DRAFT RED HERRING PROSPECTUS
Dated: September 29, 2026
(Please read section 26 and 32 of the Companies Act, 2013)
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

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

PH1 INDUSTRIES LIMITED
(Formerly known as PH1 Industries Private Limited)
CIN: U28290TG2015PLC097503

REGISTERED OFFICE	CONTACT PERSON	EMAIL ID AND TELEPHONE	WEBSITE
13-59 Indira Gandhi Nagar Opp IDPL Colony, Main Gate, Balanagar, Hyderabad-500037, Balanagar Township, Hyderabad, Rangareddy, Telangana, India, 500037	Mr. Tangudu Laxmikanth Company Secretary and Compliance Officer	**Email-id:** cs@ph1.in **Tel.:** +91 9100126812	https://ph1.in

PROMOTERS OF OUR COMPANY: MR. BHASKAR J, MR. S SARAVANAN, MR. E SURENDRA BABU AND MR. B PRABAKARAN

DETAILS OF THE OFFER

TYPE	FRESH OFFER	OFS SIZE (BY NUMBER OF SHARES OR BY AMOUNT)	TOTAL OFFER SIZE	ELIGIBILITY
Fresh Offer and Offer for Sale	Upto 30,00,000 Equity Shares of face value of ₹ 10 each ("Equity Shares") aggregating up to ₹ [●] Lakhs ("OFFER")	Upto 7,40,000 equity shares face value of ₹ 10 each aggregating to ₹ [•] Lakhs	Up to 37,40,000 equity shares of face value of ₹ 10 each ("Equity Shares") aggregating up to ₹ [●] lakhs ("OFFER")	The offer is being made pursuant to Regulation 229(2), 253 (1) and 253 (2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI ICDR Regulations"). For further details, see *"**Other Regulatory and Statutory Disclosures – Eligibility for the Offer**"* on page 303. For details of share reservation among QIBs, NIBs and IBs, see "Offer Structure" on page 328

** Subject to finalization of Basis of Allotment*

DETAILS OF OFFER FOR SALE, PROMOTER SELLING SHAREHOLDERS AND THEIR WEIGHTED AVERAGE COST OF ACQUISITION

NAME	TYPE	NUMBER OF THE SHARES OFFERED / AMOUNT IN ₹	WACA IN ₹ PER EQUITY SHARE*
Mr. Bhaskar J	Promoter Selling Shareholder	Up to 1,85,000 Equity Shares aggregating to ₹ [●] Lakhs	Negligible
Mr. B Prabakaran	Promoter Selling Shareholder	Up to 1,85,000 Equity Shares aggregating to ₹ [●] Lakhs	Negligible
Mr. S Saravanan	Promoter Selling Shareholder	Up to 1,85,000 Equity Shares aggregating to ₹ [●] Lakhs	Negligible
Mr. E Surendra Babu	Promoter Selling Shareholder	Up to 1,85,000 Equity Shares aggregating to ₹ [●] Lakhs	Negligible

**As certified by MSPR & Co., Chartered Accountants, pursuant to their certificate dated September 25, 2026*

RISKS IN RELATION TO THE FIRST OFFER

This being the first Public Offer of our Company, there has been no formal market for the Equity Shares. The face value of the Equity shares is ₹ 10 each. The Floor Price, Cap Price and Offer Price is to be determined by our Company and the Promoter Selling Shareholders in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in the "***Basis for the Offer Price***" beginning on page 114 of this Draft Red Herring Prospectus and should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" beginning on page 27 of this Draft Red Herring Prospectus.

COMPANY'S AND PROMOTER 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 this Offer, which is material in the context of this 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 Promoter Selling Shareholders accept responsibility for statements and undertakings expressly made by the Promoter Selling Shareholders in this Draft Red Herring Prospectus solely in relation to itself and the Equity Shares being offered by it in the Offer for Sale and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. Each of the Promoter Selling Shareholder assumes no responsibility for any other statement in this Draft Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our Company or our Company's business or any other Promoter Selling Shareholders.

LISTING

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the EMERGE platform of National Stock Exchange of India Limited ("**NSE EMERGE**"). Our Company has received an 'In principle' approval letter dated [●] from NSE for using its name in this offer document for listing our shares on the EMERGE Platform of the National Stock Exchange of India Limited("**NSE EMERGE**"). For the purpose of this Offer, the Designated Stock Exchange will be NSE. ("**NSE**").

BOOK RUNNING LEAD MANAGER: GYR CAPITAL ADVISORS PRIVATE LIMITED

NAME AND LOGO	CONTACT PERSON	E-MAIL ID AND TELEPHONE
GYR Capital Advisors CLARITY | TRUST | GROWTH **GYR Capital Advisors Private Limited**	**Mr. Mohit Baid /** **Ms. Heena Parwani**	**Telephone:** +91 87775 64648 **Fax: N.A.** **E-mail:** ph1industries.ipo@gyrcapitaladvisors.in

REGISTRAR TO THE OFFER: KFIN TECHNOLOGIES LIMITED

NAME AND LOGO	CONTACT PERSON	E-MAIL ID AND TELEPHONE
	Mr. Williams R	**Telephone:** +91 40 6716 2222 /1800 309 4001

KFin Technologies Limited		**Fax:** +91 40 6716 1563 **E-mail:** ph1industries.ipo@kfintech.com
OFFER PROGRAMME		
ANCHOR PORTION OFFER OPENS/CLOSES ON [●]*	**BID/ OFFER OPENS ON# [●]**	**BID/ OFFER CLOSES ON* [●]****

**The Company and the and the Promoter selling shareholders may in consultation with the Book Running Lead Manager, 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.*

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

^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date

DRAFT RED HERRING PROSPECTUS
Dated: September 29, 2026
(Please read section 26 and 32 of the Companies Act, 2013)
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

PH1 INDUSTRIES LIMITED
(Formerly known as PH1 Industries Private Limited)
CIN: U28290TG2015PLC097503

Our Company was originally incorporated as 'PH1 Industries Private Limited' a private limited company under the Companies Act, 2013 at Hyderabad, Telangana, pursuant to a certificate of incorporation dated February 03, 2015 issued by the Registrar of Companies, Hyderabad ("RoC"). Thereafter, name of our Company was changed from 'PH1 Industries Private Limited' to 'PH1 Industries Limited', consequent to conversion of our Company from private to public company, pursuant to a special resolution passed by the shareholders of our Company on July 04, 2026 and a fresh certificate of incorporation dated July 18, 2026 was issued by the Registrar of Companies, Central Processing Centre. The Corporate identification number of our company is U28290TG2015PLC097503. For further details, please refer to the chapter titled "***History and Certain Corporate Matters***" on page 236 of this Draft Red Herring Prospectus**.**

Registered Office: 13-59 Indira Gandhi Nagar Opp IDPL Colony, Main Gate, Balanagar, Hyderabad-500037,
Balanagar Township, Hyderabad, Rangareddy, Telangana, India, 500037
Contact Person: Mr. Tangudu Laxmikanth, Company Secretary and Compliance Officer;
E-mail id: cs@ph1.in ; **Tel:** +91 9100126812 **Website:** https://ph1.in
Corporate Identity Number: U28290TG2015PLC097503

PROMOTERS OF OUR COMPANY: MR. BHASKAR J, MR. S SARAVANAN, MR. E SURENDRA BABU AND MR. B PRABAKARAN

INITIAL PUBLIC OFFER UP TO 37,40,000 EQUITY SHARES OF RS. 10/- EACH ("EQUITY SHARES") OF PH1 INDUSTRIES LIMITED ("PH1" OR THE "COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF RS. [●] /- PER EQUITY SHARE (THE "OFFER PRICE"), AGGREGATING TO RS. [●] LAKHS ("THE OFFER"), COMPRISING A FRESH OFFER OF UP TO 30,00,000 EQUITY SHARES AGGREGATING TO RS. [●] LAKHS BY OUR COMPANY ("FRESH OFFER") AND AN OFFER FOR SALE OF UP TO 7,40,000 EQUITY SHARES BY MR. BHASKAR J, MR. S SARAVANAN, MR. E SURENDRA BABU AND MR. B PRABAKARAN ("THE PROMOTER SELLING SHAREHOLDERS") AGGREGATING TO RS. [●] LAKHS ("OFFER FOR SALE") OUT OF THE OFFER. [●] EQUITY SHARES AGGREGATING TO RS. [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION I.E. OFFER OF [●] EQUITY SHARES OF FACEVALUE OF RS. 10.00/- EACH AT AN OFFER PRICE OF RS. [●]/-PER EQUITY SHARE AGGREGATING TO RS. [●] LAKHS IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●]% AND [●]%, RESPECTIVELY OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND TELUGU EDITION OF [●], A TELUGU REGIONAL NEWSPAPER (TELUGU BEING THE REGIONAL LANGUAGE OF TELANGANA 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 NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS"). (THE "SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional working days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, for reasons to be recorded in writing extend the Bid/ Offer Period for a minimum of three Working Days, 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 press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank.

This Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 (1) and 253 (2) of the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, wherein not more than 50.00% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). Forty-percent of the Anchor Investor Portion shall be reserved for (i) 33.33 per cent for domestic Mutual Funds; and (ii) 6.67 per cent for Life Insurance Companies and Pension Funds and subject to valid Bids being received from the domestic Mutual Funds and Life Insurance Companies and Pension Funds, as applicable, at or above the price at which allocation will be made to Anchor Investors ("Anchor Investor Allocation Price") in accordance with the SEBI ICDR Regulations and any under-subscription under (ii) may be allocated to domestic Mutual Fund. 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 the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% 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, the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of shares in non-institutional investors' category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) (Amendment) Regulations, 2025. All Potential Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self-Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, please refer to the chapter titled "Offer Procedure" on page 334 of this Draft Red Herring Prospectus.

All potential investors shall participate in the Offer through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Offer Procedure" on page 334 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "***Offer Procedure***" beginning on Page No. 334 of this Draft Red Herring Prospectus.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares by our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Offer Price as determined by our Company in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in the "***Basis for Offer Price***" beginning on 114 of this Draft Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing**.**

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "***Risk Factors***" beginning on page 27 of this Draft Red Herring Prospectus.

COMPANY'S AND PROMOTER 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, the Promoter Selling Shareholders accept responsibility for statements and undertakings expressly made by the Promoter Selling Shareholders in this Draft Red Herring Prospectus solely in relation to itself and the Equity Shares being offered by it in the Offer for Sale and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. Each of the Promoter Selling Shareholder assumes no responsibility for any other statement in this Draft Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our Company or our Company's business or any other Promoter Selling Shareholders.

LISTING

The Equity Shares issued through this Draft Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("**NSE**"). Our Company has received an 'In-principle' approval letter dated [●] from NSE for using its name in this Offer document for listing our shares on the EMERGE Platform of the NSE. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents that will be available for inspection from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, see "***Material Contracts and Documents for Inspection***" beginning on page 396 of this Draft Red Herring Prospectus.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
GYR Capital Advisors CLARITY | TRUST | GROWTH	KFINTECH EXPERIENCE TRANSFORMATION
GYR Capital Advisors Private Limited 428, Gala Empire, Near JB Tower, Drive in Road, Thaltej, Ahmedabad-380 054, Gujarat, India. **Telephone**: +91 8777564648 **E-mail Id**: ph1industries.ipo@gyrcapitaladvisors.in **Website**: www.gyrcapitaladvisors.com **Investor Grievance E-mail Id**: investors@gyrcapitaladvisors.com **Contact Person**: Mr. Mohit Baid/ Ms. Heena Parwani **SEBI Registration Number**: INM000012810 **CIN**: U67200GJ2017PTC096908	**KFin Technologies Limited** 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Kurla, Mumbai, Maharashtra, India, 400070 **Contact Person:** Mr. Williams R **Tel:** +91- +91 40 6716 2222 /1800 309 4001 **Fax:** +91 40 6716 1563 **Email:** ph1industries.ipo@kfintech.com **Investor grievance e-mail:** einward.ris@kfintech.com **Website:** www.kfintech.com **SEBI Registration No.:** INR000000221

	CIN: L72400TG2017PLC117649

OFFER PROGRAMME		
ANCHOR PORTION OFFER OPENS/CLOSES ON: [●]*	**BID/OFFER OPENS ON#: [●]**	**BID/ OFFER CLOSES ON* : [●]****

**The Company and the Promoter Selling shareholders may , in consultation with the Book Running Lead Manager, 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.*

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

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

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Pursuant To Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

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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, shall have the same meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted 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 meaning as prescribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under.

Notwithstanding the foregoing, the terms used in ***"Industry Overview"***, ***"Key Regulations and Policies", "Statement of Special Tax Benefits"***, ***"Financial Information"***, ***"Basis for Offer Price"***, ***"Outstanding Litigation and Material Developments"*** *and "****Description of Equity Shares and Terms of the Articles of Association****"* beginning on pages 125, 229, 121, 65, 114, 294 and 360, respectively, shall have the meaning ascribed to them in the relevant section

GENERAL AND COMPANY RELATED TERMS

Term	Description
"Company", "our Company", "the Company", "the Offeror", or "PH1 Industries"	PH1 Industries Limited, a public limited company incorporated under the Companies Act, 2013, having its registered office at 13-59 Indira Gandhi Nagar Opp IDPL Colony, Main Gate, Balanagar, Hyderabad-500037, Balanagar Township, Hyderabad, Rangareddy, Telangana, India, 500037
Our Promoters	Mr. Bhaskar J, Mr. S Saravanan, Mr. E Surendra Babu and Mr. B Prabakaran.
Promoter's Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled "*Our Promoter and Promoter's Group*" on page 258 of this Draft Red Herring Prospectus.

COMPANY RELATED AND CONVENTIONAL TERMS

Term	Description
Articles / Articles ofAssociation/AOA	The Articles of Association of our Company as amended from time to time.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section177 of the Companies Act, 2013. For details refer section titled ***"Our Management"*** on page 241 of this Draft Red Herring Prospectus.
Auditor / Statutory Auditor	Statutory auditor of our Company, namely, **M/s. MSPR & Co., Chartered Accountants.** For details refer section titled ***"General Information"*** on page 69 of this Draft Red Herring Prospectus.
Peer Review Auditor	Peer review auditor of our Company, namely, **M/s. MSPR & Co., Chartered Accountants.** For details refer section titled ***"General Information"*** on page 69 of this Draft Red Herring Prospectus.
Bankers to the Company	ICICI Bank Limited
Board of Directors /Board/BOD	The Board of Directors of the PH1 Industries Limited unless otherwise specified.
Chairman	Mr. Bhaskar J is the Chairman of our Company. For details, see ***"Our Management"*** on page 241.
Companies Act	The Companies Act, 2013 as amended from time to time.

Term	Description
CIN	Corporate Identification Number of our Company i.e. U28290TG2015PLC097503.
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mr. Jampala Muralidhar.
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer of our Company, being Mr. Tangudu Laxmikanth.
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director Identification Number
Director(s)	Directors on our Board as described **"*Our Management*"** beginning on page 241 of this Draft Red Herring Prospectus.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specifiedin the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
ED	Executive Director
Group Companies	Companies with which there have been related party transactions, during the last three financial years, as covered under the applicable accounting standards and other companies as considered material by the Board in accordance with the Materiality Policy.
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and theSEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE2X2J01016
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled "*Our Management*" on page 241 of this Draft Red Herring Prospectus.
KPI	Key Performance Indicator
KPIs	KPIs are numerical measures of the issuer company's historical financial or operational performance and financial or operational positions
KPI circular	SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/28 dated February 28, 2025, issued by the Securities and Exchange Board of India ('SEBI') titled **"Industry Standards on Key Performance Indicators ("KPIs") Disclosures in the draft Offer Document."**
LLP	LLP incorporated under the Limited Liability Partnership Act, 2008.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on September 24, 2026 in accordance with the requirements of the SEBI ICDR Regulations.
MD	The Managing Director of our Company, being Mr. S Saravanan and Mr. E Surendra Babu.
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Companies Act, 2013. For details refer section titled "***Our Management***" on page 241 of this Draft Red Herring Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of Indiaor a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Registered Office	13-59 Indira Gandhi Nagar Opp IDPL Colony, Main Gate, Balanagar, Hyderabad-500037, Balanagar Township, Hyderabad, Rangareddy, Telangana, India, 500037

Term	Description
Restated Financial Information	The Restated Financial Information of our Company, which comprises the Restated Statement of assets and liabilities, the Restated Statement of profit and loss, the Restated Statement of cash flows for the year ended on March 31, 2026, 2025, 2024 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, Hyderabad
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled "***Our Management***" on page 241 of this Draft Red Herring Prospectus.

OFFER RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Allocation / Allocation of Equity Shares	Allocation of Equity Shares of our Company pursuant to Offer of Equity Shares to the successful Applicants.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allotment Date	Date on which Allotment is made.
Allotment	Offer of the Equity Shares pursuant to the Offer to the successful applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges.
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of Equity Shares issued pursuant tothe Fresh Offer pursuant to successful Bidders.
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued
Anchor Investor	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 ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Offer Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/ Offer Period	One Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the Book Running Lead Managers.

Terms	Description
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. However, effective December 1, 2025, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025, 40% of the Anchor Investor Portion shall be reserved for, (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
ASBA Bid	A Bid made by ASBA Bidder.
Bankers to the Offer	Banks which are clearing members and registered with SEBI as bankers to an Offer and with whom the Public Offer Account will be opened, in this case being [●]
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Offer and which is described in paragraph titled "***Basis of allotment***" under chapter titled *"**Offer Procedure**"* starting from page no. 334 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA 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 SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding"shall be construed accordingly.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Offer Period	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 the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders. Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/Offer Period for the QIB Portion One Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period

Terms	Description
	not exceeding 10 Working Days.
Bid/Offer Closing Date	Except in relation to Anchor Investors The date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), and Telugu editions of [●] (a widely circulated Regional language daily newspaper) (Telugu being the regional language of Telangana, where our Registered Office is located). Our Company in consultation with the BRLM, 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, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to Anchor Investors The date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi nationaldaily newspaper) and Telugu editions of [●] (a widely circulated Regional language daily newspaper) (Telugu being the regional language of Telangana, where our Registered Office is located).
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of Red Herring Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) .
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e., Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Offer, in this case being GYR Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker.
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
BSE SME	SME Platform of BSE Limited as per the Rules and Regulations laid down by SEBI for listing of equity shares
CAN or Confirmation of Allocation Note'	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price will not be finalised and above which no Bids will be accepted.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participants or CDPs	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 circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by

Terms	Description
	SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Offer and the Stock Exchange, a list of which is available on the website of SEBI at https://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Cut Off Price	The Offer Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, and occupation and Bank Account details.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Intermediaries/ Collecting Agent	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Offer.
Designated CDP Locations	Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com and www.nseindia.com
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, in terms of the Draft Red Herring Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated RTA Locations	Such locations of the RTAs where bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com and www.nseindia.com
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form from the ASBA bidder and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/ Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge")
DP ID	Depository Participant's Identity Number
Draft Abridged Prospectus	The memorandum dated September 29, 2026 containing such salient features of this Draft Red Herring Prospectus as may be specified by SEBI in this regard.
Draft Red Herring Prospectus	This draft red herring prospectus dated September 29, 2026 filed with Stock Exchange, 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 addendum or corrigendum thereto
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible FPI(s)	FPI(s) that are eligible to participate in the offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an Offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares.
Eligible NRI(s)	NRIs from jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares issued thereby and who have opened demat

Terms	Description
	accounts with SEBI registered qualified depositary participants.
Escrow and Sponsor Bank Agreement	Agreement dated [●] entered into amongst our Company, the Registrar to the Offer,the Book Running Lead Manager and Banker to the Offer and Sponsor Bank, to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Offer Account.
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an Offer under the SEBI (Bankers to an Offer) Regulations, 1994 and with whom the Escrow Account(s) will be opened, in this case being [●].
Escrow Account	Accounts opened with the Banker to the Offer pursuant to Escrow and Sponsor Bank Agreement.
First Applicant	The Applicant whose name appears first in the Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price will be finalized and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (lll) of the SEBI ICDR Regulations.
Fresh Offer	The Fresh Offer of upto 30,00,000 Equity Shares aggregating up to ₹ [●] Lakhs.
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 (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, Notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.
Gross Proceeds	The Offer Proceeds, less the amount to be raised with respect to the Offer for Sale
GIR Number	General Index Registry Number.
IPO/ Offer/ Offer Size/ PublicOffer	Initial Public Offering.
"Individual Portion"	The portion of the Net Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares, who applies for minimum application size.
"Individual Bidder(s)" or "Individual Investor(s)" or "II(s)" or "IB(s)"	The minimum application size shall be two lots per application, such that the minimum application size shall be above ₹ 2 lakhs. (Including HUFs applying through their Karta) and Eligible NRIs
Offer Agreement	The agreement dated September 24, 2026 between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer Closing	Our Offer shall close on [●].
Offer document	Includes Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus to be filed with Registrar of Companies.
Offer Opening	Our Offer shall open on [●].
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the NSE Limited.
Market Maker	The Market Maker to the Offer, in this case being [●].

Terms	Description
Market Maker ReservationPortion	The reserved portion of [●] Equity Shares of ₹ 10 each at an Offer price of ₹ [●] each aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Offer.
Market Making Agreement	The Market Making Agreement dated [●] between our Company and Book Running Lead Manager and Market Maker.
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 RIIs to submit Bids using the UPI Mechanism.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Mutual Fund Portion	5% of the Net QIB Portion (other than anchor allocation), or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Net Offer	The Offer excluding the Market Maker Reservation Portion of [●] Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ [●] Equity Share aggregating ₹ [●] Lakhs by our Company.
Net Proceeds	The Gross Proceeds less our Company's share of the Offer-related expenses applicable to the Fresh Offer. For details about use of the Net Proceeds and the Offer related expenses, see "***Objects of the Offer***" on page 95.
Non-Institutional Applicant / Investors	All Applicants, including FPIs which are individuals, corporate bodies and family offices, that are not QIBs or IIs and who have Application for Equity Shares for an amount of more than ₹2.00 Lakhs (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Net Offer comprising of [●] Equity Shares which shall be available for allocation to Non-Institutional Investors of which one-third of the Non- Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two- thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub- category of Non-Institutional Portion.
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the Book Running Lead Managers, and will be advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper) and Telugu editions of [●] (a widely circulated Regional language daily newspaper) (Telugu being the regional language of Telangana, where our Registered Office is located), each with a wide circulation, at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor price and at the Cap Price, and shall be available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company in consultation with the Managers, will finalise the Offer Price.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, 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.

Terms	Description
Public Offer AccountAgreement	Agreement to be entered into by our Company, the Registrar to the Offer, the Book Running Lead Manager, and the Public Offer Bank/Banker to the Offer for collection of the Application Amounts.
Public Offer Account	Account to be opened with the Banker to the Offer to receive monies from the SCSBs from the bank account of the ASBA bidder, on the Designated Date.
Qualified Institutional Buyers / QIBs	The 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 issued and the size of the Offer, including any addenda or corrigenda thereto.
Refund Bank(s)/Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Refund Account	Account to be opened with a SEBI Registered Banker to the Offer from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular no. CIR/CFD/14/2012 dated October 4, 2012 and the UPI Circulars, issued by SEBI
Registrar / Registrar to the Offer	Registrar to the Offer being KFin Technologies Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Reservation Portion	The portion of the Offer reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
Reserved Category/ Categories	Categories of persons eligible for making bid under reservation portion.
Revision Form	The form used by the bidders to modify the quantity of Equity Shares or the bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s) QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Individual Applicants can revise their applications during the Offer Period and withdraw their applications until Offer Closing Date.
SCSB	The list of SCSBs notified by SEBI for the ASBA process is available athttp://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 RIB using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the 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. In relation to Bids 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 Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) as updated from time to time.

Terms	Description
	In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI(https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public Offers using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System
SEBI Master Circular	The SEBI Circular No. **HO/49/14/14(2)2026-CFD-POD2/I/4518/2026** dated February 09, 2026.
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Applicants, a list of which will be included in the Application Form
Sponsor Bank	The Banker to the Offer registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Stock Exchange	NSE Limited
Systemically Important Non-Banking Financial Companies	Systemically important non-banking financial company as defined under Regulation 2(1) (iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.
Underwriter	The BRLM who has underwritten this Offer pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●]
UPI	Unified payment 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) Non- Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public Offers where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the websites of the stock exchange as eligible for such activity), and (iv) a registrar to an Offer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, 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, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular

Terms	Description
	number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Master circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI master circular no. HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 09, 2026 along with (i) the circulars issued by the National Stock Exchange of India Limited having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022; and (ii) the circulars issued by BSE having reference no. 20220722-30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022; and any subsequent circulars or notifications issued by SEBI, BSE or National Stock Exchange of India Limited 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 Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Individual Bidder to such Mobile App) to the Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Willful Defaulter	Willful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the Hyderabad city as specified in the Draft RedHerring Prospectus are open for business: - However, in respect of announcement of price band and Offer Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the Hyderabad city as notified in this Draft Red Herring Prospectus are open for business. In respect to the time period between the Offer Closing Date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.

CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

Term	Description
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under

	the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CFSS	Companies Fresh Start Scheme under Companies Act, 2013
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
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
Competition Act	Competition Act, 2002, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires
Consolidated FDI Policy	The consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CRR	Cash Reserve Ratio
CRAR	Capital to Risk Asset Ratio
CSR	Corporate social responsibility
Demat	Dematerialised
Depositories Act	Depositories Act, 1996 as amended from time to time
Depository or Depositories	NSDL and CDSL both being depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
DIN	Director identification number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identification
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EoGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Offer of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GoI	Government of India

HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
IMPS	Immediate Payment Service
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
KYC	Know your customer
LIC	Low-Income Country
Ltd.	Limited
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSME	Micro, Small, and Medium Enterprises
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR/ Non-Residents	Non-Resident
NPCI	National Payments Corporation of India
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SARFAESI Act	The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks

SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Merchant Bankers Regulation	Securities and Exchange Board of India (Merchant Bankers) Regulations,1992, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may Offer from time to time, including instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the National Stock Exchange of India Limited
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
TAN	Tax deduction account number
TIN	Tax payer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
U.S. Holder	A beneficial owner of Equity Shares that is for United States federal income tax purposes: (a) an individual who is a citizen or resident of the United States; (b) a corporation organised under the laws of the United States, any state thereof or the District of Columbia; (c) an estate whose income is subject to United States federal income taxation regardless of its source; or (d) a trust that (1) is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons for all substantial decisions of the trust, or (2) has a valid election in effect under the applicable U.S. Treasury regulations to be treated as a U.S. person
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.
VAT	Value Added Tax
w.e.f.	With effect from
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve month period ending December 31

Industry Related Terms

Term	Description
ACEEE	American Council for an Energy-Efficient Economy
AFR	Alternate Fuel and Raw Material
AI	Artificial Intelligence
BEE	Bureau of Energy Efficiency
CAGR	Compound Annual Growth Rate
CCTS	Carbon Credit Trading Scheme
CEMS	Continuous Emission Monitoring System
CETP	Common Effluent Treatment Plant
CGTMSE	Credit Guarantee Fund Trust for Micro and Small Enterprises
CO_2	Carbon Dioxide
CPCB	Central Pollution Control Board
CPI	Consumer Price Index
CPSEs	Central Public Sector Enterprises
DII	Domestic Institutional Investor
DPIIT	Department for Promotion of Industry and Internal Trade
DRAP	Dumpsite Remediation Accelerator Program
EC	Environmental Clearance
EPR	Extended Producer Responsibility
ESCerts	Energy Saving Certificates
ESG	Environmental, Social and Governance
ETP	Effluent Treatment Plant
ETS	Emissions Trading System
EU	European Union
FCI	Food Corporation of India
FDI	Foreign Direct Investment
FGD	Flue Gas Desulphurisation
FMCG	Fast Moving Consumer Goods
FPI	Foreign Portfolio Investor
FY	Financial Year
GCCA	Global Cement and Concrete Association
GDP	Gross Domestic Product
GEI	Greenhouse Gas Emission Intensity
GHG	Greenhouse Gas
GPCB	Gujarat Pollution Control Board
GSR	General Statutory Rules
GST	Goods and Services Tax
GVA	Gross Value Added
ICM	Indian Carbon Market
IIP	Index of Industrial Production

KEY PERFORMANCE INDICATORS

KPI	Explanation
Revenue from operations:	Revenue from operations represent the total turnover of the business as well as provides information regarding the year over year growth of our Company.
Total Income	Total Income is used by our management to obtain a comprehensive view of all income including revenue from operations and other income.
EBITDA:	EBITDA is calculated as Restated profit / loss for the period plus tax expense plus depreciation and amortization plus finance costs and any exceptional items. EBITDA provides

	information regarding the operational efficiency of the business of our Company
EBITDA margin:	EBITDA Margin the percentage of EBITDA divided by Total Income revenue from operations and is an indicator of the operational profitability of our business before interest, depreciation, amortization, and taxes.
Restated profit for the period / year:	Restated profit for the period / year represents the profit / loss that our Company makes for the financial year or during a given period. It provides information regarding the profitability of the business of our Company.
Restated profit for the period / year margin:	Restated profit for the period / year Margin is the ratio of Restated profit for the period / year to the total revenue of the Company. It provides information regarding the profitability of the business of our Company as well as to compare against the historical performance of our business.
Return on Net Worth (in %)	Return on Net Worth provides how efficiently our Company generates profits from shareholders' funds.
Return on Average Equity ("RoAE"):	RoAE refers to Restated profit for the period / year divided by Average Equity for the period. Average Equity is calculated as average of the total equity at the beginning and ending of the period. RoAE is an indicator of our Company's efficiency as it measures our Company's profitability. RoAE is indicative of the profit generation by our Company against the equity contribution.
Return on Capital Employed ("RoCE"):	RoCE is calculated as Earnings before interest and taxes (EBIT) divided by Capital Employed by the Company for the period. RoCE is an indicator of our Company's efficiency as it measures our Company's profitability. RoCE is indicative of the profit generation by our Company against the capital employed.
Debt-Equity Ratio (in times)	Debt- equity ratio is a gearing ratio which compares shareholder's equity to company debt to assess our company's amount of leverage and financial stability.

Notwithstanding the foregoing, terms in "***Description of Equity Shares and Terms of Articles of Association***", "***Statement of Possible Tax Benefits***", "***Industry Overview***", "***Key Industrial Regulations and Policies***", "***Financial Information***", "***Outstanding Litigation and Material Developments***" and "***Offer Procedure***" on pages 360, 121, 125, 229, 65, 294 and 334 respectively of this Draft Red Herring Prospectus, will have the meaning ascribed to such terms in these respective sections.

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

Certain Conventions

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

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

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

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus has been derived from our Restated Financial Information. For further information, please see the section titled "***Financial Information***" on Page No. 65 of this Draft Red Herring Prospectus.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Restated Financial Statements of our Company for the year ended on March 31, 2026, 2025 and 2024 which comprise restated summary statement of assets and liabilities, the restated summary statement of profit and loss, the restated summary statement of cash flow and restated summary statement of changes in equity together with the annexures and notes thereto and the examination report thereon, as compiled from the Indian GAAP financial statements for respective period/year and in accordance with the requirements provided under the provisions of the Companies Act, SEBI ICDR Regulations and the Guidance Note on "*Reports in Company Prospectuses (Revised 2019)*" issued by ICAI.

There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP 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.

Unless the context otherwise indicates, 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 Page Nos. 27, 179 and 277 respectively, of this Draft Red Herring Prospectus, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Statements of our Company, prepared in accordance with Ind AS, and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places including percentage figures in "***Risk Factors***", "***Industry Overview***" and "***Our Business***" on Page Nos. 27, 125 and 179 respectively, this Draft Red Herring Prospectus.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America.

Our Company has presented all numerical information in is Draft Red Herring Prospectus in "lacs" units or in whole numbers where the numbers have been too small to represent in lacs. One lac represents 1,00,000 and one million represents 10,00,000.

Exchange rates

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

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

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

**The exchange rate has been included as on March 30, 2026, March 28, 2025 and March 28, 2024 due to either public holiday or Saturday or Sunday on March 31, 2026, March 31, 2025 and March 31, 2024*

(Source: RBI reference rate)

(Source: www.rbi.org.in and www.fbil.org.in)

Industry and Market Data

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "*Custom Report India Alternate Fuel and Raw Materials (AFR) Firing Systems Market*" (the "Mordor Intelligence Report") prepared and issued by Mordor Intelligence Private Limited ("Mordor Intelligence"), appointed by us, and exclusively commissioned and paid for by us in connection with the Issue. Mordor Intelligence is an independent agency which has no relationship with our Company, our Promoters, Promoter Group and any of our Directors or KMPs or SMPs. The data included herein includes excerpts from the Mordor Intelligence 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. Unless otherwise indicated, financial, operational, industry and other related information derived from the Mordor Intelligence Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the Mordor Intelligence Report is available on the website of our Company at https://ph1.sqsenterprises.com/ until the Bid/Offer Closing Date.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, "***Basis for Offer Price***" on Page No. 114 of this Draft Red Herring Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the BRLM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factors***" on Page No. 27 of this Draft Red Herring Prospectus.

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FORWARD - LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "propose", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with, among other things, regulatory changes in the industries in India in which we operate and our ability to respond to them; our ability to successfully implement our strategy, grow and expand; technological changes; our exposure to market risks; general economic and political conditions in India that impact our business activities or investments; the monetary and fiscal policies of India; inflation or deflation; unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other market rates or prices; the performance of financial markets in India and globally; changes in domestic laws, regulations and taxes; and changes in competition in the industries in which we operate.

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

- *We derive a substantial part of our revenue from the cement industry, and any slowdown in cement industry capital expenditure or in the adoption of Alternative Fuel and Raw Material (AFR) co-processing could adversely affect our business, results of operations, financial condition and cash flows.*
- *Our business is order-book and project-based, and our revenue recognition is dependent on the successful execution of a limited number of large-value contracts; the loss, delay, cancellation, or renegotiation of key orders could materially and adversely affect our business, results of operations, financial condition and cash flows.*
- *We derive a significant and increasing portion of our revenue from repeat customers, and any inability to retain existing customers or attract new customers could adversely affect our business, results of operations and financial condition.*
- *Our revenues are concentrated among a limited number of customers and any reduction in orders from our key customers may adversely affect our business, financial condition and results of operations.*
- *We depend on our suppliers for raw materials, bought-out components and specialised equipment, and any disruption in the supply or increase in the cost of such materials and components may adversely affect our business and results of operations.*
- *We have limited experience in international markets, and our recent entry into export markets exposes us to risks associated with executing larger and more complex overseas orders, which we may not have previously encountered or managed at a comparable scale.*
- *We rely on external job-work vendors and third-party OEMs for certain specialised manufacturing processes and components, and any failure or delay by such vendors may adversely affect our ability to execute orders within the stipulated timelines.*
- *Our contracts typically contain milestone-based payment terms, performance bank guarantee requirements and liquidated damages provisions, which may expose us to working capital requirements and financial liabilities in the event of delays or non-performance.*
- *We may be unable to effectively manage our growth strategy, increasing scale of operations and evolving organisational requirements.*
- *We have experienced negative cash flows in previous Fiscals and may continue to have negative cash flows in future.*

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Position and Results of Operations***" beginning on Page Nos. 27 ,179 and 277, respectively, of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect current views as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Promoters, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company, the Promoters and the Book Running Lead Manager will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Offer.

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SECTION II –RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations and financial condition as of the date of this Draft Red Herring Prospectus. The risks described below may not be exhaustive or the only ones relevant to us, the Equity Shares or the industry segments in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently do not deem material may arise or may become material in the future. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks mentioned below. 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 could be adversely affected, the trading price of our Equity Shares could decline and investors may lose all or part of their investment. The risk factors have been presented below on the basis of their materiality. Furthermore, some events may be material collectively rather than individually. Some events may not be material at present but may have a material impact in the future. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer, including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of purchasing our Equity Shares.

In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Key Regulations and Policies in India", "Restated Financial Information", "Outstanding Litigation and Material Developments" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 125, 179, 229, 267, 294 and 277, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

*This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates, uncertainties and other factors, many of which are beyond our control. 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 more details, see "**Forward-Looking Statements**" on page 25.*

Our financial year ends on March 31 of each year and references to a particular Financial Year or Fiscal are to the 12-month period ended March 31 that year, unless the context indicates otherwise.

*Unless otherwise stated or the context otherwise requires, the financial information for the financial years ended, March 31, 2026, March 31, 2025 and March 31, 2024 included in this section have been derived from the "**Restated Financial Information**" included in this Draft Red Herring Prospectus on page 267. We have also included various financial and operational performance indicators in this Draft Red Herring Prospectus, some of which have not been derived from the Restated Financial Information. The manner of calculation and presentation of some of these financial and operational performance indicators and the assumptions and estimates used in such calculations, may vary from those used by other companies in India and other jurisdictions.*

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Custom Report India Alternate Fuel and Raw Materials (AFR) Firing Systems Market" dated which covers the study period from 2026 to 2031, with 2025 as the base year (the "Mordor Intelligence Report") prepared and issued by Mordor Intelligence Private Limited ("Mordor Intelligence"), appointed by us, and exclusively commissioned and paid for by us in connection with the Issue. Mordor Intelligence is an independent agency which has no relationship with our Company, our Promoters, Promoter Group and any of our directors or KMPs. The data included herein includes excerpts from the Mordor Intelligence 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. Unless otherwise indicated, financial, operational, industry and other related information derived from the Mordor Intelligence Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the

Mordor Intelligence Report is available on the website of our Company at https://ph1.in until the Bid/Offer Closing Date.

Internal Risk Factors

1. ***We derive a substantial part of our revenue from the cement industry, and any slowdown in cement industry capital expenditure or in the adoption of Alternative Fuel and Raw Material (AFR) co-processing could adversely affect our business, results of operations, financial condition and cash flows.***

Our customers primarily comprise business-to-business (B2B) customers operating primarily in the cement industry. Consequently, our revenue, order inflow, and growth prospects are, and are expected to remain, substantially dependent on the capital expenditure cycles, operational priorities, and regulatory compliance requirements of cement manufacturers in India and in the limited international markets in which we currently operate.

The cement industry is cyclical and capital-intensive, and demand for our engineering systems is directly linked to (i) the pace at which cement manufacturers commission new plants, expand existing capacity, or modernise existing kiln lines; (ii) prevailing and anticipated fuel costs, including the relative price of coal and pet coke as against alternative fuels, which influences the economic incentive for cement manufacturers to invest in AFR infrastructure; and (iii) the regulatory and policy environment governing thermal substitution rates, emission norms, and waste-derived fuel utilisation, including any guidelines issued by the Central Pollution Control Board, State Pollution Control Boards, or other governmental authorities. We do not control, and cannot predict, the capital expenditure decisions of our customers, the future trajectory of fossil fuel pricing, or the pace and direction of environmental policy in India or in our export markets, each of which lies outside our control and could adversely affect demand for our AFR and BMH systems.

Industry-wise revenue breakup of our Company for the financial years ended March 31, 2026, 2025, and 2024 is provided below:

(₹ in Lakhs)

Industry	Fiscal Year 2026		Fiscal Year 2025		Fiscal Year 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Cement	5,615.19	99.40%	2,056.29	91.54%	1,469.08	88.32%
Chemical	7.92	0.14%	76.55	3.41%	19.21	1.15%
Pharma	12.52	0.22%	93.53	4.16%	117.19	7.05%
Others*	13.71	0.24%	19.93	0.89%	57.97	3.48%
Total	**5,649.35**	**100.00%**	**2,246.30**	**100.00%**	**1,663.45**	**100.00%**

**Other include Industries such as Rubber Industry, Analytical Engineering Industry, Pipe or Valve Manufacturing Industry, Paper Industry, Waste Recycling, Bio Fuel Industry.*

Any reduction in new cement capacity additions, deferral of plant modernisation programmes, a reversal or slowing of policy support for alternative fuel co-processing, or a sustained decline in conventional fuel prices that reduces the economic case for AFR adoption, could result in a decline in enquiries, order intake, and revenue, and could adversely affect our profitability.

There can be no assurance that we will be able to diversify our customer base across other end-use industries in a timely manner, or at all, to mitigate this concentration, and any of the foregoing could have a material adverse effect on our business, results of operations, financial condition and cash flows. During the last three Fiscals, we have not experienced any material adverse impact in relation to the above risk; however, there can be no assurance that such events will not occur in the future or that they will not adversely affect our business, financial condition, results of operations and cash flows.

2. ***Our business is order-book and project-based, and our revenue recognition is dependent on the successful execution of a limited number of large-value contracts; the loss, delay, cancellation, or renegotiation of***

key orders could materially and adversely affect our business, results of operations, financial condition and cash flows.

We do not have long-term or exclusive agreements with our customers that assure us of a minimum level of business in any given period, and each order forming part of our Order Book represents a distinct customer commitment that is subject to its own execution timeline, technical specifications, and payment milestones. As a result, our revenue in any particular financial period is not evenly spread, but is instead concentrated in, and contingent upon, the timely execution of a relatively small number of high-value orders comprising our Order Book at that time.

As of September 15, 2026, our Order Book stood at ₹ 3,989.57 lakhs in respect of orders within India and ₹ 2,510.87 lakhs in respect of orders outside India, aggregating ₹ 6,500.44 lakhs across 25 orders in total as of such date. For further details on our Order Book, see *"Our Business – Order Book"* on page 179 of this Draft Red Herring Prospectus. We may not be able to achieve our expected margins or may even suffer losses on one or more of these contracts or we may not be able to realise the revenues which we anticipated in such projects. In addition, there can be no assurance that we will be awarded the projects that we currently expect or that we will be able to execute agreements for these anticipated projects on terms that are favourable to us or at all. To the extent our Order Book includes orders from outside India, we are additionally exposed to foreign exchange fluctuations, cross-border logistics and customs-related delays, and differing regulatory or certification requirements in export jurisdictions.

We may encounter problems executing the projects as ordered or executing it on a timely basis. Moreover, factors beyond our control or the control of our clients may postpone a project or cause its cancellation, including delays or failure to obtain necessary permits, authorizations, permissions, and other types of difficulties or obstructions. Due to the possibility of cancellations or changes in scope and schedule of delivery, resulting from our clients' discretion or problems we encounter in order execution or reasons outside our control or the control of our clients, we cannot predict with certainty when, if or to what extent, a order forming part of our Order Book will be performed and this could reduce the income and profits we ultimately earn from the contracts. Delays in the completion of a project can lead to clients delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such project. Even relatively short delays or surmountable difficulties in the execution of a project could result in our failure to receive, on a timely basis or at all, all payments otherwise due to us on a order. These payments often represent an important portion of the margin we expect to earn on a order. In addition, even where a order proceeds as scheduled, it is possible that the contracting parties may default or otherwise fail to pay amounts owed. Any delay, reduction in scope, cancellation, execution difficulty, payment postponement or payment default in regard to our Order Book orders or any other uncompleted orders, or disputes with clients in respect of any of the foregoing, could materially harm our cash flow position, revenues and earnings. During the last three Fiscals, we have not experienced any material adverse impact in relation to the above risk; however, there can be no assurance that such events will not occur in the future or that they will not adversely affect our business, financial condition, results of operations and cash flows. We continuously work to mitigate such risks through disciplined contract management and proactive client engagement.

3. We derive a significant and increasing portion of our revenue from repeat customers, and any inability to retain existing customers or attract new customers could adversely affect our business, results of operations and financial condition.

We have historically relied, and continue to rely, on a high proportion of repeat business from our existing customers.

The details of year-on-year percentage wise repetitive customers for 3 fiscal years are as follows:

Particulars	For the Fiscal Year 2026	For the Fiscal Year 2025	For the Fiscal Year 2024
Total Customers	32	37	36
Repeated Customers	22	27	29
Percentage (%)	68.75%	72.97%	80.56%

Our ability to retain existing customers and secure repeat orders from them depends on several factors, including our ability to consistently meet quality standards, deliver products/services within agreed timelines, offer competitive pricing, and maintain strong customer relationships. Our customers are not obligated to continue purchasing from us and may, at their discretion, reduce order volumes, discontinue business with us, or shift to our competitors for various reasons, including but not limited to changes in their business requirements, pricing pressures, quality concerns, or the availability of alternate suppliers/service providers.

Given the concentration of our business on a relatively small and consistent set of customers, the loss of one or more significant repeat customers, or a reduction in the volume of business from them, could have a material adverse effect on our revenue and profitability. There can be no assurance that we will be able to maintain our existing relationships with our repeat customers or that such customers will continue to place orders with us at the same or increasing levels, or at all, in the future.

4. **Our revenues are concentrated among a limited number of customers and any reduction in orders from our key customers may adversely affect our business, financial condition and results of operations.**

We derive a significant portion of our revenue from a limited number of customers, particularly customers in the cement industry. Our business is project-based and the size, timing and recurrence of orders may vary depending upon the capital expenditure plans, expansion, modernisation, capacity utilisation and operational requirements of our customers. Accordingly, any reduction, delay, cancellation or non-renewal of orders from our key customers, or any deterioration in our relationship with such customers, could adversely affect our revenues and profitability.

Set out in the table below are the details of concentrated Customers for the Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in Lakhs)

Concentrated Customers	Fiscal Year 2026		Fiscal Year 2025		Fiscal Year 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Top 5 customers	5,225.00	92.48%	1,735.66	77.27%	1,290.34	77.57%
Top 10 customers	5,575.04	98.68%	2,061.03	91.75%	1,482.14	89.10%

Our dependence on key customers also exposes us to risks relating to changes in their procurement policies, project schedules, budgets, payment terms and vendor selection practices. Further, there can be no assurance that we will be able to retain our existing customers or secure repeat orders from them on similar terms or at all. Any loss of, or reduction in business from, one or more of our major customers, particularly where such customers contribute a significant portion of our revenue, could have a material adverse effect on our business, financial condition, cash flows and results of operations.

5. **We depend on our suppliers for raw materials, bought-out components and specialised equipment, and any disruption in the supply or increase in the cost of such materials and components may adversely affect our business and results of operations.**

Our manufacturing and project execution activities require procurement of raw materials and bought-out components, including steel plates, structural sections, pipes, motors, gearboxes, bearings, valves and drives, from approved suppliers. We also procure certain specialised equipment and components from domestic and international OEMs and engage approved job-work vendors for certain specialised manufacturing processes.

Set out in the table below are the details of concentrated suppliers for the Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in Lakhs)

Concentrated suppliers	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Top 5 suppliers	920.86	64.96%	679.94	47.96%	357.51	40.46%
Top 10 suppliers	1,362.04	96.09%	826.66	58.32%	477.73	54.07%

Any failure or delay by our key suppliers in supplying materials or components in the required quantity, quality or within the stipulated timelines could adversely affect our manufacturing schedules and project execution timelines. Further, shortages, price increases, changes in supplier terms, supply-chain disruptions, transportation constraints or unavailability of specialised equipment or components may increase our procurement costs and adversely affect our margins.

Although we undertake incoming quality inspection of materials and components and procure from approved suppliers, there can be no assurance that alternative suppliers will be available at comparable prices or within the required timelines. Any inability to procure the required materials, components or specialised equipment in a timely and cost-effective manner could adversely affect our business, financial condition, cash flows and results of operations.

6. We have limited experience in international markets, and our recent entry into export markets exposes us to risks associated with executing larger and more complex overseas orders, which we may not have previously encountered or managed at a comparable scale.

We commenced supplies to international customers only in Fiscal 2024. Since then, and prior to the Morocco order described above, we have executed five export invoices aggregating ₹234.42 lakhs for four customers across three countries, namely Bangladesh, the UAE and Mexico. For further details, see *"Our Business"* on page 179 of this Draft Red Herring Prospectus. Accordingly, our demonstrated track record in executing international orders remains limited in terms of the number, geographic spread and value of transactions undertaken. Further, the Morocco order currently forming part of our Order Book represents a significant increase in the value and complexity of our export commitments compared to our previous international transactions. Our limited experience in executing export orders of a similar scale and complexity may expose us to operational, financial, regulatory and other risks that we may not have previously encountered or adequately anticipated.

We do not operate any manufacturing facility outside India. Our export systems are manufactured at our facility in India and subsequently transported to the relevant customer sites outside India. Accordingly, execution of our international orders requires us to manage various aspects of cross-border operations, including export logistics, customs and documentation requirements, destination-country regulatory and certification requirements and, where applicable, deputation of our personnel for installation, commissioning and after-sales support. Our experience in managing such activities across international jurisdictions is relatively limited and may not be comparable to our established domestic operations.

There can be no assurance that our limited international operating experience will enable us to successfully execute larger or more complex overseas orders or effectively manage the risks associated with expanding our international operations. We may incur higher-than-anticipated costs or experience delays in manufacturing, transportation, customs clearance, certification, installation, commissioning or after-sales support, or encounter disputes with customers or other counterparties. Any such events could adversely affect our business, results of operations, cash flows, financial condition, customer relationships and reputation, particularly as we seek to expand our presence in international markets.

7. We rely on external job-work vendors and third-party OEMs for certain specialised manufacturing processes and components, and any failure or delay by such vendors may adversely affect our ability to execute orders within the stipulated timelines.

We rely on approved external job-work vendors for certain specialised manufacturing processes that are beyond our existing in-house capabilities, including machining operations requiring a spindle diameter exceeding 85 mm

or a length exceeding 2 metres, as well as laser cutting, blasting and rolling. In addition, we procure certain specialised equipment and bought-out components from third-party domestic and international original equipment manufacturers ("OEMs"). Consequently, certain processes and components forming part of our finished systems are dependent on third parties and are not undertaken or manufactured entirely within our own facilities. For further details, see *"Our Business"* on page 179 of this Draft Red Herring Prospectus.

Certain outsourced processes and bought-out components may form an integral part of the manufacturing and assembly schedule of our products and may be required to be completed or received before subsequent stages of production, assembly, testing or dispatch can be undertaken. Accordingly, any delay, disruption, capacity constraint or other failure on the part of our job-work vendors or OEMs may affect our production schedules and our ability to meet customer delivery commitments. We do not have long term agreements with job-work vendors or OEMs, there can be no assurance that we will be able to identify, qualify and onboard alternate job-work vendors or OEMs in a timely manner, or on commercially acceptable terms, particularly for specialised processes or components requiring specific technical capabilities, certifications or manufacturing capacity. Any inability to secure suitable alternatives could result in production delays and increased costs.

Any failure, delay, quality deficiency, capacity constraint, price increase, supply disruption or cessation of operations by our job-work vendors or third-party OEMs, or our inability to obtain suitable alternative vendors or suppliers, could adversely affect our production schedules, project execution, customer delivery commitments and costs. Such events could consequently have an adverse effect on our business, results of operations, cash flows, financial condition and reputation. While we have not faced any such aforementioned instances in past three fiscals.

8. ***Our contracts typically contain milestone-based payment terms, performance bank guarantee requirements and liquidated damages provisions, which may expose us to working capital requirements and financial liabilities in the event of delays or non-performance.***

As part of our business operations, our customer contracts typically contain provisions relating to payment milestones, performance bank guarantees, liquidated damages and specified performance requirements. Under certain contracts, payment of a portion of the contract consideration and completion of the relevant contractual obligations may be linked to successful commissioning and/or performance testing of the systems and acceptance by the customer, including through execution of a performance test report or other applicable acceptance documentation. Consequently, a portion of the contract value may remain outstanding until the applicable contractual milestones are achieved and accepted by the customer.

The timing of cash realisation from our projects is therefore dependent, among other factors, on our ability to achieve the applicable contractual milestones within the agreed timelines. Any delay in manufacturing, installation, commissioning, performance testing or customer acceptance may defer the receipt of the corresponding payments and may increase our working capital requirements.

Although the contractual terms relating to payment milestones, performance bank guarantees and liquidated damages vary across customers and contracts, there can be no assurance that we will be able to achieve all contractual milestones within the stipulated timelines or obtain customer acceptance without delay. Any delay or failure in project execution, including delays attributable to factors beyond our control, may result in deferment of customer payments, increased working capital requirements, invocation or continued outstanding status of bank guarantees, liquidated damages, penalties or other contractual claims. Any of these circumstances, individually or in combination, could adversely affect our business, results of operations, cash flows and financial condition. While we have not faced any such aforementioned instances in past three fiscals.

9. ***We may be unable to effectively manage our growth strategy, increasing scale of operations and evolving organisational requirements.***

Our future growth strategy contemplates expansion of Product Portfolio through New Engineering Solutions, expansion of Project Execution Capabilities, Strengthen Relationships with Existing Customers and Expand Customer Base, Expanding Presence in Domestic and International Markets, Enhance Manufacturing and Engineering Capabilities. For further details, see *"Our Business"* on page 179 of this Draft Red Herring

Prospectus. The successful execution of these initiatives will require significant management attention, operational resources, financial investments and organisational capabilities. There can be no assurance that we will be able to effectively manage and execute our growth strategy in a timely and efficient manner.

As our business continues to expand, we will be required to strengthen our organisational structure, internal control systems, information technology infrastructure and human resource functions. Any inability to scale these systems and processes in line with business growth may result in operational inefficiencies, quality issues, delayed decision-making and increased operating costs.

Our future growth initiatives may also require substantial capital expenditure, investments in technology, product development costs and working capital support. There can be no assurance that such investments will generate the anticipated returns or that future growth initiatives will be commercially successful. Expansion into new markets and business segments may expose us to operational, regulatory, competitive and execution-related risks that differ from those currently faced by us. As our operations increase in scale and complexity, management may be required to devote significant time and resources towards monitoring and coordinating multiple functions simultaneously. Any failure to effectively manage growth may lead to deterioration in operational efficiency, increased costs, lower profitability, delays in execution of strategic initiatives and loss of market opportunities.

10. We have experienced negative cash flows in previous Fiscals and may continue to have negative cash flows in future.

We have incurred negative cash flows from operating activities and investing activities in last three Fiscals. The table below sets forth certain information relating to our cash flows for Fiscals 2026, 2025 and 2024.

(₹ in lakhs)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Net cash generated from/ (used in) operating activities	(164.57)	140.89	(174.34)
Net Cash Flow from/(used in) Investing Activities	(155.94)	(219.51)	(129.87)

Negative cash flows may be indicative of a lower ability to generate sufficient cash inflows to meet operating requirements, fund working capital needs, undertake capital expenditure, or service debt obligations. While negative cash flows in a particular period may not necessarily indicate a long-term issue, continued negative cash flows from operating activities could adversely impact our liquidity, ability to fund our operations, undertake expansion plans, and meet business obligations in a timely manner.

We cannot assure you that we will not experience negative cash flows in the future or that our business operations will always generate adequate cash to sustain or grow our operations. Any such instance may have a material adverse effect on our business, financial condition, cash flows and results of operations. For further details, see "***Financial Information***" and "***Management's Discussion and Analysis of Financial Position and Results of Operations***" on page 267 and 277 respectively.

11. *Our business operations are dependent on certain leased premises, including our registered office and manufacturing facility and any inability to renew, maintain or continue such arrangements may adversely affect our business, results of operations and financial condition.*

We operate from certain premises that have been taken on lease including our registered office and manufacturing facilities. The lease period for certain of these premises is limited and is subject to renewal upon expiry. If any of the existing lease arrangements are terminated, not renewed, renewed on less favourable terms or otherwise become unavailable, we may be required to identify and secure alternative premises. There can be no assurance that suitable alternative premises will be available in a timely manner, on commercially acceptable terms, at comparable locations or with similar infrastructure and operational suitability. Any relocation may involve additional costs, operational disruptions, shifting expenses, loss of business continuity and delays in administrative functions.

In addition, lease arrangements are subject to compliance with applicable legal and regulatory requirements, including execution, registration and payment of applicable stamp duty, where required. Any dispute relating to ownership, possession, title, renewal, interpretation or enforceability of such arrangements may adversely affect our ability to continue occupying or using the relevant premises. Any unforeseen circumstances, including disputes with lessors, changes in ownership of the premises, non-renewal of arrangements, regulatory restrictions or other factors beyond our control, may adversely affect our ability to continue operating from such locations. During the last three Fiscals and the current Fiscal, we have not experienced any material disruption to our business arising from non-renewal or termination of lease arrangements; however, there can be no assurance that such disruptions will not arise in the future. Accordingly, any inability to renew, maintain or continue our lease arrangements, or to secure alternative premises on commercially acceptable terms, may materially and adversely affect our business, financial condition, results of operations and future growth prospects.

12. *We rely on financing from banks or financial institutions to carry on our business operations, and inability to obtain additional financing on terms favourable to us or at all could have an adverse impact on our financial condition. If we are unable to raise additional capital, our business and future financial performance could be adversely affected.*

As of March 31, 2026, we had total outstanding financial indebtedness of ₹ 1,059.56 Lakhs from banks or financial institutions. Our existing operations and execution of our business strategy may require substantial capital resources and we may incur additional debt to finance these requirements in the future. However, we may be unable to obtain sufficient financing on terms satisfactory to us, or at all. If interest rates increase it will be more difficult to obtain credit. We strive to maintain sound financial practices, including timely repayment of obligations, any instances of delays may impact investor confidence and our ability to meet future financial commitments. Despite our proactive measures to address challenges and improve our financial position, there remains a risk of defaults or continued delayed repayments, which could adversely affect our reputation and creditworthiness.

Additionally, we are party to certain financing agreements relating to our short-term and long-term borrowings (secured and unsecured) which contain restrictive covenants. Such covenants may, inter alia, limit our ability to modify our capital structure, issue additional securities, declare dividends, incur further indebtedness, create encumbrances, undertake mergers, demergers or other restructuring transactions, or dispose of material assets. Further to meet the said requirements our Company has received consent from some of the lenders and has applied for consent from other lenders for the proposed IPO as required in the agreements. Further, any additional capital raised through the issuance of Equity Shares may result in dilution of the shareholding and voting rights of our existing shareholders.

We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We cannot assure you that we will have sufficient capital for our current operations, any future expansion plans that we may have and our ability to complete such expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, timely repayments of dues, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Any unfavourable change to terms of borrowings may adversely affect our cash flows, results of operations and financial conditions. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, financial condition and cash flows could be adversely affected. For further details in this regard, please refer to chapter titled *"Financial Indebtedness"* beginning on page 271 of this Draft Red Herring Prospectus.

There can be no assurance that we will be able to comply with our current financing agreements or continue to access funds, including by way of short-term borrowings, on acceptable terms or at all. While we seek to mitigate against such risks by exploring favourable funding options from banks/financial institutions, there is no assurance that we will be successful in doing so. Any failure to obtain the requisite funds to meet our requirements or expand or modernize existing capabilities could result in our inability to effectively compete with other players in the industry, which could have a material adverse effect on our profitability, cash flows and results of operations.

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

The Offer includes an offer for sale of up to 7,40,000 Equity Shares aggregating to ₹ [●] lakhs by the Selling Shareholders. The proceeds from the Offer for Sale will be paid to the Selling Shareholders and we will not receive any such proceeds. The proceeds from the Offer for Sale will be transferred to each of the Selling Shareholders, in proportion to its respective portion of the Offered Shares transferred by each of them in the Offer for Sale (after deducting applicable Offer-related expenses and taxes) and will not result in any creation of value for us or in respect of your investment in our Company.

14. Our Company proposes to utilize part of the Net Proceeds for repayment or pre-payment, in full or in part, of all or certain secured borrowings availed by our Company and accordingly, the utilization of that portion of the Net Proceeds will not result in creation of any tangible assets.

We propose to utilize the Net Proceeds towards repayment/prepayment of certain borrowings availed by our Company and general corporate purposes in the manner specified in *"Objects of the Offer"* on page 95 of this Draft Red Herring Prospectus. At this stage, 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 competitive environment, business conditions, economic conditions, or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by redeploying the unutilized portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

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

The proceeds received from the Offer for Sale will not form part of the proceeds from the Fresh Issue. We propose to use the Net Proceeds towards repayment and/or prepayment, in full or part, of certain outstanding borrowings availed by our company; funding capital expenditure for interior fit-out of proposed corporate office of our company; funding capital expenditure requirement for purchase of machineries and equipments; funding our incremental working capital requirements; and general corporate purposes. the proposed deployment of Net Proceeds has not been appraised by any bank or financial institution or other independent agency and is based on internal management estimates based on current market conditions and historic level of expenditures. Further, pursuant to Section 27 of the Companies Act and Regulation 281A of the SEBI ICDR Regulations read with Schedule XX of the SEBI ICDR Regulations, any variation in the utilization of the Net Proceeds shall be on account of a variety of factors such as our financial condition, business and strategy and external factors such as market conditions and competitive environment, which may not be within the control of our management, would require special resolution of the Shareholders and the Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects of the Offer, at such price and in such manner in accordance with applicable law. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations. Our management estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws, and may have an adverse impact on our business, financial condition, results of operations and cash flows. The Offer expenses are estimated to be approximately ₹ [●] lakhs. For details, see "*Objects of the Offer*" on page 95.

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 objects for which the Net Proceeds are intended for. 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 profitability or an increase in the value of our business and your investment.

16. We have significant working capital requirements. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business, cash flows and results of operations.

Our business requires significant working capital including in connection with our manufacturing operations, financing our inventory and purchase of raw materials which may be adversely affected by changes in terms of credit and payment. We are required to maintain a high level of working capital because our business activities are characterised by long product development periods and production cycles. Even where milestone payments are allowed, these have to be backed by bank guarantees. Delays in payment under on-going contracts or reduction of advance payments due to lower order intake or inventory and work in progress increases and/or accelerated payments to suppliers, could adversely affect our working capital, lower our cash flows and materially increase the amount of working capital to be funded through external debt financings.

We may also be unable to adequately finance our working capital requirements on account of various factors, including extraneous factors such as delay in disbursements under our financing arrangements, increased interest rates, insurance or other costs, or borrowing and lending restrictions or finance our working capital requirements on commercially acceptable terms or at all, each of which may have a material adverse effect on our business, financial condition, prospects and results of operations. These factors may result, in an increase in the amount of our receivables and short-term borrowings. Continued increase in our working capital requirements may have an adverse effect on our financial condition and results of operations.

The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other factors, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, engineering design changes, technological changes and additional market developments. If we decide 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.

Furthermore, the objects of the offer include funding working capital requirements of our Company. For more information in relation to such management estimates and assumptions, please see ***"Objects of the Offer"*** on page 95. Our working capital requirements may be affected due to factors beyond our control including force majeure conditions, delay or default of payment by our clients, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future.

The working capital requirement for the FY 2024, 2025 and 2026. The working capital gap (WCG) has been met with an increase in the bank borrowing and capital and Internal cash Accruals of the Company.

(₹ in Lakhs)

Particulars	**As at March 31, 2024 (Restated)**	**As at March 31, 2025 (Restated)**	**As at March 31, 2026 (Restated)**
Current assets			
Inventories	253.41	723.49	998.68
Trade Receivables	470.28	385.92	970.44
Short Term Loans & Advances	40.83	77.01	164.56
Other Current Assets	505.47	447.18	779.53

Particulars	As at March 31, 2024 (Restated)	As at March 31, 2025 (Restated)	As at March 31, 2026 (Restated)
Total Current Assets (A)	**1,269.99**	**1,633.60**	**2,913.21**
Current Liabilities			
Trade Payables	666.42	690.13	1,064.15
Other Current Liabilities	174.32	698.17	376.06
Short Term Provisions	3.91	31.36	278.05
Total Current Liabilities (B)	**844.65**	**1,419.66**	**1,718.26**
Total Working Capital [(A) - (B)]	**425.34**	**213.94**	**1,194.95**
Funding Pattern			
I) Borrowings for meeting working capital requirements	425.34	213.94	1,059.56
II) Networth / Internal Accruals	-	-	135.39
III) Proceeds from IPO	-	-	-

17. ***Our Company proposes to utilize part of the Net Proceeds for repayment or pre-payment, in full or in part, of all or certain secured borrowings availed by our Company and accordingly, the utilization of that portion of the Net Proceeds will not result in creation of any tangible assets.***

We propose to utilize the Net Proceeds towards repayment/prepayment of certain borrowings availed by our Company and general corporate purposes in the manner specified in *"Objects of the Offer"* on page 95 of this Draft Red Herring Prospectus. At this stage, 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 competitive environment, business conditions, economic conditions, or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by redeploying the unutilized portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

18. ***There has been delay in filing of forms with the Registrar of Companies as per the stipulated timelines prescribed under the Companies Act, 2013. Any penalty or action taken by any regulatory authorities in future, for delay in such compliances could impact the reputation and financial position of the Company to that extent.***

Our Company in the past have made delay in filings of some RoC forms as per the stipulated timelines prescribed under the Companies Act, 2013. The details of ROC late filings are as follows:

S.NO	FINANCIAL YEAR	FORM	PURPOSE	DATE OF EVENT	DATE OF FILING
1.	2014-15	MGT-14	Rights Issue	07-02-2015	25-07-2015
2.	2014-15	MGT-14	Increase in Authorized Capital	31-03-2015	24-10-2015
3.	2014-15	SH-7	Increase in Authorized Capital	31-03-2015	25-07-2015
4.	2014-15	AOC-4	Financial Return	30-10-2015	15-07-2026
5.	2014-15	MGT-7A	Annual Return	30-11-2015	15-07-2026
6.	2015-16	PAS-3	Allotment	09-04-2015	24-10-2015

7.	2023-24	AOC-4	Financial Return	30-10-2024	14-11-2024
8.	2014-15	ADT-1	Appointment of Auditor	07-02-2015	23-06-2026
9.	2020-21	ADT-1	Appointment of Auditor	30-11-2021	09-04-2022
10.	2025-26	ADT-1	Appointment of Auditor	30-09-2025	24-12-2025
11.	2026-27	MGT-14	Object change MOA	18-06-2026	21-07-2026

Although, our Company has paid requisite late fees for such filings, no show cause notice in respect of the same has been received by our Company till date. Further, if any such action is initiated by the regulatory authority, then our Company will have to abide by the order of such regulatory authority or pay any penalty that may be imposed by any regulatory authorities in future for non-compliance with provisions of corporate and other law which could impact the financial position of the Company to that extent.

19. Our Company, and our Directors, are party to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.

Our Company, and our Directors, are party to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various legal forums. A summary of outstanding litigation proceedings involving our Company, and our Directors, as on the date of this Draft Red Herring Prospectus as disclosed in "***Outstanding Litigations and Material Developments***" on page 294, in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below:

(₹ in lakhs)

Nature of Cases	**Number of outstanding cases**	**Amount Involved^**
Litigation involving our Company		
Criminal proceeding against our Company	Nil	Nil
Criminal proceedings by our Company	Nil	Nil
Material civil litigation against our Company	Nil	Nil
Material civil litigation by our Company	Nil	Nil
Actions by statutory or regulatory Authorities	Nil	Nil
Direct and indirect tax proceedings	8	2.25
Litigation involving our Directors (other than Promoters)		
Criminal proceedings against our Directors (other than Promoters)	2	Not Ascertainable
Criminal proceedings by our Directors (other than Promoters)	1	Not Ascertainable
Material civil litigation against our Director (other than Promoters)	Nil	Nil
Material civil litigation by our Director (other than Promoters)	Nil	Nil
Actions by statutory or regulatory authorities (other than Promoters)	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil
Litigation involving our Promoters		
Criminal proceedings against our Promoters	Nil	Nil
Criminal proceedings by our Promoters	Nil	Nil
Material civil litigation against our Promoters	Nil	Nil
Material civil litigation by our Promoters	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil

Nature of Cases	Number of outstanding cases	Amount Involved^
Litigation involving our Key Managerial Personnel and Senior Managerial Personnel (Other than Directors and Promoters)		
Criminal proceedings against our Key Managerial Personnel and Senior Managerial Personnel (Other than Directors and Promoter)	Nil	Nil
Criminal proceedings by our Key Managerial Personnel and Senior Managerial Personnel (Other than Directors and Promoter)	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil

^ *Rounded off to closest decimal*

There can be no assurance that legal proceedings involving our Company, and our Director will be decided in favour of our Company or our Director it may divert the attention of our management and Promoters and consume our corporate resources and we may incur significant expenses in such proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against Company, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares.

Furthermore, we may not be able to quantify all the claims in which we are involved. Failure to successfully defend these or other claims or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subjected to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure that similar proceedings will not be initiated in the future. This could adversely affect our business, cash flows, financial condition, and results of operation. For further details, please refer to "***Outstanding Litigation and Material Developments***" on page 294.

20. We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, any failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations may adversely affect our operations.

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which are either received or applied for. Many of these approvals are subject to periodical renewal. Any failure to renew the approvals that may expire, or to apply for the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects.

Additionally, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals which may result in the interruption of our operations and may have a material adverse effect on our business, financial condition, cash flows and results of operations. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, see "***Key Industry Regulations and Policies***" and "***Government and Other Approvals***" for permits/licenses required for the business on pages 229 and 299, respectively.

21. We may be unable to sufficiently obtain, maintain, protect, or enforce our intellectual property and other proprietary rights

As on date of this Draft Red Herring Prospectus, our Company has made trademark applications, for its logo dated August 08, 2026 for its logo ' 

' under class 99, August 08, 2026 for its wordmark 'DoseMaster Extractor' and 'SlidingFloor Feeder' under class 7 and August 10, 2026 for its wordmark 'SoliDose Feeder' and

'TwinDoseMaster Feeder' under class 7 under the Trade Mark Act, 1999 which is pending as on date of this Draft Red Herring Prospectus. There can be no assurance that we will be able to successfully obtain registration against the application for the logo of the Company, which may affect our ability to use such trade marks in the future. If we are unable to renew or register our trademarks for various reasons including our inability to remove objections to any trademark application, or if any of our unregistered trademark are registered in favour of or used by a third party in India or abroad, we may not be able to claim registered ownership of such trademark and consequently, we may not be able to seek remedies for infringement of those trademarks by third parties other than relief against passing off by other entities, causing damage to our business prospects, reputation and goodwill in India and abroad. Apart from this, any failure to register or renew registration of our registered trademark may affect our right to use such trademark in future.

Further, our efforts to protect our intellectual property in India and abroad may not be adequate and any third-party claim on any of our unprotected intellectual property may lead to erosion of our business value and our reputation, which could adversely affect our operations. Third parties may also infringe or copy our registered brand name in India and abroad which has been registered by us in India. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our trademarks in India and abroad.

Further, if we do not maintain our brand name and identity, which we believe is one of the factors that differentiates us from our competitors, we may not be able to maintain our competitive edge in India and abroad. If we are unable to compete successfully, we could lose our customers, which would negatively affect our financial performance and profitability. Moreover, our ability to protect, enforce or utilize our brand name is subject to risks, including general litigation risks. Furthermore, we cannot assure you that such brand name will not be adversely affected in the future by actions that are beyond our control, including customer complaints or adverse publicity from any other source in India and abroad. Any damage to our brand name, if not immediately and sufficiently remedied, could have an adverse effect on our business and competitive position in India and abroad.

For further details see "***Our Business - Intellectual Property***" and "***Government and Other Approvals***" on pages 179 and 299, respectively.

22. We are subject to labour, employment and workplace-related laws and regulations, and any labour shortages, workforce disruptions, industrial unrest or increase in employee-related costs may adversely affect our business and operations.

Our business depends on the continued services of our Promoters, senior management personnel, engineers, technical employees, manufacturing staff and operational workforce. In addition, our manufacturing activities also rely on contractual workers. Maintaining an adequate and skilled workforce is important for the efficient functioning of our operations.

Our operations are subject to various labour and employment laws relating to wages, social security contributions, working conditions, occupational health and safety, employee benefits, working hours and other employment-related matters.

Compliance with such laws requires ongoing monitoring and administrative efforts. Any changes in labour laws, wage structures or employee benefit requirements may increase our operating costs. Further, our manufacturing operations are dependent upon the availability of adequate manpower. Any shortage of skilled personnel, engineers, technicians, supervisors or operational workers may adversely affect production schedules and manufacturing efficiency.

Labour shortages, seasonal migration, absenteeism, local disruptions, competing employment opportunities, public health emergencies or other factors may affect workforce availability and disrupt operations. Although our employees are currently not unionised, there can be no assurance that labour unions will not be formed in the future. Any industrial unrest, labour disputes, work stoppages, strikes, slowdowns or collective bargaining activities may disrupt manufacturing operations, increase costs and adversely affect productivity. During the last three Fiscals, we have not experienced any material adverse impact in relation to the above risk; however, there can be no assurance that such events will not occur in the future or that they will not adversely affect our business, financial condition, results of operations and cash flows. Any inability to attract, retain and effectively utilise qualified personnel, maintain an adequate workforce or manage labour-related risks may materially and adversely

affect our manufacturing operations, business, financial condition, results of operations and future growth prospects.

23. We appoint contract labours for carrying out certain operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations and financial condition

In order to retain flexibility and control costs, our Company has entered into contract with independent contractors who in turn engage some work force to enable some temporary augmentation of resources in certain operations of our Company. Although our Company does not engage such resources directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by independent contractors. Any requirement to fund their wage requirements may have some adverse impact on our results of operations and financial condition and we may also be subject to legal proceedings in this regard. However, there has been no such instances during the past three fiscals.

24. Any future penalties or demands raised by statutory authorities may adversely impact the financial position of the company.

As part of our business operations, we are required to comply with various statutory obligations under applicable tax and labour laws, including timely filing and payment of GST, Employees' Provident Fund ("EPF"), Employees' State Insurance ("ESI"), and Tax Deducted at Source ("TDS"). These filings are governed by the Central Goods and Services Tax Act, 2017, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employees' State Insurance Act, 1948, and the Income Tax Act, 1961, respectively.

Failure to make timely payments or file accurate returns under these laws may result in penalties, interest liabilities, and even prosecution. For instance, non-payment or delayed payment of GST can attract interest under Section 50 of the CGST Act and penalties under Section 122. Similarly, failure to deposit EPF and ESI contributions within prescribed timelines may result in damages, penalties, and legal action from the respective enforcement authorities. TDS defaults, including non-deduction, short deduction, or delayed payment, can also lead to disallowance of expenses, interest under Section 201, and penalties under the Income Tax Act.

The details of delays in filing **EPFO returns** of last 3 years including the period of delay, payment dates and reason for delay are as follows:

Financial Year	Month	Return Type	Due Date of filing	Actual Date of filing	No of days Late Filling
FY 2025-26	May	EPF	15-06-2025	17-06-2025	2
	July	EPF	15-08-2025	09-09-2025	25
	August	EPF	15-09-2025	25-09-2025	10
	October	EPF	15-11-2025	17-11-2025	2
	December	EPF	15-01-2026	18-01-2026	3
FY 2024-25	April	EPF	15-05-2024	18-06-2024	34
	May	EPF	15-06-2024	18-06-2024	3
	June	EPF	15-07-2024	18-07-2024	3
	July	EPF	15-08-2024	22-08-2024	7
	August	EPF	15-09-2024	19-09-2024	4
	October	EPF	15-11-2024	21-11-2024	6
	November	EPF	15-12-2024	16-12-2024	1
	December	EPF	15-01-2025	20-01-2025	5
	January	EPF	15-02-2025	19-02-2025	4
	March	EPF	15-04-2025	16-04-2025	1
FY 2023-24	July	EPF	15-08-2023	17-08-2023	2
	September	EPF	15-10-2023	10-11-2023	26

	March	EPF	15-04-2024	23-04-2024	8

Reason for delay – Due to a technical glitch on the EPFO website, the portal was not functioning properly.

The delays in filing of **ESIC returns** of last 3 years including the period of delay, payment dates and reason for delay are as follows:

Financial Year	Month	Return Type	Due Date of filing	Actual Date of filing	No of days Late Filling
FY 2025-26	November	ESIC	15-12-2025	13-01-2026	29
	December	ESIC	15-01-2026	16-02-2026	32
	January	ESIC	15-02-2026	13-04-2026	57
	February	ESIC	15-03-2026	15-05-2026	61
	March	ESIC	15-04-2026	15-05-2026	30
FY 2024-25	April	ESIC	15-05-2024	23-05-2024	8
	May	ESIC	15-06-2024	23-08-2024	69
	June	ESIC	15-07-2024	31-10-2024	108
	July	ESIC	15-08-2024	31-10-2024	77
	August	ESIC	15-09-2024	31-10-2024	42
	September	ESIC	15-10-2024	17-10-2024	2
	October	ESIC	15-11-2024	21-11-2024	6
	November	ESIC	15-12-2024	16-12-2024	1
	December	ESIC	15-01-2025	20-02-2025	36
	January	ESIC	15-02-2025	14-03-2025	27
	February	ESIC	15-03-2025	31-10-2025	230
	March	ESIC	15-04-2025	14-05-2025	29
FY 2023-24	July	ESIC	15-08-2023	17-08-2023	2
	August	ESIC	15-09-2023	13-11-2023	52
	December	ESIC	15-01-2024	01-12-2024	321

Reason for delay – Due to a technical glitch on the ESIC website, the portal was not functioning properly.

In the event of scrutiny, audit, or inspection by the concerned departments, if any discrepancies or non-compliance are identified, we may be liable to pay additional taxes, penalties, and interest. These financial outflows may adversely affect our profitability, cash flows, and overall financial condition. Further, any such non-compliance could impact our credibility with customers, lenders, investors, and regulatory bodies and may result in reputational damage.

Although we endeavour to ensure compliance with all applicable laws through our internal processes and third-party consultants, there can be no assurance that inadvertent lapses or interpretational differences will not arise in the future. Any such instances may have a material adverse effect on our business, financial performance, and operational continuity.

25. We currently operate a single manufacturing facility at Hyderabad, Telangana, and any disruption, shutdown, accident or interruption at such facility could materially and adversely affect our business, financial condition and results of operations.

Our manufacturing operations are currently concentrated at a single manufacturing facility located at Hyderabad, Telangana. The facility serves as our primary and only fabrication facility. As we presently do not operate any other manufacturing facility capable of substantially replacing production from this location, our business is significantly dependent on the uninterrupted functioning of this facility. For further details, please refer to *"Our Business – Immovable Properties"* on page 179.

