Adjustments			
Impact due to Right-of-use Asset Accounting	71.1	(1.26)	(0.86)
Impact due to application of ECL Model on Trade Receivables for private customers	71.2	(10.75)	(2.23)
Impact due to Business Combination	71.3	3.96	-
Impact due to share of profit/(loss) in Associates, Joint Ventures	71.4	0.20	-
Impact due to Deferred Tax on Ind AS adjustments	71.5	(4.11)	0.96
Impact of Total Adjustments (B)		(11.96)	(2.13)
Total Comprehensive Income as per Ind AS (C) = (A) + (B)		266.25	143.50

71.1 Right-of-use Asset Accounting

Under previous GAAP, the lease payments were charged off as an operating expense on a straight line basis over the term of the lease to statement of profit and loss. Ind AS 116 requires the Holding Company or subsidiary Company to recognise a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For the short term and leases of low value assets, the Holding Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

71.2 Application of ECL Model on Trade Receivables

Under previous GAAP, the Group had created provision for doubtful debts based on specific amount for incurred losses. Under Ind AS, the allowance for doubtful debts has been determined based on expected credit loss model.

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71.3 Impact due to Business Combination

Under previous GAAP, business combinations in the nature of merger were accounted for using the pooling of interests method, whereby the assets and liabilities of the transferor company were recorded at their existing book values in the books of the transferee company. No adjustments were made to reflect fair values, and the difference between the consideration paid and the net assets acquired was adjusted in reserves without recognizing goodwill. Under Ind AS, business combinations are accounted for using the acquisition method, wherein the acquiring company recognizes the identifiable assets acquired and liabilities assumed at their fair values on the acquisition date. Excess of the consideration transferred over the net identifiable assets is recognized as goodwill, while a bargain purchase gain is recognized in directly in capital reserve.

71.4 Share of profit/(loss) in Equity accounted investee

Under previous GAAP, such share of profit/loss was accounted for based on the financial statements prepared in accordance with Indian GAAP. However, under Ind AS the share of profit/loss from associates and joint ventures has been recognized based on their financial statements prepared in accordance with Ind AS.

71.5 Deferred Tax

Under previous GAAP, Deferred Taxes were recognised based on Profit & Loss approach i.e. tax impact on difference between the accounting income and taxable income. Under Ind AS, Deferred Tax is recognised by following Balance Sheet approach i.e. tax impact on temporary difference between the carrying value of assets and liabilities in the books and their respective tax base.

71.6 Prior Period Error Adjustment

Prior period errors pertaining to the period upto financial year 2021-22 have been adjusted under the relevant heads, as stated in the above reconciliation, in accordance with Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors. The actuarial valuation of gratuity was not carried out in that period, the impact of the same has now been recognised.

72 The figures as on and for the year ended 31st March 2023 pertain to the Standalone financial statements, as the Company did not have any subsidiary, associate, or joint venture during that financial year.

73 Previous GAAP figures have been reclassified/regrouped to confirm the presentation requirements under IND AS and the requirements laid down in Division-II of the Schedule-III of the Companies Act, 2013.

As per our report of even date

For and on behalf of the Board of Directors

For Singhi & Co.

Chartered Accountants
(Firm Registration No. 302049E)

Kishan Dhanuka
Chairman-cum- Managing Director
(DIN: 00569035)

Nishit Dhanuka
Whole Time Director
(DIN: 07937765)

Navindra Kumar Surana
Partner
(Membership No. 053816)

Neeraj Sureka
Chief Financial Officer
(FCA: 058687)

Anatha Bandhaba Chakrabartty
Company Secretary and Compliance officer
(FCS: 7184)

Place : Kolkata
Date : 25 September, 2025

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Annexure-VII Statement of Adjustments to Audited Consolidated and Standalone Financial Statements

(All amounts are in INR Millions, unless otherwise stated)

Summarized below are the restatement adjustments made to the Audited Consolidated and Standalone Financial Statements for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 and their impact on equity and the profit/loss of the Group:

Part A: Statement of Adjustments to Audited Consolidated and Standalone Financial Statements

(i) Reconciliation between audited equity and restated equity

Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Total Equity as per Audited Consolidated Financial Statements and Audited Special Purpose Consolidated and Standalone Financial Statements	1,844.03	1,416.17	783.73
<u>Material Restatement Adjustments</u>			
(i) Audit qualifications	-	-	-
(ii) Adjustments due to prior period items / other adjustments	-	-	-
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-
(iv) Change in accounting policies	-	-	-
Total adjustments (i + ii + iii + iv)	-	-	-
Total Equity as per Restated Financial Information	1,844.03	1,416.17	783.73

(ii) Reconciliation between audited profit and restated profit

Particulars	As at 31st March, 2025 (Consolidated)	As at 31st March, 2024 (Consolidated)	As at 31st March, 2023 (Standalone)
Profit after tax as per Audited Consolidated Financial Statements and Audited Special Purpose Consolidated and Standalone Financial Statements	424.42	266.08	142.64
<u>Material Restatement Adjustments</u>			
(i) Audit qualifications	-	-	-
(ii) Adjustments due to prior period items / other adjustments	-	-	-
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-
(iv) Change in accounting policies	-	-	-
Total adjustments (i + ii + iii + iv)	-	-	-
Restated Profit after tax as per Restated Financial Information	424.42	266.08	142.64

Note to Adjustment:

(i) Audit qualifications - There are no audit qualifications in auditor's report for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023.

(ii) Material regrouping/reclassification - Appropriate regrouping/reclassification have been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Audited Consolidated Financial Statements for the year ended March 31, 2025 prepared in accordance with Schedule III (Division II) of the Act, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

LALBABA ENGINEERING LIMITED
(FORMERLY KNOWN AS : LAL BABA SEAMLESS TUBES PRIVATE LIMITED)
CIN: U30204WB2006PLC110060

Annexure-VII Statement of Adjustments to Audited Consolidated and Standalone Financial Statements

(All amounts are in INR Millions, unless otherwise stated)

Part B: Non Adjusting Items

a) Report on Other Legal and Regulatory Requirements

i) Lalbaba Engineering Limited (Report on Other Legal and Regulatory Requirements for the year ended March 31, 2025)

Based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2024, has used accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except for one unit of the company where the parameters relating to the person who has made the changes or created a transaction and the person who has approved such changes or creation, as required in the MCA format, are not present.

Further, there are no instances of audit trail feature being tampered with, and the Audit trail facility has been preserved by the company as per the statutory requirements for record retention, from when such feature is enabled, except for the period 1st April 2023 to 21st December 2023 in all units of the company and in case of one unit Audit trail facility has not been preserved for the period 1st April 2023 to 31st March 2024.

ii) Lalbaba Engineering Limited (Report on Other Legal and Regulatory Requirements for the year ended March 31, 2024)

Based on our examination which included test checks, the Company has migrated to the new accounting software (i.e. Tally Prime Edit Log Gold) from the software "Data Note Application" during the year effective from December 22, 2023 except in the case of one unit where it continues to use the old accounting software i.e. Data Note Application. The accounting softwares used by the Company for maintaining its books of accounts has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that the audit trail feature is not enabled at the database level in case of Data Note Application software. In case of PEW Engineering Private Limited (Transferor Company) and Uluberia unit of Lalbaba Industrial Corporation Private Limited (Demerged Undertaking), the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, there are no instances of audit trail feature being tampered with where audit trail (edit log) facility was enabled and operated throughout the year.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

iii) Lalbaba NF Rail Engg Private Limited (Report on Other Legal and Regulatory Requirements for the year ended March 31, 2025)

Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has been made operational w.e.f 28th June 2024 for all relevant transactions recorded in the softwares.

Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

iv) Lalbaba NF Rail Engg Private Limited (Report on Other Legal and Regulatory Requirements for the year ended March 31, 2024)

As the company is maintaining manual books of accounts and not in any accounting software; the assessment and reporting on audit trail is not applicable.

v) Lalbaba Projects Private Limited (Report on Other Legal and Regulatory Requirements for the year ended March 31, 2024)

Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same was partly operative during the financial year. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

b) Auditor's Comments in Annexure to Auditors' Report

Certain statements/comments included in the CARO on the standalone financial statements of the Holding Company for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 which do not require any adjustments in the Restated Financial Information are reproduced below.

Additionally, the statements/comments in the CARO issued on the separate statutory financial statements of Lalbaba NF Rail Engg Private Limited, subsidiary, Indodeutsche Precision Tubes Private Limited, joint venture and Raillex Engineering Private Limited and Lalbaba Projects Private Limited, associate companies of the Holding Company as at and for the years ended March 31, 2025 and March 31, 2024 have also been reproduced below:

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Annexure-VII Statement of Adjustments to Audited Consolidated and Standalone Financial Statements

(All amounts are in INR Millions, unless otherwise stated)

i) Lalbaba Engineering Limited

Annexure to Auditor's Report for the year ended March 31, 2025

Clause ii(b) of CARO, 2020 Order

The Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks and financial institutions during the year on the basis of security of current assets of the Company. The Company has filed quarterly returns/statement with such banks, which are in agreement with books of accounts other than those as set out below:

Quarter ended	Name of Bank	Particulars	Amount as per Books of Accounts	Amount disclosed as per quarterly return /statement	Amount of Difference
June 30, 2024	AXIS Bank & YES Bank	Stock and Book Debts	1,387.00	1,498.94	(111.94)
September 30, 2024	AXIS Bank & YES Bank		1,525.38	1,700.24	(174.86)
December 31, 2024	AXIS Bank & YES Bank		1,682.38	1,794.92	(112.54)
March 31, 2025	AXIS Bank, YES Bank & ICICI Bank		2,499.05	2,810.23	(311.18)

Further PEW Engineering Private Limited (Transferor Company) has been merged with the Company effective April 1, 2023, has been sanctioned working capital limits in excess of rupees five crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. The Transferor Company has filed quarterly returns/statement with such banks for first three quarters of FY 24-25, which are in agreement with books of accounts other than those as set out below:

Quarter ended	Name of Bank	Particulars	Amount as per Books of Accounts	Amount disclosed as per quarterly return /statement	Amount of Difference
June 30, 2024	Standard Chartered Bank	Stock and Book Debts	350.20	351.11	(0.91)
September 30, 2024	Standard Chartered Bank		422.22	436.33	(14.11)
December 31, 2024	Standard Chartered Bank		407.86	450.00	(42.14)
March 31, 2025	NA*		NA*	NA*	NA*

Pursuant to the Scheme of Arrangement as sanctioned by the Hon'ble National Company Law Tribunal (NCLT) at Kolkata vide order dated 18th December 2024, Uluberia unit of Lalbaba Industrial Corporation Private Limited (Demerged Undertaking) has been demerged and merged into Lalbaba Engineering Limited (formerly, Lal Baba Seamless Tubes Private Limited) (Resulting Company) effective from 1st April, 2023. However, stock statement/ quarterly returns filed by Lalbaba Industrial Corporation Private Limited (Demerged Company) for first three quarters of FY 2024-25 was submitted for company as a whole comprising both units. Hence summary of reconciliation and reasons for material discrepancies, if any, is not disclosed for the Demerged Undertaking.

[*] Thus, effective March-2025 all the banking limits of both demerged undertaking as well as transferor company ceased to exist, since, merged with the resulting company i.e. Lalbaba Engineering Limited (formerly, Lal Baba Seamless Tubes Private Limited) and the stock statement / quarterly return as submitted to banks were submitted on consolidated basis.

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Annexure-VII Statement of Adjustments to Audited Consolidated and Standalone Financial Statements

(All amounts are in INR Millions, unless otherwise stated)

Clause vii(a) of CARO, 2020 Order

According to the information and explanations given to us and the records of the Company examined by us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs and other statutory dues applicable to it though there has been delay in a few cases.

Clause vii(b) of CARO, 2020 Order

According to the information and explanations given to us and the records of the Company examined by us, the particulars of statutory dues referred to in sub-clause (a) as at March 31, 2025 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where dispute is pending
CGST, SGST Act, 2017	Goods & Service Tax	1.21	July 2017 to September 2020	GST Appellate Authority
CGST Act, 2017	Goods & Service Tax	2.92	July 2017 to March 2018	GST Appellate Authority
The Central Excise Act, 1944	Central Excise Duty	2.97	FY 2015-16 & 2016-17	Officer of the Commissioner, CGST & CX, Kolkata Appeals-II
Income Tax Act, 1961	Income Tax	1.23	FY 2018-19	Deputy Commissioner of Income Tax, Central Circle 3(4)

Annexure to Auditor's Report for the year ended March 31, 2024

Clause ii(b) of CARO, 2020 Order

The Company has been sanctioned working capital limits in excess of rupees five crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. The company has filed quarterly returns/statement with such banks, which are in agreement with books of accounts other than those as set out below:

Quarter ended	Name of Bank	Amount as per Books of Accounts	Amount disclosed as per quarterly return /statement	Amount of Difference
June 30, 2023	AXIS Bank & YES Bank	1,198.21	1,244.07	(45.86)
September 30, 2023	AXIS Bank & YES Bank	1,219.68	1,373.91	(154.23)
December 31, 2023	AXIS Bank & YES Bank	1,699.75	1,453.16	246.59
March 31, 2024	AXIS Bank & YES Bank	1,292.18	1,278.44	13.74

Further PEW Engineering Private Limited (Transferor Company) has been merged with the Company effective April 1, 2023, has been sanctioned working capital limits in excess of rupees five crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. The Transferor Company has filed quarterly returns/statement with such banks, which are in agreement with books of accounts other than those as set out below:

Quarter ended	Name of Bank	Amount as per Books of Accounts	Amount disclosed as per quarterly return /statement	Amount of Difference
June 30, 2023	Standard Chartered Bank	205.17	236.61	(31.44)
September 30, 2023	Standard Chartered Bank	145.22	180.61	(35.39)
December 31, 2023	Standard Chartered Bank	152.46	133.69	18.77
March 31, 2024	Standard Chartered Bank	222.29	240.05	(17.76)

Further Pursuant to the Scheme of Arrangement as sanctioned by the National Company Law Tribunal (NCLT) at Kolkata vide order dated 18th December 2024, Uluberia unit of Lal Baba Industrial Corporation Private Limited (Demerged Undertaking) has been demerged and merged into Lal Baba Seamless Tubes Private Limited (Resulting Company) effective from 1st April, 2023. However, stock statement/ quarterly returns filed by Lal Baba Industrial Corporation Private Limited (Demerged Company) for FY 2023-24 was submitted for company as a whole. Hence summary of reconciliation and reasons for material discrepancies, if any, is not disclosed for the Demerged Undertaking.

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Annexure-VII Statement of Adjustments to Audited Consolidated and Standalone Financial Statements

(All amounts are in INR Millions, unless otherwise stated)

Clause vii(b) of CARO, 2020 Order

According to the information and explanations given to us and the records of the Company examined by us, the particulars of statutory dues referred to in sub-clause (a) as at March 31, 2024 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where dispute is pending
CGST Act 2017	CGST & Penalty	0.10	2017-18	Commissioner of CGST & Central Tax (Appeals)

Annexure to Auditor's Report for the year ended March 31, 2023

Clause ii(b) of CARO, 2020 Order

The Company has been sanctioned working capital limits in excess of rupees five crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. The company has filed quarterly returns/statement with such banks, which are in agreement with books of accounts other than those as set out below:

Quarter ended	Name of Bank	Amount as per Books of Accounts	Amount disclosed as per quarterly return /statement	Amount of Difference
June 30, 2022	AXIS Bank & YES Bank	763.09	715.62	47.47
September 30, 2022	AXIS Bank & YES Bank	677.07	714.27	(37.20)
December 31, 2022	AXIS Bank & YES Bank	856.54	865.70	(9.16)
March 31, 2023	AXIS Bank & YES Bank	851.71	1,054.92	(203.21)

ii) Lalbaba NF Rail Engg Private Limited

Annexure to Auditor's Report for the year ended March 31, 2025

Clause ii(b) of CARO, 2020 Order

The Company has been sanctioned working capital limits in excess of Rs. 5 crores in aggregate from Banks/financial institutions on the basis of security of current assets. Quarterly returns / statements filed with such Banks/ financial institutions are in agreement with the books of account other than those as set out below:

Quarter ended	Name of Bank	Particulars	Amount as per Books of Accounts	Amount disclosed as per quarterly return /statement	Amount of Difference
September 30, 2024	AXIS Bank	Current Assets	246.94	247.91	(0.97)
December 31, 2024	AXIS Bank		586.91	590.43	(3.52)
March 31, 2025	AXIS Bank		456.22	428.03	28.19

iii) Indodeutsche Precision Tubes Private Limited

Annexure to Auditor's Report for the year ended March 31, 2025

Clause vii(a) of CARO, 2020 Order

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted/accrued in the books of account in respect of undisputed statutory dues including GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have generally been regularly deposited by it with the appropriate authority, except for a few delays.

Clause xvii of CARO, 2020 Order

The Company has incurred cash losses in the financial year of Rs. 6.54 million and in the immediately preceding financial year of Rs. 2.24 million.

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Annexure-VII Statement of Adjustments to Audited Consolidated and Standalone Financial Statements

(All amounts are in INR Millions, unless otherwise stated)

iv) Lalbaba Projects Private Limited

Annexure to Auditor's Report for the year ended March 31, 2025

Clause ii(b) of CARO, 2020 Order

The Company has been sanctioned working capital limits in excess of Rs. 5 crores in aggregate from Banks/financial institutions on the basis of security of current assets. Quarterly returns / statements filed with such Banks/ financial institutions are in agreement with the books of account other than those as set out below:

Quarter ended	Name of Bank	Particulars	Amount as per Books of Accounts	Amount disclosed as per quarterly return /statement	Amount of Difference
June 30, 2024	Yes Bank	Current Assets	151.65	191.62	(39.97)
September 30, 2024	Yes Bank		193.61	219.96	(26.35)
December 31, 2024	Yes Bank		144.47	167.51	(23.04)
March 31, 2025	Yes Bank		168.85	194.53	(25.68)

Clause vii(b) of CARO, 2020 Order

According to the information and explanation given to us and examination of records of the Company, the outstanding dues of income-tax, goods and service tax, customs duty, cess and any other statutory dues on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount under dispute	Amount paid under protest	Period	Forum where dispute is pending
Goods & Service Tax Act 2017	GST	10.61	0.54	2019-20	First Appellate Authority

Annexure to Auditor's Report for the year ended March 31, 2024

Clause ii(b) of CARO, 2020 Order

The Company has been sanctioned working capital limits in excess of Rs. 5 crores in aggregate from Banks/ financial institutions on the basis of security of current assets. Quarterly returns / statements filed with such Banks/ financial institutions are in agreement with the books of account, however with marginal differences. According to the information and explanations given to us by the management, there being no mandate for the Company to close its books of accounts on quarterly basis hence there shall always remain differences between the statements filed with Standard Chartered Bank in comparison to the books of accounts as set out below:

Quarter ended	Name of Bank	Amount as per Books of Accounts	Amount disclosed as per quarterly return /statement	Amount of Difference
June 30, 2023	Yes Bank	82.31	50.81	31.50
September 30, 2023	Yes Bank	45.12	51.17	(6.05)
December 31, 2023	Yes Bank	46.25	50.43	(4.18)
March 31, 2024	Yes Bank	83.03	73.40	9.63

As per our report of even date

For Singhi & Co.

Chartered Accountants

(Firm Registration No. 302049E)

For and on behalf of the Board of Directors

Navindra Kumar Surana

Partner

(Membership No. 053816)

Kishan Dhanuka

Chairman-cum- Managing Director

(DIN: 00569035)

Nishit Dhanuka

Whole Time Director

(DIN: 07937765)

Neeraj Sureka

Chief Financial Officer

(FCA: 058687)

Anatha Bandhaba Chakrabartty

Company Secretary and Compliance officer

(FCS: 7184)

Place : Kolkata

Date : 25 September, 2025

OTHER FINANCIAL INFORMATION

Accounting ratios

The accounting ratios derived from the Restated Financial Information required to be disclosed under the SEBI ICDR Regulations and other non-GAAP measures are set forth below:

Particulars	As at/for the Fiscals ended March 31,		
	2025	2024	2023
Restated earnings per equity share (Face value of ₹5 each) - Basic EPS (in ₹) ⁽¹⁾	4.35	2.90	1.85
Restated earnings per equity share (Face value of ₹5 each) – Diluted EPS (in ₹) ⁽²⁾	3.99	2.64	1.65
Return on Net Worth (in %) ⁽³⁾	25.32%	24.27%	20.03%
Net asset value per equity share (in ₹) ⁽⁴⁾	17.83	13.83	9.07
EBITDA (in ₹ million) ⁽⁵⁾	974.79	718.41	336.73

The number of equity shares outstanding at the end of the year has been adjusted for sub division of equity shares, in accordance with principles of Ind AS 33.

Notes:

⁽¹⁾ Basic EPS = Restated profit for the year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding during the year.

⁽²⁾ Diluted EPS = Restated profit for the year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding during the year adjusted for the effects of all dilutive potential equity shares, if any.

⁽³⁾ Return on Net Worth (in %) = Profit after tax attributable to owners / Average Net worth (Average Net Worth is calculated as the arithmetic average of the opening and closing balance of Net Worth).

⁽⁴⁾ Net asset value per share = Total Equity minus Non-Controlling Interest divided by shares outstanding at the end of the financial year. Number of shares outstanding at the end of the year includes dilutive number of shares such as convertible preference shares.

EBITDA is calculated as profit/(loss) before share of profit /(loss) of Associate and Joint Venture plus depreciation and amortisation expense and finance costs less other income as per the Restated Financial Information

For reconciliation of Non-GAAP measures, see “Management’s Discussion and Analysis of Financial Position and Results of Operations–Non-GAAP Measures” on page 390.

Other financial information

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company as at and for the Fiscals ended March 31, 2025, March 31, 2024, and March 31, 2023, (“**Audited Financial Statements**”) are available at <https://lalbabagroup.com/investors/>. The audited standalone financial statements of our Material Subsidiary as at and for the Fiscals ended March 31, 2025, March 31, 2024, and March 31, 2023, are available at <https://lalbabagroup.com/investors/>.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements and the reports thereon do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements and reports thereon should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of our Company or any entity in which our Shareholders have significant influence or any of its advisors, nor BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents, or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, 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 Fiscals ended March 31, 2025, March 31, 2024 and March 31, 2023, see “*Restated Financial Information- Note- 51 - Related Parties Disclosures* ” on page 335.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey the management's perspective on our financial condition and results of operations for the Fiscals 2025, 2024 and 2023 and should be read in conjunction with "Restated Financial Information" on page 377.

This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 21. Also see "Risk Factors" and "– Significant Factors Affecting our Results of Operations and Financial Condition" on pages 38 and 374, respectively, for a discussion of certain factors that may affect our business, results of operations, financial condition or cash flows.

Our Company's financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscal 2025, 2024 and 2023 included herein is derived from the Restated Financial Information, included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Information" on page 284. Pursuant to the Composite Scheme of Arrangement, our audited consolidated financial information as at and for the years ended March 31, 2025 and March 31, 2024 consolidate the operations of PEPL and the Uluberia Unit of LICPL. As a result, our audited financial information as of and for the year ended March 31, 2023 are not comparable with the audited financial information as of and for the years ended March 31, 2025 and March 31, 2024, and therefore, the Restated Financial Information for the same periods are not comparable as well. Also, see "Risk Factors - In this Draft Red Herring Prospectus, we have compared the restated financial information as of and for the year ended March 31, 2023 with the restated financial information as of and for the years ended March 31, 2024 and March 31, 2025. These periods are not strictly comparable to each other" on page 71.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Crisil Intelligence – Industry chapter on forging, tubing, and rail system" dated September 27, 2025 (the "**CRISIL Report**") prepared and issued by CRISIL Limited, pursuant to an engagement letter dated May 9, 2025. The CRISIL Report has been exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. 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. A copy of the CRISIL Report is available on the website of our Company at <https://lalbabagroup.com/investors> from the date of this Draft Red Herring Prospectus until the Bid/Offer Closing Date, and has also been included in "Material Contracts and Documents for Inspection – Material Documents" on page 505. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. For further information, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the CRISIL Report which is a paid report and commissioned by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 70. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 19.*

Overview

For details in relation to our business, see "Our Business" on page 206.

Significant factors affecting our results of operations and financial condition

Our results of operations and financial condition are affected by a number of important factors including:

Volume of business

We operate through three integrated business verticals — tubular, forging and rail systems. Our integrated business verticals enable us to serve critical applications across railways, automotive, energy and industrial

infrastructure. The table below sets forth our revenue from these sectors for the years indicated:

Sector	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of Revenue from Operations	Amount	Percentage of Revenue from Operations	Amount	Percentage of Revenue from Operations
	(in ₹ million except for percentages)					
Railways	4,858.37	62.96%	3,556.65	59.33%	1,124.86	32.77%
Energy	1,427.46	18.50%	1,285.49	21.44%	1,359.74	39.61%
Industrial	586.16	7.60%	420.44	7.01%	278.48	8.11%
Automotive	631.39	8.18%	419.76	7.00%	385.67	11.23%
Others*	212.69	2.76%	312.67	5.22%	284.21	8.28%
Total	7,716.07	100.00%	5,995.01	100.00%	3,432.96	100.00%

*Others include sales to traders, duty drawback, export incentive, exchange gain/ (loss) and others.