Any disruption at our manufacturing facility, whether arising from fire, explosion, machinery breakdown, utility failure, labour unrest, industrial accidents, cyber incidents, natural disasters, adverse weather conditions, pandemics, regulatory actions or other unforeseen circumstances, may interrupt operations. Further, damage to machinery or equipment may require significant repair, replacement or restoration expenditure.

Further, our future growth strategy contemplates increasing to expand our product portfolio through the development of new engineering solutions for alternative fuel and waste processing applications. Any inability to efficiently scale or upgrade our existing facility, or any capacity constraints arising from operational disruptions, may adversely affect our ability to meet growing demand and execute our growth plans. Although we maintain safety protocols, preventive maintenance systems and operational controls, there can be no assurance that such measures will prevent all disruptions. Any material interruption in the operations of our manufacturing facility could materially and adversely affect our business, financial condition, results of operations, cash flows and future growth prospects. During the last three Fiscals and the stub period, we have not experienced any material adverse impact in relation to the above risk; however, there can be no assurance that such events will not occur in the future or that they will not adversely affect our business, financial condition, results of operations and cash flows.

26. Our contingent liabilities as stated in our Restated Consolidated Financial Statements could adversely affect our financial condition.

Below are the contingent liabilities, for the Fiscal ending March 31, 2026, March 31, 2025 and March 31, 2024 as disclosed in our Restated Consolidated Financial Statements in accordance with applicable accounting standards:

(₹ in lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
I. Contingent Liabilities			
(a) claims against the company not acknowledged as debt;	1.18	1.18	0.32
(b) guarantees excluding financial guarantees; and	-	-	-
(c) other money for which the company is contingently liable	-	-	-
II. Commitments			
(a) estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
(b) uncalled liability on shares and other investments partly paid	-	-	-
(c) other commitments	-	-	-

Notes to Contingent Liabilities:

Income Tax demand for AY 2017-18 u/s 143(1)(a) of Income Tax Act, 1961 is made on the company. The demand is on account of reduction of losses allowed to be carried forward. Amount involved is ₹ 16,990 and accrued interest of ₹ 15,379.

Demand under Central Goods and Service Act, 2017 is raised on 06/05/2024 u/s 129(1) wherein the penalty amount involved for CGST amounts to ₹ 42,660 and SGST amounts to ₹ 42,660.

For further details of the contingent liabilities and commitments of our Company as on March 31, 2026, March 31, 2025 and March 31, 2024, see *"Restated Financial Information"* on page 267 of this Draft Red Herring Prospectus. If a significant portion of these liabilities materialize, fully or partly, it could have an effect on our results of operations and financial condition. Further, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

27. Our manufacturing operations are dependent on the availability of uninterrupted and cost-effective power supply, and any significant disruption in power availability or increase in power costs may adversely affect our operations and profitability.

Our manufacturing operations are dependent upon the continuous availability of electrical power for operation of machinery and equipment, lighting, quality control processes, and other manufacturing functions at our facility located at Survey No. 708-B, 8-86/11 Devaryamjal Village, Shamirpet Mandal; Medchal–Malkajgiri Hyderabad - 500078; Telangana, India. Any interruption, inadequacy or failure in power supply may adversely affect our ability to maintain production schedules and operational efficiency. We primarily depend upon external electricity supply for our manufacturing operations.

Power supply disruptions may occur due to grid failures, transmission interruptions, equipment failures, adverse weather conditions, natural disasters, maintenance shutdowns, fuel shortages, regulatory restrictions or other factors beyond our control. Any prolonged interruption in power supply may result in production downtime, delays in operations. Our company does not maintain power back-up instead relies on hiring of diesel generator sets on an hourly rental basis to ensure continuity of plant operations. Such arrangements are made only during major power shutdowns, and our company do not maintain any diesel generator sets on a permanent rental basis. Further in order to ensure continuous supply of power we are proposing to purchase diesel generator from Proceeds of the fresh issue. For further details please see *"Objects of the Offer"* on page 95. Any increase in electricity tariffs, fuel prices, power distribution charges or other energy-related costs may increase our operating expenses. There can be no assurance that we will be able to pass on such increased costs to customers without affecting demand for our products or our competitive position.

During the last three Fiscals we have not experienced any material disruption due to power supply issues; however, there can be no assurance that such disruptions, inadequacy of backup arrangements or increase in power costs will not arise in the future. Accordingly, any significant disruption in power availability, inadequacy of backup power arrangements or increase in power and energy costs may materially and adversely affect our business, financial condition, results of operations and future growth prospects.

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

While we maintain insurance coverage, in amounts which we believe are commercially appropriate, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable and in the event of severe damage to our business. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an effect on our business, results of operations, financial condition and cash flows.

In addition, in the future, we may not be able to maintain insurance of the types or at levels which we deem necessary or adequate or at rates which we consider reasonable. The occurrence of an event for which we are not adequately or sufficiently insured or the successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have an effect on our business, results of operations, financial condition and cash flows.

During the last three Fiscals, we have not experienced any material adverse impact in relation to the above risk; however, there can be no assurance that such events will not occur in the future or that they will not adversely affect our business, financial condition, results of operations and cash flows. Accordingly, if we suffer a significant uninsured loss, a loss exceeding the limits of our insurance coverage or a loss for which insurance claims are not honoured fully or in a timely manner, our business, financial condition, results of operations, cash flows and future growth prospects may be materially and adversely affected.

29. *If we fail to maintain an effective system of internal controls, we may not be able to successfully manage, or accurately report, our financial risks.*

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions.

There can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may adversely impact our ability to accurately report, or successfully manage, our financial risks, and to avoid fraud, each of which may have an adverse effect on our business, financial condition, results of operations and cash flows.

30. Information relating to historical installed capacity of our manufacturing facility included in this Draft Red herring Prospectus is based on various assumptions and estimates and our future production and capacity utilization may vary.

Information relating to our historical installed capacity of our manufacturing facility included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management and independent chartered engineer, namely, Axium Valuation Services LLP, Chartered Engineer, including proposed operations, assumptions relating to availability and quality of raw materials, potential utilization levels and operational efficiencies.

For further information, see *"Our Business– Installed Capacity and Capacity utilization"* beginning on page 202. Actual and future manufacturing volumes and capacity utilization rates may differ significantly from the estimated production capacities of our manufacturing facility. Undue reliance should therefore not be placed on the information relating to our installed capacities or historical capacity utilization of our manufacturing facility included in this Draft Red Herring Prospectus.

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

31. *Our business operations are dependent on certain leased premises, including our registered office, and manufacturing facility and any inability to renew, maintain or continue such arrangements may adversely affect our business, results of operations and financial condition.*

We operate from certain premises that have been taken on lease including our registered office and manufacturing facility. The lease period for certain of these premises is limited and is subject to renewal upon expiry. If any of the existing lease arrangements are terminated, not renewed, renewed on less favourable terms or otherwise become unavailable, we may be required to identify and secure alternative premises. There can be no assurance that suitable alternative premises will be available in a timely manner, on commercially acceptable terms, at comparable locations or with similar infrastructure and operational suitability. Any relocation may involve additional costs, operational disruptions, shifting expenses, loss of business continuity and delays in administrative functions.

In addition, lease arrangements are subject to compliance with applicable legal and regulatory requirements, including execution, registration and payment of applicable stamp duty, where required. Any dispute relating to ownership, possession, title, renewal, interpretation or enforceability of such arrangements may adversely affect our ability to continue occupying or using the relevant premises. Any unforeseen circumstances, including disputes with lessors, changes in ownership of the premises, non-renewal of arrangements, regulatory restrictions or other factors beyond our control, may adversely affect our ability to continue operating from such locations. During the last three Fiscals and the current Fiscal, we have not experienced any material disruption to our

business arising from non-renewal or termination of lease arrangements; however, there can be no assurance that such disruptions will not arise in the future. Accordingly, any inability to renew, maintain or continue our lease arrangements, or to secure alternative premises on commercially acceptable terms, may materially and adversely affect our business, financial condition, results of operations and future growth prospects.

32. Certain sections of this Draft Red Herring Prospectus disclose information from the Mordor Intelligence Report which has been commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the "***Custom Report- India Alternate Fuel and Raw Materials (AFR) Firing Systems Market*** which covers the study period from 2026-2031, with 2025 as the base year prepared and issued by Mordor Intelligence Private Limited ("**Mordor Intelligence**") (the "**Mordor Intelligence Report**"), which has been exclusively commissioned and paid for by our Company in connection with the Offer. Mordor Intelligence is an independent agency which has no relationship with our Company, our Promoters, Promoter Group and any of our directors or KMPs or SMPs.

Further, Mordor Intelligence Report is prepared based on information on specific dates and may no longer be current or reflect current trends. Certain information in this Report is subject to limitations and is also based on estimates, projections, forecasts and assumptions that may prove to be incorrect. Industry sources do not guarantee the accuracy, adequacy or completeness of the data. The Mordor Intelligence Report uses certain methodologies for market sizing and forecasting. Furthermore, the Mordor Intelligence Report is not a recommendation to invest/ disinvest in any company covered in the Mordor Intelligence Report. Accordingly, Investors should not place undue reliance on or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the Mordor Intelligence Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the Mordor Intelligence Report before making any investment decision regarding the Offer. For further details, see "***Industry Overview***" on page 125 of this Draft Red Herring Prospectus.

33. We operate in competitive markets and face competition from established and emerging players, which may adversely affect our business, results of operations and financial condition.

We operate in the market for engineered Alternative Fuel and Raw Material ("AFR") systems and Bulk Material Handling ("BMH") solutions, primarily for the cement industry. We face competition from established engineering companies, equipment manufacturers, system integrators and other domestic and international players. Competition may be based on factors including technical capabilities, product quality, customisation, project execution capabilities, pricing, delivery timelines, customer relationships and after-sales service.

Some of our competitors may have greater financial resources, manufacturing capabilities, technical expertise, established customer relationships and brand recognition than us. Increased competition may result in pricing pressure, lower margins, reduced order volumes or loss of customers. Further, our inability to continuously enhance our engineering capabilities, respond to changing customer requirements or secure new orders on commercially favourable terms may adversely affect our market position.

There can be no assurance that we will be able to compete effectively with existing or new competitors. Any inability to maintain our competitive position, secure new orders or retain existing customers could adversely affect our business, results of operations, cash flows and financial condition.

34. Absence of comparable publicly listed companies may adversely affect investor perception, valuation, and marketability of Our Securities.

There are currently no publicly listed companies that are directly comparable to us in terms of our business model, product and service offerings, market positioning, or operational scale within the engineering and industrial equipment industry focusing on Alternative Fuel and Raw Material (AFR) Systems and Bulk Material Handling

(BMH) Systems. The absence of such comparable listed entities may adversely affect the ability of prospective investors, financial analysts, and other market participants to accurately assess our business, competitive positioning, financial performance, and growth prospects.

In the absence of directly comparable peers, investors may face increased uncertainty when evaluating our valuation metrics, risk profile, and overall investment potential. This may result in reduced market confidence, diminished demand for our securities (in the event of a public offering), increased volatility in the market price of our securities, and potentially an undervaluation relative to our intrinsic or fair market value. Additionally, the lack of industry benchmarks may hinder the ability of investors to make informed comparisons, thereby impairing the liquidity and broader marketability of our securities.

35. *Our success depends largely upon the knowledge and experience of our Promoters.*

Our Company has a strong management team with experience in the industrial engineering and environmental solutions. Our Promoters Mr. Bhaskar J, Mr. S Saravanan, Mr. E Surendra Babu and Mr. B Prabakaran have experience in engineering, industrial manufacturing, operations management and business development. They have built and led a dedicated team, fostering a culture of operational efficiency, product development, quality control and customer-centricity. Our Promoters have been involved in functions of the Company such as manufacturing operations, procurement, administration, finance, product development and business strategy. Operational excellence has been our priority with a focus on maximizing efficiency, profitability and customer satisfaction. Our Company also depends on the management skills and guidance of our Promoters for marketing and growth of our business. Our Promoters, along with our management team, who form an integral part of our Company, have over the years-built relations with suppliers and customers. Our future performance will depend largely on our ability to retain the continued service of our management team.

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

After the completion of the Offer, our Promoters and Promoter Group are expected to hold [●] % of our outstanding Equity Shares. Further, the involvement of our Promoters in our operations, including through strategy, direction, supplier relationships, dealer relationships and customer relationships has been integral to our development and business and the loss of any of our Promoters may have a material adverse effect on our business and prospects.

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

37. *We have entered, and will continue to enter, into related party transactions which may involve conflicts of interest. Further, our Promoters who are also Directors may have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.*

We have in the past entered into certain related party transactions with our Promoters who are also Directors and/or entities in which such persons are interested. Further, our Promoters and Directors have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits. For further details in relation to our related party transactions for Fiscals 2026, 2025 and 2024, see *"Summary of Related Party Transactions"* and *"Other Financial Information – Related Party Transactions"* on pages 67 and 268 respectively. For further details in relation to interest of our directors, and Key Managerial Personnel, see *"Our Management – Interest of*

Directors" and *"Our Management – Interest of Key Managerial Personnel and Senior Management"* on pages 241 and 241 respectively. While we believe that all such related party transactions for the Fiscals 2026, 2025 and 2024 have been conducted on an arm's length basis and were not prejudicial to our interests in accordance with the Companies Act, 2013 and applicable law, we may enter into related party transactions in the future which will be subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, 2013 and the SEBI LODR Regulations. We cannot assure you that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition, cash flows and results of operations or that we could not have achieved more favourable terms if such transactions had not been entered into with related parties. Such future related party transactions may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such future transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, financial condition, cash flows and results of operations.

38. *The average cost of acquisition of Equity Shares by our Promoters and Selling Shareholders could be lower than the Offer price determined in consultation with Book Running Lead Manager in accordance with the SEBI ICDR Regulations.*

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

S. No.	Name of the Promoter	Type of Selling Shareholders	Equity shareholding as on the date of this Draft Red Herring Prospectus	Average cost of Acquisition per Equity Share (in ₹) *
1.	Bhaskar J	Promoter Selling Shareholder	22,00,000	0.92
2.	S Saravanan		22,00,000	0.92
3.	E Surendra Babu		22,00,000	0.92
4.	B Prabakaran		22,00,000	0.92

39. *Certain of our Directors do not have experience in serving on the board of directors of a listed company in India, which could adversely affect our business.*

Certain of our Directors do not have experience in serving on the board of directors of a listed company in India. For further details, see "*Our Management*" on page 241. Their limited experience in dealing with the increasingly complex laws pertaining to listed companies could be a disadvantage to our business in that it is likely that an increasing amount of their time may be devoted to these activities which will result in less time being devoted to the management and growth of our business.

40. Our Company has issued Equity Shares during the preceding one year at a price that may be below the Offer Price.

In the preceding one year from the date of this Draft Red Herring Prospectus, our Company has issued Equity Shares at a price that may be lower than the Offer Price. The price at which Equity Shares have been issued by our Company in the preceding one year is not indicative of the price at which they will be issued or traded after listing. For details on such allotments, see "*Capital Structure*" on page 79.

41. *We have in the past entered into related party transactions and may continue to do so in the future*

We have entered into and may in the course of our business continue to enter into transactions specified in the Restated Financial Information contained in this Draft Red Herring Prospectus with related parties that include our Promoters, Directors and their relatives. For further details in relation to our related party transactions, see *"Related Party Transactions"* on page 67. While we believe that all such transactions have been conducted on an arm's length basis and in the ordinary course of business and as per the Companies Act, 2013 and other applicable laws, there can be no assurance that we could not have achieved more favorable terms. Furthermore, it is likely that we may enter into related party transactions in the future. Further, we hereby confirm that all related party

transactions in the future shall be done in an arm length basis in compliance with Companies Act and other applicable laws.

There can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our financial condition and results of operations.

42. *We have issued specified securities during the preceding 12 months from the date of this Draft Red Herring Prospectus at a price which may be below the Offer Price.*

We have issued specified securities in the last 12 months at a price which may be lower than the lower Offer Price. For further details see "*Capital Structure*" on page 79. The prices at which Equity Shares were issued by us in the past year should not be taken to be indicative of the Price Band, Offer Price and the trading price of our Equity Shares after listing.

43. *Any disruption in transportation, shipping, customs clearance, logistics networks or utility infrastructure may adversely affect our operations.*

Our business depends on the efficient movement of components from suppliers to our manufacturing facility and the timely distribution of systems to our customers. Accordingly, our operations are exposed to risks associated with transportation networks, logistics infrastructure and customs procedures. Certain components used in our system are sourced from overseas suppliers and therefore depend on international shipping routes, customs clearance processes, port infrastructure and freight service providers. Any disruption arising from shipping delays, container shortages, port congestion, customs inspections, import restrictions, geopolitical events, labour disputes or changes in regulatory requirements may delay the availability of critical components required for production.

Our domestic operations are similarly dependent on third-party logistics providers and transportation infrastructure for movement of raw materials and components. Any disruption caused by fuel shortages, transportation bottlenecks, strikes, accidents, adverse weather conditions, natural disasters or regulatory restrictions may adversely affect dealer supplies and customer deliveries. In addition, our manufacturing operations require uninterrupted access to electricity, water, internet connectivity and other utility infrastructure. Any prolonged disruption in utility services may affect production activities, testing processes, inventory management systems and dispatch schedules. As our manufacturing facility is concentrated at a single location, any utility-related disruption may have a direct impact on our operations.

Any significant disruption in transportation, logistics, customs clearance or utility infrastructure may result in delays in procurement, production interruptions, increased operating costs, delayed deliveries, reduced customer satisfaction and adverse impact on our business, financial condition, results of operations and cash flows. However, during the last three Fiscals and the stub period, we have not experienced any material adverse impact in relation to the above risk; however, there can be no assurance that such events will not occur in the future or that they will not adversely affect our business, financial condition, results of operations and cash flows.

44. We are dependent on information technology systems, including SOLIDWORKS and SolutionOne ERP, and any disruption or failure of these systems could adversely affect our operations.

Our Company uses SOLIDWORKS Professional 2021 (standalone license) for design and engineering, and SolutionOne ERP (Version 1.411) for managing key business functions, including production planning, inventory and warehouse management, purchase management, sales and order processing, MRP, quality management, vendor and customer management, financial integration, and MIS reporting. We have an Annual Maintenance Contract (AMC) with our ERP service provider for its support and maintenance.

Any failure, malfunction, cyber-attack, or disruption of these systems could impair our design, production, procurement, and reporting capabilities, and adversely affect our operations. We cannot assure you that our AMC will be renewed on favourable terms, or that our SOLIDWORKS license will continue to be supported or

upgraded by the vendor. Any migration to alternative systems may involve significant cost, time and disruption. Such events could adversely affect our business, results of operations and financial condition.

45. There is no monitoring agency appointed by Our Company to monitor the utilization of the Issue proceeds and deployment of the Issue is entirely at the discretion of the issuer.

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹ 5,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds and because of such, deployment of the Issue is entirely at the discretion of the issuer. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

46. Our exposure to fluctuations in foreign exchange rates may adversely affect our financial condition, cash flows and results of operations.

We undertake export activities and have supplied and commissioned our engineering systems for customers located outside India, including Bangladesh, the United Arab Emirates and Mexico. We have also received an export purchase order from Morocco for a Solid Alternative Fuel system. Further, certain specialised equipment and bought-out components required for our projects are procured from international suppliers. Accordingly, our business is exposed to fluctuations in foreign exchange rates arising from foreign currency denominated receivables and payables.

Any adverse movement in exchange rates between the date of entering into a contract and the date of receipt of export proceeds or payment to overseas suppliers may increase our costs or reduce the value of our revenues and margins when translated into Indian Rupees. Such fluctuations may also affect the cost of imported equipment and components used in our projects. The impact of foreign exchange movements may be more significant for projects having longer execution and payment cycles. We may not be able to fully pass on such increased costs to our customers or recover any adverse foreign exchange impact under the terms of our contracts.

Further, as we seek to expand our presence in international markets, our exposure to foreign currency transactions may increase. Any significant and adverse fluctuation in foreign exchange rates could therefore have an adverse effect on our business, financial condition, cash flows and results of operations.

47. Any failure to maintain effective quality control standards in our manufacturing and project execution processes could adversely affect our business, reputation and results of operations.

Our business involves the design, fabrication, assembly, inspection, testing, installation and commissioning of specialised AFR and BMH systems. Any defects or deficiencies in raw materials, bought-out components, manufacturing processes or outsourced activities may result in rework, project delays, additional costs, customer claims or rejection of equipment. Although we follow quality control procedures and have an ISO 9001:2015 certified quality management system, there can be no assurance that all quality issues will be identified or prevented. Any significant quality failure could adversely affect our business, reputation, financial condition and results of operations. During the last three Fiscals and the current Fiscal, we have not experienced any material disruption to our business arising from non-renewal or termination of lease arrangements; however, there can be no assurance that such disruptions will not arise in the future.

48. Impairment of Goodwill May Adversely Affect Our Financial Condition and Results of Operations

Any deterioration in the performance of our business or the business of any acquired entity, adverse market or economic conditions, changes in the regulatory environment, or other relevant factors may require us to perform an interim goodwill impairment analysis. If the fair value of a reporting unit were determined to be less than its carrying amount, we would be required to recognize an impairment charge, which could have a material adverse effect on our financial condition, results of operations, and prospects. Furthermore, any future acquisitions could result in the recognition of additional goodwill, thereby increasing the potential for future impairment charges.

There can be no assurance that we will not be required to record additional impairment losses related to goodwill in future periods. Any such impairment could materially impact our reported earnings and shareholders' equity and may result in volatility in the trading price of our equity securities. Further for the past three financial years company, our company has not recognised goodwill in the financial statement. During the last three Fiscals and the current Fiscal, we have not experienced any material disruption to our business arising from non-renewal or termination of lease arrangements; however, there can be no assurance that such disruptions will not arise in the future.

49. The requirements of being a public listed company may strain our resources and impose additional requirements.

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we were not required to incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations.

There can be no assurance that we will be able to satisfy our reporting obligations. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange, if any, could lead to imposition of penalties, including suspension of trading in shares of the Company.

50. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, our ability to pay dividends may also be restricted by the terms of financing arrangements that we may enter into. Dividends distributed by us may also attract taxes at rates applicable from time to time. We cannot assure you that we will be able to pay dividends in the future. For further details, see *"Dividend Policy"* on page 266.

51. We have presented certain supplemental information of our performance and liquidity which is not prepared under or required under AS.

This Draft Red Herring Prospectus includes our Net Asset Value per Equity Share, EBITDA, EBITDA Margin, Capital Employed, Return on Capital Employed, Debt to Equity Ratio, Net Debt to Equity Ratio and Net Worth (collectively "**Non-GAAP Measures**") and certain other industry measures related to our operations and financial performance, which are supplemental measures of our performance and liquidity and are not required by, or presented in accordance with, AS, IFRS or U.S. GAAP. For further details in relation to reconciliation of Non-GAAP Measures, see "*Other Financial Information*" on page 268. Further, these Non-GAAP Measures and industry measures are not a measurement of our financial performance or liquidity under AS, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with AS, IFRS or U.S. GAAP. In addition, such Non-GAAP Measures and industry measures are not standardized terms, and may vary from any standard methodology that is applicable across the Indian financial services industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies, and hence a direct comparison of these Non-GAAP Measures and industry measures between companies may not be possible. Other companies may calculate these

Non-GAAP Measures and industry measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures and industry 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. These Non-GAAP Measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by AS and may not be comparable to similarly titled measures presented by other companies.

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

Our Restated Financial Information are derived from our Audited Financial Statements for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, prepared in accordance with Indian GAAP, and all restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act, SEBI ICDR Regulations, and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI. Indian GAAP differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. We have not attempted to quantify the impact of U.S. GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP, IFRS or any other accounting principles. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Restated Financial Information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

53. After this Offer, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop

The price of the Equity Shares on the Stock Exchange may fluctuate as a result of the factors, including:

- Volatility in the Indian and global capital market;
- Company's results of operations and financial performance;
- Performance of Company's competitors,
- Adverse media reports on Company or pertaining to our Industry;
- Changes in our estimates of performance or recommendations by financial analysts;
- Significant developments in India's economic and fiscal policies; and
- Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Offer. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Offer or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Offer.

54. Delay in raising funds from the IPO could adversely impact the implementation schedule

The proposed fund requirement, for working capital requirement, general corporate purposes and Offer expenses, primarily, as detailed in the chapter titled *"Objects of the Offer"* beginning on page 95 is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Offer proceeds may delay the implementation schedule. We, therefore, cannot assure that we would be able to execute our future plans/strategy within the estimated time frame.

55. The Offer price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the offer price and you may not be able to Sell your Equity Shares at or above the offer Price

The Offer Price of our Equity Shares has been determined by book building method. This price is be based on numerous factors (For further information, please refer chapter titled *"Basis for Offer Price"* beginning on page 114 of this Draft Red Herring Prospectus) and may not be indicative of the market price of our Equity Shares after the Offer. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and 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. Among the factors that could affect our share price include without limitation. The following:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

External Risk Factors

56. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and 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, cash flows or financial condition. 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.

57. If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our customers 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 transportation, wages, raw materials and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our customers. 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.

58. Political, economic or other factors that are beyond our control may have an adverse effect on our business, cash flows 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 advertising services may be adversely affected by an economic downturn in domestic, regional and global

economies. Our results of operations are significantly affected by factors influencing the Indian economy. Economic growth in India is affected by various factors including:

- domestic consumption and savings, and prevailing income conditions among consumers and corporations in India;
- any increase in Indian interest rates or inflation;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- any downgrading of India's debt rating by a domestic or international rating agency;
- financial instability in financial markets;
- global economic uncertainty and liquidity crisis and volatility in exchange currency rates; and
- other significant regulatory or economic developments in or affecting India or its electric vehicles industry.

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

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, our future financial performance and the prices of the Equity Shares.

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

The Competition Act, 2002, of India, as amended ("**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India to regulate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties.

Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the Competition Commission of India has extraterritorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We do not have any outstanding notices in relation to non-compliance with the Competition Act or the agreements entered into by us.

On April 11, 2023, the Competition (Amendment) Bill 2023 received the assent of the President of India to become the Competition (Amendment) Act, 2023 (the "**Competition Amendment Act**"), amending the Competition Act. The 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. Subsequently, the Competition Commission of India (Combinations) Regulations, 2024 was introduced by the CCI with effect from September 10, 2024, providing for a more stringent legal framework for regulating mergers and acquisitions, with a specific focus on major transactions in the digital domain.

However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the Competition Commission of India, or any adverse publicity that may be generated due to scrutiny or prosecution by the Competition Commission of India or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business and cash flows.

61. *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 is evolving and subject to change. The Government of India ("GoI") may implement new laws or other regulations and policies that could affect hyperlocal commerce in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licences from the government and other regulatory bodies, or impose onerous requirements. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition, cash flows and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

For instance, the Digital Personal Data Protection Act, 2023 ("DPDP Act") which has received the assent of the President on August 11, 2023, provides for personal data protection and privacy of individuals, regulates cross border data transfer, and provides several exemptions for personal data processing by the Government. It also provides for the establishment of a Data Protection Board of India for taking remedial actions and imposing penalties for breach of the provisions of the DPDP Act. It imposes restrictions and obligations on data fiduciaries, resulting from dealing with personal data and further, provides for levy of penalties for breach of obligations prescribed under the DPDP Act. The enactment of the DPDP Act introduces stricter data protection norms for companies in India, which may result in additional costs incurred to ensure compliance. On January 3, 2025, the Ministry of Electronics and Information Technology released the draft Digital Personal Data Protection Rules, 2025 ("DPDP Rules"), for public consultation, which, once enacted, shall enforce the provisions of the DPDP Act. Following this, it notified the DPDP Rules on November 13, 2025 and set out an implementation timeline for the DPDP Act and the DPDP Rules (together, "DPDP Framework") over an 18-month period starting from November 2025. Provisions pertaining to the setting up of the administrative machinery for implementing the DPDP Framework (such as those on the Data Protection Board of India) are in force as of 13 November 2025, and the provisions in relation to registration and obligations of consent managers will come into force by November 2026. The Government has however provided an 18-month timeline (i.e., May 2027) for entities to comply with the substantive compliances of the DPDP Framework.

The GoI has notified as being in effect from November 21, 2025, the (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 ("Labour Codes"), which consolidate, subsume and replace numerous existing central labor legislations. The stated objective of the Labour Codes is to consolidate 29 key Central legislations into four comprehensive codes, each pertaining to a specific category of employment laws, namely, laws relating to employee wages; health, safety and working conditions; social security; and industrial relations. The Labour Codes look to bring about a unified and progressive labor law regime that focusses on ease of doing business by ensuring consistency in definitions, simplification of compliances, and mindful enforcement. Further, the GoI has also notified the Industrial Relations (Central) Rules, 2026, Code on Wages (Central) Rules, 2026, Code on Social Security (Central) Rules, 2026 on May 8, 2026 and the Occupational Safety, Health and Working Conditions (Central) Rules, 2026 on May 9, 2026. While the rules for implementation under these codes have not been finalized, as an immediate consequence, the coming into force of these codes could increase the financial burden on our Company, which may adversely affect our profitability. For instance, under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as may be notified by the Central Government) of their total remuneration in

the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees' provident fund.

In addition, the Government of India has introduced The Bharatiya Nyaya (Second) Sanhita, 2023, Bharatiya Nagarik Suraksha Sanhita, 2023 and Bharatiya Sakshya Adhiniyam, 2023, which have replaced the Indian Penal Code, 1860, Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively. The Government has deferred the effective date of implementation of the respective Labor Codes, which shall come into force from such dates as may be notified. While the rules for implementation under these codes have not been finalized, the coming into force of these codes could increase the financial burden on our Company, which may adversely impact our business and profitability.

Unfavourable changes in the applicability, implementation, or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition, cash flows and prospects. Uncertainty in the application, 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 businesses in the future.

62. *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 exceptions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If a transfer of shares, which are sought to be transferred, is not in compliance with such requirements and fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. 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. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or conditions or at all. For further information, see "Restrictions on Foreign Ownership of Indian Securities" on page 358.

63. *Investors may have difficulty enforcing foreign judgments in India against us or our management.*

Our Company is incorporated under the laws of India. Our Company's assets are located in India and all of our Company's Directors, Key Managerial Personnel and Senior Management Personnel are residents of India. As a

result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. The United Kingdom, Singapore, United Arab Emirates, and Hong Kong have been declared by the GoI to be reciprocating territories for purposes of Section 44A of the Civil Procedure Code. Section 44A of the Civil Procedure Code provides that where a foreign judgement has been rendered by a superior court, within the meaning of such section, in any country or territory outside of India which the GoI has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgement had been rendered by the relevant court in India. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties. A judgement of a court of a country which is not a reciprocating territory may be enforced in India only by a suit on the judgement under Section 13 of the Civil Procedure Code, and not by proceedings in execution. Under the Civil Procedure Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgement, presume that the judgement was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the Civil Procedure Code, such presumption may be displaced by proving that the court did not have jurisdiction. The Civil Procedure Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties.

Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. A final judgement for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgement in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. Any such suit must be brought in India within three years from the date of the judgement in the same manner as any other suit filed to enforce a civil liability in India.

However, the party in whose favor such final judgement is rendered may bring a new suit in a competent court in India based on a final judgement that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgement. It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action were brought in India. Moreover, it is unlikely that an Indian court will award damages to the extent awarded in a final judgement rendered outside India if it believes that the number of damages awarded were excessive or inconsistent with public policy or Indian law. In addition, any person seeking to enforce a foreign judgement in India is required to obtain the prior approval of the RBI under the FEMA to execute such a judgement or to repatriate any amount recovered.

64. Rights of shareholders of companies under Indian laws 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 widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face more challenges in asserting their rights as shareholders in an Indian company than as shareholders of an entity in another jurisdiction.

65. *Investors may be subject to Indian taxes arising out of income arising from distribution of dividend and sale of the Equity Shares.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. 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 gains made upon the sale of the Equity Shares. The Finance Act, 2019 has 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 certain securities, other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Further, the Finance Act, 2021, which followed, removed the requirement for DDT to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. We 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.

The GoI enacted the Income-tax Act, 2025 and the Income Tax Rules, 2026 which came into effect on April 1, 2026, repealing and replacing the erstwhile Income Tax Act, 1961 and the Income Tax Rules, 1962, respectively. Additionally, the GoI announced the Union Budget for Fiscal 2027, pursuant to which the Finance Act, 2026 has been enacted. We have not fully determined the impact of these recent and proposed laws and regulations on our business. We cannot predict whether any amendments would have an adverse effect on our business, financial condition and results of operations. Unfavorable changes in or existing interpretations, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations, could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing 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.

Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition, cash flows and prospects. Uncertainty in the application, 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 businesses in the future.

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

Our revenue from operations and profit after tax for Financial Year 2026 were ₹ 5,649.35 Lakhs and ₹ 783.10 Lakhs, respectively. Our market capitalization to revenue from operations for Financial Year 2026 multiple is [●] times at the upper end of the Price Band and [●] times at the lower end of the Price Band, and our price to earnings ratio multiple for Financial Year 2026 is [●] times at the upper end of the Price Band and [●] times at the lower end of the Price Band. Further, our price to earnings ratio and market capitalization to revenue from operations at the Offer Price is [●] and [●] times, respectively. The Offer Price, multiples and ratios may not be indicative of the market price of our Company on listing or thereafter. The relevant financial parameters on which the Price Band would be determined shall be disclosed in the advertisement that would be issued for publication of the Price Band.

Any valuation exercise undertaken by us for the purposes of the Issue is not based on a benchmark against our industry peers. The relevant financial parameters on which the Price Band will be determined will be disclosed in the advertisement that will be issued for the publication of the Price Band.

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

67. *Our Company's Equity Shares have never been publicly traded, and this Issue may not result in an active or liquid market for our Equity Shares.*

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market for our Equity Shares may not develop. Listing and quotation does not guarantee that a market for our Equity Shares will develop, or if developed, the liquidity of such market for our Equity Shares. The Offer Price of our Equity Shares has been determined through a book-building process and will be based on numerous factors, including factors as described under "*Basis for Offer Price*" on page 114, and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter.

The market price of our Equity Shares may be subject to significant fluctuations in response to, among other factors:

- Half-yearly variations in our results of operations;
- results of operations that vary from the expectations of research analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- conditions in financial markets, including those outside India;
- a change in research analysts' recommendations;
- announcements by us or our competitors of new products, significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or government entities of significant claims or proceedings against us;
- new laws and government regulations or changes in laws and government regulations applicable to our industry;
- additions or departures of Key Managerial Personnel and Senior Management;
- general economic and stock market conditions; and
- changes in relation to any of the factors listed above could affect the price of our Equity Shares.

Consequently, the price of our Equity Shares may be volatile, and you may be unable to re-sell your Equity Shares at or above the Offer Price, or at all. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

68. *Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares and dividends paid on the Equity Shares.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. A securities transaction tax ("STT") is levied on equity shares sold on recognised stock exchange. Any capital gain exceeding ₹125,000, realised on the sale of 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 rate of 12.5% (plus applicable surcharge and cess). This beneficial rate is, among others, subject to payment of STT. Further, any gain realised on the sale

of Equity Shares held for more than 12 months, which are sold using any platform other than a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 12.5% (plus applicable surcharge and cess).

Further, any capital gains realised on the sale of 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. Such gains will be subject to tax at the rate of 20% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident 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 stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in our Equity Shares. Any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. We may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

69. *QIBs, Non-Institutional Bidders and Individual 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 submitting a Bid.*

Pursuant to the SEBI ICDR Regulations, QIBs, Non-Institutional Bidders and Individual 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 submitting a Bid. While we are required to complete Allotment, listing and commencement of trading pursuant to the Offer within three (3) Working Days from the Bid/ Offer Closing Date, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows and financial condition may arise between the date of submission of the Bid and Allotment, listing and commencement of trading. We may complete the Allotment, listing and commencement of trading of our Equity Shares even if such events occur and such events may limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Offer or may cause the trading price of our Equity Shares to decline on listing.

70. Future issuances or sales of Equity Shares, or convertible securities or other equity-linked securities could adversely affect the trading price of the Equity Shares.

Our future issuances of Equity Shares, convertible securities or securities linked to the Equity Shares by us (including under employee stock option plans) or the disposal of Equity Shares by our Promoter or any of our other principal 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 significantly affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber the Equity Shares. Any future issuances could also dilute the value of your investment in our Company.

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

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

72. We are subject to risks arising from interest rate fluctuations, which could adversely impact our business, financial condition and operating results.

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for future borrowings increase significantly, our cost of servicing such debt will increase. This may negatively impact our results of operations, planned capital expenditures and cash flows.

73. *Fluctuation in the exchange rate of the Indian Rupee and other currencies could have an adverse effect on the value of our Equity Shares, independent of our operating results.*

Subject to requisite approvals, on listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends, if declared, in respect of our Equity Shares will be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in exchange rates during the time that it takes to undertake such conversion and repatriation transaction charges incurred, if any, may reduce the net dividend to such investors. 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.

The exchange rate of the Indian Rupee has changed substantially in the last two decades and could fluctuate substantially in the future, which may have an adverse effect on the value of the Equity Shares and returns from the Equity Shares, independent of our operating results.

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

Subject to requisite approvals, the Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in 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 listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time period.

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

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges and the Securities and Exchange Board of India. These measures have been introduced to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market-based parameters such as high low-price variation, concentration of client accounts, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. A scrip is subject to GSM when the share price is not commensurate with the financial health and fundamentals of the company. Specific parameters for GSM include net worth, net fixed assets, PE, market capitalization and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

SECTION III - INTRODUCTION

THE OFFER

PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
Equity Shares Offered through Public Offer[(1)(2)]	Upto 37,40,000 Equity Shares aggregating to ₹ [●] Lakhs.
The Offer Consists of :	
Fresh Offer	Upto 30,00,000 Equity Shares aggregating to ₹ [●] Lakhs
Offer for sale[(6)]	Upto 7,40,000 Equity Shares aggregating to ₹ [●] Lakhs
Out of which:	
Offer Reserved for the Market Maker	[●] Equity Shares aggregating to ₹ [●] Lakhs.
Net Offer to the Public	Upto [●] Equity Shares aggregating to ₹ [●] Lakhs.
Out of which*	
A. QIB Portion[(4) (5)]	Not more than [●] Equity Shares aggregating up to ₹ [●] lakhs
Of which	
i. Anchor Investor Portion	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs
ii. Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs
Of which	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs
B. Non-Institutional Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
Of which*	
i. One-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs	Upto [●] Equity Shares for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs
ii. Two-third of the portion available to noninstitutional investors shall be reserved for applicants with application size of more than ₹10 lakhs	Upto [●] Equity Shares for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs
C. Individual Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
Pre and Post – Offer Equity Shares	
Equity Shares outstanding prior to the Offer	1,07,58,737 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Offer	Upto [●] Equity Shares of face value ₹ 10 each
Use of Net Proceeds by our Company	Please see the chapter titled *"Objects of the Offer"* on page 95 of this Draft Red Herring Prospectus.

** Subject to finalisation of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of Offer price.*

Notes:

1. *The Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Offer is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – Offer paid up equity share capital of our company are being offered to the public for subscription.*
2. *The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on* September 24*, 2026 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Annual General Meeting held on* September 24, 2026.

Each of the Promoter Selling Shareholder have, severally and not jointly, authorised and confirmed inclusion of their portion of the Offered Shares as part of the Offer for Sale, as set out below:

Promoter Selling Shareholder	Number of Offered Shares	Date of board resolution/ authorization	Date of consent letter
Mr. Bhaskar J	Up to 1,85,000	September 24, 2026	September 24, 2026
Mr. Prabakaran	Up to 1,85,000	September 24, 2026	September 24, 2026
Mr. S Saravanan	Up to 1,85,000	September 24, 2026	September 24, 2026
Mr. E Surendra Babu	Up to 1,85,000	September 24, 2026	September 24, 2026

3. *The SEBI ICDR Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025, permits the offer of securities to the public through the Book Building Process, which states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non- Institutional Portion. Subject to the availability of shares in non-institutional investors' category the, allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations 2018 read with SEBI ICDR (Amendment) Regulations, 2025. Not more than 50% of the Net Offer shall be allotted to QIBs, subject to valid Bids being received at or above the Offer Price.*

4. *Our Company, in consultation with BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors.*

   Forty per cent of the anchor investor portion, within the limits specified shall be reserved as under –

   (i) 33.33 per cent for domestic mutual funds; and

   (ii) 6.67 per cent for life insurance companies and pension funds:

   Any under-subscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations 2018

   In case of under-subscription or non- Allotment in the Anchor Investor Portion, the remaining Equity Shares will be added back to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. 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. For further information, see "Offer Procedure" on page no.334.

5. *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 of Bidders, as applicable, at the discretion of our Company and Selling Shareholders, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws. Undersubscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.*

6. *The Equity Shares being offered by the Promoter Selling Shareholders are eligible for being offered for sale as part of the Offer in terms of the SEBI ICDR Regulations. For details of authorizations received for the Offer, see "Other Regulatory and Statutory Disclosures" on page* 303.

   For details, including grounds for rejection of Bids, refer to "Offer Structure" and "Offer Procedure" on page 328 and 334, respectively. For details of the terms of the Offer, see "Terms of the Offer" on page 63.

SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Financial Information as on March 31, 2026, 2025and 2024. The Restated Financial Information referred to above is presented under the section titled "Financial Information" beginning on Page No. 267 of this Draft Red Herring Prospectus. The summary of financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and the chapters titled "Financial Information" and "Management's Discussion and Analysis of Financial Position and Results of Operations" beginning on Page Nos. 267 and 277, respectively of this Draft Red Herring Prospectus.

Sr. No.	Details	Page Number
1.	Summary of Financial Information	S-1 to S-3

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PH1 Industries Limited
(Formerly known as "PH1 Industries Private Limited")
(CIN: U28290TG2015PLC097503)

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED **ANNEXURE -** I

(₹ In Lakhs)

Sr. No.	Particulars	Annexure No.	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
	EQUITY AND LIABILITIES				
1)	**Shareholders Funds**				
	a. Share Capital	V	90.00	90.00	90.00
	b. Reserves & Surplus	VI	1,226.24	443.14	342.62
2)	**Non - Current Liabilities**				
	a. Long-term Borrowings	VII	92.82	154.28	0.27
	b. Deferred Tax Liabilities (Net)	VIII	-	-	-
	b. Long-term Provisions	VIII	64.07	56.91	44.35
3)	**Current Liabilities**				
	a. Short Term Borrowings	IX	966.74	485.81	514.76
	b. Trade Payables	X			
	- Due to Micro and Small Enterprises		594.94	249.97	89.04
	- Due to Other than Micro and Small Enterprises		469.21	440.16	577.38
	c. Other Current liabilities	XI	376.06	698.17	174.32
	d. Short Term Provisions	XII	278.05	31.36	3.91
	T O T A L		**4,158.13**	**2,649.80**	**1,836.65**
	ASSETS				
1)	**Non Current Assets**				
	a. Property, Plant & Equipment and Intangible Assets	XIII			
	- Property, Plant & Equipment		448.91	459.31	301.31
	- Intangible Assets		4.50	6.19	7.88
	b. Long Term Loans and Advances	XIV	331.46	204.55	164.19
	c. Deferred Tax Assets (Net)	XV	24.89	18.31	16.64
	d. Other Non-current Assets	XVI	27.44	25.39	13.67
2)	**Current Assets**				
	a. Inventories	XVII	998.68	723.49	253.41
	b. Trade Receivables	XVIII	970.44	385.92	470.28
	c. Cash and Bank Balances	XIX	407.72	302.45	62.97
	d. Short term loan and advances	XX	164.56	77.01	40.83
	e. Other current assets	XXI	779.53	447.18	505.47
	T O T A L		**4,158.13**	**2,649.80**	**1,836.65**

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to XLV)

For M S P R & Co.,
Chartered Accountants
FRN: 010152S

Sd/-

CA Teja Kiran P
Partnership
M.No. 263464
Place: Hyderabad
Date: 24th September 2026
UDIN: 26263464CPGZIA6959

For and on behalf of the Board of Directors of
PH1 Industries Limited

Sd/-	Sd/-
Saminathan Saravanan	**Surendra Babu Ellappa Raj**
(Managing Director)	(Managing Director)
DIN - 07074205	DIN - 07074257
Sd/-	Sd/-
Muralidhar Jampala	**Laxmikanth Tangudu**
(CFO)	(Company Secretary)

Place: Hyderabad
Date: 24th September 2026

PH1 Industries Limited
(Formerly known as "PH1 Industries Private Limited")
(CIN: U28290TG2015PLC097503)

STATEMENT OF PROFIT AND LOSS AS RESTATED **ANNEXURE -** II

(₹ In Lakhs)

Sr. No.	Particulars	Annexure No.	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
A	**INCOME**				
	Revenue from Operations	XXII	5,649.35	2,246.30	1,663.45
	Other Income	XXIII	48.00	49.89	25.43
	Total Income (A)		**5,697.35**	**2,296.19**	**1,688.88**
B	**EXPENDITURE**				
	Cost of material consumed	XXIV	3,036.32	1,235.81	883.67
	Direct expenses	XXV	554.93	360.88	207.29
	Changes in inventories of Work-in-Progress and Finished Goods	XXVI	5.15	(288.37)	(160.89)
	Employee benefits expense	XXVII	680.64	606.17	534.38
	Finance costs	XXVIII	150.79	105.03	72.96
	Depreciation and amortization expense	XXIX	59.69	34.87	15.44
	Other expenses	XXX	150.22	102.10	83.92
	Total Expenses (B)		**4,637.74**	**2,156.49**	**1,636.77**
C	**Profit before tax (A-B)**		**1,059.61**	**139.70**	**52.11**
D	**Tax Expense:**				
	(i) Current tax	XXXVII	283.09	40.85	18.81
	(ii) Deferred tax expenses/(credit)	XV	(6.58)	(1.67)	(1.05)
	Total Expenses (D)		**276.51**	**39.18**	**17.76**
E	**Profit for the year (C-D)**		**783.10**	**100.52**	**34.35**
F	**Earnings per share (Face value of ₹ 10/- each):**				
	i. Basic		7.91	1.02	0.35
	ii. Diluted		7.91	1.02	0.35

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to XLV)

For M S P R & Co.,
Chartered Accountants
FRN: 010152S

Sd/-

CA Teja Kiran P
Partnership
M.No. 263464
Place: Hyderabad
Date: 24th September 2026
UDIN: 26263464CPGZIA6959

For and on behalf of the Board of Directors of
PH1 Industries Limited

Sd/- Sd/-

Saminathan Saravanan
(Managing Director)
DIN - 07074205

Surendra Babu Ellappa Raj
(Managing Director)
DIN - 07074257

Sd/- Sd/-

Muralidhar Jampala
(CFO)
Place: Hyderabad
Date: 24th September 2026

Laxmikanth Tangudu
(Company Secretary)

PH1 Industries Limited
(Formerly known as "PH1 Industries Private Limited")
(CIN: U28290TG2015PLC097503)

STATEMENT OF CASH FLOW AS RESTATED **ANNEXURE -** III

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash Flow From Operating Activities:			
Net Profit before tax as per Profit And Loss A/c	1,059.61	139.70	52.11
Adjustments for:			
Interest Cost	119.42	85.33	63.90
Gratuity Provision	8.20	13.22	11.39
Interest Income	(42.32)	(30.20)	(22.08)
Unrealised Forex	(0.61)	(0.63)	-
Sundry balance written off / (written back)	(2.42)	-	0.34
Depreciation and Amortisation Expense	59.69	34.87	15.44
Operating Profit Before Working Capital Changes	**1,201.57**	**242.29**	**121.10**
Adjusted for (Increase)/Decrease in operating assets			
Inventories	(275.19)	(470.08)	(160.76)
Trade Receivables	(583.91)	84.99	351.41
Loans and Advances	(87.55)	(45.83)	(31.18)
Other Assets (Including Other Bank balances)	(417.91)	(206.87)	(277.48)
Adjusted for Increase/(Decrease) in operating liabilities:			
Trade Payables	376.44	23.71	196.58
Other Current Liabilities and Provisions	(340.58)	517.09	(345.56)
Cash Generated From Operations Before Taxes	**(127.13)**	**145.30**	**(145.89)**
Net Income Tax paid/ refunded	(37.44)	(4.41)	(28.45)
Net Cash Flow from/(used in) Operating Activities: (A)	**(164.57)**	**140.89**	**(174.34)**
Cash Flow from Investing Activities:			
Purchase of property, plant & equipment and intangible assets (including capital advances)	(47.60)	(190.49)	(23.61)
Sale of property, plant & equipment and intangible assets	-	-	-
Loans and Advances given to/repaid by Related parties	(126.91)	(41.05)	(113.50)
Interest Income	18.57	12.03	7.24
Net Cash Flow from/(used in) Investing Activities: (B)	**(155.94)**	**(219.51)**	**(129.87)**
Cash Flow from Financing Activities:			
Proceeds of Borrowings	909.03	338.06	462.42
Repayment of borrowings	(489.56)	(213.00)	(376.64)
Interest Cost Paid	(100.95)	(78.57)	(52.56)
Net Cash Flow from/(used in) Financing Activities (C)	**318.52**	**46.49**	**33.22**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(1.99)	(32.13)	(270.99)
Cash & Cash Equivalents as at Beginning of the Year	20.27	52.40	323.39
Cash & Cash Equivalents as at End of the Year	**18.28**	**20.27**	**52.40**
Components of Cash & Cash Equivalents as at end of the year			
Cash-in-hand	1.17	1.12	0.90
Balance with Bank	17.11	19.15	51.50
Total cash & cash equivalents at year end	**18.28**	**20.27**	**52.40**

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to XLV)

Note: The Cash Flow Statements has been prepared under Indirect Method as set out in Accounting Standard 3, 'Cash Flow Statements' notified under section 133 of the Companies Act, 2013.

For M S P R & Co.,
Chartered Accountants
FRN: 010152S

Sd/-

CA Teja Kiran P
Partnership
M.No. 263464
Place: Hyderabad
Date: 24th September 2026
UDIN: 26263464CPGZIA6959

For and on behalf of the Board of Directors of
PH1 Industries Limited

Sd/-

Saminathan Saravanan
(Managing Director)
DIN - 07074205

Sd/-

Muralidhar Jampala
(CFO)
Place: Hyderabad
Date: 24th September 2026

Sd/-

Surendra Babu Ellappa Raj
(Managing Director)
DIN - 07074257

Sd/-

Laxmikanth Tangudu
(Company Secretary)

SUMMARY OF CONTINGENT LIABILITIES

Following are the details as per the Restated Financial Information for the Financial Years ended on March 31, 2026, 2025 and 2024:

(₹ in lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
I. Contingent Liabilities			
(a) claims against the company not acknowledged as debt;	1.18	1.18	0.32
(b) guarantees excluding financial guarantees; and	-	-	-
(c) other money for which the company is contingently liable	-	-	-
II. Commitments			
(a) estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
(b) uncalled liability on shares and other investments partly paid	-	-	-
(c) other commitments	-	-	-

Notes to Contingent Liabilities:

Income Tax demand for AY 2017-18 u/s 143(1)(a) of Income Tax Act, 1961 is made on the company. The demand is on account of reduction of losses allowed to be carried forward. Amount involved is ₹ 16,990 and accrued interest of ₹ 15,379.

Demand under Central Goods and Service Act, 2017 is raised on 06/05/2024 u/s 129(1) wherein the penalty amount involved for CGST amounts to ₹ 42,660 and SGST amounts to ₹ 42,660.

For further details, please refer "*Annexure* – XXXVIII: *Details of Contingent Liabilities & Commitments as Restated*" from the chapter titled "*Restated Financial Information*" beginning on Page No. 267 of this Draft Red Herring Prospectus.

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SUMMARY OF RELATED PARTY TRANSACTIONS

Following are the details as per the Restated Financial Information for the Financial Years ended on March 31, 2026, 2025 and 2024:

(a) Names of Related Parties where there were transactions during the year:

Sr. No.	Name of Related Party	Description of relationship	Classification
1	Saminathan Saravanan	Managing Director	Key Managerial Personnel
2	Prabakaran Bhaskaran	Whole Time Director	Key Managerial Personnel (Relative of KMP upto 07/08/2024)
3	Surendra Babu Ellappa Raj	Managing Director	Key Managerial Personnel
4	Bhaskar Jaganathan	Whole Time Director	Key managerial personnel
5	Muralidhar Jampala	CFO (w.e.f. - 06/08/2026)	Key managerial personnel
6	Laxmikanth Tangudu	Company Secretary (w.e.f. - 06/08/2026)	Key managerial personnel
7	B. Adhilakshmi	Relative of Director	Relative of Key managerial personnel
8	S. Revathi	Relative of Director	Relative of Key managerial personnel
9	P. Jothi Lakshmi	Relative of Director	Relative of Key managerial personnel
10	S. Vijaya Shanthi	Relative of Director	Relative of Key managerial personnel
11	Panacea Enviro Private Limited	Common Director	Enterprise over which KMP has significant influence
12	All Flow Pumps & Engineers	Director's Partnership firm	Enterprise over which KMP has significant influence

(b) Transactions with related parties are as follows: **(₹ In Lakhs)**

Sr. No.	Nature of transaction	For the Year ended	Key managerial personnel	Relative of Key managerial personnel	Enterprise over which KMP has significant influence
(i)	Directors' Remuneration	March 31, 2026	192.86	-	-
		March 31, 2025	192.86	-	-
		March 31, 2024	192.00	-	-
(ii)	Salary	March 31, 2026	-	41.64	-
		March 31, 2025	-	22.56	-
		March 31, 2024	-	22.56	-
(iii)	Sales	March 31, 2026	-	-	3.29
		March 31, 2025	-	-	6.19
		March 31, 2024	-	-	37.33
(iv)	Purchase	March 31, 2026	-	-	22.49
		March 31, 2025	-	-	46.19
		March 31, 2024	-	-	26.27
(v)	Reimbursement of Expense/ (Receivable)	March 31, 2026	12.63	-	8.21

		March 31, 2025	7.35	-	-
		March 31, 2024	6.53	-	(0.17)
(vi)	Loans Taken	March 31, 2026	-	-	-
		March 31, 2025	-	-	-
		March 31, 2024	15.00	-	-
(vii)	Loans Repaid	March 31, 2026	-	-	-
		March 31, 2025	-	-	-
		March 31, 2024	15.00	-	-
(viii)	Loans & Advances Given	March 31, 2026	-	-	126.91
		March 31, 2025	-	-	87.50
		March 31, 2024	-	-	113.50
(ix)	Loand & Advances Repaid	March 31, 2026	-	-	-
		March 31, 2025	-	-	46.44
		March 31, 2024	-	-	-
(x)	Interest Paid on Borrowings	March 31, 2026	-	-	-
		March 31, 2025	-	-	-
		March 31, 2024	0.30	-	-
(xi)	Interest Receivable on Advances	March 31, 2026	-	-	23.75
		March 31, 2025	-	-	18.17
		March 31, 2024	-	-	11.01
(xii)	MSME Interest Paid	March 31, 2026	-	-	-
		March 31, 2025	-	-	0.83
		March 31, 2024	-	-	0.78
(xiii)	Advance from Customers	March 31, 2026	-	-	271.47
		March 31, 2025	-	-	182.50
		March 31, 2024	-	-	102.16
(xiv)	Advance from Customers returned	March 31, 2026	-	-	272.65
		March 31, 2025	-	-	57.45
		March 31, 2024	-	-	11.73

For further details, please refer *"Annexure – XXXIV: Related Party Disclosures"* from the chapter titled *"Restated Financial Information"* beginning on Page No. 267 of this Draft Red Herring Prospectus.

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GENERAL INFORMATION

Registered Office of our Company

Ph1 Industries Limited
(Formerly known as PH1 Industries Private Limited)

13 - 59 Indira Gandhi Nagar Opp IDPL Colony, Main Gate, Balanagar, Hyderabad - 500037, Balanagar Township, Hyderabad, Rangareddy, Telangana, India, 500037

For details of change in the registered office of our Company, see "***History and Certain Corporate Matters – Changes in the Registered Office***" on page 236.

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are set forth below:

Particulars	Number
Company registration number	097503
Corporate Identification Number	U28290TG2015PLC097503

Corporate Office of our Company

As on date of this Draft Red Herring Prospectus, our Company does not have a corporate office.

Registrar of Companies

Our Company is registered with the Registrar of Companies, Hyderabad situated at the following address:

Registrar of Companies, Hyderabad

2nd Floor, Corporate Bhawan,
GSI Post, Tattiannaram Nagole,
Bandlaguda, Hyderabad - 500068.

Board of Directors of our Company

Set forth below are the details of our Board of Directors as on the date of this Draft Red Herring Prospectus:

S. No.	Name	Designation	DIN	Address
1.	Mr. Bhaskar J	Chairman and Whole-time Director	07075035	14, Plot No 126, Gummadi Prestidge Park, Gundlapochampally, NH 44 Highway, Gundlapochampalle, K.V. Rangareddy, Telangana-500014
2.	Mr. S Saravanan	Managing Director	07074205	No 172, Kadambadi Amman Koil 5th Street, Arcot Raod, Valasaravakkam, PO:Alwarthirunagar, Tiruvallur, Tamil Nadu - 600087
3.	Mr. E Surendra Babu	Managing Director	07074257	14, Plot No 125, Prestidge Park, Gundla Pochampally, Gundlapochampalle, K.V. Rangareddy, Telangana-500014
4.	Mr. B Prabakaran	Whole-time Director	07074224	14, Plot No 81, Gummadi Prestidge Park, Gundlapochampally, Nh 44 Highway, K.V. Rangareddy, Telangana-500014

S. No.	Name	Designation	DIN	Address
5.	Ms. Maya Swaminathan Sinha	Non-Executive Independent Director	03056226	11-Vipul Building, B.G. Kher Marg,Opp. Malabar Hill Police Station, Malabar hills, Mumbai, Maharashtra-400006
6.	Mr. Sanal Kumar V	Non-Executive Independent Director	07546821	Flat No. B2, B Block, Swarup Heritage, Kasturi Estate Second Street, Poes Garden, Gopalapuram, Chennai- 600086
7.	Mr. Soumomoy Pal	Non-Executive Independent Director	11855065	6/2 A, Hari Pal Lane, Beadon street S.O. Beadon, Kolkata, West bengal,700006

For detailed profile of our directors, please refer to the chapter titled "*Our Management*" on page 241 of the Draft Red Herring Prospectus.

Chief Financial Officer	Company Secretary & Compliance Officer
Name: Mr. Jampala Muralidhar **Address:** 13-59 Indira Gandhi Nagar Opp IDPL Colony, Main Gate, Balanagar, Hyderabad-500037, Balanagar Township, Hyderabad, Rangareddy, Telangana, India, 500037 **Telephone:** +91 9063453513 **E-mail:** cfo@ph1.in	**Name: Mr. Tangudu Laxmikanth** **Address:** 13-59 Indira Gandhi Nagar Opp IDPL Colony, Main Gate, Balanagar, Hyderabad-500037, Balanagar Township, Hyderabad, Rangareddy, Telangana, India, 500037 **Telephone :** +91 9100126812 **Email:** cs@ph1.in

Investor grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLM 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 and non-receipt of funds by electronic mode.

All grievances relating to the offer other than the Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidders should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/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 grievances relating to the Anchor Investors may be addressed to the BRLM, giving full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidders DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form.

For all Offer related queries and for redressal of complaints, investors may also write to the Book Running Lead Manager.

Details of Key Intermediaries pertaining to this Offer of our Company:

Book Running Lead Manager

GYR Capital Advisors Private Limited

428, Gala Empire, Near JB Tower,
Drive in Road, Thaltej,
Ahmedabad-380 054,
Gujarat, India.
Telephone: +91 877 756 4648
Facsimile: N.A.
Email ID: ph1industries.ipo@gyrcapitaladvisors.in
Website: www.gyrcapitaladvisors.com
Investor Grievance ID: investors@gyrcapitaladvisors.com
Contact Person: Mr. Mohit Baid/Ms. Heena Parwani
SEBI Registration Number: INM000012810
CIN: U67200GJ2017PTC096908

Registrar to the Offer

KFIN Technologies Limited

Address: 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Kurla, Mumbai, Maharashtra, India, 400070
Telephone: +91 40 6716 2222 /1800 309 4001
E-mail id: ph1industries.ipo@kfintech.com
Website: www.kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Contact Person: Mr. Williams R
SEBI Registration Number: INR000000221
CIN: L72400MH2017PLC444072

Legal Advisor to the Offer

M/s. Vidhigya Associates, Advocates
Address: B-607/608, 6th floor, Mittal Commercia,
Off M. V. Road, Near Mittal Estate,
Marol, Andheri East, Mumbai 400 059
Contact Person: Rahul Pandey
Tel: +91 8424030160
Email: rahul@vidhigyaassociates.com

Statutory and Peer Review Auditor of our Company

MSPR & Co.
Chartered Accountants
Address: No.5, 4th Floor,Imperial Towers, Beside Ameerpet Metro Station,
Ameerpet Hyderabad – 500016
Contact No.: 040-23757444
Email: teja@mspr.co.in
Contact Person: CA Rajesh V
Membership No.: 211238
Firm Registration No.: 0101525
Peer Review Certificate No.: 025425

Bankers to our Company

Name: ICICI Bank Limited
Address: Opp. IKP Knowledge Park, Genomoalley, Turkapally Shameerpet, Hyderabad -500078
Contact person: Mr. Ramesh Maligac
Telephone number: +91 9271857754
Fax number: NA
E-mail id: Ramesh.maligae@icici.bank.in
Website: www.icici.bank.in

CIN: L65190GJ1994PLC021012

Banker to the Offer

The Banker(s) to the Offer shall be appointed prior to filing of the Red Herring Prospectus.

Refund Bank

The Refund Bank(s) shall be appointed prior to filing of the Red Herring Prospectus.

Sponsor Bank

The Sponsor Bank(s) shall be appointed prior to filing of the Red Herring Prospectus.

Syndicate Member

The Syndicate Member(s) shall be appointed prior to filing of the Red Herring Prospectus.

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

A list of the Designated SCSB branches with which an ASBA Bidder (other than a UPI Bidder using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the ASBA Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , or at such other website as may be prescribed by SEBI from time to time. Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Applicants (other than UPI Applicants) is provided on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks Eligible as Issuer Banks for UPI

In accordance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI. The list of SCSBs through which Bids can be submitted by UPI Bidders using the UPI Mechanism, including details such as the eligible mobile applications and UPI handle which can be used for such Bids, is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB branches

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

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at National Stock Exchange of India Limited at www.nseindia.com as updated from time to time.

Registrar and Share Transfer Agent

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 website of National Stock Exchange of India Limited at www.nseindia.com/products/content/equities/ipos/asba_procedures.htm as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms from Bidders (other than IBs) at the Designated CDP Locations, including details such as name and contact details, is provided on the website of NSE at http://www.nseindia.com/productsservices/ initial-public-offerings-asba-procedures , as updated from time to time.

IPO Grading

Since the Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

Credit Rating

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

Green Shoe Option

No Green Shoe Option is applicable for this Offer.

Brokers to the Offer

All members of the recognized stock exchanges would be eligible to act as Brokers to the Offer.

Debenture Trustees

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

Monitoring Agency

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 5,000 Lakhs. Hence, our Company is not required to appoint a monitoring agency in relation to the Issue. However, as per section 177 of the Companies Act, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds. Further, the company will submit a certificate of the statutory auditor for utilization of money raised through the public issue while filing the quarterly financial results, till the issue proceeds are fully utilized in terms of SEBI ICDR regulations. For details in relation to the proposed utilization of the proceeds from the Fresh Offer see "*Objects of the Offer*" on page 95.

Appraising Entity

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

Expert opinion

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

Peer Review Chartered Accountant:

Our Company has received written consent dated September 29, 2026 from the Statutory Auditors 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 as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated September 24, 2026 on our restated financial information; and (ii) its report dated September 25, 2026 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Chartered Engineer:

Our Company has received written consent dated September 25, 2026 from Axium Valuation Services LLP, a Chartered Engineer, to include their name as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in this Draft Red Herring Prospectus in respect of their certificate dated September 25, 2026 regarding brief

description, e.g., the installed capacity, plant & machinery details, or project implementation schedule, as applicable. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Inter-se Allocation of Responsibilities

GYR Capital Advisors Private Limited being the sole Book Running Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Offer. Hence, a statement of inter se allocation of responsibilities is not required.

Filing

The Draft Red Herring Prospectus is being filed through the Neaps portal of NSE at https://neaps.nseindia.com/NEWLISTINGCORP/ and will also be filed with NSE at the following address:

National Stock Exchange of India Ltd

NSE Emerge
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051,
Maharashtra, India

Pursuant to Regulation 247(1) of SEBI (ICDR) Regulations 2018, the Draft Red Herring Prospectus along with Draft Abridged Prospectus filed with NSE Emerge will be made public for comments, if any, for a period of at least twenty-one days from the date of filing the Draft Red Herring Prospectus, by hosting it on our Company's website, Stock Exchange's website and Book Running Lead Manager's website.

Pursuant to Regulation 247(2) of SEBI (ICDR) Regulations 2018, our Company shall, within two working days of filing the Draft Red Herring Prospectus with NSE Emerge, make a public announcement in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), and Telugu editions of [●] (a widely circulated Regional language daily newspaper) (Telugu being the regional language of Telangana, where our Registered Office is located), disclosing the fact of filing of the Draft Red Herring Prospectus with NSE Emerge and inviting the public to provide their comments to the Stock Exchange, our Company or the Book Running Lead Manager in respect of the disclosures made in this Draft Red Herring Prospectus.

Pursuant to Regulation 247(3) of SEBI (ICDR) Regulations 2018, the Book Running Lead Manager shall, after expiry of the period stipulated in sub-regulation (1), file with the NSE Emerge, details of the comments received by them or the issuer from the public, on the Draft Red Herring Prospectus, during that period and the consequential changes, if any, that are required to be made in the Draft Red Herring Prospectus.

Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018, Draft Red Herring Prospectus shall not be submitted to SEBI, however, soft copy of Red Herring Prospectus and Prospectus shall be submitted to SEBI pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at https://siportal.sebi.gov.in. SEBI will not issue any observation on the offer document in term of Regulation 246(2) of the SEBI ICDR Regulations.

A copy of the Red Herring Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 26 and Section 32 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at http://www.mca.gov.in., at least (3) three working days prior from the date of opening of the offer, and a copy of Prospectus to be filed under Section 26 & 32 of the companies Act, 2013 will be filed to RoC through the electronic portal at http://www.mca.gov.in.

Changes in Auditors during the last three years

There has been no change in the Auditors of our Company during the last three years:

BOOK BUILDING PROCESS

Book Building, with reference to the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions

of the English national newspaper, all editions of Hindi national newspaper and in regional newspaper where our registered office is situated at least two working days prior to the Bid/Offer Opening date. The Offer Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Offer Closing Date. For details, see "*Offer Procedure*" on page 334.

All Bidders, other than Anchor Investors, shall only participate in this Offer through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. UPI Bidders shall participate through the ASBA process, either by (i) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (ii) using the UPI Mechanism. Non-Institutional Bidders with an application size of up to ₹5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs, Non-Institutional Bidders and Individual Bidders are not permitted to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Further, Anchor Investors in the Anchor Investor Portion 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. Additionally, allotment to each Non- Institutional Bidder shall not be less than the minimum application size, 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 an illustration of the Book Building Process and further details, see *"Terms of the Offer"* and *"Offer Procedure"* on pages 317 and 334, respectively.

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

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

For further details on the method and procedure for Bidding, see *"Offer Procedure"* on page 334.

UNDERWRITING AGREEMENT

The Company, the Promoter Selling Shareholders and the Book Running Lead Manager to the Offer hereby confirm that the Offer will be 100% Underwritten by the Underwriters [●].

Pursuant to the terms of the Underwriting Agreement dated [●] entered into by Company, Underwriters and the Promoter Selling Shareholders the obligations of the Underwriters are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriters	No. of shares underwritten*	Amount Underwritten (₹ in Lakh)	% of the total Offer Size Underwritten
[●]	[●]	[●]	[●]

**Includes [●] Equity shares of ₹10.00 each for cash of ₹ [●]/- the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above- mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company has entered into a Market Making Agreement dated [●] with the following Market Maker for fulfilling the Market Making obligations under this Offer:

[●]	[●]	[●]

In accordance with Regulation 261 of the SEBI ICDR Regulations, our Company have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with NSE Limited to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares issued in this Offer.

[●], registered with SME Platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by NSE Limited and SEBI in this matter from time to time.

Following is a summary of the key details pertaining to the Market Making Arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being Issued by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the Investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Offer Size (Including the [●] Equity Shares ought to be allotted under this Offer). Any Equity Shares allotted to Market Maker under this Offer over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of market maker in our Company reduce to 24% of Offer Size, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process,NSE Limited may intimate the same to SEBI after due verification.
6. There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Offer price.
8. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
10. The Market Maker shall have the right to terminate said arrangement by giving one-month notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

    In case of termination of the above mentioned Market Making agreement prior to the completion of the

compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

11. **Risk containment measures and monitoring for Market Maker**: EMERGE Platform of National Stock Exchange of India Limited will have all margins which are applicable on the National Stock Exchange of India Limited Main Board viz., Mark- to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. National Stock Exchange of India Limited can impose any other margins as deemed necessary from time-to-time.
12. **Punitive Action in case of default by Market Maker:** EMERGE Platform of National Stock Exchange of India Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
13. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.
14. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Offer size up to ₹ 250 crores, the applicable price bands for the first day shall be:
15. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
16. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.
17. Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

S. No.	Market Price Slab (in Rs.)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

18. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Offer size and as follows:

Offer Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Offer size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Offer size)
Upto ₹20 Crore	25%	24%
₹20 Crore to ₹50 Crore	20%	19%

Offer Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Offer size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Offer size)
₹50 Crore to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / National Stock Exchange of India Limited from time to time.

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CAPITAL STRUCTURE

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

(In ₹ except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Offer Price
A	**Authorized Share Capital**		
	1,50,00,000 Equity Shares having Face Value of ₹ 10/- each	15,00,00,000	-
B	**Issued, Subscribed & Paid-up Share Capital prior to the Offer**		
	1,07,58,737 Equity Shares having Face Value of ₹10/- each	10,75,87,370	-
C	**Present Offer in terms of this Draft Red Herring Prospectus*^**		
	Fresh Offer of up to 30,00,000 Equity Shares having Face Value of ₹ 10/-each at a Premium of ₹ [●] per share	[●]	[●]
	Offer for Sale of up to 7,40,000 Equity Shares having Face Value of ₹ 10/-each at a Premium of ₹ [●] per share		
D	**Issued, Subscribed and Paid-up Equity Share Capital after the Offer**		
	Upto [●] Equity Shares of face value of ₹10/- each*	[●]	
E	**Securities Premium Account**		
	Before the Offer (as on date of this Draft Red Herring Prospectus)	14.24	
	After the Offer	[●]	

* *To be updated upon finalization of the Offer Price.*

(1) *For details in relation to the changes in the authorised share capital of our Company, see '**History and Certain Corporate Matters - Amendments to our Memorandum of Association'** on page 236.*

Classes of Shares

Our Company has only one class of share capital i.e. Equity Shares with a face value of ₹ 10/- each. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

Details of changes in Authorized Share Capital of our Company since incorporation

The initial authorised capital of our Company was ₹ 1,00,000 /- (Rupees One lakhs only) divided into 10,000 Equity Shares of ₹ 10/- each. Further, the authorised share capital of our Company has been altered in the manner set forth below:

Date of Shareholder's Meeting	*Particulars of Change*		*AGM/EGM*
	From	*To*	
March 31, 2015	₹ 1,00,000/- divided into 10,000 Equity Shares of ₹ 10/- each	₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹ 10/- each	EGM
August 06, 2026	₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹ 10/- each	₹ 15,00,00,000/- divided into 1,50,00,000 Equity Shares of ₹ 10/- each	EGM

Notes to the Capital Structure

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

(a) The following table sets forth the history of the Equity Share capital of our Company:

Date of allotment/Buy Back of Equity Shares	Reason / Nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Cumulative No. of Equity Shares	Cumulative paid - up Capital (₹)
On Incorporation [(1)]	Initial subscription to the MoA	10,000	10	10	Cash	10,000	1,00,000
April 09, 2015	Right Issue	8,90,000	10	10	Cash	9,00,000	90,00,000
June 24, 2026	Preferential Issue	78,067	10	1281.10	Cash	9,78,067	97,80,670
September 24, 2026	Bonus Issue	97,80,670	10	NIL	Other than Cash	1,07,58,737	10,75,87,370

(1) Initial Subscribers to Memorandum of Association held Equity Shares each of face value of ₹ 10/- fully paid up as per the details given below:

SN	Name of Allottee	No. of Shares Allotted
1.	Bhaskar J	2500
2.	B Prabakaran	2500
3.	S Saravanan	2500
4.	E Surendra Babu	2500
Total		**10,000**

(2) The details of allotment of 8,90,000 Fully Paid-up Equity Shares made on April 09, 2015 by way of Right Issue is as follows:

SN	Name of Allottee	No. of Shares Allotted
1.	Bhaskar J	1,97,500
2.	B Prabakaran	1,97,500
3.	S Saravanan	1,97,500
4.	E Surendra Babu	1,97,500
5.	Adhilakshmi Bhaskar	25,000
6.	Prabakaran Jothi Lakshmi	25,000
7.	Revati Surendra Babu	25,000
8.	Vijaya Shanthi Saravanan	25,000
Total		**8,90,000**

(3) The details of allotment of 78,067 Fully Paid-up Equity Shares made on June 24, 2026 by way of Preferential issue is as follows:

SN	Name of Allottee	No. of Shares Allotted
1.	Motilal Oswal Finvest Limited	37,082
2.	Frangipani Capital Advisors LLP	37,082
3.	Superb Real Estate LLP	3,903
Total		**78,067**

(4) The details of allotment of 97,80,670 Fully Paid-up Equity Shares made on September 24,2026 by way of Bonus Issue in the ratio of 10:1 is as follows:

SN	Name of Allottee	No. of Shares Allotted
1.	B Prabakaran	20,00,000
2.	S Saravanan	20,00,000
3.	Bhaskar J	20,00,000

4.	E Surendra Babu	20,00,000
5.	Adhilakshmi Bhaskar	2,50,000
6.	Prabakaran Jothi Lakshmi	2,50,000
7.	Revati Surendra Babu	2,50,000
8.	Vijaya Shanthi Saravanan	2,50,000
9.	Motilal Oswal Finvest Limited	3,70, 820
10.	Frangipani Capital Advisors LLP	3,70, 820
11.	Superb Real Estate LLP	39,030
Total		**97,80,670**

(b) ***Equity Shares issued for consideration other than cash or out of Free reserves***

Except as set out below we have not issued Equity Shares for consideration other than cash:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price	Nature of allotment
September 24, 2026	97,80,670	10	NIL	Bonus Issue of Equity Shares out of Free reserves in the ratio of 10:1[(1)]

(1) For list of allottees see note (09) of paragraph titled "Equity Share capital history of our Company" mentioned above.

(c) ***Equity Shares allotted in terms of any schemes of arrangement***

Our Company has not allotted any Equity Shares in terms of any scheme approved under Section 391-394 of the Companies Act, 1956 or Section 230-232 of the Companies Act, 2013.

(d) ***We have not issued any equity share (including bonus shares) by capitalizing any revaluation reserves***

(e) ***Equity Shares allotted at a price lower than the Issue Price in the last year***

Our Company has not issued any Equity Shares at a price which may be lower than the Issue Price, during a period of one year preceding the date of this Draft Red Herring Prospectus.

Except for the allotment of equity shares pursuant to the bonus issue and preferential allotments undertaken by our company on September 24, 2026 and June 24, 2026 our Company has not issued any equity shares at a price that may be lower than the Issue Price during the last one year preceding the date of this Draft Red Herring Prospectus. For further details, see *"Capital Structure –Notes to the Capital Structure - Equity Share capital history of our Company"* on page 79.

2. **Secondary transactions of Equity Shares**

   Our Promoters and members of the Promoter Group have not transferred or acquired Equity Shares of our Company through secondary transactions during last six months from the date of this Draft Red Herring Prospectus.

3. **As on the date of this Draft Red Herring Prospectus, our Company does not have any outstanding preference shares.**

4. **Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme/ stock appreciation rights for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme/ stock appreciation rights from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.**

5. ***Equity Shares issued pursuant to employee stock option schemes***

As on date of this Draft Red Herring Prospectus, our Company has not issued Equity Shares pursuant to employee stock option schemes.

6. **Shareholding Pattern of our Company**

The Shareholding Pattern of our Company before the issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

Sr. No.	Particular	Yes/No	Promoters and Promoters Group	Public shareholder	Non-Promoters – Non-Public
1.	Whether the Company has issued any partly paid-up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in? *	No	No	No	No
6.	Whether any shares held by Promoters are pledge or otherwise encumbered?	No	No	No	No
7.	Whether company has equity shares with differential voting rights?	No	No	No	No
8.	Whether the listed entity has any significant beneficial owner?	No	No	No	No

* All Pre-IPO Equity Shares of our Company will be locked-in prior to listing of shares on Emerge Platform of NSE.