A substantial portion of our revenue is derived from the railway sector, primarily through the supply of our products to the Indian Railways and private wagon builders. Consequently, our results of operations are materially influenced by the timing and size of rolling-stock procurement programmes, annual wagon-deployment budgets, periodic refurbishment and re-bodying of the existing wagon fleet and policy decisions of Indian Railways and its authorised builders. Any deferral or reduction in these programmes, shift in technical specifications, or increased competition for approved vendor slots could lower volumes, adversely impact our margins and affect capacity utilisation. Conversely, an increase in wagon orders, new locomotive programmes, network expansion projects or refurbishment of existing wagons, together with higher maintenance budgets allocated by Indian Railways or its authorised wagon builders, would directly increase our revenues and improve profitability in the relevant period.

In addition to the railways vertical, demand for our tubular and forging products from the energy, automotive and industrial-infrastructure segments is principally determined by the capital-expenditure and maintenance budgets of power-generation, oil-and-gas, mining, cement and heavy-engineering customers, as well as by the production schedules of domestic automotive OEMs and their tier-I suppliers. An acceleration in power-plant construction, pipeline expansion, renewable-energy infrastructure, passenger-vehicle output or broader industrial-capex activity can increase volumes, enhance capacity utilisation and have a favourable impact on our revenues and results of operations; conversely, a slowdown in private investment, deferral of customer maintenance expenditure or greater reliance on lower-specification imports could reduce volumes, exert downward pressure on realisations and adversely affect our margins, cash flows and overall financial performance in the relevant period.

Cost and availability of raw materials

Our business, financial condition, results of operations and prospects are significantly impacted by the prices and availability of raw materials purchased by us. Our primary raw material includes carbon and alloy rounds and billets, stainless steel rounds and billets and casting products. The table below sets forth details of cost of materials consumed, expressed as a percentage of our revenue from operations for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(in ₹ million except for percentages)		
Cost of raw materials consumed	4,612.61	3,697.65	1,947.77
Revenue from operations	7,716.07	5,995.01	3,432.96
Cost of raw materials consumed as a percentage of revenue from operations	59.78%	61.68%	56.74%

Raw material pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, import duties, fuel prices and availability, power tariffs and currency exchange rates. This volatility in commodity prices can significantly affect our raw material costs.

Ability to maintain relationships with customers, adapt to their business needs and estimate their business requirements

Our financial performance has largely been driven by, and is a key factor to our future success will be, our ability to continue to diversify our business through maintaining a diversified mix of our products offered to continue to deliver value for our customers, an increase in our customer base in a cost-effective manner and deepening our

relationships with our existing customers. Thus, our future results of operations are dependent upon, among other factors, our ability to continue to produce our products more efficiently by using our R&D and integration capabilities and to continue to innovate and invest in product development to drive sales of additional and/or improved products to existing and/or new customers.

Further, we have established long-standing relationships with several of our customers. Our customer base consists of leading wagon builders, including Jupiter Wagons Limited, Titagarh Rail Systems, Texmaco Rail & Engineering Limited, rail system integrators, including Sona Comstar, automotive Tier 1 such as Marathwada Auto Compo Private Limited and ACV Suspansiyon Sistemleri Anonim Sirketi, one of the leading power generation public sector undertakings and other public sector undertakings, many of whom we have served for several years. Our results of operations are significantly influenced by the depth and continuity of our customer relationships. Any increase or decrease in the business activity by our customers, in turn, are likely to have an effect on our revenues and our results of operations. The loss of, or a significant reduction in orders from, any major customer; a failure to anticipate changes in product specifications, volumes or delivery schedules; or an inability to participate in new project development cycles could lead to lower capacity utilisation, reduced revenue and pressure on margins. Conversely, timely alignment with customer design roadmaps, successful qualification for new programmes and accurate forecasting of their offtake allow us to plan raw-material procurement, production schedules and working-capital requirements more efficiently, thereby moderating cost volatility and supporting profitable growth. Changes in the business outlook, capital-expenditure plans or procurement policies of our key customers, or any elongation of their payment cycles, may therefore cause our financial performance to vary materially from period to period.

Exchange rates

Since our reporting currency is Indian rupee, all foreign currency transactions including sales, purchases and expenses are translated into Indian rupees. Therefore, our results of operations may be influenced by the currencies that we export in as well as by currencies of countries from where we procure raw material. Exchange rate fluctuations between the Indian Rupee and foreign currencies, especially USD and Euro, may have an impact on our operating results. Depreciation of the Indian rupee against these foreign currencies will generally have a positive effect on our reported revenues and operating income and appreciation of the Indian rupee against these foreign currencies will generally have a negative impact on our reported revenues and operating income.

Further, between April 1, 2023 and March 31, 2025, we have supplied products to customers in more than 18 countries. In Fiscal 2025, Fiscal 2024 and Fiscal 2023, our revenue from operations from customers outside India was ₹ 536.07 million, ₹ 489.01 million and ₹ 630.35 million, respectively, which represented 6.95%, 8.16% and 18.36% of our revenue from operations for the respective periods. Our overseas business and growth initiatives are exposed to changes in international tariffs, trade relations and policies, including renegotiated trade agreements and imposition of tariffs that make unjustified, unreasonable or discriminatory trade actions impacting the countries in which we export. Our sales may also be impacted by changes in tariffs applicable on our products or on our customers' products containing content sourced from us.

Acquisitions

Our business strategies are focused on enhancing our market position by continuously improving the competitive differentiation of our product portfolio, focusing on our strengths and core competencies, and growing the businesses that offer the most attractive returns. Although the core of our strategy is to continue to achieve growth organically through investment in our technological capabilities, business development skills and customer relationships, we have in the past and continue to acquire or make investments in entities that expand our opportunities in other end-markets, geographic regions, new customers and new products. For example, our Company acquired 16.46% of the paid-up equity share capital of DTL and 29.49% of the paid-up equity share capital of DIHL subsequent to March 31, 2025. Our Company proposes to acquire an additional 11.06% of the paid-up equity share capital of DTL and 21.51% of the paid-up equity share capital of DIHL by June 2026, which will result in our Company acquiring, directly and indirectly, more than 51% of the paid-up equity share capital in each of DIHL and DTL. Each new acquisition or investment that we complete may materially affect the overall results of our operations and financial profile.

Also, see “Risk Factors - Our Company acquired 16.46% of the paid-up equity share capital of DTL Ancillaries Limited (“DTL”) and 29.49% of the paid-up equity share capital of DTL India Holdings Limited (“DIHL”) subsequent to March 31, 2025. Our Company proposes to acquire additional paid-up equity share capital of DTL and DIHL by June 2026, which will result in our Company acquiring, directly and indirectly, more than 51% of

the paid-up equity share capital in each of DIHL and DTL. Both DIHL and DTL have incurred losses in Fiscal 2025 and, once they become our subsidiaries upon completion of the proposed acquisition, any of their future losses will be consolidated in our financial statements which could adversely affect our business, results of operations, financial condition and cash flows.” on page 51.

PRESENTATION OF FINANCIALS

The Restated Financial Information of our Company, our Subsidiary (the Company and Subsidiary together referred to as the “**Group**”), Associates and Joint Ventures, comprising the restated consolidated statement of assets and liabilities as at March 31, 2025 and March 31, 2024; 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 year ended March 31, 2025 and March 31, 2024, and the restated standalone statement of assets and liabilities as at March 31, 2023; the restated standalone statement of profit and loss (including other comprehensive income), the restated standalone statement of cash flows and the restated standalone statement of changes in equity for the year ended March 31, 2023 and the material accounting policies and other financial information, prepared in accordance with requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the ICAI and included in “Restated Financial Information” on page 284. The Restated Financial Information has been compiled by the management from:

- a) audited consolidated financial statements of the Group and its associates and joint ventures as at and for the financial year ended March 31, 2025 prepared in accordance with Indian Accounting Standard (Ind AS), specified under section 133 of the Act and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 5, 2025.
- b) special purpose audited consolidated financial statements of the Group and its associates and joint ventures as at and for the financial year ended March 31, 2024 prepared in accordance with the Indian Accounting Standards as prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, and other accounting principles generally accepted in India to the extent applicable, which have been approved by the Board of Directors at their meetings held on December 30, 2024.
- c) special purpose audited standalone financial statements of the Company for year ended March 31, 2023 prepared in accordance with the Indian Accounting Standards as prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, and other accounting principles generally accepted in India to the extent applicable, which have been approved by the Board of Directors at their meetings held on September 27, 2023.

Pursuant to the Composite Scheme of Arrangement, our audited consolidated financial information as at and for the years ended March 31, 2025 and March 31, 2024 consolidate the operations of PEPL and the Uluberia Unit of LICPL. As a result, our audited financial information as of and for the year ended March 31, 2023 are not comparable with the audited financial information as of and for the years ended March 31, 2025 and March 31, 2024, and therefore, the restated financial information for the same periods are not comparable as well. Also, see “*Risk Factors - In this Draft Red Herring Prospectus, we have compared the restated financial information as of and for the year ended March 31, 2023 with the restated financial information as of and for the years ended March 31, 2024 and March 31, 2025. These periods are not strictly comparable to each other.*” on page 71.

MATERIAL ACCOUNTING POLICIES

Below are our material accounting policies used for the preparation of the Restated Financial Information:

INVENTORIES

Raw materials, packaging materials and stores and spare parts are valued at lower of cost and net realizable value. However, material and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Work-in-progress and Finished Goods are valued at lower of cost and net realisable value. Cost includes cost of direct materials and direct labour and a proportion of manufacturing overhead based on the normal operating capacity. Cost is determined on weighted average basis.

Scrap is valued at Net Realisable Value.

Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale.

CASH AND CASH EQUIVALENTS

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand, term deposits and other short-term highly liquid investments, net of bank overdrafts as they are considered an integral part of the Group's cash management. Bank overdrafts are shown within short term borrowings in the balance sheet.

INCOME TAX

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognized in the statement of profit & loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Current Tax:

Current tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities using the tax rates (and tax laws) that have been enacted or substantively enacted, at the end of the reporting period.

Deferred Tax

- Deferred Tax assets and liabilities is measured at the tax rates that are expected to apply to 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 by the end of the reporting period.
- Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognized for carry forward of unused tax losses and unused tax credits.
- Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.
- The carrying amount of deferred tax assets is reviewed at the end of each reporting period. The Group reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.
- Deferred tax relating to items recognized outside the Statement of Profit and Loss is recognized either in other comprehensive income or in equity. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

- Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

PROPERTY, PLANT AND EQUIPMENT

Tangible Assets

Recognition and Measurement:

- Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any), except for freehold land which are carried at historical cost.
- Cost of an item of property, plant and equipment acquired comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting any trade discounts and rebates, any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.
- 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.
- Profit or loss arising on the disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.

Subsequent Measurement:

- Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.
- Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any Unamortized part of the previously recognized expenses of similar nature is derecognized.

Depreciation and Amortization:

- Depreciation on Property, Plant & Equipment is provided on straight line method in terms of life span of assets prescribed in Schedule II of the Companies Act, 2013 or as reassessed by the Group based on the technical evaluation.

Type of Assets	Useful life
Leasehold Land	As per lease agreement
Buildings	30 - 60 Years
Plant and Machinery	5 - 20 Years
Furniture and Fixtures	10 Years
Vehicles	8 - 10 Years
Office equipment	5 Years
Computers	3 - 6 Years

- Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.e., from (up to) the date on which asset is ready for use (disposed of).
- Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Disposal of Assets

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized in the statement of profit and loss.

Capital Work in Progress

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

LEASES

Determining whether an arrangement contains a lease

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Group as lessor

- Finance Lease

Leases which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item are classified and accounted for as finance lease. Lease rental receipts are apportioned between the finance income and capital repayment based on the implicit rate of return. Contingent rents are recognized as revenue in the period in which they are earned.

- Operating Lease

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease except where scheduled increase in rent compensates the Group with expected inflationary costs.

Group as lessee

The Group's lease asset classes primarily consist of leases for Land, Buildings and Plant & Machinery. The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset;
- (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and;
- (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental

borrowing rates. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is re-measured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The re-measurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing activity in statement of cash flow.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

REVENUE RECOGNITION

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Group is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

EMPLOYEE BENEFITS

Short Term Benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

Post-Employment Benefits

The Group operates the following post-employment schemes:

- **Defined Contribution Plan**

Defined contribution plans such as Provident Fund etc. are charged to the statement of profit and loss as and when incurred and paid to Authority.

- **Defined Benefit Plans**

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method.

The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. The benefits are discounted using the government securities (G-Sec) at the end of the reporting period that have terms

approximating to the terms of related obligation.

Remeasurements of the net defined benefit obligation, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling, are recognized in other comprehensive income. Remeasurements recognized in other comprehensive income are reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

- **Other Long term employee benefits**

The liabilities for leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured annually at year end by actuaries as the present value of expected future benefits in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields on government bonds at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The Group presents the leave as a current liability & Non - current liability based on Actuarial Valuation report.

BORROWING COSTS

- Borrowing Costs consists of interest and other costs that an entity incurs in connection with the borrowings of funds. Borrowing costs also includes foreign exchange difference to the extent regarded as an adjustment to the borrowing costs.
- Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of that asset that necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale.
- Transaction costs in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.

GOVERNMENT GRANTS

Government grants are recognized at their fair value, where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

The grant relating to the acquisition/ construction of an item of property, plant and equipment, the same is presented by deducting the grant from the carrying amount of the asset.

FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

- Recognition and Initial Measurement:

All financial assets are initially recognized when the Group becomes a party to the contractual provisions of the instruments. A financial asset is initially measured 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. However, trade receivables that do not contain a significant financing component are measured at transaction price.

- Classification and Subsequent Measurement:

For purposes of subsequent measurement, financial assets are classified in four categories:

- o Measured at Amortized Cost;
- o Measured at Fair Value Through Other Comprehensive Income (FVTOCI);
- o Measured at Fair Value Through Profit or Loss (FVTPL); and
- o Equity Instruments designated at Fair Value through Other Comprehensive Income (FVTOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

- o Measured at Amortized Cost: A debt instrument is measured at the amortized cost if both the following conditions are met:
 - The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
 - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the Group.

- o Measured at FVTOCI: A debt instrument is measured at the FVTOCI if both the following conditions are met:
 - The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
 - The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on remeasurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the statement of profit and loss in investment income.

- o Measured at FVTPL: FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL. In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. Equity instruments which are, held for trading are classified as at FVTPL.
- o Equity Instruments designated at FVTOCI: For equity instruments, which has not been classified as FVTPL as above, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. In case the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

Derecognition:

The Group derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

- Impairment of Financial Assets:

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS – 109 requires expected credit losses to be measured through a loss allowance. The Group recognizes impairment loss for trade receivables that do not constitute a financing transaction using expected credit loss model, which involves use of a provision matrix constructed on the basis of historical credit loss experience. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Financial Liabilities

- Recognition and Initial Measurement:

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

- Subsequent Measurement:

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

- Financial Guarantee Contracts:

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirement of Ind AS 109 and the amount recognized less cumulative amortization.

- Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

Earnings Per Share

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders adjusted for the effects of potential equity shares by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

Impairment of Non-Financial Assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful lives of the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (Cash Generating Units – CGU).

An impairment loss is recognized as an expense in the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

Provisions, Contingent Liabilities and Contingent Assets

Provisions

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Contingent Liabilities

Contingent liability is a possible obligation arising from past events and 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 or a present obligation that arises from past events but is not recognized because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Group discloses the existence of contingent liabilities in Other Notes to Restated financial information.

Contingent Assets

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

Intangible Assets

Recognition and Measurement

Intangible asset are stated at cost on initial recognition and subsequently measured at cost less accumulated amortization and accumulated impairment loss, if any.

Goodwill is initially recognised based on the accounting policy for business combinations.

Amortization

- Software's are amortized over a period of three years and technical knowhow are amortised over a period of four years.
- The amortization period and the amortization method are reviewed at least at the end of each financial year. If the expected useful life of the assets is significantly different from previous estimates, the amortization period is changed accordingly.

Operating Segment

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating

decision maker. The chief operating decision maker of the Group is responsible for allocating resources and assessing performance of the operating segments and accordingly is identified as the chief operating decision maker.

The Group has identified one reportable segment i.e., business of manufacturing of seamless tubes, stainless steel and alloy steel, pipes and pipe fittings, air brake pipes and equipments, slack adjusters for railways rolling stock applications, hydraulic tubes, railway wagon parts and other fuel injection tubes, forging & fabrication of wagon, boggie components and value added services based on the information reviewed by the CODM.

Business Combination

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Group. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. On the other hand in case of any deficit the same is recognised in Capital Reserve. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are recognised in the Statement of Profit and Loss.

Transaction costs are expensed in the statement of profit and loss as incurred, other than those incurred in relation to the issue of debt or equity securities which are directly adjusted in other equity. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Statement of Profit and Loss.

Acceptance

The Group enters into deferred payment arrangements (acceptances) whereby lenders such as banks and other financial institutions make payments to supplier's on due date. The banks and financial institutions are subsequently repaid by the Group at a later date providing working capital benefits, where the Group is availing the benefit of extended credit period with banks and financial institutions. These arrangements are recognised as borrowings and interest borne by the group on such arrangements is accounted as finance cost.

Recent accounting pronouncement

The Ministry of Corporate Affairs has vide notification dated 14 August 2024 and 9 September 2024 notified Companies (Indian Accounting Standards) Amendment Rules, 2024 (the 'Rules') which amends certain accounting standards, and are effective 1 April 2024. The Rules predominantly brings new Ind AS 117 'Insurance Contracts' replacing the existing Ind AS 104 "Insurance Contracts and amends Ind AS 116, 'Leases'. As per the Management's assessment, these amendments are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

SIGNIFICANT JUDGEMENTS AND KEY SOURCES OF ESTIMATION IN APPLYING ACCOUNTING POLICIES

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances. Information about Significant judgments and Key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognized in the restated financial information is included in the following notes:

- **Recognition of Deferred Tax Assets:** The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Group's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.
- **Right-of-use assets and lease liability:** The Group has exercised judgement in determining the lease term as the noncancellable term of the lease, together with the impact of options to extend or terminate

the lease if it is reasonably certain to be exercised. Where the rate implicit in the lease is not readily available, an incremental borrowing rate is applied. This incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar nature and value to the right of-use asset in a similar economic environment. Determination of the incremental borrowing rate requires estimation.

- **Defined Benefit Obligation (DBO):** Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases and the inflation rate. The Group considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.
- **Provisions and Contingencies:** The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.
- **Impairment of Financial Assets:** The Group reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication of impairment. If recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- **Allowances for Doubtful Debts:** The Group makes allowances for doubtful debts through appropriate estimations of irrecoverable amount. The identification of doubtful debts requires use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

Fair value measurement of financial Instruments: When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The input to these models are taken from observable markets where possible, but where this not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

NON-GAAP MEASURES

Gross Profit, Gross Margin, EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Return on Capital Employed, Net Debt to Equity, Net Debt to EBITDA and Gross Fixed Assets Turnover ("**Non-GAAP Measures**") presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Gross Profit and Gross Margin

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ millions, unless otherwise stated)		
Revenue from Operations (I)	7,716.07	5,995.01	3,432.96
Cost of Materials Consumed (II)	4,612.61	3,697.65	1,947.77
Change in Inventories of Work in Progress, Finished Goods, Stock-in-trade and Scrap (III)	(121.77)	(252.83)	(67.78)
Cost of Goods Sold (IV) = (II+III)	4,490.84	3,444.82	1,879.99
Gross Profit (V) = (I-IV)	3,225.23	2,550.19	1,552.97
Gross Margin (%) (V/I)	41.80%	42.54%	45.24%

EBITDA and EBITDA Margin

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ millions, unless otherwise stated)		
Profit/(Loss) before share of profit /(loss) of Associate and Joint Venture (I)	566.22	369.36	189.37
Depreciation and Amortisation Expense (II)	153.56	125.90	62.42
Finance Costs (III)	273.45	232.54	103.98
Other Income (IV)	18.44	9.39	19.04
EBITDA (V=I+II+III-IV)	974.79	718.41	336.73
Revenue from Operations (VI)	7,716.07	5,995.01	3,432.96
EBITDA Margin (%) (VII=V/VI)	12.63%	11.98%	9.81%

PAT Margin

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ millions, unless otherwise stated)		
Profit / (Loss) after Tax (I)	424.42	266.08	142.64
Total Income (II)	7,734.51	6,004.40	3,452.00
PAT Margin (%) (III=I/II)	5.49%	4.43%	4.13%

Return on Equity

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ millions, unless otherwise stated)		
Restated Profit for the year attributable to Owners of the Company (I)	408.30	266.08	142.64
Average equity attributable to owners of the Company (II)	1,620.83	1,099.95	711.98
Return on Equity (%) (III=I/II)	25.19%	24.19%	20.03%

Return on Capital Employed

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ millions, unless otherwise stated)		
Profit/(Loss) before Tax (I)	566.02	372.40	189.37
Finance Cost (II)	273.45	232.54	103.98
EBIT (III=II+I)	839.47	604.94	293.35
Net Worth (IV)	1,816.30	1,408.54	783.73
Total Borrowings (V)	2,647.24	1,970.20	1,216.63
Deferred Tax Liability (VI)	85.62	81.46	32.32
Intangible Assets (VII)	5.84	8.22	-
Intangible Assets under Development (VIII)	2.54	-	-
Capital Employed (IX=IV+V+VI-VII-VIII)	4,540.78	3,451.98	2,032.68
Average Capital Employed (X)	3,996.38	2,742.33	1,750.59
Return on Capital Employed (XI=III/X)	21.01%	22.06%	16.76%

Net Debt to EBITDA

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ millions, unless otherwise stated)		
Total Borrowings (I)	2,647.24	1,970.20	1,216.63
Cash and Cash Equivalents (II)	44.76	4.77	6.05
Net Debt (III=I-II)	2,602.48	1,965.43	1,210.58
EBITDA (IV)	974.79	718.41	336.73
Net Debt to EBITDA (V=III/IV)	2.67	2.74	3.60

Net Debt to Equity

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ millions, unless otherwise stated)		
Total Borrowings (I)	2,647.24	1,970.20	1,216.63
Cash and Cash Equivalents (II)	44.76	4.77	6.05

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ millions, unless otherwise stated)		
Net Debt (III=I-II)	2,602.48	1,965.43	1,210.58
Total Equity (IV)	1,844.03	1,416.17	783.73
Net Debt to Equity (V=III/IV)	1.41	1.39	1.54

Gross Fixed Asset Turnover

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ millions, unless otherwise stated)		
Revenue from Operations (I)	7,716.07	5,995.01	3,432.96
Gross Fixed Assets* (II)	2,124.96	1,834.30	1,233.17
Average Gross Fixed Assets (III)	1,979.63	1,533.74	1,054.10
Gross Fixed Asset Turnover (IV=I/III)	3.90	3.91	3.26

*Gross fixed assets represents the total gross block / worth of property plant and equipment, capital work-in progress and right of use assets.

Principal Components of Income and Expenditure

Total income

Total income comprises revenue from operations and other income.

Revenue from operations

Revenue from operations comprises (i) sale of products; (ii) sale of services; and (iii) other operating income.

Other income

Other income includes (i) interest income; (ii) gain on loss of control; (iii) financial guarantee income; (iv) claim & incentives; (v) rent income; (vi) insurance claim received; (vii) gain on termination of lease; (viii) profit on sale on property, plant & equipment; (ix) sundry balances written back; and (x) miscellaneous income.

Expenses

Total expenses comprises (i) cost of materials consumed; (ii) change in inventories of work in progress, finished goods, stock-in-trade and scrap; (iii) employee benefits expense; (iv) finance costs; (v) depreciation and amortisation expense; and (vi) other expenses.

Cost of materials consumed

Cost of materials consumed consists of costs for raw materials such as carbon and alloy rounds and billets, stainless steel rounds and billets, and casting products and packing materials such as plastic sheet, stretch films and plywood.

Changes in inventories of Work in Progress, Finished Goods, Stock-in-trade and Scrap

Changes in inventories of work in progress, finished goods, stock-in-trade and scrap denotes inventories of work-in-progress, finished goods, scrap, and stock in transit – finished goods between beginning, pursuant to the scheme arrangement, and end dates of a reporting year.

Employee benefits expense

Employee benefits expense comprises (i) salaries and wages; (ii) contribution to provident and other funds; (iii) gratuity expense; (iv) staff welfare expenses

Finance costs

Finance costs primarily comprises (i) interest expenses on borrowing; (ii) interest on lease liabilities; (iii) other borrowing costs.

Depreciation and amortization expense

Depreciation and amortization expense include (i) depreciation for the year on property, plant and equipment; (ii)

depreciation for the year on right of use assets; (iii) amortisation for the year on intangible asset.

Other expenses

Other expenses primarily include (i) power and fuel; (ii) consumption of stores and spares; (iii) labour charges; (iv) transportation charges; (v) legal and professional fees; (vi) rent; (vii) rates and taxes; (viii) repairs and maintenance which includes; (a) building; (b) machinery; (c) other repairs and maintenance; (ix) insurance charges; (x) commission & brokerage; (xi) sundry balance written off/ (back) (net); (xii) allowances for bad and doubtful trade receivables (xiii) loss on property, plant and equipment sold/scrapped/written off; (xiv) business promotion; (xv) expenditure on corporate social responsibility; (xvi) payment to auditors; which includes (a) audit fees; and (b) tax audit fees; (xvii) retainership fees; and (xviii) other miscellaneous expenses.

Results of Operations

The following table sets forth select financial data from our statement of consolidated profit and loss for Fiscals 2025, 2024 and 2023, the components of which are also expressed as a percentage of total income for such years:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	(₹ millions)	Percentage of Total Income	(₹ millions)	Percentage of Total Income	(₹ millions)	Percentage of Total Income
Revenue from operations	7,716.07	99.76%	5,995.01	99.84%	3,432.96	99.45%
Other income	18.44	0.24%	9.39	0.16%	19.04	0.55%
Total Income	7,734.51	100.00%	6,004.40	100.00%	3,452.00	100.00%
Expenses						
Cost of materials consumed	4,612.61	59.64%	3,697.65	61.58%	1,947.77	56.42%
Changes in inventories of Work in Progress, Finished goods, Stock-in-trade and Scrap	(121.77)	(1.57%)	(252.83)	(4.21%)	(67.78)	(1.96%)
Employee benefits expense	433.53	5.61%	297.68	4.96%	148.40	4.30%
Finance costs	273.45	3.54%	232.54	3.87%	103.98	3.01%
Depreciation and amortization expense	153.56	1.99%	125.90	2.10%	62.42	1.81%
Other expenses	1,816.91	23.49%	1,534.10	25.55%	1,067.84	30.93%
Total Expenses	7,168.29	92.68%	5,635.04	93.85%	3,262.63	94.51%
Profit/(Loss) before share of profit /(loss) of Associate and Joint Venture	566.22	7.32%	369.36	6.15%	189.37	5.49%
Share of profit / (loss) of Associate and Joint venture	(0.20)	0.00%	3.04	0.05%	-	-
Profit / (Loss) before Tax	566.02	7.32%	372.40	6.20%	189.37	5.49%
Tax expense						
Current tax	136.50	1.76%	86.79	1.45%	30.58	0.89%
Income tax relating to earlier years	1.30	0.02%	6.54	0.11%	0.78	0.02%
Deferred tax	3.80	0.05%	12.99	0.22%	15.37	0.45%
Total tax expense	141.60	1.83%	106.32	1.77%	46.73	1.35%
Profit / (Loss) after Tax	424.42	5.49%	266.08	4.43%	142.64	4.13%

Fiscal 2025 compared to Fiscal 2024

Total income

Total income increased by 28.81% from ₹ 6,004.40 million in Fiscal 2024 to ₹ 7,734.51 million in Fiscal 2025. This was primarily attributable to the increase in revenue from operations.

Revenue from operations

Revenue from operations increased by 28.71% from ₹ 5,995.01 million in Fiscal 2024 to ₹ 7,716.07 million in Fiscal 2025, primarily due to an increase in revenue from our sale of products from ₹ 5,697.40 million in Fiscal 2024 to ₹ 7,357.34 million in Fiscal 2025 and increase in revenue from our sale of services from ₹ 26.65 million in Fiscal 2024 to ₹ 74.21 million in Fiscal 2025. These increases were primarily on account of an addition of new customers and increase in revenue from existing customers. The table below sets forth the business verticals which have driven our revenue from operations:

Particulars	Fiscal 2025	Fiscal 2024
	Amount (₹ million)	
Rail systems	3,486.76	2,684.57
Tubular solutions	3,193.20	2,585.87
Forging solutions	1,006.02	697.65
Others*	30.09	26.92

*Others include consultancy services, duty drawback, export incentive, exchange gain/ (loss) and others

Other Income

Other income increased by 96.38% from ₹ 9.39 million in Fiscal 2024 to ₹ 18.44 million in Fiscal 2025, primarily due to increase in interest income from ₹ 5.62 million in Fiscal 2024 to ₹ 9.77 million in Fiscal 2025 and increase in gain on loss of control from nil in Fiscal 2024 to ₹ 3.62 million in Fiscal 2025. However, this was partially offset by profit on sale on property, plant and equipment from ₹ 0.73 million in Fiscal 2024 to nil in Fiscal 2025.

Expenses

Cost of materials consumed

Cost of materials consumed increased by 24.74% from ₹ 3,697.65 million in Fiscal 2024 to ₹ 4,612.61 million in Fiscal 2025, primarily due to the increase in business volume.

Changes in inventories of finished goods, work in progress and stock in trade and scrap

Change in inventories of finished goods, work in progress, stock in trade and scrap was ₹ (121.77) million in Fiscal 2025 compared to ₹ (252.83) million in Fiscal 2024.

Employee benefits expenses

Employee benefits expenses increased by 45.64% from ₹ 297.68 million in Fiscal 2024 to ₹ 433.53 million in Fiscal 2025, primarily due to increase in salaries and wages from ₹ 272.56 million in Fiscal 2024 to ₹ 402.78 million in Fiscal 2025 on account of increase in the number of employees from 1,103 as of March 31, 2024 to 1,366 as of March 31, 2025.

Finance cost

Finance cost increased by 17.59% from ₹ 232.54 million in Fiscal 2024 to ₹ 273.45 million in Fiscal 2025, primarily due to increase in interest expenses on borrowing from ₹ 208.68 million in Fiscal 2024 to ₹ 229.12 million in Fiscal 2025 and a increase in interest on lease liabilities from ₹ 2.52 million in Fiscal 2024 to ₹ 15.46 million in Fiscal 2025.

Depreciation and amortization expense

Depreciation and amortization expense increased by 21.97% from ₹ 125.90 million in Fiscal 2024 to ₹ 153.56 million in Fiscal 2025, primarily due to increase in depreciation for the year on property, plant and equipment

from ₹ 116.43 million in Fiscal 2024 to ₹ 140.28 million in Fiscal 2025 due to primarily due to an increase in gross block of property, plant and equipment from ₹ 1,798.00 million in Fiscal 2024 to ₹ 1,960.98 million in Fiscal 2025. Our gross block of property, plant and equipment increased primarily due to the addition of plant and machinery of ₹ 185.45 million in Fiscal 2025, which was primarily spent on new equipment purchases and replacement of existing equipment across our manufacturing facilities.

Other expenses

Our other expenses increased by 18.43% from ₹ 1,534.10 million in Fiscal 2024 to ₹ 1,816.91 million in Fiscal 2025, primarily due to increase in power and fuel from ₹ 410.69 million in Fiscal 2024 to ₹ 450.44 million in Fiscal 2025, increase in consumption of stores and spares (including packing materials) from ₹ 406.20 million in Fiscal 2024 to ₹ 524.24 million in Fiscal 2025, increase in labour charges from ₹ 253.01 million in Fiscal 2024 to ₹ 357.33 million in Fiscal 2025 and an increase in transportation charges from ₹ 95.26 million in Fiscal 2024 to ₹ 161.06 million in Fiscal 2025. These increase were primarily due to increase in business activities. Further, these increases were primarily partially offset due to decrease in legal and professional fees from ₹ 130.51 million in Fiscal 2024 and ₹ 59.30 million in Fiscal 2025.

Profit/Loss before tax

For the reasons discussed above, profit before tax was ₹ 372.40 million in Fiscal 2024 and ₹ 566.02 million in Fiscal 2025.

Tax expense

Our tax expense increased by 33.18% from ₹ 106.32 million in Fiscal 2024 to ₹ 141.60 million in Fiscal 2025, primarily due to increase in current tax from ₹ 86.79 million in Fiscal 2024 to ₹ 136.50 million in Fiscal 2025. However, these were primarily offset by a decrease to income tax relating to earlier years from ₹ 6.54 million in Fiscal 2024 to ₹ 1.30 million in Fiscal 2025 and a decrease in deferred tax from ₹ 12.99 million in Fiscal 2024 and ₹ 3.80 million in Fiscal 2025.

Profit/(Loss) after tax

For the reasons discussed above, our profit after tax was ₹ 266.08 million in Fiscal 2024 compared to ₹ 424.42 million in Fiscal 2025.

Fiscal 2024 compared to Fiscal 2023

Total income

Total income increased by 73.94% from ₹ 3,452.00 million in Fiscal 2023 to ₹ 6,004.40 million in Fiscal 2024. This was primarily attributable to an increase in revenue from operations and other income.

Revenue from operations

Revenue from operations increased by 74.63% from ₹ 3,432.96 million in Fiscal 2023 to ₹ 5,995.01 million in Fiscal 2024, primarily due to an increase in revenue from our sale of products from ₹ 3,176.69 million in Fiscal 2023 to ₹ 5,697.40 million in Fiscal 2024 due to an addition of new customers and increase in revenue from existing customers. Further, this was partially offset by decrease in revenue from our sale of services from ₹ 55.54 million in Fiscal 2023 to ₹ 26.65 million in Fiscal 2024. The table below sets forth the business verticals which have driven our revenue from operations:

Particulars	Fiscal 2024	Fiscal 2023
	Amount (₹ million)	
Rail Systems	2,684.57	1,001.67
Tubular Solutions	2,585.87	2,415.63
Forging Solutions	697.65	-
Others*	26.92	15.66

*Others include consultancy services, duty drawback, export incentive, exchange gain/ (loss) and others

Other Income

Other income decreased by 50.68% from ₹ 19.04 million in Fiscal 2023 to ₹ 9.39 million in Fiscal 2024, primarily due to decrease to claim and incentives from ₹ 7.43 million in Fiscal 2023 to ₹ 0.73 million in Fiscal 2024 and decrease to insurance claim received from ₹ 10.68 million in Fiscal 2023 to nil in Fiscal 2024. These were partially offset by an increase to interest income from ₹ 0.57 million in Fiscal 2023 to ₹ 5.62 million in Fiscal 2024 and increase in rent income from ₹ 0.36 million in Fiscal 2023 to ₹ 2.31 million in Fiscal 2024.

Expenses

Cost of materials consumed

Cost of materials consumed increased by 89.84% from ₹ 1,947.77 million in Fiscal 2023 to ₹ 3,697.65 million in Fiscal 2024, primarily due to the increase in business volume.

Changes in inventories of finished goods, work in progress and stock in trade and scraps

Change in inventories of finished goods, work in progress, stock in trade and scrap was ₹ (252.83) million in Fiscal 2024 compared to ₹ (67.78) million in Fiscal 2023.

Employee benefits expenses

Employee benefits expenses increased by 100.59% from ₹ 148.40 million in Fiscal 2023 to ₹ 297.68 million in Fiscal 2024, primarily due to an increase in salaries, wages and bonus from ₹ 135.20 million in Fiscal 2023 to ₹ 272.56 million in Fiscal 2024 on account of increase in the number of employees from 229 as of March 31, 2023 to 1,103 as of March 31, 2024 on account of consolidation of operations of PEW Engineering Private Limited and the Uluberia Unit of Lalbaba Industrial Corporation Private Limited. For further details, see “History and Certain Corporate Matters- Details of material mergers or amalgamation in the last 10 years- Composite scheme of arrangement entered amongst Lalbaba Industrial Corporation Private Limited (“LICPL” or “Demerged Company”), PEW Engineering Private Limited (“PEPL” or “Transferor Company”) and our Company (“Transferee Company”) and the respective shareholders and creditors (“Composite Scheme of Arrangement”)” on page 250.

Finance cost

Finance cost increased by 123.64% from ₹ 103.98 million in Fiscal 2023 to ₹ 232.54 million in Fiscal 2024, primarily due to increase in interest expenses on borrowing from ₹ 87.43 million in Fiscal 2023 to ₹ 208.68 million in Fiscal 2024.

Depreciation and amortization expense

Depreciation and amortization expense increased by 101.70% from ₹ 62.42 million in Fiscal 2023 to ₹ 125.90 million in Fiscal 2024, primarily due to increase in depreciation on property, plant and equipment from ₹ 60.21 million in Fiscal 2023 to ₹ 116.43 million in Fiscal 2024, primarily due to an increase in gross block of property, plant and equipment from ₹ 1,176.58 million in Fiscal 2023 to ₹ 1,798.00 million in Fiscal 2024. Our gross block of property, plant and equipment increased primarily due to (i) the addition of plant and machinery of ₹ 159.70 million in Fiscal 2025, which was primarily spent on new equipment purchases and replacement of existing equipment across our manufacturing facilities; and (ii) the acquisition of plant and machinery of ₹ 170.82 million in Fiscal 2025 pursuant to the business combination.

Other expenses

Our other expenses increased by 43.66% from ₹ 1,067.84 million in Fiscal 2023 to ₹ 1,534.10 million in Fiscal 2024, primarily due to increase in repairs and maintenance of plant and machinery from ₹ 17.11 million in Fiscal 2023 to ₹ 26.04 million in Fiscal 2024, increase in power and fuel from ₹ 311.95 million in Fiscal 2023 to ₹ 410.69 million in Fiscal 2024, increase in legal and professional from ₹ 67.09 million in Fiscal 2023 to ₹ 130.51 million in Fiscal 2024, increase of consumption of stores and spares (including packing materials) from ₹ 368.55 million in Fiscal 2023 to ₹ 406.20 million in Fiscal 2024 and increase in labour charges from ₹ 98.26 million in Fiscal 2023 to ₹ 253.01 million in Fiscal 2024. These were partially offset by the transportation charges from ₹ 111.43 million in Fiscal 2023 to ₹ 95.26 million in Fiscal 2024.

Profit/(Loss) before tax

For the reasons discussed above, profit before tax was ₹ 189.37 million in Fiscal 2023 as compared to a loss before exceptional items of ₹ 372.40 million in Fiscal 2024.

Tax expense

Our tax expense increased by 127.52% from ₹ 46.73 million in Fiscal 2023 to ₹ 106.32 million in Fiscal 2024 due to increase in current tax from ₹ 30.58 million in Fiscal 2023 to ₹ 86.79 million in Fiscal 2024 and increase in income tax relating to earlier years from ₹ 0.78 million in Fiscal 2023 to ₹ 6.54 million in Fiscal 2024. These increases were slightly offset by a decrease in deferred tax from ₹ 15.37 million in Fiscal 2023 and ₹ 12.99 million in Fiscal 2024.

Profit/(Loss) after tax

For the reasons discussed above, our profit after tax was ₹ 266.08 million in Fiscal 2024 compared to ₹ 142.64 million in Fiscal 2023.

Liquidity and Capital Resources

We have historically financed the expansion of our business and operations primarily through debt financing and funds generated from our operations. From time to time, we may obtain loan facilities to finance our working capital requirements. Further, we believe that after taking into account the expected cash to be generated from our business and operations, the Net Proceeds from the Fresh Issue and the proceeds from our existing bank loans, and new loans for any new expansion or capital expenditure we will have sufficient capital to meet our anticipated capital requirements for our working capital and capital expenditure requirements.

Cash Flows

The following table sets forth our cash flows and cash and cash equivalents for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ millions)		
Net cash flow from operating activities (A)	136.72	62.10	60.49
Net cash used in investing activities (B)	(488.65)	(257.84)	(356.99)
Net cash flows from/ (used in) financing activities (C)	391.98	189.74	300.78
Net decrease in cash and cash equivalents (A+B+C)	40.05	(6.00)	4.28
Cash and cash equivalents at the beginning of the year	4.77	(6.05)	1.77
Cash & Cash equivalent of Subsidiary acquired at the beginning of the year	0.98	-	-
Cash & Cash equivalent derecognised on loss of control of subsidiary	(1.04)	-	-
Cash and Cash Equivalents pursuant to Business Combination	-	4.72	-
Cash and cash equivalents at the end of the year	44.76	4.77	6.05

Operating Activities

Fiscal 2025

Net cash flow generated from operating activities was ₹ 136.72 million. Our profit before tax was ₹566.02 million which was adjusted primarily for finance cost of ₹ 273.45 million and depreciation and amortisation expense of ₹ 153.56 million, resulting in an operating profit before working capital changes ₹ 963.71 million. This was further adjusted for changes in working capital primarily consisting of an increase in trade payable of ₹ 281.75 million, an increase in trade receivables of ₹ 439.83 million, increase in inventories of ₹ 380.06 million, increase in other assets of ₹ 38.93 million and increase in other financial assets of ₹ 101.00 million. As a result, cash generated from operations was ₹ 280.13 million, before adjusting direct taxes paid of ₹ 143.41 million.

Fiscal 2024

Net cash flow generated from operating activities was ₹ 62.10 million. Our profit before tax was ₹ 372.40 million which was adjusted primarily for finance cost of ₹ 232.54 million and depreciation and amortisation expense of ₹ 125.90 million, resulting in operating profit before working capital changes of ₹ 733.55 million in Fiscal 2024. This was further adjusted for changes in working capital primarily consisting of an increase in other assets of ₹ 120.49 million, an increase with trade receivables of ₹ 349.77 million, an increase in other financial assets of ₹ 17.45 million, an increase in trade payables of ₹ 71.81 million and an increase in inventories of ₹ 177.00 million. As a result, cash generated from operations was ₹ 162.64 million, before adjusting direct taxes paid of ₹ 100.54 million.

Fiscal 2023

Net cash flow generated from operating activities was ₹ 60.49 million. Our profit before tax was ₹ 189.37 million which was adjusted primarily for finance cost of ₹ 103.98 million and depreciation and amortisation expense of ₹ 62.42 million, resulting in operating profit before working capital changes of ₹ 339.79 million in Fiscal 2023. This was further adjusted for changes in working capital primarily consisting of an increase in trade payables of ₹ 59.56 million, an increase in trade receivables of ₹ 204.28 million, an increase in inventories of ₹ 4.48 million, an increase in other financial assets of ₹ 8.83 million and increase in other assets of ₹ 106.95 million. As a result, cash generated from operations was ₹ 106.91 million, before adjusting direct taxes paid of ₹ 46.42 million.

Investing Activities

Fiscal 2025

Net cash used in investing activities was ₹ 488.65 million in Fiscal 2025 primarily due to purchase of property, plant and equipment and intangible asset of ₹ 240.83 million, deposits with banks of ₹ 37.94 million, investments in subsidiary, associates and joint venture of ₹ 89.70 million, and loan given of ₹ 190.00 million. There were partially offset by the proceed from the sale of property, plant and equipment of ₹ 61.99 million and interest received of ₹ 7.83 million.

Fiscal 2024

Net cash used in investing activities was ₹ 257.84 million in Fiscal 2024 primarily due to payments for property, plant and equipment and intangible asset of ₹ 228.67 million, deposits with banks of ₹ 38.20 million, which was partially offset by proceeds from the sale of property, plant and equipment of ₹ 3.95 million, investments in subsidiary, associates and joint venture of ₹ 0.55 million and interest received of ₹ 5.63 million.

Fiscal 2023

Net cash used in investing activities was ₹ 356.99 million in Fiscal 2023 primarily due to purchase of property, plant and equipment and intangible asset of ₹ 353.38 million and deposits from banks of ₹ 4.28 million, which was partially offset by interest received of ₹ 0.57 million and proceeds from the sale of property, plant and equipment of ₹ 0.10 million.

Financing Activities

Fiscal 2025

Net cash from financing activities was ₹ 391.98 million in Fiscal 2025 primarily due to proceeds from non-current borrowings of ₹ 156.05 million, proceeds of current borrowings (net) of ₹ 712.36 million, which was primarily offset by repayment of non-current borrowings of ₹ 191.38 million, principal payment of lease liabilities of ₹ 18.56 million and interest paid of ₹ 266.49 million.

Fiscal 2024

Net cash from financing activities was ₹ 189.74 million in Fiscal 2024 primarily due to proceeds from shares issued of ₹ 39.90 million, proceeds from non-current borrowings of ₹ 253.32 million, proceeds of current borrowings (net) ₹ 239.66 million. These were primarily offset by repayment of non-current borrowings of ₹ 107.78 million, interest paid of ₹ 229.74 million and principal payment of lease liabilities of ₹ 5.62 million.

Fiscal 2023

Net cash generated from financing activities was ₹ 300.78 million in Fiscal 2023 primarily due to proceeds from non-current borrowings of ₹ 81.12 million and proceeds of current borrowings (net) of ₹ 368.91 million. These were primarily offset by the interest paid of ₹ 102.91 million, repayment of non-current borrowings of ₹ 45.02 million, and principal payment of lease liabilities of ₹ 1.32 million.

Financial Indebtedness

As of August 31, 2025, we had borrowings (current and non-current borrowings) amounting to ₹ 3,536.92 million. For further details in relation to our indebtedness, see “*Financial Indebtedness*” on page 405.

Maturity Profile of Financial Liabilities

The following are the remaining contractual maturities of financial liabilities as at March 31, 2025:

Particulars	Carrying amount	On demand	Less than 1 year	Between 1 to 5 years	More than 5 years	Total
	(₹ million)					
Borrowings*	2,647.24	442.85	1,803.70	400.69	-	2,647.24
Lease liability	133.56	-	47.87	116.30	10.94	175.11
Trade payables	920.53	-	920.52	-	-	920.53
Other financial liabilities	70.36	-	70.36	-	-	70.36
Total	3,771.68	442.85	2,842.45	516.99	10.94	3,813.23

*Excluding interest on borrowings.

Contingent Liabilities

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

Particulars	Amount (₹ million)
Demands/claims not acknowledged as debts and contested by the Company*	
GST in dispute/ under appeal	1.34
Excise/ Service tax matter in dispute/ under appeal	6.46
Income tax in dispute/ under appeal	1.23
Total	9.03

*Based on discussions with the solicitors/ favorable decisions in similar cases/legal opinions taken by the Company, the Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements. The Company does not expect the impact, if any, to be material.

b) Matters under litigation/dispute

During the Financial year 2023-24, the holding company has received intimation under section 143(1) of the Income Tax Act, 1961 relating to Financial Year 2022-23 where certain disallowances have been made in the Assessment by Assessing officer resulting in less income tax refund amounting to ₹ 5.93 million. In view of the management, certain disallowances are incorrect and therefore the company has filed an appeal against the said assessment order contesting the disallowances as made before CIT Appeal, the first appellate authority. Hence no adjustment has been considered in books in respect of the above intimation received.

During the financial year 2023-24, Holding Company - Lalbaba Engineering Limited (formerly Lal Baba Seamless Tubes Private Limited) and SF Forgings Private Limited jointly provided a corporate guarantee amounting to ₹ 200.00 million on behalf of Lalbaba Projects Private Limited. This guarantee was renewed in financial year 2024-25.

For further information relating to our contingent liabilities, see “*Restated Financial Information – Note 48 – Contingent liabilities*” on page 335.

Commitments

The following table below sets forth our commitments as of March 31, 2025:

Particulars	As of March 31, 2025 (₹ million)
Estimated amount of contracts remaining to be executed on capital account (net of advances)	59.36

For further information relating to our commitments, see “Restated Financial Information – Note 49 – Commitments” on page 335.

Capital Expenditure

Below are the additions to the property, plant and equipment during the Fiscals 2025, 2024 and 2023:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(In ₹ million)		
Leasehold land	-	-	9.52
Freehold land	-	62.72	-
Factory shed & buildings	12.77	21.08	154.51
Plant & machinery	185.45	159.70	418.50
Furniture & fixtures	12.93	15.88	10.79
Motor vehicles	3.79	8.61	2.42
Electrical installations & fittings	3.74	11.17	46.10
Computer & data processing units	3.76	4.69	1.95
Office equipments	3.76	6.64	1.62
Total	226.20	290.49	645.41

*Excluding property, plant and equipment acquired through merger.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include loans and advances, sale of material and purchase of material or service. For further details, see “Restated Financial Information – Note 51 – Related Party Disclosures” on page 335. Also, see “Risk Factors – We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.” on page 60.

Changes in Accounting Policies

There have been no changes in our accounting policies in the last three Fiscals.

Quantitative and Qualitative Disclosures about Market Risk

Financial management of the Group has been receiving attention of the top management of the Group. The management considers finance as the lifeline of the business and therefore, financial management is carried out meticulously on the basis of detailed management information systems and reports at periodical intervals extending from daily reports to long-term plans. Importance is laid on liquidity and working capital management with a view to reduce over-dependence on borrowings and reduction in interest cost.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from our operating activities (primarily trade receivables). On account of adoption of Ind AS 109, we use an expected credit loss model to assess the impairment loss.

- Customer credit risk is managed by our established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and reconciled. Based on historical trend, industry practice and the business environment in which we operate, an impairment analysis is performed at each reporting date for trade receivable. Our trade receivables comprise of government entities, public sector undertakings, private parties and export based parties, however no credit risk assessment is performed for government entities and public sector undertakings, while no balances relating to export customers remain outstanding for more than a year. Based on this, we have

made provision for doubtful debts of ₹ 27.66 million in Fiscal 2025, ₹ 37.71 million in Fiscal 2024 and ₹ 13.55 million in Fiscal 2023.

- Credit risk on cash and cash equivalent, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions who have been assigned high credit rating by international and domestic rating agencies.

Liquidity risk

Our objective is to maintain optimum levels of liquidity to meet our cash and collateral requirements at all times. We rely on a mix of borrowings and excess operating cash flows to meet our needs for funds. The current committed lines of credit are sufficient to meet our short to medium/ long term expansion needs. We monitor rolling forecasts of its liquidity requirements to ensure we have sufficient cash to meet operational needs.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of foreign exchange risk and interest rate risk.

- *Foreign Exchange Risk.* Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Our exposure to the risk of changes in foreign exchange rates relates primarily to our operating activities. We have a treasury department which monitors the foreign exchange fluctuations on the continuous basis and advises the management of any material adverse effect on us.
- *Interest Rate Risk.* Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. Our exposure to the risk of changes in market interest rate relates primarily to our borrowing with floating interest rates

Unusual or Infrequent Events or Transactions

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

Significant Economic Changes that Materially Affect or are Likely to Affect Income from Continuing Operations

There are no significant changes that materially affect or are likely to affect income from continuing operations, except as described in “– *Significant Factors Affecting our Results of Operations and Financial Condition*”, in “*Risk Factors*”, “*Our Business*” on pages 377, 38 and 206, respectively.