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)	Number of Shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of Equity Shares held (VII) =(IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+C)			Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	
								Class eg: Equity Shares	Class eg: Others	Total								
(A)	Promoters and Promoter Group	08	99,00,000	-	-	99,00,000	92.02	99,00,000	-	99,00,000	92.02	-	92.02	-	-	-	-	99,00,000
(B)	Public	03	8,58,737	-	-	8,58,737	7.98	8,58,737	-	8,58,737	7.98	-	7.98	-	-	-	-	8,58,737
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	**11**	**1,07,58,737**	**-**	**-**	**1,07,58,737**	**100**	**1,07,58,737**	**-**	**1,07,58,737**	**100**	**-**	**100**	**-**	**-**	**-**	**-**	**1,07,58,737**

1) *As on the date of this Draft Red Herring Prospectus 1 Equity Share holds 1 Vote.*

2) We have only one class of Equity Shares of face value of ₹10/- each.

3) We have entered into tripartite agreement with NSDL and CDSL.

4) Our Company will file the shareholding pattern of our Company, in the form prescribed under the SEBI Listing Regulations as amended from time to time, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of Stock Exchange before commencement of trading of such Equity Shares

7. **Major shareholders**

The list of our major Shareholders and the number of Equity Shares held by them is provided below:

a) The details of our Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of filing of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares Held	% of the pre-offer share capital
1.	Bhaskar J	22,00,000	20.45%
2.	B Prabakaran	22,00,000	20.45%
3.	S Saravanan	22,00,000	20.45%
4.	E Surendra Babu	22,00,000	20.45%
5.	Motilal Oswal Finvest Limited	4,07,902	3.79%
6.	Frangipani Capital Advisors LLP	4,07,902	3.79%
7.	Adhilakshmi Bhaskar	2,75,000	2.56%
8.	Prabakaran Jothi Lakshmi	2,75,000	2.56%
9.	Vijaya Shanthi Saravanan	2,75,000	2.55%
10.	Revati Surendra Babu	2,75,000	2.55%
Total		**1,07,15,804**	**99.60%**

b) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company ten days prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares Held	% of the pre-offer share capital
1.	Bhaskar J	2,00,000	20.45%
2.	B Prabakaran	2,00,000	20.45%
3.	S Saravanan	2,00,000	20.45%
4.	E Surendra Babu	2,00,000	20.45%
5.	Motilal Oswal Finvest Limited	37,082	3.79%
6.	Frangipani Capital Advisors LLP	37,082	3.79%
7.	Adhilakshmi Bhaskar	25,000	2.56%
8.	Prabakaran Jothi Lakshmi	25,000	2.56%
9.	Vijaya Shanthi Saravanan	25,000	2.55%
10.	Revati Surendra Babu	25,000	2.55%
Total		**9,74,164**	**99.60%**

c) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company one year prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares Held	% of the pre-offer share capital
1.	Bhaskar J	2,00,000	22.22%
2.	B Prabakaran	2,00,000	22.22%
3.	S Saravanan	2,00,000	22.22%
4.	E Surendra Babu	2,00,000	22.22%
5.	Adhilakshmi Bhaskar	25,000	2.78%
6.	Prabakaran Jothi Lakshmi	25,000	2.78%
7.	Vijaya Shanthi Saravanan	25,000	2.78%
8.	Revati Surendra Babu	25,000	2.78%
Total		**9,00,000**	**100.00%**

d) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company two years prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares Held	% of the pre-offer share capital
1.	Bhaskar J	2,00,000	22.22%
2.	B Prabakaran	2,00,000	22.22%
3.	S Saravanan	2,00,000	22.22%
4.	E Surendra Babu	2,00,000	22.22%
5.	Adhilakshmi Bhaskar	25,000	2.78%
6.	Prabakaran Jothi Lakshmi	25,000	2.78%
7.	Vijaya Shanthi Saravanan	25,000	2.78%
8.	Revati Surendra Babu	25,000	2.78%
Total		**9,00,000**	**100.00%**

8. Except for the Allotment of Equity Shares pursuant to this Offer, there will be no further issue of Equity Shares whether by way of a 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 through a rights issue or further public issue of Equity Shares, or otherwise, until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc., as the case may be.

9. Except for the Allotment of Equity Shares pursuant to this Offer, there is no proposal or intention or negotiations or consideration by our Company to alter our capital structure by way of split or consolidation of the denomination of the shares or issue of specified securities on a preferential basis or issue of bonus or rights issue or further public offer of specified securities within a period of six months from the Bid / Offer Opening Date. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Offer to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

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

11. As on the date of this Draft Red Herring Prospectus, our Company has a total of 11 (Eleven) Shareholders.

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

(i) ***Equity Shareholding of the Promoter***

As on the date of this Draft Red Herring Prospectus, our Promoters holds 88,00,000 Equity Shares, equivalent to 81.79% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth in the table below.

S. No.	Name of the Shareholder	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital*	
		No. of Equity Shares	% of total Share-holding	No. of Equity Shares	% of total Share-holding
(A)Promoters (also the Promoter Selling Shareholder)					
1.	Bhaskar J	22,00,000	20.45	[●]	[●]
2.	B Prabakaran	22,00,000	20.45	[●]	[●]
3.	S Saravanan	22,00,000	20.45	[●]	[●]

S. No.	Name of the Shareholder	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital*	
		No. of Equity Shares	% of total Share-holding	No. of Equity Shares	% of total Share-holding
4.	E Surendra Babu	22,00,000	20.45	[●]	[●]
Total (A)		**88,00,000**	**81.80**	[●]	[●]
(B)Promoter Group					
5.	Adhilakshmi Bhaskar	2,75,000	2.56	[●]	[●]
6.	Prabakaran Jothi Lakshmi	2,75,000	2.56	[●]	[●]
7.	Vijaya Shanthi Saravanan	2,75,000	2.55	[●]	[●]
8.	Revati Surendra Babu	2,75,000	2.55		
Total (B)		**11,00,000**	**10.22**	[●]	**[●]**
Total (A) + (B)		**99,00,000**	**92.02**	[●]	[●]

** Subject to finalisation of Basis of Allotment*

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

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

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

Date	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Offer Equity Paid Up Capital	% of Post-Offer Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
Mr. Bhaskar J										
On Incorporation	Subscription to MoA	Cash	2,500	10	10	2,500	0.02%	[●]	N.A.	N.A.
April 09, 2015	Right Issue	Cash	1,97,500	10	10	2,00,000	1.84%	[●]	N.A.	N.A.
September 24, 2026	Bonus Issue	Other than Cash	20,00,000	10	NIL	22,00,000	18.59%	[●]	N.A.	N.A.
Total			**22,00,000**				**20.45%**	**[●]**		
Mr. B Prabakaran										
On Incorporation	Subscription to MOA	Cash	2,500	10	10	2,500	0.02%	[●]	N.A.	N.A.
April 09, 2015	Right Issue	Cash	1,97,500	10	10	2,00,000	1.84%	[●]	N.A.	N.A.
September 24, 2026	Bonus Issue	Other than Cash	20,00,000	10	NIL	22,00,000	18.59%	[●]	N.A.	N.A.
Total			**22,00,000**				**20.45%**			
Mr. S Saravanan										
On Incorporation	Subscription to MoA	Cash	2,500	10	10	2,500	0.02%	[●]	N.A.	N.A.
April 09, 2015	Right Issue	Cash	1,97,500	10	10	2,00,000	1.84%	[●]	N.A.	N.A.
September 24, 2026	Bonus Issue	Other than Cash	20,00,000	10	NIL	22,00,000	18.59%	[●]	N.A.	N.A.
Total			**22,00,000**				**20.45%**			
Mr. E Surendra Babu										
On Incorporation	Subscription to MoA	Cash	2,500	10	10	2,500	0.02%	[●]	N.A.	N.A.
April 09, 2015	Right Issue	Cash	1,97,500	10	10	2,00,000	1.84%	[●]	N.A.	N.A.

September 24, 2026	Bonus Issue	Other than Cash	20,00,000	10	NIL	22,00,000	18.59%	[●]	N.A.	N.A.
Total			**22,00,000**				**20.45%**	**[●]**		
Total			**88,00,000**	**-**	**-**	**-**	**81.80%**	**[●]**		

***** *Subject to finalisation of Basis of Allotment*

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(iv) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition, as applicable, of such Equity Shares.

(v) As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged.

(vi) Except as disclosed below and in ***"– Build-up of the Promoter's shareholding in our Company"*** on page 79 , none of the members of the Promoter Group, the Promoter, the Directors of our Company, the directors of our Promoter, nor any of their respective relatives, as applicable, 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:

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

13. **Promoter's Contribution and other Lock-In details:**

In accordance with Regulations 236 and 238 of the SEBI (ICDR) Regulations, the Promoters of our Company shall be subject to the following lock-in restrictions on their shareholding:

Minimum Promoters' Contribution: An aggregate of [●]% of the fully diluted post-offer share capital of the Company, held by the Promoters, shall be locked in for a period of three years from the date of allotment (the "Minimum Promoters' Contribution").

Excess 50% of Promoter Shareholding over Minimum Promoters' Contribution: The Promoters' shareholding in excess of the Minimum Promoters' Contribution, i.e., [●]% of the fully diluted post-offer capital (equivalent to [●] Equity Shares), shall be locked in for a period of two years from the date of allotment in the Offer.

Further Excess Promoter Shareholding: The remaining 50% of the Promoters' holding in excess of the Minimum Promoters' Contribution, i.e., [●]% of the fully diluted post-Offer capital (equivalent to [●] Equity Shares), shall be locked in for a period of one year from the date of allotment in the Offer.

The lock-in of the Minimum Promoter's Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock exchange before the listing of the Equity Shares.

Following are the details of Minimum Promoter's Contribution:

Number of Equity Shares locked-in*(1)(2)(3)	**Nature of Allotment / Transfer**	**Date of Allotment and Date when made fully paid-up**	**Face value (in ₹)**	**Issue / Acquisition Price per Equity Share (in ₹)**	**Nature of consideration (cash / other than cash)**	**% of fully diluted post-Offer paid-up capital**	**Period of lock-in**
Mr. Bhaskar J							
Upto 6,87,937	Bonus Issue	September 24, 2026	10	NIL	Other than Cash	[●]	3 years
Mr. B Prabakaran							
Upto 6,87,937	Bonus Issue	September 24, 2026	10	NIL	Other than Cash	[●]	3 years
Mr. S Saravanan							
Upto 6,87,937	Bonus Issue	September 24, 2026	10	NIL	Other than Cash	[●]	3 years

Number of Equity Shares locked-in*(1)(2)(3)	Nature of Allotment / Transfer	Date of Allotment and Date when made fully paid-up	Face value (in ₹)	Issue / Acquisition Price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	% of fully diluted post-Offer paid-up capital	Period of lock-in
Mr. E Surendra Babu							
Upto 6,87,937	Bonus Issue	September 24, 2026	10	NIL	Other than Cash	[●]	3 years

****** Subject to finalisation of Basis of Allotment.*

(1) For a period of three years from the date of allotment.

(2) All Equity Shares have been fully paid-up at the time of allotment.

(3) All Equity Shares held by our Promoter are in dematerialized form.

For details of the build-up of the Equity Share capital held by our Promoter, see chapter titled **"*Capital Structure - Shareholding of our Promoter*"** on Page No.79

The Promoter's Contribution has been brought to the extent of not less than the specified minimum lot and from persons defined as 'promoter' under the SEBI (ICDR) Regulations.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoter's Contribution under Regulation 237 of the SEBI (ICDR) Regulations. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares which are being locked-in do not, and shall not, consist of:

Eligibility of Share for "Minimum Promoter Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018

Reg. No.	Promoter' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237(1)(a)(i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction.	The Minimum Promoter's contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. **Hence Eligible**
237(1)(a)(ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum Promoter' contribution.	The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible**
237(1)(b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer.	The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible**
237(1)(c)	Specified securities allotted to promoters during the preceding one year at a price less than the Offer price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the	The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible**

Reg. No.	Promoter' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
	management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible.	
237(1)(d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible**

The Equity Shares allotted to promoters during the year preceding the date of Draft Red Herring Prospectus, at a price less than the issue price, against funds brought in by them during that period, formed by conversion of partnership firm, where the partners of the erstwhile partnership firm are the promoters of the issuer and there is no change in the management; And that the Equity Shares allotted to promoters are against the capital existing in partnership firm for a period of less than one year on a continuous basis;

All the Equity Shares held by the Promoter and the members of the Promoter Group are held in dematerialized form.

In terms of undertaking executed by our Promoter, Equity Shares forming part of Promoter's Contribution subject to lock in will not be disposed/ sold/ transferred by our Promoter during the period starting from the date of filing of this Draft Red Herring Prospectus till the date of commencement of lock in period as stated in this Draft Red Herring Prospectus.

Details of Equity Shares held by Promoters in excess of minimum promoters' contribution

Lock in of Equity Shares held by Promoters in excess of minimum promoters' contribution as per Regulation 238 of the SEBI ICDR Regulations, 2018 read with SEBI (ICDR) (Amendment) Regulations, 2025. Pursuant to Regulation 238(b) of the SEBI ICDR Regulations, 2018 read with SEBI (ICDR) (Amendment) Regulations, 2025, the Equity Shares held by our Promoters and promoters' holding in excess of minimum promoters' contribution shall be locked as follows:

a. Fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer i.e. pre-offer of [●] Equity Shares shall be subject to lock-in; and
b. Remaining fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer i.e. pre- offer of [●] Equity Shares shall be subject to lock-in.

Details of Equity Shares held by persons other than the Promoters

Lock in of Equity Shares held by persons other than promoters as per Regulation 239 of the SEBI ICDR Regulations and amendment thereto. The entire pre-offer capital held by persons other than the promoters shall be locked-in for a period of one year from the date of allotment in the initial public offer, i.e. pre-offer of [●] Equity Shares shall be subject to lock-in.

Other requirements in respect of 'lock-in'

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoter prior to the Offer may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by our Promoter which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst Promoter / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 242(a) of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoter can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, provided that such loans have been granted for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.

In terms of Regulation 242(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoter which are locked-in for a period of one year from the date of allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

Transferability of Locked in Equity Shares:

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription 'non-transferable' along with the Ratio of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

14. Our Company, our Promoter, our Directors and the Book Running Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the offer.

15. The post-offer paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.

16. There have been no financing arrangements whereby our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

17. No person connected with the Offer, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

18. There neither have been and there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchange or all application monies have been refunded, as the case may be.

19. Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.

20. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

21. Our Company shall ensure that any transactions in Equity Shares by our Promoter and the Promoter Group during the period between the date of filing the Draft Red Herring Prospectus and the date of closure of the Offer, shall be reported to the Stock Exchanges within 24 hours of the transaction.

22. All Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of Allotment and there are

no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

23. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLM and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

24. Except for our Promoter Selling Shareholders, who are offering Equity Shares in the Offer for Sale, none of our Promoters or members of our Promoter Group will participate in the Offer.

25. Following are the details of Equity Shares of our Company held by our Directors, Key Management Personnel

Sr. No.	Name	Designation	Number of Equity Shares	% of the pre-offer Equity Share Capital
1.	Bhaskar J	Director	22,00,000	20.45
2.	B Prabakaran	Director	22,00,000	20.45
3.	S Saravanan	Director	22,00,000	20.45
4.	E Surendra Babu	Director	22,00,000	20.45

26. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Offer.

27. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "Basis of Allotment" in the chapter titled **"*Offer Procedure*"** beginning on Page No. 334 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 253 (1) of SEBI (ICDR) Regulations, as amended from time to time.

28. An investor cannot make an application for more than the number of Equity Shares offered in this Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

29. An over-subscription to the extent of 10% of the Offer can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Offer. Consequently, the actual allotment may go up by a maximum of 10% of the Offer, as a result of which, the post-Offer paid up capital after the Offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post offer paid-up capital is locked in.

30. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM, Promoter selling shareholders and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines

31. Our Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Draft Red Herring Prospectus.

32. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Offer.

33. As on date of this Draft Red Herring Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Offer.

34. None of the Equity Shares held by our Promoter/ Promoter Group are pledged or otherwise encumbered.

35. As per RBI regulations, OCBs are not allowed to participate in this Offer.

36. All Equity Shares held by our Promoters and Promoter Group are in Dematerialised Form. Hence Pre- Offer paid up capital of our Company is 100% Dematerialised.

No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Offer.

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OBJECTS OF THE OFFER

This Offer comprises of Fresh Offer of upto 30,00,000 Equity Shares by our Company aggregating to ₹ [●] Lakh and an Offer for Sale of up to 7,40,000 Equity Shares aggregating to ₹ [●] lakhs by the Promoter Selling Shareholder. See *"The Offer"* on page 63, respectively.

OFFER FOR SALE

The Promoter Selling Shareholder will be entitled to the proceeds of the Offer for Sale in relation to the Equity Shares offered by the Promoter Selling Shareholder as part of the Offer for Sale after deducting its portion of the Offer related expenses and relevant taxes thereon, to be borne by the Promoter Selling Shareholder. Our Company will not receive any proceeds from the offer for sale by the Promoter Selling Shareholder. However, except for the listing fees which shall be solely borne by our Company, all offer expenses will be shared, upon successful completion of the offer, between our company and the Promoter selling shareholder on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Offer and the offered shares sold by the Promoter Selling Shareholder in the Offer for Sale.

The details of the Offer for Sale are set out below:

(₹ in lakhs)

Name of Promoter Selling Shareholders*	Aggregate amount of Offer for Sale	Number of Equity Shares Offered in the Offer for Sale	Date of Consent letter
Mr. Bhaskar J	Upto [●]	Upto 1,85,000	September 24, 2026
Mr. B Prabakaran	Upto [●]	Upto 1,85,000	September 24, 2026
Mr. S Saravanan	Upto [●]	Upto 1,85,000	September 24, 2026
Mr. E Surendra Babu	Upto [●]	Upto 1,85,000	September 24, 2026

** The Promoter Selling Shareholders has confirmed and authorized its participation in the Offer for Sale in relation to the Offered Shares. The Promoter Selling Shareholders confirms that the Offered Shares do not exceed twenty percent of the total issue size and not exceed fifty percent of such selling shareholders' pre-issue shareholding on a fully diluted basis in accordance with Regulation 230(1) of the SEBI ICDR (Amendment) Regulations, 2025.*

FRESH OFFER

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

1. Funding working capital requirements of our company;
2. Funding capital expenditure towards purchase of machineries and equipments;
3. Funding of Capital Expenditure for Proposed Corporate Office Works – Facade and Interior Fit-Out;
4. Repayment of certain borrowing availed by our Company, in part or full; and
5. General corporate purposes.

(Collectively, referred to herein as the ***"Objects of the Offer"***)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the NSE Emerge ("NSE"). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company. The deployment of funds and the intended use of the Net Proceeds as described herein have not been appraised by any bank or financial institution.

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 object clause of our Memorandum of Association.

FRESH OFFER PROCEEDS

After deducting the Offer-related expenses from the Gross Proceeds, we estimate the net proceeds of the Fresh Issue to be ₹ [●] lakhs ("Net Proceeds"). The details of the Net Proceeds of the fresh issue are summarized in the table below:

(₹ in lakhs)

Particulars	Amount
Gross Proceeds of the Offer*	[●]
Less: Offer Expenses in relation to the Fresh Issue	[●]
Net Proceeds of the Offer	[●]

**To be finalized on determination of the Offer Price and updated in the Prospectus prior to filing with the ROC*

UTILISATION OF NET PROCEEDS

The Net Proceeds are proposed to be utilised in the manner set out in the following table:

(₹ in lakhs)

Sr. No.	Particulars	Amount	% of Net Proceeds
1.	Funding working capital requirements of our company	Upto 2,234.00	[●]
2.	Funding capital expenditure towards purchase of machineries and equipments	Upto 203.00	[●]
3.	Funding of Capital Expenditure for Proposed Corporate Office Works – Facade and Interior Fit-Out	Upto 279.66	[●]
4.	Repayment of certain borrowing availed by our Company, in part or full	Upto 998.00	[●]
5.	General corporate purposes[#]	[●]	[●]
Total*		[●]	[●]

#The amount to be utilised for general corporate purposes will not exceed fifteen percent of the amount being raised by our Company or ₹ 1,000 lakhs, whichever is less in accordance with Regulation 230(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025.

**To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS

Our Company plans to deploy the funds towards the above stated Objects depending upon various factors including the actual timing of the completion of the Offer and the receipt of the Net Proceeds. In the event that estimated utilization out of the funds in any given financial year is not completely met, the same shall be utilized in the next financial year.

We propose to deploy the Fresh Issue Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹ in lakhs)

Sr. No.	Object	Amount proposed to be financed from Net Proceeds*	Estimated Utilization of Net Proceeds in F. Y. 2026 – 2027	Estimated Utilization of Net Proceeds in F. Y. 2027 – 2028
1.	Funding working capital requirements of our company	Upto 2,234.00	Upto 800.00	Upto 1,434.00
2.	Funding capital expenditure towards purchase of machineries and equipments	Upto 203.00	Upto 203.00	-
3.	Funding of Capital Expenditure for Proposed Corporate Office Works – Facade and Interior Fit-Out	Upto 279.66	Upto 279.66	-
4.	Repayment of certain borrowing availed by our Company, in part or full	Upto 998.00	Upto 998.00	-
5.	General corporate purposes[#]	[●]	[●]	[●]

Total*	[●]	[●]	[●]

#The amount to be utilised for general corporate purposes will not exceed fifteen percent of the amount being raised by our Company or ₹ 1,000 lakhs, whichever is less in accordance with Regulation 230(2) SEBI ICDR Regulations, 2018 read with SEBI (ICDR) (Amendment) Regulations, 2025.

** To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

In the event the Net Issue Proceeds are not completely utilised for the Objects during the respective periods mentioned in "Schedule of implementation" above, due to factors such as

(i) economic and business conditions;
(ii) timely completion of the Issue;
(iii) market conditions outside the control of our Company; and
(iv) any other commercial considerations,

The remaining Net Issue Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

The deployment of funds indicated above is based on management estimates, current circumstances of our business, other commercial and technical factors, prevailing market conditions, which are subject to change. We may have to revise our funding requirements and deployment of the Net Issue Proceeds from time to time on account of various factors, such as financial and market conditions, business and strategy and other external factors, which may not be within the control of our management, subject to compliance with applicable law. See **"*Risk Factors*"** beginning on page 27 of this Draft Red Herring Prospectus.

Subject to applicable laws, in the event of any increase in the actual requirement of funds earmarked for the purposes set forth below, such additional fund requirement will be met by way of any means available to us, including from internal accruals and seeking additional debt from existing and/or future lenders. However, the use of issue proceeds for General Corporate Purposes shall not exceed 15% of the issue size or 1,000 lakhs whichever is less at any point of time

MEANS OF FINANCE

The fund requirements set out for the aforesaid Objects are proposed to be met from the Net Proceeds of the Issue, internal accruals and from borrowings. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in Internal / external circumstances or costs or other financial conditions and other factors. In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required subject to applicable Rules and Regulations.

Our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management.

For further details on the risks involved in our business plans and executing our business strategies, refer the Section titled ***"Risk Factors"*** beginning on page 27 of this Draft Red Herring Prospectus.

The fund requirements set out for the aforesaid Objects are proposed to be met entirely from the Net Proceeds, internal accruals, and existing debt financing. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the section titled *"Risk Factors"* on page 27 of this Draft Red Herring Prospectus.

DETAILS OF THE OBJECTS OF THE OFFER

1. Funding working capital requirements;

Our Board in its meeting dated September 28, 2026 took note that an amount of up to ₹ 2,234.00 Lakhs is proposed to be utilised from the Net Proceeds for Funding working capital requirements. Our Company proposes to utilise up to ₹ 2,234.00 lakhs from the Net Proceeds towards funding its working capital requirements in Fiscal 2027 and 2028. We have significant working capital requirements, and we fund our working capital requirements in the ordinary course of business from our internal accruals/equity and financing facilities from various banks, financial institutions and non-banking financial companies. Our Company requires additional working capital for funding future growth requirements of our Company. For details of the working capital facilities availed by us, see *"Financial Indebtedness"* on page 271.

Our Company requires additional working capital for funding its incremental working capital requirements and unlocking the internal accruals deployed in working capital. The funding of the incremental working capital requirements will lead to a consequent increase in our profitability, ability to utilize internal accruals for growth opportunities and achieving the proposed targets as per our business plan.

Basis of estimation of incremental working capital requirement:

The details of our existing Company's working capital as at March 31, 2026 and the source of funding, derived from the financial statements of our Company and are provided in the table below. On the basis of the existing and estimated working capital requirement of our Company on a standalone basis, and assumptions for such working capital requirements, our Board pursuant to its resolution dated September 28, 2026 has approved the estimated working capital requirements for Fiscals 2027 and 2028 as set forth below:

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(₹ in Lakhs)

Particulars	As at March 31, 2024 (Restated)	As at March 31, 2025 (Restated)	As at March 31, 2026 (Restated)	As at March 31, 2027 (Estimated)	As at March 31, 2028 (Projected)
Current assets					
Inventories	253.41	723.49	998.68	1,897.49	2,694.44
Trade Receivables	470.28	385.92	970.44	1,843.84	2,673.56
Short Term Loans & Advances	40.83	77.01	164.56	348.87	523.30
Other Current Assets	505.47	447.18	779.53	1,013.39	1,418.74
Total Current Assets (A)	**1,269.99**	**1,633.60**	**2,913.21**	**5,103.59**	**7,310.04**
Current Liabilities					
Trade Payables	666.42	690.13	1,064.15	1,468.53	1,541.95
Other Current Liabilities	174.32	698.17	376.06	421.19	383.28
Short Term Provisions	3.91	31.36	278.05	58.38	69.62
Total Current Liabilities (B)	**844.65**	**1,419.66**	**1,718.26**	**1,948.10**	**1,994.85**
Total Working Capital [(A) - (B)]	**425.34**	**213.94**	**1,194.95**	**3,155.49**	**5,315.19**
Funding Pattern					
I) Borrowings for meeting working capital requirements	425.34	213.94	1,059.56	-	-
II) Networth / Internal Accruals	-	-	135.39	2,355.49	3,881.19
III) Proceeds from IPO	-	-	-	800.00	1,434.00

**As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 25, 2026.*

Assumption for working capital requirements:

(In days)

Particulars	Fiscal 2024 (Restated) (in Days)	Fiscal 2025 (Restated) (in Days)	Fiscal 2026 (Restated) (in Days)	Fiscal 2027 (Estimated) (in Days)	Fiscal 2028 (Projected) (in Days)
Inventory	68	136	87	76	87
Trade Receivables	142	70	44	48	55
Trade Payables	178	132	80	57	51
Cash Conversion Cycle	**32**	**74**	**51**	**67**	**91**

**As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 25, 2026.*

Justification for "Holding Period" levels

The table below sets forth the key justifications for holding levels:

Sr. No.	Particulars	Details
	Current assets	
1	**Trade receivables**	The trade receivables holding period decreased from 142 days in Fiscal 2024 to 70 days in Fiscal 2025 and further to 44 days in Fiscal 2026. The higher holding period in Fiscal 2024 was primarily due to opening trade receivables of ₹821.69 lakhs as at March 31, 2023, relating to amounts pending from customers for projects executed in the earlier period, which were subsequently realised during Fiscal 2024 and Fiscal 2025. The reduction in the holding period thereafter reflects the realisation of these older receivables and a higher proportion of current-period sales being collected within the normal credit cycle. The Company executes projects directly with customers involving design, supply, fabrication, installation and commissioning of engineering systems. Billing is linked to the dispatch of equipment and systems, and accordingly, the receivables outstanding at year-end are also influenced by the timing of dispatches and collections from customers. The reduction in holding days in Fiscal 2025 and Fiscal 2026 was supported by greater focus on customer credit profile and commercial terms, along with the increased scale of business with established

Sr. No.	Particulars	Details
		customers. In Fiscal 2026, the top 10 customers contributed 98.68% of revenue from operations, with a significant portion of the business being derived from large cement groups. For Fiscal 2027, the holding period has been estimated to stabilise at 48 days considering the execution and scheduled completion of a substantial portion of the existing order book by March 2027 and the expected timing of dispatches and collections from these projects. For Fiscal 2028, the holding period has been projected at 55 days considering the expected increase in participation in larger integrated and turnkey projects, expansion of the customer base and execution of projects in international markets, which may result in some variation in the timing of billing and collection.
2	**Inventories**	The inventory holding period increased from 68 days in Fiscal 2024 to 136 days in Fiscal 2025 and subsequently reduced to 87 days in Fiscal 2026. The Company's inventory comprises raw materials, bought-out components, work-in-progress under fabrication and assembly and finished equipment awaiting dispatch. The increase in Fiscal 2025 was primarily attributable to materials procured and equipment fabricated for large BMH orders totalling over ₹2,250+ lakhs placed in Q1 of FY 24-25, the execution of which continued into Fiscal 2026. Accordingly, inventory increased from ₹253.41 lakhs as at March 31, 2024 to ₹723.49 lakhs as at March 31, 2025, comprising raw materials of ₹207.24 lakhs, work-in-progress of ₹114.97 lakhs and finished goods of ₹401.28 lakhs, with dispatch dependent on project-specific requirements, including drawing approvals and customer site readiness. In Fiscal 2026, the holding period reduced to 87 days as the inventory accumulated for these orders was progressively consumed and the fabricated equipment was dispatched as the projects progressed. The reduction was also supported by the increase in the scale of operations, with revenue from operations increasing by 151.50% from ₹2,246.30 lakhs in Fiscal 2025 to ₹5,649.35 lakhs in Fiscal 2026. For Fiscal 2027, the holding period has been estimated at 76 days considering the scheduled completion of a substantial portion of the existing order book by March 2027 and the expected conversion of inventory into project execution and dispatches. For Fiscal 2028, the holding period has been projected to stabilise at 87 days, broadly in line with Fiscal 2026, considering the expected procurement and fabrication requirements for larger integrated and turnkey projects, including advance procurement of certain long-lead materials and components, as well as the development and commercialisation of new products such as the AFR Dryer and localised industrial shredders, screens and wind shifters. The Company's manufacturing process involves in-house fabrication, assembly, inspection and testing, along with procurement of specialised components from approved domestic and international OEMs and selected processes through approved job-work.
Current liabilities		
3	**Trade payables**	The trade payables holding period reduced from 178 days in Fiscal 2024 to 132 days in Fiscal 2025 and further to 80 days in Fiscal 2026. The higher holding period in Fiscal 2024 was primarily attributable to the timing of settlement of outstanding vendor balances relating to materials, components and services procured for project execution. As the Company undertakes project-specific engineering, fabrication and assembly activities, procurement and vendor payments vary depending on the requirements and stage of execution of individual projects. The reduction in the holding period during Fiscal 2025 and Fiscal 2026 was also supported by an increase in advances paid to suppliers, which increased from

Sr. No.	Particulars	Details
		₹24.50 lakhs as at March 31, 2024 to ₹68.16 lakhs as at March 31, 2025 and further to ₹142.14 lakhs as at March 31, 2026. The Company increasingly made advance payments to suppliers to secure commercially favourable pricing and priority in the availability of materials and components required for project execution, resulting in a lower proportion of procurement being outstanding as trade payables at the reporting date. The reduction in trade payable days was also in line with the increase in the scale of operations and project execution during Fiscal 2026. For Fiscal 2027, the trade payable holding period has been estimated at 57 days considering the expected execution of the existing order book and the corresponding procurement requirements. For Fiscal 2028, the holding period has been projected at 51 days, considering the expected scale of operations and procurement requirements for larger integrated and turnkey projects, while assuming that vendor payments continue to be made broadly in line with the established procurement and project execution cycle. The Company procures materials and specialised components from approved suppliers and undertakes selected processes through approved job-work vendors as part of its manufacturing and project execution process.

**As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 25, 2026.*

Justification for Short-term Loans and Advances, Other Current Assets, Other Current Liabilities and Short-term Provisions

Short-term Loans & Advances	Short-term loans and advances increased from ₹ 40.83 lakhs in Fiscal 2024 to ₹ 77.01 lakhs in Fiscal 2025 and ₹ 164.56 lakhs in Fiscal 2026, and are estimated at ₹ 348.87 lakhs in Fiscal 2027 and projected at ₹ 523.30 lakhs in Fiscal 2028, primarily on account of higher advances to suppliers and vendors for procurement of specialised equipment and long-lead bought-out components, in line with the expected increase in the scale of operations.
Other Current Assets	Other current assets increased from ₹ 447.18 lakhs in Fiscal 2025 to ₹ 779.53 lakhs in Fiscal 2026, and are estimated at ₹ 1,013.39 lakhs in Fiscal 2027 and projected at ₹ 1,418.74 lakhs in Fiscal 2028. Other current assets primarily comprise retention money, interest accrued from advances and balances with government authorities, which are linked to project execution and are expected to increase with scale of operations. Interest accrued from Advances to related parties are expected to be received from the party by end of Fiscal 2027.
Other Current Liabilities	Other current liabilities decreased from ₹ 698.17 lakhs in Fiscal 2025 to ₹ 376.06 lakhs in Fiscal 2026, and are estimated at ₹ 421.19 lakhs in Fiscal 2027 and projected at ₹ 383.28 lakhs in Fiscal 2028. Other current liabilities primarily comprise advances received from customers, statutory dues, employee benefits payable and expenses payable. The projected levels have been estimated considering the expected timing of customer advances against new orders and the settlement of statutory and other liabilities in line with their due dates.
Short-term Provisions	Short-term provisions increased from ₹ 31.36 lakhs in Fiscal 2025 to ₹ 278.05 lakhs in Fiscal 2026, primarily on account of the provision for income tax, consistent with the increase in current tax expense to ₹ 283.09 lakhs in Fiscal 2026 on account of higher profitability. Short-term provisions are estimated to reduce to ₹ 58.38 lakhs in Fiscal 2027 and projected at ₹ 69.62 lakhs in Fiscal 2028, considering timely payment of advance tax and settlement of statutory liabilities in line with the expected timing of payments.

Key Assumptions for projected working capital

The projections are based on the assumption that the Company's revenue will continue to grow over the projection period, supported by the execution of its existing order book and continued focus on engineering, fabrication, supply, installation and commissioning of AFR and BMH systems. The

projections assume that project execution will remain broadly in line with the Company's existing operating model, with inventory requirements varying based on the stage of individual projects and the procurement and fabrication of project-specific materials and components.

The projections further assume that trade receivables will remain broadly in line with the Company's current collection cycle, with billing and collections continuing to be influenced by the timing of dispatches and project execution. Supplier payments are expected to remain broadly aligned with the existing procurement cycle, including the use of advances to suppliers to secure commercially favourable pricing and availability of materials and components. The projections also assume no material deterioration in customer credit quality, no significant change in project execution timelines or procurement practices, and that the availability and pricing of key materials and components remain within reasonably expected levels.

Rate of Interest for Borrowings Structures

Existing Borrowing Structure

As on March 31, 2026, the Company's working capital requirements are funded through a combination of bank borrowings and unsecured loans. The working capital facilities from Union Bank of India carries an interest rate of EBLR + 1.55%, which, based on the prevailing EBLR of 8.25%, translates into an effective rate of 9.80% per annum. The working capital facilities from ICICI Bank carries an interest rate of Repo Rate + 3.25%, which, based on the prevailing Repo Rate of 5.25%, translates into an effective rate of 8.50% per annum. The unsecured working capital facility from financial Institutions ranges in the effective range of 15-16% per annum.

Proposed Borrowing Structure

Our Company proposes to utilise ₹ 998.00 lakhs from the Net Proceeds towards repayment/prepayment, in full or in part, of certain outstanding borrowings availed by our Company, and the balance borrowings are expected to be repaid from internal accruals. Accordingly, for the purpose of estimating the projected working capital requirement, no working capital borrowings have been considered for Fiscal 2027 and Fiscal 2028, and the incremental working capital requirement is proposed to be funded through internal accruals and the Net Proceeds.

Net Working Capital Assumptions

The increase is primarily attributable to higher trade receivables arising from increased turnover and expansion in project execution, partly offset by supplier credit and supported through internal accruals, bank borrowings and IPO proceeds.

Justification for changes in operating cycle and working capital turnover ratio

Operating Cycle	**Operating Cycle** The operating cycle of our Company during the projected period is based on the expected execution of AFR and BMH projects, primarily for customers in the cement industry. The project execution cycle generally involves engineering and drawing approvals, procurement of raw materials and bought-out components, in-house fabrication and assembly, testing, dispatch, installation and commissioning. Accordingly, the working capital cycle is primarily influenced by the timing of procurement, project execution, dispatch and collection from customers. **Inventory Holding Period:** The inventory holding period is estimated at 76 days in Fiscal 2027 and projected at 87 days in Fiscal 2028, compared with 87 days in Fiscal 2026. The reduction in Fiscal 2027 is based on the expected conversion of inventory into revenue as projects progress towards completion and dispatch. The holding period for Fiscal 2028 considers the expected execution of larger integrated and turnkey projects, requiring advance procurement of raw materials and bought-out components, including items with

	longer procurement lead times. Inventory may also include equipment under fabrication or finished equipment awaiting dispatch, depending on project execution and customer site readiness. **Trade Receivable Collection Period:** The trade receivable holding period is estimated at 48 days in Fiscal 2027 and projected at 55 days in Fiscal 2028, compared with 44 days in Fiscal 2026. The projected holding period considers the expected timing of dispatches and subsequent collections from customers. The increase in Fiscal 2028 also factors in the expected execution of larger integrated and turnkey projects and expansion into international markets, which may result in variations in billing and collection timelines. **Trade Payable Credit Period:** The trade payable holding period is estimated at 57 days in Fiscal 2027 and projected at 51 days in Fiscal 2028, compared with 80 days in Fiscal 2026. The reduction reflects the expected continuation of timely payments to suppliers and advance payments where required to secure availability and commercially favourable procurement terms for critical materials and components. The projected credit period also considers the Company's procurement requirements for larger projects and its established vendor relationships. **Cash Conversion Cycle:** The cash conversion cycle is estimated to increase from 51 days in Fiscal 2026 to 67 days in Fiscal 2027, primarily due to the reduction in trade payable days, partly offset by the reduction in inventory days. In Fiscal 2028, the cycle is projected at 91 days, mainly due to the increase in inventory days and trade receivable days, together with the reduction in trade payable days. Accordingly, the projected cash conversion cycle reflects the expected procurement, project execution, dispatch and collection requirements of the business. **Overall Working Capital Requirement:** Accordingly, our Company's net working capital requirement is projected to increase from ₹1,194.95 lakhs as at March 31, 2026 to ₹3,155.49 lakhs as at March 31, 2027 and further to ₹5,315.19 lakhs as at March 31, 2028. The incremental working capital requirement is expected to be funded through a combination of internal accruals and utilisation of ₹2,234.00 lakhs from the Net Proceeds. The projected increase is considered in line with the anticipated growth in operations and the working capital required for execution of the Company's projects.
Working Capital Turnover Ratio	The working capital turnover ratio increased from 5.55 times in Fiscal 2024 to 7.03 times in Fiscal 2025 and 8.02 times in Fiscal 2026, primarily reflecting the growth in revenue from operations and the relatively higher reliance on supplier credit during these periods. The ratio is estimated at 4.87 times in Fiscal 2027 and projected at 3.53 times in Fiscal 2028, considering the expected increase in business volumes along with the working capital required to support timely payments to suppliers, procurement of project materials and the milestone-based billing and collection cycle. The projected movement in the ratio is therefore aligned with our Company's expected scale of operations and working capital requirements.

2. <u>Funding capital expenditure towards purchase of machineries and equipment</u>

Our Board in its meeting dated September 28, 2026 took note that an amount of up to ₹ 203.00 Lakhs is proposed to be utilised from the Net Proceeds for funding the capital expenditure requirements of our Company towards purchase of machineries and equipment. The primary objective of acquiring these machineries is to upgrade our manufacturing capabilities, expand production capacity, and automate critical processes. Further the proposed purchase will improve product consistency and minimizes defect/rework rates through modernized automated processes, reduces manual labor dependence, energy consumption, and recurring maintenance overheads and ultimately will help in increase in output volume and operational efficiency.

Our Company has received quotation from suppliers and is yet to place any orders or enter into definitive agreements for purchase and installation of such machineries. The break-down of such estimated costs are set forth below:

(₹ in lakhs)

Sl. No	Machine Description	Supplier	Make / Model	Quote Ref. & Date	Validity	Qty	₹ in lakhs	Purpose
1	CNC Fibre Laser Cutting Machine – 6 kW, open body, bed 6500 × 2500 mm	GMT Engineers Pvt. Ltd., Chennai	GMT / NEAT6525-A (MAX 6000 W source, BOCI BLT421S head, FSCUT 4000E)	GMT-PINV-2318_2026 dt. 10-09-2026	90 days	1	68.70 *	High-precision laser cutting of mild steel, stainless steel, and structural sections for AFR system fabrication — reduces sub-contracting cost and improves in-house fabrication quality and turnaround time
2	CNC Hydraulic Press Brake – 320 T × 3000 mm, 4+1 axis with CNC crowning, standard tooling & laser finger safety	Proteck Machinery Pvt. Ltd., Kancheepuram	Proteck / ProBend HF3230	PMPL/2368-B/Laser/M6360/26-27 dt. 21-09-2026	30 days	1	65.83	Sheet metal bending for fabrication of structural components, conveyor frames, and system housings
3	Hydro-Mechanical 3-Roll Plate Rolling Machine – 2500 mm width × 12 mm MS	Viraat Industries, Ahmedabad	Viraat / 3HM-1225	VI/QUM/26-27/01348-R1 dt. 21-09-2026	90 days	1	16.75	Plate rolling for cylindrical components, pressure vessels, and shell fabrication in BMH and AFR systems
4	Extra Heavy Duty Precision Lathe – 16 ft bed, 24" centre height, 200 mm hollow spindle, with 12" 3-jaw & 30" 4-jaw chucks and 10 HP motor	Shimac Machine Tools, Hyderabad	Shimac	2026-2027/136 dt. 21-09-2026	90 days	1	15.88	Heavy-duty turning, boring, and threading of large-diameter shafts, rotary valves, and cylindrical components used in AFR co-processing and BMH systems
5	Compressed Air System – screw compressor with 1 m³ receiver (10 bar), F230 air dryer,	Atlas Copco (India) Pvt.	Atlas Copco / XAM 350E	PT/APE/Sep2026 dt. 21-09-2026	30 days	1 set	21.14	Compressed air supply for fabrication operations, surface blasting, and pneumatic tools at the Hyderabad facility

	PD180+ filter & auto drain valve	Ltd., Pune						
6	Diesel Generator Set – 125 kVA / 100 kW silent, CPCB IV+, with Stamford alternator	Rampali Pvt. Ltd., Hyderabad (Cummins dealer)	Cummins / QSB4.5-G2	RAMP/CUMMINS/005/2026-27 dt. 18-09-2026	90 days	1	12.69 #	Standby power supply for the new Hyderabad corporate office and fabrication facility — ensures uninterrupted operations, equipment protection, and regulatory compliance (CPCB IV+ emission norms)
7	Portable Abrasive (Grit) Blaster with remote control, 10 m blast hose, T.C. nozzles and operator safety kit	Aerowheel Surface Finishing, Jodhpur	Aerowheel / P7-1001R	ASF/26-27/259R dt. 21-09-2026	30 days	1 set	2.01^	Surface preparation / shot blasting for structural steel fabrication components — ensures surface quality before painting and coating in AFR system fabrication
	Total						203.00	

***** *Net price after supplier discount; list price INR 87,63,000 (incl. laser finger safety INR 4,50,000).*

Quotation states taxes are included (GST @18%); basic price back-calculated from quoted INR 14,97,000.

^ Ex-works price INR 1,97,000 plus packing @2% (INR 3,940).

As certified by Axium Valuation Services LLP Chartered Engineer, by way of their certificate dated September 25, 2026

Notes:

1. Above quotations are represented excluding the GST and any other applicable taxes. GST or any other applicable tax shall be paid from our internal accruals.
2. We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary as per the best possible offer available with us.
3. All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually render the services or at the same costs.
4. The quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of supply or equipment) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other service, equipment or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of construction service, equipment and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 15% of the amount raised or ₹ 1,000 lakhs whichever is lower by our Company through this Offer.

5. The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of services proposed to be acquired by us at the actual time of provision of service, resulting in increase in the estimated cost. Further, cost will be escalated on account of freight expenses, installation charges, packaging & forwarding, custom duty etc. Such cost escalation would be met out of our internal accruals
6. Issuer, Our Promoters, Our Promoter Group, Our Directors, Our Key Managerial Personnel and Merchant Banker do not have any personal interest in the proposed acquisition of the machinery or in the entity from whom we have obtained quotations in relation to such proposed acquisition of the equipment.
7. The machinery listed is new, of current technology, and not obsolete

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3. Funding of Capital Expenditure for Proposed Corporate Office Works – Facade and Interior Fit-Out

Our Company has constructed a new corporate office building at Plot No. 143/1, Survey Nos. 18, 31 and 32, Pet Basheerabad Village, Quthbullapur, Medchal-Malkajgiri District, Telangana, India, 500067 (the "**Corporate Office**"). The building comprises a ground floor, first floor, second floor, third floor and a terrace level. The civil and structural construction of the Corporate Office was completed by our Company prior to the Offer, entirely from its internal accruals, and no portion of the Net Proceeds will be utilised for this purpose.

Our Company proposes to utilise a portion of the Net Proceeds towards capital expenditure for proposed corporate office works – facade (exterior) and interior fit-out. Our Board, at its meeting held on September 28, 2026, noted that an amount of up to ₹ 279.66 lakhs is proposed to be utilised from the Net Proceeds for this purpose.

Our Company has received quotations from suppliers for the proposed interior fit-out works and has not yet entered into any definitive agreements with them. The estimated break-down of the costs is set out below:

Sl.	Description of Work	Quantity / Rate Basis	Basic Amount (INR)	GST @18% (INR)	Total incl. GST (INR)
A1	Structural glazing up to 44 ft height – 24 mm DGU (6+12+6 mm toughened) on Hindalco/Jindal aluminium sub-frame, concealed toggle cleats, structural silicone, SS 304 fasteners, HDG brackets, Fischer anchors	4,900 sqft @ 1,265	61.99	11.16	73.14
A2	Terracotta tile cladding on 75 × 40 × 3 mm MS RHS framework with brackets, cleats, anchors and epoxy primer	2,780 sqft @ 523.60	14.56	2.62	17.18
	Sub-total A – Exterior Façade (Quotation A)		**76.54**	**13.78**	**90.32**
B1	Glass work – Flux 45 aluminium single-glazed partitions (10 mm toughened, STC 28–32 dB), aluminium-framed glass doors with hardware, auto-closing entrance/stair doors, fixed partitions	880 sqft partitions @ 550; 18 glass doors; 10 auto-closing and 2 lobby doors; 320 sqft fixed partition	20.97	3.77	24.74
B2	False ceiling – 12 mm gypsum board on GI framework, conference-room stretch ceiling, light supports and cove patta	2,110 sqft @ 100; 300 sqft @ 950; 50 supports; 1,500 rft cove	6.79	1.22	8.01
B3	Gypsum partition – 75 mm double-sided GI stud with 48 kg/m³ glass wool; wall punning and level finish	1,527 sqft @ 190; 5,000 sqft wall finish @ 65	6.15	1.11	7.26
B4	Wood panelling – acoustic / laminate / glass wall panelling with plywood support	2,070 sqft @ 250 – 1,500	13.57	2.44	16.01
B5	Carpet flooring with leveller patti (material base rate INR 100/sqft)	5,270 sqft @ 150	7.91	1.42	9.33
B6	Modular furniture – 38 workstations with pedestals, 24 cubicles with credenzas, cabin/director tables, meeting and conference tables, storage, skirting (chairs excluded)	Item-wise (No. / sqft / rft)	34.12	6.14	40.26
B7	Carpentry – reception table, wooden floor deck, feature wall panels, cabin storage and panelling, conference seating, 17 bathroom doors	Item-wise (No. / sqft)	24.89	4.48	29.37

B8	Electrical – wiring, DB dressing & MCBs, 100 linear lights & 100 spotlights, LAN (30 pts) & CCTV wiring; modular switch plates; custom lighting (lump sum)	8,000 sqft @ 300; LS 3,50,000; LS 8,50,000	36.00	6.48	42.48
B9	Painting – putty, primer and two coats Royale matt finish	24,000 sqft @ 42	10.08	1.81	11.89
	Sub-total B – Interior Fit-Out (Quotation B)		**160.46**	**28.88**	**189.35**
	Grand Total (A + B)		**237.00**	**42.66**	**279.66**

Quantities are estimated; final billing is on actual site measurement. GST @18% is extra as per both quotations and is shown for information.

Not priced in Quotation B (shown as nil quantity or "APA" – as per actual): laminate flooring, civil works, HVAC, chairs, graphics & glass films, decorative lights and AC wiring. These are outside this certificate.

As certified by Axium Valuation Services LLP Chartered Engineer, by way of their certificate dated September 28, 2026

Notes:

1. Above quotations are represented including the GST and any other applicable taxes.
2. We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary as per the best possible offer available with us.
3. All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually render the services or at the same costs.
4. The quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of supply of services) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other service, equipment or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of construction service, equipment and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 15% of the amount raised or ₹ 1,000 lakhs whichever is lower by our Company through this Offer.
5. The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of services proposed to be acquired by us at the actual time of provision of service, resulting in increase in the estimated cost. Further, cost will be escalated on account of freight expenses, installation charges, packaging & forwarding, custom duty etc. Such cost escalation would be met out of our internal accruals
6. Issuer, Our Promoters, Our Promoter Group, Our Directors, Our Key Managerial Personnel and Merchant Banker do not have any personal interest in the proposed acquisition of the machinery or in the entity from whom we have obtained quotations in relation to such proposed acquisition of the equipment.
7. The materials specified are new, of current specification.

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4. Repayment of certain borrowing availed by our Company, in part or full

Our Company has entered into certain financing arrangements with banks and financial institutions. The loan facilities availed by our Company include borrowing in the form of, inter alia, term loans and working capital facility from various lenders. For disclosure of our Company's secured and unsecured borrowings as on March 31, 2026, please see *"Financial Indebtedness"* on page 271.

Our Board in its meeting dated September 28, 2026 proposes to utilise an estimated amount of up to ₹ 998.00 lakhs out of the Net Proceeds towards repayment and/or pre-payment of certain existing borrowings availed by our Company. In the event of payment of pre-payment penalty or accrued interest, as applicable, such payment shall be made from the internal accruals of our Company. Our Company may repay or refinance part of its existing borrowings prior to the Allotment. Accordingly, our Company may utilise the Net Proceeds for part or full pre-payment or scheduled repayment of any such refinanced borrowings or additional borrowings obtained. Further, the amounts outstanding under the borrowings of our Company as well as the sanctioned limits are dependent on several factors and may vary with our Company's business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. However, our Company confirms that the aggregate amount to be utilised from the Net Proceeds towards pre-payment and/or scheduled repayment of its existing borrowings (including re-financed or additional borrowings availed, if any), in part or full, will not exceed ₹ 998.00 lakhs.

We may choose to repay and/or pre-pay certain borrowings availed by us, other than those identified in the table below, which may include additional borrowings we may avail after the filing of this Draft Red Herring Prospectus. Given the nature of these borrowings and the terms of repayment/pre-payment, the aggregate outstanding borrowing amounts may vary from time to time.

We believe that the pre-payment or scheduled repayment will help reduce our existing borrowings, assist us in maintaining a favourable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. In addition, we believe that this will improve our debt-equity ratio, enabling us to raise further resources in the future at competitive rates to fund potential business development opportunities and plans to grow and expand our business in the future.

As on September 07, 2026, the aggregate outstanding borrowings of our Company which is proposed to be repaid amounted to ₹ 1,087.62 lakhs.

The details of the outstanding loans of our Company, as on September 07, 2026, which are proposed for repayment or prepayment, in full or in part from the Net Proceeds are set forth below. The loan facilities are listed below in no particular order of priority.

(₹ in lakhs)

Name of Lender	Nature of borrowing	Rate of Interest	Tenure (In months)	Date of Sanction	Amt Sanctioned (₹)	Amout outstanding as on September 07, 2026 (₹)	Purpose	Prepayment Penalty/ Condition
Union Bank of India	Cash Credit facility	EBLR + 1.55%	12 months (Renewed Annually)	02.12.25	1,000.00	917.62	Working capital	NIL
Union Bank of India	Working Capital Term Loan	EBLR + 0.75%	60 months	02.06.26	170.00	170.00	Working capital	NIL
Total					**1,170.00**	**1,087.62**	**-**	**-**

Notes:

(1) In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purposed availed, our Company has obtained the requisite certificate.

(2) As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 25, 2026., the utilisation of the proceeds of the loans, as indicated above has been towards the purpose availed for, as per the sanction letters / loan agreements of the respective loans.

The amounts outstanding against the borrowings disclosed in this chapter may vary from time to time, in accordance with the amounts drawn down, repayment, pre-payment and the prevailing interest rates and other applicable factors. In addition to above, we may, enter into fresh financing arrangements with banks and financial institutions. For further details, please see *"Financial Indebtedness"* on page 271.

The selection of borrowings proposed to be prepaid and/or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates (ii) any conditions attached to the borrowings restricting our ability to prepay / repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for prepayment or foreclosure from the respective lenders, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. The selection of the borrowings proposed to be prepaid and/or repaid as mentioned in the table above, is not determined and our Company may utilize the Net Proceeds to prepay and/or repay the facilities not disclosed above in accordance with commercial considerations, including amounts outstanding at the time of prepayment and/or repayment.

For the purposes of the Offer, our Company has intimated and has obtained necessary consent from its lenders, as is required under the relevant facility documentation for undertaking the Issue and certain actions related thereto, including consequent actions, such as change in the capital structure, change in shareholding pattern of our Company, amendment to the Articles of Association of our Company, change in composition of board of directors etc.

5. General Corporate Purposes:

We propose to deploy the balance Net Proceeds, aggregating to ₹ [●] lakhs towards general corporate purposes to drive our business growth. As per the applicable laws, we shall utilise the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act and SEBI ICDR regulations and amendments thereto.

We confirm that any offer related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Draft Red Herring Prospectus, shall not exceed fifteen percent of the amount being raised by our Company or ₹ 1,000 lakhs, whichever is less.

6. Offer Related Expenses

The total estimated Offer Expenses are ₹ [●] lakhs, which is [●] % of the total Issue Size. The details of the Issue Expenses are tabulated below:

(₹ in lakhs)

S. No.	Particulars	Amount	% of total expenses	% of total issue size
1	Book Running Lead Manager Fees	[●]	[●]	[●]
2	Underwriting Fees	[●]	[●]	[●]
3	Fees payable to the Market maker to the Issue	[●]	[●]	[●]
4	Fees payable to the Registrar to the Issue	[●]	[●]	[●]
5	Fees payable for Advertising and Publishing Expense	[●]	[●]	[●]

S. No.	Particulars	Amount	% of total expenses	% of total issue size
6	Fees payable to Regulators including Stock Exchange & Depositories	[●]	[●]	[●]
7	Payment for Printing & Stationary, Postage etc	[●]	[●]	[●]
8	Fees payable to statutory auditors, Legal Advisors & other Professionals	[●]	[●]	[●]
9	Other Expense	[●]	[●]	[●]
Total Estimated Offer Expense		[●]	[●]	[●]

Notes:

Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs:

1. *ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular) - Rs [●]/- per application on wherein shares are allotted.*
2. *Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them) - Rs* [●]*/- per application on wherein shares are allotted*
3. *Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank - Rs* [●]*/- per application on wherein shares are allotted*
4. *Sponsor Bank shall be payable processing fees on UPI application processed by them - Rs* [●]*/- per application on wherein shares are allotted*
5. *No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.*
6. *The commissions and processing fees shall be payable within 30 Working days post the date of receipt of final invoices of the respective intermediaries.*
7. *Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

Offer Expenses other than the listing fees shall be shared among our Company on a pro rata basis, in proportion to the Equity Shares Allotted.

APPRAISING AGENCY

None of the Objects of the Offer for which the Net Proceeds will be utilized have been appraised by any agency.

BRIDGE LOANS

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 of the Offer.

SHORTFALL OF FUNDS

Any shortfall in meeting the fund requirements will be met by way of internal accruals.

MONITORING OF UTILIZATION OF FUNDS

As per Regulation 262(1) of the SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 5,000 Lakhs. Hence, our Company is not required to appoint a monitoring agency in relation to the issue.

Our Board and Audit committee shall monitor the utilization of the net proceeds of the Issue. Our Company will disclose the utilization of the Net Issue Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Issue Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the completion of the Issue.

Pursuant to SEBI LODR Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Issue Proceeds. Our Company shall prepare a statement of funds

utilized for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Issue Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32 of the SEBI LODR Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

INTERIM USE OF FUNDS

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board. 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 or investing in any real estate product or real estate linked products.

VARIATION IN OBJECTS

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the Objects without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such shareholder who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

Pursuant to Regulation 281A of SEBI ICDR Regulations (as amended), the Promoters or shareholders in control shall provide an exit offer to dissenting shareholders as provided in Companies Act, 2013, in case of change in objects or variation in the terms of contract related to objects referred in this Draft Red Herring Prospectus as per the conditions and in manner provided in Schedule XX of SEBI ICDR Regulations, 2018.

STRATEGIC OR FINANCIAL PARTNERS

There are no strategic or financial partners to the Objects of the Issue.

OTHER CONFIRMATIONS / PAYMENT TO PROMOTERS AND PROMOTER'S GROUP FROM THE IPO PROCEEDS

There is no proposal whereby any portion of the Net Proceeds will be paid to Our Promoters, Promoter Group, Directors and Key Managerial Personnel, Group Companies, except in the ordinary course of business. Further, there are no existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with Our Promoters, Promoter Group, Directors Group Companies, and/or Key Managerial Personnel.

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BASIS FOR ISSUE PRICE

*Investors should read the following summary with the section titled **"Risk Factors",** the details about our Company under the section titled **"Our Business"** and its financial statements under the section titled **"Financial Information of the Company"** beginning on page 27, 179 and 267 respectively of the Draft Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.*

Price Band/Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹ 10/- each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

For the purpose of making an informed investment decision, the investors should also refer **"*Risk Factors*", "*Our Business*"** and **"*Restated Financial Information"*** as beginning on Page 27 and 267 respectively of this **Draft Red Herring Prospectus**.

Qualitative Factors

Some of the qualitative factors which form the basis for computing the Issue Price are:

- Experienced Management Team
- Efficient Operational Team
- Long Standing Customer Relationship

For further details, please refer chapters titled ***"Risk Factors"*** and ***"Our Business"*** beginning on page 27 and 179, respectively.

Quantitative Factors

The information presented in this section for the restated financial statements of the Company for the financial year ended March 31, 2026, 2025 and 2024 is derived from our Restated Financial Statements. For more details on financial information, investors please refer the chapter titled ***"Restated Financial Information"*** beginning on page 267 of this Draft Red Herring Prospectus.

Investors should evaluate our Company by taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the price are as follows:

1. Basic and Diluted Earnings per Share (EPS) (Post bonus), (Face Value of ₹ 10/- each)

(in ₹)

Year ended	Basic and Diluted EPS (Post bonus) (in ₹) #	Weights
March 31, 2026	7.91	3
March 31, 2025	1.02	2
March 31, 2024	0.35	1
Weighted Average (of the above three financial years)	**4.35**	

#EPS is calculated post adjustment of Bonus Issued on 24/09/2026

Note:

i. Basic EPS: Net Profit after tax as restated divided by weighted average number of Equity Shares outstanding at the end of the year.
ii. Diluted EPS: Net Profit after tax as restated divided by weighted average number of Equity Shares outstanding at the end of the year for diluted EPS.

iii. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of the total number of days during the year.
iv. The above statement should be read with significant accounting policies and notes on Restated Financial Statements as appearing in the Financial Statements.
v. The EPS has been calculated in accordance with AS 20 Earnings Per Share (EPS) issued by Institute of Chartered Accountants of India.

2. Price Earning (P/E) Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share of Face Value of ₹ 10/- each fully paid up.

Particulars	(P/E) Ratio at the Floor Price (number of times)	(P/E) Ratio at the Cap Price (number of times)
a) Based on basic EPS for the financial year ended March 31, 2025	[●]*	[●]*
b) Based on diluted EPS for the financial year ended March 31, 2026	[●]*	[●]*

**To be computed after finalisation of the Price Band.*

3. Industry Peer Group P/E ratio

The company has no directly comparable listed peers, as there are no publicly listed companies that closely match its business model, product offering, and operational profile.

4. Return on Net Worth (RoNW):

Year ended	RoNW (%)	Weight
Financial Year ended on March 31, 2026	59.50%	3
Financial Year ended on March 31, 2025	18.85%	2
Financial Year ended on March 31, 2024	7.94%	1
Weighted Average (of the above three financial years)	**37.36%**	

Note:

a) RoNW is calculated as net profit after taxation divided by networth for that year.
b) Net-worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation (Refer Regulation 2 of Chapter - I of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018).
c) *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e (RoNW x Weight) for each* year/Total of weights.

5. Net Asset Value (NAV) per Equity Share (Post bonus)

Particulars	NAV per Share (₹)#
As on March 31, 2026	13.30
As on March 31, 2025	5.39
As on March 31, 2024	4.37
Net Asset Value per Equity Share after the Issue	[●]
Issue price per equity shares	[●]

#NAV is calculated post adjustment of Bonus Issued on 24/09/2026

Note:

a) NAV (book value per share) = Net Assets divided by number of shares outstanding at the end of the year.

b) The figures disclosed above are based on the Restated Financial Statements of the company.
c) Net Assets is calculated as share capital plus total reserves & surplus.
d) Issue Price per Equity Share will be determined by our company in consultation with the BRLM.

6. Comparison of Accounting Ratios with Industry Peers

The company has no directly comparable listed peers, as there are no publicly listed companies that closely match its business model, product offering, and operational profile.

7. Key Performance Indicators

Our company considers that KPIs included herein below have a bearing for arriving at the basis for Issue price. The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 25, 2026 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the KPIs herein have been certified by M/s MSPR & Co., Chartered Accountants, by their certificate dated September 25, 2026. 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**.

For the details of our key performance indicators, see sections titled *"**Our Business**"* and *"**Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators**"* on pages 179 and 277 respectively of this RHP. We have described and defined them, where applicable, in *"**Definitions and Abbreviations**"* section on page 7 of this **Draft Red Herring Prospectus**. Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price.

For PH1 Industries Limited ***(Amount in Lakhs except % and ratios)***

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from Operations (₹ in Lakhs) (1)	5,649.35	2,246.30	1,663.45
Growth in Revenue from Operations (%)	151.50%	35.04%	NA
Total Income (₹ in Lakhs) (2)	5,697.35	2,296.19	1,688.88
EBITDA (₹ in Lakhs) (3)	1,238.72	259.90	131.45
EBITDA Margin (%) (4)	21.74%	11.32%	7.78%
Profit After Tax (₹ in Lakhs) (5)	783.10	100.52	34.35
PAT Margin (%) (6)	13.86%	4.47%	2.06%
Net Worth (₹ in Lakhs) (7)	1,316.24	533.14	432.62
Return on Equity ("RoE") (%) (8)	84.69%	20.82%	8.27%
Return on Capital Employed ("RoCE") (%) (9)	49.72%	19.28%	12.34%
Net Asset Value Per Share (Post bonus) (₹) (10)	13.30	5.39	4.37
Debt-Equity Ratio (in times) (11)	0.80	1.20	1.19

Notes:
1) Revenue from operations represents the revenue from sale of service & product & other operating revenue of our Company as recognized in the Restated financial information.
2) Total income includes revenue from operations and other income.
3) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back interest cost, depreciation, and amortization expense.
4) EBITDA margin is calculated as EBITDA as a percentage of total income.
5) Restated profit for the period / year.
6) PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
7) Restated Net worth of the company is calculated as share capital plus total reserves & surplus.
8) Return on Equity is calculated as Profit after tax, as restated, attributable to the owners of the Company for the year/ period divided by average equity. Average equity is calculated as average of opening and closing balance of total equity (Shareholders' funds) for the year.
9) Return on capital employed calculated as Earnings before interest and taxes divided by capital employed as at the end of respective period/year. (Capital employed calculated as the aggregate value of Tangible networth, total debt and deferred tax liabilities)
10) Net asset value per share calculated as Total networth divide by total no of outstanding shares.
11) Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long-term and short-term borrowings. Total equity is the sum of share capital and reserves & surplus.

KPI	**Explanation**
Revenue from operations	Revenue from operations represents the total turnover of the business as well as provides information regarding the year over year growth of our Company.
Total Income	Total Income is used by our management to obtain a comprehensive view of all income including revenue from operations and other income.
EBITDA	EBITDA is calculated as Restated profit / loss for the period plus tax expense plus depreciation and amortization plus finance costs and any exceptional items. EBITDA provides information regarding the operational efficiency of the business of our Company
EBITDA margin	EBITDA Margin the percentage of EBITDA divided by total income and is an indicator of the operational profitability of our business before interest, depreciation, amortisation, and taxes.
Restated profit for year	Restated profit for the period / year represents the profit / loss that our Company makes for the financial year or during a given period. It provides information regarding the profitability of the business of our Company.
Profit margin	Restated profit for the period / year Margin is the ratio of Restated profit for the period / year to the total revenue of the Company. It provides information regarding the profitability of the business of our Company as well as to compare against the historical performance of our business.
Restated net worth	Restated Net Worth is calculated as Equity Share Capital plus Other Equity (including reserves and surplus) less accumulated losses and miscellaneous expenditure (if any), after giving effect to all restatement adjustments. Restated Net Worth represents the shareholders' funds of the Company and provides information regarding the Company's financial strength and overall financial position.
Return on Equity ("RoE")	RoE refers to Restated profit for the period / year divided by Average Equity for the period. Average Equity is calculated as average of the total equity at the beginning and ending of the period. RoE is an indicator of our Company's efficiency as it measures our Company's profitability. RoE is indicative of the profit generation by our Company against the equity contribution.
Return on Capital Employed ("RoCE")	RoCE is calculated as Earnings before interest and taxes (EBIT) divided by Capital Employed by the Company for the period. RoCE is an indicator of our Company's efficiency as it measures our Company's profitability. RoCE is indicative of the profit generation by our Company against the capital employed.

Net Asset Value ("NAV")	Net asset value per share calculated as Total networth divide by total no of outstanding shares
Debt-Equity Ratio (in times)	Debt- equity ratio is a gearing ratio which compares shareholder's equity to company debt to assess our company's amount of leverage and financial stability.

Set forth the description of historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company.

For evaluation our business, we consider that the KPIs, as presented above, as additional measures to review and assess our financial and operating performance. These KPIs have limitations as analytical tools and presentation of these KPIs should not be considered in isolation or as a substitute for the Restated Financial Information.

Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, it provides an additional tool for investors to use our operating results and trends and in comparing our financial results with other companies in our industry as it provides consistency and comparability with past financial performance.

As there are no listed companies that are directly comparable to our Company's business operations, we have not identified any listed peer for the purpose of KPI comparison. Accordingly, the KPIs presented in this section are intended to facilitate an understanding of our Company's historical operational and financial performance.

8. Weighted Average Cost of Acquisition (WACA), Floor Price and Cap Price

a) Price per share of the Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Plans and issuance of Equity Shares pursuant to a bonus issue) 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 the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances").

The details of the Equity Shares/ convertible warrants (primary/ new issue of securities), excluding shares issued under ESOP/ ESOS and issuance of bonus shares, during the eighteen (18) months preceding the date of this draft red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre Issue 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 thirty (30) days ("Primary Issuance") are as follows:

Date of Allotment	No. of Equity Shares	Issue/ Price (₹)	Adjusted No. of Equity Shares	Adjusted Price	Nature of consideration	Nature of Allotment
June 24, 2026	78,067	1,281.10	8,58,737	116.46	cash	Preferential Issue
WACA						116.46

b) The Price per share of our company based on the secondary sale/acquisition of shares (equity/convertible securities) There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where Our Promoters or the members of our Promoter Group or shareholder(s) selling shares through offer for sale or shareholder(s) having the right to nominate director(s) in the Board of the Company are a party to a 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 our Company (calculated based on the pre-Issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

c) Weighted average cost of acquisition (WACA), floor price and cap price for the last 3 years preceding the DRHP: Since transactions are reported under point (a) above, therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the

transaction) not older than 3 years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions, is not applicable.

d)Weighted average cost of acquisition, floor price and cap price.

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price	Cap Price
The price per share of our company based on the primary/new issue of shares (equity/convertible securities) There has been no issuance of Equity Shares or convertible securities, excluding the 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 the Company (calculated based on the pre-issue capital), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	116.46	**[●]**	**[●]**
The Price per share of our company based on the secondary sale/acquisition of shares (equity/convertible securities) There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where Our Promoters or the members of our Promoter Group or shareholder(s) selling shares through offer for sale or shareholder(s) having the right to nominate director(s) in the Board of the Company are a party to a 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 our Company (calculated based on the pre-Issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	**N.A.**	**[●]**	**[●]**

Since transactions are reported under point (a) above, therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction) not older than 3 years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions, is not applicable.	**NA**	**[●]**	**[●]**

9. Justification for Basis of Issue Price

Explanations for Issue Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out at page [●] above) along with our Company's key performance indicators and financial ratios for Financial Years 2026, 2025 and 2024 and in view of the external factors which may have influenced the pricing of the Issue, are provided below:

[●]

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLM, on the basis of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above stated qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "***Risk Factors***", "***Our Business***", "***Financial Information***" and "***Management's Discussion and Analysis of Financial Conditions and Results of Operations***" on pages 27, 179, 267 and 277 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "Risk Factors" on page [●] and you may lose all or part of your investments.

STATEMENT OF POSSIBLE TAX BENEFIT

Date: 25-09-2026

To,
The Board of Directors
PH1 Industries Limited
(Formerly Known as "PH1 Industries Private Limited")
Address: Plot No 149, Survey No 866/1 Medchal Village,
Medchal Mandal, Ranga Reddy, Telangana, India, 501401

GYR Capital Advisors Private Limited
428, Gala Empire, Near JB Tower,
Drive in Road, Thaltej,
Ahemdabad-380 054,
Gujarat, India.
(GYR Capital Advisors Private Limited referred to as the "Book Running Lead Manager")

Dear Sir(s),

Sub: **Proposed initial public offering of equity shares of ₹ 10 each (the "Equity Shares") of PH1 Industries Limited (Formerly "PH1 Industries Private Limited") (the "Company" and such offering, the "Issue")**

We, M S P R & Co., peer review auditors, have received a request from the Company to certify the possible special tax benefits available to the Company under the Taxation Laws presently in force in India. We refer to the proposed initial public offering of equity shares (the "Offer") of the Company. We enclose herewith the annexure showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the direct and indirect tax laws, including the Income-tax Act, 2025, the Income-tax Rules, 2026, 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 the "GST Act"), the Customs Act, 1962 and the Customs Tariff Act, 1975, (collectively the "Taxation Laws") including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the Tax year 2026-27 relevant to the financial year 2026-27 for inclusion in the Draft Red-herring Prospectus/Red-herring Prospectus/ Prospectus ("Offer Document") for the proposed offer of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its

shareholders to derive the stated special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. Neither are we suggesting nor advising the investor to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:

i) the Company or its shareholders will continue to obtain these benefits in future; or

ii) the conditions prescribed for availing the benefits have been/would be met with.

iii) 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 and the provisions of tax laws.

The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The contents stated in the annexure are based on the information, explanations and representations obtained from the Company.

We hereby give consent to include this statement of tax benefits in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus and submission of this certificate as may be necessary, to the Emerge Platform of National Stock Exchange where the Equity Shares are proposed to be listed ("Stock Exchange") and the Registrar of Companies, Hyderabad at Telangana ("ROC"), SEBI or any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.

Terms capitalized and not defined herein shall have the same meaning as Prescribed to them in the Draft Red Herring Prospectus.

LIMITATIONS

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the existing tax laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.

This statement has been prepared solely in connection with the offering of Equity shares by the Company under the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the Issue).

Yours sincerely,

For MSPR&Co.,
Chartered Accountants
FRN: 010152S

SD/-

CA Teja Kiran P
Partner
M. No.: 263464
UDIN: 26263464GSRYBH7715
Place: Hyderabad
Date: 25-09-2026

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

The information provided below sets out the possible special tax benefits available to the Company, the Shareholders under the Taxation Laws presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

Direct Taxation

Outlined below are the special tax benefits available to the Company, its subsidiary company and its shareholders under the Income-tax Act, 2025 ('the Act') read with rules, circulars, and notification thereunder, as amended by Finance Act, 2026 i.e., applicable for Financial Year 2026-27 relevant to the Tax Year 2026-27, presently in force in India

A. SPECIAL TAX BENEFITS TO THE COMPANY

Section 200 of the Income Tax Act, 2025 (corresponding to Section 115BAA of the Income Tax Act, 1961, as inserted by The Taxation Laws (Amendment) Act, 2019), provides that domestic company may opt to be taxed at a concessional rate of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions or set-off of losses, depreciation etc. and claiming depreciation determined in the prescribed manner. Further, where such option is exercised, the provisions of Minimum Alternate Tax (MAT) would not be applicable and earlier year MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

The Company has represented to us that it has opted for the concessional tax regime under Section 200 of the Income Tax Act, 2025 (erstwhile Section 115BAA of the Income Tax Act, 1961) from assessment year 2024-25 i.e. F.Y. 2023-24 onwards.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

Indirect Taxation

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017/ Integrated Goods and Services Tax Act, 2017 read with Rules, Circulars, and Notifications ("GST law"), the Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law") and Foreign Trade Policy 2015-2020 Foreign Trade Policy 2023("FTP") (collectively referred as "Indirect Tax").

A. SPECIAL TAX BENEFITS TO THE COMPANY

There are no special tax benefits available to the Company under GST law.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS

The Shareholders of the Company are not entitled to any special tax benefits under the Indirect Tax.

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

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. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

Yours sincerely,

For MSPR&Co.,
Chartered Accountants
FRN: 010152S

SD/-

CA Teja Kiran P
Partner
M. No.: 263464
UDIN: 26263464GSRYBH7715
Place: Hyderabad
Date: 25-09-2026

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled ***"Custom Report - India Alternate Fuel and Raw Materials (AFR) Firing Systems Market"*** *which covers the study period from 2026 to 2031, with 2025 as the base year (the "Mordor Intelligence Report") prepared and issued by Mordor Intelligence Private Limited ("Mordor Intelligence"), appointed by us and exclusively commissioned and paid for by us in connection with the Offer.*

The data included herein includes excerpts from the Mordor Report and may have been reordered by us for the purposes of presentation. Mordor Report is an independent agency and is not related to the Company, its Directors, Promoters, or the Book Running Lead Manager. There are no parts, data or information relevant for the proposed Offer, that has been left out or changed in any manner.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. See also, "Risk Factors –Certain sections of this Draft Red Herring Prospectus disclose information from the Mordor Report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 27.

Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. While preparing its report, Mordor has also sourced information from publicly available sources, including our Company's financial statements. However, financial information relating to our Company presented in other sections of this Draft Red Herring Prospectus has been prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations. Accordingly, the financial information of our Company in this section is not comparable with Ind AS financial information presented elsewhere in this Draft Red Herring Prospectus

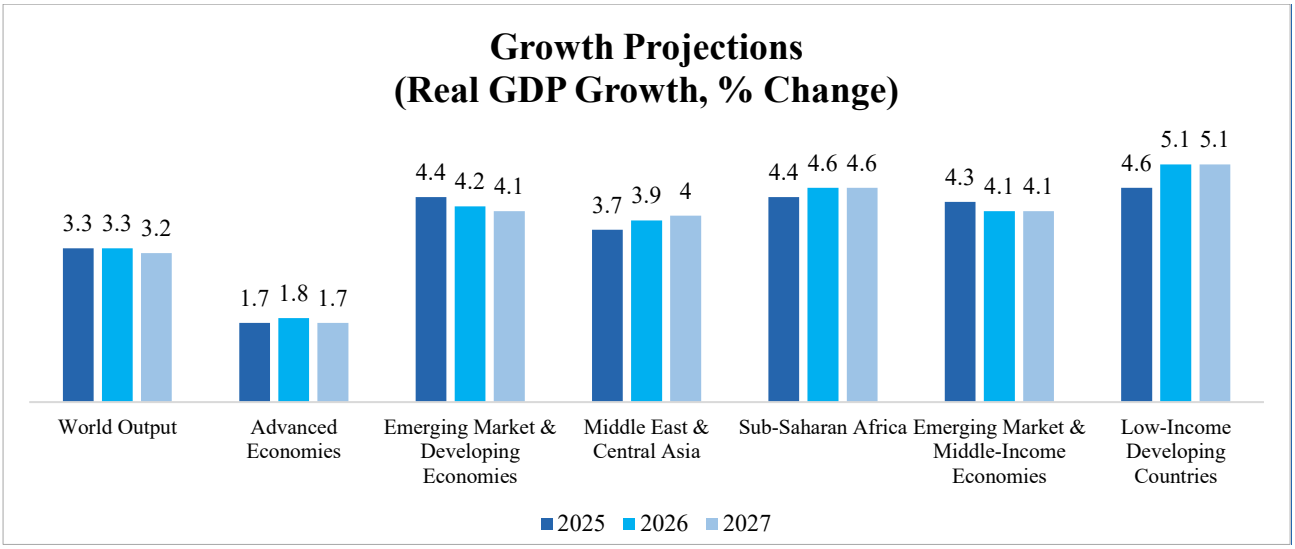
GLOBAL ECONOMY

Macroeconomic Environment

Global growth is projected to remain resilient at 3.3 percent in 2026 and at 3.2 percent in 2027: rates similar to the estimated 3.3 percent outturn in 2025. The forecast marks a small upward revision for 2026 and no change for 2027 compared with that in the October 2025 World Economic Outlook (WEO). This steady performance on the surface results from the balancing of divergent forces. Headwinds from shifting trade policies are offset by tailwinds from surging investment related to technology, including artificial intelligence (AI), more so in North America and Asia than in other regions, as well as fiscal and monetary support, broadly accommodative financial conditions, and adaptability of the private sector. Global headline inflation is expected to decline from an estimated 4.1 percent in 2025 to 3.8 percent in 2026 and further to 3.4 percent in 2027. The inflation projections are also broadly unchanged from those in October and envisage inflation returning to target more gradually in the United States than in other large economies.