Known Trends or Uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in “– *Significant Factors Affecting our Results of Operations and Financial Condition*” and the uncertainties described in “*Risk Factors*” on pages 377 and 38, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Relationship between Cost and Income

Other than as described in “*Risk Factors*”, “*Our Business*” on pages 38 and 206, and this section respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

Competitive Conditions

We face competition from companies which either operate in the same line of business as us or offer similar products and services. Our competition varies by market, geographic areas and type of product or service. Our

competitors include both large corporate and small manufacturing companies. Given our business and strategies, we are well positioned to compete with these companies. For further information on the competition we face in the markets in which we operate, see “Industry Overview – Competition benchmarking across key players” on page 199.

Extent to which Material Increases in Net Sales or Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Price

Changes in revenue in the last three Fiscals are as described in “-Fiscal 2025 compared to Fiscal 2024” and “-Fiscal 2024 compared to Fiscal 2023” above on pages 394 and 395, respectively.

SEGMENT REPORTING

Our Company is engaged in a single segment, therefore segment reporting is not required.

Significant Dependence on Few Customers or Suppliers

A significant portion of our revenue from operations is generated from a limited number of customers. See, “Risk Factors – A substantial portion of our revenue from operations is dependent on our top 10 customers (41.92%, 37.06% and 37.03% of our revenue from operations from our top 10 customers in Fiscals 2025, 2024 and 2023, respectively). Loss of any of these customers or a significant reduction in revenue from such customers, could have an adverse effect our business, results of operations and cash flows.” on page 41.

Further, we depend on a limited number of suppliers for raw materials, plant and machinery for our operations. See, “Risk Factors – We depend on a limited number of suppliers for raw materials for our operations. Purchases from our largest supplier accounted for 31.29%, 27.37% and 25.67% and top 10 suppliers accounted for 69.83%, 72.03% and 87.85% of our total purchase on raw materials in Fiscals 2025, 2024 and 2023, respectively. Any loss of these suppliers could adversely affect our business, results of operations and financial condition.” on page 43.

New Products or Business Segments

Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

Seasonality/ Cyclicity of Business

Our business is not seasonal or cyclical in nature.

Significant developments after March 31, 2025 that may affect our future results of operations

Except as mentioned below, no circumstances have arisen since March 31, 2025, that could materially and adversely affect or are likely to affect, our operations, trading or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

1. Post March 31, 2025, our Company has invested ₹ 136.59 million in DTL Ancillaries Limited, representing 16.46% of its share capital, and ₹ 57.41 million in DTL India Holdings Limited, representing 29.49% of its share capital. As a result, DTL India Holdings Limited has become our associate.
2. Our Board of Directors in their meeting held on June 21, 2025, approved the proposal for acquisition of leasehold land measuring approximately 10 acres at Mouza Bardhanavaghata, Police Station Bhabanipur, District Purba Medinipur, West Bengal, together with all existing buildings and structures, for a total consideration of ₹ 190.00 million. The said acquisition is for augmentation of the existing capacity for manufacturing of seamless tubes with larger diameter pipes adjacent to the existing factory at Haldia.
3. Our Company has been sanctioned with enhanced fund based and non-fund based credit facilities by the banks, namely Axis Bank Limited, Yes Bank Limited and Bajaj Finance Limited, by ₹ 315.00 million, ₹ 245.00 million and ₹ 300.00 million, respectively. The sanctioned limit comprises cash credit, bank guarantee and term loans.

4. Pursuant to a resolution passed by our Board in its meeting dated July 3, 2025 and resolution of our shareholders passed in the Extra Ordinary General Meeting dated July 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into two Equity Shares of face value of ₹ 5 each. Consequently, the equity portion of the authorised share capital of our Company was sub-divided from 52,000,000 equity shares of face value of ₹ 10 each to 104,000,000 Equity Shares of face value of ₹ 5 each. Accordingly, the issued, subscribed and paid-up equity share capital of our Company was sub-divided from 51,192,270 equity shares of face value of ₹10 each into 102,384,540 equity shares of face value of ₹ 5 each.
5. The Board of Directors of our Company in the Board meeting dated July 3, 2025 and Shareholders of the Company in the Extra Ordinary General Meeting dated July 14, 2025 have approved the increase in authorised Share Capital of our Company from ₹ 570.00 million divided into 104,000,000 Equity shares of ₹ 5 each and 5,000,000 preference shares of ₹ 10 each to ₹ 750.00 million divided into 140,000,000 Equity shares of ₹ 5 each and 5,000,000 preference shares of ₹ 10 each. The increase in authorised share capital became effective upon filing of the requisite documents with the Registrar of Companies on September 18, 2025.

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CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as of March 31, 2025, derived from our Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with “*Management's Discussion and Analysis of Financial Position and Results of Operations*”, “*Financial Information*” and “*Risk Factors*” on pages 377, 284 and 38, respectively.

(₹ in million, except ratios)

Particulars	As at March 31, 2025 [#]	As adjusted for the proposed Offer ^{**}
Borrowings		
Current borrowings (A)*	2,053.79	[●]
Non-current borrowings (including current maturity and interest accrued and due on borrowings [^]) (B)	604.28	[●]
Total borrowings (A) + (B) = (C)	2,658.07	[●]
Equity		
Equity share capital* (D)	511.92	[●]
Other equity* (E)	1,313.57	[●]
Non-controlling interest (F)	18.54	
Total equity (G) = (D) + (E) + (F)	1,844.03	[●]
Ratio: Non-current borrowings including current maturity and interest accrued but not due on borrowings / Total equity (B/G)	0.33	[●]
Ratio: Total borrowings / Total equity (C/G)	1.44	[●]

[#] As certified by Singhi & Co., Chartered Accountants, (FRN: 302049E), pursuant to their certificate dated September 29, 2025.

^{*}These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).

^{**}These amounts (as adjusted for the Offer) are not determinable at this stage pending the completion of the book building process and hence have not been provided in the statement above. To be updated upon finalisation of the Offer Price.

[^] Interest accrued but not due of ₹10.83 million is included in non-current borrowings.

Notes:

Pursuant to a resolution passed by our Board in its meeting dated July 3, 2025 and resolution of our shareholders passed in the extra ordinary general meeting dated July 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into two Equity Shares of face value of ₹5 each. Consequently, the equity portion of the authorised share capital of our Company was sub-divided from 52,000,000 equity shares of face value of ₹ 10 each to 104,000,000 Equity Shares of face value of ₹5 each. Accordingly, the issued, subscribed and paid-up equity share capital of our Company was sub-divided from 51,192,270 equity shares of face value of ₹10 each into 102,384,540 equity shares of face value of ₹5 each.

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FINANCIAL INDEBTEDNESS

Our Company and Subsidiary avail loans and financing facilities in the ordinary course of business for, *inter alia*, meeting working capital requirements, capital expenditure and other business requirements.

Our Board is empowered to borrow money in accordance with Section 179, Section 180 of the Companies Act and our Articles of Association. For details of the borrowing powers of our Board, see “*Our Management – Borrowing Powers*” on page 262.

The details of the indebtedness of our Company and Subsidiary as on August 31, 2025, is provided below:

(₹ in million)		
Category of borrowing	Sanctioned amount [#]	Outstanding amount as on August 31, 2025*
Fund based		
Secured		
- Working capital loan	1,925.10	1,699.02
- Term loan	1,427.17	906.36
- Emergency credit line guarantee scheme loan	24.50	9.53
- Vehicle loan	18.81	7.92
Total secured fund based borrowing (A)	3,395.58	2,622.83
Unsecured		
- Working capital loans	695.00	530.00
- Bill discounting	-	102.59
- Bill discounting under letter of credit	250.00	8.85
Total unsecured fund based borrowing (B)	945.00	641.44
Total fund based borrowing (C) = (A) + (B)	4,340.58	3,264.27
Non-fund based		
Secured		
- Bank guarantee	456.50	155.42
- Letter of credit		117.23
Total secured non-fund based borrowing (D)	456.50	272.65
Total borrowings (G=C+D)	4,797.08	3,536.92

*As certified by Singhi & Co., Chartered Accountants, (FRN: 302049E), pursuant to their certificate dated September 29, 2025

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Principal terms of the borrowings availed by us:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various financing documentation executed by us in relation to our indebtedness.

1. **Interest:** Our financing arrangements typically have floating rates of interest linked to a base rate, as specified by respective lenders. The rate of interest for our term loans and working capital facilities typically ranges from 7.10% per annum to 14.50% per annum. The interest rate payable for most of the facilities is linked to MCLR, LTRR or any other benchmark rate agreed with the respective lenders.
2. **Penal interest:** The terms of certain facilities availed by our Company and our Subsidiary prescribe penalties for non-payment of certain obligations by us, *inter alia*, non-payment of interest or instalments, failure in creation or perfection of security within agreed timelines or any other breach of terms and conditions, as laid down in such facility documents or as may be stipulated by the concerned lender, as the case may be. The penalty for such non-compliance under the relevant financing documentation typically involves a penal interest between 0.25% to 24.00% per annum on the outstanding amount, as per the terms of the financing documentation.
3. **Pre-payment penalty:** The terms of the borrowings availed by us typically have pre-payment provisions, which allow for pre-payment of the outstanding amount on giving notice to the concerned lender. Certain borrowing arrangements availed by the Company and our Subsidiary are further subject to the payment of prepayment penalty, which typically ranges from 1.00% to 5.00% on the principal outstanding amount, in accordance with the relevant financing documentation or is at the discretion of the lender.
4. **Validity/Tenor:** The tenor for the working capital facilities availed by us typically range from 1 month to 12 months, subject to periodic review by the relevant lender. The term loans availed by us shall remain valid till repaid. .
5. **Security:** Our borrowings are typically secured by way of *inter alia*:
 - (a) *pari passu* charge on the entire current assets of our Company, both present and future;
 - (b) *pari passu* charge on the movable fixed assets of the Company owned by our Company;
 - (c) *pari passu* charge on the immovable fixed assets of the Company owned by our Company including equitable mortgages of the land on which our Haldia Facility, Uluberia Facility and Ghusuri Facility are situated;
 - (d) *pari passu* charge by way of hypothecation of the entire stocks of raw material, semi-finished and finished goods, consumable stores and spares of our Company; and/or
 - (e) personal guarantees by our Promoters.
6. **Repayment:** The working capital facilities availed by our Company and our Subsidiary are typically repayable on demand or on their respective due dates within the maximum tenure, in accordance with the relevant financing documentation. The term loans are typically repayable in structured monthly instalments, quarterly instalments or annual instalments within a typical range of 3 months to 66 months.
7. **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, including but not limited to the following:
 - (a) effecting any change in the composition or the management of our Company and our Subsidiary;
 - (b) effecting any change in our shareholding or capital structure or constitution of our Company and our Subsidiary;
 - (c) making any amendments in the memorandum of association or articles of association of our Company and our Subsidiary;
 - (d) sell, assign, mortgage or otherwise dispose of any assets charged by the lender;

- (e) formulating any scheme of merger, de-merger, amalgamation, acquisition, compromise or reconstruction;
 - (f) prepayment of the whole or any part of the outstanding loan; and
 - (g) undertaking any new project or expansion or modernization scheme or make any capital expenditure other than those estimated.
8. **Events of default:** In terms of the financing arrangements entered into by our Company, the occurrence of any of the following, *inter alia*, constitutes an event of default:
- (a) breach of covenants, representations, warranties, undertakings and conditions stipulated in the financing documentation;
 - (b) default in payment of interest, other charges or instalment amount due or repayment of principal amounts;
 - (c) failure in business, commission of an act of bankruptcy, general assignment for the benefit of the creditors;
 - (d) any change of ownership, control and/or management of our Company;
 - (e) material adverse effect or change affecting the profits or business of our Company;
 - (f) utilisation of the facilities or any part thereof for purposes other than as sanctioned by the lender;
 - (g) failure to comply with financial covenants;
 - (h) any security furnished to secure obligations or liabilities of our Company to the lender is or becomes invalid or unenforceable; and
 - (i) cross defaults across other facilities of our Company and our Subsidiary.
9. **Consequences of occurrence of events of default:** Upon the occurrence of events of default, our lenders may:
- (a) terminate the facility and/or declare all amounts outstanding in respect of the facility to be due and payable immediately irrespective of the maturity date;
 - (b) demand cure of the default;
 - (c) convert whole or part of the outstanding loan obligations into equity (either fully or partially);
 - (d) appoint or remove non-executive directors on the board of our Company;
 - (e) enforce security or change any of the terms of sanction;
 - (f) create a charge over residual receivables arising from other projects being developed;
 - (g) suspend further access to or withdrawals by our Company of the facilities;
 - (h) have a right to review the management set-up or organisation of the borrower and to require the borrower to restructure it as may be considered necessary by the Lender; and
 - (i) impose a penalty upon an event of default under the various borrowing arrangements entered into by us.

We have obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Offer. For further details of financial and other covenants required to be complied with in relation to our borrowings, see “*Risk Factors – We have incurred indebtedness and an inability to obtain further financing or to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, financial condition and cash flows*” on page 53.

SECTION VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no other outstanding (i) criminal proceedings (including matters which are at first information report stage where no / some cognizance has been taken by any court) involving our Company, Subsidiary, Directors or Promoters (“**Relevant Parties**”) and Key Managerial Personnel and Senior Management; (ii) actions taken by regulatory authorities and/or statutory authorities involving the Relevant Parties and Key Managerial Personnel and Senior Management; (iii) claims related to direct and indirect taxes involving the Relevant Parties, in a consolidated manner, giving the number of cases and total amount involved in such cases, subject to point no. (iv) below; (iv) other litigations involving the Relevant Parties (including civil litigation or arbitration proceedings or tax litigations) which has been determined to be material pursuant to the Materiality Policy (as disclosed herein below), and (v) litigations involving our Group Companies which may have a material impact on our Company. Further, as on the date of this Draft Red Herring Prospectus, there are no disciplinary actions (including penalties imposed) by SEBI or recognized stock exchanges, against our Promoters in the last five Fiscals immediately preceding the date of this Draft Red Herring Prospectus including any outstanding actions. Further there are no inspections by SEBI or any other regulator governing the operations of our Company or findings or observations pursuant to any inspections by SEBI or any other regulator which are material and which are required to be disclosed or non-disclosure of which may have a bearing on the investment decision of an investor, except as disclosed in this Draft Red Herring Prospectus.

In accordance with the Materiality Policy, for the purposes of (iv) above, any other outstanding litigation or arbitration proceedings involving the Relevant Parties (including tax litigation mentioned in (iii) above) would be considered ‘material’ for the purpose of disclosure in the Offer Documents, if:

- (a) the value or expected impact in terms of value, to the extent quantifiable, of such outstanding litigation (including civil litigation/arbitration proceedings/tax litigation) exceeds the lower of the following: (i) two percent of turnover in the last Fiscal as per the Restated Financial Information; or (ii) two percent of net worth, in the last Fiscal as per the Restated Financial Information, except in case the arithmetic value of the net worth is negative; or (iii) five percent of the average of absolute value of profit or loss after tax, in the last three Fiscals as per the Restated Financial Information. Accordingly, five percent of the average of absolute value of profit, based on the Restated Financial Information of the preceding three Fiscals disclosed in this Draft Red Herring Prospectus, i.e., ₹13.89 million has been considered as the materiality threshold; or
- (b) any outstanding litigation (including civil litigation or arbitration proceedings), where the value or expected impact in terms of value is not quantifiable or lower than the threshold specified in (a) above, but an outcome of which could (i) have a material adverse effect on our Company’s business, operations, performance, prospects, financial position or reputation; or (ii) where the decision in a civil litigation or arbitration proceeding is likely to affect the decision in similar matters, such that the cumulative amount involved in such matters exceeds the threshold as specified in (a) above, even though the amount involved in an individual matter may not exceed the threshold as specified in (a) above.

Provided however, any civil proceedings where a non-executive director, including an independent director, is named solely pursuant to holding an office of governmental authority and not in his/ her individual capacity, and such civil proceedings have no impact on the Company, shall not be disclosed in this Draft Red Herring Prospectus.

It is clarified that pre-litigation notices received by any of the Relevant Parties from third parties shall not be considered as litigation and accordingly not be disclosed in this Draft Red Herring Prospectus until such time that Relevant Parties are impleaded as defendants in proceedings initiated before any court, arbitral forum, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

Further, in accordance with the Materiality Policy, a creditor of our Company shall be considered to be material for the purpose of disclosure in this Draft Red Herring Prospectus and on the website of our Company, if amounts due to such creditor is equivalent to or in excess of five percent of the trade payables of our Company as at the end of the most recent financial period covered in the Restated Financial Information. The consolidated trade payables of our Company as on March 31, 2025, was ₹920.53 million. Accordingly, a creditor has been

considered as a 'Material Creditor' if the amount due to such creditor exceeds ₹46.03 million as on March 31, 2025.

For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the MSMED Act.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

LITIGATION INVOLVING OUR COMPANY

(a) Outstanding litigation proceedings against our Company

(i) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings initiated against our Company.

(ii) Actions by statutory or regulatory authorities

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities initiated against our Company.

(iii) Other material proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending material proceedings initiated against our Company.

(iv) Tax proceedings involving our Company

Except as mentioned below, there are no pending claims related to direct and indirect taxes against our Company as on the date of this Draft Red Herring Prospectus:

Nature of proceeding	Number of proceedings outstanding [#]	Amount involved* (in ₹ million) [#]
Direct tax	2	5.70
Indirect tax	5	89.52
Total	7	95.22

* To the extent quantifiable.

[#] As certified by KASG & Co., Chartered Accountants, (FRN: 002228C), pursuant to their certificate dated September 29, 2025

In addition, set forth hereunder is a description of the material tax matters involving our Company:

1. A show cause notice dated November 9, 2017 ("**Notice**") was issued to our Company by the Directorate of Revenue Intelligence ("**DRI**"), pursuant to an investigation conducted in relation to an alleged diversion of imported goods into the domestic market and in respect of which export obligations could not be fulfilled after availing exemptions of customs duty of ₹29.79 million and deemed confiscation of goods having assessable value of ₹69.31 million in the year 2015. Our Company had replied to the Notice by written submissions dated May 10, 2018 and June 26, 2018, disputing the allegations made in the Notice. The Commissioner of Customs (Port), Customs House, Kolkata ("**Commissioner**") passed an order dated September 14, 2018, holding that no case had been made out against our Company ("**Order**"). Pursuant to the decision taken by the Committee of Chief Commissioners, Customs, Kolkata, an appeal was filed by the Commissioner before the Customs, Excise and Service Tax Appellate Tribunal, Eastern Zonal Branch at Kolkata ("**Customs Tribunal**"). By an order dated September 30, 2019 ("**Tribunal Order**"), the Customs Tribunal dismissed the appeal filed by the Commissioner. The Commissioner has filed an appeal against the Tribunal Order before the High Court at Calcutta to set aside and grant interim stay on the Tribunal Order. The matter is currently pending.

2. A show cause cum demand notice dated June 30, 2025 was issued to our Company and Lalbaba Industrial Corporation Private Limited (GSTIN: 19AABCL6851A2ZN) (out of which the Uluberia Facility was demerged and amalgamated into our Company pursuant to the Composite Scheme of Merger) and Lalbaba Industrial Corporation Pvt Ltd. (GSTIN: 19AABCL6851A1ZO) by the Directorate General of GST Intelligence (“**GST Authorities**”) in relation to alleged fake / inadmissible / irregular input tax credit availed from various suppliers whose GST registrations were cancelled aggregating to ₹52.62 million along with interest. The matter is currently pending before the GST Authorities.

(b) Outstanding litigation proceedings by our Company

(i) Criminal proceedings

1. Our Company has filed a complaint against Laxmi Engineering Industries (Bhopal) Private Limited and others before the Chief Judicial Magistrate, Alipore, in respect of dishonour of cheques issued in favour of our Company towards tubes supplied for payment amounting to ₹1.83 million due to our Company. The matter is currently pending.
2. Our Company had filed a complaint against Parklayer Private Limited before the Metropolitan Magistrate Court, Calcutta, in respect of dishonour of cheques issued in favour of our Company for payment due to our Company. The matter had been settled in 2017, and our Company had applied for a certified copy of the order disposing of the matter, and to that extent, the matter is pending.

(ii) Other material proceedings

Our Company, Kishan Dhanuka and Nikunj Dhanuka have filed a joint application on September 2, 2025, before the RoC for the adjudication of penalty for default in appointment of a whole-time company secretary of the Company between January 15, 2008 to December 2, 2019. The matter is currently pending.

LITIGATION INVOLVING OUR DIRECTORS

(a) Outstanding litigation proceedings against Directors

(i) Criminal proceedings against our Directors

Except as mentioned below, there are no pending criminal proceedings against our Directors, on the date of this Draft Red Herring Prospectus:

Kishan Dhanuka

1. Pursuant to an inquiry by the Deputy Registrar of Companies, West Bengal of books of accounts of PEW Engineering Private Limited, the Registrar of Companies, West Bengal has filed a complaint before the Chief Metropolitan Magistrate Court, Calcutta (“**Court**”) against our Directors, Kishan Dhanuka and Nishit Dhanuka, amongst others, alleging contraventions regarding presentation of certain financial disclosures in accordance with the prescribed requirements under Section 129 of the Companies Act such as inclusion of “other current liabilities” and “short term loans and advances” without specifying their sub-classifications in the audited financial statements of PEW Engineering Private Limited (which merged into our Company pursuant to the Composite Scheme of Arrangement) for the Fiscals 2019, 2020 and 2021. The matter is pending admission by the Court since 2023.
2. Pursuant to an inquiry by the Deputy Registrar of Companies, West Bengal of books of accounts of SF Forgings Private Limited, the Registrar of Companies, West Bengal has filed a complaint before the Chief Metropolitan Magistrate Court, Calcutta (“**Court**”) against our Director, Kishan Dhanuka, amongst others, alleging contraventions regarding presentation of certain financial disclosures in accordance

with the prescribed requirements under Section 129 of the Companies Act such as inclusion of "other current liabilities" and "short term loans and advances" without specifying their sub-classifications in the audited financial statements of SF Forgings Private Limited for the Fiscals 2019, 2020 and 2021. The matter is pending admission by the Court and is currently pending. The Registrar of Companies, West Bengal has filed a complaint before the Chief Metropolitan Magistrate Court, Calcutta ("**Court**") against our Director, Kishan Dhanuka, amongst others, alleging contraventions of Section 129 of the Companies Act in respect of the manner of disclosures made in the audited financial statements of SF Forgings Private Limited for the Fiscals 2019, 2020 and 2021. The matter is pending admission by the Court since 2023.

Nikunj Dhanuka

3. Pursuant to an inquiry by the Deputy Registrar of Companies, West Bengal of books of accounts of Swamiji Transmission Private Limited, the Registrar of Companies, West Bengal has filed a complaint before the Chief Metropolitan Magistrate Court, Calcutta ("**Court**") against our Directors, Nikunj Dhanuka and Nishit Dhanuka, alleging contraventions regarding presentation of certain financial disclosures in accordance with the prescribed requirements under Section 129 of the Companies Act such as inclusion of "other current liabilities" and "short term borrowings" without specifying their sub-classifications in the audited financial statements of Swamiji Transmission Private Limited for the Fiscals 2019, 2020 and 2021. The matter is pending admission by the Court since 2023.

Nishit Dhanuka

Except as disclosed in "*Litigation involving our Directors – Criminal proceedings against our Directors – Kishan Dhanuka*" at page 410 and in "*Litigation involving our Directors – Criminal proceedings against our Directors – Nikunj Dhanuka*" at page 411, there are no pending criminal proceedings.

Dharmendra Singh Gangwar

4. A first information report ("**FIR**") had been filed in 2004 against our Independent Director, Dharmendra Singh Gangwar in his capacity as the erstwhile managing director of the Bihar State Milk Cooperative Federation Limited by Rakesh Nath Pathak in Nalanda, Bihar regarding alleged failure of the Bihar State Milk Cooperative Federation Limited to deliver a deep freezer to Rakesh Nath Pathak. Dharmendra Singh Gangwar had filed a petition ("**Petition**") in 2021 before the High Court of Judicature at Patna ("**Court**") for quashing the FIR, however, the Petition was disposed by the Court on July 24, 2024. Dharmendra Singh Gangwar has filed an application before the Court for restoration of the Petition. The matter is currently pending.

(ii) Actions by statutory or regulatory authorities

Except as disclosed in "*Litigation involving our Directors – Criminal proceedings against our Directors - Kishan Dhanuka*" at page 410, in "*Litigation involving our Directors – Criminal proceedings against our Directors – Nikunj Dhanuka*" at page 411 and in "*Litigation involving our Directors – Criminal proceedings against our Directors – Nishit Dhanuka*" at page 411, there are no pending actions initiated by any statutory or regulatory authority against our Directors, as on the date of this Draft Red Herring Prospectus.

(iii) Other material proceedings

As on the date of this Draft Red Herring Prospectus, there are no other pending material proceedings against our Directors.

(iv) Tax proceedings involving our Directors

As on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes against any of our Directors.

(b) Outstanding litigation proceedings by our Directors

(i) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated by any of our Directors.

(ii) Other material proceedings

Except as disclosed in “*Litigation involving our Company – Outstanding litigation proceedings by our Company – Other material proceedings*” on page 410, there are no other pending material proceedings initiated by any of our Directors, as on the date of this Draft Red Herring Prospectus.

LITIGATION INVOLVING OUR PROMOTERS

(a) Outstanding litigation proceedings against our Promoters

(i) Criminal proceedings

Except as disclosed in “*Litigation involving our Directors – Criminal proceedings against our Directors - Kishan Dhanuka*” at page 410, in “*Litigation involving our Directors – Criminal proceedings against our Directors – Nikunj Dhanuka*” at page 411 and in “*Litigation involving our Directors – Criminal proceedings against our Directors – Nishit Dhanuka*” at page 411, there are no pending criminal proceedings against our Promoters, as on the date of this Draft Red Herring Prospectus.

(ii) Actions by statutory or regulatory authorities

Except as disclosed in “*Litigation involving our Directors – Criminal proceedings against our Directors - Kishan Dhanuka*” at page 410, in “*Litigation involving our Directors – Criminal proceedings against our Directors – Nikunj Dhanuka*” at page 411 and in “*Litigation involving our Directors – Criminal proceedings against our Directors – Nishit Dhanuka*” at page 411, there are no pending actions initiated by any statutory or regulatory authority against our Promoters, as on the date of this Draft Red Herring Prospectus.

(iii) Disciplinary action including penalty imposed by SEBI or stock exchanges in the last five Fiscals including outstanding action

There are no disciplinary actions (including penalties imposed) initiated by SEBI or a recognised stock exchange against our Promoters in the last five Fiscals immediately preceding the date of this Draft Red Herring Prospectus, including any outstanding action.

(iv) Other material proceedings

As on the date of this Draft Red Herring Prospectus, there are no other pending material proceedings against any of our Promoters.

(v) Tax proceedings involving our Promoters

As on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes against our Promoters.

(b) Outstanding litigation proceedings by our Promoters

(i) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated by any of our Promoters.

(ii) *Other material proceedings*

Except as disclosed in “*Litigation involving our Company – Outstanding litigation proceedings by our Company – Other material proceedings*” on page 410, there are no other pending material proceedings initiated by any of our Promoters, as on the date of this Draft Red Herring Prospectus.

LITIGATION INVOLVING OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

(a) *Outstanding litigation proceedings against our Key Managerial Personnel and Senior Management*

(i) *Criminal proceedings*

Except as mentioned below and except as disclosed in “*Litigation involving our Directors – Criminal proceedings against our Directors*” at page 410, there are no pending criminal proceedings initiated against our Key Managerial Personnel and Senior Management, as on the date of this Draft Red Herring Prospectus:

1. Akansha Ispat Private Limited has filed a complaint against Abhijit Vijaykumar Paliya before the Metropolitan Magistrate, 33rd Court at Mazgaon in respect of dishonour of cheques issued by Yashashri Tubes Private Limited. The total amount involved is ₹1.50 million. The matter is currently pending.

(ii) *Actions by statutory or regulatory authorities*

Except as disclosed in “*Litigation involving our Directors – Criminal proceedings against our Directors*” at page 410, there are no pending actions initiated by any statutory or regulatory authority against our Key Managerial Personnel and Senior Management, as on the date of this Draft Red Herring Prospectus.

(b) *Outstanding litigation proceedings initiated by our Key Managerial Personnel and Senior Management*

(i) *Criminal proceedings*

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated by our Key Managerial Personnel and Senior Management.

LITIGATION INVOLVING OUR SUBSIDIARY

(a) *Outstanding litigation proceedings against our Subsidiary*

(i) *Criminal proceedings*

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated against our Subsidiary.

(ii) *Actions by statutory or regulatory authorities*

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by any statutory or regulatory authority against our Subsidiary.

(iii) *Other material proceedings*

As on the date of this Draft Red Herring Prospectus, there are no other pending material proceedings against our Subsidiary.

(iv) *Tax proceedings involving our Subsidiary*

As on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes against our Subsidiary.

(b) Outstanding litigation proceedings initiated by our Subsidiary

(i) *Criminal proceedings*

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated by our Subsidiary.

(ii) *Other material proceedings*

As on the date of this Draft Red Herring Prospectus, there are no other pending material proceedings initiated by our Subsidiary.

OUTSTANDING LITIGATION INVOLVING OUR GROUP COMPANY WHICH HAS A MATERIAL IMPACT ON OUR COMPANY

Except as disclosed below, there are no outstanding litigations involving our Group Company which may have a material impact on our Company, as on the date of this Draft Red Herring Prospectus:

1. Our Group Company, Lalbaba Industrial Corporation Private Limited, has filed a mediation application before the High Court at Calcutta, involving Bhadreswar Rice Mill and others, for damages and consequential reliefs in relation to the passing off and usage of the mark “LALBABA” by M/s Bhadreswar Rice Mill and others in their products. The matter is currently pending.

OUTSTANDING DUES TO CREDITORS

As of March 31, 2025, outstanding dues to Material Creditors, micro, small and medium enterprises and other creditors is as follows:

Particulars	Number of creditors	Amount involved (₹ million)
Dues to micro and small enterprises	97	33.11
Dues to Material Creditor(s)	3	316.22
Dues to other creditors	895	571.20
Total	995	920.53

As certified by KASG & Co., Chartered Accountants, FRN: 002228C, pursuant to their certificate dated September 29, 2025.

Details pertaining to outstanding dues to Material Creditors, along with names and amounts involved for each such Material Creditor are available on the website of our Company at <https://lalbabagroup.com/investors/>.

Material Developments

Other than as stated in “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on page 377, in the opinion of our Board, no circumstances have arisen since the date of our last balance sheet as disclosed in this Draft Red Herring Prospectus which materially and adversely affect, or are likely to affect, our trading, our operations or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months from the date of this Draft Red Herring Prospectus.

GOVERNMENT AND OTHER APPROVALS

*Set out below is an indicative list of licenses, approvals, registrations, and permits obtained by our Company and Material Subsidiary which are considered material and necessary for the purpose of undertaking our business activities, operations and the Offer (“**Material Approvals**”). Except as disclosed herein, we have obtained all material consents, licenses, registrations, permissions and approvals from various governmental, statutory and regulatory authorities, which are considered material and necessary for undertaking the current business activities and operations of our Company and Material Subsidiary. In the event any of the approvals and licenses that are required for our business and operations expire in the ordinary course, we make applications for their renewal from time to time. Unless otherwise stated, Material Approvals as set out below, are valid as on date of this Draft Red Herring Prospectus.*

For details of risk associated with not obtaining or delay in obtaining requisite approvals, see “Risk Factors – Delays or inability to obtain requisite approvals for our Haldia Capex, together with reliance on management estimates and time-bound vendor quotations for costs, may result in time and cost overruns and impact the proposed utilization of Net Proceeds.” on page 55. For details in connection with the applicable regulatory and legal framework within which our Company operates, see “Key Regulations and Policies in India” on page 235.

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 423.

B. Approvals in relation the incorporation of our Company and Material Subsidiary

a. Our Company

1. Certificate of incorporation dated June 26, 2006, under the name ‘LalBaba Steel Industries Private Limited’ issued by the RoC to our Company;
2. Fresh certificate of incorporation dated January 19, 2007, issued by the RoC, pursuant to the change of our name from ‘LalBaba Steel Industries Private Limited’ to ‘Lal Baba Seamless Tubes Private Limited’;
3. Fresh certificate of incorporation dated February 11, 2025, issued by the Registrar of Companies, Central Processing Centre, upon conversion to a public limited company; and
4. Fresh certificate of incorporation dated March 10, 2025, issued by the Registrar of Companies, Central Processing Centre, pursuant to the change of our name from ‘Lal Baba Seamless Tubes Limited’ to ‘Lalbaba Engineering Limited’.

b. Our Material Subsidiary

1. Certificate of incorporation dated January 4, 2024, under the name ‘LalBaba NF Rail Engg Private Limited’ issued by the Registrar of Companies, Central Registration Centre.

C. Material Approvals in relation to the business and operations of our Company and Material Subsidiary

Business related approvals

a. Our Company

1. Factory licenses under the Factories Act, 1948, issued by the Directorate of Factories;
2. License to store liquified petroleum gas in pressure vehicles under the Explosives Act, 1884 and the Static and Mobile Pressure Vehicles (Unfired) Rules, 1981 issued by the Controller of Explosives in relation to our Haldia Facility;
3. Certificates of enlistment under the West Bengal Municipal Act, 1993 issued by relevant

municipal bodies in relation to our Facilities and our Corporate Office;

4. No objection certificates from the relevant fire departments;
5. Certificate under the Legal Metrology Act, 2009 issued by the Controller Legal Metrology in relation to our Haldia Facility and Uluberia Facility;
6. No-objection certificate to install 800 kilo-watt solar power plant issued by the Directorate of Electricity, Government of West Bengal in relation to our Haldia Facility;
7. Registration certificate for Importer-Exporter Code under the Foreign Trade (Development and Regulation) Act, 1992, issued by the Directorate General of Foreign Trade;
8. Registration-cum-membership certificate under the provisions of Foreign Trade Policy of the Government of India issued by EEPC India (formerly known as '*Engineering Export Promotion Council*');;
9. Certifications from Research Designs & Standards Organization, Ministry of Railways, Government of India;
10. Certificates of approval as a 'pipe-maker' and as a 'tube-maker' under the Indian Boiler Regulations, 1950 issued by the Central Boilers Board in relation to our Haldia Facility;
11. Certification of quality management systems for manufacturer of materials according to Directive 2014/68/EU in relation to our Haldia Facility; and
12. License to use the standard mark issued by the Bureau of Indian Standards for production of steel tubes in relation to our Haldia Facility.

b. Our Material Subsidiary

1. Udyam registration certificate bearing No. UDYAM-WB-10-0118460 under the Micro, Small and Medium Enterprises Development Act, 2006, issued by the Ministry of Micro, Small and Medium Enterprises; and
2. Certificate of enlistment under the West Bengal Municipal Act, 1993 issued by the Kolkata Municipal Corporation.

Environment related approvals

1. Consents to establish and consents to operate under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981, issued by the West Bengal Pollution Control Board; and
2. Authorization under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, issued by West Bengal Pollution Control Board in relation to our Haldia Facility.

Tax related approvals

a. Our Company

1. The permanent account number of our Company under the Income Tax Act, 1961 is AABCL2668M, issued by the Income Tax Department, Government of India;
2. The tax deduction account number of our Company under the Income Tax Act, 1961 is CALL02005D, issued by the Income Tax Department, Government of India;
3. The goods and services tax registration number of our Company is 19AABCL2668M1Z0 under the Central Goods and Services Tax Act, 2017, issued by the Government of India;

and

4. Certificates of registration and enrolment of our Company bearing No. 191004306418 under the West Bengal State Tax on Professions, Trades, Callings and Employment Act, 1979, issued by the Directorate of Commercial Taxes.

b. *Our Material Subsidiary*

1. Permanent account number is AAFCL6753M under the Income Tax Act, 1961, issued by the Income Tax Department;
2. Tax deduction account number is CALL06201G under the Income Tax Act, 1961, issued by the Income Tax Department;
3. Goods and services tax registration number is 19AAFCL6753M1ZU under the Central Goods and Services Tax Act, 2017, issued by the Government of India; and
4. Registration issued under the West Bengal State Tax on Professions, Trades, Callings and Employment Act, 1979, issued by the Directorate of Commercial Taxes.

Labour and employment related approvals

a. *Our Company*

1. Registration under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 issued by the Employees' Provident Fund Organisation;
2. Registration under the Employees' State Insurance Act, 1948 issued by the Employees' State Insurance Corporation;
3. Registration certificate under the Contract Labour (Regulation & Abolition) Act, 1970 issued by the Labour Commissioner's Office in relation to our Haldia Facility and Uluberia Facility; and
4. Registration certificate under the West Bengal Shops and Establishments Act, 1963, issued by the Government of West Bengal in relation to our Corporate Office.

b. *Our Material Subsidiary*

1. Registration under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, issued by the Employees' Provident Fund Organisation;
2. Registration under the Employees' State Insurance Act, 1948, issued by the Employees' State Insurance Corporation;
3. License under the Contract Labour (Regulation and Abolition) Act, 1970; and
4. Registration certificate under the West Bengal Shops and Establishments Act, 1963, issued by the Government of West Bengal.

D. Pending Material Approvals of our Company and Material Subsidiary

(a) *Material Approvals applied for but not received*

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no Material Approvals that have been applied for by our Company or our Material Subsidiary, but have not been received:

S. No.	Nature of approval	Date of acknowledgement of application/ date of application
1.	Authorization under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 for our Uluberia Facility.	June 17, 2025
2.	Application for grant of registration under the Contract Labour (Regulation & Abolition) Act, 1970 in relation to our Uluberia Facility.	May 30, 2025
3.	Renewals of license under the West Bengal Fire Services Act, 1950 in relation to our Haldia Facility and Uluberia Facility.	July 29, 2025
4.	Application for registration under the West Bengal Labour Welfare Fund Act, 1974 in relation to our Haldia Facility.	May 26, 2025
5.	Application for registration under the West Bengal Labour Welfare Fund Act, 1974 in relation to our Subsidiary.	September 10, 2025
6.	Applications for grant of consent to establish under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 in relation to the Haldia Capex, our proposed expansion of our Haldia Facility.* For further details, please see “Objects of the Offer - Details of the Objects - Funding capital expenditure requirement for expansion of our Haldia Facility - Government Approvals” at page 119.	September 15, 2025

**While we have made an application for permission for expansion, a consent to establish is only required prior to commencement of construction of the building and not required at this stage.*

In addition to the applications detailed above, we have also submitted applications and are in the process of submitting applications to relevant authorities for updating the name of our Company in their records pursuant to the Composite Scheme of Arrangement and the change of name of our Company.

(b) *Material Approvals which have expired and renewal to be applied for*

As on the date of this Draft Red Herring Prospectus, there are no Material Approvals that have expired, but the renewal is to be applied for by our Company or our Material Subsidiary.

(c) *Material Approvals required but not obtained or applied for*

As on the date of this Draft Red Herring Prospectus, there are no Material Approvals required, but nor obtained or applied for by our Company or our Material Subsidiary.

E. Intellectual property rights

Pursuant to an application dated September 28, 2025, our Company applied for registration of trademark of our name “Lalababa Engineering” and our logo under Class 6 of the Trade Marks Act, 1999. Further, our Company has also applied for registration of 10 trademarks under Class 6 of the Trade Marks Act, 1999 for our LALBABA PRIME™ series of products and Uniflow™ technology. Our Company has also applied for a patent on micro-alloyed steel grade composition for seamless tube applications in relation to our LALBABA PRIME™ series of products.

For risks associated with our intellectual property, see “Risk Factors- Whilst we have applied for registration of trademark of our Company’s name and logo, there is no assurance that we will be able to successfully obtain such registrations, which may adversely affect, our business, results of operation, financial condition and cash flows.” on page 49.

OUR GROUP COMPANY

In terms of the SEBI ICDR Regulations, group companies of an issuer company include (i) such companies (other than any promoter(s) or subsidiary(ies) of the Company, as applicable) with which there were related party transactions, during the period for which financial information will be disclosed in the Offer Documents, as covered under the Indian Accounting Standard (Ind AS) 24; and (ii) any other companies as considered ‘material’ by the Board, in terms of the Materiality Policy.

In addition, pursuant to the Materiality Policy, for the purposes of (ii) above, for the purpose of disclosure in the Offer Documents, a company (other than the companies covered under the schedule of related party transactions) shall be considered “material” and will be disclosed as a ‘Group Company’ (other than any promoter(s) or subsidiary of the Company, as applicable) in the Offer Documents if it is a member of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and with which the Company has entered into one or more related party transactions during the last completed financial year and the stub period, if any (covered in the Restated Financial Information), included in the Offer Documents, which individually or in the aggregate, exceed 10% of the revenue from operations of the Company as per the Restated Financial Information, for the last completed financial year and such stub period, as applicable, as included in the Offer Documents.

Based on the parameters outlined above, as on date of this Draft Red Herring Prospectus, our Board has identified the following companies as our Group Companies:

1. Railex Engineering Private Limited;
2. Lalbaba Projects Private Limited;
3. Lalbaba Industrial Corporation Private Limited;
4. NF Forgings Private Limited;
5. Macedon Vinimay Private Limited;
6. Expansion Bellows Private Limited;
7. Swamiji Transmission Private Limited;
8. Indodeutsche Precision Tubes Private Limited;
9. SF Forgings Private Limited;
10. Lalbaba Metallics Private Limited; and
11. S N R Trading Company Private Limited

Details of our Group Companies

The details of our Group Companies are provided below:

A. Details of our top five Group Companies

In terms of the SEBI ICDR Regulations, in relation to our top five Group Companies (based on their respective turnover in the last audited financial year), certain financial information for the previous three financial years extracted from their respective audited financial statements (as applicable) shall be hosted on the website of our Company and / or at the respective websites indicated below:

1. NF Forgings Private Limited (“NF Forgings”)

Registered office

The registered office of NF Forgings is situated at Jalan Industrial Park, N. H – 6 Bombay Road, Dhulagarh, Sankrail, Howrah – 711302, West Bengal, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of NF Forgings for the last three financial years (2025, 2024 and 2023), as required by the SEBI ICDR Regulations, is available at <https://lalbabagroup.com/investors/>.

2. Macedon Vinimay Private Limited (“Macedon”)

Registered office

The registered office of Macedon is situated at 1, N. N. Samaddar Road, Talbanda, P.O. Jugberia, 24 - Parganas (N), Kolkata – 700110, West Bengal, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of Macedon for the last three financial years (2025, 2024 and 2023), as required by the SEBI ICDR Regulations, is available at <https://lalbabagroup.com/investors/>.

3. Lalbaba Industrial Corporation Private Limited (“LICPL”)

Registered office

The registered office of LICPL is situated at 78, Lala Babu Shire Road, Howrah – 711202, West Bengal, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of LICPL for the last three financial years (2025, 2024 and 2023), as required by the SEBI ICDR Regulations, is available at <https://lalbabagroup.com/investors/>.

4. Railex Engineering Private Limited (“Railex”)

Registered office

The registered office of Railex is situated at 40/107, Joy Bibi Road, Plot Nos 18 and 20, Ghosuri, Howrah - 711107, West Bengal, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of Railex for the last three financial years (2025, 2024 and 2023), as required by the SEBI ICDR Regulations, is available at <https://lalbabagroup.com/investors/>.

5. Lalbaba Metalics Private Limited (“Lalbaba Metalics”)

Registered office

The registered office of Lalbaba Metalics is situated at 25A Shakespeare Sarani, 3rd Floor, R.N .32, Shakespeare Sarani, Kolkata - 700017, West Bengal, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of Lalbaba Metalics for the last three financial years (2025, 2024 and 2023), as required by

the SEBI ICDR Regulations, is available at <https://lalbabagroup.com/investors/>.

Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Companies and other information provided on the websites given above does not constitute a part of this Draft Red Herring Prospectus. The information provided on the websites given above should not be relied upon or used as a basis for any investment decision.

B. Details of our other Group Companies

1. Expansion Bellows Private Limited (“Expansion Bellows”)

Registered office

The registered office of Expansion Bellows is situated at 28, Strand Road, 3rd Floor, Kolkata - 700001, West Bengal, India.

2. Swamiji Transmission Private Limited (“Swamiji Transmission”)

Registered office

The registered office of Swamiji Transmission is situated at Village – Palora, Post - Mahisrekha, P.S. Uluberia, Howrah - 711303, West Bengal, India.

3. Indodeutsche Precision Tubes Private Limited (“IDPT”)

Registered office

The registered office of IDPT is situated at Level 6 Wing B, Two Horizon Center, Golf Course Road, DLF 5, Sector 43, Gurgaon – 122002, Haryana.

4. SF Forgings Private Limited (“SF Forgings”)

Registered office

The registered office of SF Forgings is situated at 40/107, Joy Bibi Road, Plot Nos 18 and 20 Ghusuri, Howrah - 711107, West Bengal, India.

5. Lalbaba Projects Private Limited (“Lalbaba Projects”)

Registered office

The registered office of Lalbaba Projects is situated at 78, Lala Babu Shire Road, Howrah – 711202, West Bengal, India.

6. S N R Trading Company Private Limited (“S N R Trading”)

Registered office

The registered office of S N R Trading is situated at 27, Shakespeare Sarani, Ground Floor, Kolkata - 700017, West Bengal, India.

Nature and extent of interest of Group Companies

In the promotion of our Company

Our Group Companies do not have any interest in the promotion of our Company.

In the properties acquired by our Company in the past three years prior to the date of filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in the properties acquired by our Company in the three years preceding

the date of filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of our Company) and our Group Companies and their directors.

There is no conflict of interest between the lessors of the immovable properties (which are crucial for operations of our Company) and our Group Companies and their directors.

In transactions for acquisition of land, construction of building, supply of machinery, etc.

Except as disclosed in “*Restated Financial Information - Related Party Transactions*” on page 376, our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery, etc

Common pursuits between our Group Companies and our Company

As on date of this Draft Red Herring Prospectus, except to the extent, our Group Companies, namely, Lalbaba Projects Private Limited, Lalbaba Industrial Corporation Private Limited and Indodeutsche Precision Tubes Private Limited, and our Company which are in the similar line of business, there are no common pursuits amongst our Group Companies and our Company. However, as the result of such common pursuits, there is no conflict of interest between our Group Companies and our Company, as their business is synergistic with the business of our Company. Our Company will adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situations as and when they arise.

Related business transactions within the Group Companies and significance on the financial performance of our Company

Except the transactions disclosed in “*Related Party Transactions*” on page 376, there are no other related business transactions between our Group Companies and our Company during Fiscals 2025, 2024 and 2023.

Business interests or other interests

Except in the ordinary course of business and as disclosed in “*Related Party Transactions*” on page 376, respectively, our Group Companies do not have any business interest or other interest in our Company.

Litigation

As on the date of this Draft Red Herring Prospectus, except as disclosed in “*Outstanding Litigations and Material Development- Outstanding Litigation involving our Group Company*” which has a material impact on our Company” on page 414, our Group Companies are not parties to any pending litigation which will have a material impact on our Company.

Certain other confirmations

As on the date of this Draft Red Herring Prospectus, none of our Group Companies have their securities listed on any stock exchange. Further, none of our Group Companies have made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus..

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution of our Board dated September 25, 2025, and the Fresh Issue has been authorized by a special resolution of our Shareholders dated September 25, 2025. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated September 29, 2025.

The Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution passed on September 29, 2025.

Each of the Selling Shareholders has, severally and not jointly, authorised its participation in the Offer for Sale in relation to its respective portion of Offered Shares, as set out below.

S. No.	Name of the Selling Shareholder	Aggregate number of Equity Shares being offered in the Offer for Sale	Date of resolution, if applicable	Date of the consent letter
1.	LBIC Engineering Private Limited	Up to [●] Equity Shares of face value ₹5 aggregating up to ₹ 1,250.00 million	September 22, 2025	September 29, 2025
2.	Kishan Dhanuka	Up to [●] Equity Shares of face value ₹5 aggregating up to ₹ 950.00 million	NA	September 29, 2025
3.	Amit Dhanuka	Up to [●] Equity Shares of face value ₹5 aggregating up to ₹ 150.00 million	NA	September 29, 2025
4.	Nikunj Dhanuka	Up to [●] Equity Shares of face value ₹5 aggregating up to ₹ 300.00 million	NA	September 29, 2025
5.	Nishit Dhanuka	Up to [●] Equity Shares of face value ₹5 aggregating up to ₹ 300.00 million	NA	September 29, 2025
6.	Kishan Dhanuka & Sons HUF	Up to [●] Equity Shares of face value ₹5 aggregating up to ₹ 750.00 million	NA	September 29, 2025

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by Securities and Exchange Board of India or other governmental authorities

Our Company, Subsidiary, Promoters (persons in control of our Company), members of the Promoter Group, Directors and each of the Selling Shareholders, are not prohibited from accessing in the capital markets 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.

Directors associated with the Securities Market

None of our other Directors are associated with the securities market in any manner.

There are no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoter(s), members of the Promoter Group and Selling Shareholders are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to their respective holding of Equity Shares, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company confirms that it is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each), i.e., as at and for the Fiscals 2025, 2024 and 2023, of which not more than 50% of the net tangible assets are held as monetary assets;
- Our Company has an average operating profit of at least ₹150 million, calculated on a restated basis, during the preceding three years (of 12 months each), i.e., as at and for the Fiscals 2025, 2024 and 2023, with operating profit in each of these preceding three years;
- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), i.e., as at and for the Fiscals 2025, 2024 and 2023, calculated on a restated basis (as applicable); and
- The Company has changed its name from Lal Baba Seamless Tubes Private Limited to Lalbaba Engineering Limited in the immediately preceding year and at least 50% of the revenue, calculated on a restated and consolidated basis, for the preceding one full year has been earned by it from the activity indicated by its new name.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profit and net worth, derived from the Restated Financial Information as at and for the Fiscals ended March 31, 2025, March 31, 2024 and March 31, 2023 are set forth below:

(₹ in million, unless otherwise stated)

Particulars	As at and for the Fiscals ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Net tangible assets, as restated ¹	2,005.20	1,478.88	817.65
Monetary Assets, as restated ²	44.76	4.77	6.05
% of Restated Monetary Assets to Restated Net Tangible Assets	2.23%	0.32%	0.74%
Restated Operating profit ³	821.03	595.55	274.31
Average Restated Operating profit			563.63
Restated Net-worth ⁴	1,816.30	1,408.54	783.73

1. "Restated net tangible assets" means the sum of all the assets of the issuer as per Restated Financial Information excluding intangible assets, right of use assets and deferred tax asset (net) reduced by sum of all the liabilities excluding lease liabilities and deferred tax liabilities (net) as defined in Ind AS 12 issued by Institute of Chartered Accountants of India.
2. "Restated monetary assets" means cash and cash equivalent and current investments (if any) but does not include fixed deposits pledge with lenders as collateral security against secured loan.
3. "Restated Operating Profit" means restated profit before tax excluding other income, finance costs and exceptional items.
4. "Restated Net worth" means the aggregate value of paid-up share capital and other equity created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, derived from the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

Our Company confirms that it is in compliance with the conditions specified in Regulation 5 and Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulations 7(2) and 7(3) of the SEBI ICDR Regulations, to the extent applicable:

The details of our compliance with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

- (i) Our Company, our Promoter(s), members of the Promoter Group, the Selling Shareholders and our Directors are not debarred from accessing the capital markets by SEBI;
- (ii) The companies with which our Promoter(s) or our Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;
- (iii) Neither our Company, nor any of our Promoter(s), or Directors is a Wilful Defaulter or Fraudulent Borrower;
- (iv) None of our Directors has been declared as a Fugitive Economic Offender;
- (v) There are no outstanding warrants, options, or rights to convert debentures, loans or other instruments convertible into or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of this Draft Red Herring Prospectus;

- (vi) Our Company along with Registrar to the Offer has entered into tripartite agreement dated June 3, 2025 with NSDL and the tripartite agreement executed on December 16, 2024 with CDSL, for dematerialisation of the Equity Shares;
- (vii) The Equity Shares of our Company held by our Promoters are in dematerialised form;
- (viii) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000 failing which the entire application money shall be unblocked/refunded to the respective Bidders. In case of delay, if any, in unblocking the ASBA Accounts, within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on application money in accordance with the applicable laws.