Risks to the outlook remain tilted to the downside. re-evaluation of productivity growth expectations about AI could lead to a decline in investment and trigger an abrupt financial market correction, spreading from AI-linked

companies to other segments and eroding household wealth. Trade tensions could flare up, prolonging uncertainty and weighing more heavily on activity. Domestic political tensions or geopolitical tensions could erupt, introducing new layers of uncertainty and disrupting the global economy through their impact on financial markets, supply chains, and commodity prices. Larger fiscal deficits and high public debt could put pressure on long-term interest rates and, in turn, on broader financial conditions. On the upside, activity could be further lifted by AI-related investment and eventually transform into sustainable growth if faster AI adoption translates into strong productivity gains and increased business dynamism. Activity could also be supported by a sustained easing in trade tensions. Policies to foster stability and sustainably lift medium-term growth prospects require a keen focus on restoring fiscal buffers, preserving price and financial stability, reducing uncertainty, and implementing structural reforms without further delay.



(Source: https://www.imf.org/en/publications/weo/issues/2026/01/19/world-economic-outlook-update-january-2026)

Global growth is expected to remain steady, with the momentum in high-tech sectors set to slow but to continue to partly offset the drag elsewhere. While tariffs and uncertainty are projected to continue to weigh on the level of activity, the effect on growth is expected to fade during 2026 and 2027. At 3.3 percent for 2026 and 3.2 percent for 2027, the forecasts mark a slight deceleration from the estimated 3.3 percent achieved in 2025. The forecast for 2026 is revised upward by 0.2 percentage point compared with that in the October 2025 WEO, while the forecast for 2027 is unchanged. There are, however, significant revisions for some countries, with the changes in different directions.

Growth in *advanced economies* is projected to be 1.8 percent in 2026 and 1.7 percent in 2027. In the *United States*, the economy is projected to expand by 2.4 percent in 2026, supported by fiscal policy and a lower policy rate, while the impact of higher trade barriers also gradually wanes. This 0.3 percentage point upward revision from the October forecast reflects a stronger-than expected GDP outturn in the third quarter of 2025, a rebound in activity in the first quarter of 2026 compared with that in the fourth quarter of 2025 following the end of the federal government shutdown, and the associated carryover. Growth is projected to remain solid at 2.0 percent in 2027, with a near-term fiscal boost from tax incentives for corporate investment under the One Big Beautiful Bill Act of 2025. Technology-driven momentum is expected to moderate but still provide some offset to lower immigration and moderating consumption.

In the *euro area*, growth is expected to remain steady at 1.3 percent in 2026 and at 1.4 percent in 2027. The slightly faster growth in 2027 reflects projected increases in public spending, notably in Germany, alongside continued strong performance in Ireland and Spain. The forecast is broadly unchanged from that in October, with the subdued growth rate reflecting unresolved structural headwinds. The impact of the planned increase in defense spending is expected to materialize only in subsequent years, given commitments to reach target levels gradually by 2035. Compared with other regions, the euro area benefits less from the recent technology-driven investment boost. Lingering effects of the persistent rise in energy prices after Russia's invasion of Ukraine will continue to

drag on manufacturing, with additional pressure from the real appreciation of the euro relative to currencies of countries exporting similar products.

In *other advanced economies*, growth is projected to decelerate to 1.6 percent in 2025 and pick up to 2.1 percent in 2026. In some cases, currency appreciation offsets the favorable effects of more accommodative financial conditions, while the effective tariff rates are the same or slightly higher than in the April WEO reference forecast because of new tariffs imposed on imports of vehicle parts in May and a doubling of tariffs on steel and aluminum in June.

In *emerging market and developing economies*, growth is expected to continue to hover just above 4.0 percent in 2026 and 2027. Relative to the projection in October, growth in 2025 for *China* is revised upward by 0.2 percentage point to 5.0 percent. The revision reflects stimulus measures and additional policy bank lending for investment. Growth for 2026 is also revised upward by 0.3 percentage point to 4.5 percent, reflecting the lower US effective tariff rates on Chinese goods as a result of the yearlong trade truce agreed to in November and stimulus measures that are assumed to be implemented over two years. The economy's growth rate is expected to decelerate to 4.0 percent in 2027 as structural headwinds assert themselves. In *India*, growth is revised upward by 0.7 percentage point to 7.3 percent for 2025, reflecting the better-than expected outturn in the third quarter of the year and strong momentum in the fourth quarter. Growth is projected to moderate to 6.4 percent in 2026 and 2027 as cyclical and temporary factors wane.

In the *Middle East and Central Asia*, growth is projected to accelerate from 3.7 percent in 2025 to 3.9 percent in 2026 and to 4.0 percent in 2027, supported by higher oil output, resilient local demand, and ongoing reforms. Growth is also expected to accelerate in *sub-Saharan Africa*, from 4.4 percent in 2025 to 4.6 percent in 2026 and 2027, supported by macroeconomic stabilization and reform efforts in key economies. In *Latin America and the Caribbean*, growth is projected to moderate to 2.2 percent in 2026 and bounce to 2.7 percent in 2027 as countries in the region approach potential from different cyclical positions. In *emerging and developing Europe*, a sharp slowdown in 2025 to a growth rate of 2.0 percent is expected to reverse, with economies in the region expanding at an average rate of 2.3 percent in 2026 and 2.4 percent in 2027. In most regions, the rebound also reflects the fading effect of shifting trade policies.

World trade volume growth is expected to decline from 4.1 percent in 2025 to 2.6 percent in 2026 and increase to 3.1 percent in 2027. These dynamics reflect patterns of front-loading and trade flow adjustments to new policies. Over the medium term, expansionary fiscal packages in economies with current account surpluses are expected to contribute to declining *global imbalances*. Countering this force is the technology-driven business investment surge, which is expected to continue to attract capital flows to the United States even as it moderates.

Global inflation is projected to continue its decline, with headline inflation falling to 3.8 percent in 2026 and 3.4 percent in 2027. This is virtually unchanged from that in the October 2025 WEO, with overarching trends of softening demand and lower energy prices remaining intact. Divergence between the United States and most other countries lingers. With pass-through from higher tariffs gradually materializing, US core inflation is projected to return to the country's 2 percent target during 2027. Australia and Norway are also projected to see some drawn-out persistence in above-target inflation. In the United Kingdom, inflation, which increased last year partly due to one-off regulated price changes, is expected to return to target by the end of 2026 as a weakening labor market continues to exert downward pressure on wage growth. In Japan, inflation is expected to moderate in 2026 and converge toward the country's target in 2027, as food and commodity prices ease. In the euro area, headline inflation is projected to hover around 2 percent, with core inflation projected to decline to that level in 2027. Inflation in China is projected to start rising from low levels, whereas inflation in India is expected to go back to near target levels after a marked decline in 2025 driven by subdued food prices.

Inflation Forecast

Under the baseline, global headline inflation is projected to decline to 4.2 percent in 2025 and to 3.7 percent in 2026. This path is virtually the same as depicted in the previous projections, but there is variation across countries and regions.

Inflation forecasts are revised upward in quite a few economies, relative to the October 2024 WEO, which serves as a pre-policy-shift benchmark. Among advanced economies, the most notable cases are the United Kingdom and the United States. In the United Kingdom, headline inflation, which started picking up in 2024, is expected to continue rising in 2025 partly because of changes in regulated prices. This is projected to be temporary, with a loosening labor market and moderating wage growth eventually helping inflation return to target at the end of 2026.

In the United States, inflation is expected to pick up beginning in the second half of 2025, as the impact of tariffs is no longer absorbed within supply chains and instead passed on to consumers. Inflation then is expected to return to the Federal Reserve's 2 percent target during 2027. This forecast assumes only modest second-round effects, implying potential upside risks to US inflation in the baseline amid downside risks to employment.

Among emerging market and developing economies, inflation forecasts for Brazil and Mexico are revised upward. For Brazil, the revision is more pronounced and in part reflects the stabilization of inflation expectations above target rates, reflecting credibility challenges associated with fiscal policy uncertainties last year, although relief from more recent currency appreciation is expected to arrive in late 2025 and in 2026. For Mexico, volatile categories such as food and more-persistent-than-expected services inflation contribute to the upward revision.

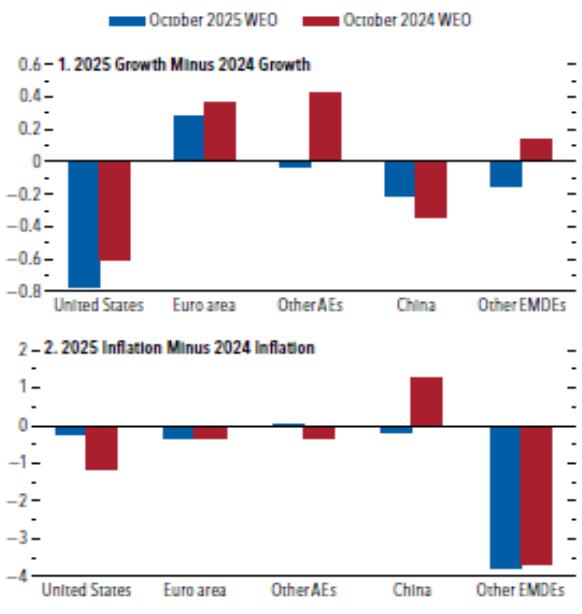
For several other economies, inflation forecasts are revised downward, compared with the October 2024 WEO. In much of emerging and developing Asia, that is the case. This is largely a reflection of lower-than-expected outturns, with food, energy, and administrative prices playing a significant role (for example, in China, India, and Thailand).

Taken together with the GDP growth forecasts, the picture varies across countries. US growth in 2025, forecast at 2.0 percent, is lower than the 2.2 percent projected in the October 2024 WEO. Inflation in 2025, forecast at 2.7 percent, is higher than the 1.9 percent projected in the October 2024 WEO. Relative to forecasts prior to the policy shifts, the US economy is expected to slow more sharply in 2025 than was projected a year ago. Meanwhile, inflation is expected to remain largely unchanged and elevated, compared with the notable decline projected in October 2024.

This combination of a sharper growth slowdown and a slower pace in disinflation in the United States contrasts with the less sharp growth slowdown and muted inflation in China. Elsewhere, in most cases, a pickup in growth is no longer expected or is projected to be much weaker, while inflation is still expected to decline at about the same pace as before. This is broadly in line with what would be anticipated from the introduction of higher US tariffs, with small deviations in the inflation outlook attributable to idiosyncratic offsetting factors.

Changes in GDP Growth and Inflation

(Percentage points)



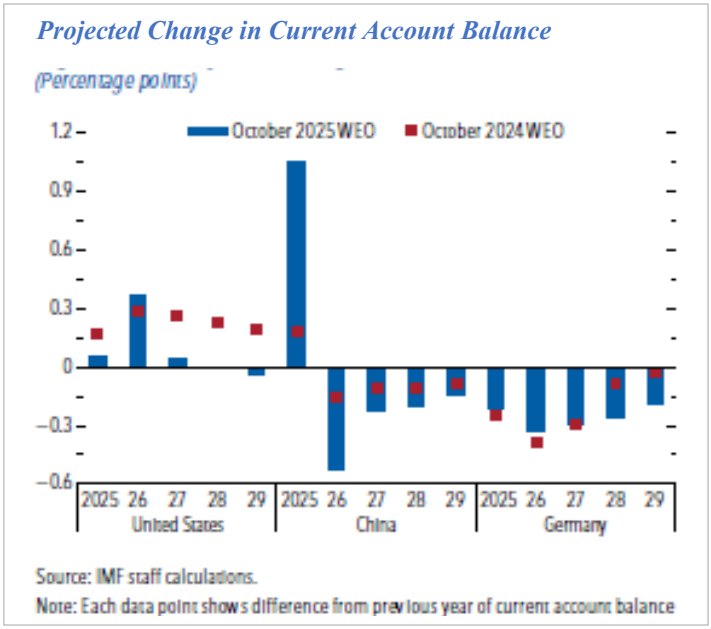
Source: IMF staff calculations.

Note: AEs = advanced economies; EMDEs = emerging market and developing economies; WEO = *World Economic Outlook*.

World trade is expected to decline modestly over the five-year forecast horizon. Compared with the April 2025 WEO, world trade volume is expected to grow faster in 2025 but more slowly in 2026. This reflects the front-loading patterns observed. Trade volume growth at an average rate of 2.9 percent in 2025–26, even with the temporary boost from front-loading in 2025, is lower than projected in the October 2024 WEO, which envisioned an average growth rate of 3.3 percent.

Global current account imbalances in 2025 are expected to exceed those in the October 2024 WEO and to narrow thereafter Among the three largest contributors to the overall balance (China, Germany, United States),

preemptive trade ahead of prospective tariffs widens the US deficit and the surplus for China, before unwinding as pull-forward behavior dissipates.



The narrowing of global imbalances works through three main channels. The first is trade policy shifts. In the United States, the rise in import costs and greater uncertainty dampen investment, softening import demand. At the same time, tariffs on intermediate inputs act as a tax on US manufacturers, raising production costs for exports of final products and US products that compete against imports—leaving the net effects on the current account ambiguous.

Further, even as higher tariff receipts are likely to lift public savings, decreasing private savings are likely to offset this increase. Overall, the impact on the current account of this channel is likely to be limited, consistent with both model-based and empirical analysis (2025 *External Sector Report*).

Second, exchange rate movements are an additional channel of external adjustment. Higher unilateral tariffs would normally be associated with a stronger currency for the tariffing country, helping with the absorption of the tariff shock. The recent depreciation of the US dollar, instead, enhances export price competitiveness and restrains import-intensive consumption possibly helping to narrow US external deficits.

A weaker dollar also tends to ease global financial conditions, providing some near-term global demand, but this is likely to be eroded by higher inflation in the United States relative to the rest of the world and the associated adjustment in the real effective exchange

rate. Last but not least, fiscal changes have accompanied trade developments. China and Germany have recently announced and expanded spending measures to boost domestic demand, which will lower net savings and reduce external surpluses. In the United States, the OBBBA is expected to widen the fiscal deficit over the medium term relative to projections in previous WEO reports, despite back-loaded spending cuts and sizable tariff receipts. This weighs on public saving and so tends to widen the current account deficit—or at least temper any narrowing from other channels.

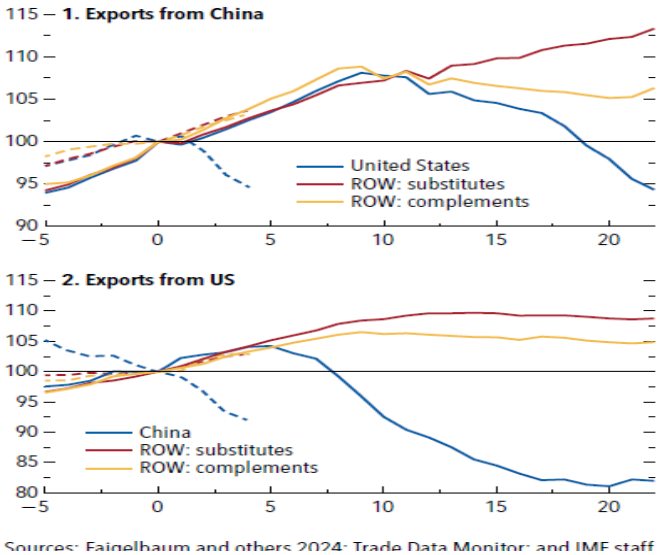
Trade Reallocation in Response to Tariffs: Will This Time Be Different?

The shift in US trade policy in 2025 differs notably from the changes during 2018–19. For instance, whereas the previous round of tariff increases was directed primarily at a single trading partner—China—the current period is characterized by broader-based tariff hikes affecting a wider range of countries, alongside a marked rise in trade policy uncertainty. This raises an important question: Has the distinct nature of the 2025 tariff shock led to different patterns of adjustment in bilateral trade between the United States and China, both with each other and with third-party countries, relative to the aftermath of 2018–19 tariff hikes? This box sheds some preliminary light on this question based on bilateral monthly trade flow data.

There is ample evidence of changes in international trade, foreign direct investment, and global value chains in response to the tariff increases of 2018–19 and the rise in trade tensions (see, for example, Fajgelbaum and others 2024; Freund and others 2024; Gopinath and others 2025; Graziano and others 2024). The bilateral US-China decoupling was accompanied by increased trade and investment ties with third countries. China's exports to the United States fell by about 6 percent within two years. This was accompanied by a steady increase in exports to China's substitutes (based on the degree of substitutability between that country's products and Chinese varieties) and less of an increase in China's complements.

Exports by Destination Country Type and Tariff Episode

(Index, Feb. 2018 and Feb. 2025 = 100; solid = Feb. 2018 tariff episode, dashed = Feb. 2025 tariff episode)



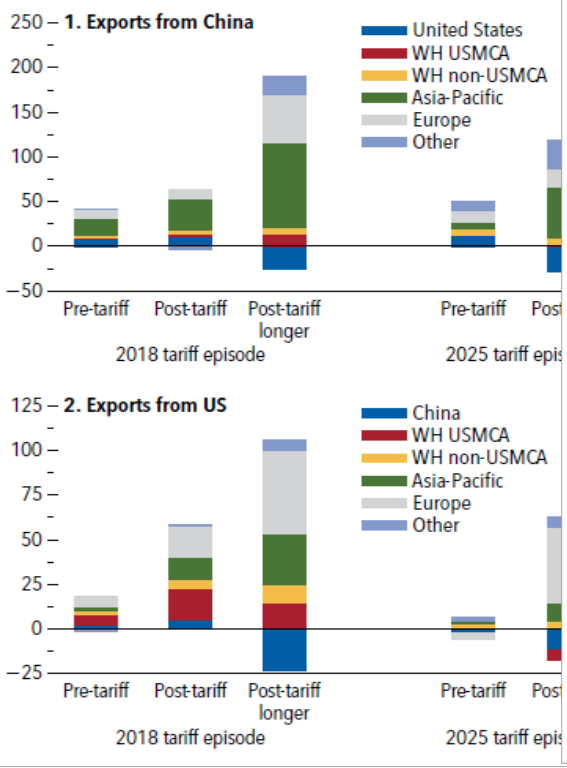
Sources: Fajgelbaum and others 2024; Trade Data Monitor; and IMF staff

Preliminary trade data for 2025 (marked in dashed lines) reveal early signs of further decoupling between the United States and China, both with each other and with third-party countries, relative to the aftermath of 2018–19 tariff hikes? This box sheds some preliminary light on this question based on bilateral monthly trade flow data.

Looking at the trade patterns through a geographic lens rather than through structural similarities between different countries reveals some of the underlying differences between the two tariff episodes so far. In 2018–19, Asian and USMCA (U.S.-Mexico-Canada Agreement) countries—many of which fall into the China's substitutes category—absorbed China's falling exports to the United States. Meanwhile, falling US exports to China were

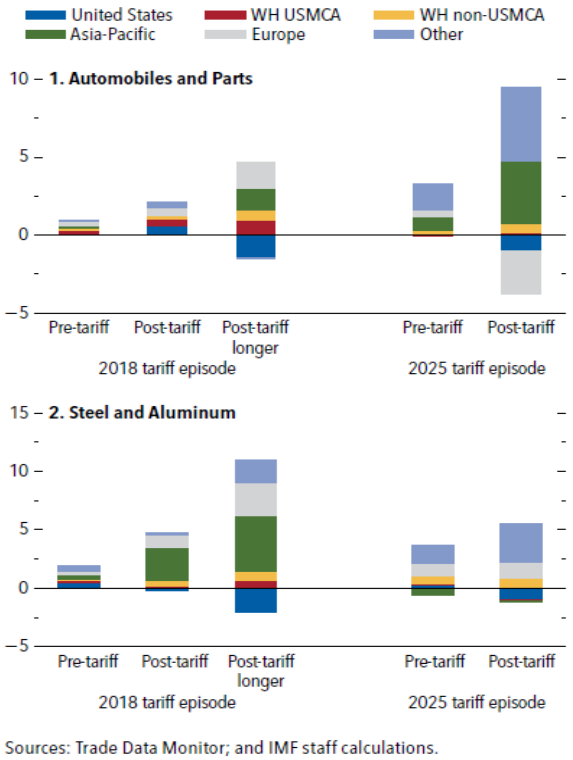
Change in Exports by Destination Region and Episode

(Billions of US dollars)



Change in China's Exports by Destination Region and Tariff Episode in Selected Sectors

(Billions of US dollars)



Sources: Trade Data Monitor; and IMF staff calculations.

accompanied by increases in other destinations, such as the European Union, together with stable exports to Canada and Mexico.
Early signals from the latest trade data point to potentially faster trade shifts this time. For example, Chinese exports to third-country markets—especially in Asia and Europe—increased more in February–April 2025 than in February–April 2018. At the same time, Canada and Mexico have accounted for a small share of China's change in exports since February 2025 and have made a negative contribution to US export growth, in contrast to 2018–19. High tariffs on non-USMCA-compliant products and on steel and aluminum content on a value-added basis, combined with further tightening and enforcement of rules of origin, may be partially responsible, along with other factors.

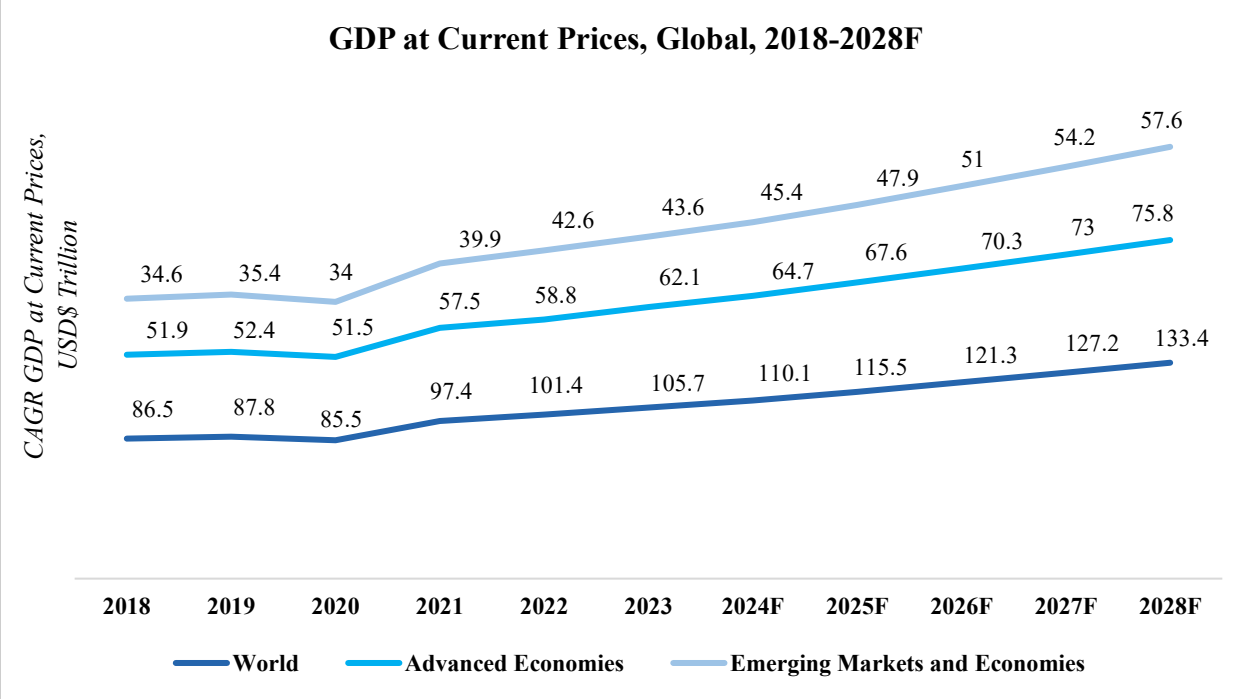
It is too soon to assess the magnitude of a longer-term reallocation—which in 2018–19 picked up speed only after about 12 months. The extent of shifts may be different this time because threats of higher tariffs on exports to the United States have affected most countries since January 2025—unlike the China-specific changes to the US trade policy in the 2018 episode—and overall policy uncertainty is high, complicating firms' reallocation decisions. In addition, further actions are being taken to reduce reallocation, including tighter rules of origin, customs enforcement of transshipment, duties applied on value-added content, and extended screening procedures for foreign direct investment.

Such shifts observed in gross trade data can also be induced by other factors, many of which are unrelated to trade policy, including broader changes in the countries' competitiveness. At the aggregate level, the observed increase in Chinese exports to third countries is also not necessarily for the same products whose exports to the United States dropped. In addition, movements in exchange rates and relative prices may affect the degree of reallocation in real terms. This preliminary analysis is, hence, illustrative, and will require further analysis to isolate the role of different factors once sufficient data become available. The pace and geography of reallocation will also depend on frictions, including policy choices by third countries.

Model simulations of long-term reallocation (Rotunno and Ruta 2025) suggest that, once uncertainty is resolved, China's exports to non-US markets could increase by 4–6 percent in the baseline, with the extent and direction of diversion depending crucially on the distribution of tariffs and third-country policies.

While similar caveats apply to trends observed at the sectoral level, early evidence suggests that trade flows are already being redirected to Asia in several important sectors targeted by tariff increases, including automobiles and parts, and to Europe in steel and aluminium. In addition, there is some evidence that changes in third countries' imports from China in a given sector, including to Asia, are correlated with the change in their exports in the same sector to other regions, including the United States and Europe.

This may suggest that trade diversion to other markets is larger than what is captured in gross trade data and could be consistent with either trade reallocation, trade rerouting, or a combination of the two.



(Source: World Economic Outlook-January 2026)

INDIA MACROECONOMIC

OVERVIEW

India's economic momentum remains strong, underpinned by resilient domestic demand and sustained macroeconomic stability. In FY 2025–26, Real GDP (GDP at Constant Prices) is estimated to reach Rs. 201.90 lakh crore (US$ 2.24 trillion), rising from the provisional level of Rs. 187.97 lakh crore (US$ 2.26 trillion) in FY 2024–25, reflecting a robust growth of 7.4%. At current prices, Nominal GDP is projected to reach Rs. 357.14 lakh crore (US$ 3.96 trillion) in FY 2025–26, from Rs. 330.68 lakh crore (US$ 3.98 trillion) in the previous year, registering a growth of 8.0%.

On the production side, Real Gross Value Added (GVA) is estimated at Rs. 184.50 lakh crore (US$ 2.04 trillion), up from Rs. 171.87 lakh crore (US$ 2.07 trillion) in FY 2024–25, indicating a growth of 7.3%, while Nominal GVA is expected to expand to Rs. 323.48 lakh crore (US$ 3.59 trillion) from Rs. 300.22 lakh crore (US$ 3.62 trillion), marking a growth of 7.7%. Collectively, these trends highlight India's position as one of the fastest-growing major economies, supported by broad-based expansion across sectors.

Further, India is projected to reach a GDP of Rs. 4,26,45,000 crore (US$ 5 trillion) by 2027 and is on course to surpass Germany by 2028. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

India is home to 126 unicorns, with six new startups achieving unicorn status in 2025. India's current account deficit moderated in Q2 FY 2025–26 (July–September), supported by a lower merchandise trade deficit. The deficit stood at Rs. 1.02 lakh crore (US$ 11.7 billion), or 1.3% of GDP, compared with Rs. 1.73 lakh crore (US$ 20.8 billion), or 2.2% of GDP, in the same quarter last year.

In the preceding quarter, the current account had recorded a relatively modest deficit of Rs. 0.20 lakh crore (US$ 2.33 billion), equivalent to 0.2% of GDP, indicating improved external sector resilience. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US$ 1 trillion by 2030.

(Source: https://www.ibef.org/economy/indian-economy-overview)

Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With India's economy showing resilient growth, supported by strong domestic demand, policy reforms, and a healthy investment pipeline, several new projects and developments are underway across key sectors. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- On the FDI front, according to the Department for Promotion of Industry and Internal Trade (DPIIT), India's cumulative FDI inflow stood at Rs. 99,08,749 crore (US$ 1.12 trillion) between April 2000-September 2025; with major share of FDI equity inflow, coming from Singapore at Rs. 13,21,127 crore (US$ 186.82 billion) with a total share of 24.45%, followed by Mauritius at Rs. 11,22,807 crore (US$ 183.66 billion) with 24.04%, the USA at Rs. 5,50,450 crore (US$ 77.27 billion) with 10.11%, the Netherlands at Rs. 3,77,094 crore (US$ 54.93 billion) with 7.19%, and Japan at Rs. 2,93,863 crore (US$ 45.61 billion) with 5.97%.

- As of January 9, 2026, India's foreign exchange reserves stood at Rs. 61,95,896 crore (US$ 687.19 billion).

- In November 2025, India recorded 113 Private Equity (PE)–Venture Capital (VC) deals valued at Rs. 46,500 crore (US$ 5.6 billion), marking a 31% year-on-year increase from Rs. 35,700 crore (US$ 4.3 billion) in November 2024. On a month-on-month basis, investment value rose by 4% compared to Rs. 44,800 crore (US$ 5.4 billion) in October 2025. Deal activity also strengthened, with the number of transactions increasing 12% year-on-year from 101 deals in November 2024 and 4% month-on-month from 109 deals in October 2025, reflecting sustained momentum in India's PE/VC investment landscape.

- During FY 2025–26 (up to January 27, 2026), Foreign Portfolio Investor (FPI) activity in India indicated a phase of portfolio optimisation and asset reallocation amid evolving global market conditions. While foreign investors moderated direct equity exposure, debt instruments continued to attract investments of over Rs. 2,100 crore (US$ 0.25 billion), supported by stable macroeconomic fundamentals and policy continuity. FPIs also channelled Rs. 17,025 crore (US$ 2.0 billion) into mutual fund schemes, reflecting a preference for diversified and professionally managed market exposure. Domestic Institutional Investors (DIIs) played a stabilising role in the equity cash market during FY 2025–26 (April–December 2025), recording net purchases of around Rs. 5.99 lakh crore (US$ 66.55 billion). Strong and consistent buying by mutual funds, insurance companies, and pension funds helped offset periods of foreign portfolio moderation.

- India's manufacturing sector continued to expand in December, with the seasonally adjusted HSBC India Manufacturing Purchasing Managers' Index (PMI) remaining firmly in expansionary territory at 55.0, despite easing from 56.6 in November. Importantly, the index stayed above its long-run average, indicating sustained improvement in overall sector health. New orders continued to rise at a strong pace, supported by steady domestic demand, while output growth, although moderating, reflected ongoing capacity utilisation.

- India's consumer price inflation remained subdued and well-anchored in December 2025, reflecting a stable price environment across the economy. Headline inflation, based on the All-India Consumer Price Index (CPI), stood at 1.33% year-on-year, indicating continued moderation in price pressures. The marginal month-on-month uptick of 62 basis points from November 2025 reflects normal seasonal movements, while overall inflation remained comfortably low, underscoring effective supply management and macroeconomic stability.

- India's GST collections continued to demonstrate underlying revenue resilience, supported by steady economic activity and compliance levels. Total Net GST revenue in December 2025 stood at Rs. 1.45 lakh crore (US$ 16.17 billion), reflecting normal month-on-month variation. On a cumulative basis, net yearly GST collections in December 2025 reached Rs. 14.25 lakh crore (US$ 163.59 billion), registering a year-on-year growth of 6.8%, underscoring sustained consumption momentum and the strengthening tax base.

- Passengers carried by domestic airlines during January-November 2025 were 1526.35 lakhs as against 1464.02 lakhs during the corresponding period of the previous year, thereby registering an annual growth of 4.26% and a monthly growth of 6.92%.

- The government is focusing on renewable energy sources and has achieved a major clean energy milestone by generating 50% of its power from renewable sources, five years ahead of its 2030 target. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

- India secured 38th position out of 139 economies in the Global Innovation Index 2025. India rose from 81st position in 2015 to 38th position in 2024. India ranks in 3rd position in the global number of scientific publications.

- India's industrial activity witnessed a strong rebound in November 2025, with the Index of Industrial Production (IIP) growing by 6.7%, a sharp improvement from 0.4% in October 2025, indicating accelerating industrial momentum. The manufacturing sector led this expansion with a robust 8.0% growth, supported by positive performance across 20 out of 23 industry groups at the NIC two-digit level, reflecting a broad-based recovery. Key growth drivers included basic metals (10.2%), pharmaceuticals and medicinal products (10.5%), and motor vehicles and trailers (11.9%), highlighting strength in core, healthcare, and mobility-related industries. Overall, the IIP index rose to 158.0, up from 148.1 in November 2024, underscoring sustained expansion in India's industrial base.

- The government has set a calibrated wheat procurement target of 30 million tonnes for the 2025–26 rabi marketing season, ensuring efficient stock management and smooth market operations. This comes even as wheat production is projected at a record 115 million tonnes in 2024–25, reflecting strong output prospects. To support farmers, the MSP for wheat has been fixed at Rs. 2,425 per quintal, with procurement to be undertaken by FCI and state agencies to meet food security and welfare requirements.

Government Initiatives

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, are aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- Under the Startup India initiative, the Government continues to strengthen the start-up ecosystem through targeted funding, seed support, and credit guarantees. As of October 2025, women-led start-ups received investments and financial support of over Rs. 3,157 crore (US$ 0.38 billion) through the Fund of Funds for Startups, Startup India Seed Fund Scheme, and Credit Guarantee Scheme, reinforcing inclusive entrepreneurship and early-stage innovation across sectors.

- The Ministry of Labour & Employment signed an MoU with Zomato on October 14, 2025, to enhance employment opportunities through the National Career Service (NCS) portal. Under the agreement, Zomato will list around 2.5 lakh job opportunities annually, supporting the growth of the gig economy and promoting formal, technology-enabled livelihoods across India.

- The Production Linked Incentive (PLI) programme has significantly strengthened India's manufacturing base and export capabilities across priority sectors. As of September 2025, realised investments under PLI schemes stood at Rs. 2,00,000 crore (US$ 24.2 billion) across 14 sectors, leading to incremental production and sales exceeding Rs. 18,70,000 crore (US$ 226.5 billion) and generating over 12.6 lakh jobs (direct and indirect).

- In August 2025, Prime Minister Mr. Narendra Modi launched two major agriculture schemes worth Rs. 35,440 crore (US$ 4 billion), the PM Dhan-Dhaanya Krishi Yojana and the Mission for Aatmanirbharta in Pulses, aimed at boosting self-reliance, productivity, and farmers' income. He also inaugurated and laid foundation stones for projects worth over Rs. 6,200 crore (US$ 709 million) across agriculture, animal husbandry, fisheries, and food processing sectors.

- On July 5, 2025, the Union Cabinet approved the Rs. 1,00,000 crore (US$ 11.72 billion) Research, Development and Innovation (RDI) Scheme, launching long-term, low- or zero-interest funding via a special purpose fund under the ANRF to jump-start India's R&D ecosystem and support deep-tech and startup innovation.

(Source: https://www.ibef.org/economy/indian-economy-overview)

Union Budget 2026-27

The Union Budget 2026–27 is presented after twelve years of policy continuity marked by macroeconomic stability, fiscal discipline, and sustained economic growth driven by structural reforms and public investment. Guided by Atmanirbhar Bharat, the Budget emphasises strengthening domestic manufacturing, energy security, and reducing import dependence. It highlights inclusive measures supporting employment, agriculture, household purchasing power, and universal services, contributing to growth of around 7%. The Budget also recognises global trade disruptions, supply chain risks, and rapid technological change shaping the external environment.

Key Highlights:

- Biopharma SHAKTI is proposed with an outlay of Rs. 10,000 crore (US$ 1.09 billion) over five years to position India as a global hub for biologics and biosimilars manufacturing.
- Building on earlier progress, India Semiconductor Mission (ISM) 2.0 will be launched to strengthen equipment manufacturing, materials, full-stack Indian IP, and supply-chain resilience.
- To leverage strong investor interest, the outlay for the Electronics Components Manufacturing Scheme has been increased to Rs. 40,000 crore (US$ 4.36 billion).
- Dedicated Rare Earth Corridors will be developed in Odisha, Kerala, Andhra Pradesh, and Tamil Nadu to promote integrated mining, processing, and manufacturing.
- Capital goods manufacturing will be strengthened through new Hi-Tech Tool Rooms, a Construction and Infrastructure Equipment scheme, and a Container Manufacturing Scheme with Rs. 10,000 crore (US$ 1.09 billion).
- Mega Textile Parks will be set up through a challenge route with a focus on technical textiles and higher value addition.
- The Mahatma Gandhi Gram Swaraj Initiative will strengthen khadi, handloom, and handicrafts by improving training, quality standards, branding, and global market access under ODOP.
- To create future Micro, Small and Medium Enterprises (MSME) champions, an SME Growth Fund of Rs. 10,000 crore (US$ 1.09 billion) will be introduced to provide equity support to high-potential enterprises.
- The Self-Reliant India Fund will be topped up by Rs. 2,000 crore (US$ 218 million) to continue supporting micro enterprises with risk capital.
- MSME liquidity will be strengthened by mandating Trade Receivables Discounting System (TReDS) for Central Public Sector Enterprises (CPSEs), enabling Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE) backed invoice discounting and securitisation of TReDS receivables.
- Public capital expenditure has been increased to Rs. 12.2 lakh crore (US$ 133.07 billion) in FY27 to sustain infrastructure-led growth.
- An Infrastructure Risk Guarantee Fund will be set up to provide partial credit guarantees and de-risk private investment during the construction phase.
- Green logistics will be promoted through new freight corridors, operationalisation of 20 National Waterways, and a coastal cargo scheme to double modal share by 2047.
- Seven high-speed rail corridors have been announced to act as city-to-city growth connectors and enhance regional economic integration.
- City Economic Regions will be developed with an allocation of Rs. 5,000 crore (US$ 545.36 million) per region over five years through reform-linked financing.
- India's medical tourism ecosystem will be strengthened through Regional Medical Hubs, Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH) expansion, and the addition of over 100,000 allied health professionals.
- Mental and trauma care infrastructure will be expanded through the establishment of National Institute of Mental Health and Neurosciences (NIMHANS)-2, upgrades of institutes in Ranchi and Tezpur, and a 50% capacity increase in district hospitals.

- Youth employability will be enhanced through an Education-to-Employment Standing Committee, Animation, Visual Effects, Gaming and Comics (AVGC) labs in schools, a new design institute, and expanded skilling pathways.
- Capital market reforms include an increase in Securities Transaction Tax (STT) on futures and options and taxation of share buybacks as capital gains to curb arbitrage.
- Fiscal consolidation remains a priority, with the fiscal deficit reduced to 4.3% of GDP, reinforcing the medium-term debt reduction roadmap.
- To attract global digital investment, foreign companies providing cloud services using data centre infrastructure in India will be granted income tax exemption till 2047, subject to servicing Indian customers through a domestic reseller.
- To support India's IT sector, all IT and IT-enabled services have been brought under a unified category with a safe harbour margin of 15.5%, significantly simplifying transfer pricing compliance.
- Over the past twelve years, India's economy has been marked by stability, fiscal discipline, sustained growth, and moderate inflation, driven by deliberate reforms and people-centric policy choices made amid global uncertainty.
- The Government has pursued structural reforms alongside fiscal prudence and public capital expenditure, guided by Atmanirbharta to strengthen domestic manufacturing, enhance energy security, and reduce critical import dependence.
- Inclusive measures supporting employment generation, agricultural productivity, household purchasing power, and universal service delivery have contributed to growth of around 7% and progress in poverty reduction.
- The Budget acknowledges a challenging global environment with disrupted trade, supply chains, rapid technological change, and rising pressures on water, energy, and critical minerals.
- It reiterates the commitment to Viksit Bharat through balanced growth, inclusion, deeper global integration, higher exports, and attraction of long-term investment.

(Source: https://www.ibef.org/economy/union-budget-2026-27)

Road ahead for the Indian Economy

India's economic outlook remains robust, supported by strong macroeconomic fundamentals, resilient domestic demand, and sustained investment momentum. With Real GDP growth estimated at 7.4% in FY 2025–26, India continues to rank among the fastest-growing major economies globally, underpinned by broad-based expansion across manufacturing, services, and infrastructure.

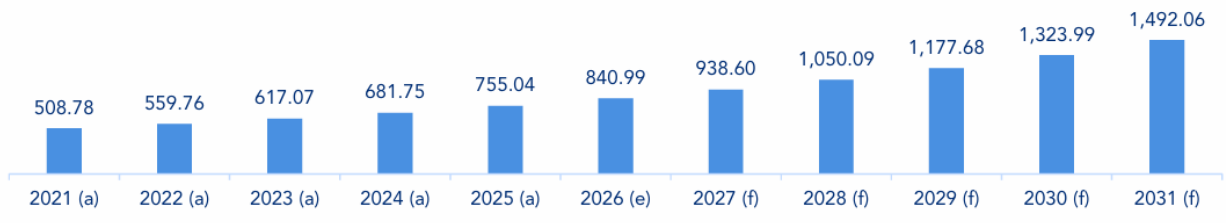
A stable external position, reflected in foreign exchange reserves of Rs. 61.96 lakh crore (US$ 687.19 billion), along with steady foreign capital inflows through FDI, PE–VC investments, and debt instruments, reinforces confidence in India's long-term growth trajectory.

Domestic demand remains a key anchor, supported by subdued inflation, rising air passenger traffic, resilient GST collections, and strong DII participation in capital markets. Manufacturing activity continues to expand, with PMI remaining firmly in expansionary territory and IIP growth accelerating, while the government's focus on renewable energy, innovation, and food security further strengthens structural growth drivers. Collectively, these trends position India favourably to sustain economic momentum, deepen capital formation, and enhance its role as a global growth engine in the years ahead.

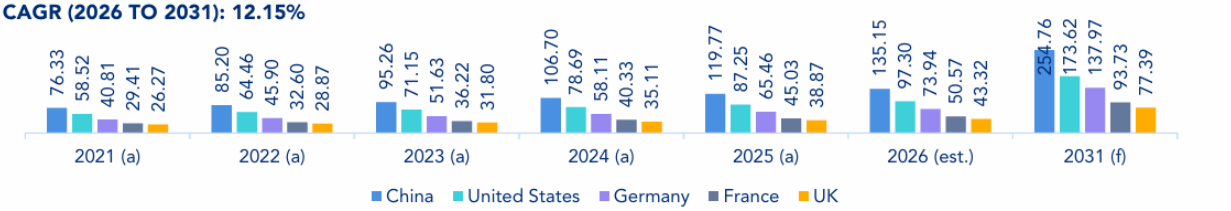
(Source: https://www.ibef.org/economy/indian-economy-overview)

GLOBAL ALTERNATE FUEL AND RAW MATERIAL (AFR) SYSTEMS MARKET

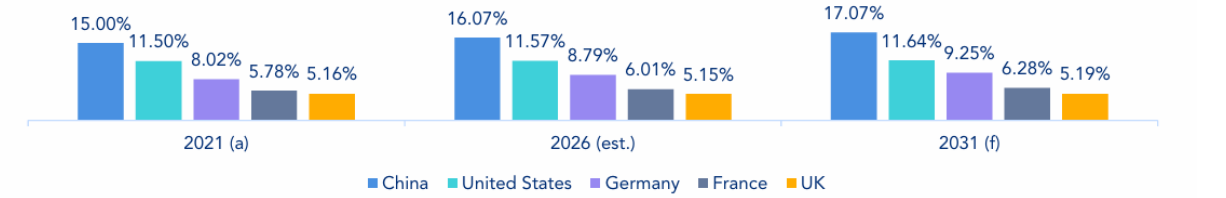
ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET SIZE AND DEMAND FORECAST IN USD MILLION, GLOBAL, 2021-2031
CAGR (2026 TO 2031): 12.15%



ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET SIZE AND DEMAND FORECAST IN USD MILLION, BY KEY COUNTRY, GLOBAL, 2021-2031
CAGR (2026 TO 2031): 12.15%



ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET REVENUE SHARE (%), BY KEY COUNTRY, GLOBAL, 2021-2031



ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET SIZE AND DEMAND FORECAST IN USD MILLION, BY KEY COUNTRY, GLOBAL, 2021-2031

Key Country	2021 (a)	2022 (a)	2023 (a)	2024 (a)	2025 (a)	2026 (est.)	2027 (f)	2028 (f)	2029 (f)	2030 (f)	2031 (f)	CAGR (2026 - 2031)
China	76.33	85.20	95.26	106.70	119.77	135.15	152.77	173.05	196.44	223.47	254.76	13.52%
United States	58.52	64.46	71.15	78.69	87.25	97.30	108.72	121.77	136.73	153.89	173.62	12.28%
Germany	40.81	45.90	51.63	58.11	65.46	73.94	83.57	94.57	107.13	121.50	137.97	13.29%
France	29.41	32.60	36.22	40.33	45.03	50.57	56.92	64.24	72.67	82.43	93.73	13.13%
UK	26.27	28.87	31.80	35.11	38.87	43.32	48.38	54.18	60.85	68.53	77.39	12.31%

Source: Mordor Intelligence

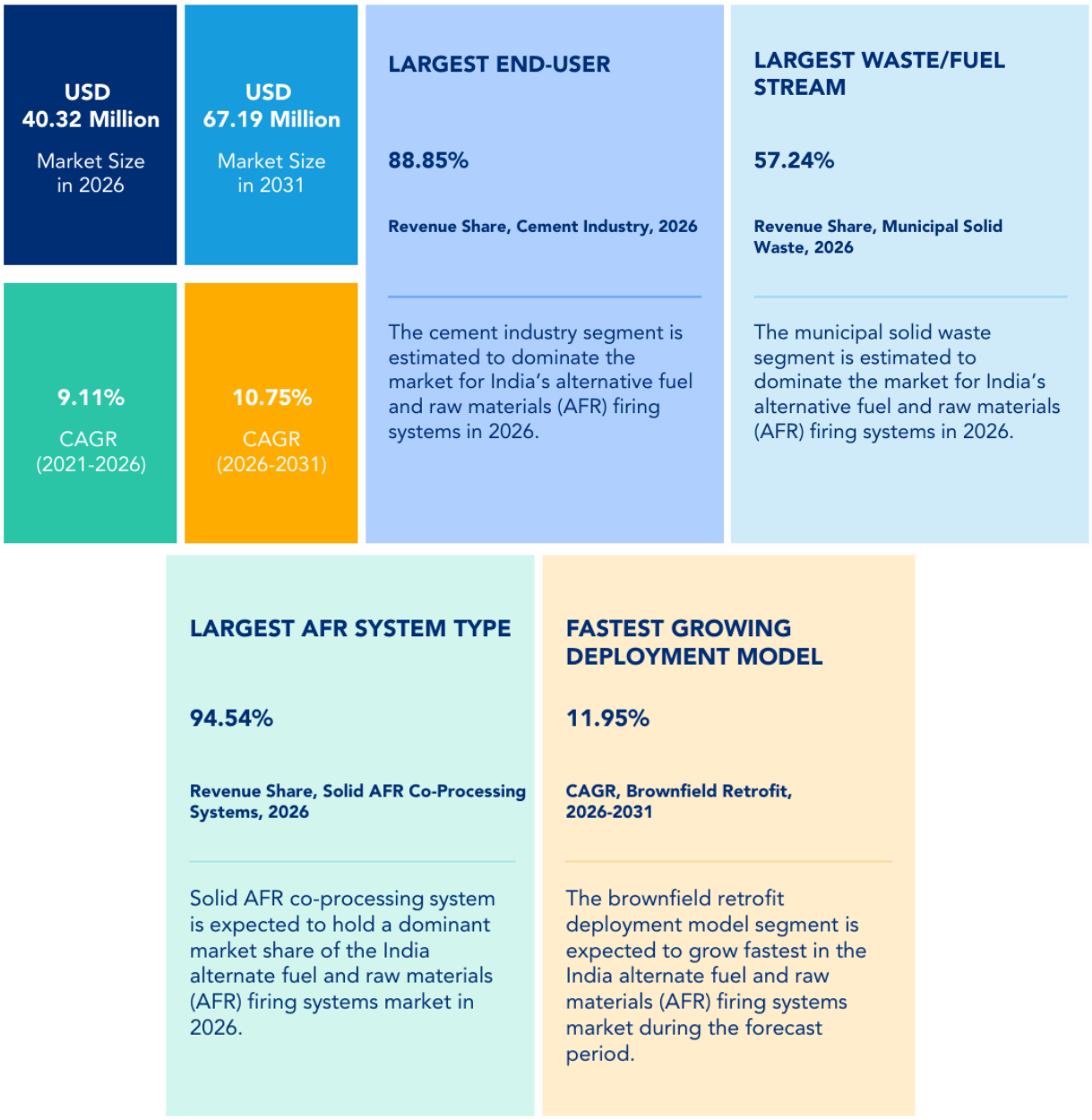
GLOBAL ECONOMIC SCENARIO

Country	AFR Maturity / TSR	Key Data Points	Regulatory / Policy Drivers	Technology / Industry Examples	Strategic Implications for India
Germany	>70% TSR (Global benchmark)	Highest TSR globally; Geocycle Germany processes 800,000 tons AFR annually	Circular Economy Act, Landfill Ordinance, Industrial Emissions Directive; EU ETS carbon pricing	Mature RDF/SRF ecosystem; Heidelberg Materials targets 45% AFR globally, 20% biomass by 2030	Shows >70% TSR achievable with decades of investment; India ~15–20 years into trajectory

France	55–60% TSR	Holcim France reported 59% AFR use (50% biomass); carbon intensity at 490 kg CO2/ton cement; 1.1 million tons of demolition waste recycled; ECO Planet cement at 41% of sales	France Ciment Roadmap targets halving emissions by 2030; EU ETS compliance; French Climate Law mandates clinker reduction	Holcim CaptureLab (Martres-Tolosane); Recygenie project (100% recycled clinker concrete); ECOPlanet cement in Toulouse Metro Line C	France validates >55% AFR thermal substitution rates; biomass integration relevant for India's high-moisture RDF; demolition waste recycling a model for India's urban market
China	5–8% national average	World's largest producer (>2 billion tons annually); Huaxin facility >60% TSR; Huaxin avg 26.7% (2024); Taiwan Cement 19%; Conch ~8%; CNBM 7%, Jidong 11.58%	GB/T 33650-2025 standard: Class A ≥30% TSR; national plan targets 30% kiln lines AFR by 2025	Huaxin best practice; Conch used 6.77 million tons AFR in 2024	Mirrors India's pre-2026 barriers; India's SWM Rules 2026 and CCTS stronger interventions
Japan	15–28% TSR (2022–2026)	Co-processes ~22 million tons of waste annually (5% of total waste); consumed 5 million tons slag, 6 million tons coal ash, 1.7 million tons FGD gypsum	JCA benchmarking FY2025; ETS launch FY2026	UBE-Mitsubishi ammonia co-combustion demo (30% coal replacement); SCM ratio revision (5%→10%)	Roadmap for complex waste streams and frontier fuels; ETS mirrors India's CCTS
United States	16% TSR (2023)	Up from 14.6% in 2022; EU avg 58%; 87 plants, 60 below 20% TSR, 39 below 5% TSR	ACA roadmap projects 50% TSR with policy support (NHSM permitting, RDF infra, landfill diversion)	Hazardous waste & TDF dominate AFR mix; ATS Walter USA supplying AFR systems	Large addressable market; policy reforms could accelerate TSR; India can learn from US permitting gaps
India	3–5% TSR (current average)	Cement installed capacity 668 MTPA (2025); projected +160–170 MTPA by FY2028; UltraTech expanding to 240 MTPA	SWM Rules 2026 mandate RDF use (6%, 10%, 15% over six years); CCTS covers 186 plants; NITI Aayog roadmap targets 15–20% TSR by 2030	Early AI-enabled AFR feeding pilots (UltraTech); limited bypass/NO_x systems installed	Huge headroom vs global leaders; regulatory push + capacity expansion expected to drive rapid TSR growth

Exhibit: Global AFR/TSR maturity by country
(Source: Mordor Intelligence, "India Alternate Fuel and Raw Materials (AFR) Firing Systems Market" Custom Report, 2026)

INDIA ALTERNATIVE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET



Source: Mordor Intelligence, "India Alternate Fuel and Raw Materials (AFR) Firing Systems Market" Custom Report, 2026

KEY FACTORS DRIVING THE INDIA AFR FIRING SYSTEMS MARKET

Increasing Regulatory Mandates for RDF Utilization

India's regulatory framework for refuse-derived fuel (RDF) utilization has become a key structural demand driver for alternate fuel and raw materials (AFR) firing systems across the country's cement industry. The Solid Waste Management (SWM) Rules, 2026, notified by the Ministry of Environment, Forest and Climate Change (MoEFCC) in January 2026 and effective from April 2026, replaced the 2016 framework with legally enforceable obligations requiring industrial users of solid fuels to include RDF in their fuel mix. The rules shift RDF utilization from a voluntary environmental initiative to a statutory compliance requirement, compelling cement producers to invest in AFR receiving, storage, handling, metering, and feeding systems capable of processing alternative fuels reliably.

Rule 11 of the SWM Rules, 2026, is the principal demand catalyst. It introduces a mandatory fuel substitution schedule for industrial units, including cement plants and waste-to-energy facilities located within a specified

distance of RDF production facilities. The regulation requires RDF or other approved combustible fractions to replace conventional solid fuels at 5% during FY2026-27, rising to 10% after three years and 15% within six years. This phased compliance roadmap creates a predictable investment cycle, as cement manufacturers must upgrade kiln infrastructure with automated extraction systems, sliding floors, weigh feeders, belt conveyors, rotary feeders, double flap valves, and injection equipment to handle higher RDF volumes accurately while maintaining kiln stability.

The digital compliance and enforcement framework reinforces the regulatory mandate. The SWM Rules, 2026, require industrial facilities, waste processors, and bulk waste generators to register on a centralized CPCB online portal, enabling digital tracking of waste generation, collection, processing, transportation, and utilization. Annual reporting, online monitoring, and certification-based compliance have replaced the earlier self-declaration approach. The rules also introduce environmental compensation based on the "Polluter Pays" principle for non-compliance. These provisions increase the need for automated AFR firing systems that provide traceable fuel consumption data, controlled dosing, and auditable operational records for regulatory reporting.

The regulatory framework also improves the long-term availability and quality of RDF feedstock, supporting the business case for AFR infrastructure investments. The SWM Rules, 2026, mandate four-stream segregation of municipal waste into wet, dry, sanitary, and special-care waste, assign clearer responsibilities to bulk waste generators, and accelerate land allocation for waste-processing infrastructure. These provisions aim to increase the production of higher-quality RDF with more consistent calorific characteristics, improving combustion performance in cement kilns and reducing operational risks associated with alternative fuels. The strengthened waste-processing ecosystem gives cement manufacturers greater confidence to deploy dedicated AFR handling and firing systems for sustained RDF utilization rather than intermittent co-processing.

Growing Decarbonization Targets in the Cement Industry

India's cement industry has entered a compliance-driven decarbonization phase, with regulatory emission reduction targets accelerating investments in alternate fuel and raw materials (AFR) firing systems. The key policy development was the notification of the Greenhouse Gases (GHG) Emission Intensity Target Rules, 2025, on October 8, 2025, under the Carbon Credit Trading Scheme (CCTS), 2023. For the first time, the government introduced legally binding GHG emission intensity targets for the cement sector, replacing voluntary carbon reduction initiatives with mandatory compliance obligations. Cement is one of four sectors covered in the first phase of the scheme, making AFR technologies a primary pathway for reducing fossil fuel consumption and improving plant-level carbon intensity.

The regulations set quantified GHG emission intensity reduction targets based on the FY2023-24 baseline, requiring obligated cement plants to reduce emissions during the FY2025-26 and FY2026-27 compliance period. Plants that fail to meet their assigned targets must purchase carbon credit certificates from compliant entities through the Indian Carbon Market or face environmental compensation under the regulatory framework. This creates a direct financial incentive to increase alternative fuel use, as AFR systems allow cement manufacturers to substitute coal and petcoke with refuse-derived fuel (RDF), biomass, industrial waste, and other low-carbon fuels while maintaining kiln performance. Investment priorities are shifting toward high-capacity AFR receiving, storage, conveying, dosing, and combustion systems capable of delivering higher thermal substitution rates (TSR).

The first CCTS compliance cycle covers 186 cement plants, representing the largest single industry cohort under the initial implementation phase. These facilities include production units operated by UltraTech Cement, Dalmia Bharat, Shree Cement,
J.K. Cement, ACC, and Ambuja Cement, creating a concentrated market for AFR firing system suppliers. With compliance timelines limited to the first two-year cycle, cement producers are prioritizing turnkey AFR projects that can be commissioned quickly and deliver measurable carbon intensity reductions through higher alternative fuel utilization.

Government and industry decarbonization roadmaps further support AFR technology adoption. NITI Aayog's Cement Sector Decarbonization Roadmap, released in January 2026, identifies a cumulative 264 $MtCO_2e$ emission reduction potential across the regulated cement sector and assigns plant-specific GHG intensity reduction targets ranging from 0.85% to 7.6%, depending on cement type and operating characteristics. Facilities

with higher reduction obligations require more extensive AFR infrastructure deployment to increase conventional fuel substitution.

Rising Availability of Municipal Solid Waste and Industrial Waste

The expansion of municipal solid waste (MSW) processing and industrial waste generation across India is increasing the availability of alternative fuel feedstocks for cement kilns, creating a supply-side driver for alternate fuel and raw materials (AFR) firing systems. As waste processing infrastructure expands and more combustible waste streams become commercially available, cement manufacturers are investing in dedicated AFR receiving, storage, conveying, dosing, and injection systems capable of handling multiple fuel types with varying physical and calorific characteristics. The growing diversity and consistency of feedstock supply are shifting investment priorities from securing waste sources to expanding kiln-side infrastructure that can use these materials efficiently.

India currently generates approximately 62.4 million tons of MSW annually. This volume is projected to increase to 165 million tons by 2031 and nearly 436 million tons by 2045, driven by continued urbanization. This expanding waste base is creating a larger supply of refuse-derived fuel (RDF) suitable for cement kiln co-processing. Cement plants currently have access to around 13,600 tons of RDF per day, equivalent to nearly 4.96 million tons annually, produced from approximately 15% to 20% of municipal waste after segregation and processing. Feedstock availability expanded considerably in 2024, when 50 new RDF processing plants were commissioned across India, increasing national AFR preprocessing capacity by nearly 25% within a single year. As RDF production capacity expands faster than kiln-side handling infrastructure, cement plants require high-capacity extraction systems, sliding floors, belt conveyors, weigh feeders, and precision feeding equipment to process larger RDF volumes without disrupting kiln operations.

India's urban waste management ecosystem is improving the quality of alternative fuels supplied to the cement industry. Under Swachh Bharat Mission-Urban 2.0 (SBM-U 2.0), urban waste processing is expected to increase from 16% in 2014 to 81% by the end of 2026, supported by approximately 2,900 operational material recovery facilities (MRFs) with a combined preprocessing capacity of 67,000 tons per day. Higher levels of waste segregation and preprocessing produce cleaner, more homogeneous RDF with improved calorific consistency, enabling cement manufacturers to increase reliance on automated AFR conveying, metering, and combustion systems designed for continuous operation with standardized fuel quality.

The feedstock pipeline is expected to strengthen further through the Ministry of Housing and Urban Affairs' Dumpsite Remediation Accelerator Program (DRAP), introduced in November 2025, which targets the elimination of legacy dumpsites by September 2026. Scientific remediation of accumulated municipal waste creates an additional source of combustible material suitable for RDF production, expanding the long-term availability of waste-derived fuels for cement kilns. The continued increase in processed waste volumes supports sustained investment in AFR receiving, storage, and feeding infrastructure designed to accommodate higher throughput and diversified feedstock streams.

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Carbon Credit and Fuel Cost-Saving Opportunities

India's carbon market and the rising financial value of alternative fuel use are strengthening the investment case for alternate fuel and raw materials (AFR) firing systems across the cement industry. Earlier investments primarily focused on fossil fuel substitution.

AFR systems now deliver broader financial benefits, including carbon credit generation, energy efficiency incentives, tipping fee revenues, and protection against conventional fuel price volatility. This shift is driving investments in higher-capacity, automated AFR receiving, handling, dosing, and combustion systems that can sustain higher thermal substitution rates and improve returns.

The operationalization of the Carbon Credit Trading Scheme (CCTS) remains the key catalyst. Under the Greenhouse Gas (GHG) Emission Intensity Target Rules, 2025, cement plants that outperform assigned emission reduction targets can generate tradable carbon credit certificates on the Indian Carbon Market (ICM). Higher use of refuse-derived fuel (RDF), biomass, industrial waste, and other alternative fuels directly reduces fossil fuel-

derived carbon emissions, making AFR firing systems critical for generating surplus carbon credits. This creates a revenue stream linked to AFR infrastructure and encourages investment in advanced solid and liquid AFR systems that can operate continuously at higher thermal substitution rates.

ICRA ESG Ratings estimates that, at an assumed carbon price of USD 10 per ton of CO2, cement companies that fail to meet emission intensity obligations could face profitability erosion of up to 19% by FY2027. The assessment identifies alternative fuel use as a key strategy for reducing compliance costs and generating surplus carbon credits. As a result, investments in AFR handling, storage, and firing infrastructure help protect operating margins and create monetizable environmental assets through carbon certificate generation.

The Bureau of Energy Efficiency's (BEE) Perform, Achieve and Trade (PAT) Scheme complements the carbon market by providing an additional financial incentive for AFR deployment. Cement plants that achieve prescribed energy intensity improvements under the PAT framework receive tradable Energy Saving Certificates (ESCerts). By replacing conventional fossil fuels with waste-derived alternatives, AFR systems help improve specific energy consumption and support emission reduction targets. Tradable carbon certificates under the CCTS and ESCerts under the PAT Scheme represent two independent regulatory incentive mechanisms, improving the financial viability of AFR system investments and strengthening the case for integrated fuel handling and combustion infrastructure.

Fuel cost optimization further supports demand for AFR systems by reducing exposure to volatile coal and petcoke prices. Many Indian cement plants depend on imported petcoke, which exposes operating costs to international commodity price fluctuations and foreign exchange movements. Alternative fuels, such as RDF and selected industrial waste streams, reduce this dependence. Hazardous waste co-processing also generates tipping fee revenues from waste generators seeking environmentally compliant disposal. Under the Central Pollution Control Board's (CPCB) hazardous waste co-processing framework, pharmaceutical and chemical manufacturers pay authorized cement plants to use waste as kiln fuel.

Expansion of Cement Manufacturing Capacity

India’s ongoing cement manufacturing expansion is creating a strong greenfield demand opportunity for alternate fuel and raw materials (AFR) firing systems. The current investment cycle is defined by the scale of new cement capacity additions and the integration of AFR infrastructure into plant engineering from the design stage. Unlike older facilities that adopted alternative fuels through brownfield retrofits, new cement plants are increasingly incorporating dedicated AFR receiving, storage, conveying, dosing, and combustion systems before commissioning. This trend is creating sustained procurement opportunities for turnkey AFR system suppliers.

India’s cement industry is expected to invest approximately INR 1.2 trillion during FY2026 to FY2028 to add 160 to 170 million tons per annum (MTPA) of production capacity. This represents the country’s largest cement capacity expansion program and directly expands the addressable market for AFR firing systems, as every new integrated clinker line requires engineered infrastructure for alternative fuel handling. New projects are increasingly incorporating complete AFR packages, including extraction systems, conveyors, storage silos, dosing equipment, precalciner feeding systems, automation, fire protection, and emission control, from the procurement stage instead of planning future retrofits. This approach reduces long-term compliance costs and improves operational flexibility.

The investment pipeline is supported by aggressive expansion strategies among India’s largest cement producers. UltraTech Cement achieved 200.1 MTPA of domestic capacity and 205.5 MTPA of consolidated global capacity in April 2026. The company has announced an expansion program worth INR 160 billion to increase capacity to 242.5 MTPA by FY2028.

The construction of multiple integrated cement facilities under this program is expected to generate demand for high-capacity solid AFR co-processing systems that can support alternative fuel utilization from the start of commercial operations. This reflects the industry’s transition toward standardized AFR-ready plant configurations.

Other leading manufacturers are also adding capacity. Ambuja Cements, following the consolidation of ACC and Orient Cement, increased installed capacity to approximately 118 MTPA by the end of FY2026 while pursuing a long-term expansion strategy toward 155 MTPA. Similarly, Shree Cement is investing approximately USD 223 million in a new 2 MTPA greenfield plant at Chandrapur, Maharashtra, as part of its strategy to expand capacity from 68 MTPA to 80 MTPA by 2028, with a longer-term objective of reaching 100 MTPA. These greenfield developments create opportunities for integrated AFR installations, as new kiln lines can incorporate dedicated receiving, storage, conveying, and firing infrastructure during construction and avoid operational disruptions from later retrofits.

Expansion activity spans multiple regional markets. Dalmia Bharat has announced investments of approximately USD 400 million for a 3.6 MTPA clinker plant and a 3 MTPA grinding unit at Belagavi, Karnataka, along with a 3 MTPA greenfield plant at Pune, Maharashtra. These investments support capacity targets of 75 MTPA by FY2028 and 110 to 130 MTPA by FY2031. In addition, J.K. Cement has approved an investment of INR 48.05 billion for a 7 MTPA greenfield cement project at Jaisalmer, Rajasthan. Each integrated project represents a potential procurement opportunity for complete AFR firing systems, particularly high-throughput solid AFR installations designed for precalciner injection, automated process control, and continuous alternative fuel handling.

KEY FACTORS RESTRAINING THE INDIA AFR FIRING SYSTEMS MARKET

Low AFR Adoption and Technical Integration Challenges

Low AFR adoption is likely to constrain demand growth for AFR firing systems across India, as regulatory pressure has not yet driven broad plant-level implementation. Although India's national average Thermal Substitution Rate (TSR) has reached approximately 6% to 7%, according to ACEEE (June 2026) and GCCA India indicate that most of the country's 270+ operational cement kilns remain below 5% TSR. This gap between leading producers and the broader kiln base indicates that a large share of potential demand for AFR firing systems remains unrealized, particularly at plants that continue to rely primarily on coal and petcoke.

Limited plant-level technical capability further delays equipment procurement. Cement plants using conventional fuels must manage the variability of heterogeneous AFR, including differences in calorific value, moisture, and particle characteristics. This variability requires PLC-based dosing adjustments, controlled feeding, and emissions monitoring, increasing the perceived technical risk of retrofitting AFR systems. For plant operators focused on kiln availability, feed inconsistency and potential kiln instability can discourage investment, even when AFR offers economic and environmental benefits.

This constraint is more pronounced among independent and smaller cement producers, which often lack the dedicated sustainability and environmental engineering resources available to major groups such as UltraTech, Adani, Shree, and Dalmia. The challenge is greater in Chhattisgarh, Odisha, and Northeast India, where AFR awareness and feedstock supply chains remain comparatively underdeveloped, according to the Indian Cement Review. As a result, demand for complete AFR firing systems is likely to remain concentrated initially among technically capable large cement groups rather than expanding uniformly across India's kiln population.

ACC Jamul illustrates the technical learning curve associated with AFR adoption. PH1 INDUSTRIES LIMITED (Formerly known as PH1 Industries Private Limited) documented a phased increase in TSR from 2.5% to 12.5% through mechanized feeding before commissioning an onsite shredder targeting 20% TSR. This progression indicates that higher AFR utilization requires sequential investment in feeding, preprocessing, and material handling infrastructure rather than a single equipment purchase. For brownfield plants, this increases project complexity and can extend procurement and commissioning timelines for AFR firing systems.

Low baseline TSR and uneven technical readiness are therefore likely to moderate demand for AFR firing systems from FY2026 to FY2029. The diffusion of operating knowledge and reference installations should gradually reduce procurement hesitation. However, adoption is likely to remain uneven, with technically mature integrated producers progressing faster than regional and independently operated cement plants.

High Capital Intensity Requirements

High capital intensity is likely to restrain AFR firing system demand growth across India, as investment requirements extend beyond core firing equipment. A basic solid AFR feeding upgrade can require INR 5 crore to INR 15 crore, while integrated systems covering solid and liquid AFR handling, preprocessing, storage, automation, emission control, and fire protection can require INR 50 crore to INR 80 crore or more. This creates a high entry threshold for cement plants evaluating AFR for the first time, particularly when management must commit capital before establishing reliable fuel availability and operating performance.

This constraint is likely to be most pronounced among mid-tier cement producers, regional operators, and smaller industrial users. India's largest groups, including UltraTech, Adani/Ambuja/ACC, Shree, Dalmia, and JK, have stronger internal cash generation and financing access, enabling them to absorb large environmental and process efficiency investments. In contrast, the 30 to 40 mid-tier producers operating plants in the 2 MTPA to 10 MTPA capacity range must allocate limited annual capital expenditure across competing requirements, such as kiln modernization, capacity expansion, maintenance, and energy efficiency projects. As a result, these producers may defer AFR systems even when long-term fuel cost and emissions benefits are attractive.

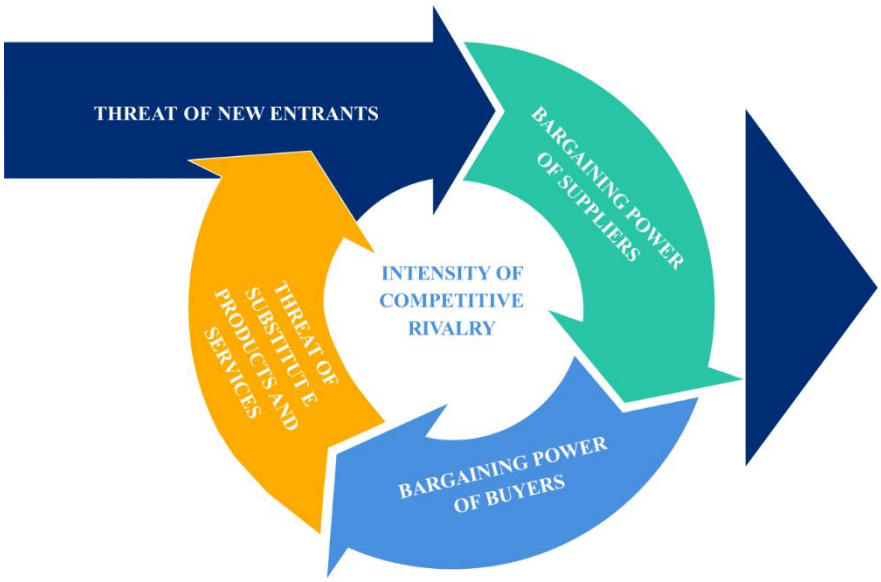
The breadth of required infrastructure further increases the investment hurdle. Plants seeking only solid AFR substitution may initially require feeding modifications, but higher substitution rates can require additional preprocessing, storage, and material handling infrastructure. Liquid AFR adds equipment for receiving, pumping, dosing, and safety management. Consequently, operators may need to finance an interconnected infrastructure package before achieving meaningful fuel substitution.

Access to external financing also remains a constraint. Although green bonds, sustainability-linked loans, and NABARD climate financing windows can support AFR-related investments, these mechanisms require specialized documentation and project finance capabilities, which can disadvantage smaller cement companies that lack dedicated sustainability finance teams. PAT Energy Saving Certificates and future CCTS carbon credit revenues have not yet gained sufficient acceptance as conventional collateral or predictable debt servicing streams, limiting their immediate ability to improve financing availability.

The emerging Indian carbon market could eventually reduce this constraint by creating an additional revenue stream for plants that lower emissions through AFR substitution. However, carbon credit price discovery and market liquidity are still developing, and operators cannot yet treat future carbon revenues as a sufficiently certain financing source when making current equipment decisions.

Overall, high capital intensity is likely to lengthen AFR investment payback periods and delay procurement decisions, particularly among financially constrained regional producers. Demand should develop faster among large, well-capitalized cement groups, while smaller operators are more likely to adopt AFR systems incrementally as financing conditions, carbon market revenues, and demonstrated operating returns improve.

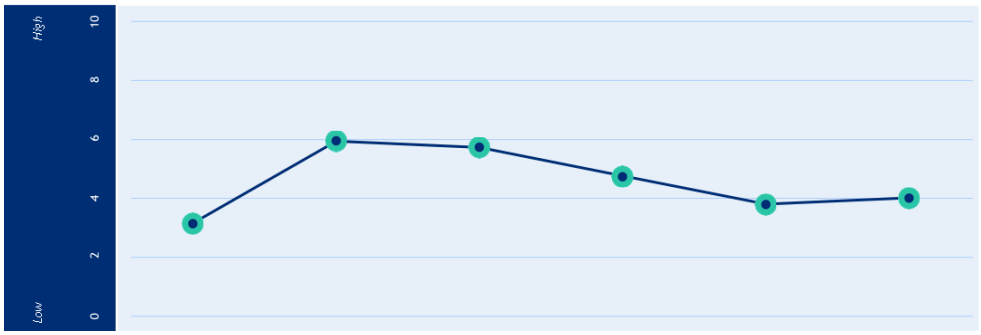
COMPETITIVE STRUCTURE OF THE INDUSTRY – PORTER'S FIVE FORCES ANALYSIS



- The bargaining power of the suppliers in the market studied is expected to be moderately low during the forecast period.
- The bargaining power of the buyers is expected to be moderate during the forecast period.
- The threat of new entrants is expected to be moderately low during the forecast period.
- The threat of substitutes is likely to be moderately low in the future.
- The intensity of competitive rivalry is anticipated to be moderate during the forecast period.

BARGAINING POWER OF SUPPLIERS

Market Parameters



Factors

- Share of firms in suppliers' sales
- Degree of differentiation of inputs
- Impact of inputs on cost or differentiation
- Presence of substitute inputs
- Backward integration of firms
- Supplier concentration to firm concentration ratio

Detailed Description

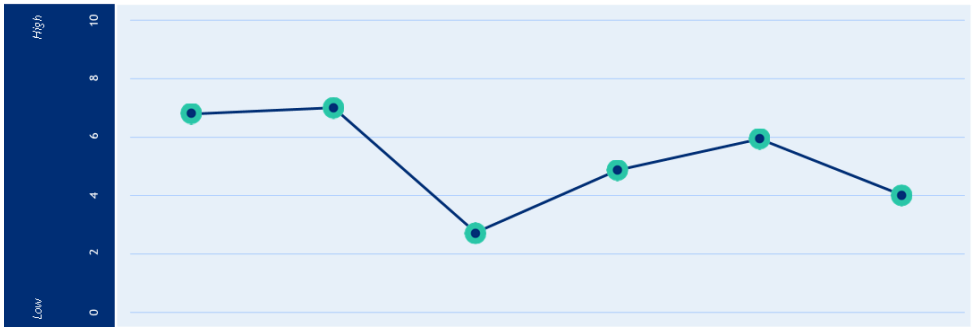
- AFR system integrators are small-volume buyers relative to the total addressable market for structural steel, general piping, and industrial electrical components. Suppliers do not depend on AFR system companies and therefore have limited incentive to offer preferential pricing.
- Commodity structural steel is undifferentiated with multiple substitutes. However, specialized Coriolis meters, CEMS analyzers, two-phase injection nozzles, and certified flameproof motors carry technical certifications that limit substitution within the specialized tier, driving differentiation upward.
- Specialized instrumentation, including Coriolis meters and CEMS, represents a meaningful share of total system cost and directly determines performance accuracy, regulatory compliance, and the ability to command premium pricing.
- Structural and civil fabrication inputs have many substitutes. However, CEMS and metering

components with CPCB-recognized certification have fewer approved substitutes. Additionally, cement plants increasingly specify brand-approved instrumentation in procurement requirements, reinforcing supplier influence in the specialized tier.

- Partial backward integration exists through domestic fabricators such as PH1 INDUSTRIES LIMITED (Formerly known as PH1 Industries Private Limited), which manufacture cement bulk-material handling and alternative fuel handling systems domestically. However, no domestic integrator manufactures specialized instrumentation, creating a supply dependency on external vendors for high-value components.
- The commodity fabrication supplier base is larger and more fragmented than the AFR system integrator market, giving integrators a relative concentration advantage. However, the specialized instrumentation supplier tier remains concentrated among a small number of global brands, moderating this advantage.
- Overall, suppliers in the Indian AFR firing systems market hold moderately low bargaining power.

BARGAINING POWER OF BUYERS

Market Parameters



Factors

- Buyer concentration to firm concentration ratio
- Share of Small Number of Buyers in Firms' Sales
- Buyer Switching Costs Relative to Firm Switching Costs
- Availability of existing substitute products
- Buyer price sensitivity
- Differential advantage of industry products

Detailed Description

- India's cement capacity is concentrated among a small number of large groups, including UltraTech, Ambuja/ACC (Adani Group), Shree Cement, Dalmia Bharat, and J.K. Cement/JK Lakshmi, while the AFR system integrator landscape remains fragmented. This asymmetry favors buyers, particularly for multi-plant and framework-level engagements.
- Given this capacity concentration, a handful of major cement groups account for a large share of total AFR systems demand. This amplifies individual buyer leverage over supplier pricing, payment terms, and warranty commitments.
- Plant-specific system design, SPCB authorization linked to specific AFR equipment, and embedded operational knowledge create high switching costs for buyers post-installation. These switching costs result in post-installation lock-in, limiting the buyer's ability to exercise leverage once a supplier is commissioned.
- International OEMs, including KHD Humboldt Wedag, FLSmidth, BEUMER Group, and Fives, offer competing pyro-processing and AFR firing systems, providing buyers with alternatives during procurement. However, Indian market expertise and local service presence remain important differentiators for domestic integrators, moderating supplier pricing authority.