Each Selling Shareholder, severally and not jointly, confirms that their respective Offered Shares are fully paid up and have been held for a period of at least one year prior to the filing of this DRHP with SEBI in compliance with Regulation 8 of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING IIFL CAPITAL SERVICES LIMITED (FORMERLY KNOWN AS IIFL SECURITIES LIMITED) AND MOTILAL OSWAL INVESTMENT ADVISORS LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND EACH OF THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE, SEVERALLY AND NOT JOINTLY, ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS TO THE EXTENT OF INFORMATION SPECIFICALLY PERTAINING TO THEMSELVES AND THEIR RESPECTIVE PORTION OF OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPECTIVE RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 29, 2025, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All 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 and at the time of filing of the Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors and Book Running Lead Managers

Our Company, our Directors, and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website at <https://lalbabagroup.com/>, or the respective websites of the members of the Promoter Group, Subsidiary and any affiliate of our Company, would be doing so at his or her own risk.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company, and the Book Running Lead Managers to the investors and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company the Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Selling Shareholders and their respective directors, officers, group company, 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 Selling Shareholders 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 from the Selling Shareholders

The Selling Shareholders, severally and not jointly, accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus (only to the extent of those statements expressly made by such Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares) or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website at <https://lalbabagroup.com/>, or the respective websites of any affiliate of our Company would be doing so at his or her own risk.

Each of the Selling Shareholders, its respective directors, affiliates, associates, and officers (as applicable) accept no responsibility for any statements made in this Draft Red Herring Prospectus other than those specifically made or confirmed by such Selling Shareholder in relation to itself as a Selling Shareholder and its portion of the Offered Shares.

Bidders will be required to confirm and will be deemed to have represented to each of the Selling Shareholders and their respective directors, officers, agents, affiliates, and representatives (as applicable) that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Selling Shareholders 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.

Disclaimer in respect of Jurisdiction

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Kolkata, West Bengal, India only.

Bidders eligible under Indian law to participate in the Offer

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds and pension funds fulfilling the minimum corpus requirements under the SEBI ICDR Regulations, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs (registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, FVCIs (under Schedule I of the FEMA Rules) and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to 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.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or any of the selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in “offshore transactions” as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for permission to deal in and for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, without interest, all monies received from the Bidders in pursuance of the Red Herring Prospectus, in accordance with applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or within such other timeline as prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Offer within three Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders as prescribed under applicable laws.

Consents

Consents in writing of each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, legal counsel to our Company as to Indian Law, the Book Running Lead Managers, the bankers to our Company, the Registrar to the Offer, Chief Financial Officer and CRISIL have been obtained and such consents have not been withdrawn until the date of this Draft Red Herring Prospectus; and consents in writing of the Syndicate Members, Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and Sponsor Bank(s) and Monitoring agency to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

Experts to the Offer

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

Our Company has received written consent dated September 29, 2025, from the Statutory Auditors, Singhi & Co., Chartered Accountants (FRN: 302049E), to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated September 25, 2025, relating to the Restated Financial Information; (ii) their report dated September 29, 2025 on the statement of possible special tax benefits available to the Company, its Shareholders and the Material Subsidiary included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” does not represent an “expert” within the meaning under the U.S. Securities Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 29, 2025, from KASG & Co., the Independent Chartered Accountants holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 29, 2025, from Pankaj Nigam & Associates, Practicing Company to include their name as required under Section 26(5) of the Companies Act, 2013 read with

SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by them in their capacity as a practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 21, 2025, from Asim Maity & Associates, Chartered Engineer to include his name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by him in his capacity as an independent chartered engineer to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 27, 2025, from LSI Engineering & Consultants Limited, an independent advisory firm of engineers, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of the Expansion Report and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by our Company

Other than as disclosed in “*Capital Structure*” on page 95, our Company has not made any capital issuances in the three years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by listed group companies/subsidiaries/associates

As on date of this Draft Red Herring Prospectus, our Company does not have any listed subsidiary, group companies or associates.

Particulars regarding public or rights issues during the last five years

Our Company has not made any rights issues or public issues (as defined under the SEBI ICDR Regulations) in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects - public/ rights issue of our Company

Our Company has not undertaken any public issues or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – last public/rights issue of our listed subsidiaries/promoters

As on date of this Draft Red Herring Prospectus, our Subsidiary and our Corporate Promoter are not listed.

Stock market data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Commission or brokerage on previous issues in last five years

Since this is the initial public offering of the Equity Shares of our Company, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Price information of past issues handled by the Book Running Lead Managers (during the current Fiscal and two Fiscals preceding the current Fiscal)

A. IIFL Capital Services Limited (formerly known as IIFL Securities Limited)

Table 1

Sr. No.	Issuer Name	Issue Size (in Rs. Mn)	Issue Price (Rs.)	Designated Stock Exchange as disclosed in the red herring prospectus filed	Listing Date	Opening Price on Listing Date	+/- % change in closing price*, +/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, +/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, +/- % change in closing benchmark]- 180th calendar days from listing
1.	Arisinfra Solutions Limited	4,995.96	222.00	NSE	June 25, 2025	205.00	-33.84%, [-0.72%]	-23.21%, [+0.33%]	N.A.
2.	Ellenbarrie Industrial Gases Limited	8,525.25	400.00	NSE	July 1, 2025	486.00	+41.09%, [-2.69%]	+21.75%, [-3.47%]	N.A.
3.	HDB Financial Services Limited	1,25,000.00	740.00	NSE	July 2, 2025	835.00	+2.51%, [-2.69%]	N.A.	N.A.
4.	Smartworks Coworking Spaces Limited	5,825.55	407.00 ⁽¹⁾	NSE	July 17, 2025	435.00	+11.79%, [-1.91%]	N.A.	N.A.
5.	GNG Electronics Limited	4,604.35	237.00	NSE	July 30, 2025	355.00	+42.55%, [-1.42%]	N.A.	N.A.
6.	Aditya Infotech Limited	1,300.00	675.00 ⁽²⁾	NSE	August 5, 2025	1,015.00	+101.14%, [+0.27%]	N.A.	N.A.
7.	Bluestone Jewellery and Lifestyle Limited	15,406.50	517.00	NSE	August 19, 2025	510.00	+15.13%, [+1.40%]	N.A.	N.A.
8.	iValue Infosolutions Limited	5,602.95	299.00	NSE	September 25, 2025	284.95	N.A.	N.A.	N.A.
9.	GK Energy Limited	4,642.60	153.00	NSE	September 26, 2025	171.00	N.A.	N.A.	N.A.
10.	Ganesh Consumer Products Limited	4,087.98	322.00 ⁽³⁾	BSE	September 29, 2025	293.95	N.A.	N.A.	N.A.

Source: www.nseindia.com; www.bseindia.com, as applicable

(1) A discount of Rs. 37 per equity share was offered to eligible employees bidding in the employee reservation portion.

(2) A discount of Rs. 60 per equity share was offered to eligible employees bidding in the employee reservation portion.

(3) A discount of Rs. 30 per equity share was offered to eligible employees bidding in the employee reservation portion

*Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above

calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.

Table 2: Summary Statement of Disclosure

Financial Year	Total No. of IPO's	Total Funds Raised (in Rs. Mn)	No. of IPOs trading at discount – 30 th calendar days from listing			No. of IPOs trading at premium – 30 th calendar days from listing			No. of IPOs trading at discount – 180 th calendar days from listing			No. of IPOs trading at premium – 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	15	1,54,777.80	-	-	4	3	4	4	-	-	1	5	4	5
2024-25	16	4,81,737.17	-	-	1	6	4	5	-	2	-	6	4	4
2025-26	13	2,68,564.54	-	1	1	1	2	5	-	-	-	-	-	-

Source: www.nseindia.com; www.bseindia.com, as applicable

Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.

NA means Not Applicable.

(Remainder of this page is intentionally left blank)

B. Nuvama Wealth Management Limited

S. No.	Issue Name	Issue Size (₹ million) #	Issue price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1.	Vikram Solar Limited	20,793.69	332.00	August 26, 2025	338.00	-1.48% [1.40%]	NA	NA
2.	Sambhv Steel Tubes Limited	5,400.00	82.00 ^{##}	July 02, 2025	110.00	55.74% [-2.69%]	31.82% [-3.22%]	NA
3.	HDB Financial Services Limited	1,25,000.00	740.00	July 02, 2025	835.00	2.51% [-2.69%]	1.10% [-3.22%]	NA
4.	ArisInfra Solutions Limited	4,995.96	222.00	June 25, 2025	205.00	-33.84% [-0.72%]	-23.21% [-0.17%]	NA
5.	Oswal Pumps Limited	13,873.40	614.00	June 20, 2025	634.00	17.96% [-0.57%]	29.28% [0.87%]	NA
6.	Ajax Engineering Limited	12,688.84	629.00 [§]	February 17, 2025	576.00	-2.86% [-0.55%]	6.78% [8.97%]	12.42% [7.28%]
7.	Laxmi Dental Limited	6,980.58	428.00	January 20, 2025	528.00	-18.04% [-1.44%]	-4.98% [1.92%]	12.24% [6.08%]
8.	Senores Pharmaceuticals Limited	5,821.10	391.00	December 30, 2024	600.00	28.49% [-2.91%]	45.93% [-0.53%]	45.32% [8.43%]
9.	Carraro India Limited	12,500.00	704.00	December 30, 2024	651.00	-27.73% [-2.91%]	-56.10% [-0.53%]	-38.17% [8.43%]
10.	DAM Capital Advisors Limited	8,402.52	283.00	December 27, 2024	392.90	-1.11% [-3.19%]	-19.40% [-1.79%]	-7.49% [4.26%]

Source: www.nseindia.com and www.bseindia.com

^{##}Sambhv Steel Tubes Limited- A discount of ₹4 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹82 per equity share

[§]Ajax Engineering Limited- A discount of ₹ 59 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹629 per equity share

[#]As per Prospectus excluding pre-ipo placement

Notes

1. Based on date of listing.

2. % of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th / 90th / 180th calendar day from listing day.
3. Wherever 30th / 90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.
4. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.
5. Not Applicable. – Period not completed
6. Disclosure in Table-1 restricted to 10 issues.

Summary statement of Disclosure:

Fiscal Year	Total no. of IPOs**	Total amount of funds raised (₹ Mn.)#	No. of IPOs trading at discount - 30 th calendar days from listing			No. of IPOs trading at premium - 30 th calendar days from listing			No. of IPOs trading at discount - 180 th calendar days from listing			No. of IPOs trading at premium - 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26^	5	1,70,063.05	-	1	1	1	-	2	-	-	-	-	-	-
2024-25	12	2,90,301.99	-	1	5	1	1	4	-	2	3	1	1	5
2023-24	9	68,029.67	-	1	1	1	1	5	-	1	3	1	1	3

The information is as on the date of the document

1. Based on date of listing.
2. Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.
3. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.

^ For the financial year 2025-26, 5 issues have completed 30 calendar days.

**Pursuant to order passed by Hon'ble National Company Law Tribunal, Mumbai Bench dated April 27, 2023, the merchant banking business of Edelweiss Financial Services Limited ("Edelweiss") has demerged and now transferred to Nuvama Wealth Management Limited ("Nuvama") and therefore the said merchant banking business is part of Nuvama.

#As per Prospectus excluding pre-ipo placement

C. Motilal Oswal Investment Advisors Limited

1. Price information of past issues (during current financial year and two financial years preceding the current financial year) overseen by Motilal Oswal Investment Advisors Limited:

Sr. No.	Issue name	Designated Stock Exchange	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180 th calendar days from listing
1.	Atlanta Electricals Limited	BSE	6,873.41	754.00	September 29, 2025	858.10	Not applicable	Not applicable	Not applicable
2.	Ganesh Consumer Products Limited	BSE	4,087.98	322.00	September 29, 2025	295.00	Not applicable	Not applicable	Not applicable
3.	Saatvik Green Energy Limited	BSE	9001.97	465.00	September 26, 2025	460.00	Not applicable	Not applicable	Not applicable
4.	Ivalue Infosolutions Limited	NSE	5602.95	299.00	September 25, 2025	284.95	Not applicable	Not applicable	Not applicable
5.	Gem Aromatics Limited	NSE	4,512.50	325	August 28, 2025	333.10	-20.37% [1.40%]	Not applicable	Not applicable
6.	Sri Lotus Developers and Realty Limited	NSE	7920.00	150.00	August 06, 2025	178.00	21.84% [0.65%]	Not applicable	Not applicable
7.	National Securities Depository Limited	BSE	40,109.54	800.00	August 06, 2025	880.00	54.48% [0.22%]	Not applicable	Not applicable
8.	GNG Electronics Limited	NSE	4604.35	237.00	July 30, 2025	355.00	42.55% [-1.42%]	Not applicable	Not applicable
9.	HDB Financial Services Limited	NSE	125,000.00	740.00	July 02, 2025	835.00	2.51% [-2.69%]	1.10% [-3.22%]	Not applicable
10.	Sambhv Steel Tubes Limited	NSE	5400.00	82.00	July 02, 2025	110.00	55.74% [-2.69%]	31.82% [-3.22%]	Not applicable

Source: www.nseindia.com and www.bseindia.com

Notes:

1. The S&P CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index, depending upon the designated stock exchange.
2. Price is taken from NSE or BSE, depending upon Designated Stock Exchange for the above calculations.
3. The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th days
4. Not applicable – Period not completed.

2. Summary statement of price information of past issues handled by Motilal Oswal Investment Advisors Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ Millions)	Nos. of IPOs trading at discount on as on 30 th calendar days from listing date			Nos. of IPOs trading at premium on as on 30 th calendar days from listing date			Nos. of IPOs trading at discount as on 180 th calendar days from listing date			os. of IPOs trading at premium as on 180 th calendar days 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%
2025-2026	12	2,56,637.95	-	-	2	2	2	2	-	-	-	-	-	1
2024-2025	7	1,08,356.97	-	-	2	1	-	4	-	1	1	-	1	4
2023-2024	7	62,704.34	-	-	2	-	1	4	-	-	2	-	2	3

The information for each of the financial years is based on issues listed during such financial year.

Notes: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the Designated Stock Exchange.

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Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as set forth in the table below:

S. No.	Name of the Book Running Lead Manager	Website
1.	IIFL Capital Services Limited (formerly known as IIFL Securities Limited)	www.iiflcapital.com
2.	Motilal Oswal Investment Advisors Limited	www.motilaloswalgroup.com
3.	Nuvama Wealth Management Limited	www.nuvama.com

Redressal of investor grievances

In terms of the SEBI ICDR Master Circular and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the Bidders shall be compensated by the SCSBs in accordance with SEBI ICDR Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

In accordance with the SEBI ICDR Master Circular, following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor ₹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 may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular.

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the last date of dispatch of the letters of allotment and demat credit 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 BRLMs, in the manner provided below.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

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.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs with whom the Bid cum Application Form was submitted by the Anchor Investor. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Disposal of Investor Grievances by our Company

Our Company shall, after filing of this Draft Red Herring Prospectus, obtain authentication on the SEBI SCORES in terms of the SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders' Relationship Committee to review and redress the shareholders' and investors' 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, see "*Our Management – Stakeholders' Relationship Committee*" on page 270. Our Company has also appointed Anatha B Chakrabartty, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see "*General Information*" on page 89.

In the three years preceding the date of this Draft Red Herring Prospectus, our Company has not received any investor complaints. As on the date of this Draft Red Herring Prospectus, there are no pending investor complaints in relation to our Company.

The Selling Shareholders have, severally and not jointly, authorised 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.

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.

As on date of this Draft Red Herring Prospectus, our Subsidiary is not listed on any stock exchange.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

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.

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SECTION VIII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to this Offer shall be 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 Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer 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 comprises of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in “*Objects of the Offer – Offer expenses*”, on page 130.

Ranking of the Equity Shares

The Equity Shares being Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend, voting 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 472.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders of our Company as per the provisions of the Companies Act, our Memorandum of Association and Articles of Association, the SEBI Listing Regulations and other applicable law. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable law. For further details in relation to dividends, see “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” on pages 283 and 472, respectively.

Face Value, Price Band and Offer Price

The face value of the Equity Shares is ₹ 5. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share. Price Band and minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and [●] editions of [●] the Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid / Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their 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 websites of the Stock Exchanges. The Offer Price shall be determined by our Company in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of 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 Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, our Shareholders shall have the following rights:

1. The right to receive dividend, if declared;
2. The right to attend general meetings and exercise voting rights, unless prohibited by law;
3. 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;
4. Right to receive offers for rights shares and be allotted bonus shares, if announced;
5. Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
6. The right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws, including rules framed by the RBI; and
7. 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 472.

Allotment of Equity Shares 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:

- (i) Tripartite agreement dated June 3, 2025, amongst our Company, NSDL and Registrar to the Offer.
- (ii) Tripartite agreement dated December 16, 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 [●] Equity Shares, subject to a minimum Allotment of [●] 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 450.

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 courts of Kolkata, West Bengal, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See "*Bid/Offer Programme*" on page 441.

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 of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. 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 dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares 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 OPENS ON	[●] ⁽¹⁾
BID/ OFFER CLOSES ON	[●] ⁽²⁾⁽³⁾

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

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

⁽³⁾ UPI mandate end time and date shall be at 5:00 p.m. on the Bid / Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked 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 BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular and SEBI RTA Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI RTA Master Circular and the SEBI ICDR Master Circular.

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholders or the BRLMs.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid / Offer Closing Date, or such other period as prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid / Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing 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. Each of the Selling Shareholders shall provide reasonable support and cooperation as may be requested by the BRLMs and/or the Company to facilitate the process of listing and commencement of trading of Equity Shares on the Stock Exchanges and solely to the extent such assistance is in relation to its portion of the Offered Shares

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid / Offer Closing Date or such other time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the Offer procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))
Bid/Offer Closing Date*	
Submission of electronic applications (online ASBA through 3-in-1 accounts) – For RIBs	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 ASBA applications through UPI Mechanism where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (syndicate non-retail, non-individual applications of QIBs and NIBs)	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 NIBs)	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 NIB categories [#]	Only between 10.00 a.m. and up to 4.00 p.m. IST
Upward or downward revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST.

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

QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their Bids.

The Registrar to the Offer shall submit 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 shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the RTA on a daily basis, as per the format prescribed in SEBI ICDR Master Circular. 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.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid / Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled / withdrawn / deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid / Offer Opening Date till the Bid / Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day.

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 are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and are advised to submit their Bids no later than 12:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings 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 shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

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.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, subject to minimum 105% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, in consultation with the BRLMs, for reasons to be recorded in writing, may extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public announcement and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book *vis-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

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or; the minimum subscription of 90% of the Fresh Issue on the date of closure of the Offer; or subscription level falls below aforesaid minimum subscription after the Bid/Offer Closing Date due to withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the offer document, our Company shall forthwith refund/unblock the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular. If there is a delay beyond four days, our Company, to the extent applicable, shall pay interest at the rate of 15% per annum as per the SEBI ICDR Master Circular.

In the event of under-subscription, 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, the Allotment of Equity Shares shall be made towards subscription of the Fresh Issue followed by transfer of/ sale of the Offered Shares in the Offer for Sale.

Undersubscription, if any, in any category except the QIB portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

The Selling Shareholders, severally and not jointly, shall be liable to refund money raised in the Offer only to the extent of the Equity Shares offered by such Selling Shareholder in the Offer, together with any interest on such money, as required under applicable law, to the Bidder, provided no Selling Shareholder shall be responsible to pay such interest unless such delay is solely by, or is directly attributable to, an act or omission of such Selling Shareholder in relation to its respective portion of the Offered Shares and in such cases our Company shall be responsible to pay such interest. All refunds made, interest borne, and expenses incurred (with regard to payment of refunds) by our Company on behalf of any of the Selling Shareholders (only to the extent of its respective portion of the Offered Shares) will be adjusted or reimbursed by such Selling Shareholder to the Company as agreed among our Company and the Selling Shareholders in writing, in accordance with applicable law.

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 shares

Except for the lock-in of the pre-Offer Equity Shares, the Promoters' Contribution and Equity Shares allotted to Anchor Investors pursuant to the Offer, as detailed in "*Capital Structure*" on page 98, 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 472.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the BRLMs, and each of the Selling Shareholders to the extent of its respective portion of the Offered Shares, reserve 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 and Price Band 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 BRLMs, 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 submitted again to SEBI.

Notwithstanding the foregoing, this Offer is also subject to (i) filing of the Prospectus by our Company with the RoC; and (ii) obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

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OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹5 each for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹ 10,000.00 million comprising a Fresh Issue of [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 6,300.00 million by our Company and an Offer for Sale of an aggregate of up to [●] Equity Shares of face value of ₹ 5 each aggregating to ₹ 3,700.00 million by the Selling Shareholders.

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

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating up to ₹ 1,260.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds and will be finalised upon determination of the Offer Price and shall be updated in the Prospectus prior to filing with the RoC.

The Offer is being made through the Book Building Process.

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment / allocation* ⁽³⁾	Not more than [●] Equity Shares of face value ₹5	Not less than [●] Equity Shares of face value ₹5 available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares of face value ₹5 available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment / allocation	Not more than 50% of the Offer size shall be allocated to QIB Bidders. However, 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Offer, or the Offer less allocation to QIB Bidders and Retail Individual Bidders will be available for allocation, subject to the following: i. one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million; and ii. two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹1.00 million provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders	Not less than 35% of the Offer, or the Offer less allocation to QIB Bidders and Non-Institutional Bidders will be available for allocation

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
Basis of Allotment / allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above c) Up to 60% of the QIB portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion shall not be less than the minimum Non-Institutional application size and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. The allotment to each NIB shall not be less than the Minimum NIB Bid Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with SEBI ICDR Regulations. For details, see “Offer Procedure” on page 450.	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see “Offer Procedure” on page 450.
Minimum Bid	Such number of Equity Shares so that the Bid Amount exceeds ₹0.20 million and in multiples of [●] Equity Shares	For Non-Institutional Bidders applying under (i) One-third of the Non-Institutional Category such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 0.20 million. For Non-Institutional Investors applying under (ii) Two-thirds of the Non-Institutional Category such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 1.00 million	[●] Equity Shares of face value ₹5

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the bid does not exceed the size of the Offer (excluding the Anchor Investor Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹5 not exceeding the size of the Offer, (excluding the QIB portion) subject to limits applicable to the Bidders.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹0.20 million
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Mode of allotment	Compulsorily in dematerialised form		
Allotment Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Trading Lot	One Equity Share		
Who can apply ⁽⁴⁾⁽⁵⁾⁽⁶⁾	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250.00 million, pension fund with minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, accredited investors as defined in clause 2(1)(ab) of the SEBI AIF Regulations for the limited purpose of their investment in Angel Funds registered with SEBI under SEBI AIF Regulations.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies, trusts, FPIs who are individuals, corporate bodies and family offices which are re-categorised as Category II FPIs and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta) applying for Equity Shares such that the Bid amount does not exceed ₹0.20 million in value.
Terms of Payment ⁽⁴⁾	In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids⁽⁵⁾ In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.		

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
Mode of Bidding [^]	ASBA only (excluding the UPI Mechanism) except for Anchor Investors	ASBA only (including UPI Mechanism for Bids up to ₹0.50 million)	ASBA only (including the UPI Mechanism)

*Assuming full subscription in the Offer

[^] Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, had mandated that ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

- (1) *Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100.00 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 under the Anchor Investor Portion, subject to a minimum Allotment of ₹50.00 million per Anchor Investor; and (iii) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 million, and an additional 10 Anchor Investors for every additional ₹2,500.00 million or part thereof will be permitted, subject to minimum allotment of ₹50.00 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors. For further details, see "Offer Procedure" on page 450.*
- (2) *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories. For further details, see "Terms of the Offer" on page 439.*
- (3) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*
- (4) *Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*
- (5) *Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide the SEBI ICDR Master Circular, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. RIB, QIB, NIB and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies is blocked.*

Bids by FPIs with certain structures as described under "Offer Procedure - Bids by FPIs" on page 457 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories on proportionate basis, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws and receipt of valid Bids received at or above the Offer Price.

OFFER PROCEDURE

All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the “**General Information Document**”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, particularly in relation to process for Bids by UPI Bidders through the UPI Mechanism. The details and process provided in the General Information Document should be read in conjunction with this section.

Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, introduced an alternate payment mechanism using Unified Payments Interface (“**UPI**”) and the consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for UPI Bidders applying through Designated Intermediaries was made effective along with the timeline of T+6 days. (“**UPI Phase I**”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with the existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application size are up to ₹0.50 million shall use the UPI Mechanism. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“**UPI Phase III**”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

SEBI vide the SEBI ICDR Master Circular has prescribed certain additional measures for streamlining the process of initial public issues and redressing investor grievances. The SEBI RTA Master Circular has consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for the RTAs. Pursuant to SEBI circular no. 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). In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI ICDR Master Circular and the SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023, issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The Shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-I/P/CIR/2024/5 dated May 24, 2024 (“AV Circular”) has introduced the disclosure of audiovisual presentation of disclosures made in Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by influencers. Further, investors are advised to rely only on the information contained in the Offer Documents and the pre-Offer and Price Band advertisement for making investment decision.

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 law or as specified in the Red Herring Prospectus and the Prospectus.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories on proportionate basis, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021 and September

17, 2021, CBDT circular no. 7 of 2022, dated March 30, 2022 and March 28, 2023, and any subsequent press releases in this regard.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia* equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the relevant UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidder through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase was applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI pursuant to its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI pursuant to its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: This phase became applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular and SEBI ICDR Master Circular, in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. NPCI through its circular (NPCI/UPI/OC No. 127/ 2021-22) dated December 9, 2021, *inter alia*, has enhanced the per transaction limit from ₹ 0.20 million to ₹ 0.50 million for applications using UPI in initial public offerings. Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Offer BRLM will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer bidding process.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Electronic registration of Bids

- a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for the Book Building process on a regular basis before the closure of the Offer.
- b) On the Bid / Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges' platform are considered for allocation / Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid / Offer Closing Date to modify select fields uploaded in the Stock Exchanges' platform during the Bid / Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.
- d) QIBs and Non-Institutional Bidders can neither revise their Bids downwards nor cancel/withdraw their Bids.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid / Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders) must 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 Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by UPI Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders shall ensure 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 ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. Bidders using the ASBA process to participate in the Offer must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full

Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked / unblocked.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

- (i) RIBs (other than RIBs using UPI Mechanism) may submit their ASBA Forms, including details of their UPI IDs, with the SCSBs, Sub-Syndicate members, Registered Brokers, RTAs or CDPs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (ii) UPI Bidders may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts) provided by certain brokers.
- (iii) QIBs and NIBs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked, including details as prescribed in Annexure XVII of the SEBI ICDR Master Circular.

All the ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular is applicable for all categories of investors viz. Retail Individual Bidders, QIB and NIB and also for all modes through which the applications are processed.

UPI Bidders must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	[●]
Anchor Investors	[●]

* Excluding electronic Bid cum Application Forms

Notes:

(1) Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI ICDR Master Circular.

In accordance with BSE Circular No: 20220803-40 dated August 3, 2022 and NSE Circulars No: 25/2022 and (08/2023) dated August 3, 2022 and September 18, 2023 respectively, for all pending UPI Mandate Requests, the Sponsor Bank 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/Issue Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking of funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) 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. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid / Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks / unblocks, performance of apps and UPI handles, down-time / network latency (if any) across intermediaries and any such processes having an impact / bearing on the Offer Bidding process.

Pursuant to NSE circular dated August 3, 2022 with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

- (a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 p.m. on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and Depository Participants shall continue till further notice;
- (b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;
- (c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4.00 p.m. for QIBs and Non-Institutional Bidders categories and up to 5.00 p.m. for Retail Individual categories on the initial public offer closure day; and
- (d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids;
- (e) The Stock Exchanges shall display Offer demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100—black request accepted by Investor/client, based on responses/status received from the Sponsor Bank(s).

Participation by Promoters, Promoter Group, the Book Running Lead Managers, associates and affiliates of the Book Running Lead Managers and the Syndicate Members and the persons related to Promoters, Promoter Group, Book Running Lead Managers and the Syndicate Members and Bids by Anchor Investors

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

- (i) mutual funds sponsored by entities which are associates of the Book Running Lead Managers;

- (ii) insurance companies promoted by entities which are associates of the Book Running Lead Managers;
- (iii) AIFs sponsored by the entities which are associates of the Book Running Lead Managers;
- (iv) FPIs other than individuals, corporate bodies and family offices which are associates of the Book Running Lead Managers; or
- (v) Pension funds, with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and sponsored by entities which are associates of the Book Running Lead Managers.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Manager” if: (i) either of them controls, directly or indirectly through its subsidiary(ies) or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders’ agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoters or Promoter Group of our Company.

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 in consultation with BRLMs reserves 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, subject to applicable law.

In case of a Mutual Fund, a separate Bid may 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 Bid cum Application 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 Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident External Accounts (“**NRE Account**”), or Foreign Currency Non-Resident Accounts (“**FCNR Account**”), 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 Bidders) to block their Non-Resident Ordinary (“**NRO**”) accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Non-debt Instrument Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis of an Indian company listed on a recognised stock exchange or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company listed on a recognised stock exchange and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis by an Indian company listed on a recognised stock exchange or shall not exceed

10% of the paid-up value of each series of debentures or preference shares or share warrant of an Indian company listed on a recognised stock exchange. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE / NRO accounts.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

For details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 471.

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 by HUFs will be considered at par with Bids from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI, or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100% under the automatic route).

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-debt Instruments 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 the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such

offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, *inter alia*, the following conditions:

1. such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
2. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

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 issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as “**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 in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

1. FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;
2. Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
3. Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
4. 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;
5. Multiple branches in different jurisdictions of foreign bank registered as FPIs;
6. Government and Government related investors registered as Category 1 FPIs; and
7. Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

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, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The SEBI AIF Regulations, as amended prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs 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 SEBI FVCI Regulations 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. 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) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or (b) the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans / investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary(ies) and a financial services company that is not a subsidiary(ies) (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by 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, our Company in consultation with BRLMs, reserves 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 in consultation with BRLMs, 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.

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 the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, 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 reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLMs, in their absolute discretion, 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 in consultation with the BRLMs, may deem fit.

Bids by provident funds / pension funds

In case of Bids made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLMs reserve the right to reject any Bid, without assigning any reason therefor.

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 to be made available for the Anchor Investor Portion at the offices of the BRLMs.
- (b) The Bids are required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual

Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

- (c) One-third of the Anchor Investor Portion is reserved for allocation to domestic Mutual Funds.
- (d) Bidding for Anchor Investors will open one Working Day before the Bid / Offer Opening Date, and will be completed on the same day.
- (e) Our Company in consultation with the BRLMs will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion is not less than:
 - maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million;
 - minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and
 - in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.
- (f) Allocation to Anchor Investors is required to be completed on the Anchor Investor Bid / Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made, is required to be made available in the public domain by the BRLMs before the Bid / Offer Opening Date, through intimation to the Stock Exchanges.
- (g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- (h) 50% of the 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, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- (i) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices which are associate of the BRLMs or pension funds with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and sponsored by entities which are associates of the BRLM) can 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 as multiple Bids.
- (k) 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.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring 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 regulation and as specified in the Red Herring Prospectus, when filed.

In accordance with existing regulations issued by RBI, OCBs cannot participate in the Offer.

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 and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer and Price Band advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and [●] editions of [●], a widely circulated Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered Office is located). Our Company shall, in the pre-Offer and Price Band advertisement state 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, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid(s) until the 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 and such ASBA account belongs to you and no one else. UPI Bidders must mention their correct UPI ID and shall use only his / her own bank account which is linked to such 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 shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019. 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. UPI Bidders, may submit their ASBA Forms with Syndicate, Sub-Syndicate Members, Registered Brokers, RTA or CDP;
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 applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
11. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;
12. Ensure that they have correctly signed the authorisation / undertaking box in the Bid cum Application Form or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
13. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
14. 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;
15. Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;
16. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;
17. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular 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;

19. Ensure that the Demographic Details are updated, true and correct in all respects;
20. 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;
21. 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;
22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
23. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
24. UPI Bidders, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
25. Note that in case the DP ID, UPI ID (where applicable), 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, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;
26. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
27. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM structure, and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.
28. In case of QIBs and NIBs (other than for Anchor Investor and UPI Bidder), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
29. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank(s), as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
30. 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 shall be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his / her ASBA Account;

31. UPI Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;
32. 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 Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in his / her account and subsequent debit of funds in case of allotment in a timely manner;
33. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the ASBA Account;
34. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.
35. Ensure that ASBA bidders shall ensure that bids above ₹0.50 million, are uploaded only by the SCSBs;
36. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid / Offer Closing Date.
37. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, and press releases dated June 25, 2021, and September 17, 2021, CBDT circular no.7 of 2022, dated March 30, 2022 and March 28, 2023, and any subsequent press releases in this regard.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 or in the list displayed on SEBI's website is liable to be rejected.

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 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 stock invest;
5. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;
6. Bids by HUFs not mentioned correctly as provided in “- Bids by HUFs” on page 457;
7. Anchor Investors should not Bid through the ASBA process;
8. Do not submit multiple Bid application forms with same application form number;
9. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;
10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
11. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
12. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

13. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
14. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid / Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);
15. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
16. If you are a UPI Bidders, do not submit more than one Bid cum Application Form for each UPI ID;
17. 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;
18. Do not submit the General Index Register (GIR) number instead of the PAN;
19. 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;
20. 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, in the UPI-linked bank account where funds for making the Bid are available;
21. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidders. Retail Individual Bidders can revise or withdraw their Bids until the Bid / Offer Closing Date;
22. 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;
23. 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;
24. 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;
25. 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);
26. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;
27. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
28. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
29. Do not submit the Bid cum Application Form to any non-SCSB Bank or our Company;
30. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders); and
31. Do not Bid if you are an OCB.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

- (a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

- (b) Bids which do not contain details of the Bid Amount and the bank account details or UPI ID (for UPI Bidders) in the ASBA Form;
- (c) Bids submitted on a plain paper;
- (d) Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
- (e) Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s));
- (f) Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;
- (g) Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
- (h) ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;
- (i) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
- (j) Bids submitted without the signature of the First Bidder or Sole Bidder;
- (k) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
- (l) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
- (m) GIR number furnished instead of PAN;
- (n) Bids by RIBs with Bid Amount of a value of more than ₹ 0.20 million;
- (o) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
- (p) Bids accompanied by stock invest, money order, postal order, or cash; and Bids uploaded by QIBs and by Non-Institutional Bidders after 4.00 pm on the Bid/Offer Closing Date and Bids by RIBs uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RIBs, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

For helpline details of the Book Running Lead Managers pursuant to the SEBI ICDR Master Circular, see “General Information – Book Running Lead Managers” on page 90.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

In case of any pre-Offer or post Offer related issues regarding demat credit / refund orders / unblocking, etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see “General Information” on page 89.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI RTA Master Circular and the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

For details of grounds for technical rejection of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs 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 Bidders, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Individual Bidder category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

- (i) In case of resident Anchor Investors: “[●]”
- (ii) In case of non-resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Allotment Advertisement

Our Company, the BRLMs and the Registrar to the Offer shall publish an allotment advertisement before commencement of trading of the Equity Shares of face value of Rs. 5 each on the Stock Exchanges, disclosing the date of commencement of trading in all editions of a widely circulated English national daily newspaper, [●], all editions of a widely circulated Hindi national daily newspaper, [●] and [●] editions of a widely circulated Bengali daily newspaper [●] (Bengali being the regional language of West Bengal, where our Registered Office is located).

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 amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated June 3, 2025, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated December 16, 2024, amongst our Company, CDSL and Registrar to the Offer.

Undertaking by our Company

Our Company undertakes the following:

- that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- 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 from the Bid / Offer Closing Date or such other time as may be prescribed;
- that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant 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;
- 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 and Price Band advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- that if our Company in consultation with the BRLMs, withdraw the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or the Selling Shareholders subsequently decide to proceed with the Offer thereafter;
- that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;
- no further issue of Equity Shares shall be made until the Equity Shares issued or offered through this Draft 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.;
- that our Company shall apply in advance for the listing of equities on the conversion of debentures/bonds;
- that the promoters' contribution in full, wherever required, shall be brought in advance before the Offer opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with SEBI ICDR Regulations; and
- that adequate arrangements shall be made to collect all ASBA applications and to consider them similar to non-ASBA applications when finalising the basis of allotment.

Undertakings by the Selling Shareholders

The Selling Shareholders, severally and not jointly, undertake the following in respect of themselves as the Selling Shareholders, and the Offered Shares:

- (i) that the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form;
- (ii) that they are the legal and beneficial owner of, and have clear and marketable title to the Offered Shares;
- (iii) the Offered Shares shall be transferred to the Allottees in the Offer, free and clear of any encumbrances;
- (iv) that they shall not have recourse to the proceeds of the Offer for Sale which shall be held in escrow in its favour, until final listing and trading approvals have been received from the Stock Exchanges; and
- (v) only the statements and undertakings provided above, in relation to the Selling Shareholders, are statements which are specifically confirmed or undertaken, severally and not jointly, by each Selling Shareholder in relation to itself and its respective portion of the Offered Shares. All other statements or undertakings in this Draft Red Herring Prospectus in relation to the Selling Shareholders, shall be statements made by our Company, even if the same relate to the Selling Shareholders

Utilisation of Offer Proceeds

Our Board certifies that:

- our Company will not receive any proceeds from the Offer for Sale by the Selling Shareholders;
- all monies received out of the Offer shall be credited / transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;
- 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 Offer 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
- 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, 2013 which is reproduced below:

“Any person who –

- (a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1.00 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 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. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy (defined herein below) and FEMA has been entrusted to the concerned ministries / departments.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the “**Consolidated FDI Policy**”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

Under the current FDI Policy, 100% foreign direct investment is permitted in the manufacturing sector, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment 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.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For details, see “*Offer Procedure*” on page 450.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Rules, any investment, subscription, purchase or sale of equity instruments by entities, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. 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 in writing about such approval along with a copy thereof within the Offer Period.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Offer Procedure – Bids by Eligible NRIs*” and “*Offer Procedure – Bids by FPIs*” on page 456 and 457, respectively.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in “offshore transactions” as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments, modification, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for which do not exceed the applicable limits under laws and regulations.

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SECTION IX – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013

(PUBLIC LIMITED COMPANY BY SHARES)

ARTICLES OF ASSOCIATION

OF

LALBABA ENGINEERING LIMITED

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. No material clause of the Articles of Association having a bearing on the Offer or the disclosures required in this Draft Red Herring Prospectus has been omitted.

As on the date of this Draft Red Herring Prospectus, the provisions of the Articles of Association of our Company are in compliance with the Companies Act.

The Articles of Association of our Company has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a Special Resolution passed at the Extra-Ordinary General Meeting of Lalbaba Engineering Limited (the “Company”) held on July 14, 2025. The Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

PARTICULARS

1.	Regulation contained in Table “F” in the First Schedule to Companies Act, 2013, as amended, shall apply to this Company only in so far as the same are not provided for or are not inconsistent with any of the provisions contained in These Articles or modifications thereof are not expressly or by implication excluded from These Articles. Regulations for the management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition or substitution or modifications and variations thereto to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	Table F Applicability.

CONSTRUCTION

In these Articles (unless the context requires otherwise):

1. The descriptive headings and marginal notes of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.
2. Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.
3. Wherever the words “include,” “includes,” or “including” is used in these Articles, such words shall be deemed to be followed by the words “without limitation”.
4. The terms “hereof”, “herein”, “hereto”, “hereunder” or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise.
5. A reference to a party being liable to another party, or to liability, includes, but is not limited to, any liability in equity, contract or tort (including negligence).
6. Reference to statutory provisions shall be construed as meaning and including

- references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.
7. References made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the Ministry of Corporate Affairs.
 8. In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.

INTERPRETATION CLAUSE

2. In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:
 - (a) **"The Act"** means the Companies Act, 2013, to the extent notified, as amended from time to time, and includes any statutory modification or re-enactment thereof, with all schedules and tables thereunder, as notified, with effect from the date of such notification in the official gazette of India including all the rules, notifications, clarifications, orders and circulars issued thereunder. Reference to Act shall also include the Secretarial Standards issued by the Institute of Companies Secretaries of India constituted under the Company Secretaries Act, 1980. Act
 - (b) **"These Articles"** means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution or in accordance with the provisions of the Act. Articles
 - (c) **"Auditor(s)"** means and includes those persons appointed as such for the time being of the Company. Auditors
 - (d) **"Board" or "Board of Directors" or "The Board" or "The Board of Directors"** means the board of directors of the Company in office as constituted , in accordance with law and provision of These Articles at applicable times.
 - (e) **"Capital"** means the share capital for the time being raised or authorized to be raised for the purpose of the Company. Capital
 - (f) **"The Company"** shall mean **Lalbaba Engineering Limited.**
 - (g) **"Director(s)"** means a director appointed to the Board of the Company in accordance with these Articles, including any independent director, additional director, nominee director and/or alternate director, appointed in accordance with these Articles.
 - (h) **"Equity Shares"** means the equity shares of INR 10/-each, in the issued, subscribed and paid up equity share capital of the Company and as specified in Clause V of the Memorandum of Association.
 - (i) **"Executor" or "Administrator"** means a person who has obtained a probate or letter of administration, as the case may be from a court of competent jurisdiction and shall include a holder of a succession certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a certificate granted by the administrator general under section 31 of the Administrator General Act, 1963. Executor
or Administrator
 - (j) **"India"** shall mean Republic of India.
 - (k) **"Law"** shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and Securities and Exchange Board of India (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 of India, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or any other generally accepted accounting principles or IND AS

(l)	"Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
(m)	"In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	In Writing and Written
(n)	"Meeting" or "General Meeting" means a meeting of members including Annual General Meeting and Extra Ordinary General Meeting.	Meeting or General Meeting
(o)	"Member" in relation to the Company shall mean: (i) the subscriber to the Memorandum of Association of the Company who shall be deemed to have agreed to become member of the Company, and on its registration, shall be entered as a member in its Register of Members; (ii) every other person who agrees in writing to become a member of the Company and whose name is entered in the Register of Members of the Company; (iii) every person holding Shares of the Company and whose name is entered as a Beneficial Owner in the records of the Depository.	
(p)	"Memorandum of Association" or "Memorandum" means the memorandum of association of the Company (as amended, substituted, replaced from time to time).	
(q)	"Month" means a calendar month.	Month
(r)	"Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	Annual General Meeting
(s)	"Extra-Ordinary General Meeting" means a General Meeting of the Members other than an Annual General Meeting duly called and constituted and any adjourned holding thereof in accordance with the terms of these Articles and section 100 of the Act.	Extra-Ordinary General Meeting
(t)	"National Holiday" means and includes a day declared as national holiday by the Central Government.	National Holiday
(u)	"Office" means the registered Office of the Company or Corporate Office where books of accounts are maintained other than registered office.	Office
(v)	"Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	Ordinary and Special Resolution
(w)	"Person" shall be deemed to include any natural person, individuals, association of persons, body of individual, whether incorporated or not, and firms .	Person
(x)	"Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	Proxy
(y)	"The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	Register of Members
(z)	"Seal" means the common seal(s) for the time being of the Company.	Seal
(aa)	"SEBI" shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.	

- (bb) **“Security(ies)”** means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956.
- (cc) **“Shares”** means the shares of the Company issued from time to time and carrying the rights as set out in these Articles including preference shares and the Equity Shares.
- (dd) **“The Statutes”** means the Companies Act, 2013 and every other Act for the time being in force affecting the Company. Statutes
- (ee) **“These presents”** means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time. These presents
- (ff) **“Variation” shall include abrogation; and “vary”** shall include abrogate. Variation
- (gg) **“Year”** means the calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act. Year and Financial Year

Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force. Expressions in the Act to bear the same meaning in Articles

CAPITAL

3. (a) The authorized share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as may be mentioned in Clause V of Memorandum of Association of the Company from time to time. Authorized Capital.
4. The Company may in General Meeting from time to time by Ordinary Resolution increase its Capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the Capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of section 61 and 64 of the Act. Further increase of capital by the Company to be carried into effect

Further provided that the option or right to call on Shares shall not be given to any Person except with the sanction of the Company in General Meeting.

5. (a) Where the Board or the Company, as the case may be, proposes to increase the subscribed capital by the issue of further Shares by allotment, then such Shares shall be offered, subject to the provisions of Section 62 of the Act, and the relevant framed Rules thereunder, as applicable: Further Issue of Shares

A.

- i. to the Persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up Share Capital on those Shares at that date, subject to the conditions mentioned in (ii) to (iv) below;
- ii. the offer aforesaid shall be made by notice specifying the number of Shares offered and limiting a time not being less than fifteen (15) days (or such number of days as may be prescribed under the Act or the rules made thereunder, or other applicable Law) and not exceeding thirty (30) days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined;

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three (3) days before the opening of the issue, or such other time as may be prescribed under applicable Law;

- iii. the offer aforesaid shall be deemed to include a right exercisable by the person

concerned to renounce the Shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (ii) above shall contain a statement of this right;

- iv. after the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the Shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company;
- B. to employees under any scheme of employees' stock option subject to Special Resolution passed by the shareholders of the Company and subject to the Rules and such other conditions, as may be prescribed under applicable Law; or
- C. to any Persons, if authorized by a Special Resolution, whether or not those Persons include the Persons referred to in clause (A) or clause (B), either for cash or for a consideration other than cash, in accordance with applicable Law.
- (b) Nothing in sub-clause (iii) of clause (a)(A) shall be deemed:
 - (i) To extend the time within which the offer should be accepted; or
 - (ii) To authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the Shares compromised in the renunciation.
- (c) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loans raised by the Company to convert such Debentures or loans into Shares in the Company.

Provided that the terms of the issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a special resolution passed by the Members of the Company in a general meeting.

- (d) Notwithstanding anything contained in clause (c), where any debentures have been issued, or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after hearing the Company and Government pass such order as it deems fit.

- (e) A further issue of Shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act, other applicable provisions of the Act and the Rules and to the extent applicable, any SEBI regulations or guidelines.

6. Except so far as otherwise provided by the conditions of issue or by these Presents, any Capital raised by the creation of new Shares shall be considered as part of the existing Capital, and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise including dividend and bonus.	New Capital pari passu with existing capital
7. Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares (including OCPS / CCPS) to such persons, liable to be redeemed in any manner permissible under the Act and on such terms and conditions and at such times as Board of Directors think fit either at premium or at par, and with full power to give any Person the option to call for or be allotted Shares of the Company	Redeemable Preference Shares

either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.

8.	The holder of preference shares shall have a right to vote only on resolutions, which directly affect the rights attached to his preference shares	Voting rights of preference shares
9.	On the issue and redemption of redeemable preference shares under the provisions of Article 7 hereof, the following provisions subject to section 55 of the Act, along with rules and regulations, as amended time to time-shall take effect:	Issue and Redemption of Redeemable Preference Shares

- (a) The issue of such shares has been authorized by passing a special resolution in the general meeting of the Company.
- (b) (No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;
- (c) No such Shares shall be redeemed unless they are fully paid;
- (d) Subject to section 55(2)(d)(i) 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;
- (e) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up Share Capital of the Company; and

Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The redemption of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its authorized Share Capital.

The Company may redeem its preference shares only on the terms on which they were issued or as varied after due approval of preference shareholders under section 48 of the Act.

10.	The Company may (subject to the provisions of sections 52, 55, 66, all inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce	Reduction of capital
- (a) the share capital;
 - (b) any capital redemption reserve account; or
 - (c) any securities premium account

in any manner for the time being authorised by Law and in particular without prejudice to the generality of the foregoing power may be: (i) extinguishing or reducing the liability on any of its shares in respect of Share Capital not paid up; (ii) either with or without extinguishing or reducing liability on any of its shares, (a) cancel paid up share capital which is lost or is unrepresented by available assets; or (b) pay off any paid up Share Capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its Share Capital and of its shares accordingly.

This Article is not to derogate from any power the Company would have, if it were omitted.

11.	Any debentures, debenture-stock or other Securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	Debentures
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	Issue of Sweat Equity Shares
13.	The Company may issue shares to employees including its Directors other than independent directors , nominee directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	ESOP
14.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	Buy Back of shares
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, by an ordinary resolution from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel any shares which, at the date of the passing of the resolution have not been taken or agreed to be taken by any person.	Consolidation, Sub-Division And Cancellation
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	Issue of Depository Receipts
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	Issue of Securities

MODIFICATION OF CLASS RIGHTS

18.	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.	Modification of rights
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari-passu therewith.	New Issue of Shares not to affect rights attached to existing shares of that class.
19.	Subject to the provisions of Section 62 of the Act and these Articles, the Shares in the Capital of the Company for the time being shall be under the control of the Directors	Shares at the disposal of the Directors.

who may issue, allot or otherwise dispose of the same or any of them to such Persons or employees under the ESOP scheme passed by a Special Resolution, in such proportion and on such terms and conditions and either at a premium or at par or at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person(s) or employees the option or right to call for any Shares either at par or premium during such time and for such consideration as the 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 so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that, the option or right to call for Shares shall not be given to any Person or Persons without the sanction of the Company in a General Meeting. No call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	Power to issue shares on preferential basis.
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner mentioned before no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares should be Numbered progressively and no share to be subdivided.
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares.
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	Directors may allot shares as fully paid-up
24.	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 become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	Deposit and call etc.to be a debt payable immediately.
25.	Every Member, or his heirs, executors, administrators, or legal representatives, 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 Company's regulations, require on date fixed for the payment thereof.	Liability of Members.

RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT

26. The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act.

CERTIFICATES

27.	(a) Every Member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such Shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of	Share Certificates.

transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the Seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate 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 coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the Seal of the Company, which shall be affixed in the presence of two Directors or one Director and a company secretary, where the Company has appointed a company secretary or some other person appointed by the Board for the purpose shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. 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.