- India's cement industry operates on thin margins, driving capital expenditure discipline. ICRA ESG's April 2026 analysis found that cement companies could face profitability impacts of up to 19% by FY2027 under the Carbon Credit Trading Scheme, creating compliance-driven urgency that partially offsets pure price sensitivity for plants facing tightening targets.
- Domestic integrators such as PH1 Industries and other domestic specialists, alongside international OEMs with established combustion engineering capabilities, offer meaningful differentiation, reducing buyer power by limiting direct price comparisons. However, technically sophisticated cement buyers can often evaluate systems against multiple specifications.
- Overall, buyers in the Indian AFR firing systems market hold moderate bargaining power.

THREAT OF NEW ENTRANTS

Market Parameters



Factors

- Government policy
- Capital requirements
- Economies of scale
- Product differentiation
- Switching costs
- Industry profitability (market CAGR)

Detailed Description

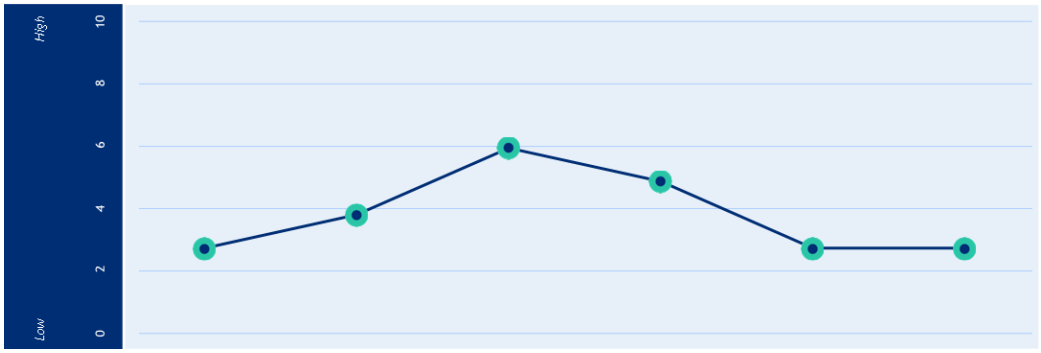
- CPCB co-processing authorization requirements under GSR 497(E), CEMS integration standards, Hazardous and Other Waste Rules compliance create high institutional-knowledge barriers. New entrants must navigate multi-agency regulatory processes on behalf of clients, a competency that requires years to develop.
- New entrants can commence operations without owned fabrication facilities by using third-party job shops, which moderates the direct capital barrier. However, establishing large-scale fabrication capacity comparable to that of established domestic players requires significant capital investment. Additionally, economies of scale in engineering talent and regulatory documentation give incumbents a modest but real cost advantage.
- Established players have differentiated systems backed by documented TSR performance records. For instance, JSW Cement's Nandyal and Shiva plants raised group-wide TSR from 6.9% to 16.5% in FY2024-25, and Ambuja/ACC's Geoclean co-processing arm raised its blended TSR to 8.5% in FY2024, with newly commissioned ACC Jamul and Ambuja Marwar facilities individually elevating plant-level TSR to 15%. New entrants without comparable reference-plant performance data lack the credentials required to displace incumbents in competitive procurement.
- Once an AFR system is installed and SPCB authorization is linked to a specific system configuration, plant operators face high switching costs, including regulatory re-documentation and system-specific recalibration. These switching costs protect incumbents and make displacing established relationships difficult, even when competitive pricing is offered.
- The compliance-driven demand environment under the Carbon Credit Trading Scheme and the SWM Rules, 2026, mandatory RDF substitution schedule makes the market attractive to new entrants,

particularly international original equipment manufacturers seeking to leverage existing cement industry relationships. NITI Aayog's Cement Decarbonization Roadmap, which targets a 20% sector TSR by 2030, signals a sustained, policy-backed growth trajectory that is expected to attract new capital into the market.

- The threat of new entrants in the market is moderately low.

THREAT OF SUBSTITUTES

Market Parameters



Factors

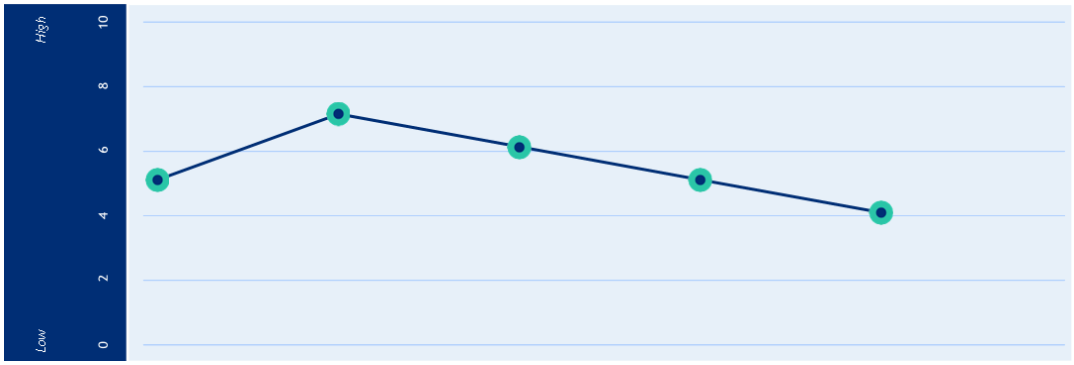
- Buyer propensity to substitute
- Relative price performance of substitute
- Buyer Switching Costs
- Number of substitute products available in the market
- Ease of substitution
- Availability of close substitutes

Detailed Description

- Under the CCTS compliance framework and SWM Rules 2026, cement companies face a dual legal obligation requiring physical AFR adoption. Alternative pathways are not viable, as financial instruments such as carbon credit purchasing do not fulfill the SWM Rules' physical substitution mandate.
- Carbon credits are available but become progressively more expensive under FY2027 tightening targets, with ICRA ESG estimating a profit impact of up to 19% for some cement companies. Green hydrogen remains pre-commercial at India's cement plant scale, giving AFR co-processing a clear price-performance advantage in the near term.
- High sunk costs in the AFR system installation deter any shift toward substitutes. Capital deployed in storage infrastructure, conveying systems, CEMS integration, and SPCB authorization represents a multi-crore INR commitment, and abandoning co-processing would strand these investments entirely.
- Multiple pathways theoretically exist, including direct carbon credit purchasing, blended cement expansion, green hydrogen, carbon capture, and energy efficiency optimization. However, none delivers the combination of regulatory compliance, physical fuel substitution, and favorable near-term economics that AFR co-processing provides.
- Replacing an operational AFR co-processing system with carbon capture or green hydrogen requires fundamentally different capital infrastructure, and neither technology is commercially deployable in India at cement plant scale in the near term. Additionally, direct carbon credit purchasing becomes financially unattractive at the volumes required for material emission-intensity reduction under FY2027 tightening targets.
- No current technology simultaneously satisfies CCTS emission-intensity targets, SWM Rules 2026 RDF mandates, and favorable unit economics as AFR co-processing does. Carbon capture and green hydrogen remain longer-horizon options, while blended cement functions as a complementary rather than a substitute lever for the Indian cement sector.
- Overall, the threat of substitute products in the Indian AFR firing systems market is moderately low.

INTENSITY OF COMPETITIVE RIVALRY

Market Parameters



Factors

- Sustainable competitive advantage in the future through innovation
- Consumer switching costs
- Geographic presence
- Firm concentration
- Fixed costs

Detailed Description

- Innovation is occurring at a steady pace. KHD Humboldt Wedag's Pyrorotor rotary combustion reactor enables cement plants to burn coarse, low-quality alternative fuels, including whole tires, with minimal pre-processing. The technology has been deployed across multiple installations in Asia and Europe, most recently at Conch Group's Baoshan plant in China in December 2025. Such advances are evolutionary rather than disruptive, and no single innovation has created an insurmountable technology lead.
- High post-installation switching costs, arising from plant-specific engineering documentation, SPCB authorization linkages, and embedded operational knowledge, significantly moderate rivalry intensity. Incumbents at any given cement plant have a strong retention advantage, reducing the effective competitive battlefield to greenfield installations and new plant expansions rather than the displacement of installed systems.
- Credible competitors operate nationally across India's major cement-producing clusters in Rajasthan, Madhya Pradesh, Andhra Pradesh, Telangana, Karnataka, and Gujarat. International OEMs maintain regional service offices, while domestic specialists such as PH1 Industries and emerging domestic integrators operate with site-specific project teams. Geographic coverage is a baseline requirement rather than a differentiator. However, the depth of SPCB relationships in specific states provides a state-level competitive advantage.
- The market has a moderate concentration level, with a small number of dominant domestic specialists and several credible international OEM participants, including KHD Humboldt Wedag, FLSmidth, BEUMER Group, and Fives, active in any major procurement process. The presence of both domestic and international competitors maintains competitive tension, particularly for larger framework procurements by the top cement groups.
- The custom engineering services business model results in a relatively low fixed-cost base compared to capital-intensive product manufacturers. Primary costs are engineering labor, project-specific fabrication, and instrumentation, which scale with revenue rather than compelling firms to maintain high throughput. This moderates rivalry from a cost-structure perspective.
- Overall, the intensity of competitive rivalry remains moderate.

KEY MARKET TRENDS

RDF Substitution Converts from Voluntary to Regulatory Mandate

Under the Solid Waste Management (SWM) Rules, 2026, notified by the Ministry of Environment, Forest and Climate Change (MoEFCC) on 28 January 2026 and effective from 1 April 2026, industrial units including cement plants and waste-to-energy plants using solid fuel are required to substitute it with refuse-derived fuel (RDF), with the substitution rate rising from 5% to 15% over six years. This converts alternative fuel and raw material (AFR) firing-system adoption from a cost and sustainability decision into a compliance obligation across India's cement manufacturing base.

Precalciner Firing is the Preferred Injection Point for Higher TSR

Precalciner injection is preferred over main-burner firing because the maximum thermal substitution rate achievable through RDF is 80–100% in the calciner, compared to 50–60% when fired through the kiln burner. This difference is directing AFR capital toward precalciner and tertiary-air-duct injection hardware, as calciner firing tolerates lower-grade, higher-moisture RDF without destabilizing clinker chemistry.

India's National TSR Remains a Fraction of the 2030 Government Target

The NITI Aayog Roadmap for Cement Sector Decarbonization (January 2026) targets a 20% thermal substitution rate (TSR) by 2030, while peer-reviewed industry literature places India's current TSR at approximately 4–5%. This four-to-five-fold gap between the current and targeted TSR is the primary structural driver of long-term capital expenditure on AFR firing systems.

Carbon Pricing is Emerging as a Second Financial Driver for AFR

Under the MoEFCC's Greenhouse Gas Emission Intensity Target Rules, 2025, 186 cement entities are legally required to meet sector-specific emission intensity reduction targets ranging from 4.7% to 7.6%. Covering the compliance periods FY2025-26 and FY2026-27, entities that exceed these targets earn tradable Carbon Credit Certificates under the national Carbon Credit Trading Scheme.

INSIGHTS ON GOVERNMENT INITIATIVES AND REGULATIONS

Attribution	Description
Solid Waste Management Rules	Notified by MoEFCC on 28 January 2026 and effective 1 April 2026, the SWM Rules, 2026 supersede the SWM Rules, 2016. Cement plants and waste-to-energy plants using solid fuel must replace it with RDF, with the substitution rate rising from 5% to 15% over six years. RDF is fuel produced by shredding and dehydrating municipal solid waste, primarily comprising non-recyclable plastic, paper, and textiles. The rules also mandate four-stream waste segregation at source, a CPCB-administered online portal for tracking waste facility registration and audits, and buffer-zone and land-allocation norms for processing facilities exceeding 5 tons per day capacity.
NITI Aayog Roadmap for Cement Sector Decarbonization	Released in January 2026 by NITI Aayog with technical support from WRI India, the roadmap was developed following more than 20 stakeholder consultations and a field visit to Indore's municipal solid waste and material recovery facilities. It identifies increased RDF usage from municipal solid waste as one of three high-impact decarbonization solutions, estimating that a 20% thermal substitution rate by 2030 could deliver approximately 80 $MtCO_2e$ in cumulative emission reductions. The estimated intervention cost is INR 4,100 crore, with the potential to catalyze INR 15,000 crore in additional capital investment.
CPCB Co-Processing Framework for Hazardous and Industrial Waste	Co-processing of hazardous and other wastes in cement kilns operates under CPCB guidelines issued pursuant to co-processing notification GSR No. 497(E) dated 10 May 2016 (Environment Protection Rules, 1986). Such waste does not require environmental clearance under MoEF&CC Notification S.O. 3518(E). Cement plants may co-process pre-processed hazardous waste from TSDFs or captive pre-processing facilities only after obtaining state pollution control board authorization. This framework allows industrial waste and hazardous liquid waste AFR input categories to be fired into kiln/precalciner systems.

Carbon Credit Trading Scheme (CCTS)	Notified in June and December 2023 under the Energy Conservation Act, 2001 (as amended in 2022), the CCTS operates through a compliance mechanism for obligated large emitters and a voluntary offset mechanism, implemented in phases as a successor to the Perform, Achieve and Trade (PAT) scheme. Under the associated Draft GHG Emission Intensity Target Rules (April 2025), 186 cement entities have emission intensity reduction targets for FY2025-26 and FY2026-27.
Gobardhan National Circular Bioenergy Scheme	Approved by the Union Cabinet on 6 August 2026 with a total outlay of INR 23,731 crore, the scheme runs from FY2026-27 to FY2035-36. It aims to increase domestic compressed biogas production nearly tenfold through assured offtake, with a blending obligation rising from 3% in FY2027 to 5% from FY2029, capital assistance of up to INR 2 crore per ton per day of installed capacity, and a stable administered price of INR 2,110/MMBtu. Although not specific to the cement sector, the scheme directly affects the biomass and agricultural waste category of AFR inputs by formalizing competing feedstock-aggregation infrastructure.

State-Level Authorization Complexity Map

State	SPCB Processing Efficiency	Key AFR-Relevant Permissions	PH1 Installed Base Presence
Rajasthan	Moderate	Co-processing authorization, hazardous waste transport	HIGH - Shree Cement Ras, Nawalgarh; JK Nimbahera; Ambuja Marwar
Andhra Pradesh	Moderate	CPCB hazardous liquid authorization, pharma waste	HIGH - Bharathi Cement Kadapa, Maha Cement Kurnool, HeidelbergMaterials Sitapuram
Chhattisgarh	Moderate	Co-processing for industrial sludge and RDF	HIGH - ACC Jamul, Nuvoco Risda, Ambuja Bhatapara
Tamil Nadu	Favorable	Biomass and MSW co-processing	HIGH - Chettinad Cement (5 plants)
Madhya Pradesh	Moderate	Chemical industry liquid waste	HIGH - UltraTech Dhar, J.K. Cement Panna
Maharashtra	Variable by district	CETP sludge, chemical liquid AFR, plastic waste	GROWING - ACC Chanda
Telangana	Moderate	Pharma liquid hazardous waste (Hyderabad belt)	MODERATE - HeidelbergMaterials Yerraguntla
Karnataka	Favorable	MSW/RDF, biomass	GROWING - Shree Cement Kodhla

RECENT DEVELOPMENTS IN THE INDUSTRY

UltraTech Cement: AFR and Green Power Mix Expansion

In its results for the quarter and full year ended 31 March 2026, UltraTech reported its green power mix rising to 43% of total power consumption, up from 34.4% in the prior year. An expanded alternative fuel and raw material (AFR) mix and improved conversion ratios contributed to a 3% year-on-year decline in energy costs. Domestic gray cement capacity crossed 200 MTPA during the year, with company management targeting an 85% green power share by FY30.

Dalmia Bharat: Alternate Raw Material Utilization Scale-Up

Dalmia Bharat's Integrated Annual Report for FY2024-25 disclosed an 84% low-carbon blended-cement production share, supported by 11.87 million tons of alternate raw materials utilized. The company recorded a carbon footprint of 456 kg CO2/ton of cementitious material. Note: This company-reported figure covers alternate raw material utilization (clinker substitutes) specifically, rather than alternate fuel consumption.

JK Lakshmi Cement: Sirohi Plant Thermal Substitution Rate Retrofit

JK Lakshmi Cement has been implementing a phased project to raise the thermal substitution rate at its Sirohi cement plant (Rajasthan) from 4% to 16%. This disclosure has been repeated consistently across Q4 FY25, Q1 FY26, Q2 FY26, Q4 FY26, and Q1 FY27 results. Renewable power share in the overall power mix has ranged between 46% and 50% across these quarters.

Fornnax Technology Launches R-MAX3300 Refuse-Derived Fuel Shredder

Fornnax Technology launched the R-MAX3300, a single-shaft secondary shredder, at IFAT India 2025 in Mumbai on 14 October 2025. Built on the R-Series platform, the equipment is designed to process low-density waste streams, including municipal solid waste, commercial and industrial waste, construction and demolition debris, and bulky/legacy waste, into refuse-derived fuel and solid recovered fuel within a 30-50 mm particle-size range. The primary targets for this equipment include cement AFR plants and waste-to-energy facilities. The launch event was attended by representatives from Prism Johnson's cement division, Shree Cement, and Mangalam Cement.

UltraTech Cement: INR 10,255 Crore Capacity Expansion

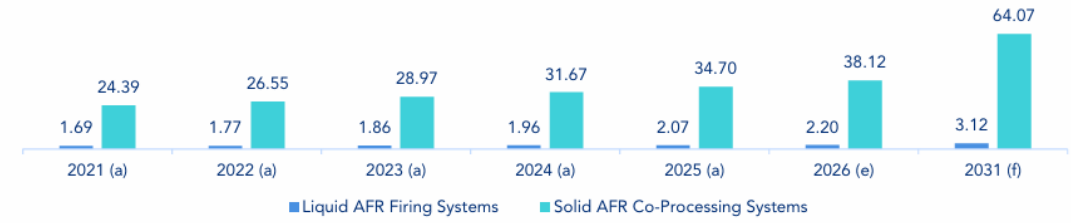
On 18 October 2025, UltraTech Cement's board approved a fresh investment of INR 10,255 crore to expand cement production capacity by 22.8 MTPA, including subsidiary India Cements, through a mix of brownfield and greenfield projects. Commercial production is expected to come online in a phased manner from FY2028, taking UltraTech's total global cement capacity to 240.76 MTPA. This expansion follows more than INR 50,000 crore invested by the company over the preceding five years. Each new integrated unit commissioned under this cycle represents an additional site requiring AFR firing-system design from inception.

MARKET SEGMENTATION ANALYSIS

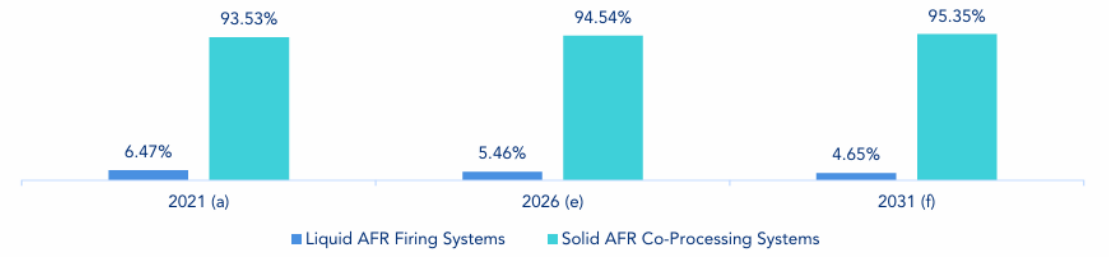
1. BY AFR SYSTEM TYPE

ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET SIZE AND DEMAND FORECAST IN USD MILLION, BY AFR SYSTEM TYPE, INDIA, 2021-2031

CAGR (2026 TO 2031): 10.75%



ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET REVENUE SHARE (%), BY AFR SYSTEM TYPE, INDIA, 2021-2031



ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET SIZE AND DEMAND FORECAST IN USD MILLION, BY AFR SYSTEM TYPE, INDIA, 2021-2031

AFR System Type	2021 (a)	2022 (a)	2023 (a)	2024 (a)	2025 (a)	2026 (est.)	2027 (f)	2028 (f)	2029 (f)	2030 (f)	2031 (f)	CAGR (2026 - 2031)
Liquid AFR Firing Systems	1.69	1.77	1.86	1.96	2.07	2.20	2.35	2.51	2.69	2.89	3.12	7.22%
Solid AFR Co-Processing Systems	24.39	26.55	28.97	31.67	34.70	38.12	42.09	46.58	51.68	57.48	64.07	10.94%
Total	26.07	28.32	30.82	33.62	36.77	40.32	44.44	49.09	54.37	60.37	67.19	10.75%

Source: Mordor Intelligence

a. LIQUID AFR FIRING SYSTEMS

Industrial hazardous waste availability expands addressable demand for liquid AFR systems

- Established adoption base supports brownfield deployment: Cement producers in India have deployed liquid AFR firing systems for more than 16 years, with installations across more than 35 cement plants. PH1 Industries commissioned systems across more than 11 cement plants from 2009 to 2017. This operating base provides references for producers evaluating liquid waste co-processing systems and supports brownfield procurement.
- Industrial clusters create localized liquid AFR feedstock opportunities: Pharmaceutical and solvent residues from Hyderabad, Ahmedabad, Pune, and Baddi; refinery and petrochemical wastes from Gujarat and Maharashtra; and paint, agrochemical, and distillery residues from major industrial regions create diverse feedstock sources. These sources support demand for receiving, storage, pumping, and injection systems at cement plants located near industrial waste-generation clusters.
- Growing hazardous waste availability supports long-term feedstock demand: CPCB estimates indicate that India generates approximately 6.2 million tons of hazardous waste annually, including around 0.41 million tons classified as incinerable, which is the primary target pool for liquid AFR systems. The expansion of India's industrial base creates opportunities for cement plants to use liquid waste as a controlled alternative fuel.

Customized firing architecture increases demand for specialized AFR equipment

- Highly variable liquid waste requires engineered handling systems: Pharmaceutical residues, solvents, refinery sludge, paint sludge, and ETP wastes require customized equipment rather than standardized firing packages. Systems with 1.5 mm standard filtration, viscosity-matched screw or membrane pumps, storage-tank agitation, and corrosion-resistant components increase equipment requirements for each installation.
- Precision metering and injection support higher thermal substitution rates: Coriolis flow meters that measure flow rate, density, and temperature, combined with PLC-based dosing and two-phase nozzles, enable controlled TSR accounting and combustion. Operators can configure injection at the main burner, tertiary air duct, or precalciner, creating procurement opportunities for integrated feeding and combustion packages rather than standalone burners.
- High-calorific feedstocks improve the value proposition: Carbon black generated through tire-pyrolysis applications has a calorific value of 29 to 32 MJ/kg, compared with 22 to 25 MJ/kg for coal. Such high-energy-value streams can contribute disproportionately to fossil-fuel substitution, encouraging investment in specialized liquid and high-calorific AFR feeding infrastructure where consistent feedstock is available.

Regulatory compliance and carbon-reduction requirements accelerate procurement

- CPCB/SPCB authorization increases demand for compliance-ready systems: Liquid AFR utilization requires site-specific regulatory approvals covering permitted waste types, quantities, and injection parameters. CPCB's co-processing framework requires authorization for hazardous waste utilization and sets requirements for storage, handling, transportation, manifests, and reporting, making regulatory-support capability an important supplier differentiator.

- CCTS compliance increases the incentive for higher TSR: The October 8, 2025, CCTS emission-intensity framework covering 186 cement plants has introduced additional carbon-cost pressure. Cement producers have a greater incentive to reduce fossil-fuel consumption through AFR, including concentrated liquid streams, supporting procurement of liquid firing and dosing systems.

- Greenfield and brownfield cement expansion create installation opportunities: India's announced cement-capacity expansion toward 830 to 838 MTPA by FY2028 creates two demand channels: greenfield plants can incorporate liquid AFR infrastructure during initial engineering, while existing plants can retrofit receiving, storage, pumping, metering, and kiln-injection systems. Liquid AFR complements solid AFR by providing a higher-energy-value fuel stream for plants pursuing higher TSR.

b. <u>SOLID AFR CO-PROCESSING SYSTEMS</u>

Municipal Waste Growth and RDF Infrastructure Expansion Drive Revenue

- Rising MSW volumes are expanding the addressable feedstock base: India generates approximately 62.4 million tons of MSW annually, and this volume is projected to reach 165 million tons by 2031. This increasing waste burden, combined with the national objective of reducing landfill dependence, is driving demand for RDF processing and downstream solid-AFR feeding systems at cement plants.
- Rapid RDF processing capacity additions are strengthening the supply pipeline: RDF processing infrastructure around cement clusters expanded by approximately 4.96 million tons per year of capacity, with 50 new RDF plants commissioned in 2024, representing a 25% capacity addition. This expansion has increased the supply of processed solid fuel for cement kilns and supported procurement of receiving, storage, shredding, conveying, and dosing systems.
- Cement producers are increasingly integrating solid AFR into operating strategies: JSW Cement increased TSR from 7% to 16.5% in FY2025 while co-processing 157,000 tons of RDF. This indicates that solid AFR is moving beyond pilot-scale environmental initiatives toward systematic fuel-substitution programs, which may encourage other cement producers to invest in dedicated solid-AFR infrastructure.

Advanced Pre-Processing and Automated Feeding Requirements Increase System Value

- Heterogeneous RDF is driving demand for complete pre-processing lines: Solid AFR systems require multiple stages, including walking-floor/tipping-hall receiving, shredding, magnetic and eddy-current separation, moisture management, and density classification, to prepare inconsistent waste streams for kiln use. The requirement for a particle size of 30 mm or less for pneumatic feeding further increases equipment integration needs compared with conventional solid-fuel handling.
- Precision dosing is becoming critical to stable kiln operation: Weigh-feeder systems designed around approximately 1% TSR accuracy help operators control thermal substitution despite variations in RDF quality. Pneumatic systems for fine material and gravimetric belt-and-gate systems for coarser fractions allow suppliers to tailor feeding architecture to individual kiln configurations.
- Automation is creating an additional upgrade opportunity: Advanced installations increasingly use AI-based combustion controls that respond to kiln inlet temperature, oxygen levels, and volatile-balance conditions. Indian cement producers reportedly achieved 2 to 3 percentage-point TSR improvements in FY2026 following automation upgrades, supporting demand for controls, sensors, and automated AFR optimization alongside mechanical feeding equipment.

SWM Rules 2026 Create Mandatory Procurement and Compliance-Driven Demand

- Mandatory RDF substitution requirements are changing procurement decisions: The SWM Rules 2026, notified on January 27, 2026, and effective April 1, 2026, require industrial units, including cement plants, to progressively increase RDF use, with fuel substitution rising from the existing 5% level to 15% over six years. This converts solid-AFR infrastructure from a discretionary sustainability investment into a compliance-linked requirement.
- Source segregation and digital tracking strengthen the RDF supply chain: The rules mandate four-stream source segregation and online tracking of collection, transportation, processing, and disposal through a centralized portal. Improved segregation should increase the availability of combustible dry waste for RDF production, supporting downstream demand for solid-AFR receiving and feeding infrastructure.
- Landfill restrictions and processing-facility oversight reinforce co-processing: The 2026 framework strengthens restrictions on landfilling, introduces environmental compensation for non-compliance, and requires audits and reporting for waste-processing facilities. These measures reinforce the policy pathway from waste generation to RDF production to industrial utilization, supporting continued investment in engineered solid-AFR systems.

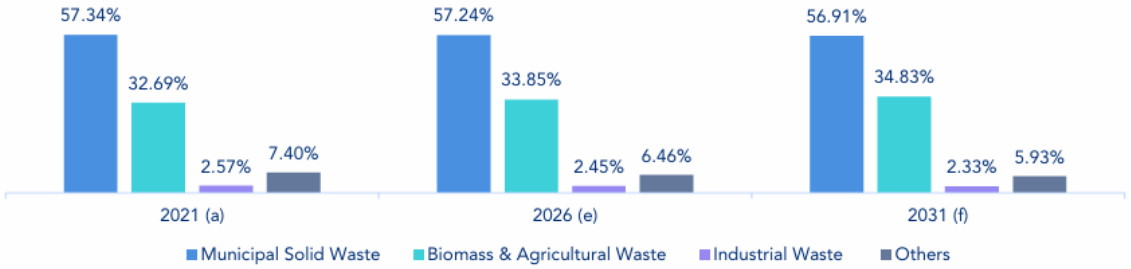
2. BY WASTE/FUEL STREAM

ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET SIZE AND DEMAND FORECAST IN USD MILLION, BY WASTE/FUEL STREAM, INDIA, 2021-2031

CAGR (2026 TO 2031): 10.75%



ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET REVENUE SHARE (%), BY WASTE/FUEL STREAM, INDIA, 2021-2031



ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET SIZE AND DEMAND FORECAST IN USD MILLION, BY WASTE/FUEL STREAM, INDIA, 2021-2031

Waste/Fuel Stream	2021 (a)	2022 (a)	2023 (a)	2024 (a)	2025 (a)	2026 (est.)	2027 (f)	2028 (f)	2029 (f)	2030 (f)	2031 (f)	CAGR (2026 - 2031)
Municipal Solid Waste	14.95	16.22	17.64	19.23	21.01	23.08	25.41	28.04	31.02	34.40	38.24	10.62%
Biomass & Agricultural Waste	8.52	9.32	10.21	11.21	12.33	13.65	15.13	16.81	18.73	20.91	23.40	11.39%
Industrial Waste	0.67	0.72	0.78	0.84	0.91	0.99	1.08	1.18	1.29	1.42	1.57	9.66%
Others	1.93	2.06	2.20	2.35	2.52	2.60	2.82	3.06	3.33	3.64	3.98	8.87%
Total	26.07	28.32	30.82	33.62	36.77	40.32	44.44	49.09	54.37	60.37	67.19	10.75%

Source: Mordor Intelligence

a. MUNICIPAL SOLID WASTE

Expanding Municipal Waste Streams and RDF Processing: Creating a Larger AFR Feedstock Base

- Rising urban waste generation is expanding the potential RDF feedstock pool: India's municipal solid waste (MSW) generation is projected to increase substantially through 2031 as urbanization expands across Tier I, Tier II, and Tier III cities. Growth in combustible, nonrecyclable waste is increasing the need for RDF conversion and dedicated RDF receiving and feeding systems at nearby cement plants.
- Expansion of RDF processing infrastructure is improving fuel availability: 50 new RDF processing plants were commissioned during 2024, expanding the processing base around cement clusters. This strengthens the link between municipal waste collection and industrial fuel utilization, creating demand for systems that can receive, store, convey, and meter RDF.
- Government recognition of RDF as an industrial fuel is strengthening the supply chain: The SWM Rules 2026 formally define RDF as a high-calorific fuel produced by shredding and dehydrating MSW, primarily comprising nonrecyclable plastic, paper, and textiles. The rules also recognize material recovery facilities (MRFs), strengthening the pathway from municipal waste sorting to RDF production.

RDF Quality Requirements Driving Demand for Advanced Processing and AFR Feeding Systems

- Different RDF grades require application-specific kiln feeding systems: Grade I RDF, with a calorific value above 4,500 kcal/kg, is used for higher-value applications such as main burner injection, and Grade II RDF, with a calorific value of 3,750 to 4,500 kcal/kg, is used for precalciner or tertiary air duct applications. This differentiation encourages cement plants to deploy feeding configurations suited to RDF quality and injection location.
- Variable MSW composition increases preprocessing requirements: Differences in moisture, plastics, organics, and inorganic content across cities make direct kiln utilization difficult. Producing higher-quality RDF requires shredding, magnetic separation, air classification, drying, and secondary sizing, creating additional equipment demand upstream of the AFR firing system.
- Proven operating performance is encouraging higher RDF substitution: JSW Cement increased its thermal substitution rate (TSR) from 7% to 16.5% in FY2025, supported by the co-processing of 157,000 tons of RDF across its Nandyal and Shiva clinker units. This provides an industry reference for other cement producers seeking to move from low-level RDF trials to higher, operationally managed substitution rates.

Regulatory Requirements Accelerating RDF Utilization in Cement Kilns

- SWM Rules 2026 are establishing RDF as a structurally supported industrial fuel: The rules require industrial units using solid fuel, including cement plants, to progressively increase RDF use from 5% to 15% over six years. This creates a predictable demand pathway for RDF-compatible receiving, dosing, and kiln injection equipment.
- Source segregation is improving the quality of the RDF stream: The framework mandates four-stream segregation of wet, dry, sanitary, and special care waste at source. Better separation of dry waste increases the potential to recover combustible fractions suitable for RDF production and reduces contamination entering downstream AFR systems.
- Digital monitoring is formalizing RDF procurement and utilization: SWM Rules 2026 require online tracking of collection, transportation, processing, and disposal, and RDF processing facilities must comply with reporting and audit requirements. Greater traceability supports structured RDF offtake arrangements and encourages cement plants to invest in controlled, measurable AFR feeding systems.

b. BIOMASS & AGRICULTURAL WASTE

Abundant Agricultural Residues and Crop Disposal Pressures Drive AFR Feedstock Availability

- Large, geographically dispersed residue availability: India's extensive agricultural base generates diverse biomass streams, including rice husk, sugarcane bagasse and press mud, cotton and jute stalks, coconut shells, groundnut shells, and wood processing residues. This broad feedstock base enables cement plants across agricultural regions to develop localized biomass sourcing arrangements for AFR firing.
- Crop residue burning creates an additional incentive for productive use: The supplied data identifies field burning, particularly across North India, as a major disposal issue during harvest periods. Government policy also identifies crop residue burning as a significant contributor to winter air quality deterioration in North India. Converting residues into cement kiln fuel transforms an environmental liability into an industrial fuel stream.
- Biomass characteristics support fossil fuel substitution: Residues offer commercially usable energy values. According to the supplied data, rice husk provides approximately 3,200 to 3,500 kcal/kg, coconut and groundnut shells provide 3,800 to 4,500 kcal/kg, and wood chips provide 3,500 to 4,200 kcal/kg. This diversity allows cement producers to blend biomass with conventional fuels based on availability and kiln requirements.

Preprocessing, Storage, and Gasification Requirements Shape AFR System Investments

- Moisture management creates demand for specialized biomass handling: Fresh agricultural residues can contain substantial moisture, reduce effective calorific value, and cause combustion instability. The supplied data identifies rotary drying and controlled feeding as prerequisites for meaningful substitution, creating demand for dryers, covered storage, conveyors, and metering systems.

- Seasonality drives investment in dedicated storage infrastructure: Rice residue availability peaks around October to November and April to May, while sugarcane crushing in Maharashtra and Uttar Pradesh operates mainly from October to March. Cement plants require mechanized, covered stockyards capable of maintaining 30 to 60 days of inventory, increasing demand for biomass receiving and storage systems.
- On-site gasification opens a new technology pathway: Sow & Reap Chara's 10-year agreement with Sagar Cements to establish biomass gasification facilities at the Mattampally plant in Telangana uses cotton waste sourced within a 20 km radius. According to the supplied data, each unit is designed to process 15,000 tons of biomass annually, produce approximately 3,750 tons of biochar, and avoid nearly 8,000 tons of CO2 per year. This model reduces the logistics penalty associated with transporting low-density residues and supports demand for integrated gasification to kiln thermal systems.

Carbon Reduction Policies and Supply Chain Formalization Support Long-Term Demand

- Government bioenergy programs strengthen the biomass utilization ecosystem: MNRE's National Bioenergy Program includes dedicated support for biomass briquette and pellet manufacturing and energy recovery from agricultural wastes and residues. This support helps develop infrastructure that can improve the availability and handling of standardized biomass fuels.
- Government-supported residue management expands collection infrastructure: Under the Crop Residue Management initiative, the government reported more than 42,000 custom hiring centers and over 3.24 lakh crop residue management machines established or supplied through 2025-26. This strengthens the physical ecosystem for collecting and handling agricultural residues that can potentially enter organized biomass supply chains.
- Biomass gasification receives formal policy recognition: MNRE's Waste to Energy Program explicitly supports projects that use agricultural wastes and residues to generate producer gas or syngas, including financial assistance for biomass gasifiers used in electrical and thermal applications. This policy supports the cement sector gasification model and increases the feasibility of deploying biomass conversion equipment alongside AFR firing infrastructure.

c. <u>INDUSTRIAL WASTE</u>

Waste Availability and Co-Processing Economics Supporting AFR Demand

- Rising industrial waste generation is broadening the addressable AFR feedstock base: Pharmaceutical, chemical, refinery, paint, tire, FMCG, and wastewater-related residues represent important industrial waste streams. This diversity allows cement plants to source multiple waste categories rather than depend on a single feedstock, supporting demand for flexible AFR receiving, storage, and feeding systems.
- High-calorific industrial residues improve AFR utilization economics: Tire-derived materials provide approximately 29 to 32 MJ/kg, compared with 22 to 25 MJ/kg for coal. This energy-density advantage strengthens the case for dedicated feeding systems capable of handling tire chips, crumb rubber, and other high-energy industrial residues, while reducing dependence on conventional fossil fuels.
- Co-processing provides a disposal route alongside fuel substitution: CPCB guidance recognizes materials such as ETP sludge, paint sludge, refinery sludge, TDI tar, used oil, and solvents as potential co-processing streams, subject to suitability assessment and trial procedures. The ability to derive both energy and material value from waste strengthens the commercial rationale for cement plants to expand AFR handling capabilities.

Industrial Waste Diversity Driving Demand for Specialized AFR Handling Infrastructure

- Multiple physical forms require customized receiving and feeding systems: Industrial AFR can arrive as solid, liquid, or semi-solid material, with significant differences in viscosity, particle size, and composition. CPCB guidance notes that some wastes can be delivered directly, while others require pre-processing to achieve suitable conditions, increasing demand for blending, homogenization, storage, and specialized feeding equipment.
- High-value waste streams are concentrated around industrial clusters: Pharmaceutical and chemical activity in Gujarat and Maharashtra, together with refining, tire, and manufacturing activities, creates

concentrated waste-generation zones. Where these clusters are located away from cement plants, longer transportation distances increase the importance of regional aggregation and pre-processing infrastructure, encouraging cement producers to establish systems capable of receiving multiple approved waste categories.

- Cement plants are increasingly positioned as integrated waste-management facilities: CPCB's co-processing framework requires waste to be received, stored, handled, and, where necessary, pre-processed before controlled kiln utilization. This expands equipment requirements beyond the burner itself to include dedicated storage areas, transfer systems, homogenization equipment, and controlled feeding arrangements.

Regulatory Formalization and EPR Obligations Supporting AFR Demand

- Mandatory authorization is creating a structured procurement pathway: Under the hazardous and other wastes framework, utilization of hazardous and other wastes for co-processing requires authorization from the relevant state pollution control board, based on CPCB procedures and guidelines. This formalization encourages cement plants to develop compliant infrastructure rather than rely on ad hoc waste handling.
- CPCB suitability requirements are increasing demand for controlled feeding technology: CPCB specifies that high-calorific wastes should be introduced into appropriate high-temperature combustion zones, and that feed points must be selected according to the waste's physical, chemical, and toxicological characteristics. As a result, cement plants handling diverse industrial wastes require engineered feed systems capable of directing different materials to suitable kiln injection points.
- EPR-driven waste flows are expanding the pool of material requiring compliant disposal: Tightening EPR requirements for plastic and tire waste represent an additional source of industrial waste requiring certified treatment. This supports further development of cement-kiln co-processing capacity and associated AFR receiving and feeding infrastructure.

d. <u>OTHERS</u>

Diversification of High-Value AFR Feedstocks

- The "Others" AFR input category is gaining importance as Indian cement plants move beyond conventional RDF, biomass, and industrial waste toward specialized streams that improve fuel and disposal economics.
- Tire-derived fuel is driving demand for specialized solid-feeding systems: End-of-life tires provide a high-calorific fuel of approximately 29-32 MJ/kg, compared to 22-25 MJ/kg for coal. Cement plants in Rajasthan, Madhya Pradesh, and Andhra Pradesh have incorporated tire chips into regular AFR portfolios, creating demand for shredding, magnetic separation, and controlled kiln-feeding equipment.
- High-energy tire waste supports blended-fuel strategies: TDF can be blended with lower-calorific RDF or biomass to maintain fuel quality. This increases the value of AFR systems that handle multiple feedstocks, particularly as cement plants seek to stabilize thermal substitution despite variability in municipal and agricultural fuels.
- Pyrolysis is creating a new source of high-value AFR material: Gujarat is emerging as a center for tire-pyrolysis infrastructure. Pyrolysis produces carbon black and pyrolysis oil, with carbon black offering approximately 28-30 MJ/kg under high-temperature processing. This creates an additional pathway for cement plants to procure engineered, high-calorific AFR streams.

Municipal and Industrial Sludge Expanding the Addressable Feedstock Base

- Wastewater infrastructure is generating additional sludge for co-processing: The expansion of municipal wastewater treatment under the Smart Cities Mission, AMRUT, and Namami Gange is increasing the quantity of sewage sludge requiring compliant disposal. Dried sludge typically provides 1,500-2,500 kcal/kg, making it less valuable as a fuel but commercially attractive when disposal costs and tipping-fee economics are considered.

- Industry adoption demonstrates technical feasibility: Shree Cement has incorporated dried sewage sludge alongside RDF, rubber, and plastic waste in its co-processing basket, confirming that sludge can be integrated into a diversified AFR blend. This supports demand for systems that receive, condition, and feed lower-calorific materials alongside higher-energy fuels.
- Industrial sludge adds further feedstock diversity: Sludge from paper mills, textile effluent treatment plants, and food-processing facilities can be incorporated into blended AFR formulations. Because these materials vary in quality, their utilization favors equipment with controlled dosing, blending, and feed-rate management capabilities rather than basic single-feed systems.

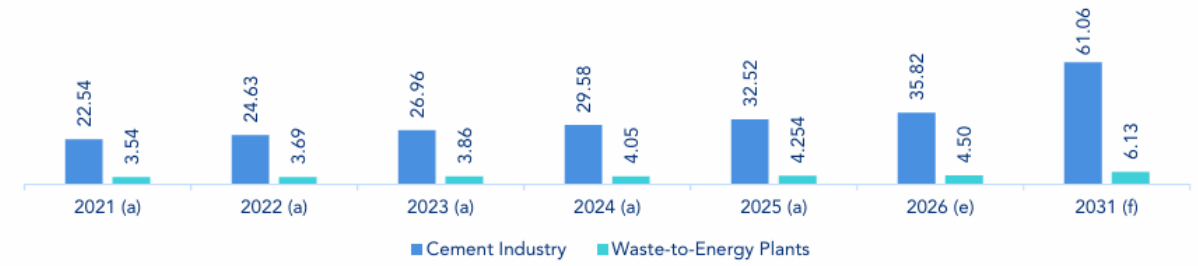
EPR Obligations and Emerging Waste Streams Supporting Multi-Fuel AFR Systems

- Tire EPR is strengthening the long-term supply pipeline: India's expanding tire-recycling industry is linked to EPR obligations on tire manufacturers. As more end-of-life tires enter formal recycling channels, cement plants can access additional tire-derived fuels and pyrolysis products, supporting investment in flexible AFR receiving and feeding infrastructure.
- Expired FMCG products create a specialized destruction application: Off-specification and expired FMCG products require controlled destruction, and cement kilns provide a disposal route that avoids conventional disposal and ash generation. This creates niche demand for receiving and feeding arrangements that handle packaged or heterogeneous material.
- Wood waste provides localized fuel opportunities: Wood chips from sawmill waste, demolition activities, and urban tree-trimming programs can supplement AFR baskets in regions such as Madhya Pradesh, Chhattisgarh, Jharkhand, and Northeast India. Their localized availability supports smaller, decentralized feed-handling systems and reduces dependence on a single centralized AFR source.

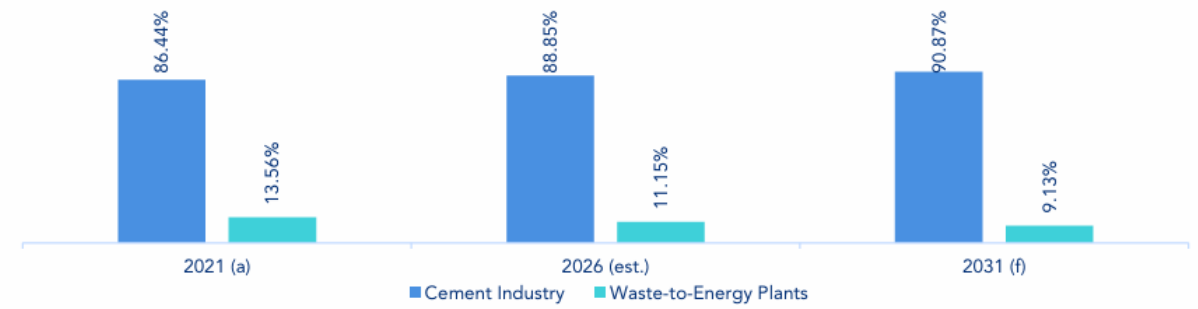
3. BY END-USER INDUSTRY

ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET SIZE AND DEMAND FORECAST IN USD MILLION, BY END-USER INDUSTRY, INDIA, 2021-2031

CAGR (2026 TO 2031): 10.75%



ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET REVENUE SHARE (%), BY END-USER INDUSTRY, INDIA, 2021-2031



ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET SIZE AND DEMAND FORECAST IN USD MILLION, BY END-USER INDUSTRY, INDIA, 2021-2031

Deployment Model	2021 (a)	2022 (a)	2023 (a)	2024 (a)	2025 (a)	2026 (est.)	2027 (f)	2028 (f)	2029 (f)	2030 (f)	2031 (f)	CAGR (2026 - 2031)
Cement Industry	22.54	24.63	26.96	29.58	32.52	35.82	39.68	44.04	49.00	54.64	61.06	11.25%
Waste-to-Energy Plants	3.54	3.69	3.86	4.05	4.254	4.50	4.76	5.05	5.38	5.74	6.13	6.40%
Total	26.07	28.32	30.82	33.62	36.77	40.32	44.44	49.09	54.37	60.37	67.19	10.75%

a. CEMENT INDUSTRY

Market Trends

The AFR firing system market across northern Indian states, primarily Rajasthan, Haryana, Punjab, Himachal Pradesh, and Uttar Pradesh, has expanded rapidly. Severe winter smog and high agricultural residue generation support demand for biomass and crop-stubble (Parali) co-processing, positioning the region as a key market for cement kiln alternative fuel systems.

Market Profile and Cement Industry Concentration

- Clinker Capacity Base: North India, covering Rajasthan, Uttar Pradesh, Haryana, Punjab, Himachal Pradesh, Uttarakhand, Delhi NCR, and Jammu and Kashmir, represents India's largest cement-producing region by clinker capacity. Rajasthan's high-purity limestone deposits across the Aravalli Range anchor this capacity. The state hosts several high-capacity integrated cement plants, driving major demand for AFR co-processing infrastructure.
- Major Capacity Expansions: Shree Cement's Jaitaran (Beawar) complex expanded with RAS Unit-11, adding 3.65 MTPA of clinker capacity and 3 MTPA of cement capacity. According to CemNet, plants in the region process tens of thousands of tons of raw materials daily, supporting demand for high-capacity AFR feeding, dosing, and firing systems.

- Greenfield Project Pipeline: J.K. Cement's INR 48.05 billion greenfield expansion includes a 4 MTPA clinker unit and a 3 MTPA cement grinding unit at Jaisalmer, Rajasthan, plus two 2 MTPA split grinding units in Rajasthan and Punjab. The Jaisalmer location strengthens logistics efficiency and creates large-scale demand for new AFR systems.
- Upcoming Integrated Capacity: JSW Cement's greenfield integrated plant at Nagaur, Rajasthan, includes 3.3 MTPA of clinker capacity and 2.5 MTPA of cement capacity, commissioned in March 2026. The plant serves Haryana and Punjab. The company also approved a 2.5 MTPA grinding expansion targeted for commissioning by January 2028.

AFR Supply Dynamics: RDF, Biomass, and Agricultural Waste

- RDF Supply from Urban Waste: Three major streams shape North India's AFR supply base. Municipal solid waste from Delhi NCR, Jaipur, Lucknow, Agra, Kanpur, and other cities generates substantial RDF volumes within 400 km of cement plants in Rajasthan, Haryana, and western Uttar Pradesh, creating compliance obligations under the SWM Rules 2026 for plants in these zones.
- Agricultural Biomass Availability: Agricultural biomass, led by rice straw from Punjab and Haryana, sugarcane bagasse from Uttar Pradesh's sugar industry, and wheat straw, forms India's largest biomass AFR pool. Crop-residue burning worsens post-harvest air quality across the Indo-Gangetic Plain, increasing regulatory and environmental pressure to scale alternative utilization pathways, including cement co-processing.
- Industrial Waste Streams: Industrial waste from pharmaceutical manufacturers in Haridwar, chemical industries in Noida and Panipat, and automotive manufacturing clusters across NCR and Haryana provides liquid and solid hazardous AFR streams. These materials support SPCB-authorized co-processing and strengthen demand for compliant handling, storage, pre-processing, and kiln-feeding systems across North Indian cement plants.

b. <u>WASTE-TO-ENERGY PLANTS</u>

Market Trends

- India's waste management industry is shifting from conventional waste disposal toward the production of refuse-derived fuel (RDF) and solid recovered fuel (SRF) for industrial energy applications. As municipalities and waste management companies establish alternate fuel recovery facilities (AFRFs) to process municipal, industrial, plastic, textile, and packaging waste into standardized fuel products, demand is growing for specialized AFR infrastructure, including shredding, storage, extraction, weighing, conveying, and feeding systems. These facilities use technologies such as box extractors, sliding floor systems, weigh feeders, Solidose units, conveyors, and automated PLC-based controls to ensure consistent fuel quality and reliable supply to cement plants, power stations, steel plants, and other energy-intensive industries.

Municipal RDF Offtake Agreements Driving Demand for AFR Material Handling Systems

- In December 2025, Bengaluru Solid Waste Management Ltd. signed an agreement with Dalmia Cement to supply an additional 200-250 tons/day of RDF from Bengaluru's municipal waste stream to Dalmia Cement's Kadapa cement plant in Andhra Pradesh. Dalmia Cement indicated it could accept as much as 1,000 tons/day of RDF, highlighting the growing scale of RDF production and consumption networks in India. Such high-volume RDF movements require dedicated AFR infrastructure, including storage bunkers, extraction systems, sliding floors, weigh feeders, conveyors, and dispatch systems to ensure consistent fuel quality and throughput.
- The agreement demonstrates how waste-to-energy and RDF-processing operators are increasingly developing long-term fuel supply partnerships with industrial users, creating demand not only for waste processing equipment but also for downstream AFR handling and feeding systems capable of maintaining continuous RDF flow from production to end-use facilities.

Regulatory RDF Mandates Supporting New AFR Facility Investments

- In January 2026, the Government of India notified the new Solid Waste Management (SWM) Rules, 2026, which came into force from 1 April 2026, replacing the SWM Rules, 2016, and introducing stronger circular economy and extended producer responsibility provisions. Industries including cement plants and waste-to-energy facilities must progressively increase the use of RDF, with fuel substitution rates rising from 5% to 15% over six years, supporting resource recovery and reducing landfill dependence. The regulation establishes a graduated substitution framework, creating structural demand for RDF production and associated AFR infrastructure.
- The regulatory push is expected to accelerate investments in AFR recovery facilities, RDF preparation plants, storage bunkers, extraction systems, and automated feeding equipment, as RDF producers must deliver more consistent fuel quality to meet growing industrial demand. This is expected to benefit suppliers of box extractors, sliding floors, weigh feeders, and automated material handling systems.

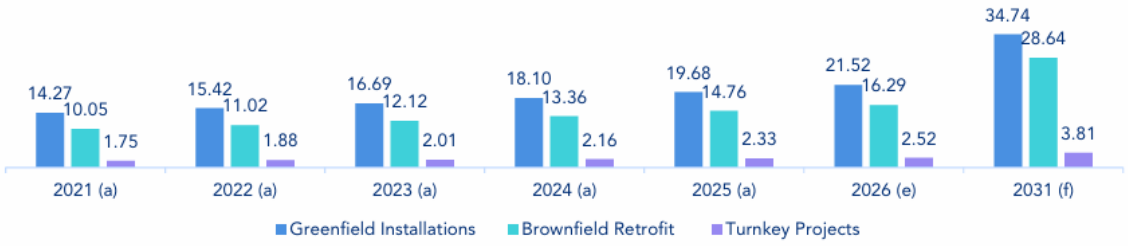
Large-Scale RDF Co-Processing Projects Driving Investment in AFR Feeding Systems

- During FY2024-25, JSW Cement co-processed approximately 157,000 tons of RDF across its Nandyal Integrated Cement Plant and Shiva Grinding Unit, achieving a 16.5% thermal substitution rate (TSR) and avoiding nearly 120,000 tons of CO2 emissions. The scale of RDF utilization highlights the growing requirement for reliable AFR logistics, storage, extraction, metering, and dosing infrastructure capable of delivering a uniform fuel stream to industrial consumers. As RDF throughput grows from pilot-scale to industrial-scale consumption, operators increasingly require automated systems such as sliding floor extractors, weigh feeders, Solidose units, and PLC-controlled handling systems to ensure fuel consistency and stable combustion performance.

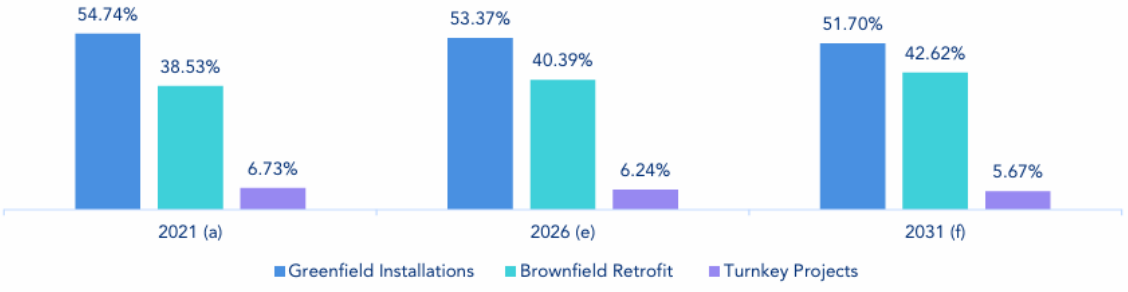
4. DEPLOYMENT MODEL

ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET SIZE AND DEMAND FORECAST IN USD MILLION, BY DEPLOYMENT MODEL, INDIA, 2021-2031

CAGR (2026 TO 2031): 10.75%



ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET REVENUE SHARE (%), BY DEPLOYMENT MODEL, INDIA, 2021-2031



ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET SIZE AND DEMAND FORECAST IN USD MILLION, BY DEPLOYMENT MODEL, INDIA, 2021-2031

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Greenfield Installations	14.27	15.42	16.69	18.10	19.68	21.52	23.57	25.88	28.48	31.42	34.74	10.05%
Brownfield Retrofit	10.05	11.02	12.12	13.36	14.76	16.29	18.14	20.26	22.68	25.46	28.64	11.95%
Turnkey Projects	1.75	1.88	2.01	2.16	2.33	2.52	2.72	2.95	3.21	3.49	3.81	8.67%
Total	26.07	28.32	30.82	33.62	36.77	40.32	44.44	49.09	54.37	60.37	67.19	10.75%

a. GREENFIELD INSTALLATION

Market Trends

Greenfield AFR Installations as a Key Revenue Stream in India's Capacity Expansion

Greenfield AFR installations represent the highest-value single-project category in India's AFR firing systems market. They involve complete, purpose-designed infrastructure engineered as an integrated component of a new cement plant.

UltraTech targets 242.5 MTPA by FY2028 with INR 16,000 crore in capital expenditure. Ambuja/ACC targets 155 MTPA, though the timeline may slip to FY2030. Shree Cement's Nawalgarh plant has contracted Fuller Technologies for AFR systems.

J.K. Cement has announced INR 4,805 crore for a 7 MTPA plant in Jaisalmer. The planned 160-170 MTPA of new capacity by FY2028 represents an AFR infrastructure investment opportunity of INR 4,000-5,000 crore, based on INR 25-30 crore per MTPA for 15% TSR capability.

In November 2025, the Adani Group secured approvals from the West Bengal Industrial Department to establish a new 5 MTPA greenfield cement facility in Kharagpur. Spanning over 198 acres, the plant will incorporate advanced automation equipment. This follows the group's broader directive to increase its AFR utilization target to 30% by FY2028.

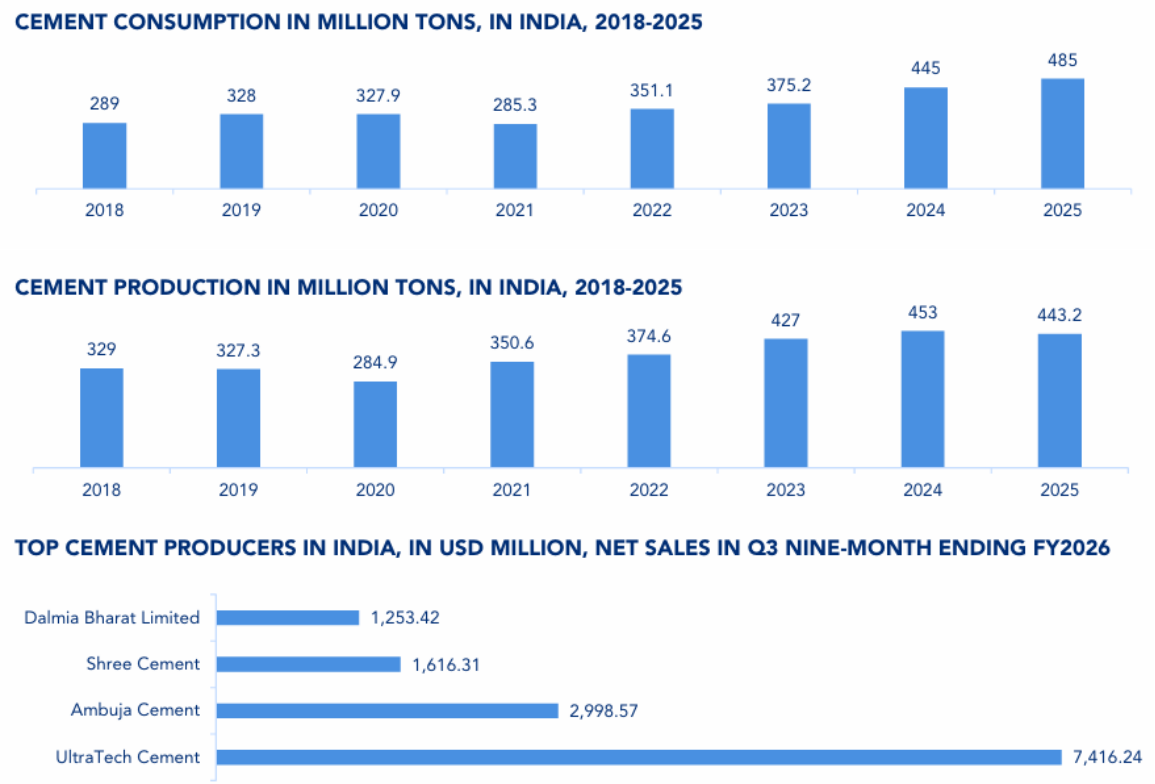
Technical and Commercial Advantages of Greenfield AFR Integration

Greenfield AFR integration allows engineers to design receiving bays, pre-processing areas, and storage facilities with optimal spatial layouts, accommodating waste reception logistics, leachate management, and multi-injection-point capability. Dust containment, odor control, fire detection, and automated safety systems are budgeted from the outset, avoiding costly retrofits.

AFR storage sheds, typically 60-80 m long with 3 m reinforced concrete walls and 15 m clear height for 5,000-8,000 m^3 storage volumes, are straightforward to build in greenfield settings. Multi-point injection capability covering the precalciner, TAD, and main burner is designed as an integrated system, avoiding piecemeal brownfield upgrades.

Regulatory Advantages of Greenfield Projects in Obtaining SPCB Co-Processing Consent

Greenfield projects can obtain SPCB co-processing consent as part of the initial consent to establish application, avoiding the more time-consuming amendment process required for brownfield plants. Cement companies are increasingly seeking pre-authorization for a broad portfolio of AFR categories during the initial consent process, ensuring operational flexibility from the first day of commercial production. This approach reflects the industry's shift from treating AFR as a supplementary add-on to incorporating it as a core fuel supply strategy from inception.



MAJOR GREENFIELD PROJECTS & AFR FIRING DEPLOYMENTS (AS OF JULY 2026)

Plant Name	Project Status	Location	AFR Technology
Shree Cement - Meghalaya Integrated Greenfield Project	Board Approved / Advancing to Site Preparation (April 2026)	Daistong Village, East Jaintia Hills District, Meghalaya	Shree Cement is targeting over 25% TSR in its newer production lines. Due to its geographic positioning in the northeast, this greenfield installation is designed to utilize local industrial waste, biomass, and regional alternative fuel sources from the outset.
Tier-1 Producer - Vidarbha Limestone Belt Persona	Environmental Clearance (EC) issued by MoEFCC in July/August 2026.	Nagpur District, Maharashtra	This is a 3 MTPA greenfield integrated plant being set up by a Tier-1 Indian cement company. The pre-feasibility and environmental metrics for this plant include fully enclosed automated storage for hazardous waste, high-efficiency calciner firing systems, and automated shredder links to process Refuse Derived Fuel (RDF) and industrial waste.

b. <u>BROWNFIELD RETROFIT</u>

Market Trends

Brownfield Retrofit Dominates by Project Count and Near-Term Market Priority

- Brownfield retrofit is the largest deployment model by project count in India's AFR firing systems market. India's 668 MTPA of installed cement capacity consists largely of operating plants with no AFR infrastructure, limited early-generation systems requiring upgrades, or TSR targets exceeding current installed capacity. With 186 cement plants under CCTS's first compliance cycle and SWM Rules 2026 mandatory from April 2026, plants not at target TSR levels face urgent retrofit requirements within a two-to-four-year compliance window.

Brownfield Retrofits Are More Technically Complex and Costly Than Greenfield Installations

- Brownfield AFR system retrofits are technically more complex and costlier per ton of AFR capacity than greenfield installations. Existing plant layouts, civil structures, and operational continuity requirements constrain installation. A typical retrofit begins with a kiln audit assessing combustion compatibility, calciner gas residence time, preheater chlorine tolerance, and available civil space. A phase 1 retrofit targeting 5% TSR, covering basic precalciner feeding, enclosed storage, and conveying, costs INR 5 crore to INR 8 crore. A phase 3 upgrade targeting 15% to 20% TSR costs INR 25 crore to INR 40 crore for a 3,500 TPD kiln.

Industry Practice Favors a Stepwise Brownfield Implementation Approach

- India's AFR practitioners recommend a stepwise brownfield implementation approach: phase 1 establishes basic infrastructure and regulatory compliance; phase 2 builds operational experience and procurement contracts; phase 3 deploys multi-point systems, pre-processing lines, and digital controls; phase 4 introduces chlorine bypass, Hot Disc or PyroRotor technology, and AI-based kiln optimization. Phase 4 investment justification requires demonstrated phase 2 and phase 3 performance data. PH1 Industries' portfolio across 35+ cement plants, spanning phase 1 through phase 3 installations, reflects the commercial dominance of brownfield work in India's AFR market.

CORPORATE UPDATES & RETROFIT TARGETS

UltraTech Cement: AFR Integration Across Acquired and Organic Assets

- UltraTech Cement has maintained cost discipline by integrating AFR systems across its acquired and organic asset base.
- Energy Cost Reduction: The company recorded a 3% year-on-year decline in energy costs, driven by expanding its AFR fuel basket and increasing its green power consumption mix.
- Capacity Expansion and M&A Integration: As UltraTech executes its capacity expansion targeting 240.76 MTPA, newly acquired assets, including those from India Cements, are being evaluated for brownfield AFR retrofits to standardize operating margins across its portfolio.

Ambuja & ACC (Adani Cement): Brownfield Retrofits to Debottleneck Legacy Lines

- Following an internal directive to balance rapid growth with technical stability, Adani Cement is executing targeted brownfield retrofits.
- SBTi and Decarbonization Frameworks: Both Ambuja and ACC have had their net-zero targets validated by the Science Based Targets initiative (SBTi). To meet these targets, legacy plants are retrofitting multi-fuel dosing gates.
- Margin Resilience: Ambuja increased its green power share to 34%, reducing production costs by INR 206 per ton sequentially. The company relies on brownfield clinker factor improvements, reaching 63.7% year-on-year, through targeted alternative fuel and raw material (AFR) substitutions.

Dalmia Bharat and Shree Cement: TSR Exceeding 25% on Retrofitted Lines

- Line-Specific Milestones: Dalmia Cement and Shree Cement have sustained a Thermal Substitution Rate (TSR) greater than 25% on several of their retrofitted production lines.
- Capacity Safeguards: Dalmia is combining its capacity expansion to 66.7 MnTPA with third-party structural and lifting equipment inspections to ensure retrofitted high-elevation precalciner AFR feeding tubes comply with safety norms.

c. <u>TURNKEY PROJECTS</u>

Market Trends

- Turnkey AFR projects follow a delivery model in which a single systems integrator assumes complete responsibility for design, engineering, procurement, civil construction, installation, commissioning, and regulatory documentation of an end-to-end AFR firing system. Cement companies prefer this model to minimize internal project management burdens, ensure single-point accountability for performance guarantees, and accelerate project execution compared to multi-vendor coordination required in conventional supply models.

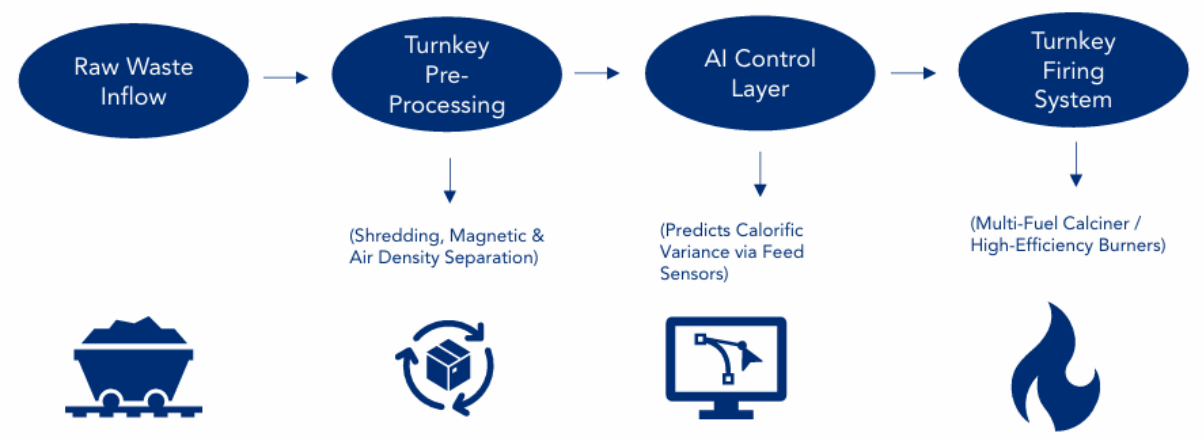
Financial and Commercial Dimensions of Turnkey AFR Contracts

- Turnkey AFR contracts command a premium over supply-only equipment contracts, compensating the integrator for project risk, interface management, and regulatory compliance coordination. A typical contract for a 15% TSR solid AFR system at a 3,500 TPD cement plant covers civil construction, mechanical equipment supply, electrical and instrumentation systems, CEMS integration, fire safety systems, and SPCB-established authorization protocols management. Delivery timelines typically run 8 to 14 months from award to commissioning, driven by regulatory compliance deadlines and CCTS compliance cycles.

Competitive Positioning and Client Relationship Dynamics in Turnkey AFR Delivery

- PH1 Industries' 70+ projects across 35+ cement plants demonstrate the compounding commercial effect of turnkey project delivery, with initial installations generating repeat business as clients expand operations or seek process optimization support. International providers such as FLSmidth and KHD compete in the turnkey space for integrated pyro processing and AFR packages at major greenfield projects.

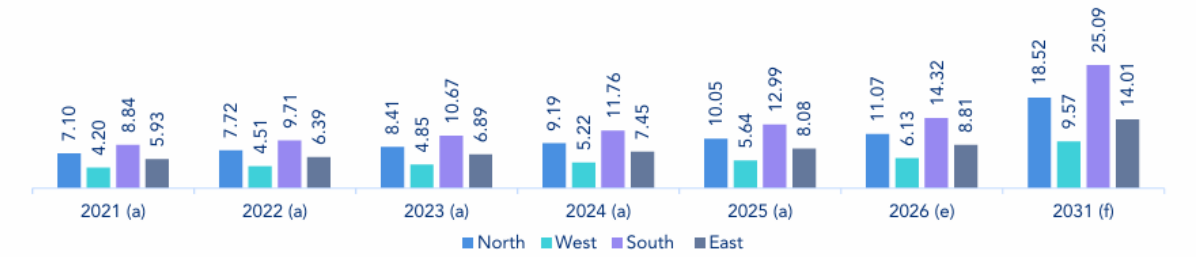
Flow of Turnkey Projects in India



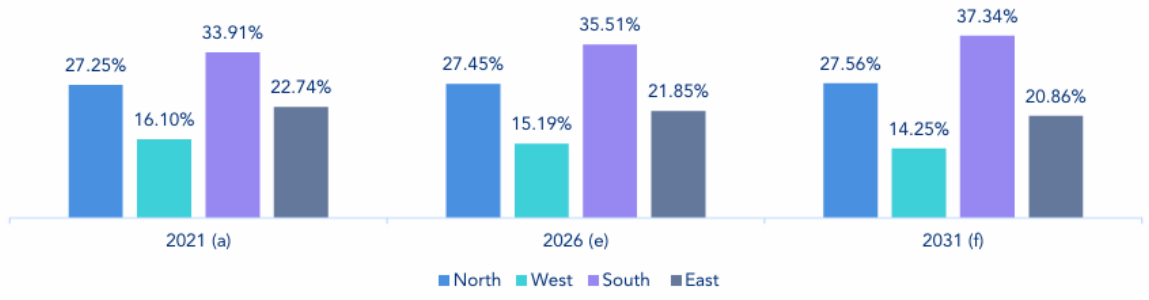
5. BY REGION

ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET SIZE AND DEMAND FORECAST IN USD MILLION, BY REGION, INDIA, 2021-2031

CAGR (2026 TO 2031): 10.75%



ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET REVENUE SHARE (%), BY REGION, INDIA, 2021-2031



ALTERNATE FUEL AND RAW MATERIALS (AFR) FIRING SYSTEMS MARKET SIZE AND DEMAND FORECAST IN USD MILLION, BY REGION, INDIA, 2021-2031

Deployment Model	2021 (a)	2022 (a)	2023 (a)	2024 (a)	2025 (a)	2026 (est.)	2027 (f)	2028 (f)	2029 (f)	2030 (f)	2031 (f)	CAGR (2026 - 2031)
North	7.10	7.72	8.41	9.19	10.05	11.07	12.21	13.50	14.96	16.62	18.52	10.84%
West	4.20	4.51	4.85	5.22	5.64	6.13	6.67	7.27	7.95	8.71	9.57	9.33%
South	8.84	9.71	10.67	11.76	12.99	14.32	15.94	17.79	19.90	22.32	25.09	11.87%
East	5.93	6.39	6.89	7.45	8.08	8.81	9.62	10.53	11.56	12.71	14.01	9.73%
Total	26.07	28.32	30.82	33.62	36.77	40.32	44.44	49.09	54.37	60.37	67.19	10.75%

Cement companies capacity by State, as of July 2026, in India

Region	State	Installed Cement Capacity (MTPA)	Installed Captive Power Unit Capacity (MW)
North	Uttar Pradesh	40-45	200-205
	Haryana	10-15	-
	Himachal Pradesh	10-15	20-25
	Punjab	5-10	20-25
	Rajasthan	85-90	965-970
West	Maharashtra	50-55	275-280
	Gujarat	45-50	385-390
South	Andhra Pradesh	75-80	300-305
	Karnataka	55-60	550-555
	Telangana	30-35	370-373
	Tamil Nadu	45-50	460-465
East	West Bengal	35-40	-
	Odisha	30-35	80-85
	Jharkhand	20-25	20-25
	Bihar	10-15	-

a. NORTH

Market Profile and Cement Industry Concentration in North India

- North India, spanning Rajasthan, Uttar Pradesh, Haryana, Punjab, Himachal Pradesh, Uttarakhand, Delhi NCR, and Jammu & Kashmir, is India's largest cement-producing region by clinker capacity. This industrial footprint is anchored by Rajasthan's extensive, high-purity limestone deposits distributed across the Aravalli range. Rajasthan alone hosts several of India's highest-capacity integrated cement plants, making it the most critical geography for alternative fuels and raw materials (AFR) co-processing infrastructure demand.
- The scale of operations in this region is illustrated by Shree Cement's integrated manufacturing complex at Jaitaran (Beawar), which expanded following the commissioning of RAS Unit-11, adding 3.65 MTPA of clinker and 3 MTPA of cement capacity. At these production volumes, individual plants require the daily processing of tens of thousands of tons of raw materials. JK Cement is executing an INR 4,805 crore greenfield expansion that includes a 4 MTPA clinkerization unit and a 3 MTPA cement grinding unit at Jaisalmer, Rajasthan, alongside two 2 MTPA split grinding units in Rajasthan and Punjab. This expansion directly drives large-scale demand for new AFR handling systems. JSW Cement commissioned its greenfield integrated plant at Nagaur, Rajasthan, in March 2026. This facility features a 3.3 MTPA clinker and 2.5 MTPA cement line, serving the Delhi NCR, Haryana, and Punjab markets, with an additional 2.5 MTPA grinding expansion approved for commissioning by January 2028.

AFR Supply Dynamics: RDF, Biomass, and Agricultural Waste

- Refuse-derived fuel (RDF): Municipal solid waste generated by major urban centers—including Delhi NCR, Jaipur, Lucknow, Agra, and Kanpur—provides substantial RDF volumes within a 400 km logistics radius of cement plants in Rajasthan, Haryana, and western Uttar Pradesh. This proximity supports compliance obligations as manufacturing facilities adapt to the evolving implementation timelines of India's solid waste management (SWM) framework.
- Agricultural biomass: This represents the region's largest biomass AFR pool, consisting primarily of rice straw from Punjab and Haryana harvests, sugarcane bagasse from Uttar Pradesh's sugar industry, and wheat straw. The seasonal open-field burning of crop residues triggers severe air quality crises across the Indo-Gangetic Plain, making cement co-processing an important alternative utilization pathway with significant environmental and policy implications.
- Industrial and hazardous waste: Industrial clusters supply a steady volume of specialized solid and liquid AFR streams. These include pharmaceutical manufacturing residues from Haridwar, chemical industry by-products from Noida and Panipat, and hazardous waste from automotive manufacturing hubs across Haryana and Delhi NCR, all operated under state pollution control board (SPCB) authorizations.

CCTS Compliance and TSR Targets

- Cement assets in North India feature prominently in the first compliance cycle of the carbon credit trading scheme (CCTS). High-performing facilities are scaling up their thermal substitution rates (TSR) alongside the deployment of large-scale waste heat recovery systems (WHRS). JK Cement's regional operations have progressively prioritized alternative waste management, increasing corporate TSR milestones toward long-term decarbonization targets.
- Shree Cement's North Indian plants, including the Ras and Nawalgarh facilities, operate at plant-level TSR ranges from 5% to over 20%. The greenfield plant at Nawalgarh has integrated AFR capabilities directly into its engineering design from inception, establishing a benchmark for next-generation integrated plants.
- At the corporate level, Shree Cement reported a company-wide TSR of 2.41% in its FY2024-25 ESG disclosures. This figure reflects a near-term strategy that prioritizes renewable electricity (RE) over AFR substitution, with green power accounting for 56.09% of the company's electricity mix. The difference between the 2.41% corporate baseline and the higher plant-level TSRs at locations such as Ras reflects how localized infrastructure readiness and regional waste availability influence execution. Over the

forecast period, investment in AFR infrastructure in North India is projected to remain disproportionately high to support both greenfield integrations and brownfield compliance upgrades.

b. <u>WEST</u>

- ***Market Trends:*** The AFR firing system market across Western Indian states, primarily Maharashtra and Gujarat, operates under distinct regional conditions. Unlike Northern India, which focuses on agricultural biomass, Western India functions as a dense industrial corridor. This positioning makes the region a national hub for hazardous industrial waste, refinery by-product optimization, and municipal plastic waste co-processing.

- ***Regional Characteristics and Industrial Ecosystem:*** Western India, covering Gujarat, Maharashtra, and Goa, has a distinctive AFR market profile shaped by high industrial waste generation, strategic port access for alternative fuel imports, and the co-location of major pharmaceutical, chemical, petrochemical, and cement clusters. Gujarat's Vadodara-Surat-Dahej industrial chemical corridor generates pharmaceutical residues, solvent waste, petroleum refining sludge, and specialty chemical waste for liquid AFR use.