- (b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.
- (c) 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.

28. 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 lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees not exceeding Rs.20/- for each certificate as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Issue of new certificates in place of those defaced, lost or destroyed.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any stock exchanges or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

29. (a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.
- (b) The Company shall not be bound to register more than three persons as the joint holders of any share.

The first named joint holder deemed Sole holder.

Maximum number of Joint Holders.

30. Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share any interest in any fractional part of a share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	Company not bound to recognise any interest in share other than that of registered holders.
31. If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	Installment on shares to be duly paid.

UNDERWRITING AND BROKERAGE

32. Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	Commission
33. The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage

CALLS

34. (1) 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 a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares (whether on account of the nominal value of the shares or by way of premium) held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. A call may be made payable by installments.	Directors may make calls
35. Fifteen days' notice in writing of any call shall be given by the Company specifying the time or times and place of payment, and the person or persons to whom such call shall be paid.	Notice of Calls
36. A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorizing such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	Calls to date from resolution.
37. Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	Calls on uniform basis.
38. 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 members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	Extension of time for payment of calls etc.
39. If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 10% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	Calls to carry interest.

The Board shall be at liberty to waive payment of any such interest wholly or in part.

40. If by the terms of issue of any share or otherwise any amount is made payable at allotment or any fixed time or by installments at fixed time (whether on account of the amount of the nominal value of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly. Sums deemed to be calls.
41. On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that 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 was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt. Proof on trial of suit for money due on shares.
42. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of 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 forfeiture of such shares as hereinafter provided. Judgment, decree, partial payment motto proceed for forfeiture.
43. (a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, 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 on account of which such advances are made the Board may pay or allow interest (until the same would, but for such advance, become presently payable), at such rate not exceeding, unless the Company in General Meeting shall otherwise direct, at twelve percent per annum, as may be agreed upon between the Board and the Member paying the sum in advance. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits. Payments in Anticipation of calls may carry interest
- (b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.

LIEN

44. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause. Company to have Lien on shares.

Every fully paid shares shall be free from all lien and that in the case of partly paid

shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

45.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made unless a sum in respect of which the lien exists is presently payable or until expiration of fourteen days after a notice in writing stating and demanding payment of such sum 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. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	As to enforcing lien by sale.
46.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to 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.	Application of proceeds of sale.

FORFEITURE AND SURRENDER OF SHARES

47.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	If call or installment not paid, notice may be given.
48.	The notice shall name a further day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day 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 the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	Terms of notice.
49.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	On default of payment, shares to be forfeited.
50.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	Notice of forfeiture to a Member
51.	Any shares 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 in their absolute discretion shall think fit.	Forfeited Shares
52.	Any Member 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 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,	Member's liability to pay money owing at time of forfeiture and interest.

at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.

53.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture.
54.	A declaration in writing that the declarant is a Director, the manager or Secretary of the Company and that shares in the Company have 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.	Evidence of Forfeiture.
55.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he 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 irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	Title of purchaser and allottee of Forfeited shares.
56.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	Cancellation of share certificate in respect of forfeited shares.
57.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	Forfeiture may be remitted.
58.	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 purchasers 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.	Validity of sale
59.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	Surrender of shares.

TRANSFER AND TRANSMISSION OF SHARES

60.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof. In case of transfer of Shares, where the Company has not issued any certificates and where the Shares are held in dematerialised form, the provisions of the Depositories Act shall apply.	Execution of the instrument of shares.
61.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof.	Transfer Form.

The instrument of transfer shall be in a common form approved by the stock exchange;

62.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law. The instrument in transfer is in respect of only one class of shares.	Transfer not to be registered except on production of instrument of transfer.
63.	Subject to the provisions of Section 58 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force the Directors with sufficient cause, whether in pursuance of any power of the Company under these Articles or otherwise, may decline to register or acknowledge any transfer of or transmission by operation of Law of the right to, any shares or interest of a Member in or debentures of the Company, within a period of thirty (30) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company	Directors may refuse to register transfer.
	That registration of transfer shall however 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.	
64.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, by giving reasons for such refusal and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	Notice of refusal to be given to transferor and transferee.
65.	No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letter of administration, certificate of death or marriage, power of attorney or similar other document with the Company.	No fee on transfer.
66.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days in each Year as it may seem expedient to the Board.	Closure of Register of Members or debenture holder or other security holders.
67.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	Custody of transfer Deeds.
68.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	Application for transfer of partly paid shares.
69.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	Notice to transferee.

70.	(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares. (b) Before recognizing any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.	Recognition of legal representative.
71.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	Titles of Shares of deceased Member
72.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	Notice of application when to be given
73.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they 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 this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	Registration of persons entitled to share otherwise than by transfer. (Transmission clause).
74.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	Refusal to register nominee.
75.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
76.	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	Company not liable for disregard of a notice

any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had 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 require to regard or attend or give effect to any notice which may be given to them 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 Directors shall so think fit.	prohibiting registration of transfer.

77.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	Form of transfer Outside India.
78.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.

NOMINATION

79.	(i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination. (ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 (iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination. (iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.	Nomination
80.	A nominee, becoming entitled to a share by reason of the death or insolvency of the holder, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either- (i) to be registered himself as holder of the security, as the case may be; or (ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made; (iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be; (iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.	Transmission of Securities by nominee

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.

DEMATERIALISATION OF SHARES

81.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	Dematerialization of Securities

Members shall be required to have an account with a depository participant and shall provide details thereof and such other confirmations as may be required. The Company shall issue and directly credit the dematerialised securities account of such members with the shares of the Company.

82. The Company or an investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof

1. The Company shall cause to be kept a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any Country outside India a branch Register of beneficial owners residing outside India.

JOINT HOLDER

83. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.

84.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share. (b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	Joint and several liabilities for all payments in respect of shares. Title of survivors.
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends, bonuses or other moneys payable in respect of share; and	Receipts of one sufficient.
	(d) Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	Delivery of certificate and giving of notices to first named holders.

SHARE WARRANTS

85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons 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 persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	Power to issue share warrants
86.	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant. (b) Not more than one person shall be recognized as depositor of the Share warrant.	Deposit of share warrants

86. (a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.
- (b) Not more than one person shall be recognized as depositor of the Share warrant.
- Deposit of share warrants

(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.

87.	Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.	Privileges and disabilities of the holders of share warrant

The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.

88.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	Issue of new share warrant coupons

CONVERSION OF SHARES INTO STOCK

89.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	Conversion of shares into stock or reconversion.
90.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	Transfer of stock.
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Rights of stock holders.
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stock-holders" respectively.	Regulations.

BORROWING POWERS

93.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	Power to borrow.
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	Issue of discount etc. or with special privileges.
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any	Securing payment or

moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.

repayment of Moneys borrowed.

96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	Bonds, Debentures etc. to be under the control of the Directors.
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	Indemnity may be given.

MEETINGS OF MEMBERS

99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM.
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members. <i>"The participation of Members in a General Meeting may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law."</i>	Extra-Ordinary General Meeting by Board and by requisition
101.	If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	When a Director or any two Members may call an Extra Ordinary General Meeting
102.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
103.	No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum for the General Meeting shall be as provided in section 103 of the Act.	Quorum for General Meeting
104.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not 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 the present Director as Chairman,	Chairman of General Meeting

and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.

105. No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
106. a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) 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.	Chairman with consent may adjourn meeting.
107. In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	Chairman's casting vote.
108. Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
109. 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.	Demand for poll not to prevent transaction of other business.

VOTES OF MEMBERS

110. No Member 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, upon a poll or electronically, or be reckoned in a quorum 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 or lien.	Members in arrears not to vote.
111. Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	Number of votes each member entitled.
112. On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
113. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	Vote of member of unsound mind and of minor
114. Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	Postal Ballot

115. A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Act and shall vote only once.	E-Voting
116. a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof. b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Votes of joint members.
117. Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	Votes may be given by proxy or by representative
118. A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.
119. A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	Members paying money in advance.
120. A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	Members not prohibited if share not held for any specified period.
121. Any person entitled under Article 73 (transmission clause) to transfer any share 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 at least forty-eight hours 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 Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members.
122. No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	No votes by proxy on show of hands.
123. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	Appointment of a Proxy.
124. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105 of the Act.	Form of proxy.
125. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the	Validity of votes given by proxy notwithstanding

proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.	death of a member.
126. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	Time for objections to votes.
127. Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	Chairperson of the Meeting to be the judge of validity of any vote.
DIRECTORS	
128. Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution	Number of Directors
129. The number of directors and the names of the first directors shall be determined in writing by the subscribers of The Memorandum or a majority of them. The Company in General Meeting may from time to time increase or reduce the number of Directors within the limit fixed as above.	First Directors
130. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.	Remuneration of Directors
131. A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares
132. (a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled. (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. (d) The Nominee Director/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.	Nominee Directors
133. The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for 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 India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of Alternate Director
134. Subject to the provisions of section 149 of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by these Articles. Any such Additional Director shall hold office only upto the date of the next Annual General	Additional Director

Meeting but shall be eligible for appointment by the Company as a director at that Meeting subject to the provisions of the Act.

135. 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 of the Act.	Independent Director
136. Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors power to fill casual vacancies.
137. Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	Sitting Fees.
138. The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or in connection with the business of the Company and in addition to his fee for attending such meeting as above specified..The participation of Directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	Travelling expenses Incurred by Director on Company's business.

PROCEEDING OF THE BOARD OF DIRECTORS

139. (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A Director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	Meetings of Directors.
140. a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	Chairperson
141. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	Questions at Board meeting how decided.
142. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	Continuing directors may act notwithstanding any vacancy in the Board
143. Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee 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 in conformity	Directors may appoint committee.

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.

144. 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 regulations made by the Directors under the last preceding Article.	Committee Meetings how to be governed.
145. a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Chairperson of Committee Meetings
146. a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	Meetings of the Committee
147. Subject to the provisions of the Act, all acts done in any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall 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, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.
148. Subject to the applicable provisions of the Act, a resolution in writing, signed by all the Members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.	Resolution in writing, signed by all the Members of the Board or of a committee thereof shall be valid.

RETIREMENT AND ROTATION OF DIRECTORS

149. Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	Power to fill casual vacancy

POWERS OF THE BOARD

150. The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However 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.	Powers of the Board
151. Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	Certain powers of the Board
152. Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	To acquire any property , rights etc.
153. Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit,	To take on Lease.

and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.

154. To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	To erect & construct.
155. At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	To pay for property.
156. To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	To insure properties of the Company.
157. To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	To open Bank accounts.
158. To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	To secure contracts by way of mortgage.
159. To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	To accept surrender of shares.
160. To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	To appoint trustees for the Company.
161. To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	To conduct legal proceedings.
162. To act on behalf of the Company in all matters relating to bankruptcy insolvency.	Bankruptcy & Insolvency
163. To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	To issue receipts & give discharge.
164. Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	To invest and deal with money of the Company.
165. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	To give Security by way of indemnity.

166. To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, promissory notes, drafts, <i>hundis</i>, dividend warrants, releases, contracts and other negotiable instruments and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	To determine signing powers.
167. To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
168. To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	Bonus etc. to employees.
169. To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	Transfer to Reserve Funds.
170. To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	To appoint and remove officers and other employees.
171. At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	To appoint Attorneys.

172. Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	To enter into contracts.
173. From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	To make rules.
174. To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	To effect contracts etc.
175. To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	To apply & obtain concessions licenses etc.
176. To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	To pay commissions or interest.
177. To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	To assist charitable or benevolent institutions.
178. To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	Benefits to employees, directors and their families
179. To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.	Miscellaneous activities
To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.	
From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.	
To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.	
To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.	

To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.

Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.

To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

MANAGING AND WHOLE-TIME DIRECTORS

180. Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

Powers to appoint
Managing/ Whole-time
Directors.

Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and managing director or Chief Executive officer of the Company at the same time.

The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.

181. The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.

Remuneration of Managing
or Whole-time Director.

182. (1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.

Powers and duties of
Managing Director or
Whole-time Director.

- (2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.

- (3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.

- (4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the

Company in any specified locality in such manner as they may think fit.

- (5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

183. a) Subject to the provisions of the Act, —

- i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- b) A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer

THE SEAL

- 184.(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 Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.

The seal, its custody and use.

185. 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 authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two 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.

Deeds how executed.

DIVIDEND AND RESERVES

186. (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

Division of profits.

187. The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for

The company in General Meeting may declare

payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	Dividends.
188. The Board may, subject to the provisions of the Act, transfer such sum from time to time as the Board deem fit.	Transfer to reserves
189. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	Interim Dividend.
190. The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted.
191. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportion to amount paid-up.
192. The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	Retention of dividends until completion of transfer under Articles.
193. No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.
194. A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.
195. Any one of several persons who are registered as joint holders of any share may give effective receipts for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint holders.
196. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Dividend may be remitted through electronic means, who have registered their mandate with the RTA or the Company.	Dividends how remitted.
197. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividend.
198. No unclaimed dividend shall be forfeited before the claim becomes barred by law and no dividend shall bear interest against the Company.	No interest on Dividends.
199. The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company. If the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, the Company shall, within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days, transfer the total amount of dividend, which remained so unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account". 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	Unclaimed Dividend

transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. “Investor Education and Protection Fund”. Provided that, any claimant of Shares so transferred shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.

CAPITALISATION

200. The Company in General Meeting may, upon the recommendation of the Board, resolve: Capitalization.

- (a) (1) 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 Profit and Loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) (2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:
 - (i) (i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (ii) (ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
 - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).
- (3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

201. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and generally to do all acts and things required to give effect thereto. Fractional Certificates.

(2) The Board shall have full power –

- (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also
- (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.

(3) Any agreement made under such authority shall be effective and binding on all such members.

(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.

202.(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges. (2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof. (3) Provided that a member who has made a request for provision of soft copy in respect of minutes of any previous general meetings held during a period immediately preceding three financial years shall be entitled to be furnished, with the same free of cost.	Inspection of Minutes Books of General Meetings.
203. a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in General Meeting.	Inspection of Accounts

FOREIGN REGISTER

204. The Company may exercise the powers conferred on it by section 88 and other applicable provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	Foreign Register.

DOCUMENTS AND SERVICE OF NOTICES

205. Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	Signing of documents & notices to be served or given.
Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings.

WINDING UP

206. Subject to the provisions of Chapter XX of the Act and rules made thereunder—
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

207. Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	Directors' and others right to indemnity.
208. Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	Not responsible for acts of others

SECRECY

209. (a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	Secrecy
210. (b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	Access to property information etc.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been executed, entered into or to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are, or may be deemed material, will be attached to the copy of the Red Herring Prospectus to be filed with the RoC (except for such documents and contracts executed after the filing of the Red Herring Prospectus). Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered Office, from 10.00 a.m. to 5.00 p.m. on Working Days and will also be available on the website of our Company at <https://lalbabagroup.com/>, from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such documents or agreements executed after the Bid/Offer Closing Date).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Offer agreement dated September 29, 2025, entered into by and amongst our Company, the Selling Shareholders and the BRLMs.
2. Registrar agreement dated September 29, 2025, entered into by and amongst our Company, the Selling Shareholders and the Registrar to the Offer.
3. Cash escrow and sponsor bank agreement dated [●] entered into by and amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members and the Bankers to the Offer.
4. Share escrow agreement dated [●] entered into by and amongst the Selling Shareholders, our Company and the Share Escrow Agent.
5. Syndicate agreement dated [●] entered into by and amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs and the Syndicate Members.
6. Monitoring agency agreement dated [●] entered into between our Company and the Monitoring Agency.
7. Underwriting agreement dated [●] entered into by and amongst our Company, the Selling Shareholders and the Underwriters.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association as amended from time to time.
2. Certificate of incorporation dated June 26, 2006 issued by the Registrar of Companies, West Bengal at Kolkata for incorporating the Company under the name, 'Lalbaba Steel Industries Private Limited'.
3. Fresh certificate of incorporation dated January 19, 2007 consequent upon change of name of our Company from 'Lalbaba Steel Industries Private Limited' to 'Lal Baba Seamless Tubes Private Limited' issued by the Registrar of Companies, West Bengal at Kolkata.
4. Fresh certificate of incorporation dated February 11, 2025 consequent upon conversion of our Company from private limited company to public limited company with name of 'Lal Baba Seamless Tubes Limited' issued by the Registrar of Companies, Central Processing Centre.
5. Fresh certificate of incorporation dated March 10, 2025 consequent upon change of name of our Company from 'Lal Baba Seamless Tubes Limited' to 'Lalbaba Engineering Limited' issued by the Registrar of Companies, Central Processing Centre.

6. Resolution of the Board of Directors dated September 25, 2025 approving the Offer and other related matters and a special resolution of our Shareholders dated September 25, 2025 authorising the Fresh Issue.
7. Resolution of the Board of Directors dated September 29, 2025, approving this Draft Red Herring Prospectus.
8. Resolution dated September 28, 2025, passed by the Audit Committee approving the KPIs.
9. Resolution of the Board of Directors dated September 29, 2025, approving the Objects of the Offer.
10. Resolution of the Board of Directors dated September 29, 2025, taking on record the participation of the Selling Shareholders in the Offer for Sale.
11. Composite scheme of arrangement between Lalbaba Industrial Corporation Private Limited, PEW Engineering Private Limited and our Company and the respective shareholders and creditors.
12. Consent letters from each of the Selling Shareholders, authorising their participation in the Offer. For further details, see “*The Offer*” beginning on page 83.
13. Consent dated September 29, 2025, from CRISIL to rely on and reproduce part or whole of their report titled “*Crisil Intelligence – Industry chapter on forging, tubing, and rail system*” dated September, 2025 and include their name in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.
14. Industry report titled ““*Crisil Intelligence – Industry chapter on forging, tubing, and rail system*”” dated September 27, 2025, prepared and issued by CRISIL and commissioned and paid for by our Company.
15. Expansion Report titled “*Report for Augmentation of Existing Seamless Tubes Manufacturing Facility at Haldia, West Bengal*” dated September 27, 2025, prepared and issued by LSI Engineering & Consultants Limited.
16. Consent dated September 29, 2025, from the Statutory Auditors to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated September 25, 2025, relating to the Restated Financial Information; (ii) their report dated September 29, 2025, on the statement of possible special tax benefits available to the Company, its Shareholders and the Material Subsidiary included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
17. Consent dated September 29, 2025, from KASG & Co., the Independent Chartered Accountants to include their name as required under section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus..
18. Consent dated September 21, 2025 from Asim Maity & Associates, Chartered Engineer to include his name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by him in his capacity as an independent chartered engineer to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
19. Consent dated September 29, 2025, from Pankaj Nigam & Associates, Practicing Company Secretary, to include their name in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent and in their capacity as

a practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

20. Consent dated September 27, 2025, from LSI Engineering & Consultants Limited, an independent advisory firm of engineers, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the Expansion Report and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.
21. Consent of the Directors, the BRLMs, Domestic Legal Counsel to our Company, Registrar to the Offer, Bankers to our Company, Chief Financial Officer, Compliance Officer and Company Secretary as referred to in their specific capacities
22. The examination report dated September 25, 2025, of the Statutory Auditors on our Restated Financial Information.
23. The report on statement of possible special tax benefits available to the Company and its Shareholders and the Material Subsidiary dated September 29, 2025, from the Statutory Auditors.
24. Certificate dated September 29, 2025, issued by the Statutory Auditors with respect to loan utilisation.
25. Certificate dated September 29, 2025, issued by KASG & Co., Chartered Accountants certifying KPIs of our Company.
26. Certificate dated September 29, 2025, received from KASG & Co., Chartered Accountants with respect to the (a) average cost of acquisition; (b) weighted average price at which the specified securities were acquired by Promoter and Selling Shareholders, in last one year, (c) weighted average cost of acquisition of all shares transacted in last one year, 18 months and three years; (d) Weighted Average Cost of Acquisition, floor price and cap price.
27. Certificate dated September 29, 2025, received from KASG & Co., Chartered Accountants with respect to outstanding dues to material creditors, MSMEs and other creditors.
28. Certificate dated September 29, 2025, received from KASG & Co, Chartered Accountants with respect to the financial indebtedness of our Company.
29. Certificate dated September 29, 2025, received from KASG & Co, Chartered Accountants with respect to the basis for offer price.
30. Copy of the annual report of our Company for the last three Fiscals i.e., 2025, 2024 and 2023.
31. Valuation report dated February 13, 2024 issued by Astha Gupta, a registered valuer, to determine the fair market value of the equity shares in relation to the Composite scheme of arrangement between Lalbaba Industrial Corporation Private Limited, PEW Engineering Private Limited and our Company and the respective shareholders and creditors.
32. Valuation report dated May 26, 2025 issued by Hansraj Jaria, a registered valuer, to determine the consideration in relation to the DIHL SPA.
33. Valuation report dated May 26, 2025 issued by Hansraj Jaria, a registered valuer, to determine the consideration in relation to the DTL SPA.
34. Share purchase agreement dated May 30, 2025, entered into by and amongst Siddharth Jain, all legal representatives of Vijay Mohan Jain HUF, DTL India Holdings Limited, Macedon Vinimay Private Limited and our Company.
35. Share purchase agreement dated June 25, 2025 entered into by and amongst DTL India Holdings Limited, Santosh Vijay Jain, all legal representatives of Vijay Mohan Jain HUF, S Seetha, D Selvakumaran, Manju Goel, Siddharth Jain, all legal representatives of Vijay Mohan Jain, Macedon Vinimay Private Limited and our Company.

36. Share purchase agreement dated May 30, 2025, entered into by and amongst Siddharth Jain, Anuja Siddharth Jain, all legal representatives of Vijay Mohan Jain HUF, DTL Ancillaries Limited, Macedon Vinimay Private Limited and our Company.
37. Share purchase agreement dated June 25, 2025 entered into by and amongst DTL Ancillaries Limited, DTL India Holdings Limited, Mukta Goel, Karan Sign Yadav, KN Pandey, Santosh Vijay Jain, Anuja Siddharth Jain, Siddharth Jain, all legal representatives of Vijay Mohan Jain HUF, all legal representatives of Vijay Mohan Jain, Macedon Vinimay Private Limited and our Company.
38. Undertaking dated [●] submitted by the BRLMs to the SEBI in relation to disclosure of the Pre-IPO Placement by way of public advertisement and the Pre-Offer and Price Band advertisement.
39. Undertaking dated [●] submitted by the BRLMs to SEBI in relation to the utilization of the proceeds from the Pre-IPO Placement
40. Tripartite agreement dated December 16, 2024, among our Company, CDSL and the Registrar to the Offer.
41. Tripartite agreement dated June 3, 2025, among our Company, NSDL and the Registrar to the Offer.
42. Due diligence certificate dated September 29, 2025, addressed to SEBI from the BRLMs .
43. In-principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively.
44. SEBI observation letter bearing reference number [●] dated [●].

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Kishan Dhanuka

Chairman and Managing Director

Place: Kolkata, West Bengal

Date: September 29, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Amit Dhanuka

Whole-Time Director

Place: Germany

Date: September 29, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Nikunj Dhanuka

Whole-Time Director

Place: Kolkata, West Bengal

Date: September 29, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Nishit Dhanuka

Whole-Time Director

Place: Kolkata, West Bengal

Date: September 29, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Anil Kumar Chaudhary
Independent Director

Place: Delhi

Date: September 29, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Dharmendra Singh Gangwar
Independent Director

Place: Delhi

Date: September 29, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sanjay Khare

Independent Director

Place: Bengaluru, Karnataka

Date: September 29, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sucharita Basu De
Independent Director

Place: Austria

Date: September 29, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY CHIEF FINANCIAL OFFICER

Neeraj Sureka

Chief Financial Officer

Place: Kolkata, West Bengal

Date: September 29, 2025

DECLARATION

We, LBIC Engineering Private Limited, hereby confirm, declare, and certify that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus about or in relation to us as a Promoter Selling Shareholder and our portion of Offered Shares are true and correct. We assume no responsibility for any other statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of LBIC Engineering Private Limited

Name: Nishit Dhanuka

Designation: Director

Place: Kolkata, West Bengal

Date: September 29, 2025

DECLARATION

I, Kishan Dhanuka, hereby confirm, declare, and certify that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself as a Promoter Selling Shareholder and my portion of Offered Shares are true and correct. I assume no responsibility for any other statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Kishan Dhanuka

Place: Kolkata, West Bengal

Date: September 29, 2025

DECLARATION

I, Amit Dhanuka, hereby confirm, declare, and certify that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself as a Selling Shareholder and my portion of Offered Shares are true and correct. I assume no responsibility for any other statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Amit Dhanuka

Place: Germany

Date: September 29, 2025

DECLARATION

I, Nikunj Dhanuka, hereby confirm, declare, and certify that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself as a Promoter Selling Shareholder and my portion of Offered Shares are true and correct. I assume no responsibility for any other statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Nikunj Dhanuka

Place: Kolkata, West Bengal

Date: September 29, 2025

DECLARATION

I, Nishit Dhanuka, hereby confirm, declare, and certify that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself as a Promoter Selling Shareholder and my portion of Offered Shares are true and correct. I assume no responsibility for any other statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Nishit Dhanuka

Place: Kolkata, West Bengal

Date: September 29, 2025

DECLARATION

We, Kishan Dhanuka & Sons HUF, hereby confirm, declare, and certify that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus about or in relation to us as a Promoter Group Selling Shareholder and our portion of Offered Shares are true and correct. We assume no responsibility for any other statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Kishan Dhanuka & Sons HUF

Name: Kishan Dhanuka

Designation: Karta

Place: Kolkata, West Bengal

Date: September 29, 2025