- ***Liquid AFR Dominance in Western India:*** The availability of high-calorific industrial waste streams within permitted transport distances makes Western India the most liquid-AFR-intensive region in India. Cement plants in the region typically allocate a higher share of their AFR portfolio to liquid firing systems than plants elsewhere in the country, supported by steady waste flows from Gujarat and Maharashtra's industrial clusters. The pharmaceutical and chemical industry belt linking Vadodara, Ahmedabad, Vapi, Surat, Pune, and Nashik generates India's most concentrated and highest-calorific liquid AFR supply outside dedicated hazardous waste treatment facilities. PH1 Industries, which pioneered liquid AFR firing systems in India in 2009, is well-positioned in Western India through client relationships with UltraTech and Ambuja/ACC facilities in Gujarat and Maharashtra.

- ***Cement Capacity and Expansion Activity:*** Western India's cement capacity is anchored by major limestone deposits in Gujarat, including Kutch, Saurashtra, and Banaskantha, and in Maharashtra, including Vidarbha and Marathwada. Ambuja Cements' Sanghi plant in Kutch, India's single largest cement plant site with 6.6 MTPA clinker capacity, is advancing a commercial-scale demonstration of LEILAC carbon capture and hybrid electric heating technology with UK-based LEILAC Limited. Sanghi Industries has proposed expansion at Motiber, Kutch, targeting 17.5 MTPA of clinker capacity and 18.6 MTPA of cement capacity, subject to environmental clearance. Shree Cement announced an INR 2,000 crore (USD 223 million) investment in Chandrapur, Maharashtra. Dalmia Bharat's Pune greenfield split grinding unit and Belagavi brownfield clinker expansion further strengthen the regional capacity pipeline.

- ***New Grinding Capacity Additions in Gujarat:*** Nuvoco Vistas commissioned 2 MTPA of grinding capacity at its Limla plant in Surat, Gujarat, in July 2026. The addition expands the company's Western India presence and creates new AFR system requirements in the Gujarat industrial belt, where cement producers can access industrial waste streams from nearby chemical, petrochemical, and pharmaceutical clusters.

- ***Regulatory Maturity and Authorization Timelines:*** The hazardous waste authorization process managed by the Maharashtra Pollution Control Board (MPCB) and Gujarat Pollution Control Board (GPCB) is among the most developed in India. Established authorization protocols reduce authorization timelines compared with less experienced state pollution control boards (SPCBs), enabling incremental liquid AFR capacity additions in Western India with fewer approval delays than in newer co-processing geographies.

- ***Petcoke Import Constraints Driving AFR Adoption in Western India:*** Western Indian cement plants, which have traditionally relied on imported petroleum coke through major maritime gateways such as Mundra, Kandla, and Dahej, are reducing import volumes significantly. Geopolitical tensions in the Middle East and restricted global refinery runs have tightened supply, prompting cement producers to

reassess fuel procurement strategies across the region and prioritize near-term operational stability. Major cement producers in Gujarat and Maharashtra have increased the use of domestic alternative fuels and raw materials to reduce exposure to foreign exchange movements and fuel price volatility. UltraTech Cement has lowered petroleum coke use in its kiln fuel mix and is replacing it with hazardous waste from nearby chemical and manufacturing zones.

- ***Pre-Processing Infrastructure Supporting AFR Supply Chain Expansion:*** Major environmental waste aggregators in hubs such as Karad, Maharashtra, now handle and process over 1,000 tons of alternative fuel per day for cement kilns. Automated storage networks test incoming automobile, textile, and pharmaceutical waste streams for physical and chemical consistency, supporting compliant, reliable delivery to kiln gates. This capacity reflects a stronger pre-processing infrastructure. Logistics firms are partnering with civic bodies, including the Ahmedabad Municipal Corporation, to conduct large-scale biomining at legacy dumpsites. These facilities extract plastic waste and convert it into refuse-derived fuel (RDF), supplying approximately 400 tons of RDF per day per plant to nearby cement kilns in western India, strengthening regional alternative fuel availability.

c. <u>SOUTH</u>

Market Trends

Cement Cluster Density and Market Maturity:

- Regional cement base: South India, covering Andhra Pradesh, Telangana, Karnataka, Tamil Nadu, and Kerala, is India's second-largest cement-producing region and the most policy-active geography for alternative fuels and raw materials (AFR) adoption. Andhra Pradesh mandated a minimum 15% refuse-derived fuel (RDF) use for cement kilns near urban local bodies before any national framework was established.
- Key cement assets: The region's cement industry is anchored by JSW Cement's Nandyal integrated plant in Andhra Pradesh, which achieved a 16.5% thermal substitution rate (TSR) in FY2025, primarily through 157,000 tons of RDF co-processing, according to the Climate Bonds Initiative. Other key assets include ACC Wadi, UltraTech Tadipatri, Ramco Cements, Chettinad Cement, KCP Cement, and Nagarjuna Cement.

Recent Capacity Additions and AFR Infrastructure Investment

- Dalmia Bharat Kadapa project: Dalmia Bharat's Kadapa greenfield plant involves an investment of INR 31 billion (approximately USD 321 million). With 6.1 MTPA clinker capacity and 9.6 MTPA cement capacity, the plant targets commissioning by Q3 FY2028 and is positioned to become Dalmia's largest integrated plant in southern India, creating a significant AFR system opportunity in Kadapa district.
- Shree Cement Kodla expansion: Shree Cement commissioned a 3.7 MTPA clinker section at its Kodla plant in Karnataka in February 2026, increasing total Kodla clinker capacity to 7.2 MTPA. This addition makes Kodla a large demand center for AFR system upgrades and related fuel substitution infrastructure.
- Ramco Cements capacity additions: Ramco Cements' Kalvatala expansion in Andhra Pradesh, including a Loesche grinding plant scheduled for commissioning in December 2026, and debottlenecking at Ramasamy Raja Nagar in Tamil Nadu and Jayanthipuram in Andhra Pradesh, will add grinding capacity. Although these assets lack clinker lines, they support AFR fuel cost optimization at integrated parent plants.

AFR Supply Chain: RDF Logistics and Karnataka Challenges

- Karnataka RDF performance: South India highlights both the potential and limitations of RDF co-processing at scale. Karnataka's cement industry, despite the solid waste management (SWM) rules framework in place since 2016, reported RDF TSR levels of around 5% after eight years, primarily due to inconsistent waste collection, poor source segregation, and RDF quality below grade II specifications from several municipal suppliers.

- Andhra Pradesh policy model: Karnataka's underperformance demonstrates that mandates alone do not ensure AFR adoption. Cement producers and municipal stakeholders require stronger supply chain investment and pre-processing infrastructure. Andhra Pradesh combines a mandatory utilization directive with a joint technical committee for producer support, resulting in better early outcomes, as reflected in JSW Nandyal's RDF co-processing performance.

UltraTech Cement's Southern Expansion

- Acquired asset overhaul: Following its acquisition of The India Cements Limited (ICL), UltraTech is auditing legacy plants in Tamil Nadu, including Sankar Nagar, and Andhra Pradesh, including Chilamkur. The company is deploying its standard AFR approach across these kilns and retrofitting advanced precalciner feeding loops to meet corporate cost-efficiency benchmarks.
- Energy cost reduction: Supported by high-volume alternative fuel substitution across its existing south zone lines, UltraTech recorded a 3% year-on-year decline in overall energy costs, strengthening its position against regional price volatility in southern India.

Penna Cement Integration (Adani Group)

- AFR-led turnaround: Following its acquisition by the Adani Group, Penna Cement's plants in Andhra Pradesh, including Tadipatri, and Telangana are being fast-tracked for modernization. Adani is implementing major automation upgrades to increase the thermal substitution rate (TSR), aligning these assets with the group's target of reaching 30% AFR utilization by FY2028.

d. <u>EAST</u>

- ***Market Trends:*** -East India, covering Chhattisgarh, Odisha, Jharkhand, West Bengal, Bihar, Assam, and the northeastern states, has India's lowest per capita cement consumption and the fastest demand growth on that basis. Jindal Cement expects regional demand to grow by 7% to 8% in 2026, supported by higher government spending, housing construction, and infrastructure investments.

- ***Capacity Expansion and Investment Activity:*** Cement producers are expanding capacity to capture eastern India's demand growth. Adani Group announced a USD 225 million cement plant near Cuttack, Odisha, within a USD 3.53 billion state investment package. Nuvoco Vistas is adding 4 MTPA of grinding capacity across Arasmeta, Jojobera, Panagarh, and Odisha, while Dalmia Bharat is expanding in Assam and Bihar.

- ***AFR Adoption and Compliance Baseline in East India:*** East India's cement plants have adopted AFR more slowly than plants in Rajasthan and South India, mainly due to limited RDF supply from lower urbanization and a focus on bulk volume growth. UltraTech's Rawan cement works in Chhattisgarh reported 4.34% TSR in FY2024-25, using dolachar as non-hazardous AFR, supported by a 65 t/h shredder.

- ***CCTS Compliance Requirements:*** ACC Jamul in Chhattisgarh and Ambuja Bhatapara are covered under CCTS and subject to GEI targets. These plants face the same carbon compliance timeline as comparable cement facilities in other regions. The framework requires TSR improvement by FY2027, increasing the need for alternative fuel use and stronger AFR processing capabilities.

MAJOR CORPORATE PROJECT UPDATES

Adani Cement (Ambuja & ACC East Hubs)

- Kharagpur greenfield approval: The Adani Group secured formal approvals to establish a 5 MTPA greenfield cement facility in Kharagpur, West Bengal, across more than 198 acres. The facility was designed to integrate automated AFR pre-processing systems and multi-fuel feeding loops from the outset, supporting Adani's target of achieving a 30% AFR utilization rate by FY2028.

- Project execution focus: Adani Cement has optimized its ongoing capital expenditure across East India by focusing on active project sites. Project teams are integrating high-efficiency AFR lines and green-power setups before advancing additional unannounced greenfield projects, supporting operational readiness, fuel flexibility, and alternative fuel adoption across the company's eastern manufacturing network.
- Dalmia Bharat Cement (Strong Eastern Footprint)
- TSR Benchmark Above 25%: Dalmia Cement maintains a Thermal Substitution Rate (TSR) of more than 25% across optimized production lines in the eastern region. This performance reflects the company's focus on alternative fuel use, kiln efficiency, and operational consistency across key assets in one of India's most active cement markets.
- Capacity and Safety Measures: Dalmia is scaling toward a capacity target of 66.7 MTPA by FY2028 while deploying automated AFR precalciner feeding tubes. The company is conducting third-party structural and lifting tool inspections across its eastern plants, including Rajgangpur in Odisha, to maintain safety compliance during high-elevation alternative fuel firing operations.

UltraTech Cement (East Zone Optimization)

- Acquisition-Driven Upgrades: Following large-scale domestic M&A expansion, UltraTech is auditing and standardizing material feeding lines across newly acquired eastern assets. The company is aligning operational systems, fuel-handling infrastructure, and AFR integration practices to improve process consistency, reduce commissioning risks, and support higher alternative fuel utilization across its expanded manufacturing footprint in eastern India.
- Energy Cost Reduction: UltraTech expanded its localized alternative fuel basket, including chemical waste from the Haldia industrial belt, and recorded a 3% year-on-year decline in overall energy costs. This strengthened the company's cost position and improved resilience against freight and fuel volatility across its eastern cement operations.

ENGINEERING SOLUTIONS ANALYSIS

1. WASTE PROCESSING SYSTEMS – OVERVIEW

- India’s AFR Firing Systems market is fundamentally driven by engineering solutions that enable compliance with the Solid Waste Management Rules 2026 and the Carbon Credit Trading Scheme. These mandates cannot be met through policy intent alone; they require physical infrastructure capable of converting heterogeneous waste into consistent fuel, ensuring reliable transport, and maintaining kiln operations within emission standards.
- The market’s capability requirements are defined by three interconnected solution categories: Waste Processing Systems, Bulk Handling Systems, and Emission Control and Fire Safety Systems. Each category faces distinct demand trajectories and engineering challenges, from technology configurations for waste homogenization to safe combustion management, collectively shaping the sector’s growth and compliance potential.

Demand Analysis

- India’s Waste Processing Systems form the most critical yet underdeveloped link in the AFR infrastructure chain. Industry studies highlight that pre-processing inadequacy, rather than waste supply or kiln technology, is the key constraint on scaling the Thermal Substitution Rate (TSR). The country’s municipal solid waste is highly heterogeneous, with 40–50% moisture during monsoons, high inert content like sand and glass, and variable particle sizes. These characteristics demand specialized engineering solutions distinct from European-designed equipment, which dominates the global market but is ill-suited to Indian conditions.
- Demand for India-specific processing systems is accelerating between 2026 and 2031, driven by three reinforcing forces. First, the calorific value thresholds mandated under SWM Rules 2026 (Grade I > 4,500 kcal/kg; Grade II 3,750–4,500 kcal/kg) necessitate precise RDF quality. Second, NITI Aayog’s cement decarbonization roadmap sets ambitious TSR escalation targets. Third, the commissioning of 50

new RDF plants in 2024 has created a precedent for commercial-scale investment. Together, these drivers are shaping a robust demand trajectory for tailored waste processing infrastructure, positioning it as the linchpin of India's AFR market evolution.

Engineering Architecture: Two-Stage Pre-Processing

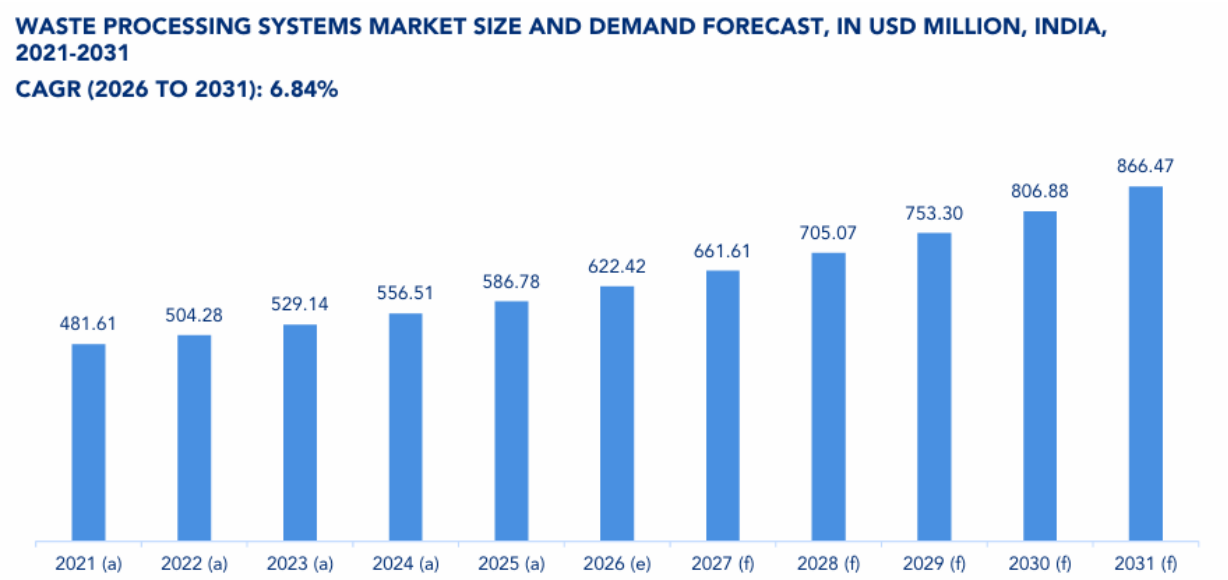
- India's cement industry has reached a technical consensus that achieving 15–20% TSR requires a two-stage pre-processing architecture. In Stage 1, Primary Shredding reduces large-format raw waste into ~150 mm particles, with machines designed to withstand abrasive inerts, moisture-heavy fractions, and hard inclusions. Capacity needs for large plants range from 40–70 tph, with Fornax's SR-MAX2500 and upcoming SR-MAX3600 dual-shaft shredders representing current commercial offerings. Their R-MAX3300 single-shaft secondary shredder, launched in 2025, targets 30 tph with finer 30–80 mm output.
- Stage 2 involves Secondary Shredding, Screening, and Separation, where primary shredder output is processed through disc screens, magnetic and non-ferrous separators, air sifters, and secondary shredders to achieve kiln-compatible 30–80 mm fuel. Systems also include weighing, sampling, and blending before storage. Alfa Therm offers integrated pre-processing lines with feeders, trommel screens, ballistic separators, and shredders, delivering installation timelines of 8–10 weeks, a crucial advantage in India's compliance-driven procurement environment. This staged architecture ensures consistent RDF quality, reliable throughput, and alignment with emission and calorific value mandates.

Demand Analysis

- India's advanced waste processing systems extend beyond the two-stage shredding core, incorporating auxiliary components that ensure compliance and reliability. Drying systems are critical for managing high-moisture fractions such as monsoon-season food waste and sludge-heavy industrial residues. By integrating solar dryers and low-temperature mechanical drying, plants can elevate calorific values above RDF grade thresholds, directly influencing compliance tiers and downstream performance. Moisture management here is not optional but a decisive factor in achieving regulatory calorific benchmarks.
- Equally vital is foreign body removal, which eliminates stone, glass, and PVC through air density and electrostatic separation. These steps protect cement kilns from chloride-induced refractory damage and alkali-silica reactions that compromise clinker quality. Complementing this, impregnation and blending systems allow precise mixing of hazardous liquid waste with solid RDF, balancing calorific value while controlling chloride and sulfur loads. This ensures kiln chemistry remains stable, enabling safe and efficient substitution of coal with AFR.
- The frontier of sophistication lies in quality monitoring and feedback loops. Advanced installations deploy online sampling, laboratory analysis, and digital control systems to continuously track calorific value, moisture, ash, and heavy metals. Automated feedback adjusts shredder throughput and blend ratios to maintain consistent fuel quality. This digital quality assurance layer is increasingly demanded by cement operators seeking verified emission intensity documentation under carbon credit schemes, positioning it as the defining feature of next-generation pre-processing infrastructure in India.

Demand Trajectory

- India's demand for waste processing systems is set on a strong upward trajectory through 2031, structured across three distinct market layers. The largest near-term pool lies in retrofit pre-processing additions, where existing cement plants with basic kiln-side feeding systems at Phase 1 TSR (0–5%) must invest in upstream pre-processing to comply with SWM Rules 2026. This retrofit demand is compliance-driven and represents the most immediate opportunity for suppliers.
- The second layer is greenfield integrated pre-processing, where new cement plants incorporate AFR handling from the design stage, enabling optimized layouts and Phase 3–4 TSR readiness from day one. The third layer is standalone RDF pre-processing facilities, driven by ULBs and waste management firms adopting centralized hub models to serve multiple cement plants. These facilities create large-scale demand independent of cement plant capital cycles but involve longer contracts and regulatory coordination. Together, these three layers define a diversified and accelerating demand landscape for India-specific pre-processing infrastructure.



2. BULK HANDLING SYSTEMS

Demand Context

- Bulk handling systems form the operational backbone of AFR co-processing, bridging processed fuel output to kiln injection. While pre-processing ensures fuel quality, handling systems guarantee delivery reliability, enabling continuous, controlled, and accurately metered flow at TSR levels of 15–20%. Conventional coal handling equipment cannot manage AFR's unique properties, low bulk density, residual moisture, variable particle size, hopper bridging tendencies, and abrasive wear behavior, making purpose-built solutions essential for performance stability.
- The demand trajectory is reinforced by both greenfield capacity expansion and brownfield compliance retrofits, creating opportunities across plant sizes and operational contexts. Greenfield projects integrate AFR handling into design layouts, while retrofits respond to SWM Rules 2026 mandates, ensuring compliance and operational continuity. Together, these forces are driving sustained growth in specialized AFR bulk handling systems, positioning them as indispensable to India's cement decarbonization roadmap and long-term TSR escalation.

Core System Architecture: Receiving to Injection

- Receiving and Unloading Infrastructure: The first stage of AFR bulk handling involves receiving and unloading infrastructure. AFR arrives in trucks, bulk bags, or ISO containers, requiring specialized tipping pits, moving floor trailers, and hydraulic press systems to unload safely. These systems must control dust, odor, and leachate at the plant boundary while accommodating diverse vehicle mixes and access frequencies. Increasingly, unmanned and remotely operated stations are preferred, as plant workers are reluctant to manually handle AFR, making automation a key reliability factor.
- Storage Systems: Dedicated storage systems provide the buffer between supply variability and kiln demand. Typically housed in enclosed sheds with concrete leachate barriers, they include automated cranes and hydraulic extraction devices. Plants require 5 to 7 days of storage capacity to ensure operational continuity while maintaining fire safety compliance. PH1's 400 m^3 (2×200 m^3) unit, as India's largest, highlights the scale needed for high-TSR plants, positioning storage as a critical backbone of AFR reliability.
- Conveying Systems: Once stored, AFR is moved to the kiln injection point through conveying systems. Belt conveyors manage horizontal transport, drag chain conveyors handle dusty or odorous materials, and bucket elevators or steep conveyors lift AFR vertically to preheater towers. Designs must address abrasive wear, bridging tendencies, and dust generation, with wear-resistant linings and vibration

devices. BEUMER Group's integrated system spans unloading through weighing, offering single-vendor responsibility that reduces interface risks and simplifies project execution.

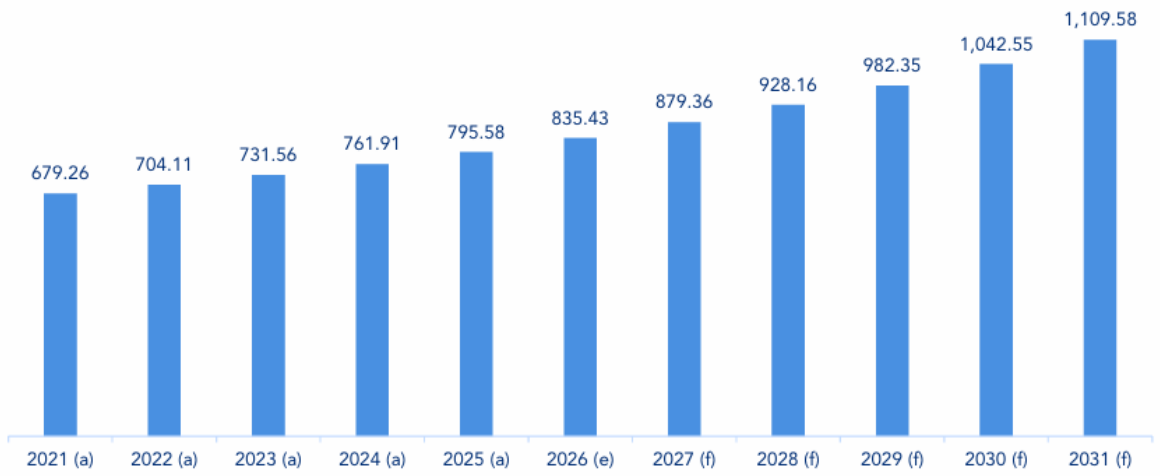
- Specialized Conveying Solutions: For complex plant layouts, specialized conveying solutions provide flexibility. ATS Group's Side Walls Conveyor enables steep or vertical transport, while its Air Floating Conveyor minimizes spillage and investment for long-distance transport. Tripcon offers complete Indian configurations, covering unloading, storage halls with cranes, and dosing systems. These innovations allow plants to adapt AFR handling without extensive structural modifications, ensuring reliable delivery to kiln injection points even in challenging layouts.
- Weighing and Dosing Systems: The final control stage is weighing and dosing systems, which ensure precise gravimetric feeding before kiln injection. BEUMER's BG OptiFeed weigh feeder, and ATS Group's award-winning TWIN Doseahorse exemplify advanced solutions, enabling simultaneous feeding to multiple kiln points. Accurate dosing is critical, as errors directly impact kiln stability, specific heat consumption, and TSR achievement. This stage acts as the direct interface between bulk handling and kiln process reliability, making dosing precision indispensable for high-substitution operations.
- Robotic and AI-Integrated Feeding: At the frontier, robotic and AI-integrated feeding is redefining sophistication in AFR handling. UltraTech Cement has deployed robotic feeding combined with AI computer vision to monitor AFR on conveyors in real time. The system assesses particle size and composition, sending automated signals to adjust fuel mix before kiln entry. This integration ensures consistent quality and stable combustion, marking the trajectory of India's AFR bulk handling systems toward digitalized, intelligent process control aligned with global best practices.

Demand Trajectory

- Bulk handling system demand closely follows cement plant capacity expansion and AFR investment cycles, with a slight lag since bulk handling is typically the last capital item finalized after pre-processing and kiln injection points are set. One major driver is Phase 3–4 TSR upgrades, where plants operating at 5–10% TSR aim to reach 15–20%. This requires reinvestment in upgraded conveyors, higher-capacity dosing systems, and multi-injection feeding capability. With SWM Rules 2026 mandating a six-year escalation schedule, this upgrade wave is forecast to peak between 2028 and 2030, creating a defined reinvestment cycle.
- The second demand vector is greenfield multi-stream systems. New cement plants are increasingly designed to handle multiple AFR streams simultaneously: solid RDF, liquid AFR, biomass, and tire-derived fuel. This requires dedicated conveyors, storage, and dosing systems for each fuel type, representing a significantly larger scope per project compared to single-stream brownfield retrofits. Such integrated designs allow plants to achieve higher TSR levels from day one, positioning greenfield projects as a major growth driver in India's AFR infrastructure landscape.
- A third vector is centralized AFR hub logistics, where large-scale pre-processing hubs manage 50–150 tph of RDF internally and load outbound trucks with consistent, metered fuel. These hubs create demand for industrial bulk handling engineering outside cement plant gates, requiring robust systems for internal movement and external dispatch. This emerging segment introduces longer contract structures and regulatory coordination, while offering providers with large-scale system expertise a new commercial opportunity beyond traditional cement plant installations.

BULK MATERIAL HANDLING SYSTEMS MARKET SIZE AND DEMAND FORECAST, IN USD MILLION, INDIA, 2021-2031

CAGR (2026 TO 2031): 5.84%



SWOT ANALYSIS (PH1 INDUSTRIES LIMITED)

STRENGTHS

- PH1 Industries Limited (formerly known as PH1 Industries Private Limited) has executed 80+ projects, including ACC Jamul, Shree Cement, JSW Cement, UltraTech, Ambuja, Heidelberg Materials India, Nuvoco, Chettinad, and JK Cement. This represents the broadest reference portfolio among India headquartered AFR specialists.
- The company is the only domestic company offering fully integrated liquid and solid AFR systems under a single engineering platform, covering waste receiving, storage, filtration, pumping, injection, and multi-point precalciner/TAD/main burner injection. Its 400 m³ (2×200 m³) hydraulic extraction storage configuration is the largest AFR storage installation in India.
- The company holds a dominant share in India's liquid AFR firing systems market.

WEAKNESSES

- An in-house fabrication throughput limit of approximately 2,400 MT per annum restricts the company's ability to execute multiple large scale turnkey installations concurrently.
- Reliance on a narrow base of end-user industrial segments exposes revenue to regulatory delays and seasonal demand fluctuations due to limited diversification into other heavy industries.
- A smaller capital base relative to large multinational OEMs limits the company's ability to independently pursue multi-plant, large-scope enterprise projects without external consortia.

OPPORTUNITIES

- Upcoming regulatory requirements, including the CCTS GHG Intensity Target Rules (October 2025) covering 282 facilities and the SWM Rules 2026 RDF substitution schedule, will drive a procurement cycle extending through 2031. PH1 is well positioned to secure brownfield retrofit contracts as plants transition from Phase 1 (5% TSR) toward Phase 3 (15–20% TSR), with demand expected to peak between 2028 and 2030.
- India's projected 160 170 MTPA greenfield cement capacity additions by FY2028 are expected to generate INR 4,000–5,000 crore in turnkey AFR system demand at a 15% TSR capability level.
- The NITI Aayog decarbonization roadmap targets 15–20% TSR by 2030. Combined with a track record of processing 2 million tons of waste across 80+ projects, PH1 has a strong foundation to scale operations into South Asia, Southeast Asia, and East Africa.

THREATS

- Multinational OEMs, including BEUMER Group (INR 200 crore Jhajjar facility, December 2025) and Fuller Technologies Inc. (erstwhile FLSmidth Cement), are competing for integrated AFR contracts at Tier-1 cement groups.
- Domestic entrants such as Alfa Therm Ltd (400 TPD AFR pre-processing line at JK Cement, Green Innovation of the Year, Indian Cement Review Awards 2025) are establishing competitive reference projects that could erode the company's differentiation in waste pre-processing.
- Revenue realization depends on cement capital expenditure (CAPEX) deployment, which is vulnerable to construction slowdowns, interest rate cycles, and environmental clearance delays. These factors could extend the interval between regulatory mandates and actual procurement.

OUR BUSINESS

Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read ***"Forward Looking Statements"*** *on page 25 of this Draft Red Herring Prospectus for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our Company's strength and its ability to successfully implement its business strategies may be affected by various factors that have an influence on its operations, or on the industry segment in which our Company operates, which may have been disclosed in* ***"Risk Factors"*** *on page 27. This section should be read in conjunction with such risk factors.*

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Custom Report - AFR Firing Systems Market (2026)" which covers the study period from 2026 to 2031, with 2025 as the base year (the "Mordor Intelligence Report") prepared and issued by Mordor Intelligence Private Limited ("Mordor Intelligence"), appointed by us, and exclusively commissioned and paid for by us in connection with the Issue. Mordor Intelligence is an independent agency which has no relationship with our Company, our Promoters, Promoter Group and any of our directors or KMPs. The data included herein includes excerpts from the Mordor Intelligence 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. Unless otherwise indicated, financial, operational, industry and other related information derived from the Mordor Intelligence Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the Mordor Intelligence Report is available on the website of our Company at www.ph1.in until the Bid/Offer Closing Date. Our Financial Year ends on March 31 of each year, and references to a particular Financial Year are to the 12-month period ended March 31 of that year.

Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our ***"Restated Financial Information"****, included in this Draft Red Herring Prospectus on Page 267.*

OVERVIEW

Our Company is a specialised engineering company engaged in the design, engineering, manufacturing, supply, installation and commissioning of Alternative Fuel and Raw Material (AFR) systems and Bulk Material Handling (BMH) solutions, primarily for the cement industry and secondarily for pharma & chemical industry. Our company is the leading liquid AFR system manufacturer in India with over 75% of the market share in this segment *(Source: Mordor Intelligence Industry Report- India alternate fuel and raw materials (AFR) firing systems market).* We serve business-to-business (B2B) customers and provide engineered solutions for the receipt, storage, processing, conveying, dosing and controlled feeding or movement of alternative fuels, bulk raw materials and industrial waste streams, based on their operational requirements.

The cement industry is estimated to be the largest end-user segment of the India AFR firing systems market, accounting for 88.85% of estimated market revenue in 2026. *(Source: Mordor Intelligence Industry Report- India alternate fuel and raw materials (AFR) firing systems market).* Cement manufacturing traditionally relies on conventional fossil fuels such as coal and pet coke to generate the thermal energy required for operating cement kilns. In order to reduce dependence on conventional fuels, cement manufacturers have increasingly started utilising Alternative Fuel and Raw Material (AFR), including Refuse Derived Fuel (RDF), biomass, industrial waste, spent solvents, hazardous liquid waste and other waste-derived materials. Municipal solid waste is estimated to be the largest waste and fuel stream, accounting for 57.24% of estimated market revenue in 2026. India generates approximately 62.4 million tonnes of municipal solid waste annually, while cement plants have access to approximately 13,600 tonnes per day of RDF, equivalent to nearly 4.96 million tonnes annually. *(Source: Mordor Intelligence Industry Report- India alternate fuel and raw materials (AFR) firing systems market).* The utilisation of these materials requires specialised infrastructure to ensure their safe, efficient and controlled handling within industrial facilities These materials have varying physical characteristics, moisture content, calorific value and handling requirements and therefore require specialised engineering systems for their safe, efficient and controlled handling, processing and feeding into the manufacturing process. The use of waste-derived

materials in industrial processes facilitates waste recovery and reduces reliance on conventional fossil fuels, thereby contributing to the reduction of associated carbon emissions and environmental impact.

Beyond alternative fuel handling, industrial operations also require the movement of bulk materials such as raw materials, process materials and finished products within manufacturing and processing facilities. This involves specialised systems for procuring, storing, conveying, transferring, loading, unloading and controlling the movement of such materials, including through mechanical and pneumatic conveying systems and associated material handling equipment. India's bulk material handling systems market is estimated at USD 835.43 million in 2026 and is projected to reach USD 1,109.58 million by 2031, growing at a CAGR of 5.84%. *(Source: Mordor Intelligence Industry Report- India alternate fuel and raw materials (AFR) firing systems market).*

Our company is into two business verticals, namely:

(i) Alternative Fuel and Raw Material Systems (AFR)
(ii) Bulk Material Handling (BMH).



Alternative Fuel and Raw Material (AFR) Systems: We design and supply systems for the storage, extraction, conveying, dosing and controlled feeding of solid and liquid alternative fuels used in manufacturing. Our AFR Systems include solutions for solid and liquid AFR handling, co-processing and related applications.

Bulk Material Handling (BMH) Systems: We provide engineered solutions for the procurement, storage, conveying, loading, unloading and controlled movement of bulk materials used in industrial operations, including mechanical and pneumatic conveying and other associated material handling systems.

During fiscals March 31, 2026, March 31, 2025, and March 31, 2024 revenue from AFR constituted 52.86%, 48.57% and 94.27% of our total revenue while BMH contributed 47.14%, 51.43% and 5.73% of our total revenue respectively.

In addition to the above, we also undertake electrical, instrumentation and automation work associated with our engineering projects, including programmable logic controller (PLC) based automation systems which enable the automatic operation and control of equipment, motor control centres (MCC) which are used to start, stop and control the motors used in the equipment, power control centres (PCC) which distribute electrical power to various equipment and systems, distributed control system (DCS) integration which connects the equipment and control systems with the customers central plant control system for monitoring and control and related control systems. These solutions are integrated with the respective engineering systems based on customer requirements.

Our integrated execution capabilities allow customers to procure engineering design, equipment supply, manufacturing, installation, automation and commissioning services under a single contract.

As on the date of this Draft Red Herring Prospectus, our registered and corporate office is situated at No. 13-59, Indira Gandhi Nagar, HMT Road, Balanagar, Hyderabad – 500037, Telangana, India. Our manufacturing activities are carried out from our manufacturing facility situated at Survey No. 708-B, 8-86/11 Devaryamjal Village, Shamirpet Mandal, Medchal–Malkajgiri Hyderabad – 500078, Telangana, India, where fabrication, assembly and testing of engineering equipment are undertaken. The manufacturing facility has an installed

manufacturing capacity of 1,85,328 Hrs./Annum, 1,55,001 Hrs./Annum and 87,609 Hrs./Annum, with capacity utilisation of 87.04%, 95.61% and 69.12% during Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively.

Our manufacturing operations comprise a combination of in-house fabrication, assembly, inspection and testing, along with the procurement of specialised equipment from established OEMs and the engagement of approved job-work vendors. Certain specialised equipment and bought-out components are procured from approved domestic and international OEMs based on project requirements, while selected manufacturing processes, such as laser cutting, heavy machining, bending and rolling, are carried out through approved job-work vendors. All such procured equipment and outsourced components undergo quality inspection before being assembled and integrated into the final engineering systems supplied to our customers.

We primarily operate through a direct sales and project execution model and generally do not depend on dealer or distributor networks. Customer acquisition is driven through direct engagement, strategic partnerships and repeat business from existing customers.

As on the date of this Draft Red Herring Prospectus, our Company has completed over 80 commissioned installations and has executed projects in 16 states in India as well as selected international markets, including Bangladesh, the United Arab Emirates, and Mexico. Our commissioned engineering systems have supported the handling and processing of over 17 million tonnes of liquid and solid waste materials. As on September 15, 2026, our Order Book stood at ₹ 6,500.44 lakhs.

Our operations are supported by a quality management system certified under ISO 9001:2015 covering the design, development, manufacture and supply of non-metallic lined pipes and fittings, liquid alternate fuel systems, dosing and sampling systems, bulk material handling equipment, solid alternate fuel systems and emission control systems.

Our business is led by our Promoters and Directors, namely Mr. J. Bhaskar, Mr. B. Prabakaran, Mr. E. Surendra Babu and Mr. S. Saravanan, who possess experience across engineering, project execution, manufacturing, procurement, sales and finance. Their collective years of industry knowledge and operational expertise have enabled our company to develop customised engineering solutions and execute projects across multiple industrial applications. They are supported by an experienced management team responsible for engineering, design, production, quality assurance, project execution, procurement, finance, marketing and customer support, facilitating the execution of projects from engineering and manufacturing through installation, commissioning and after-sales services. As on August 31, 2026, our Company had 70 on roll & 59 contractual employees.

Our revenues from operations for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024 were ₹ 5,649.35 lakhs, ₹ 2,246.30 lakhs, and ₹ 1,663.45 lakhs, respectively. The corresponding EBITDA and profit after tax for these periods are set out in the section titled "Financial Information" beginning on page 267 of this Draft Red Herring Prospectus.

The table below sets out some of our financial and other metrics for the Financial Years ended March 31, 2026, 2025 & 2024:

Particulars	**For the Year ended March 31,**		
	2026	**2025**	**2024**
Revenue from Operations *(₹ in lakhs)* [(1)]	5,649.35	2,246.30	1,663.45
Growth in Revenue from Operations (%)	151.50%	35.04%	NA
Total Income *(₹ in lakhs)* [(2)]	5,697.35	2,296.19	1,688.88
EBITDA *(₹ lakhs)* [(3)]	1,238.72	259.90	131.45
EBITDA Margin *(%)* [(4)]	21.74%	11.32%	7.78%
Profit After Tax *(₹ in Lakhs)* [(5)]	783.10	100.52	34.35
PAT Margin *(%)* [(6)]	13.86%	4.47%	2.06%
Net worth [(7)]	1,316.24	533.14	432.62
Return on Equity *(RoE) (%)*[(8)]	84.69%	20.82%	8.27%
Return on Capital Employed *(RoCE) (%)* [(9)]	49.72%	19.28%	12.34%

Net Asset Value Per Share *(Post bonus)* *(₹)* [(10)]	13.30	5.39	4.37
Debt- Equity Ratio [(11)]	0.80	1.20	1.19

As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 29, 2026.

Notes:

1) *Revenue from operations represents the revenue from sale of service & product & other operating revenue of our Company as recognized in the Restated financial information.*
2) *Total income includes revenue from operations and other income.*
3) *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back interest cost, depreciation, and amortization expense.*
4) *EBITDA margin is calculated as EBITDA as a percentage of total income.*
5) *Restated profit for the period / year.*
6) *PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.*
7) *Restated Net worth of the company is calculated as share capital plus total reserves & surplus.*
8) *Return on Equity is calculated as Profit after tax, as restated, attributable to the owners of the Company for the year/ period divided by average equity. Average equity is calculated as average of opening and closing balance of total equity (Shareholders' funds) for the year.*
9) *Return on capital employed calculated as Earnings before interest and taxes divided by capital employed as at the end of respective period/year. (Capital employed calculated as the aggregate value of Tangible networth, total debt and deferred tax liabilities)*
10) *Net asset value per share calculated as Total networth divide by total no of outstanding shares.*
11) *Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long-term and short-term borrowings. Total equity is the sum of share capital and reserves & surplus.*

REVENUE BIFURCATION

Vertical-wise Revenue Bifurcation

A Vertical-wise revenue breakup of our Company for the financial years ended March 31, 2026, 2025, and 2024 is provided below:

(₹ in lakhs)

Verticals	Fiscal Year 2026		Fiscal Year 2025		Fiscal Year 2024	
	Amount	% of total revenue from operations	Amount	% of total revenue from operations	Amount	% of total revenue from operations
Alternative Fuel and Raw Material (AFR) Systems	2,986.50	52.86%	1,091.05	48.57%	1,568.20	94.27%
Bulk Material Handling Systems	2,662.85	47.14%	1,155.25	51.43%	95.25	5.73%
Total	**5,649.35**	**100.00%**	**2,246.30**	**100.00%**	**1,663.45**	**100.00%**

As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 29, 2026.

State wise Revenue Bifurcation

A state-wise revenue breakup of our Company for the financial years ended March 31, 2026, 2025, and 2024 is provided below:

(₹ in Lakhs)

States	Fiscal Year 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Andhra Pradesh	185.72	3.29%	100.80	4.49%	243.19	14.62%

Bihar	-	0.00%	31.76	1.41%	67.20	4.04%
Chhattisgarh	1,440.87	25.50%	620.71	27.63%	64.30	3.87%
Goa	8.75	0.15%	-	0.00%	-	0.00%
Gujarat	66.44	1.18%	25.65	1.14%	374.40	22.51%
Haryana	0.60	0.01%	-	0.00%	-	0.00%
Karnataka	45.62	0.81%	13.59	0.60%	201.73	12.13%
Madhya Pradesh	35.14	0.62%	54.62	2.43%	33.11	1.99%
Maharashtra	315.79	5.59%	112.08	4.99%	34.50	2.07%
Odisha	51.20	0.91%	190.49	8.48%	5.45	0.33%
Puducherry	0.18	0.003%	0.35	0.016%	0.38	0.023%
Rajasthan	2,131.82	37.74%	185.23	8.25%	446.20	26.82%
Tamil Nadu	785.16	13.90%	515.94	22.97%	67.79	4.08%
Telangana	571.57	10.12%	49.47	2.20%	125.20	7.53%
Uttar Pradesh	-	0.00%	-	0.00%	-	0.00%
West Bengal	10.50	0.19%	110.71	4.93%	-	0.00%
Export	-	0.00%	234.91	10.46%	-	0.00%
Total	**5,649.35**	**100.00%**	**2,246.30**	**100.00%**	**1,663.45**	**100.00%**

As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 29, 2026.

Country wise Revenue Bifurcation

A country-wise revenue breakup of our Company for the financial years ended March 31, 2026, 2025, and 2024 is provided below:

(₹ in Lakhs)

Countries	Fiscal Year 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
India	5,649.35	100.00%	2,011.39	89.54%	1,663.45	100.00%
United Arab Emirates	0.00	0.00%	213.51	9.50%	0.00	0.00%
Bangladesh	0.00	0.00%	4.57	0.20%	0.00	0.00%
Mexico	0.00	0.00%	16.83	0.75%	0.00	0.00%
Total	**5,649.35**	**100.00%**	**2,246.30**	**100.00%**	**1,663.45**	**100.00%**

As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 29, 2026.

Industry wise Revenue Bifurcation

Industry-wise revenue breakup of our Company for the financial years ended March 31, 2026, 2025, and 2024 is provided below:

(₹ in Lakhs)

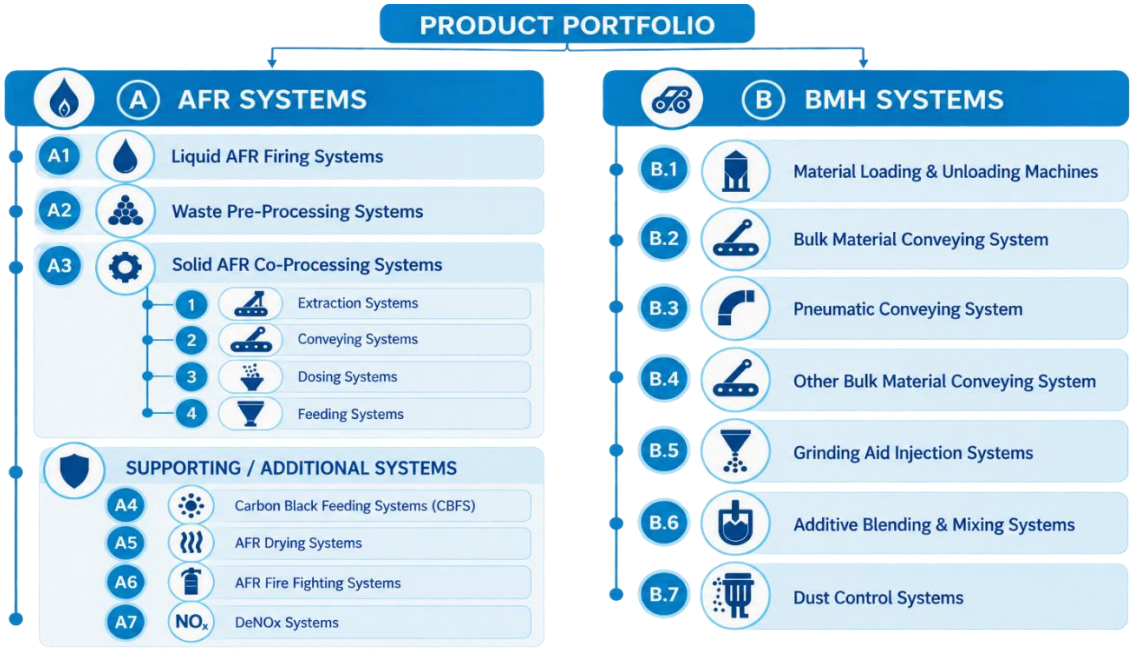
Industry	Fiscal Year 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Cement	5,615.19	99.40%	2,056.29	91.54%	1,469.08	88.32%
Chemical	7.92	0.14%	76.55	3.41%	19.21	1.15%
Pharma	12.52	0.22%	93.53	4.16%	117.19	7.05%
Others*	13.71	0.24%	19.93	0.89%	57.97	3.48%
Total	**5,649.35**	**100.00%**	**2,246.30**	**100.00%**	**1,663.45**	**100.00%**

**Other include Industries such as Rubber Industry, Analytical Engineering Industry, Pipe or Valve Manufacturing Industry, Paper Industry, Waste Recycling, Bio Fuel Industry.*

As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 29, 2026.

OUR PRODUCTS AND ENGINEERING SOLUTIONS

We design, engineer, manufacture and supply systems and equipment across two business verticals: (A) AFR Systems – equipment that allows the safe use of waste and alternative materials as fuel instead of coal; and (B) BMH (Bulk Material Handling) Systems – equipment for the controlled conveying, transfer, storage and movement of bulk materials.



A. AFR (Alternative Fuel and Raw Material) Systems

Alternative Fuel and Raw Material (AFR) Systems comprise engineering solutions designed for the handling, processing and utilisation of alternative fuels. Alternative fuels are waste-derived materials used as substitutes for conventional fossil fuels such as coal and pet coke during the cement manufacturing process. These fuels generally include Refuse Derived Fuel (RDF), Solid Recovered Fuel (SRF), biomass, carbon black, agricultural residues, processed municipal solid waste, waste oils, spent solvents, hazardous liquid waste and other combustible industrial residues.

Depending on their physical characteristics, alternative fuels are broadly classified into solid alternative fuels and liquid alternative fuels, each requiring dedicated systems for handling, storage, conveying, dosing and feeding. This vertical covers every stage of turning waste into usable kiln fuel receiving and pre-processing the waste, storing and extracting it, moving and dosing it, and finally protecting the plant with fire-safety and emission-control systems.

A1. Liquid AFR Firing Systems

Some alternative fuels arrive in liquid form, such as used industrial oil. We design and engineer complete Liquid AFR Firing Systems based on the customers specific requirements, fuel characteristics and plant configuration. The system safely receives the liquid by tanker, stores it in purpose-built tanks, filters and pumps it, and injects it into the kiln in a controlled manner. The system incorporates anti-corrosion piping and appropriate fire-safety features as required. We source and integrate the required equipment and components and undertake the installation, testing and commissioning of the complete system.

Description	Usage	Specification
A complete, ready-to-run system for safely handling, storing, measuring and burning liquid alternative fuels in cement and industrial plants.	Cement plants, waste-to-energy facilities, power plants and chemical/process industries.	It receives the liquid fuel by tanker, stores it, filters and pumps it, and injects it into the kiln in a controlled way.

A2. Waste Pre-Processing Systems

Mixed waste like household garbage, industrial waste, textile scraps, agricultural biomass cannot be burned as it is. It first has to be cut, sorted and cleaned into a consistent fuel called RDF (Refuse-Derived Fuel). For the waste pre-processing systems, we procure the Primary Shredder and Secondary Shredder from external suppliers and integrate them with the other equipment in the system. The five machines below work one after another to do this.

1. Primary Shredder

Image	Description	Usage	Specification
	A heavy-duty machine built to do the first, roughest cutting of bulky, mixed waste.	RDF production plants, mixed waste and industrial waste processing plants, construction & demolition waste facilities, waste-to-energy plants.	It breaks large, bulky waste down into smaller pieces so it can be processed further.

2. Flip-Flop Combi Screen

Image	Description	Usage	Specification
	A screening machine built to sort waste that is sticky, wet, or a mix of different materials.	RDF/SRF production, mixed municipal solid waste processing, biomass screening, waste sorting plants.	It sorts waste into different size groups.

3. Dynamic Screen

Image	Description	Usage	Specification
	A flexible, energy-efficient screening machine for accurately sizing different kinds of waste.	RDF production, mixed municipal solid waste and construction & demolition waste processing, biomass and recycling plants.	It sorts mixed waste by particle size.

4. Wind Shifter

Image	Description	Usage	Specification

	An air-based separation system that removes heavy contaminants to produce a higher-quality fuel.	RDF/SRF production, mixed municipal solid waste sorting, biomass processing, recycling plants.	It uses a controlled flow of air to separate light material from heavier contaminants.

5. Secondary Shredder

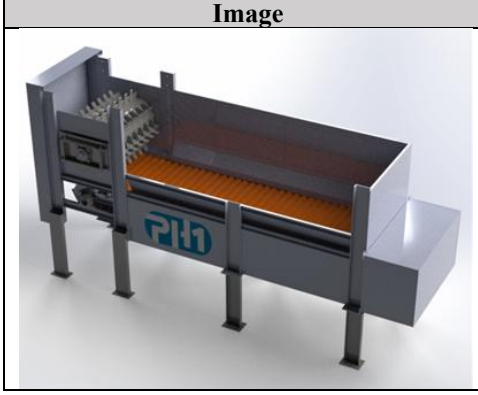
Image	Description	Usage	Specification
	A high-speed machine that turns pre-shredded waste into a smaller, more uniform fuel.	RDF/SRF production lines, cement plants, waste-to-energy plants, biomass and plastic processing facilities.	It cuts already-shredded waste down further, into a consistent, uniform fuel size.

A.3 Solid AFR Co-Processing Systems

Once solid AFR fuel (such as RDF, biomass or carbon black) is ready, it has to be pulled out of storage, moved through the plant, precisely measured, and finally pushed into the hot kiln or calciner, four separate jobs, each handled by a different group of machines.

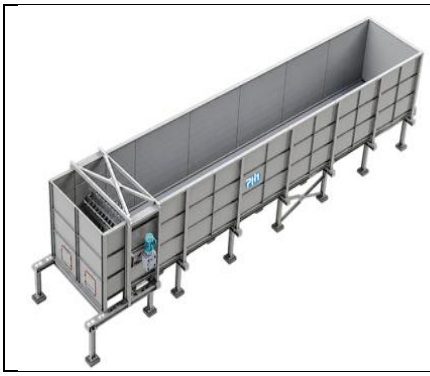
1. Extraction Systems *(pulling fuel out of storage)*

(i) Box Feeder

Image	Description	Usage	Specification
	A compact, cost-effective machine for reliably extracting fuel where space is limited...	Cement plants, waste-to-energy plants, and compact AFR feeding installations with limited space.	It continuously pulls RDF, biomass or shredded plastic out of a storage hopper.

(ii) Sliding Floor Feeder

Image	Description	Usage	Specification

	A strong, high-capacity system for extracting large volumes of fuel in demanding applications.	Large-capacity AFR storage and feeding systems in cement and waste-to-energy plants.	It pulls large quantities of RDF, biomass or industrial residue out of a storage bunker, in a controlled way.

(iii) SoliDose Feeder

Image	Description	Usage	Specification
	An advanced system that combines the benefits of two extraction methods into one compact machine.	High-capacity AFR feeding systems, cement kiln and calciner feeding applications.	It extracts fuel and doses it in a controlled way, both in a single system.

(iv) DoseMaster Feeder

Image	Description	Usage	Specification
	A heavy-duty system for the controlled discharge of alternative fuel and bulk material out of storage hoppers or bunkers.	AFR storage bunkers, cement kiln co-processing systems, continuous RDF/biomass feeding systems.	It pulls bulk fuel out of a hopper and delivers it in a controlled, even flow to the dosing system.

2. Conveying Systems *(moving fuel through the plant)*

(i) Troughed Belt Conveyor

Image	Description	Usage	Specification

	A reliable, efficient conveyor for the continuous transport of AFR fuel and raw material.	AFR, RDF and biomass transport systems in cement and waste-to-energy plants.	It continuously carries bulk material from one point to another.

(ii) Chain Belt Conveyor

Image	Description	Usage	Specification
	A heavy-duty conveyor built for reliably transporting AFR fuel, industrial waste and abrasive material.	RDF handling, industrial waste transport, shredder/screening lines, kiln feeding systems.	It carries heavy, abrasive or irregularly shaped material.

(iii) Air Assisted Belt Conveyor

Image	Description	Usage	Specification
	An advanced conveyor that uses an air cushion to move bulk material efficiently, with low maintenance.	AFR, biomass, ash and fine material conveying systems.	It carries bulk material along on a cushion of air, reducing friction.

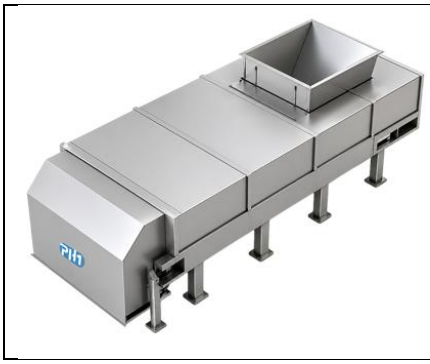
3. Dosing Systems *(measuring fuel precisely)*

(i) Twin Dosemaster

Image	Description	Usage	Specification
	A compact system with two independent feed channels, for precise AFR delivery right at the injection point.	Calciner feeding and multi-point AFR injection systems.	It extracts and doses fuel through two separately controlled channels at once.

(ii) Weigh Feeder

Image	Description	Usage	Specification

	A high-precision system that weighs and doses AFR fuel accurately, keeping the process stable.	Cement kiln and calciner AFR feeding systems.	It continuously measures and controls exactly how much fuel is being fed into the process.

(iii) Crown Feeder / AFR Splitter

Image	Description	Usage	Specification
	A specialised system that splits a single fuel stream into multiple feed points, for better calciner combustion.	Calciner and dual-point AFR injection systems.	It splits one fuel stream into two separately controlled fuel streams.

4. Feeding Systems *(the final, high-temperature hand-off into the kiln)*

(i) Apron Feeder

Image	Description	Usage	Specification
	A heavy-duty feeder built for reliable fuel handling in high-temperature, demanding conditions.	Calciner AFR feeding and other high-temperature material handling applications.	It feeds solid fuel or material in a controlled way, even under demanding conditions.

(ii) Double Flap Valve

Image	Description	Usage	Specification

	An air-tight valve that keeps material flow dust-free while stopping outside air from entering the feeding system.	AFR feeding systems, calciner/kiln injection points, high-pressure feeding zones.	It moves solid fuel through the system while keeping outside air from getting in.

(iii) Rotary Air Lock Valve

Image	Description	Usage	Specification
	A high-capacity rotating valve that delivers a continuous flow of fuel with a strong air-tight seal.	High-capacity AFR feeding, cement co-processing, RDF/biomass injection systems.	It feeds material continuously while keeping an air-tight seal between two different zones.

Supporting / Additional Systems

These systems complement the solid AFR solutions and address specific requirements during AFR handling and utilisation. Carbon Black Feeding Systems (CBFS) are used for the controlled unloading, transfer, storage and feeding of carbon black. AFR Drying Systems are used to reduce the moisture content of RDF, biomass, sludge and other waste-derived fuels to support stable combustion. AFR Fire Fighting Systems provide fire protection for AFR handling and feeding areas, while DeNOx Systems support the control of NOx emissions generated during the combustion process.

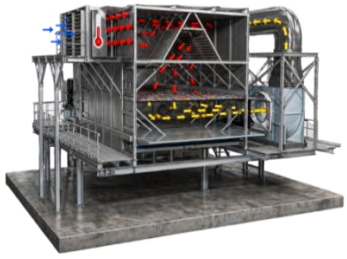
A.4 Carbon Black Feeding System

(i) Jumbo Bag Unloading & Bulker Unloading

Image	Description	Usage	Specification

 	An all-in-one system that safely receives, unloads, transfers, stores and feeds carbon black, whether it arrives in jumbo bags or bulk tankers.	Cement and industrial plants using carbon black as a fuel or process material, particularly plants requiring continuous and controlled carbon black feeding.	It safely unloads carbon black from either bags or tankers and transfers it into the plant's storage and feeding system.

A.5 AFR Dryer System

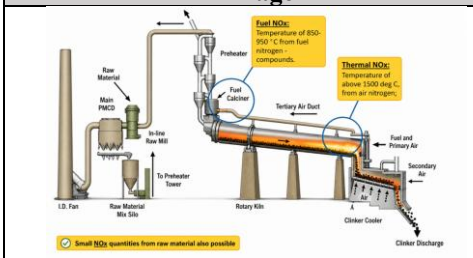
Image	Description	Usage	Specification
 	An advanced drying system for RDF, biomass, sludge and other waste-derived fuels, built to improve fuel quality and enable stable combustion.	Cement plants, RDF production facilities, biomass plants, waste-to-energy applications.	It removes excess moisture from RDF, biomass, sludge and other waste-derived fuels.

A.6 AFR Fire Fighting System

Image	Description	Usage	Specification

	An integrated fire-protection system built specifically for AFR storage, pumping and feeding areas, giving rapid fire suppression through water spray, and able to be triggered automatically, manually or remotely.	Cement plants and industrial facilities handling solid and liquid alternative fuels, particularly AFR storage areas, unloading areas, pumping stations, feeding systems and fuel preparation areas.	It detects and puts out fires in AFR handling and storage areas, using controlled water spray or targeted water cannons.

A.7 NOx Emission Control (DeNOx) System

Image	Description	Usage	Specification
 	An advanced emission-control system, based on SNCR technology, built to significantly cut NOx emissions and support environmental compliance.	Cement kilns, clinker lines, waste-to-energy plants, lime plants, boilers and furnaces.	It reduces the NOx pollutant gas produced by high-temperature combustion.

B. Bulk Material Handling (BMH) Systems

Apart from fuel, a cement or industrial plant constantly receives, moves, measures and mixes large quantities of everyday raw material such as limestone, gypsum, clinker and fly ash. This vertical covers the equipment that does this job efficiently, safely, and with minimum dust.

B.1 Material Loading & Unloading Machines

(i) BCFC Loading Unloading System

Image	Description	Usage	Specification
	A high-capacity rail-unloading system for quickly and efficiently handling bulk material from BCFC wagons.	Cement plants, power plants, mining operations, bulk terminals and facilities receiving bulk material by rail.	It quickly unloads bulk material from BCFC railway wagons.

(ii) Bulker Unloading

Image	Description	Usage	Specification
	A compact, enclosed unloading system designed for the safe and efficient transfer of bulk powders from road tankers and bulkers into storage silos or process bins.	Cement & supplementary cementitious materials, fly ash, fine mineral powders, lime, alumina, chemical & industrial powders, food & feed materials, and storage silo receiving systems.	Enables fast, controlled, and dust-free unloading of bulk powders into silos, while minimizing product loss, operator intervention, and risks associated with silo over-pressurization and overfilling.

(iii) Ship Loading & Unloading Systems

Image	Description	Usage	Specification
	A high-capacity marine bulk handling system designed for the efficient loading and unloading of bulk materials between vessels and port, storage, or processing facilities.	Ports & bulk cargo terminals, cement & clinker facilities, coal, limestone & gypsum handling, mining & mineral terminals, fertilizer & grain terminals, power plants, and industrial bulk material shipping facilities.	Enables rapid, continuous, and controlled transfer of bulk materials between ships and shore-side facilities, supporting efficient vessel turnaround and seamless integration with terminal infrastructure.

B.2 Bulk Material Conveying System

Once material is unloaded, it has to travel around the plant. We offer six different types of conveyors and elevators, each suited to a different job.

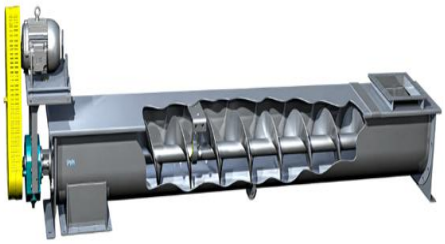
(iv) Belt Conveyors

Image	Description	Usage	Specification
	A reliable, high-capacity conveyor for continuously transporting bulk material.	Cement, mining, power, steel, chemical, recycling and waste-to-energy plants.	It continuously carries bulk material, whether the distance is short or long.

(v) Bucket Elevators

Image	Description	Usage	Specification
	A high-capacity vertical conveyor for efficiently moving bulk material where space is limited.	Cement plants, silos, bins, RDF/biomass systems and other bulk material plants.	It lifts bulk material straight up.

(vi) Screw Conveyors

Image	Description	Usage	Specification
	A compact, fully enclosed conveyor for the controlled transport and dosing of bulk material.	AFR feeding, cement raw material handling, dosing systems, industrial bulk material transfer.	It transports and, when needed, precisely measures bulk material inside a fully enclosed system.

(vii) Chain Conveyors

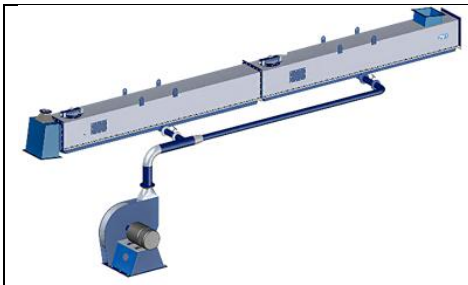
Image	Description	Usage	Specification
	A heavy-duty conveyor for reliably transporting coarse, abrasive and dense bulk material.	Clinker, ash, RDF, industrial residue, mining and aggregate handling systems.	It carries heavy, abrasive bulk material.

(viii) Apron Conveyors

Image	Description	Usage	Specification
	An extreme-duty conveyor for hot, abrasive material that experiences heavy impact.	Clinker discharge, hot material handling, slag, ore, cement and mining applications.	It carries material that is extremely hot, heavy and abrasive.

(ix) Air Slide Conveyors

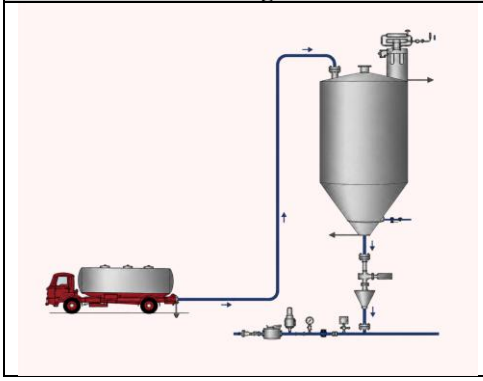
Image	Description	Usage	Specification

	An energy-efficient system that transports fine bulk powders smoothly and without dust.	Cement, raw meal, fly ash, lime, gypsum, alumina and other fine powder handling systems.	It moves fine powders by floating them on a cushion of air.

B.3 Pneumatic Conveying System

For fine powders, material can also be pushed through enclosed pipes using air pressure, instead of a mechanical conveyor. We offer two types, depending on the material being handled.

(i) Lean Phase Pneumatic Conveying System

Image	Description	Usage	Specification
	An enclosed system that uses air to carry powders and granules through pipelines, over both short and long distances, with flexible routing and mechanical equipment.	Cement and mineral processing plants, power plants, chemical industries, plastic processing facilities, food industries and other plants handling dry powders, granules and fine bulk materials.	It moves powders and granules through a closed pipeline, using fast-moving air to carry the material along.

(ii) Dense Phase Pneumatic Conveying System

Image	Description	Usage	Specification
	A system designed to move abrasive, fragile or dense bulk material through enclosed pipelines using slow-moving, high-pressure air – particularly suited to long distances, where reducing material damage and pipeline wear matters.	Cement and mineral processing plants, power plants, mining and metallurgical industries, chemical and alumina plants, and other industries handling abrasive, fragile or high-density powders and bulk materials.	It moves dense, difficult-to-handle material through a closed pipeline, using slow but high-pressure air.

B.4 Other Bulk Material Conveying System

Throughout a plant, the flow of material, air or gas constantly needs to be started, stopped, redirected or measured. We supply seven different types of valves, gates and dampers for this purpose.

(i) Dosing Valve

Image	Description	Usage	Specification

	A precision valve for accurately and evenly releasing bulk material from silos and hoppers.	Silo and hopper outlets, cement and gypsum handling and powder feeding systems.	It controls exactly how much material leaves a silo or hopper.

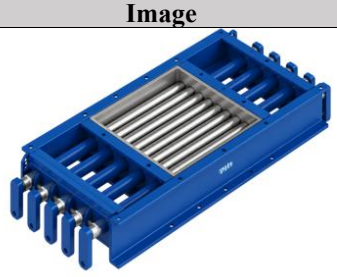
(ii) Divertor Gate

Image	Description	Usage	Specification
	A reliable system for directing bulk material between different conveying paths.	Cement material routing, clinker, gypsum, lime and bulk material conveying systems.	It redirects material from one conveying route to another.

(iii) Manual Slide Gate

Image	Description	Usage	Specification
	A heavy-duty gate for completely shutting off, or controlling, the flow of bulk material.	Silo outlets, hoppers, clinker and limestone handling and conveyor transfer points.	It starts, stops, or completely isolates the flow of bulk material.

(iv) Rod Gate

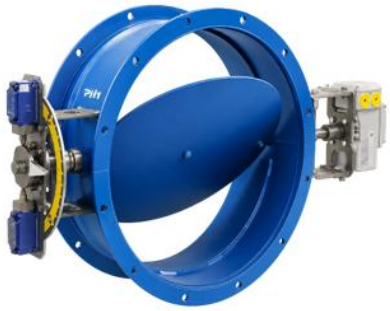
Image	Description	Usage	Specification
	A robust gate that protects downstream equipment by stopping oversized material from passing through.	Limestone handling, raw mill feeding, clinker discharge and equipment protection systems.	It stops oversized material from entering the equipment further down the line.

(v) Multilouver Damper

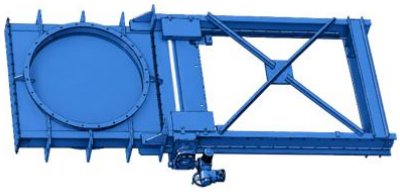
Image	Description	Usage	Specification

	A high-performance damper for precisely controlling or shutting off airflow in large process ducts.	Cement plant ventilation, baghouse ducting and industrial air-handling systems.	It controls, or completely shuts off, the flow of air and process gas through large ducts.

(vi) Butterfly Damper

Image	Description	Usage	Specification
	A compact, fast-acting damper for reliably shutting off air or gas flow in industrial systems.	Kiln exhaust ducts, preheaters, furnaces, boilers and process ventilation systems.	It quickly opens or shuts an air or gas passage.

(vii) Guillotine Damper

Image	Description	Usage	Specification
	A heavy-duty damper designed to almost completely shut off hot, dusty process gas.	Baghouse ducts, kiln and cooler gas lines and high-dust process systems.	It gives a near-complete shutoff of hot, dusty process gas.

B.5 Grinding Aid Injection System

Image	Description	Usage	Specification
	A system designed to accurately dose liquid grinding aids into cement grinding circuits, giving controlled, consistent additive injection that improves grinding performance, cuts energy use and supports consistent cement quality.	Cement grinding units, integrated cement plants and mineral grinding facilities using liquid grinding aids during the grinding process.	It stores, measures and injects a controlled amount of liquid grinding aid into the cement grinding circuit.

B.6 Additive Blending & Mixing System

Image	Description	Usage	Specification

	A system designed to accurately measure, combine and uniformly mix multiple bulk materials into one consistent final product – handling powders, granules and other dry bulk material, in either a continuous or batch process.	Cement plants, mineral and industrial powder processing plants, chemical and process industries, alternative fuel preparation facilities and other manufacturing plants requiring controlled blending of multiple bulk materials.	It accurately measures different materials, combines them in the right proportions, and mixes them into one uniform, consistent product.

B.7 Dust Control System

Moving and processing bulk material creates dust, which is both a safety hazard and an environmental concern. We offer three types of dust-control equipment.

(i) Reverse Air Bag House

Image	Description	Usage	Specification
	A high-efficiency dust-collection system built for reliable filtration during continuous plant operation.	Cement plants, clinker coolers, grinding units and bulk material handling systems.	It removes dust from process air before that air is released or sent back into the process.

(ii) Bag Filter

Image	Description	Usage	Specification
	A compact, efficient filter built to reliably capture dust and help the plant stay environmentally compliant.	Conveyor transfer points, crushers, screens, silos, hoppers and material loading/unloading points.	It captures dust generated while material is being handled or processed.

(iii) Tunnel Dedusting

Image	Description	Usage	Specification

	An advanced ventilation and dust-extraction system for clean, safe tunnel operations.	Underground conveyor tunnels, bulk material transport corridors, cement plants and mining operations.	It removes dust from long, enclosed tunnels and keeps the airflow inside controlled.

CASE STUDY

1. Case study - Liquid AFR Firing System

How a liquid alternative fuel tr



avels from the tanker to the kiln

Problem

Cement manufacturing is a thermal-intensive process and requires significant heat for the operation of cement kilns. Cement plants have traditionally relied on conventional fossil fuels, such as coal and pet coke, to generate this heat. To reduce dependence on conventional fossil fuels, cement plants use alternative fuels derived from waste materials, including waste oils, spent solvents, chemical residues and other combustible liquid waste streams.

These liquid alternative fuels have different characteristics, including variations in viscosity, chemical composition, corrosiveness and impurities. Therefore, they require specialised systems for their safe receipt, storage, transfer, conditioning and controlled injection into the kiln or combustion system.

Our Solution

We design and engineer complete Liquid AFR Firing Systems based on the customers fuel characteristics, requirements and plant configuration. The process starts with assessing the customers existing facility and understanding the type and characteristics of the liquid alternative fuel to be handled.

The liquid fuel is first received through tankers and transferred to a storage tank with an agitator, with an earth grounding system for safe fuel receiving. The fuel then passes through a fire-fighting system and anti-corrosive piping before entering self-cleaning filters, which remove impurities from the fuel. The filtered fuel is then transferred through a firing pump skid and a flow control station, which regulate the required fuel flow. An automated PLC system controls and monitors the operation, while a VOC system manages volatile organic compounds associated with the liquid fuel. The controlled fuel is finally delivered through the firing nozzle and injected into the kiln.

Outcome

Through this integrated system, the liquid waste derived fuel is safely received, stored, conditioned, filtered, transferred and injected into the kiln or calciner in a controlled manner, providing the cement plant with an

alternative source of thermal fuel while addressing the handling requirements associated with liquid waste streams.

2. Case Study - Waste Pre-Processing Systems



Problem Statement

Waste such as household waste, industrial waste, textile waste and agricultural biomass is received in a mixed form and contains materials of different sizes, including large, bulky and unwanted materials. Such waste cannot be directly used as alternative fuel and therefore requires processing to make it suitable for use as fuel.

Our Solution

We supply and integrate five types of machines for waste pre-processing, namely Primary Shredder, Flip-Flop Combi Screen, Dynamic Screen, Wind Shifter and Secondary Shredder. These machines work together to process the mixed waste and convert it into Refuse-Derived Fuel ("RDF") / Solid Recovered Fuel ("SRF"), which are combustible solid fuels produced from processed waste.

The Primary Shredder first breaks large and bulky waste into smaller pieces. The Flip-Flop Combi Screen and Dynamic Screen then separate the material according to size. The Wind Shifter separates lighter combustible material from heavier unwanted material using controlled air flow. Finally, the Secondary Shredder further reduces the combustible material into a smaller and more uniform size, resulting in RDF/SRF suitable for use as alternative fuel.

Outcome

The process results in a more consistent, cleaner and uniformly sized RDF/SRF fuel stream, with unwanted and heavier materials separated from the combustible fraction. The resulting RDF/SRF is suitable for further storage, conveying, dosing and feeding into cement kilns as an alternative fuel.

3. Case Study - Solid AFR Co-Processing Systems



Problem Statement

Once solid alternative fuels such as RDF, SRF, biomass and carbon black are prepared, they need to be continuously taken out of storage, moved through the plant, measured accurately and finally fed into the kiln or calciner. These materials have different physical characteristics and therefore require suitable equipment for controlled extraction, conveying, dosing and feeding.

Our Solution

We design, engineer and supply a complete Solid AFR Co-Processing Systems that handle the fuel from its storage point up to its controlled feeding into the kiln or calciner. We select and integrate the required equipment based on the type of fuel, required capacity and plant configuration.

The process starts with the storage of prepared solid AFR in a dedicated storage arrangement. The fuel is continuously extracted from storage using suitable equipment such as Box Feeders, Sliding Floor Feeders, SoliDose Feeders and DoseMaster Feeders. These feeders provide controlled discharge of the fuel from the storage arrangement.

The extracted fuel is then moved through the plant using suitable conveying equipment such as Troughed Belt Conveyors, Chain Belt Conveyors and Air-Assisted Belt Conveyors. These systems are used for continuous movement of AFR through the plant.

After conveying, the fuel is accurately measured and dosed using equipment such as Weigh Feeders, Twin DoseMasters and Crown Feeder / AFR Splitters. The dosed fuel is then transferred through suitable feeding and air-lock equipment, including Apron Feeders, Double Flap Valves and Rotary Air Lock Valves, and introduced into the kiln or calciner in a controlled manner.

Supporting AFR Systems

Depending on the fuel characteristics and plant requirements, we also provide supporting systems associated with solid AFR handling and co-processing:

AFR Drying System: Used where RDF, biomass, sludge or other waste-derived fuels contain excess moisture. The system uses available waste heat from a Hot Air Generator (HAG) or clinker cooler exhaust to reduce moisture before the fuel is used for co-processing.

Carbon Black Feeding System: Carbon black received in jumbo bags or bulk tankers is unloaded, pneumatically transferred, stored in silos and then discharged, dosed and fed into the process through a controlled and enclosed system.

AFR Fire Fighting System: Fire-protection arrangements are provided for AFR receiving, storage, handling and feeding areas, using water sprays and remotely operated water monitors for fire suppression.

DeNOx System: We provide DeNOx systems based on Selective Non-Catalytic Reduction (SNCR) technology, which reduces NOx emissions without using a catalyst, i.e., a material that helps a chemical reaction take place faster. The system uses ammonia or urea as a chemical reagent and injects it in a controlled quantity into the appropriate high-temperature zone of the kiln. The ammonia or urea reacts with NOx at high temperature and converts it into less harmful substances, thereby reducing NOx emissions.

Outcome

The integrated system provides continuous extraction, controlled conveying, accurate dosing and controlled feeding of solid alternative fuel into the kiln or calciner. This supports stable AFR feed rates and controlled utilisation of alternative fuels, while the supporting systems address fuel drying, carbon black handling, fire protection and emission-control requirements.

4. Case Study – Bulk Material Handling (BMH) Systems

Problem Statement

Cement and other industrial plants handle large quantities of bulk materials such as limestone, gypsum, clinker, fly ash and cement at different stages of the manufacturing process. These materials need to be received, conveyed, transferred, elevated, stored, dosed and moved between different sections of the plant. Different materials also have different characteristics such as particle size, weight, abrasiveness and temperature, requiring suitable material handling equipment and conveying arrangements. Dust generated during material handling also needs to be controlled to maintain safe and cleaner plant operations.

Our Solution

We design, engineer and supply Bulk Material Handling Systems based on the material characteristics, required capacity, conveying distance, elevation and plant layout. We select and integrate suitable equipment to provide a complete material handling route from receiving and storage through conveying, transfer and process application.

For bulk material conveying, we provide Belt Conveyors, Bucket Elevators, Screw Conveyors, Chain Conveyors, Apron Conveyors and Air Slide Conveyors. Belt Conveyors are used for high-capacity and long-distance movement of materials, while Bucket Elevators are used for vertical lifting. Screw Conveyors provide enclosed material transfer, Chain Conveyors are used for heavy and abrasive materials, Apron Conveyors are used for hot and heavy-duty applications, and Air Slide Conveyors are used for fine powders through air-assisted conveying.

We also provide Pneumatic Conveying Systems for transferring powders and granules through enclosed pipelines using air. These systems provide enclosed and dust-controlled movement of materials over horizontal and vertical routes.

In addition, we provide supporting systems based on the customers plant requirement. Grinding Aid Injection Systems store, measure and inject controlled quantities of liquid grinding aids into cement grinding circuits. Additive Blending & Mixing Systems accurately measure, combine and uniformly mix different bulk materials in required proportions. Dust Control Systems capture dust generated during material handling and processing through systems such as Reverse Air Bag Houses and Bag Filters.

We also provide flow-control and isolation equipment such as Dosing Valves, Diverter Gates, Slide Gates, Rod Gates and process dampers, which are used to control, divert or isolate the movement of bulk materials and process air or gases within the plant.

Outcome

The BMH system provides a continuous and controlled movement of bulk materials across different stages of the plant. The selection of equipment according to material characteristics and plant layout supports reliable material transfer, while enclosed conveying and dust-control systems help reduce dust during handling. Supporting dosing, blending and flow-control systems provide controlled material movement and consistent processing.

MANUFACTURING PROCESS

Our manufacturing process is undertaken in accordance with customer-approved engineering drawings, technical specifications and internal quality control procedures. Depending on the nature of the engineering system being manufactured, certain manufacturing stages may vary. The stages of our manufacturing process are as follows:

PH1 INDUSTRIES LTD.

PROCESS FLOW CHART – MANUFACTURING, FABRICATION, ASSEMBLY, TESTING & DISPATCH

Products Covered: Belt / Chain Conveyors • Sliding Floor Feeders • Dust / Emission Control Systems • Double Flap Valves • and allied AFR & Bulk-Material-Handling equipment

Doc. No.: PH1/PRD/PFC/001	Rev.: 00	Effective Date: 28-Jul-2026	Facility: PH1 Manufacturing Unit, Hyderabad

	In-house Process		Inspection / QC		Outsourced		Start / End

START: Work Order / Job Card received (released by PMO & Design)

▼

1. Design & Engineering – GA & fabrication drawings, BOM, weld & cutting plan, QAP / ITP

▼

2. Raw-material & bought-out procurement (plates, sections, pipes, motors, gearboxes, bearings, valves, drives)

▼

3. Incoming Material Inspection (IQC) – mill certs, dimensions, make verification

▼

4. Store – identification, tagging, traceability & material issue

▼

5. Marking, layout & nesting

▼

6. Cutting – in-house (plasma / gas / shearing / sawing) →

▼

7. Forming – in-house press / punch operations →

▼

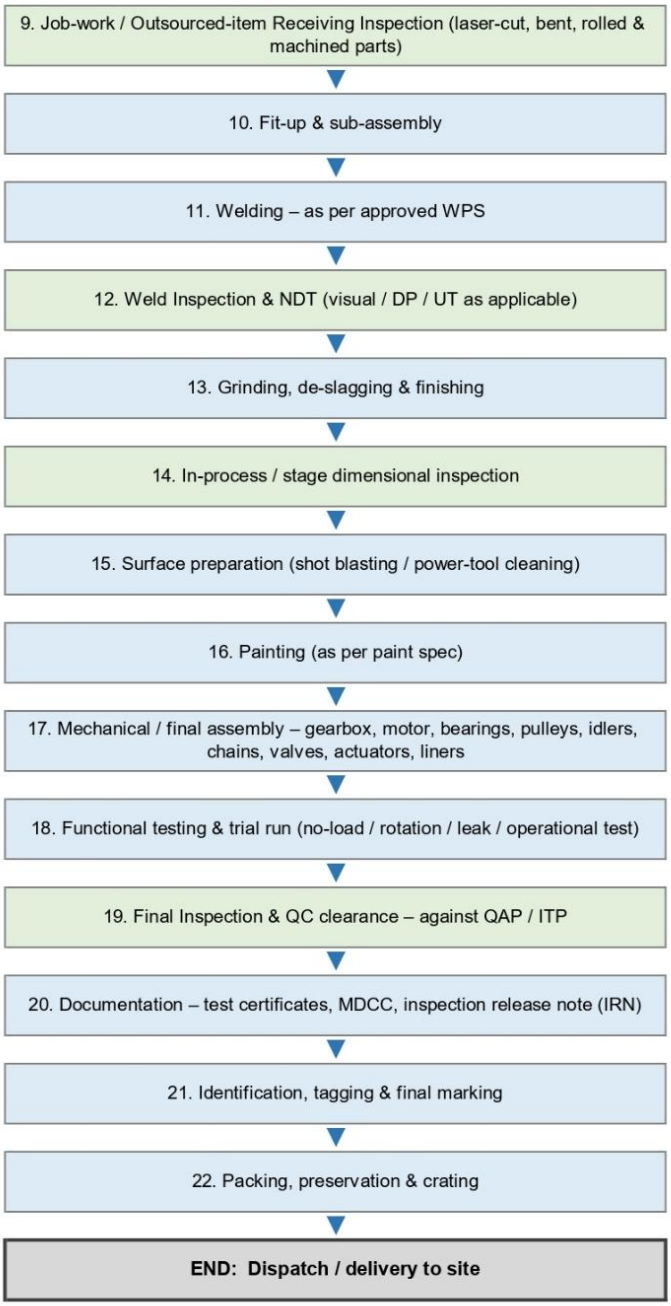
8. Machining – in-house (up to Spindle Ø 85 mm & length 2 m) →

▼

OUTSOURCED OPERATIONS
(carried out at approved sub-vendors)

1. Laser Cutting
2. Bending
3. Rolling
4. Machining – Spindle Ø > 85 mm & length > 2 m

Parts are sent out and received back, then verified at Step 9 (Job-work Receiving Inspection) before fit-up.



NOTES
1. Diamonds/green boxes are inspection & quality-hold points; work proceeds only after acceptance against the QAP / ITP.
2. Outsourced operations (laser cutting, bending, rolling and machining beyond Ø 85 mm / 2 m) are done at approved sub-vendors on a job-work basis; all such items are 100% verified at incoming receiving inspection (Step 9) before use.
3. Non-conforming material at any inspection stage is segregated and dispositioned as per the NCR / rework procedure before re-entering the flow.
4. All fabrication, welding, painting and testing is carried out to the applicable drawings, WPS, paint spec and customer/QAP requirements; records are maintained for traceability.

Step 1: Design & Engineering

The manufacturing process commences upon receipt of a work order released by the Project Management Office (PMO). Based on the project requirements, our engineering team prepares General Arrangement (GA) drawings, fabrication drawings, Bill of Materials (BOM), welding plans, cutting plans and the applicable Quality Assurance Plan (QAP) and Inspection & Test Plan (ITP).

Step 2: Procurement of Raw Materials & Bought-out Components

Following completion of the engineering and design activities, raw materials and bought-out components, including steel plates, structural sections, pipes, motors, gearboxes, bearings, valves and drives, are procured from approved suppliers in accordance with the project specifications.

Step 3: Incoming Material Inspection (IQC)

All incoming raw materials and bought-out components undergo Incoming Quality Inspection (IQC), wherein mill test certificates, dimensions, material specifications and supplier details are verified to ensure compliance with the approved engineering requirements prior to their acceptance for production.

Step 4: Material Storage

Accepted materials are identified, tagged and stored with appropriate traceability before being issued to the production department in accordance with the approved Bill of Materials and production schedule.

Step 5: Marking, Layout & Nesting

The materials are marked, laid out and nested based on the approved fabrication drawings to optimise material utilisation and facilitate the subsequent fabrication processes.

Step 6: Cutting

The marked materials undergo in-house cutting operations using plasma cutting, gas cutting, shearing and sawing processes to achieve the required dimensions specified in the fabrication drawings.

Step 7: Forming

The cut components are subjected to in-house forming operations, including press and punch operations, to obtain the required profiles and shapes for further fabrication.

Step 8: Machining

The formed components undergo machining operations at our manufacturing facility to achieve the specified tolerances and dimensions. Machining operations beyond our in-house machining capacity, including components with spindle diameter exceeding 85 mm and machining length exceeding 2 metres, are carried out through approved job-work vendors.

Outsourced Operations

Certain specialised operations are undertaken through approved sub-vendors on a job-work basis. These include laser cutting, blasting, rolling and machining for components exceeding 85 mm spindle diameter and/or 2 metres in length. After completion of the outsourced activity, the components are received back at the Company's facility and subjected to job-work / outsourced-item receiving inspection. Laser-cut, bent, rolled and machined components are verified before being taken up for further fabrication.

Step 9: Job-work / Outsourced Item Receiving Inspection

All components received from approved job-work vendors undergo receiving inspection to verify dimensions, workmanship and compliance with the approved engineering drawings and quality requirements before being integrated into the manufacturing process.

Step 10: Fit-up & Sub-assembly

Fabricated components are aligned, fitted and assembled into sub-assemblies in accordance with the approved fabrication drawings prior to welding operations.

Step 11: Welding

The assembled components are welded in accordance with the approved Welding Procedure Specifications (WPS) to ensure structural integrity and compliance with applicable quality standards.

Step 12: Weld Inspection & Non-Destructive Testing (NDT)

Welded assemblies undergo visual inspection and, wherever applicable, Non-Destructive Testing (NDT), including Dye Penetrant (DP) and Ultrasonic Testing (UT), to verify weld quality and structural soundness.

Step 13: Grinding, De-slagging & Finishing

Following welding, the fabricated assemblies undergo grinding, removal of weld slag and finishing operations to achieve the required surface finish and dimensional accuracy.

Step 14: In-process / Stage Dimensional Inspection

Dimensional inspections are carried out during various stages of manufacturing to verify conformity with approved engineering drawings and quality specifications.

Step 15: Surface Preparation

The fabricated assemblies undergo surface preparation through shot blasting or power-tool cleaning to remove surface contaminants and prepare the equipment for painting and coating operations.

Step 16: Painting, Coating & Lining

Painting, coating and lining activities are undertaken in accordance with applicable paint specifications and customer requirements to provide corrosion protection and enhance product durability.

Step 17: Mechanical / Final Assembly

Following completion of surface treatment, mechanical assembly is carried out by integrating motors, gearboxes, bearings, pulleys, idlers, chains, valves, actuators, liners and other associated components to complete the equipment.

Step 18: Functional Testing & Trial Run

The completed equipment undergoes functional testing and trial runs, including no-load testing, rotation testing, leak testing and operational testing, wherever applicable, to verify functionality and operational performance.

Step 19: Final Inspection & Quality Clearance

Upon successful completion of testing, the equipment undergoes final inspection against the applicable Quality Assurance Plan (QAP) and Inspection & Test Plan (ITP). Products are released for dispatch only after obtaining quality clearance.

Step 20: Documentation

Following quality clearance, the Company prepares and maintains the relevant quality documentation, including test certificates, Manufacturing Data Compilation Certificate (MDCC), Inspection Release Note (IRN) and other project-specific records to ensure traceability.

Step 21: Identification, Tagging & Final Marking

The finished products are identified, tagged and marked to facilitate traceability, handling and site identification prior to dispatch.

Step 22: Packing, Preservation & Crating

The finished equipment is packed, preserved and crated in accordance with the applicable packaging requirements to ensure safe transportation and is thereafter dispatched to the customer site.

COMPETITIVE STRENGTHS

Established Position in Liquid Alternative Fuel Systems

We have an established position in the supply of liquid alternative fuel (AFR) feeding systems in India. Our company is the leading liquid AFR system manufacturer in India with over 75% of the market share in this segment *(Source: Mordor Intelligence Industry Report- India alternate fuel and raw materials (AFR) firing systems market).* Liquid AFR feeding systems are used for receiving, storing, transferring, metering and feeding liquid waste streams to cement manufacturing processes for use as alternative fuel.

Our liquid AFR feeding systems comprise, depending on the requirements of the respective project, unloading systems, storage tanks, pumping systems, filtration systems, metering and dosing systems and burner interface systems. These systems are integrated with the precalciner, main burner or other process systems of a cement plant. The configuration of the system depends on the nature of the liquid waste, the required feeding rate and the configuration of the customer existing plant.

We have 10 years of experience in supplying liquid AFR feeding systems to cement manufacturers in India. During this period, we have developed experience in handling liquid waste streams having different characteristics, including variations in calorific value, viscosity, solid content, chlorine content and corrosivity. These characteristics affect the selection and configuration of equipment forming part of the liquid AFR system.

Accordingly, the design of our liquid AFR systems is undertaken based on the requirements of each project. The equipment configuration, materials used in the system and control arrangements may vary depending on the characteristics of the material being handled, required throughput, plant configuration and customer specifications. This project-specific approach forms part of our engineering and project execution activities.

Diversified Product Portfolio and Solutions Across Alternative Fuel and Waste Processing Applications

Our Company designs and supplies engineering systems covering multiple stages of alternative fuel and waste processing applications. Our product portfolio spans two verticals - AFR (Alternative Fuel and Raw Material) Systems covering waste pre-processing, co-processing, extraction, conveying, dosing, feeding, drying, fire protection and emission control and BMH (Bulk Material Handling) Systems covering rail unloading, conveying, pneumatic conveying, flow control, grinding aid injection, blending and dust control.

Our liquid AFR systems are used for handling and feeding liquid alternative fuel streams. Our solid AFR systems cover various stages of handling and preparation of refuse-derived fuel (RDF) and other processed waste streams, including reception, storage, screening, shredding, conveying, metering and feeding. Our bulk material handling systems are used for movement and handling of materials within industrial facilities. Our emission control and fire protection systems include dust control systems, oxides of nitrogen (NOx) emission control systems and fire-fighting systems.

Our product portfolio covers different stages of alternative fuel and waste processing, including material reception, storage, processing, conveying, metering and feeding, depending on the requirements of the respective project. Depending on the scope of the respective customer contract, we supply individual equipment, a specific system or an integrated engineering package comprising multiple systems. Our business is not limited to a single equipment category and includes engineering and supply requirements relating to different stages of the alternative fuel and waste processing chain. The nature and extent of our involvement in a project depends on the customer requirements, existing plant infrastructure and contractual scope.

Integrated Single-Contract Execution Capabilities Spanning Engineering Design, Manufacturing, Installation, Automation and Commissioning

One of our key strengths is our ability to provide integrated engineering and project execution solutions across multiple stages of an industrial project. Our Company undertakes integrated engineering projects comprising engineering and design, procurement, manufacturing, fabrication, installation, commissioning and electrical, instrumentation and automation integration, depending on the scope of the respective customer contracts. The engineering systems supplied by us are designed based on customer-specific operating conditions, including the characteristics of the material being handled, throughput requirements, plant layout, available space and process integration requirements. Accordingly, the engineering design, equipment configuration and system layout vary from project to project and are developed in accordance with the respective customer specifications.

Our engineering capabilities include mechanical engineering, process engineering, electrical and instrumentation engineering, and automation integration. Depending on the scope of work, we also undertake programmable logic controller (PLC)-based automation systems, motor control centres (MCC), power control centres (PCC), distributed control system (DCS) integration and related control systems. These systems are integrated with the engineering equipment supplied by us based on customer specifications and operational requirements.

Our project execution activities are undertaken by dedicated engineering, manufacturing and project execution teams, which coordinate the various stages of project implementation from engineering and procurement to installation, commissioning and performance testing. We execute projects in accordance with customer-approved engineering drawings, technical specifications and contractual requirements.

Execution Track Record of Over 80 Commissioned Installations across Cements and different Industrial Sectors.

Since our incorporation in 2015, we have been engaged in the execution of engineering projects for customers operating in the cement and different industrial sectors. As on the date of this Draft Red Herring Prospectus, we have completed over 80 commissioned installations primarily for the cement industries, and secondary for pharma & chemical industries. As on the date of this Draft Red Herring Prospectus, we have executed projects across 16 states in India and in selected international markets, including Bangladesh, the United Arab Emirates, and Mexico.

Our executed projects include engineering, manufacturing, supply, installation and commissioning of engineering systems based on customer-specific requirements. Through the engineering systems commissioned by us, over 17 million tonnes of liquid and solid waste materials have been handled and processed. Our project execution experience covers projects of varying capacities and site conditions across domestic and international locations.

Specialised Engineering Capabilities Developed Over 10 Years of Handling Variable Alternative Fuel and Waste Streams

Our Company designs and supplies engineering systems for alternative fuel co-processing, waste processing and bulk material handling applications based on customer-specific process requirements. The engineering systems supplied by us are designed after considering factors such as the characteristics of the material being handled, throughput requirements, plant configuration, available space, process integration requirements and applicable operational parameters. Accordingly, the engineering design, equipment configuration and system layout vary from project to project.

Our engineering capabilities extend to handling a wide range of alternative fuels and waste streams, including hazardous liquid alternative fuels, refuse-derived fuel (RDF), biomass, agricultural residues, processed municipal solid waste, industrial waste, carbon black and other waste-derived materials. Depending on customer requirements, our engineering systems are integrated with existing plant infrastructure, including precalciners, main burners and other process systems. Our engineering systems are designed in accordance with applicable customer specifications and relevant regulatory and industry standards, wherever applicable.

Relationships with Customers

Our customers primarily comprise business-to-business (B2B) customers operating primarily in the cement industry and secondarily for pharma & chemical industries. Our customer base also includes entities engaged in industrial equipment and engineering products, industrial automation and analytical instruments, paper and paper products, waste management and recycling, and biofuels and renewable energy activities. Customer acquisition is undertaken through direct engagement, and repeat business from existing customers. Our business is characterised by project-based engagements, where customers place orders for new installations, plant expansion, capacity enhancement, equipment replacement or modernisation of existing facilities. As part of the ordinary course of our business, we have received repeat business from existing customers for projects across different manufacturing locations and project phases. We maintain ongoing customer engagement through engineering support, installation, commissioning, maintenance support and supply of spare parts, wherever required under the respective customer contracts.

The details of year-on-year percentage wise repetitive customers for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024: -

Particulars	For the Fiscal Year 2026	For the Fiscal Year 2025	For the Fiscal Year 2024
Total Customers	32	37	36
Repeated Customers	22	27	29
Percentage (%)	68.75%	72.97%	80.56%

As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 29, 2026.

ISO 9001:2015 Certified Quality Assurance and Testing Framework

Our operations are supported by a quality management system certified under ISO 9001:2015 covering the design, development, manufacture and supply of non-metallic lined pipes and fittings, liquid alternative fuel systems, dosing and sampling systems, bulk material handling equipment, solid alternative fuel systems and emission control systems. Our quality procedures cover various stages of engineering, procurement, manufacturing, inspection, assembly and testing in accordance with applicable quality requirements.

The quality assurance process includes inspection of raw materials and bought-out components, in-process quality checks during fabrication and assembly, dimensional inspection, functional testing and final inspection prior to dispatch, wherever applicable. Depending on the project scope and customer requirements, factory acceptance tests (FAT) and site acceptance tests (SAT) are also carried out before commissioning. As part of our quality management framework, we maintain documented quality procedures and inspection records for our engineering systems.

As on the date of this Draft Red Herring Prospectus, our Company holds an ISO 9001:2015 certification covering its manufacturing and engineering activities. We also hold an Importer Exporter Code (IEC) issued by the Directorate General of Foreign Trade, enabling us to undertake export of our engineering systems.

Presence in International Markets

In addition to our operations in India, we have supplied and commissioned engineering systems for customers located outside India, including Bangladesh, the United Arab Emirates, and Mexico. We commenced supply to international customers in Fiscal 2025 and hold an Importer Exporter Code (IEC) issued by the Directorate General of Foreign Trade. Since Fiscal 2025, we have undertaken export projects involving five export invoices aggregating to ₹234.91 lakhs for four customers located across three countries.

Our experience in executing projects across multiple jurisdictions includes activities relating to export documentation, international logistics and packaging, third-party inspection requirements, compliance with applicable destination country standards and certification requirements and deputation of personnel for supervision of installation and commissioning at overseas sites. Depending on customer requirements, we also provide post-commissioning engineering and spare parts support to international customers.

Set out in the table below is the bifurcation of our revenue from operations between India and outside India for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024:

(₹ in Lakhs)

Particulars	Fiscal Year 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Domestic	5,649.35	100.00%	2,011.39	89.54%	1,663.45	100.00%
Exports	0.00	0.00%	234.91	10.46%	0.00	0.00%
Total	**5,649.35**	**100.00%**	**2,246.30**	**100.00%**	**1,663.45**	**100.00%**

As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 29, 2026.

Experienced Promoters and Senior Management Team

Our Company is promoted by individuals with significant experience in industrial engineering, project execution and business management, spanning over 18 years each in the industry.

Our Promoters, Mr. J. Bhaskar, Mr. S. Saravanan, Mr. E. Surendra Babu and Mr. B. Prabakaran, collectively have over 68 years of experience across engineering, project execution, manufacturing, procurement, sales and finance. The experience of our Promoters has contributed to the development of our business operations, including the establishment of supplier and customer relationships, expansion of our product and solutions portfolio, and development of our project execution and after-sales service capabilities. Our Promoters have also been involved in developing our company's business strategies and overseeing its operational and financial management, including budgeting, cash flow management, procurement and project execution.

Our Promoters are supported by an experienced senior management team with expertise across engineering, design, production, quality assurance, project execution, procurement, finance, marketing and customer support. The senior management team is responsible for, project execution, management of day-to-day operations, implementation of internal processes and maintenance of relationships with customers and suppliers. The industry experience of our Promoters and senior management team has contributed to our understanding of the operational and technical requirements of the alternative fuel and bulk material handling industry, and has assisted us in managing our business operations and executing projects across different customer segments. For further details of our Promoters, Directors and senior management, see *"Our Management"* beginning on page 241 of this Draft Red Herring Prospectus.

Track Record of Profitability and Consistent Financial Performance

We have maintained profitability and recorded growth in our financial performance during the last three Fiscals. Our revenue from operations was ₹5,649.35 lakhs, ₹2,246.30 lakhs and ₹1,663.45 lakhs during Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively, representing a growth of 151.50% in Fiscal 2026 over Fiscal 2025 and 35.04% in Fiscal 2025 over Fiscal 2024. Our EBITDA stood at ₹1,238.72 lakhs, ₹259.90 lakhs and ₹131.45 lakhs during Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively, with EBITDA margins of 21.74%, 11.32% and 7.78%, respectively. Our Restated profit for the year stood at ₹783.10 lakhs, ₹100.52 lakhs and ₹34.35 lakhs during Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively, with PAT margins of 13.86%, 4.47% and 2.06%, respectively. As on September 15, 2026, our Order Book stood at ₹ 6,500.44 lakhs, comprising 25 orders.

(₹ in lakhs)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue	5,649.35	2,246.30	1,663.45
EBITDA	1,238.72	259.90	131.45
PAT	783.10	100.52	34.35

EXPANSION STRATEGIES

Expand Product Portfolio through New Engineering Solutions

Our strategy is to expand our product portfolio through the development of new engineering solutions for alternative fuel and waste processing applications. In this regard, we are undertaking the development of an AFR Dryer, which is designed to reduce the moisture content of alternative fuel feedstock, including municipal solid waste, industrial sludge, biomass and other waste materials, to facilitate their utilisation in cement kilns. We are also undertaking the localisation and development of industrial shredders, screens, wind shifters for waste pre-processing applications, which are intended to be integrated with our existing waste processing systems.

The development of these products includes engineering design, prototype development, fabrication, testing and validation activities. We also intend to strengthen the required manufacturing infrastructure and develop the vendor base for procurement of critical components associated with these products. Upon commercialisation, these products are intended to complement our existing engineering solutions for alternative fuel handling, waste processing and bulk material handling applications. Through the development of these engineering solutions, we intend to expand the range of products offered by us to customers operating in the cement, waste management, waste-to-energy and other industrial processing sectors.

Expansion of Project Execution Capabilities

We propose to broaden our project execution scope by undertaking projects covering a wider range of engineering, procurement, manufacturing, supply, installation and commissioning services, depending on customer requirements. We intend to increase our participation in integrated engineering and turnkey projects across our existing business verticals, including alternative fuel systems, waste processing systems, and bulk material handling systems. We also intend to strengthen our project planning, procurement, manufacturing coordination and site execution capabilities to support the execution of projects involving a broader scope of work. We also propose to continue strengthening our vendor network, project management systems and execution resources to support timely execution of engineering contracts in accordance with customer specifications and project requirements.

To strengthen Relationships with Existing Customers and Expand Customer Base

Our customer development strategy focuses on strengthening relationships with existing customers while expanding our customer base across the cement, waste management, waste-to-energy and other industrial processing sectors. We intend to increase our engagement with existing customers by offering a broader range of engineering systems across our business verticals and by participating in projects undertaken at multiple manufacturing locations operated by such customers. We also intend to undertake direct customer engagement to expand our customer base.

We also propose to strengthen our customer engagement through key account management initiatives and continue offering engineering support, installation, commissioning, annual maintenance services, spare parts, system upgrades and retrofit solutions, wherever required under the respective customer contracts. We also intend to expand the scope of our engagements with existing customers by undertaking engineering projects across different stages of plant expansion, modernisation and capacity enhancement, depending on customer requirements.

To expand Presence in Domestic and International Markets

Our market expansion initiatives comprise increasing our presence across domestic and international markets through direct customer engagement, and strategic business relationships. We intend to strengthen our presence in international markets where we have previously executed projects, including Bangladesh, the United Arab Emirates, and Mexico, while also exploring opportunities in other overseas markets based on customer requirements and business opportunities.

We have 3 export purchase order 2 from Morocco & 1 from Cairo, Egypt for a Solid Alternative Fuel (SAFR) system & Bulk Material Handling System (BMH) with a purchase order value of ₹2,372.33 lakhs, ₹111.67 lakhs & ₹26.87 lakhs respectively. The purchase order represents our engagement with an overseas cement manufacturer in the Moroccan market and forms part of our international project portfolio.

We also intend to strengthen our international business development activities through participation in industry exhibitions, engagement with local representatives and channel partners, and direct customer interactions. In addition, we propose to continue leveraging our engineering, manufacturing and project execution capabilities to undertake projects across domestic and international markets in accordance with customer requirements.

To enhance Manufacturing and Engineering Capabilities

Our operational priorities include strengthening our manufacturing and engineering capabilities to support projects across our existing business verticals. We intend to enhance our manufacturing infrastructure through the addition of fabrication and testing facilities, engineering tools and equipment, based on business requirements. We also intend to continue strengthening our engineering capabilities through improvements in design infrastructure, engineering software and automation systems to support product development and project execution. As part of this strategy, we intend to continue strengthening our manufacturing processes, vendor network and quality management systems to support the fabrication, assembly, testing and timely delivery of engineering systems in accordance with customer requirements.

MANUFACTURING FACILITY

Our manufacturing activities are carried out from our manufacturing facility situated at Survey No. 708-B, 8-86/11 Devaryamjal Village, Shamirpet Mandal, Medchal–Malkajgiri Hyderabad – 500078, Telangana, India, having an area of 8,712 sq. yards. The facility is utilised for fabrication, assembly, inspection and testing of engineering equipment and systems supplied across our business verticals - Alternative Fuel and Raw Material (AFR) Systems, and Bulk Material Handling (BMH) Systems.

The manufacturing process is undertaken in accordance with customer-approved engineering drawings and project specifications. Our in-house manufacturing activities primarily comprise fabrication of structural steel components, conveyor structures, skids, equipment assemblies and other fabricated components, followed by assembly, inspection and testing prior to dispatch. Certain specialised equipment, bought-out components and project-specific assemblies are procured from approved domestic and international suppliers and integrated into the final engineering systems during the manufacturing and assembly process, depending on customer requirements and project specifications.

The manufacturing facility is equipped with fabrication, welding, machining, assembly, surface preparation, painting, inspection and testing infrastructure required for execution of our engineering projects. Quality inspections are carried out at various stages of production, including incoming material inspection, in-process inspection and final inspection, in accordance with our internal quality management procedures and customer specifications.

As on the date of this Draft Red Herring Prospectus, we do not have any manufacturing facility outside India. For international projects, engineering systems are manufactured and assembled in India and supplied to the respective overseas project locations. Installation, testing and commissioning activities at such project sites are undertaken by our personnel in accordance with the scope of the respective customer contracts.

Few photographs of our Manufacturing Facility are set out below:

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CAPACITY AND CAPACITY UTILIZATION

Set out below are the details of installed capacity, actual production, and capacity utilisation of our manufacturing unit located at Survey No. 708-B, 8-86/11 Devaryamjal Village, Shamirpet Mandal, Medchal–Malkajgiri Hyderabad – 500078, Telangana, India for the periods indicated.

Products	Fiscal Year 2026			Fiscal Year 2025			Fiscal Year 2024		
	Installed Capacity *(in hours)*	Actual Production *(in hours)*	Capacity Utilization *(in %)*	Installed Capacity *(in hours)*	Actual Production *(in hours)*	Capacity Utilization *(in %)*	Installed Capacity *(in hours)*	Actual Production *(in hours)*	Capacity Utilization *(in %)*
AFR	1,85,328	1,19,982	87.04%	1,55,001	1,26,039	95.61%	87,609	60,498	69.12%
BMH		41,328			22,158			55	

As certified by Mr. Kamalakannan C, Chartered Engineer, Axium Valuation Services LLP, by his certificate dated September 25, 2026.

BUSINESS PROCESS



We follow a project-based business model under which our engineering systems are designed and executed based on the requirements of each customer and their plant. Our business process starts with identification of prospective customers and receipt of enquiries and continues through technical solutioning, proposal and order finalisation, engineering, procurement, manufacturing, delivery, installation and commissioning. Following completion of the project, we provide after-sales support, including supply of spare parts, servicing, maintenance, system optimisation and retrofit services.

Our business process is broadly divided into the following stages:

1. Customer Identification and Enquiry Generation

Our present customer base is primarily in the cement industry. We identify potential customers through our existing customer relationships, technology partners, industry conferences and technical forums. We also track cement plants in India and our target international markets, including their capacity, existing AFR infrastructure, planned expansions, plant upgrades and new production lines.

We also track developments relating to emission norms and waste management requirements. Our installed base of more than 80 commissioned installations provides opportunities for upgrades, debottlenecking and similar systems at other plants of our customers. We also receive business opportunities through referrals from existing customers and technology partners.

We approach prospective customers to understand their operational requirements and challenges, including increasing the use of alternative fuel, improving material feeding, handling different materials and meeting emission requirements. We present our credentials and relevant reference installations, discuss the customers existing operations and fuel mix, and conduct a plant survey where required. Where required for the customers internal budgeting, we also provide a budgetary offer. This process results in a formal enquiry from the customer. We also undertake vendor registration and empanelment with large cement groups.

2. Enquiry Evaluation and Solution Development

We record enquiries received from customers, EPC contractors, technology licensors and referrals along with details such as the customer, end user, plant location, product requirement, project scope, required capacity and estimated order value.

Before taking up an enquiry, we evaluate our ability to execute the project, available capacity, delivery schedule, expected margin, commercial terms, customer credit profile and project risks. Based on this evaluation, we decide whether to pursue the enquiry and record the reason for enquiries that we do not pursue.

For the enquiries we pursue, our Estimation and Proposal team, supported by our Design and Engineering team, develops a suitable solution. We consider the type and characteristics of the material, required capacity, operating conditions, existing plant setup, available space and performance requirements. Based on these requirements, we determine the equipment and materials required for the project.

3. Estimation and Proposal

We prepare the project cost based on the materials, equipment and services required for the project. Our estimate includes material and equipment costs, manufacturing, outsourced activities, quality and testing, packing and transportation, engineering, project management, installation and commissioning and other project-related costs. We also consider bank guarantee and working capital costs and provide for project contingencies.

Based on the project requirements, competitive position, project risks and payment terms, we determine the project price and obtain the required internal approval before submitting the proposal.

Our proposal includes the proposed solution, equipment details, scope of work, responsibilities of us, the customer and other parties, price, taxes, delivery schedule, payment terms, performance requirements, exclusions and other applicable terms. We discuss the proposal with the customer, respond to queries and revise the proposal where required.

4. Negotiation and Order Finalisation

We negotiate the price, delivery schedule, payment milestones, bank guarantee requirements, liquidated damages and performance requirements with the customer. Any commercial concessions agreed during negotiations are reviewed for their impact on project cost before acceptance.

After receiving a purchase order or letter of intent, we review the agreed project scope, commercial terms, payment milestones, delivery schedule, performance requirements, liability and security requirements. Any differences are discussed and resolved with the customer before we accept the order.

After completing the review, we book the order and hand it over to our Project Management Office along with the relevant project documents and project schedule.

5. Project Planning and Engineering

After order finalisation, we conduct an internal project kick-off meeting and form the project team. We prepare the project execution schedule based on the customer required delivery date and identify items that require longer procurement time.

We also conduct a kick-off meeting with the customer to agree on drawing submission and approval timelines, inspection requirements, site readiness responsibilities and communication procedures.

Our engineering team prepares the required designs and drawings for the project. We submit the drawings to the customer for approval, incorporate comments where required and release the approved drawings for manufacturing.

6. Procurement and Sourcing

We decide how the required equipment and components will be sourced for each project. Certain equipment is manufactured at our Hyderabad facility. Certain activities are carried out through subcontractors based on our specifications, while we retain responsibility for the design and quality of such work.

We purchase certain equipment and components from approved vendors, including drives, gearboxes, bearings, weighing systems, instrumentation and electrical items. Specialised equipment is also sourced from our global technology partners. Installation and erection activities are carried out through appointed contractors or under our supervision, depending on the project scope.

We maintain an approved vendor list and evaluate vendors based on cost, delivery time, payment terms and past performance. We monitor critical and long-lead items and check materials received from vendors before using them in the project.

7. Manufacturing and Quality Control

We manufacture equipment at our Hyderabad facility. The manufacturing process includes receipt and checking of materials, cutting, shaping, machining, welding, painting and assembly. Components received from subcontractors are checked before being used in manufacturing. We conduct quality checks at different stages, including material inspection, dimensional checks, welding and other required testing, painting checks, assembly checks and functional testing.

Before dispatch, we conduct a final inspection to ensure that the equipment meets the approved drawings, specifications and project requirements. We also prepare an inspection and testing plan for each project and complete customer or third-party inspections where required. We provide project progress updates to the customer as agreed.

If there is any change in the customer requirements or project scope during execution, we assess its impact on project cost and delivery schedule and proceed with the change after receiving written acceptance from the customer.

8. Dispatch and Delivery

After manufacturing, testing and final inspection, we pack and dispatch the equipment to the customer site. Before dispatch, we complete the required packing, marking and commercial and statutory documentation. We also confirm the applicable payment milestone and the readiness of the customer site.

For large or over-dimensional equipment, we plan the transportation route and complete the required permissions. After delivery, we check the equipment against the packing list along with the customer and record any shortage or damage during transportation.

9. Installation and Commissioning

Before installation, we check that the customer site is ready, including foundations, required utilities, access, lifting arrangements and safety requirements. Depending on the project scope, installation is carried out with labour provided by the customer or its contractor under our supervision, or through our appointed installation contractor under our supervision.

The installation includes the equipment, feeding systems, hoppers, ducting, piping, utilities, electrical systems and other related components. We record site progress and issues during installation and complete the remaining work jointly with the customer. After installation, we first run the system without process material and then with the required material. We gradually increase the operating capacity and adjust the system to achieve the required operating conditions.

10. Performance Testing and Handover

We conduct performance tests based on the procedure agreed with the customer. The test covers the agreed requirements such as throughput, feed accuracy, availability, emission levels and power consumption, as applicable to the project. We record the test results in a performance test report jointly signed by the customer. We also provide training to the customer operations and maintenance personnel covering system operation, maintenance, troubleshooting and safety.

After successful commissioning and performance testing, we hand over the system along with the required project documents, including drawings, operation and maintenance manuals, quality records, inspection reports, warranty documents, testing records, recommended spare parts and training records.

11. Warranty and After-Sales Support

Following customer acceptance, the applicable final payment milestone is released, the warranty period starts and the performance bank guarantee is released as per the contractual terms. During the warranty period, we address defects related to design, material or workmanship in accordance with the agreed contractual terms.

After handover, we provide spare parts, service and annual maintenance support. We also undertake performance improvement, upgrades and retrofit work based on customer requirements and changes in operating conditions.

12. Repeat Business and Future Opportunities

Our installed base provides opportunities for repeat business through upgrades, debottlenecking and similar systems at other plants of our customers. Enquiries generated through these activities enter our business process again at the enquiry stage. We also review customer feedback received after handover and major service activities as part of our quality management process.

ORDER BOOK

Set forth below are the details of our order book, bifurcated between projects located in India and outside India, as on September 15, 2026:

(In ₹ Lakhs)

Sr. No.	Customer Name	Date	Vertical	State/ Country	Amount	Work Executed	Pending Amount	Expected completion Time
A. India								
1.	ACC Limited	29-05-2024	BMH	Tamil Nadu	1,030.04	998.99	31.05	Mar-2027
2.	ACC Limited	24-03-2025	BMH	Maharashtra	704.29	402.29	302.00	Mar-2027
3.	ACC Limited	23-04-2026	AFR	Chhattisgarh	300.00	243.00	57.00	Dec-2026
4.	Ambuja Cements Limited	06-06-2024	BMH	Rajasthan	1,230.64	1,193.61	37.04	Dec-2026
5.	Ambuja Cements Limited	28-01-2025	AFR	Rajasthan	370.00	160.51	209.49	Dec-2026
6.	Ambuja Cements Limited	10-12-2025	AFR	Rajasthan	1,121.00	1,053.74	67.26	Dec-2026
7.	Chettinad Cement Corporation Private Limited	26-06-2026	AFR	Tamil Nadu	27.42	0.00	27.42	Dec-2026
8.	JSW Cement Limited	15-05-2026	AFR	Andhra Pradesh	1.59	0.00	1.59	Sep-2026
9.	Dalmia Cement (Bharat) Limited	29-05-2026	AFR	Andhra Pradesh	2.04	0.00	2.04	Sep-2026
10.	ACC Limited	18-02-2026	AFR	Chhattisgarh	1,470.00	434.29	1,035.71	Jan-2027
11.	Ambuja Cements Limited	24-04-2026	AFR	Andhra Pradesh	1,470.00	45.85	1,424.15	Jan-2027
12.	J.K. Cement Limited	31-07-2026	AFR	Rajasthan	0.95	0.00	0.95	Oct-2026
13.	UltraTech Cement Limited	13-07-2026	AFR	Maharashtra	9.94	0.00	9.94	Oct-2026
14.	UltraTech Cement Limited	24-07-2026	AFR	Maharashtra	1.54	0.00	1.54	Sep-2026
15.	JSW Cement Limited	13-07-2026	AFR	Rajasthan	500.00	0.00	500.00	Jan-2027
16.	Ambuja Cements Limited	11-09-2026	AFR	Rajasthan	44.59	0.00	44.59	Dec-2026
17.	Wonder Cement Limited	15-09-2026	AFR	Rajasthan	7.45	0.00	7.45	Dec-2026
18.	Dalmia Cement (Bharat) Limited	01-09-2026	AFR	Karnataka	3.00	0.00	3.00	Oct-2026
19.	Shree Cements Limited	24-08-2026	AFR	Rajasthan	10.83	0.00	10.83	Oct-2026
20.	Shree Cements Limited	05-09-2026	AFR	Andhra Pradesh	210.00	0.00	210.00	Dec-2026
21.	UltraTech Cement Limited	29-05-2026	AFR	Maharashtra	4.59	0.00	4.59	Sep-2026

22.	J.K. Cement Limited	05-08-2026	AFR	Madhya Pradesh	1.93	0.00	1.93	Oct-2026
Total					**8,521.84**	**4,532.28**	**3,989.57**	
B. Outside India								
23.	Geo Cycle	29-12-2025	AFR	Morocco	2,372.33	0.00	2,372.33	Feb-2027
24.	Geo Cycle	29-12-2025	AFR	Morocco	111.67	0.00	111.67	Mar-2027
25.	Heidelberg Materials- Suez Cement S.A.E.	05-08-2026	BMH	Egypt	26.87	0.00	26.87	Dec-2026
Total					**2,510.87**	**0.00**	**2,510.87**	
GRAND TOTAL					**11,032.71**	**4,532.28**	**6,500.44**	

As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 29, 2026.

OUR CUSTOMERS

Set out in the table below are the details of concentrated Customers for the Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in Lakhs)

Concentrated Customers	Fiscal Year 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Top 5 customers	5,225.00	92.48%	1,735.66	77.27%	1,290.34	77.57%
Top 10 customers	5,575.04	98.68%	2,061.03	91.75%	1,482.14	89.10%

As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 29, 2026.

TOP 10 CUSTOMERS

For the Financial Year 2025-2026

(₹ in Lakhs)

S. No.	Customers	Vertical	Amount	% of Total Sales
1.	Customer 1	AFR & BMH	2113.55	37.41%
2.	Customer 2	AFR	1259.98	22.30%
3.	Customer 3	AFR & BMH	1116.58	19.76%
4.	Customer 4	AFR	455.22	8.06%
5.	My Home Industries Private Limited	AFR	279.68	4.95%
6.	Customer 6	AFR	218.88	3.87%
7.	Dalmia Cement (Bharat) Limited	AFR	66.75	1.18%
8.	Customer 8	AFR	29.12	0.52%
9.	JK Cement Works	AFR	18.18	0.32%
10.	Customer 10	AFR	17.11	0.30%
Total			**5,575.04**	**98.68%**

For the Financial Year 2024-2025

(₹ in Lakhs)

S. No.	Customers	Vertical	Amount	% of Total Sales
1.	Customer 1	AFR & BMH	539.01	24.00%
2.	Customer 2	BMH	515.00	22.93%
3.	Dalmia Cement (Bharat)	AFR & BMH	249.35	11.10%
4.	Customer 4	AFR & BMH	221.10	9.84%
5.	Customer 5	AFR	211.20	9.40%
6.	Customer 6	AFR	146.18	6.51%
7.	Customer 7	AFR	60.25	2.68%
8.	Customer 8	AFR	52.39	2.33%

9.	Customer 9	AFR	34.84	1.55%
10.	Customer 10	BMH	31.70	1.41%
Total			**2,061.03**	**91.75%**

For the Financial Year 2023-2024

(₹ in Lakhs)

S. No.	Customers	Vertical	Amount	% of Total Sales
1.	Customer 1	AFR	449.96	27.05%
2.	Customer 2	AFR	320.00	19.24%
3.	Dalmia Cement (Bharat)	AFR & BMH	257.37	15.47%
4.	Customer 4	AFR	194.45	11.69%
5.	Customer 5	AFR	68.56	4.12%
6.	Customer 6	AFR	48.50	2.92%
7.	Customer 7	AFR	41.50	2.49%
8.	Customer 8	AFR & BMH	37.95	2.28%
9.	Customer 9	AFR	33.11	1.99%
10.	JK Cement Works	AFR	30.73	1.85%
Total			**1,482.14**	**89.10%**

As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 29, 2026.

OUR SUPPLIERS

Set out in the table below are the details of concentrated suppliers for the Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in Lakhs)

Concentrated suppliers	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Total Purchases	Amount	% of Total Purchases	Amount	% of Total Purchases
Top 5 suppliers	920.86	64.96%	679.94	47.96%	357.51	40.46%
Top 10 suppliers	1,362.04	96.09%	826.66	58.32%	477.73	54.07%

As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 29, 2026.

TOP 10 SUPPLIERS

For the Financial Year 2025-2026

(₹ in Lakhs)

S. No.	Suppliers	Amount	% of Total Purchase
1.	Shiv Shakti Metal	296.41	20.91%
2.	Symatic Engineering Private Limited	249.42	17.60%
3.	Supplier 3	157.55	11.11%
4.	Supplier 4	118.00	8.32%
5.	Vrvs India Private Limited	99.48	7.02%
6.	Supplier 6	94.77	6.69%
7.	Tegh Cables (India) Private Limited	93.98	6.63%
8.	Deepak ISPAT	90.08	6.35%
9.	Supplier 9	81.19	5.73%
10.	Supplier 10	81.16	5.73%
Total		**1,362.04**	**96.09%**

For the Financial Year 2024-2025

(₹ in Lakhs)

S. No.	Suppliers	Amount	% of Total Purchase
1.	Avishkar Industries Pvt Ltd	274.85	19.39%
2.	Shiv Shakti Metal	197.56	13.94%
3.	JRVS ISPAT Private Limited	115.73	8.16%
4.	BSA Steels Private Limited	48.68	3.43%
5.	Supplier 5	43.12	3.04%
6.	Jain Marketing Agencies	43.07	3.04%

7.	CM Pumps and Systems Pvt. Ltd.	28.84	2.03%
8.	Grip Engineers Pvt Ltd	26.00	1.83%
9.	Supplier 9	24.70	1.74%
10.	Supplier 10	24.11	1.70%
Total		**826.66**	**58.32%**

For the Financial Year 2023-2024

(₹ in Lakhs)

S. No.	Suppliers	Amount	% of Total Purchase
1.	Shiv Shakti Metal	195.37	22.11%
2.	Best Conveyor System	69.00	7.81%
3.	Endress + Hauser India Pvt. Ltd.	32.90	3.72%
4.	Tefline Valve Industries Pvt Ltd	30.21	3.42%
5.	Deepak ISPAT	30.03	3.40%
6.	Supplier 6	27.00	3.06%
7.	Supplier 7	26.50	3.00%
8.	Supplier 8	26.25	2.97%
9.	Supplier 9	20.37	2.31%
10.	JRVS ISPAT Private Limited	20.09	2.27%
Total		**477.73**	**54.07%**

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UTILITIES

Power

Our manufacturing facility sources its power requirements from the state electricity distribution utility. As our plant is located in the vicinity of city limits, the power supply infrastructure in the region is well developed, and instances of power shutdowns or load interruptions are minimal. The sanctioned power supply from the electricity board is adequate to meet our present manufacturing requirements.

In the event of a major grid breakdown or prolonged power disruption due to a natural calamity, we hire diesel generator sets on an hourly rental basis to ensure continuity of plant operations. Such arrangements are made only during major power shutdowns, and we do not maintain any diesel generator sets on a permanent rental basis.

Water

Our manufacturing operations are not water intensive. Water requirements for utility and gardening applications at the plant are met through a borewell located within the plant premises. For drinking purposes, we have arrangements for the supply of packaged drinking water for our staff and employees. We have not faced any material shortage of water for our operations in the past.

DISTRIBUTION & LOGISTICS

Our finished goods, comprising fabricated equipment, structural assemblies and bought-out components, are dispatched directly from our manufacturing facility to customer project sites. Our dispatches primarily comprise over-dimensional and heavy consignments, which require transportation arrangements based on the weight, dimensions and destination of the consignment.

Upon readiness of material for dispatch, our Production Department provides the vehicle requirement details to our Purchase Department, including the consignment weight, dimensions, destination and required vehicle type. The vehicle types used for dispatch include open trailers, low-bed trailers and standard trucks.

Our Purchase Department invites quotations from two to three empanelled transporters with whom we maintain regular business relationships. The quotations received are evaluated on a comparative basis, following which the transport order is placed with the L1 transporter, being the transporter offering the lowest quotation.

We do not maintain a captive transportation fleet and engage third-party transporters for outbound logistics. Freight terms are governed by the respective customer purchase orders and include Ex-Works, Free on Road (FOR) destination and Cost, Insurance and Freight (CIF) terms for export consignments. Under Ex-Works terms, the customer arranges transportation from our manufacturing facility. Under FOR destination terms, we arrange transportation up to the specified customer destination. Under CIF terms for export consignments, we arrange the cost of the goods, freight and insurance up to the specified destination port.

RAW MATERIALS

The raw materials used by our Company include mild steel plates, sheets, channels and sections, MS pipes, ERW pipes, stainless steel sheets, coils, plates and flats. Our bought-out components include VFD panel, flanges, dummy plugs, ball valves, elbows, nipples and other mechanical and piping components, which are used in the fabrication and assembly of our engineered systems and equipment. Our Company also procures key mechanical and electrical components, including motors, gearboxes, bearings, valves and drives, for integration into its equipment and systems.

The procurement of raw materials and bought-out components is undertaken based on the technical specifications, bill of materials and project requirements. Materials are procured from suppliers and are subjected to inspection upon receipt before being used in manufacturing and assembly activities.

The following table sets out the state-wise procurement of raw materials for the periods indicated below:

(₹ in lakhs)

States	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Telangana	1,113.74	33.58%	1,076.81	75.97%	515.58	58.35%
Maharashtra	712.31	21.48%	70.65	4.98%	54.30	6.15%
Tamil Nadu	489.50	14.76%	66.56	4.70%	154.76	17.52%
Gujarat	338.73	10.21%	99.33	7.01%	132.13	14.95%
Delhi	268.37	8.09%	7.27	0.51%	0.90	0.10%
Karnataka	171.09	5.16%	35.94	2.54%	18.46	2.09%
Rajasthan	107.70	3.25%	19.69	1.39%	0.00	0.00%
Chhattisgarh	35.44	1.07%	5.24	0.37%	3.15	0.36%
Haryana	27.88	0.84%	0.00	0.00%	0.00	0.00%
Uttar Pradesh	24.57	0.74%	7.92	0.56%	0.00	0.00%
West Bengal	12.92	0.39%	12.82	0.90%	2.53	0.29%
Madhya Pradesh	7.75	0.23%	6.50	0.46%	0.87	0.10%
Punjab	6.66	0.20%	0.00	0.00%	0.00	0.00%
Goa	0.00	0.00%	8.75	0.62%	0.00	0.00%
Kerala	0.00	0.00%	0.00	0.00%	0.86	0.10%
Total	**3,316.66**	**100.00%**	**1,417.49**	**100.00%**	**883.54**	**100.00%**

As Certified by the M/s. MSPR & Co., Chartered Accountants by their certificate dated September 29, 2026.

LIST OF MACHINERY & EQUIPMENT

The list of machinery and equipment we own are given below:

Sr. No.	Name of the Machine & Equipment	Capacity	Qty.	Usage of Machine
1.	Lathe machine	6FT, 3Ph	1	Turning/Machining
2.	Lathe machine	9FT, 3Ph	1	Turning/Machining
3.	Slotting machine	16A, 3Ph	1	Slotting/Machining
4.	Bench grinder - 3Ph	3Ph	2	Tools Grinding
5.	Arc welding machine	400A, 3Ph	5	Welding

6.	Arc welding machine	300A, 3Ph	3	Welding
7.	Portable arc welding machine	100A, 1Ph	2	Welding
8.	Mig welding machine	400A, 3Ph	6	Welding
9.	Tig welding	400A, 3Ph	1	Welding
10.	Air compressor	300A, 3Ph	2	Injection Moulding/Painting
11.	Air compressor	350A, 3Ph	1	Plasma Cutting/Painting
12.	CNC plasma cutting	3Ph, 6m bed	1	Raw material Cutting
13.	CNC oxy cutting machine	1Ph	1	Raw material Cutting
14.	Plasma cutting	400A, 3Ph	1	Raw material Cutting
15.	Band saw cutting machine	3Ph	1	Raw material Cutting
16.	Pipe cutter machine	3 Ph, 14"	2	Raw material Cutting
17.	Drilling machine	3Ph	1	Drilling
18.	Radial drill machine	3Ph	1	Drilling
19.	Broach cutter	230V, 1Ph	2	Drilling
20.	Broach cutter - 230v, 1Ph	3Ph	2	Drilling
21.	Gantry crane (3 ton capacity)	3Ph	1	Material Handling
22.	Eot crane (5 ton capacity)	3Ph	1	Material Handling
23.	Grinding machine ag34	1Ph	12	Grinding
24.	Grinding machine ag5	3Ph	3	Grinding
25.	Grinding machine ag7	3Ph	4	Grinding
26.	Gas cutting machine	—	2	Raw material Cutting
27.	Injection moulding machine	415V, 3Ph	1	Moulding Operation
28.	Transformer moulding machine	415V, 3Ph	1	Moulding Operation
29.	Moulding oven	415V, 3Ph	1	Heating Purpose
30.	Flaring oven	415V, 3Ph	1	Heating Purpose
31.	Tube centring oven	415V, 3Ph	1	Heating Purpose
32.	Flaring machine	230V, 1Ph	1	Flaring Purpose
33.	Pre-forming machine	3Ph	1	Forming Purpose
34.	Paste extruder	3Ph	1	Extrusion Purpose
35.	Mixing machine	3Ph	1	Mixing Purpose
36.	Milling machine- vertical	X-1000mm, Y-300mm, Z-300mm	1	Milling/Machining
37.	Flexible hand grinding machine	230V	1	Grinding
38.	Tapping machine	230V	1	Tapping Purpose
39.	Sieving machine (vibrating)	—	1	Vibrating Purpose
40.	Wrench set(spanner)	5-60 mm	8 set	Fastening purpose
41.	Hand drilling machine	230 V	3	Drilling
42.	Straight grinding machine	230 V	2	Grinding
43.	Extended Pneumatic die Grinder Machine with 150mm long handle/shaft	230 V	1	Grinding
44.	Welding Electrode Drying Oven with 5kg Capacity (Model: A-HQTS/S, Code: ARC-3101)	5kg	2	Preprocessing purpose
45.	Hydro test pump	440V, 2hp	1	Testing Instrument
46.	Hydro test pump	0-100kg/cm²	2	Testing Instrument
47.	Spark Test 230v-025kv	230v 0-25kv	1	Testing Instrument
48.	Plywood/marble cutter machine	5-Inch/125mm Plywood Cutter – Powerful, High-Speed Wood Cutting Machine Marble Cutter (2000w)	1	Cutting purpose
49.	Pneumatic impact wrench	0-52mm	2	Fastening purpose
50.	Vernier caliper 0-1 mtr & micro miter	0-1000mm & 0-200mm	2	Measuring instrument
51.	Magnetic set square, 105mm	105mm	1	Fitting purpose
52.	Measuring tape & scale	1-30000mm	15	Measuring instrument

HUMAN RESOURCES

As on August 31, 2026, our Company had a total of **129** employees. Our employees are engaged across various functions supporting our company's manufacturing and business operations.

Sr. No.	Functions/Departments	Total Employees
1.	Directors	4
2.	Management	5
3.	Legal & Compliance	1
4.	Finance & Accounts	4
5.	Human Resource & Administration	4
6.	Design	7
7.	Data Entry	2
8.	Electrical & Instrumentation	4
9.	Marketing	2
10.	Project Management Office (PMO)	2
11.	Production	17
12.	Sales & Proposal	3
13.	Quality Control (QC)	2
14.	Purchase & Stores	7
15.	Service	5
16.	Driver	1
Total		**70**

As of August 31, 2026, we have 59 contractual employees engaged as production helpers & housekeeping.

Details of Statutory Contribution

As on August 31, 2026		
Particulars	**Number of Employees**	**Amount Paid (In Rupees)**
EPFO	70	2,48,352.00
ESIC	1	722.00

Our employee's attrition rate for Fiscal 2026, Fiscal 2025 and Fiscal 2024, was 59.96%, 36.30 % and 33.14%, respectively.

INTELLECTUAL PROPERTY

As on the date of this Draft Red Herring Prospectus, our Company does not hold any registered trademarks. However, we have made application for registration of certain trademarks, the details of which are provided below.

Date of Application	Particulars of the Mark	Application Number	Class of Registration
August 08, 2026	' '	7915524	99
August 08, 2026	'DoseMaster Extractor'	7915525	7
August 08, 2026	'SlidingFloor Feeder'	7915526	7
August 10, 2026	'SoliDose Feeder'	7917580	7
August 10, 2026	'TwinDoseMaster Feeder'	7917581	7

INSURANCE

Our Company has obtained insurance policies to cover various operational risks. The details of these insurance policies are provided in the table below:

S. No.	Name of insurance Company	Policy No./UIN	Type of Policy/Item Insured	Sum Insured (In Rupees)	Date of Expiry of the Policy
1.	Liberty General Insurance Limited	3522-500101-26-1000004-00-000	I. Bharat Laghu Udyam Suraksha Material Damage & II. Burglary and Housebreaking	14,00,00,000	April 04, 2027

DOMAIN

The following table sets out details of the domain name used by our company:

Domain name & ID	IANA id	Registrar Name	Registrant Name	Registration Expiry Date
ph1.in	146	GoDaddy	PH1 Industries Pvt Ltd	January 29, 2028

KEY IMMOVABLE PROPERTIES

The brief details of the key immovable properties leased by our Company are set out below:

Usage of Property	Address	Nature of Ownership Interest	Rent	Area	Name of lessor	If lessor is a related party or not	Term End Date	Tenure
Registered Office	13-59, Indira Gandhi Colony, Opp. IDPL Colony Main Gate, Balanagar, Hyderabad - 500037, Telangana, India.	Leased	₹17,600 per month	1155 sq. ft	Mr. Yarramseety Kasiviswesw ar Rao	No	May 16, 2027	11 months
Manufacturing Unit	Survey No. 708-B, 8-86/11 Devaryamjal Village, Shamirpet Mandal; Medchal–Malkajgiri Hyderabad - 500078; Telangana, India.	Leased	₹7,55,582 per month (excluding GST)	44,446 sq. ft	M/s Prime Hub	No	May 14, 2031	7 years
New Office Building Land*	Plot No. 143/1, Survey Nos.	Owned	N.A.	300 sq. yds	N.A.	N.A.	N.A.	N.A.

	18, 31 & 32, Pet Basheerabad Village, Quthbullapur, Medchal-Malkajgiri District, Hyderabad 500067, Telangana, India							

**Proposed corporate office is under construction.*

INFORMATION TECHNOLOGY

Our Company uses SOLIDWORKS Professional 2021 Standalone License for its design and engineering requirements. Our Company has also implemented SolutionOne ERP (Version 1.411) for managing its manufacturing and business operations. The ERP system covers production planning and control, inventory and warehouse management, purchase management, sales and order processing, Material Requirement Planning (MRP), quality management, vendor management, customer management, financial and accounting integration and Management Information System (MIS) reporting. Our Company has also entered into an Annual Maintenance Contract (AMC) with the ERP service provider for support and maintenance of the SolutionOne ERP system.

COLLABORATIONS/ JOINT VENTURES

We do not have any Collaborations or Joint Ventures on the date of this Draft Red Herring Prospectus.

EXPORT & EXPORT OBLIGATION

Our Company does not have any export obligation as on the date of this Draft Red Herring Prospectus.

QUALITY CONTROL CERTIFICATIONS

The following table sets out details of the quality control certification application and certifications of our Company:

S. No.	Certification / Standard	Status/Remarks	Date of Expiry
1	ISO 9001:2015 – Quality Management System (QMS)	Certified by TUV SUD South Asia Private Limited for the design, development, manufacture and supply of non-metallic lined pipes and fittings, liquid alternate fuel systems, dosing and sampling systems, bulk material handling equipment, solid alternate fuel systems and emission control systems.	October 02, 2026

SALES & MARKETING STRATEGY

Our Company follows a direct business-to-business (B2B) sales and marketing strategy for marketing its engineering systems and services. Customer acquisition is primarily driven through direct engagement with cement manufacturers and other industrial customers, execution of engineering projects, and technical discussions. Our sales approach focuses on understanding customer-specific operational requirements and developing customised engineering solutions supported by techno-commercial proposals, engineering drawings and technical documentation.

A significant part of our business is generated through reference-based customer acquisition. Our commissioned engineering systems serve as reference installations for prospective customers, who evaluate the operational

performance of our engineering systems during vendor selection. We also receive repeat business from existing customers and undertake projects across multiple manufacturing locations of the same customer group, depending on their operational requirements and project specifications.

Our business development activities are supported by participation in industry exhibitions, technical conferences, seminars and trade forums relating to the cement, waste management and environmental sectors. These platforms facilitate interaction with existing and prospective customers and enable us to present our engineering capabilities and project execution experience. In addition, we undertake direct customer engagement through our senior management and business development team for customer relationship management, technical discussions and identification of new project opportunities.

For international markets, we undertake business development through direct engagement with customers and, where required, through local representatives or technology partners. Our sales and marketing activities are further supported by our company website, professional networking platforms and technical case studies, which provide information relating to our engineering systems, project execution capabilities and completed installations. We also provide installation, commissioning, annual maintenance services, technical support and spare parts, wherever required under the respective customer contracts.

Photographs of Exhibitions and Industry Events attended by our company are provided below:





HEALTH, SAFETY AND ENVIRONMENT

We are committed to maintaining a safe and healthy working environment for our employees, contractors and visitors. We have established safety procedures covering the use of personal protective equipment, tools and equipment, forklift and crane operations, confined spaces, emergency response, first aid, hazardous materials and job hazard analysis. We provide appropriate safety training to our employees and require them to follow established safety practices and procedures. We also conduct regular safety inspections and investigate incidents and near-misses to identify their causes and take corrective actions.

We maintain an Emergency Action Plan for situations such as fire, toxic chemical release and other emergencies, along with evacuation procedures and periodic training. We also maintain first-aid facilities and provide first-aid and CPR training to employees. We follow procedures for identifying and communicating hazards related to chemicals and provide training on their safe handling, storage and disposal.

We are committed to conducting our operations responsibly and in accordance with applicable environmental requirements. We focus on the responsible use of resources, proper handling and disposal of waste and maintaining clean and safe manufacturing and work areas. We take steps to reduce unnecessary waste generated from our operations and promote responsible practices across our workplace.

COMPETITION

Our Company operates in a specialised segment of engineering solutions for Alternative Fuel and Raw Material (AFR) systems, waste processing systems, bulk material handling systems, electrical & instrumentation systems and environmental solutions. The competitive landscape varies across our product portfolio depending on the nature, scope and technical complexity of individual projects.

We compete with domestic and international engineering companies, equipment manufacturers, technology solution providers and EPC contractors. Competition is primarily based on engineering and design capabilities, product customisation, technical expertise, quality, project execution capabilities, pricing, delivery timelines,

after-sales support and long-term customer relationships. Certain specialised product categories within our portfolio have limited comparable offerings in the domestic market, while competition in other product categories comprises both domestic and international engineering companies, equipment manufacturers, technology providers and EPC contractors.

Our Company seeks to compete by providing integrated engineering solutions encompassing design, engineering, manufacturing, supply, installation, commissioning and maintenance services, tailored to customer-specific technical and operational requirements.

KEY INDUSTRIAL REGULATIONS AND POLICIES

*In carrying on our business as described in the section titled "**Our Business**" on page 179, our Company is regulated by the following legislations in India. The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. For details of Government Approvals obtained by the Company in compliance with these regulations, see "**Government and Other Statutory Approvals**" on page 299.*

Our business is governed by various central and state legislations that regulate the substantive and procedural aspects of our Company's businesses. Our Company is required to obtain and regularly renew certain licenses/ registrations and/or permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye-laws, acts and policies.

Given below is a brief description of the certain relevant legislations that are currently applicable to the business carried on by our Company:

A. Industry Related Laws

The Factories Act of 1948 ("Factories Act")

The term 'factory', as defined under the Factories Act, 1948 ("Factories Act") includes any premises which employs or has employed on any day in the previous 12 months, 10 or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 or more workmen are employed at any day during the preceding 12 months and in which any manufacturing process is carried on without the aid of power. Respective State Governments have issued rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act mandates the 'occupier' of a factory to ensure the health, safety and welfare of all workers in the factory premises. Further, the occupier" of a factory is also required to ensure (i) the safety and proper maintenance of the factory such that it does not pose health risks to persons in the factory premises; (ii) the safe use, handling, storage and transport of factory articles and substances; (iii) provision of adequate instruction, training and supervision to ensure workers' health and safety; and (iv) cleanliness and safe working conditions in the factory premises. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the occupier and manager of the factory may be punished with imprisonment or with a fine or with both.

Industrial Disputes Act, 1947, as amended (the "ID Act")

The ID Act provides for statutory mechanism of settlement of all industrial disputes, a term which primarily refers to a dispute or difference between employers and workmen concerning employment or the terms of employment or the conditions of labour of any person. The Industrial Dispute (Central) Rules, 1957 inter-alia specify procedural guidelines for lock-outs, closures, layoffs and retrenchment.

Industrial Employment (Standing Orders) Act, 1946

The Industrial Employment (Standing Orders) Act, 1946 ("IESO") was enacted in order to strengthen the bargaining powers of the workers this act is enacted, it requires the employers to formally define the working conditions to the employee. As per the IESO, an employer is required to submit five copies of standing orders required by him for adoption of his 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 the IESO.

B. Laws Relating to Employment

The Industrial Relations Code, 2020 -

The Industrial Relations Code, 2020, streamlines Indian labour law by consolidating three key statutes to enhance the ease of doing business. It significantly increases operational flexibility for companies by

raising the employee threshold from 100 to 300 for requiring prior government permission for layoffs, retrenchment, and closure, and for mandating formal standing orders. While providing this flexibility, the Code also introduces several worker-centric provisions, including an expanded definition of 'worker,' the formal recognition of fixed-term employment with pro-rata benefits, and the establishment of a 'Reskilling Fund' for retrenched employees. Furthermore, it establishes a clear framework for recognizing a sole negotiating union to streamline collective bargaining and imposes stricter conditions, such as a mandatory notice period, for strikes and lock-outs, aiming to balance employer flexibility with industrial harmony.

Code on Wages, 2019

The Code on Wages, 2019, is a comprehensive legislation that consolidates and simplifies four central labour laws: the Payment of Wages Act, 1936; the Minimum Wages Act, 1948; the Payment of Bonus Act, 1965; and the Equal Remuneration Act, 1976. Its primary objective is to create a uniform and streamlined framework for wage-related regulations across all sectors of employment. A key feature of the Code is the universalization of minimum wage and timely wage payment provisions, making them applicable to all employees, including those in the unorganized sector, thereby removing previous wage ceilings and employment-specific limitations. The Code introduces the concept of a national "floor wage" to be determined by the Central Government, which will serve as a baseline that state-level minimum wages cannot fall below. Furthermore, it prohibits gender discrimination in matters of wages and recruitment for the same or similar nature of work, codifies the rules for annual bonus payments, and specifies clear timelines for wage payments and permissible deductions. The enforcement mechanism is also revamped, introducing the role of an "Inspector-cum-Facilitator" to advise employers and employees, alongside traditional inspection functions, aiming for a more transparent and less adversarial compliance system.

Code on Social Security, 2020

The Code on Social Security, 2020, is a comprehensive legislation designed to consolidate and amend nine central labour enactments related to social security, including those governing provident funds, employee insurance, maternity benefits, and gratuity. Its most significant objective is to universalize social security benefits by extending coverage to the vast unorganized sector, as well as to gig and platform workers, who were previously largely outside the traditional safety net. The Code establishes a framework for this expansion through the mandatory registration of all workers on a national portal and the creation of a dedicated Social Security Fund to finance schemes for them. While streamlining the administration of existing statutory schemes like the EPF and ESI, the Code's core purpose is to create a single, unified structure to provide a social security umbrella for the entire Indian workforce, adapting to the changing nature of work in the modern economy.

Occupational Safety, Health and Working Conditions (OSH) Code, 2020

The Occupational Safety, Health and Working Conditions (OSH) Code, 2020, is a comprehensive legislation that consolidates and replaces 13 central labour laws, including The Factories Act, 1948; The Mines Act, 1952; The Dock Workers (Safety, Health and Welfare) Act, 1986; The Building and Other Construction Workers Act, 1996; The Plantations Labour Act, 1951; The Contract Labour Act, 1970; The Inter-State Migrant Workmen Act, 1979; The Working Journalist and other Newspaper Employees Act, 1955; The Working Journalist (Fixation of Rates of Wages) Act, 1958; The Motor Transport Workers Act, 1961; The Sales Promotion Employees Act, 1976; The Beedi and Cigar Workers Act, 1966; and The Cine-Workers and Cinema Theatre Workers Act, 1981. Its primary objective is to create a single, uniform regulatory framework for a wide range of establishments. The Code simplifies compliance for employers by introducing a single registration and license system and clearly defines the duties of both employers and employees regarding workplace safety. Furthermore, it establishes advisory boards, introduces specific welfare provisions for contract and migrant workers, and permits women to work at night with their consent and adequate safety. By shifting the enforcement mechanism towards an “Inspector-cum-Facilitator” model, the Code aims to foster a more proactive and advisory approach to ensuring safe and humane working conditions.

C. **Environmental Laws**

The Environment Protection Act 1986 (the “Environment Protection Act”) and Environment

Protection Rules, 1986 (the "Environment Protection Rules")

The Environment Protection Act was enacted to provide a framework for co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorises the central government to protect and improve environment quality, control and reduce pollution. The Environment Protection Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as prescribed. The contravention or failure to comply with the provisions of the Environment Protection Act may attract penalties in the form of imprisonment or fine. Further, the Environment Protection Rules specifies, amongst others, the standards for emission or discharge of environmental pollutants, and restrictions on the handling of hazardous substances in different areas.

The Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act") and Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Water (Prevention and Control of Pollution) Act, 1974 ("Water Act") prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set out by the concerned Pollution Control Board. The Water Act also provides that the consent of the concerned Pollution Control Board must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage or effluent. Air (Prevention and Control of Pollution) Act, 1981 ("Air Act") The Air Act requires that any industry or institution emitting smoke or gases must apply in a prescribed form and obtain consent from the state Pollution Control Board prior to commencing any activity. The state Pollution Control Board is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed

The Environmental Impact Assessment Notification, 2006 (the "Notification")

As per the Notification, any construction of new projects or activities or the expansion or modernization of existing projects or activities as listed in the Schedule attached to the notification entailing capacity addition with change in process and or technology can be undertaken only after the prior environmental clearance from the Central government or as the case may be, by the State Level Environment Impact Assessment Authority, duly constituted by the Central government under the provisions of the Environment (Protection) Act, 1986, in accordance with the procedure specified in the notification. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. However, in 2016, MoEF issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects. This is in line with the objective of the Central government to streamline the permissions for buildings and construction sector so that affordable housing can be provided to weaker sections in urban area under the scheme 'Housing for All by 2022'and is proposing to remove the requirement of seeking a separate environment clearance from the MoEF for individual buildings having a total build up area between 5,000 square metre and 150,000 square metre, apart from adhering to the relevant bye-laws of the concerned State authorities.

D. Intellectual Property Laws

The Trademarks Act, 1999 (the "Trademarks Act")

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trademark used or proposed to be used by him must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal.

The Patents Act 1970 (the "Patents Act")

The Patents Act governs the patent regime in India. A patent under the Patents Act is an intellectual

property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling and importing the patented product or process or produce that product. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria.

The Copyright Act, 1957 -

The Copyright Act, 1957, along with the Copyright Rules, 2013 ("Copyright Laws") governs copyright protection in India. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Laws acts as prima-facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

E. Foreign Investment Regulations -

Foreign Exchange Management Act, 1999

Foreign investment in India is primarily governed by the provisions of FEMA and the rules and regulations promulgated there under. Foreign Exchange Management Act, 1999 ("FEMA") was enacted to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to whole of India. This Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India 102 and also to any contravention committed thereunder outside India by any person to whom the Act is applies. The Act has assigned an important role to the Reserve Bank of India (RBI) in the administration of FEMA.

FEMA Regulations

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

Foreign Trade (Development and Regulation) Act, 1992 ("FTA")

In India, the main legislation concerning foreign trade is the FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto.

As per the provisions of the Act, the Government:

(i) may make provisions for facilitating and controlling foreign trade;
(ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exceptions, if any;
(iii) is authorized to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette;
(iv) is also authorized to appoint a Director General of Foreign Trade for the purpose of the Act, including formulation and implementation of the Export-Import (EXIM) Policy.

Foreign Trade Policy

The Foreign Trade Policy provides that no export or import can be made by a person without an Import Export Clearance unless such person is specifically exempted. The policy provides for fast track clearance facility for certain units, and permits the sharing of infrastructure facilities, inter unit transfer of goods and services, setting up of warehouses near the port of export and the use of duty free equipment for training purposes.

Export Act, 1963 -

The Export Act provides for the sound development of export trade in India through quality control and inspection by setting up the Export Inspection Council.

Export of Goods and Services Regulations, 2015

The Export of Goods and Services Regulations require every exporter of goods to furnish to the relevant custom authorities, a declaration in one of the forms prescribed, declaring the amount representing the full export value of the goods; or if the full export value is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions expects to receive on the sale of the goods in overseas market, and affirming that the full export value of goods (whether ascertainable at the time of export or not) has been or within the specified period will be paid in the specified manner. The amount representing the full export value of goods exported shall be realised and repatriated to India within six months from the date of export.

F. Taxation Laws

Income Tax Act, 2025 (the "Income Tax)

The Income Tax is applicable to every domestic or foreign company whose income is taxable under the provisions of this Act or rules made under it depending upon its "Residential Status" and "Type of Income" involved. Under section 263(1) every Company is required to file its income tax return for every previous year by October 31 of the assessment year. Other compliances like those relating to tax deduction at source, fringe benefit tax, advance tax, and minimum alternative tax and the like are also required to be complied with by every company.

Goods and Services Tax (the "Goods and Services Tax)

The Goods and Services Tax is levied on supply of goods or services or both jointly by the Central and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder.

Customs Act, 1962 (the "Custom Act")

The provisions of the Customs Act, and rules made there under are applicable at the time of import of goods or services i.e. bringing into India from a place outside India or at the time of export of goods or services i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods or services is first required to get it registered and obtain an IEC (Importer Exporter Code).

Professional Tax (the "Professional Tax")

The Professional Tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective Professional Tax criteria and is also required to collect

funds through Professional Tax. The Professional Taxes are charged on the incomes of individuals, profits of business or gains in vocations. The Professional Tax is charged as per the List II of the Constitution. The Professional Taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

G. Other Applicable Laws

The Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")

The MSMED Act, was enacted to promote and enhance the competitiveness of Micro, Small and Medium Enterprise ("**MSME**"). A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated June 1, 2020, revising definition and criterion and the same came into effect from July 1, 2020. The notification revised the definitions as "Micro enterprise", where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; "Small enterprise", where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; "Medium enterprise", where the investment in plant and machinery or equipment does not exceed five crore and turnover does not exceed two hundred and fifty crore rupees.

Fire Safety Legislations (the "Fire Safety Legislations")

Fire safety legislations enacted by several states in India provide for, amongst other things, the establishment of state fire services departments in respective State. Under these laws, owners of certain premises or certain class of premises, which are used for purposes which may cause a risk of fire, are required to obtain an approval from the relevant authority of such fire services department. Owners are further required to implement adequate fire prevention and safety measures and appoint a fire safety officer for inspection of premises from time to time, as may be prescribed under applicable law. Further, restrictions have been imposed on the working of high-risk premises in case these approvals are not acquired or for other violations of the provisions of the fire safety laws

The Companies Act, 2013 (the "Companies Act")

The Companies Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning, and winding up of companies. The Companies Act prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial, and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors.

The Indian Contract Act, 1872 (the "Indian Contract Act")

The Indian Contract Act lays down the essentials of a valid contract, it provides a framework of rules and regulations that govern the validity, execution and performance of a contract and codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

Consumer Protection Act, 2019 (the "Consumer Protection Act")

The Consumer Protection Act was enacted to provide a simpler and quicker access to redress consumer grievances, including in course of both online and offline transactions. It seeks to promote and protects the interest of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers and traders. It establishes consumer disputes redressal commissions at the district, state and national levels Anda central consumer protection authority, with wide powers of enforcement, to regulate matters relating to violation of consumer rights, unfair trade practices and misleading advertisements. The consumer protection authority has the ability to inquire into violations of consumer rights, investigate and launch prosecution at the appropriate forum, pass orders to recall goods, impose penalties and issue safety notices to consumers against unsafe goods. It also introduces product liability, which can hold the product seller liable for compensation claims.

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in the states in which such establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. Our offices, stores and warehouses have to be registered under the shops and establishments legislations of the states where they are located.

Competition Act, 2002 (the "Competition Act")

The Competition Act aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India **("Competition Commission")** which became operational from May 20, 2009, has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising, or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

Municipality Laws -

The State Governments are empowered to endow municipalities with such powers and authority as may be necessary to enable them to perform functions in relation to permitting the carrying on of trade and operations. Accordingly, State governments have enacted laws authorizing municipalities to regulate use of premises, including regulations for issuance of a trade license to operate, along with prescribing penalties for non-compliance.

Other Laws

In addition to the above, our Company is required to comply with the provisions of the Prevention of Corruption Act, 1988, Rent Control Act, and other applicable laws and regulations imposed by the Central and State Governments and other authorities for its day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as 'PH1 Industries Private Limited' a private limited company under the Companies Act, 2013 at Hyderabad, Telangana, pursuant to a certificate of incorporation dated February 03, 2015 issued by the Registrar of Companies, Hyderabad ("RoC"). Thereafter, name of our Company was changed from 'PH1 Industries Private Limited' to 'PH1 Industries Limited', consequent to conversion of our Company from private to public company, pursuant to a special resolution passed by the shareholders of our Company on July 04, 2026 and a fresh certificate of incorporation dated July 18, 2026 was issued by the Registrar of Companies, Central Processing Centre. The Corporate identification number of our company is U28290TG2015PLC097503.

Change in registered office of our Company

The Registered office of our company is situated at 13-59, Indira Gandhi Nagar, Opp: IDPL Colony Main Gate, Balanagar, Hyderabad – 500037.

Date of Change of Registered office	Address		Reason for such change
	From	To	
January 22, 2016	No.13-59, Indira Gandhi nagar, Opp: IDPL Colony Main Gate, Balanagar, Hyderabad Telangana INDIA 500037	Plot No 149, Survey No 866/1 Medchal Village Medchal Mandal, Ranga Reddy, Telangana, India, 501401.	For Administrative Convenience
July 10, 2026	Plot No 149, Survey No 866/1 Medchal Village Medchal Mandal, Ranga Reddy, Telangana, India, 501401	13-59, Indira Gandhi Nagar, Opp: IDPL Colony Main Gate, Balanagar, Hyderabad – 500037.	For Administrative Convenience

Main Objects of our Company

The main objects of our Company are as follows:

1. To Manufacture all types of compounds from natural and synthetic rubber, silicone rubber, elastomers and other things, to manufacture sheets and solutions as required from these compounds and other materials and ingredients and to carry out rubber lining, coating, spraying, painting and varnishing of all types of equipments for all industries, including, pumps, fans, blowers, filters centric leaners, ducts, rollers, electrolytic mercury cells, tanks and vessels, pipes and fittings, valves and such other things.
2. To carry out any other type of lining work for all types of equipments for all industries and to manufacture the required compounds and materials for this purpose.
3. To design, engineer, manufacture, fabricate, assemble, procure, supply, install, commission, operate and maintain Alternative Fuel and Raw Material (AFR) systems, liquid fuel firing systems, solid fuel co-processing systems, waste handling systems, waste-to-energy systems, storage tanks, pumping systems, piping systems, conveyors, extraction systems, feeding systems, fire protection systems, emission control systems, automation systems, instrumentation systems, electrical systems, PLC/DCS based control systems and other industrial equipment and machinery for cement, power, chemical, pharmaceutical, petrochemical, mining, steel, waste management and other industries.
4. To carry on the business of collection, handling, transportation, processing, segregation, shredding, screening, drying, storage, recycling, recovery, treatment, utilization and co-processing of municipal, industrial, commercial, hazardous and non-hazardous waste, refuse-derived fuel (RDF), biomass, carbon black, alternative fuels, spent solvents and other recoverable materials and to provide turnkey engineering, consultancy, project management, technical services, operation and maintenance services in connection therewith.
5. To provide engineering consultancy, project management, technical advisory, erection supervision, commissioning assistance, operation and maintenance (O&M) services, annual maintenance contracts (AMC), and to import, export, buy, sell, trade and distribute equipment, machinery, spare parts and systems related to

the objects specified above, and to act as agents, distributors or representatives of manufacturers and suppliers of such equipment in India and internationally.

The main objects as contained in the MoA enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of this issue.

Amendments to the Memorandum of Association

The following amendments have been made to the Memorandum of Association of our Company in the last ten (10) years:

Date of shareholder's resolution	Nature of amendments
March 31, 2015	Alteration in the Clause V of Memorandum of Association pursuant to increase in Authorised Share Capital from ₹1,00,000 divided into 10,000 Equity Shares of ₹10 each to ₹1,00,00,000 divided into 10,00,000 Equity Shares of ₹10 each.
June 18, 2026	Adoption of new set of MoA in accordance with the Table A of the Schedule I of the Companies by: To replace existing Clause 3 with new Clause 3 and insert the following new sub-clauses 4&5: 3.To design, engineer, manufacture, fabricate, assemble, procure, supply, install, commission, operate and maintain Alternative Fuel and Raw Material (AFR) systems, liquid fuel firing systems, solid fuel co-processing systems, waste handling systems, waste-to-energy systems, storage tanks, pumping systems, piping systems, conveyors, extraction systems, feeding systems, fire protection systems, emission control systems, automation systems, instrumentation systems, electrical systems, PLC/DCS based control systems and other industrial equipment and machinery for cement, power, chemical, pharmaceutical, petrochemical, mining, steel, waste management and other industries. 4.To carry on the business of collection, handling, transportation, processing, segregation, shredding, screening, drying, storage, recycling, recovery, treatment, utilization and co-processing of municipal, industrial, commercial, hazardous and non-hazardous waste, refuse-derived fuel (RDF), biomass, carbon black, alternative fuels, spent solvents and other recoverable materials and to provide turnkey engineering, consultancy, project management, technical services, operation and maintenance services in connection therewith. 5.To provide engineering consultancy, project management, technical advisory, erection supervision, commissioning assistance, operation and maintenance (O&M) services, annual maintenance contracts (AMC), and to import, export, buy, sell, trade and distribute equipment, machinery, spare parts and systems related to the objects specified above, and to act as agents, distributors or representatives of manufacturers and suppliers of such equipment in India and internationally.
July 04, 2026	Amendment to Clause I of the MoA to reflect the alteration in the company's name from "PH1 Industries Private Limited" to "PH1 Industries Limited." consequent to its conversion from a private limited company to a public limited company
August 06, 2026	Alteration in the Clause V of Memorandum of Association pursuant to increase in Authorised Share Capital from ₹1,00,00,000 divided into 10,00,000 Equity Shares of ₹10 each to ₹15,00,00,000 divided into 1,50,00,000 Equity Shares of ₹10 each.

Corporate profile of our Company

For details regarding the description of our Company's activities, services, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, launch of key products or services, entry in new geographies or exit from existing markets, major suppliers, distributors and customers, segment, capacity/facility creation, capacity built-up, marketing and competition, please refer to the chapters titled "*Our*

Business", "*Our Management*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 179, 241 and 277 respectively, of this Draft Red Herring Prospectus.

Major Events and Milestones

The table below sets forth some of the key events, milestones in our history since its incorporation.

Year	Events
2015	Incorporation of Private Limited Company in the name of M/s. PH1 Industries Private Limited.
2023	Received ISO 9001:2015 Quality Management System (QMS) certification from TUV SUD South Asia Pvt. Ltd. for the manufacture and supply of non-metallic lined pipes and fittings, liquid and solid alternate fuel systems, dosing and sampling systems, bulk material handling equipment, and emission control systems
2023	Received ISO 9001:2015 Quality Management System (QMS) certification from TUV SUD South Asia Pvt. Ltd. for the Top Management, Design, Development, HR, Purchase, Sales & Marketing of Non metallic Lined pipes and Fittings, Liquid Alternate Fuel System, Dosing and Sampling systems, Bulk Material Handling Equipment's Solid Alternate Fuel System and Emission Control Systems.
2026	Conversion of our Company from Private Limited to Public Limited Company.

Awards and Accreditations

Sr. No	Year	Events
1.	2022-23	**'Best Technology in AFR Co-Processing' award,** awarded at the AFR Conclave by JK Cement, Nimbahera, Rajasthan 2022-23

Capacity/ facility creation or location of offices

For the details of capacity/facility creation and location of our offices, to the extent applicable, see "***Our Business - Properties***" beginning on page 179.

Launch of key products or services, entry into new geographies or exit from existing markets

For the details of key services launched by our Company, entry into new geographies or exit from existing markets to the extent applicable, see "***Our Business***" beginning on page 179.

Capital Raising (Debt / Equity)

For details in relation to our capital raising activities through equity, please refer to the chapter titled ***"Capital Structure"*** beginning on page 79 of the Draft Red Herring Prospectus. For details of our Company's debt facilities, see ***"Statement of Financial Indebtedness"*** on page 271 of the Draft Red Herring Prospectus.

Time and Cost Overrun

Our Company has not experienced any significant time and cost overrun in setting up projects.

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks

As on date of this Draft Red Herring Prospectus, there are no defaults or rescheduling of borrowings from financial institutions or banks or conversion of loans into equity in relation to our Company.

Details regarding material acquisition or disinvestments of business / undertakings, mergers, amalgamation

As on date of this Draft Red Herring Prospectus, our company has not made any business acquisition, merger and amalgamation or disinvestment of business in the last ten years.

Revaluation of assets

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves in the last ten years.

Holding Company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Subsidiaries of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries.

Associate or Joint ventures of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures or associate companies.

Injunction or Restraining Order

There are no injunctions/ restraining orders that have been passed against the Company.

Number of shareholders of our Company

Our Company has 11 shareholders as on the date of this Draft Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled "Capital Structure" beginning on page 79 of the Draft Red Herring Prospectus.

Changes in the Management

For details of change in Management, please see chapter titled "Our Management" on page 241 of the Draft Red Herring Prospectus.

Strategic and Financial Partners

As on date of this Draft Red Herring Prospectus our Company does not have any strategic and financial partners.

Shareholders and Other Agreements

Our company has entered into Share Subscription Agreement with our shareholders namely Motilal Oswal Finvest Limited and Frangipani Capital Advisors LLP pursuant to preferential allotment dated June 24, 2026. For list of allottees refer notes to capital of Capital Structure chapter begin with page no 79.

The above-mentioned agreement shall automatically stand terminated, without any further act, deed, or instrument being required on the part of any Party, on the Termination Date, being the date falling 5 (five) Business Days prior to the RHP Filing Date. All special rights under these agreements shall fall away without the need for any further action or amendment

Agreements with key managerial personnel or Directors or Promoters or any other employee of the Company

There are no agreements entered into except in the ordinary course of business by a Key Managerial Personnel or Director or Promoters or any other employee of our Company, either by themselves or on behalf of any other

person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Guarantees given by Promoters offering its shares in the Offer for Sale

Our Promoters have not given any guarantee to any third parties as on the date of this Draft Red Herring Prospectus except in favour of Lending Bank as collateral security for the Borrowings of the Company.

Material Agreements

Our Company has not entered into any material agreements with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business of our Company.

Our Company has not entered into any agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the offer document.

(The remainder of this page is intentionally left blank)

OUR MANAGEMENT

Our Board of Directors

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be more than 15. As on date of this Draft Red Herring Prospectus, we have 7 Directors on our Board, which includes (1) One Chairman and Wholetime Director, Two (2) Managing Director, One (1) Wholetime Director and Three (3) Non-Executive Independent Director out of which, one is a woman Director.

Set forth below, are details regarding our Board as on the date of this Draft Red Herring Prospectus:

Name, DIN, Date of Birth, Designation, Address, Occupation, Term, period of directorship of our Directors and Nationality	Age (years)	Other Directorships
Mr. Bhaskar J **DIN:** 07075035 **Date of Birth:** June 12, 1972 **Designation:** Chairman and Whole-time Director **Address:** 14, Plot No 126, Gummadi Prestidge Park, Gundlapochampally, NH 44 Highway, Gundlapochampalle, K.v. Rangareddy, Telangana-500014 **Occupation:** Business **Term:** A period of three years w.e.f August 06, 2026 to August 05, 2029, liable to retire by rotation **Period of Directorship**: Director since incorporation **Nationality:** Indian	54	**Indian Company** 1. Panacea Enviro Private Limited **Foreign Companies** Nil
Mr. S Saravanan **DIN:** 07074205 **Date of Birth:** July 5, 1983 **Designation:** Managing Director **Address:** No 172, Kadambadi Amman Koil 5th Street, Arcot Raod, Valasaravakkam, PO:Alwarthirunagar, , Tiruvallur, Tamil Nadu - 600087 **Occupation:** Business **Term:** A period of three years w.e.f August 06, 2026 to August 05, 2029, not liable to retire by rotation **Period of Directorship**: Director since incorporation **Nationality:** Indian	43	**Indian Company** 1. Panacea Enviro Private Limited **Foreign Companies** Nil

Name, DIN, Date of Birth, Designation, Address, Occupation, Term, period of directorship of our Directors and Nationality	Age (years)	Other Directorships
Mr. E Surendra Babu **DIN:** 07074257 **Date of Birth:** March 23, 1984 **Designation:** Managing Director **Address:** 14-125, Prestidge Park, Gundla Pochampally, Gundlapochampalle, K.V. Rangareddy, Telangana-500014 **Occupation:** Business **Term:** A period of three years w.e.f August 06, 2026 to August 05, 2029, liable to retire by rotation **Period of Directorship:** Director since incorporation **Nationality:** Indian	42	**Indian Company** 1. Aumurgaa Foods and Leisure Experiences Private Limited 2. Panacea Enviro Private Limited 3. Alterna Engineering & Infrastructure Private Limited **Foreign Companies** Nil
Mr. B Prabakaran **DIN:** 07074224 **Date of Birth:** May 20, 1982 **Designation:** Whole-time Director **Address:** 14, Plot No 81, Gummadi Prestidge Park, Gundlapochampally, NH 44 Highway, K.V. Rangareddy, Telangana-500014 **Occupation:** Business **Term:** A period of three years w.e.f August 06, 2026 to August 05, 2029, liable to retire by rotation **Period of Directorship**: Director since incorporation **Nationality:** Indian	44	**Indian Company** 1. Panacea Enviro Private Limited 2. Atlasrise Infrastructure Private Limited **Foreign Companies** Nil
Ms. Maya Swaminathan Sinha **DIN:** 03056226 **Date of Birth:** March 09, 1959 **Designation:** Non-Executive Independent Director **Address:** 11-Vipul Building, B.G. Kher Marg, Opp. Malabar Hill Police Station, Malabar hills, Mumbai, Maharashtra-400006 **Occupation:** Business **Term:** A period of three years w.e.f August 06, 2026 to August 05, 2029 **Period of Directorship:** Director since August 06, 2026 **Nationality:** Indian	67	**Indian Company** 1. 2. Tata Lockheed Martin Aerostructures Limited 3. Prabhat Properties Private Limited 4. 5. Clear Maze Consulting Private Limited 6. Tata Boeing Aerospace Limited 7. CMC Skills Private Limited 8. CMCEE Mega Skills Private Limited 9. Ceinsys Tech Limited 10. Swan Defence And Heavy Industries Limited 11. Vishnusurya Projects And Infra Limited 12. Pace Digitek Limited

Name, DIN, Date of Birth, Designation, Address, Occupation, Term, period of directorship of our Directors and Nationality	Age (years)	Other Directorships
		13. Assetz Limited 14. Clear Maze Foundation 15. Transworld Integrated Logistek Private Limited 16. **Foreign Companies** Nil
Mr. Sanal Kumar V **DIN:**07546821 **Date of Birth:** February 14, 1987 **Designation:** Non-Executive Independent Director **Address:** O No 307 N No 158, F NO 1C Ceebros Hariharan Apts, Lloyds Road, Royapettah, Chennai, Tamil Nadu-600014 **Occupation:** Business **Term:** A period of three years w.e.f August 06, 2026 to August 05, 2029 **Period of Directorship:** Director since August 06, 2026 **Nationality:** Indian	39	**Indian Company** 1. Business Simplified Technology Private Limited 2. Vengat Hospitality Private Limited 3. Vishnusurya Projects And Infra Hosur Private Limited 4. Vengat Management And Education Services Private Limited 5. Vishnusurya Projects And Infra Limited 6. Vishnusurya Estates Private Limited 7. Vishnusurya Projects And Infra Thoothukudi Private Limited **Foreign Companies** Nil
Mr. Soumomoy Pal **DIN:** 11855065 **Date of Birth:** August 05, 1975 **Designation:** Non-Executive Independent Director **Address:** 6/2A, Hari Pal Lane, Beadon street S.O. Beadon, Kolkata, West bengal,700006 **Occupation:** Business **Term:** A period of three years w.e.f August 06, 2026 to August 05, 2029 **Period of Directorship:** Director since August 06,2026 **Nationality:** Indian	51	**Indian Company** Nil **Foreign Companies** Nil

Brief Biographies of our Directors

Mr. Bhaskar J, aged 54 years, is Promoter, Chairman and Whole Time Director of our company. He has been associated with All Flow Pumps & Engineers, a partnership firm, as a Partner since its incorporation in 2008, where he oversees the firm's accounts and finance function. Since then, he has gained over 18 years of professional experience in the field of accounts and finance. Subsequently, in 2015, he was appointed as First Director of PH1 Industries Private Limited. He was further appointed as one of the First Directors of Panacea Enviro Private Limited in 2020, where he continues to serve as a Director. In his current role in our company, he oversees budgeting and cash flow management, cost reduction, tax and audit compliance, inventory and capital investment

management and overseeing accounts, billing and procurement**.** He leads the accounts and finance team and has been involved in supporting the growth of our Company's operations.

Mr. S Saravanan, aged 43 years, is Promoter and Managing Director of our company. He has been associated with our company since 2015. He has completed his Bachelor's Degree in Business Administration from University of Madras in year 2003 and appeared for the Master of Business Administration (MBA) examination from Sikkim Manipal University in January 2011 and was declared passed in the examination. He has completed the Professional Certificate Programme in Chief Executive Officer from the Indian Institute of Management Kozhikode in 2025. He has also completed a Certificate Programme in AI Strategies for Business Transformation from Northwestern Kellogg in 2025. He has been associated with All Flow Pumps & Engineers, a partnership firm, as a Partner since its incorporation in 2008, where he oversees the business development function. Further, he joined PH1 Industries Private Limited in 2015 as one of the first directors of the company. Later, he joined Panacea Enviro Private Limited as a Director in year 2020. He is an entrepreneur with more than 18 years of experience in industrial engineering and environmental solutions. His experience covers end-to-end project execution, from concept and engineering design to manufacturing, installation and commissioning. This has enabled our Company to offer integrated AFR and bulk material handling solutions to cement manufacturers under a single contract. In his current role in our company, he leads international business and project execution, managing AFR systems, material handling and other engineering solutions for cement and industrial clients. He is also responsible for driving business growth, new product development and expansion into global markets.

Mr. E Surendra Babu, aged 42 years, is Promoter and Managing Director of our company. He has completed a Certificate Course in Office Management from Annamalai University in the year 2005. He has been associated with All Flow Pumps & Engineers, a partnership firm, as a Partner since its incorporation in 2008. He has been appointed as the Procurement Head and is responsible for overseeing the firm's procurement activities. Further, he joined PH1 Industries Private Limited in 2015 as one of the first directors of the company. He has been serving as a Director of Panacea Enviro Private Limited since 2020 and as a Director of Aumurgaa foods and Leisure Experiences Private Limited since 2022. He has over 18 years of professional experience in business management, procurement, sales, business development and customer relationship management. In his current role in our company, he is responsible for growing sales, finding new customers and maintaining strong relationships with key clients. He leads the sales team, manages important deals and partnerships, identifies new business opportunities and works on improving sales processes and expanding the company's market reach. He also analyses market trends and competitor activity to identify new business opportunities and represents our Company at industry events and exhibitions.

Mr. B Prabakaran, aged 44 years, is Promoter and Whole Time Director of our company. He has completed his Bachelor's Degree in Business Administration from University of Madras in year 2003. He has been associated with All Flow Pumps & Engineers, a partnership firm, as a Partner since its incorporation in 2008, where he oversees the firm's service operations. Subsequently, in 2015, he was appointed as one of the First Director of PH1 Industries Private Limited. He was subsequently appointed as a Director of Panacea Enviro Private Limited in 2020 and AtlasRise Infrastructure Private Limited in 2026 and continues to serve as a Director of both the companies. With over 18 years of experience in the field of business and managing its operations, he has played a key role in leading our Company's overall operations and driving its strategic growth. In his current role as Whole Time Director, he is responsible for overseeing the operations, production planning, quality assurance, project execution and customer relationship management of the Company.

Ms. Maya Swaminathan Sinha, aged 67 years, is a Non-Executive Independent Director of our company. She holds a Bachelor of Arts (Honours) degree in Economics and Mathematics, obtained in 1979 and a Master of Arts degree, obtained in 1981 both from the University of Delhi. She has over 28 years of experience working with the Income Tax Department on various positions and retired as the Chief Commissioner of Income Tax, Mumbai. She currently serves as a Director on the boards of various companies. She brings extensive expertise in leadership and general management, strategic planning, finance and accounting, compliance and risk management, project and contracts management, corporate governance and direct taxation.

Mr. Sanal Kumar V, aged 39 years, is a Non-Executive Independent Director of our Company. He is a qualified Chartered Accountant and is a member of the Institute of Chartered Accountants of India. He holds directorship in various companies. He served as the Chief Financial Officer of Agni Estates & Foundations Private Limited

for 13 years. He brings over a decade of leadership experience across the infrastructure, finance, real estate and education sectors, with expertise in financial management, strategic planning and business operations.

Mr. Soumomoy Pal, aged 51 years, is a Non-Executive Independent Director of our Company. He completed Advanced Diploma in Software Engineering from Aptech Computer Education in 1998. He holds a Bachelor of Arts degree from the University of Calcutta, obtained in 2001 and Master of Computer Applications degree from Sikkim Manipal University, obtained in 2006. He also holds several professional certifications, including Certified Information Systems Auditor (CISA) from ISACA; ISO/IEC 27001 Lead Auditor certification from CQI & IRCA and BSI; and the Certified CEO Program from the Indian Institute of Management Kozhikode. In addition, he holds certificate of participation in Training programme on Industry 4.0 from the Confederation of Indian Industry, certification on AI Strategies for Business Transformation and Digital Innovation from the Kellogg School of Management, Northwestern University, certification on Business Strategies for Growth from the Kellogg School of Management, Northwestern University, Certificate on Digital Innovation & Transformation for Enterprises from the All India Management Association and certificate on Certified Data Protection Officer from the Knowledge Academy. He commenced his professional career in August 1998 with Annyesha Computer Consultancy Private Limited and worked there for three and half years. In July 2003, he joined UTSO as a Solutions Analyst and Implementer and continued until 2004. In March 2004, he joined Polaris Software Lab Limited as an Associate Consultant until 5 November 2004. Later on 16th November 2004 he joined Wipro Limited as a Principal Consultant until 2017. Thereafter, he worked with Walking Tree Technologies Private Limited as a Senior Technology Manager until 2020. Further in year 2020 he was appointed as General Manager-IT in Amrutanjan Health Care Limited till 2026. He has over 27 years of professional experience across technology, consulting and management roles.

Details of directorship in companies suspended or delisted

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

Further, none of our directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

Relationship between our Directors and the Key Managerial Personnel or Senior Management

None of our directors are related to each other or to any of our Key Managerial Personnel or Senior Management in our Company.

Arrangements or Understanding with Major Shareholders

None of our Key Managerial Personnel, Senior Management or Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which any of the directors was selected as a director or member of senior management.

Service Contracts with Directors

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

Borrowing Powers of our Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Our Company has, pursuant to a special resolution passed at the Extra ordinary General Meeting held on August 06, 2026, resolved that in accordance with the provisions of the Companies Act, 2013, our Board is authorised to borrow, from time to time, such sum or sums of moneys as the Board which together with the moneys already borrowed by our Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed at any time the aggregate of the paid-up capital of our Company and its free reserves, that is to say, reserves

not set apart for any specific purpose, provided that the total amount of money/moneys borrowed by the Board of Directors and outstanding at one time shall not exceed ₹ 300 Crores (Rupees Three Hundred Crore Only).

Terms of appointment and remuneration of our Managing Directors and Whole Time Directors

Mr. S Saravanan-Managing Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on August 06, 2026 and approved by the Shareholders of our Company at the EGM held on August 06, 2026, convened with the requisite consent for shorter notice. **Mr. S Saravanan** was appointed as the Managing Director of our Company for a period of Three (3) years with effect from August 06, 2026 to August 05, 2029 along with the terms of remuneration, in accordance with Sections 197 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

Remuneration	Up to Rs. 48,00,000 per annum

Additional terms and perquisites:

1. Gratuity at the rate of half a month's salary for each completed year of service.
2. Leave as per Company's Rules as specified from time to time.
3. Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
4. Leave encashment at the end of the tenure in accordance with the rules of the company.
5. Reimbursement of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
6. Provision of car for use on Company's business shall be in accordance with the rules of the company.
7. Such other perquisites as may be approved by the Board from time to time.

Mr. E Surendra Babu- Managing Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on August 06, 2026 and approved by the Shareholders of our Company at the EGM held on August 06, 2026, convened with the requisite consent for shorter notice. **Mr. E Surendra Babu** was appointed as the Managing Director of our Company for a period of Three (3) years with effect from August 06, 2026 to August 05, 2029 along with the terms of remuneration, in accordance with Sections 197 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

Remuneration	Up to Rs. 48,00,000 per annum

Additional terms and perquisites:

1. Gratuity at the rate of half a month's salary for each completed year of service.
2. Leave as per Company's Rules as specified from time to time.
3. Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
4. Leave encashment at the end of the tenure in accordance with the rules of the company.
5. Reimbursement of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
6. Provision of car for use on Company's business shall be in accordance with the rules of the company.
7. Such other perquisites as may be approved by the Board from time to time.

Mr. Bhaskar J- Chairman and Whole Time Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on August 06, 2026 and approved by the Shareholders of our Company at the EGM held on August 06, 2026, convened with the requisite consent for shorter notice. **Mr. Bhaskar J** was appointed as the Chairman and Wholetime Director of our Company for a

period of Three (3) years with effect from August 06, 2026 to August 05, 2029 along with the terms of remuneration, in accordance with Sections 197 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

Remuneration	Up to Rs. 48,00,000 per annum

Additional terms and perquisites:

1. Gratuity at the rate of half a month's salary for each completed year of service.
2. Leave as per Company's Rules as specified from time to time.
3. Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
4. Leave encashment at the end of the tenure in accordance with the rules of the company.
5. Reimbursement of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
6. Provision of car for use on Company's business shall be in accordance with the rules of the company.
7. Such other perquisites as may be approved by the Board from time to time.

Mr. B Prabakaran- Whole Time Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on August 06, 2026 and approved by the Shareholders of our Company at the EGM held on August 06, 2026, convened with the requisite consent for shorter notice. **Mr. B Prabakaran** was appointed as the Whole-Time Director of our Company for a period of Three (3) years with effect from August 06, 2026 to August 05, 2029 along with the terms of remuneration, in accordance with Sections 197 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

Remuneration	Up to Rs. 48,00,000 per annum

Additional terms and perquisites:

1. Gratuity at the rate of half a month's salary for each completed year of service.
2. Leave as per Company's Rules as specified from time to time.
3. Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
4. Leave encashment at the end of the tenure in accordance with the rules of the company.
5. Reimbursement of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
6. Provision of car for use on Company's business shall be in accordance with the rules of the company.
7. Such other perquisites as may be approved by the Board from time to time.

Remuneration details of our directors

(i) Remuneration of our Executive Directors

The aggregate value of the remuneration paid to the Executive Directors in Fiscal 2026 is as follows:

S. No.	Name of the Director	Remuneration (₹ in Lacs)
1.	Mr. S Saravanan	48.21
2.	Mr. E Surendra Babu	48.21
3.	Mr. Bhaskar J	48.21
4.	Mr. B Prabakaran	48.21

(ii) Sitting fee details of our Non- Executive Independent Directors

Our Board of Directors in their meeting held on August 06, 2026 have fixed up to ₹ 25,000/- per meeting as sitting

fee for Non-Executive Independent Directors for attending each meeting of the Board and committees of the Board.

Payment or benefit to Directors of our Company

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Executive Directors except the normal remuneration for services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our directors.

Remuneration paid to our Directors by our Subsidiaries

As on the date of this Draft Red Herring Prospectus, we do not have any subsidiaries or associates.

Loans to Directors

There are no loans that have been availed by the Directors from our Company that are outstanding as on the date of this Draft Red Herring Prospectus.

Shareholding of Directors in our Company

Except as stated below, none of our directors holds any Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of Director	Number of Equity Shares	% of the pre-Issue Equity Share Capital
1)	Mr. S Saravanan	22,00,000	20.45%
2)	Mr. E Surendra Babu	22,00,000	20.45%
3)	Mr. Bhaskar J	22,00,000	20.45%
4)	Mr. B Prabakaran	22,00,000	20.45%

Our Articles of Association do not require our directors to hold qualification shares.

Interest of our Directors

Our directors may be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Company and reimbursement of expenses, if any, payable to them. For details of remuneration paid to our Executive Directors see "***Terms of appointment and remuneration of our Managing Director and Whole-Time Director***" above.

Mr. S Saravanan, Mr. E Surendra Babu, Mr. Bhaskar J and Mr. B Prabakaran are the Promoters of our Company and may be deemed to be interested in the promotion of our Company to the extent they have promoted our Company. Except as stated above, our directors have no interest in the promotion of our Company other than in the ordinary course of business.

Our directors may also be regarded as interested to the extent of Equity Shares held by them in our Company, if any, details of which have been disclosed above under the heading "***Shareholding of Directors in our Company***". All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares.

Our directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or kartas or coparceners or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to this Issue. Except as disclosed in "***Financial Information" and "Our Management" "Our Promoters and Promoter Group"*** beginning on pages 65, 241 and 258, respectively of this Draft Red Herring Prospectus, our directors are not interested in any other company, entity or firm.

There is no conflict of interest between the lessors of immovable properties and our Promoters and members of our Promoter Group. Our directors do not have any interest in any property acquired or proposed to be acquired by our Company or of our Company.

Further, our directors are interested in the Company to the extent of personal guarantees furnished by them in respect of certain loans availed by our Company. Additionally, Bhaskar J and S Saravanan are interested to the extent of unsecured loans extended by him to our Company and certain personal property provided by him as security for loan facilities availed by our Company. To the extent of such guarantees, unsecured loans and security provided, he may be deemed to be interested in the affairs of our Company.

Except as stated in this section, "***Our Promoter and Promoter Group", "Restated Financial Information"*** beginning on pages 258 and 267 of this Draft Red Herring Prospectus, our Directors do not have any other interest in the business of our Company.

Interest as to property

Except as mentioned in "*Our Business - Land and Property*" and "*Restated Financial Information* from the chapter titled "*Restated Financial Information*" on Page Nos. 179 and 267 of this Draft Red Herring Prospectus our directors do not have any interest in any property acquired or proposed to be acquired by our Company.

Bonus or Profit-Sharing Plan for our Directors

None of our Directors are a party to any bonus or profit-sharing plan.

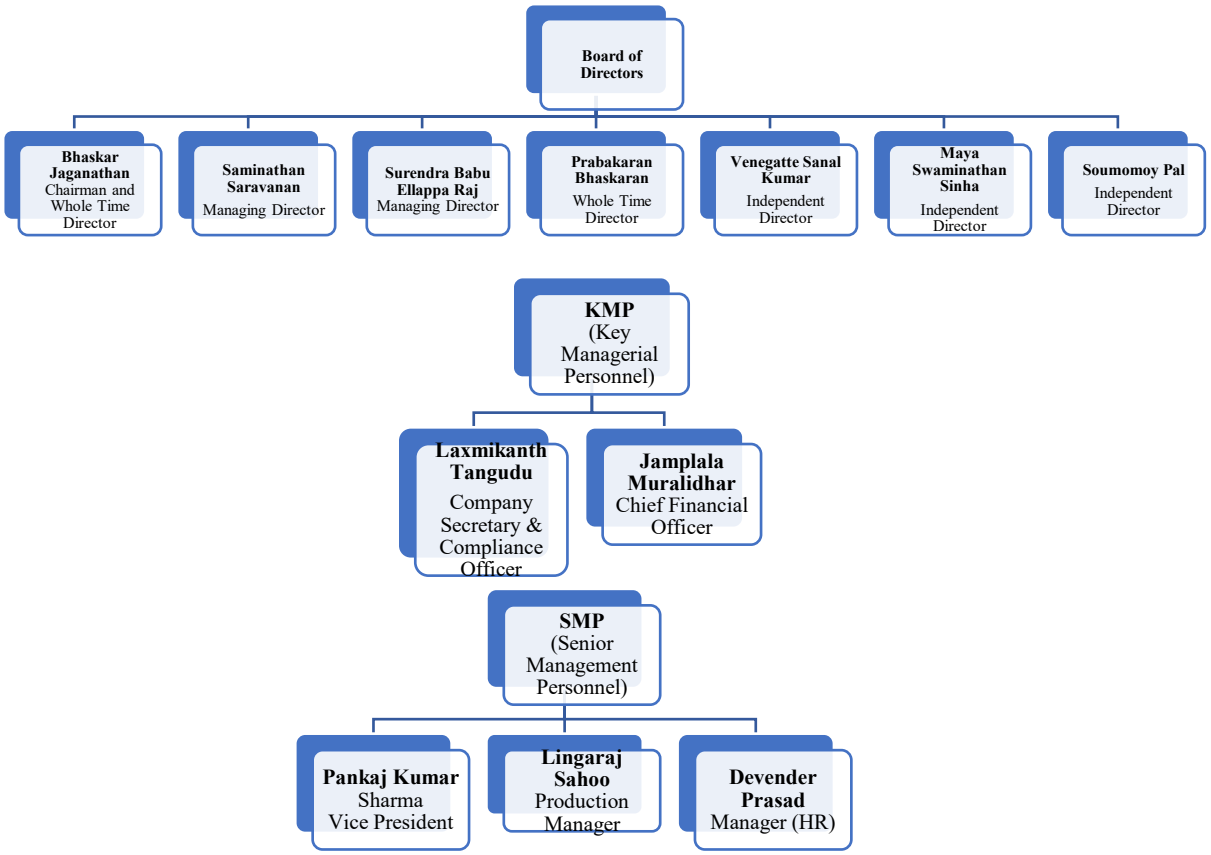
Changes in our Board during the Last Three Years

Except as disclosed below, there have been no changes in our Board during the last three years.

Name of Director	Date of Appointment	Date of Cessation	Reasons for Change/ Appointment
Mr. S Saravanan	August 06, 2026	-	Change of designation to Managing Director
Mr. E Surendra Babu	August 06, 2026	-	Change of designation to Managing Director
Mr. Bhaskar J	August 06, 2026	-	Change in designation to Chairman and Whole Time Director
Mr. B Prabakaran	August 06, 2026	-	Change in designation to Whole Time Director
Ms. Maya Swaminathan Sinha	August 06, 2026	-	Appointed as Additional Independent Director w.e.f. August 06, 2026 Further, Regularised as Independent Director in EGM Dated August 06, 2026
Mr. Sanal Kumar V	August 06, 2026	-	Appointed as Additional Independent Director w.e.f. August 06, 2026 Further, Regularised as Independent Director in EGM Dated August 06, 2026
Mr. Soumomoy Pal	August 06, 2026	-	Appointed as Additional Independent Director w.e.f. August 06, 2026 Further, Regularised as Independent Director in EGM Dated August 06, 2026

Management Organization Structure

Set forth is the management organization structure of our Company:



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Corporate Governance

As our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, as on date of this Draft Red Herring Prospectus, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to our Company. In additions to the applicable provisions of the Companies Act, 2013 will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. However, our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of Committees. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

Committees of our Board

Our Board has constituted following Mandatory committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

a) Audit Committee;
b) Stakeholders' Relationship Committee;
c) Nomination and Remuneration Committee; and
d) Corporate Social Responsibility Committee.

Details of each of these committees are as follows:

a) Audit Committee

Name of Director	Position in the Committee	Designation
Ms. Maya Swaminathan Sinha	Chairperson	Independent Director
Mr. Sanal Kumar V	Member	Independent Director
Mr. Soumomoy Pal	Member	Independent Director
Mr. S Saravanan	Member	Managing Director
Mr. E Surendra Babu	Member	Managing Director

Terms of Reference for the Audit Committee:

The Audit Committee shall be responsible for, among other things, as may be required under the regulatory framework as applicable from time to time, the following:

A. Powers of Audit Committee:

The committee be and is hereby vested with the following roles and responsibilities as per Section 177(4) of the Companies Act, 2013:

i. the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
ii. review and monitor the auditor's independence and performance, and effectiveness of audit process;
iii. examination of the financial statement and the auditors' report thereon;
iv. approval or any subsequent modification of transactions of the company with related parties;
v. scrutiny of inter-corporate loans and investments;
vi. valuation of undertakings or assets of the company, wherever it is necessary;
vii. evaluation of internal financial controls and risk management systems;
viii. monitoring the end use of funds raised through public offers and related matters;
ix. any other responsibility as may be assigned by the board from time to time.

The committee be and is hereby vested with the following roles and responsibilities as per Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part C of Schedule II:

i. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
ii. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
iii. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
iv. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

    a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
    b. changes, if any, in accounting policies and practices and reasons for the same;
    c. major accounting entries involving estimates based on the exercise of judgment by management;
    d. significant adjustments made in the financial statements arising out of audit findings;
    e. compliance with listing and other legal requirements relating to financial statements;
    f. disclosure of any related party transactions;
    g. modified opinion(s) in the draft audit report;

v. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
vi. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
vii. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
viii. approval or any subsequent modification of transactions of the listed entity with related parties;
ix. scrutiny of inter-corporate loans and investments;
x. valuation of undertakings or assets of the listed entity, wherever it is necessary;
xi. Appointment of Registered valuer under section 247 of the Companies Act, 2013
xii. evaluation of internal financial controls and risk management systems;
xiii. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
xiv. 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;
xv. discussion with internal auditors of any significant findings and follow up there on;
xvi. 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;
xvii. 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;
xviii. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
xix. to review the functioning of the whistle blower mechanism;
xx. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
xxi. Reviewing the utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;
xxii. Formulating reviewing and making recommendations to the board to amend the Terms of Reference of Audit Committee from time to time;
xxiii. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
xxiv. To consider and comment on rationale. Cost-benefits and impact of schemes involving merger, demerger, amalgamation etc, on the company and its shareholders;
xxv. Reviewing:

1. 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 issues regarding the company's financial statements or accounting policies;
2. Any material default in financial obligations by the company;
3. Ay significant or important matters affecting the business of the company; and

xxvi. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:
  a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

b) Stakeholders' Relationship Committee:

Name of Director	Position in the Committee	Designation
Mr. Sanal Kumar V	Chairman	Independent Director
Mr. B Prabakaran	Member	Whole-Time Director
Mr. S Saravanan	Member	Managing Director

Terms of Reference for the Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

i) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
ii) Review of measures taken for effective exercise of voting rights by shareholders.
iii) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
iv) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
v) Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.
vi) Carrying out any other function as prescribed under the SEBI Listing Regulations as and when amended from time to time.

c) Nomination and Remuneration Committee:

Name of Director	Position in the Committee	Designation
Mr. Sanal Kumar V	Chairman	Independent Director
Ms. Maya Swaminathan Sinha	Member	Independent Director
Mr. Soumomoy Pal	Member	Independent Director

Terms of Reference for the Nomination and Remuneration Committee:

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

2. The Nomination and Remuneration committee shall, while formulating the above policy ensure that –

    a. The level and composition is reasonable and sufficient to attract, retain and motivate directors of quality required to run the company successfully.
    b. Relationship of remuneration of performance is clear and meets appropriate [performance benchmarks, and
    c. Remuneration of the director, KMP and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performances objectives and appropriate to the working of the company and its goal:

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 and the board of directors;
5. devising a policy on diversity of board of directors;
6. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
7. 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;
8. recommend to the board, all remuneration, in whatever form, payable to senior management;
9. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

    - the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent each is applicable; or
    - the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;

d) Corporate Social Responsibility Committee:

Name of Director	Position in the Committee	Designation
Ms. Maya Swaminathan Sinha	Chairperson	Independent Director
Mr. E Surendra Babu	Member	Managing Director
Mr. S Saravanan	Member	Managing Director

The terms of reference of CSR Committee shall, inter-alia, include the following:

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company in accordance with Schedule VII of the Companies Act, 2013 and rules made there under, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the board;

- To identify CSR policy partners and CSR policy programmes;

- To review and recommend the amount of expenditure to be incurred on the activities referred to in Clause (a) and the distribution of the same to various CSR programs undertaken by the company;

- To delegate responsibilities to CSR team and supervise proper execution of all delegated responsibilities;

- To review and monitor the implementation of CSR programmes and issuing necessary directions as required for proper implementation and timely completion of CSR programme;

- To do such other acts, deeds and things as may be required to comply with the applicable laws;

- To take note of the compliances made by the implementing agency (if any) appointed for the CSR of the company; and

- To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or statutorily prescribed under any law or by any other regulatory authority and performing such other functions as may be necessary for the performance of its duties.

Compliance with SEBI (Listing Obligation and Disclosures) Regulations, 2015

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on Emerge Platform of National Stock Exchange of India.

Our Key Managerial Personnel and Senior Managerial Personnel

In addition to our Managing Director and Whole Time Director, Mr. S Saravanan, Mr. E Surendra Babu, Mr. Bhaskar J, Mr. B Prabakaran whose details have been provided under paragraph above titled *'Brief Profile of our Directors'*, set forth below are the details of our Key Managerial Personnel as on the date of filing of this Draft Red Herring Prospectus:

Key Managerial Personnel

In addition to our Managing Director and Whole Time Director, whose details have been provided under paragraph above titled *'Brief Profile of our Directors'*, set forth below are the details of our Key Managerial Personnel as on the date of filing of this Draft Red Herring Prospectus:

Mr. Tangudu Laxmikanth, aged 32 years, is the Company Secretary and Compliance Officer of our Company. He is a qualified Company Secretary and a member of the Institute of Company Secretaries of India. He possesses a provisional degree certificate for Bachelor of Commerce (B.Com.) degree done from Acharya Nagarjuna University, issued in 2015. He was associated with Ramakrishna & Co. as an Associate – Corporate Compliance & Advisory for three years. Further, he was employed with Sattva Engineering Construction Limited for one year, where he worked as Company Secretary-cum-Compliance Officer. He has experience in matters relating to corporate compliance, secretarial functions and regulatory requirements. He is appointed as the Company Secretary and Compliance Officer of our Company with effect from August 6, 2026 and accordingly, was not entitled to receive any salary or remuneration during Fiscal 2026. He is responsible for overseeing the secretarial and compliance-related matters of our Company.

Mr. Jampala Muralidhar, aged 50 years, is the Chief Financial Officer of our Company. He is a qualified Chartered Accountant. He appeared for the Bachelor of Commerce (B.Com.) examination in 1997 and the Master of Commerce (M.Com.) examination in 2000, conducted by Barkatullah Vishwavidyalaya, Bhopal and was declared passed in both examinations. He was associated with Ocimum Biosolutions India Limited as a Finance Manager for a year. Subsequently, he joined Techtran Polylenses Limited as Chief Financial Officer (CFO), where he served for over 10 months. He also worked as Deputy Manager – Accounts and Finance with NIPRO Medical (India) Private Limited from 2018 to 2022. He subsequently worked as Head – Finance and Accounts at Product Armour Packaging Private Limited for more than 2 years. Further, he worked with NSL Textiles Limited as Deputy General Manager – Finance and Accounts for over 1.5 years. He has over 9 years of experience in finance and accounts, with experience across financial management, accounting and corporate finance functions. He was appointed as the Chief Financial Officer of our Company with effect from August 6, 2026 and accordingly, did

not receive any remuneration from our Company during Fiscal 2026. In his current role in our company, he is responsible for overseeing the accounting, finance and taxation functions of our Company.

Senior Management Personnel

Mr. Devender Prasad Pandugu, aged 48 years, is the Human Resource Manager of our Company. He has been associated with our Company since 2024. He has completed his Bachelor of Degree (B.com) in year 2000. He completed a two-year Post Graduate Diploma in Business Adminstration (PGDBA) through distance learning, specializing in Human Resource Management and was awarded in year 2006. Prior to joining our Company, he worked with KPIT Cummins Infosystems Limited from 2006 to 2009. Then, he was associated with SLV Networks Private Limited for over 4 years as Assistant Manager – Human Resources. Subsequently, he was associated with Calsoft Private Limited from April 2019 to September 2020 as Lead – Talent Acquisition. In 2021, he joined Xoriant Solutions Private Limited as Lead – Recruitment and continued the role until 2022. He has over 16 years of experience in IT recruitment and corporate human resource management, with experience in recruitment across various technology functions and organizational levels. His experience includes end-to-end recruitment, HR business partnering, manpower planning, compensation and benefits, employee relations, payroll management, training and development, employee engagement, policy implementation and vendor management.

Mr. Lingaraj Sahoo, aged 42 years, is the Production Manager of our Company. He has been associated with our company since 2025. He holds a Diploma in Mechanical Engineering from Kalinga Institute of Mining Engineering & Technology, Chhendipada, completed in 2004. He has completed his Bachelor of Technology in Mechanical Engineering from Biju Patnaik University of Technology, Orissa in year 2008. In 2006, he completed a Certificate Course in Machining (CCM) and CNC Fundamentals – CTTC from the Central Tool Room & Training Centre, Bhubaneswar. In 2009, he successfully completed an Advance Diploma/Certificate/Modular Course in AutoCAD 2007 from Suman Infotech, Chakan, Pune. He is also certified as a Lean Six Sigma Green Belt by Exemplar Global, having successfully completed the required training and examination in 2022. He commenced his professional career as an Engineer – Production with Sharp Engineers Private Limited, where he worked from 2004 to 2005. Subsequently, he served as a Build Member – Production with Precision Automation and Robotics India Limited for over three years, where he was responsible for ensuring timely production in accordance with prescribed quality standards. He then worked as an Engineer – Production with Ador Welding Limited from August 2011 to July 2012, followed by a role as an Engineer with Awal Gulf Manufacturing Co. B.S.C. for over one year. Thereafter, he worked with Draft Air India Private Limited as Production Manager for more than three years. He subsequently served as Manager – Production with SACMI Engineering (India) Private Limited for seven years. Prior to joining our Company, he was associated with PUZZOLANA Machinery Fabricators (Hyderabad) LLP as Manager – Production for more than one year. He has received the "Best Achievement of the Year Award – 2009" from Precision Automation and Robotics India Limited for his outstanding performance and valuable contribution to the Manufacturing Department. He has also received the "Industrial Engineering Excellence Award – 2018" from SACMI Engineering (India) Private Limited for his outstanding expertise, technical knowledge, innovative approach and valuable contribution to improving manufacturing processes and has made significant contribution to the organization. He has extensive experience in production operations, manufacturing, production planning, quality management, maintenance and project execution, with experience in assembly, fabrication, welding and machine shop operations.

Mr. PankajKumar R Sharma, aged 48 years, is the Vice President, Design of our Company. He has been associated with our company since 2019. He holds a Bachelor of Engineering degree from Nagpur University, obtained in 2000. In year 2000, he commenced his professional career with Aero-Tech Ducon Private Limited, where he worked as a Project Engineer for four years. Subsequently, he was associated with Ducon Pollution Control Systems Private Limited for more than 1 year as Project Engineer. In 2007, he joined Thermax Limited as Senior executive - Engineering, where he worked for over four years. He has extensive experience in design, engineering, site execution, project management, operations optimization, troubleshooting and technical training. His expertise also includes technical feasibility, proposal and bid evaluation, vendor development, detailed engineering and project commissioning, along with leading multidisciplinary teams.

All our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Shareholding of the Key Managerial Personnel and Senior Management Personnel

Except as stated under head "Shareholding of Directors in our Company", none of the Key Management Personnel or Senior management Personnel holds shares in our Company.

Bonus or Profit-Sharing Plan for our Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel and Senior Management Personnel is a party to any bonus or profit-sharing plan.

Payment or benefit to Key Managerial Personnel and Senior Management Personnel of our Company

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within two preceding years or is intended to be paid or given to any of the Key Managerial Personnel and Senior Managerial Personnel except the normal remuneration for services rendered by them. Additionally, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Managerial Personnel.

Interest of Key Managerial Personnel and Senior Managerial Personnel

Except as disclosed in this Draft Red Herring Prospectus, none of our Key Managerial Personnel and Senior Managerial Personnel have any interest in our Company other than to the extent of the remuneration, equity shares held by them or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel or Senior Management Personnel have been appointed.

Changes in Key Managerial Personnel and Senior Managerial Personnel in the Last Three Years

In addition to the changes specified under *"- Changes in our Board during the Last Three Years*", set forth below, are the changes in our Key Managerial Personnel and Senior Managerial Personnel in the last three years immediately preceding the date of filing of this Draft Red Herring Prospectus:

Name	Designation	Date of change	Reason
Mr. Tangudu Laxmikanth	Company Secretary and Compliance Officer	August 06, 2026	Appointment as Company Secretary and Compliance Officer
Mr. Jampala Muralidhar	Chief Financial Officer	August 06, 2026	Appointment as Chief Financial Officer
Mr. Devender Prasad Pandugu	Human Resource Manager	August 06, 2026	Designated as Human Resource Manager
Mr. Lingaraj Sahoo	Production Manager	August 06, 2026	Designated as Production Manager
Mr. PankajKumar R Sharma	Vice President, Design	August 06, 2026	Designated as Vice President, Design

The attrition among Key Management Personnel and Senior Managerial Personnel has remained in line with industry standards.

Employees' Stock Option Plan

As on date of this Draft Red Herring Prospectus, our Company does not have any employee stock option plan or purchase schemes for our employees.

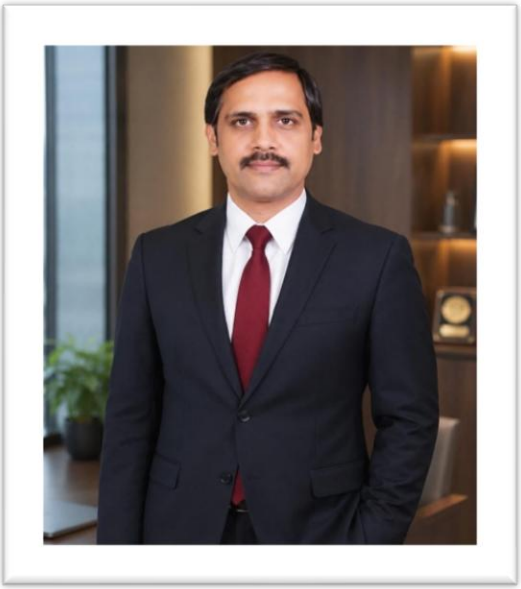
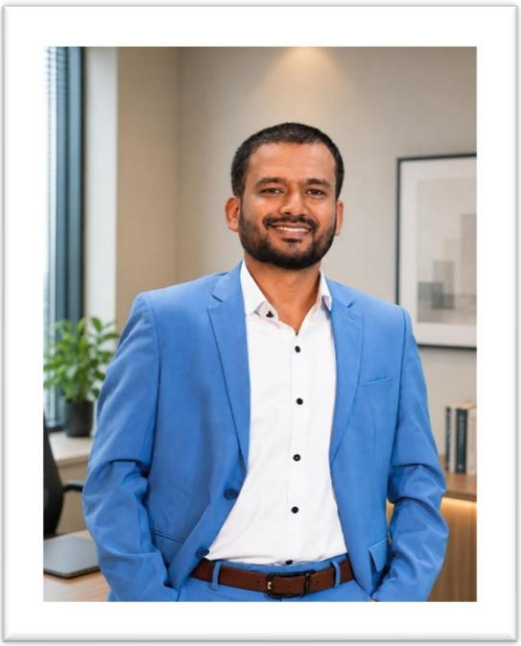
Loans taken by Key Management Personnel and Senior Management Personnel

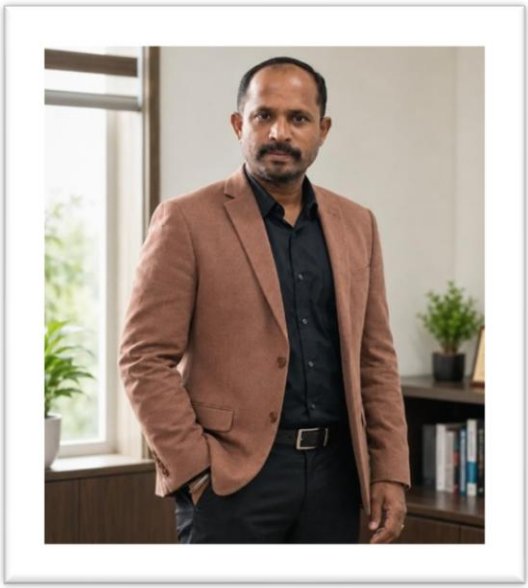
Our Company has not granted any loans to the Key Management Personnel and Senior Management Personnel as on the date of this Draft Red Herring Prospectus.

OUR PROMOTER AND PROMOTER GROUP

As on the date of this Draft Red Herring Prospectus, our Promoter holds 88,00,000 Equity Shares, constituting 81.80 % of our pre – Issue issued, subscribed and paid-up equity share capital of our Company. For details of the build-up of our Promoter's shareholding in our Company, please refer chapter titled "*Capital Structure"* beginning on Page No. 79 of this Draft Red Herring Prospectus.

Details of our Promoters

	**Mr. Bhaskar J** Mr. Bhaskar J, aged 54 years, is the Promoter, Chairman and Whole-time Director of our Company. For details of his date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships and special achievements, see the chapter titled *"Our Management"* beginning on Page No. 258 of this Draft Red Herring Prospectus. **Permanent account number:** AHNPB6746Q
	**Mr. S Saravanan** Mr. S Saravanan, aged 43 years, is the Promoter and Managing Director of our Company. For details of his date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships and special achievements, see the chapter titled *"Our Management"* beginning on Page No. 258 of this Draft Red Herring Prospectus. **Permanent account number:** BFTPS2187H

	**Mr. E Surendra Babu** Mr. E Surendra Babu, aged 42 years, is the Promoter and Managing Director of our Company. For details of his date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships and special achievements, see the chapter titled *"Our Management"* beginning on Page No. 258 of this Draft Red Herring Prospectus. **Permanent account number:** AAKPE3763A
	**Mr. B Prabakaran** Mr. B Prabakaran, aged 44 years, is the Promoter and Whole -Time Director of our Company. For details of his date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships and special achievements, see the chapter titled *"Our Management"* beginning on Page No. 258 of this Draft Red Herring Prospectus. **Permanent account number:** AMJPB7053P

Our Company confirms that the permanent account number, bank account number, passport number, Aadhar number and driving license number of our Promoters has been submitted to the Stock Exchange.

Other Ventures of our Promoters

The ventures in which our Promoters are involved in are as follows:

Mr. Bhaskar J

Name of the Venture	Nature of Interest
Panacea Enviro Private Limited	Director
All-Flow Pumps & Engineers	Partner

Mr. B Prabakaran

Name of the Venture	Nature of Interest

Panacea Enviro Private Limited	Director
Atlasrise Infrastructure Private Limited	Director
All-Flow Pumps & Engineers	Partner

Mr. S Saravanan

Name of the Venture	Nature of Interest
All-Flow Pumps & Engineers	Partner
Panacea Enviro Private Limited	Director

Mr. E Surendra Babu

Name of the Venture	Nature of Interest
Panacea Enviro Private Limited	Director
Aumurgaa Foods and Leisure Experiences Private Limited	Director
Alterna Engineering & Infrastructure Private Limited	Director
All-Flow Pumps & Engineers	Partner

Our Company confirms that the permanent account number, bank account number and passport number, Aadhaar card number and driving license number of our Promoter shall be submitted to NSE at the time of filing this Draft Red Herring Prospectus.

Change in Control of our Company

There has been no change in the control of our Company during the last 5 years as on the date of this Draft Red Herring Prospectus.

Experience of our Promoter in the business of our Company

For details in relation to experience of our promoter in the business of our Company, please refer to the chapter titled **"*Our Management*"** beginning on page 241 of this Draft Red Herring Prospectus.

Interest of our Promoters

Interest in promotion of our Company

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding in our Company and the dividends payable, if any, and any other distributions in respect of their shareholding in our Company or the shareholding of his relatives in our Company. For details of the shareholding and directorships of our Promoter in our Company, please refer to the chapter titled "*Capital Structure*", "*Our Management*" and *"Restated Financial Information - Related Party Transactions"* beginning on Page Nos 79,241 and 267, respectively of this Draft Red Herring Prospectus.

Interest of Promoters in our Company other than as a Promoter

Our Promoters, are the directors and KMPs of our Company therefore, may be deemed to be considered interested to the extent of any remuneration which shall be payable to them in such capacity. Except as stated in this section and the section titled *"Our Management",* and *"Restated Financial Information - Related Party Transactions"* beginning on Page No 241, and 267 respectively, our Promoters holds no other interest in our Company beyond his role as a Promoter.

No sum has been paid or agreed to be paid to our Promoters or to the firms or companies in which our Promoter is 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.

Other Interest and Disclosures

Except as stated in this section and the chapters titled *"Our Management", "Our Business",* and *"Restated Financial Information - Related Party Transactions"* beginning on Page No 241,179 and 267 our Promoter holds no other interest in our Company beyond his role as a Promoter.

Our Promoters along with the members of Promoter Group have extended personal guarantees to secure the loans availed by our Company, which remain outstanding as of the date of this Draft Red Herring Prospectus. For details of our borrowings please refer, "Financial Indebtedness" and "Restated Financial Information" beginning on pages 271 and 267 of this Draft Red Herring Prospectus.

Our Promoters do not have any interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Payment or benefits to our Promoter and Promoter Group during the last One year

Except as stated in this chapter and in the chapter titled "*Restated Financial Information - Related Party Transactions*" there has been no payment of any number of benefits to our Promoter or the members of our Promoter Group during the last two years from the date of this Draft Red Herring Prospectus. nor is there any intention to pay or give any benefit to our Promoter or Promoter group as on the date of this Draft Red Herring Prospectus. For further details, please refer to the chapter titled "*Restated Financial Information - Related Party Transactions*" beginning on Page No. 267 of this Draft Red Herring Prospectus.

Litigations involving our Promoter

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters, please refer to the section titled *"Outstanding Litigations and Material Developments"* beginning on page 294 of this Draft Red Herring Prospectus.

Material Guarantees

Our Promoters does not extend any material guarantee against the Equity Shares held by him to the third parties in respect of our Company and the Equity Shares that are outstanding as on the date of filing of this Draft Red Herring Prospectus.

Details of Companies / Firms from which our Promoter has disassociated in the last three years

Our Promoters have not disassociated themselves from any other company or firm in the three years preceding the date of this Draft Red Herring Prospectus.

OUR PROMOTER GROUP

In addition to our Promoter, the following individuals and entities form part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations:

Individuals forming part of the Promoter Group:

Mr. Bhaskar J

Name of the member of Promoter Group	Relationship with the Promoter
Jaganathan Govindasamy	Father
Jaganathan Mahalakshmi	Mother
Adhilakshmi Bhaskar	Spouse
Ellapparaj Jayakumari	Sister
J Yuvaraj	Brother
B Keerthana	Daughter
B Mridula	
Narayanaswamy G S	Spouse's Father

N Shanthi	Spouse’s Mother
B Kamatchi	Spouse’s Sister
Anandkumar	Spouse’s Brother

Mr. B Prabakaran

Name of the member of Promoter Group	Relationship with the Promoter
Baskaran D	Father
Bhaskaran Surya	Mother
Nagarajan B	Brother
Karthkeyan Baskaran	
M Vaijayanthimala	Sister
Prabakaran Jothi Lakshmi	Spouse
P Jitesh	Son
P Janani	Daughter
Late V Srinivasan	Spouse's Father
S Saraswathi	Spouse's Mother
Manoharan S	Spouse’s Brother

Mr. S Saravanan

Name of the member of Promoter Group	Relationship with the Promoter
A Saminathan	Father
Saminathan Mahalakshmi	Mother
Kesavaram S	Brother
Mohammed Moinudheen	
Vijaya Shanti Saravanan	Spouse
S Nikash	Son
S Loshini	Daughter
Late Thangavel	Spouse’s Father
T Kalaivani	Spouse’s Mother
T. Bala Murugan	Spouse's Brother

Mr. E Surendra Babu

Name of the member of Promoter Group	Relationship with the Promoter
Late N ElappaRaj	Father
Ellapparaj Jayakumari	Mother
E Shyam Prakash	Brother
Revati Surendra Babu	Spouse
Lakhith	Son
Medha	Daughter
Ravindra V Naidu	Spouse’s Father
Usha Ravindra Naidu	Spouse’s Mother
Prakash Ravindra Naidu	Spouse's Brother

Entities forming part of the Promoter Group:

Except as stated below, no other company, firm or HUF are forming part of the promoter group:

Sr. No.	Name of the entity
1.	Pride Controls & Systems Private Limited
2.	Flowgen Technologies
3.	Sysco Automation
4.	Panacea Enviro Private Limited

Sr. No.	Name of the entity
5.	All-Flow Pumps & Engineers
6.	Atlasrise Infrastructures Private Limited

Other Confirmations

Neither our Promoters nor members of the Promoter Group have been declared as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are currently pending against them.

Our Promoters has not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Neither Promoter nor entities forming part of our Promoter Group have been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoters and members of the Promoter Group are not and have never been promoters, directors or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of this Draft Red Herring Prospectus against our Promoters.

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OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, pursuant to a resolution of our Board dated September 25, 2026 and the applicable accounting standards (Accounting Standard 18), for the purpose of identification of "group companies" in relation to the disclosure in Issue Documents, our company has considered the companies with which there have been related party transactions in the last three years, as disclosed in the section titled ***"Financial Information"*** on page 267 of this Draft Red Herring Prospectus.

Accordingly, pursuant to the said resolution passed by our Board of Directors and the materiality policy adopted, for determining our Group Companies, the following companies has been identified and considered as the Group Company of our Company. Further, companies which are no longer associated with our company have not been disclosed as Group Companies.

Sr.No.	Name of Group Company	Registered Office
1.	Panacea Enviro Private Limited	D16 B, Sri Balaji Towers, First Floor, Mogappair Industrial Estate, Mogappair, Chennai, Tamil Nadu, India, 600037

The Group Companies listed above do not have websites. Accordingly, details of financial information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value in relation to the Group Companies for the previous three financial years as prescribed under the SEBI ICDR Regulations for Panacea Enviro Private Limited will be made available on the website of the Company, as indicated below ("Group Company Financial Information").

Details of our Group Company:

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of the Group Companies determined on the basis of their annual turnover, based on their respective audited financial statements for the preceding three years shall be hosted on the websites as indicated below:

Sr.No.	Name of Group Company	Website
1.	Panacea Enviro Private Limited	http://panaceaenviro.com/

Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. The information provided on the websites given above should not be relied upon or used as a basis for any investment decision.

Nature and extent of interest of our Group Companies:

a. In the promotion of our Company

None of our Group Companies, have any interest in the promotion of our Company.

b. In the properties acquired by us in the preceding three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in the properties acquired by us in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on the date of this Draft Red Herring Prospectus.

c. In transactions for acquisition of land, construction of building and supply of machinery

Except as disclosed in this Draft Red Herring Prospectus, our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery. For further details, please

see section titled *"Restated Financial Information –Annexure-XXXIV – Related Party Transactions"* on page 267

Common Pursuits between our Group Companies and our Company

None of our Group Companies, are engaged in a line of business similar to that of our Company.

Related Business Transactions with the Group Companies and significance on the financial performance of our Company

Other than the transactions disclosed in the section titled *"Restated Financial Information –Annexure-XXXIV – Related Party Transactions"* on page 267, there are no other related business transactions with our Group Companies.

Business interest of our Group Companies in our Company

There are related party transactions between the Group Companies and our Company as appearing in the section titled "Summary of Related Party Transactions" on page 67. Other than the related party transactions, our Group Companies do not have any business interest or other interest in our Company.

Litigation

Except mentioned in the outstanding litigation and material developments chapter on page no. 294 our Group Companies are not party to any pending litigations which will have a material impact on our Company.

Other Confirmations

Securities of our Group Company are not listed on any stock exchange. Further, our Group Companies have not 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.

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DIVIDEND POLICY

The dividend distribution policy of our Company was approved and adopted by our Board on August 06, 2026 ("Dividend Policy"). In terms of the Dividend Policy, the declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable laws including the Companies Act, read with the rules notified thereunder, each as amended.

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, profitable growth of our Company and specifically profits earned during the financial year, earning stability and outlook, past dividend pattern, cash flow position of our Company, capital expenditure to be incurred by our Company, accumulated reserves, statutory requirements like transfer to statutory reserve fund, liquidity position of the company including its working capital requirements and debt servicing obligations. In addition, our ability to pay dividends may be impacted by a number of factors such as economic environment, changes in the Government policies, industry specific rulings and regulatory provisions, industry outlook for the future years, and inflation rate. Our Company may decide against paying dividend due to, inter alia, inadequacy of profits or whenever the Company has incurred losses, undertaking of or proposal to undertake a significant expansion project requiring higher allocation of capital, and undertaking of any acquisitions or joint arrangements requiring significant allocation of capital. For more information on restrictive covenants under our current loan agreements, please refer "*Financial Indebtedness*" on page 271 of this Draft Red Herring Prospectus. Our Board may also declare interim dividend from time to time.

Our Company has not declared any dividends during the last three Financial Years. Further, our Company has not declared any dividend in the current Fiscal. The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, in the future and there is no guarantee that any dividends will be declared or paid in the future. For details in relation to the risk involved, please refer section titled "*Risk Factors*" on page 27 of this Draft Red Herring Prospectus.

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SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

S. No.	Details	Page Number
1.	Examination Report	F-1 to F-3
2.	Restated Financial Information	F-4 to F-38

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Independent Auditor's Examination Report on Restated Financial Information

To,
The Board of Directors
PH1 Industries Limited
(Formerly known as "PH1 Industries Private Limited")
13 - 59 Indira Gandhi Nagar Opp IDPL Colony,
Main Gate, Balanagar, Hyderabad - 500037 ,
Balanagar Township Rangareddy
Hyderabad – 500037
Telangana

1. We have examined the attached Restated Financial Information of **PH1 Industries Limited** (Formerly known as "PH1 Industries Private Limited") (hereinafter referred as the "**Company**" or the "**Issuer**") comprising the Restated Statement of Assets and Liabilities of the Company as at March 31, 2026, 2025 and 2024, the Restated Statements of Profit and Loss and the Restated Cash Flow Statement of the company for the year ended on March 31, 2026, 2025 and 2024 and the Summary Statement of Significant Accounting Policies adopted by the company and other explanatory information (collectively hereinafter referred as **"Restated Financial Statement"** or **"Restated Financial Information"**) annexed to this report and initialed by us for identification purposes. These Restated Financial Statements have been prepared by the management of the Company and approved by the Board of Directors of the Company at their meeting held on September 24, 2026 in connection with its proposed Initial Public Offer on Emerge platform (**"IPO"** or **"SME IPO"**) of National Stock Exchange of India Limited ("**NSE**") of the company.

2. These Restated Summary Statement 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 related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI");

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Red-Herring Prospectus/ Red-Herring Prospectus/ Prospectus (**"Offer Document"**) to be filed with Securities and Exchange Board of India ("SEBI"), NSE and Registrar of Companies (Hyderabad) in Connection with the proposed IPO of the company. The Restated Financial Information of the company have been extracted and prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Information. The responsibility of the board of directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

4. 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 requesting us to carry out the assignment, in connection with proposed SME IPO of the company;

   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 IPO.

5. This Restated Financial Information have been compiled by the management from the audited financial statements of the Company for the year ended March 31, 2026, March 31, 2025 and March 31, 2024.

6. Audit for the financial year ended March 31, 2026, March 31, 2025 and March 31, 2024 is conducted by us via our audit reports dated September 24, 2026, August 30, 2025 and August 20, 2024 respectively. There are no audit qualifications in the audit reports issued by us which would require adjustments in the Restated Financial Statements of the Company.

7. Based on our examination and according to information and explanations given to us, we are of the opinion that the Restated Financial Statements:

   a) Have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping / reclassifications retrospectively for the financial years ended on March 31, 2026, March 31, 2025 and March 31, 2024;

   b) do not require any adjustment for modification as there is no modification in the underlying audit reports;

   c) have no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments;

   d) have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.

8. Based on our examination and in accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:

   a) The "Restated Statement of Assets and Liabilities" as set out in **Annexure I** to this report, of the Company as at March 31, 2026, 2025 and 2024 are prepared by the Company and approved by the Board of Directors. These Restated Statement of Assets and Liabilities have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.

b) The "Restated Statement of Profit and Loss" as set out in **Annexure II** to this report, of the Company for the year ended March 31, 2026, 2025 and 2024 are prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.

c) The "Restated Cash Flow Statement" as set out in **Annexure III** to this report, of the Company for the year ended March 31, 2026, 2025 and 2024 are prepared by the Company and approved by the Board of Directors. These Restated Cash Flow Statement have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.

9. The Restated Summary Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraphs 5 & 6 above.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the Board of Directors for inclusion in the offer documents to be filed with Securities and Exchange Board of India ("SEBI"), NSE and Registrar of Companies (Hyderabad) in connection with the proposed SME IPO of the company. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For M/s. M S P R & Co,
Chartered Accountants
FRN: 010152S

Sd/-

CA Teja Kiran P
Partnership
Membership No. 263464
UDIN - 26263464CPGZIA6959
Place: Hyderabad
Date: 24th September 2026

PH1 Industries Limited
(Formerly known as "PH1 Industries Private Limited")
(CIN: U28290TG2015PLC097503)

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED **ANNEXURE -** I

(₹ In Lakhs)

Sr. No.	Particulars	Annexure No.	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
	EQUITY AND LIABILITIES				
1)	**Shareholders Funds**				
	a. Share Capital	V	90.00	90.00	90.00
	b. Reserves & Surplus	VI	1,226.24	443.14	342.62
2)	**Non - Current Liabilities**				
	a. Long-term Borrowings	VII	92.82	154.28	0.27
	b. Deferred Tax Liabilities (Net)	VIII	-	-	-
	b. Long-term Provisions	VIII	64.07	56.91	44.35
3)	**Current Liabilities**				
	a. Short Term Borrowings	IX	966.74	485.81	514.76
	b. Trade Payables	X			
	- Due to Micro and Small Enterprises		594.94	249.97	89.04
	- Due to Other than Micro and Small Enterprises		469.21	440.16	577.38
	c. Other Current liabilities	XI	376.06	698.17	174.32
	d. Short Term Provisions	XII	278.05	31.36	3.91
	T O T A L		**4,158.13**	**2,649.80**	**1,836.65**
	ASSETS				
1)	**Non Current Assets**				
	a. Property, Plant & Equipment and Intangible Assets	XIII			
	- Property, Plant & Equipment		448.91	459.31	301.31
	- Intangible Assets		4.50	6.19	7.88
	b. Long Term Loans and Advances	XIV	331.46	204.55	164.19
	c. Deferred Tax Assets (Net)	XV	24.89	18.31	16.64
	d. Other Non-current Assets	XVI	27.44	25.39	13.67
2)	**Current Assets**				
	a. Inventories	XVII	998.68	723.49	253.41
	b. Trade Receivables	XVIII	970.44	385.92	470.28
	c. Cash and Bank Balances	XIX	407.72	302.45	62.97
	d. Short term loan and advances	XX	164.56	77.01	40.83
	e. Other current assets	XXI	779.53	447.18	505.47
	T O T A L		**4,158.13**	**2,649.80**	**1,836.65**

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to XLV)

For M S P R & Co.,
Chartered Accountants
FRN: 010152S

Sd/-

CA Teja Kiran P
Partnership
M.No. 263464
Place: Hyderabad
Date: 24th September 2026
UDIN: 26263464CPGZIA6959

For and on behalf of the Board of Directors of
PH1 Industries Limited

Sd/-	Sd/-
Saminathan Saravanan	**Surendra Babu Ellappa Raj**
(Managing Director)	(Managing Director)
DIN - 07074205	DIN - 07074257
Sd/-	Sd/-
Muralidhar Jampala	**Laxmikanth Tangudu**
(CFO)	(Company Secretary)

Place: Hyderabad
Date: 24th September 2026

PH1 Industries Limited
(Formerly known as "PH1 Industries Private Limited")
(CIN: U28290TG2015PLC097503)

STATEMENT OF PROFIT AND LOSS AS RESTATED **ANNEXURE -** II

(₹ In Lakhs)

Sr. No.	Particulars	Annexure No.	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
A	**INCOME**				
	Revenue from Operations	XXII	5,649.35	2,246.30	1,663.45
	Other Income	XXIII	48.00	49.89	25.43
	Total Income (A)		**5,697.35**	**2,296.19**	**1,688.88**
B	**EXPENDITURE**				
	Cost of material consumed	XXIV	3,036.32	1,235.81	883.67
	Direct expenses	XXV	554.93	360.88	207.29
	Changes in inventories of Work-in-Progress and Finished Goods	XXVI	5.15	(288.37)	(160.89)
	Employee benefits expense	XXVII	680.64	606.17	534.38
	Finance costs	XXVIII	150.79	105.03	72.96
	Depreciation and amortization expense	XXIX	59.69	34.87	15.44
	Other expenses	XXX	150.22	102.10	83.92
	Total Expenses (B)		**4,637.74**	**2,156.49**	**1,636.77**
C	**Profit before tax (A-B)**		**1,059.61**	**139.70**	**52.11**
D	**Tax Expense:**				
	(i) Current tax	XXXVII	283.09	40.85	18.81
	(ii) Deferred tax expenses/(credit)	XV	(6.58)	(1.67)	(1.05)
	Total Expenses (D)		**276.51**	**39.18**	**17.76**
E	**Profit for the year (C-D)**		**783.10**	**100.52**	**34.35**
F	**Earnings per share (Face value of ₹ 10/- each):**				
	i. Basic		7.91	1.02	0.35
	ii. Diluted		7.91	1.02	0.35

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to XLV)

For M S P R & Co.,
Chartered Accountants
FRN: 010152S

Sd/-

CA Teja Kiran P
Partnership
M.No. 263464
Place: Hyderabad
Date: 24th September 2026
UDIN: 26263464CPGZIA6959

For and on behalf of the Board of Directors of
PH1 Industries Limited

Sd/- Sd/-

Saminathan Saravanan
(Managing Director)
DIN - 07074205

Surendra Babu Ellappa Raj
(Managing Director)
DIN - 07074257

Sd/- Sd/-

Muralidhar Jampala
(CFO)
Place: Hyderabad
Date: 24th September 2026

Laxmikanth Tangudu
(Company Secretary)

PH1 Industries Limited
(Formerly known as "PH1 Industries Private Limited")
(CIN: U28290TG2015PLC097503)

STATEMENT OF CASH FLOW AS RESTATED **ANNEXURE -** III

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash Flow From Operating Activities:			
Net Profit before tax as per Profit And Loss A/c	1,059.61	139.70	52.11
Adjustments for:			
Interest Cost	119.42	85.33	63.90
Gratuity Provision	8.20	13.22	11.39
Interest Income	(42.32)	(30.20)	(22.08)
Unrealised Forex	(0.61)	(0.63)	-
Sundry balance written off / (written back)	(2.42)	-	0.34
Depreciation and Amortisation Expense	59.69	34.87	15.44
Operating Profit Before Working Capital Changes	**1,201.57**	**242.29**	**121.10**
Adjusted for (Increase)/Decrease in operating assets			
Inventories	(275.19)	(470.08)	(160.76)
Trade Receivables	(583.91)	84.99	351.41
Loans and Advances	(87.55)	(45.83)	(31.18)
Other Assets (Including Other Bank balances)	(417.91)	(206.87)	(277.48)
Adjusted for Increase/(Decrease) in operating liabilities:			
Trade Payables	376.44	23.71	196.58
Other Current Liabilities and Provisions	(340.58)	517.09	(345.56)
Cash Generated From Operations Before Taxes	**(127.13)**	**145.30**	**(145.89)**
Net Income Tax paid/ refunded	(37.44)	(4.41)	(28.45)
Net Cash Flow from/(used in) Operating Activities: (A)	**(164.57)**	**140.89**	**(174.34)**
Cash Flow from Investing Activities:			
Purchase of property, plant & equipment and intangible assets (including capital advances)	(47.60)	(190.49)	(23.61)
Sale of property, plant & equipment and intangible assets	-	-	-
Loans and Advances given to/repaid by Related parties	(126.91)	(41.05)	(113.50)
Interest Income	18.57	12.03	7.24
Net Cash Flow from/(used in) Investing Activities: (B)	**(155.94)**	**(219.51)**	**(129.87)**
Cash Flow from Financing Activities:			
Proceeds of Borrowings	909.03	338.06	462.42
Repayment of borrowings	(489.56)	(213.00)	(376.64)
Interest Cost Paid	(100.95)	(78.57)	(52.56)
Net Cash Flow from/(used in) Financing Activities (C)	**318.52**	**46.49**	**33.22**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(1.99)	(32.13)	(270.99)
Cash & Cash Equivalents as at Beginning of the Year	20.27	52.40	323.39
Cash & Cash Equivalents as at End of the Year	**18.28**	**20.27**	**52.40**
Components of Cash & Cash Equivalents as at end of the year			
Cash-in-hand	1.17	1.12	0.90
Balance with Bank	17.11	19.15	51.50
Total cash & cash equivalents at year end	**18.28**	**20.27**	**52.40**

See accompanying annexures forming part of the restated financial statements (Refer Annexure No. IV to XLV)
Note: The Cash Flow Statements has been prepared under Indirect Method as set out in Accounting Standard 3, 'Cash Flow Statements' notified under section 133 of the Companies Act, 2013.

For M S P R & Co.,
Chartered Accountants
FRN: 010152S

Sd/-

CA Teja Kiran P
Partnership
M.No. 263464
Place: Hyderabad
Date: 24th September 2026
UDIN: 26263464CPGZIA6959

For and on behalf of the Board of Directors of
PH1 Industries Limited

Sd/-

Saminathan Saravanan
(Managing Director)
DIN - 07074205

Sd/-

Muralidhar Jampala
(CFO)
Place: Hyderabad
Date: 24th September 2026

Sd/-

Surendra Babu Ellappa Raj
(Managing Director)
DIN - 07074257

Sd/-

Laxmikanth Tangudu
(Company Secretary)

PH1 Industries Limited
(Formerly known as "PH1 Industries Private Limited")
(CIN: U28290TG2015PLC097503)

ANNEXURE IV: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH

1. CORPORATE INFORMATION

PH1 Industries Limited is a company Incorporated on Febuary 3, 2015 formerly known as "PH1 Industries Private Limited".

The corporate identification number of the company is U28290TG2015PLC097503.

The company has been converted to current name "PH1 Industries Limited" on July 17, 2026.

The registered office of the company is 13 - 59 Indira Gandhi Nagar Opp IDPL Colony, Main Gate, Balanagar, Hyderabad - 500037, Balanagar Township, Hyderabad, Rangareddy, Telangana, India, 500037.

The Company is a specialised engineering company engaged in the design, supply, erection, and commissioning of Alternative Fuel and Raw Material (AFR) systems and Bulk Material Handling (BMH) solutions, primarily for the cement industry secondary for pharma & chemical industry.

2. SIGNIFICANT ACCOUNTING POLICIES

2.01 BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS

The restated summary statement of assets and liabilities of the Company as at March 31, 2026, March 31, 2025 and March 31, 2024 and the related restated summary statement of profits and loss and cash flows for the year ended March 31, 2026, March 31, 2025 and 2024 (herein collectively referred to as ("Restated Summary Statements") have been compiled by the management from the audited Financial Statements of the Company for the year ended on March 31, 2026, March 31, 2025 and March 31, 2024 approved by the Board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 (the "Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") issued by SEBI and Guidance note on Reports in Companies Prospectuses (Revised 2019) ("Guidance Note"). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the NSE in connection with its proposed SME IPO. The Company's management has recast the Financial Statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated Summary Statements.

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles in India.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current – non-current classification of assets and liabilities.

2.02 USE OF ESTIMATES

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.03 PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

(i) Property, Plant & Equipment

All Property, Plant & Equipment are recorded at cost including taxes, duties, freight and other incidental expenses incurred in relation to their acquisition and bringing the asset to its intended use.

(ii) Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.

2.04 DEPRECIATION / AMORTISATION

Depreciation on fixed assets is calculated on a Written Down Value method using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013.

Intangible assets including internally developed intangible assets are amortised over the year for which the company expects the benefits to accrue. Intangible assets are amortized on straight line method basis over 6 years in pursuance of provisions of AS-26.

ANNEXURE IV: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH

2.05 INVENTORIES

Inventories comprises of Raw Material, Work-in-Progress and Finished Goods.

Raw materials are valued at lower of cost and net realizable value. The cost of raw materials are based on the first-in-first-out method principle.

Work-in-progress are measured at the lower of cost and net realisable value. The cost of work-in-progress are based on the first-in-first-out method principle. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Finished goods are valued at lower of cost and net realizable value. The cost of finished goods includes raw material costs (net of recoverable taxes), direct cost of conversion and proportionate allocation of indirect costs incurred in bringing the inventories to their present location and condition.

2.06 IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of the recoverable value.

2.07 INVESTMENTS:

Non-current investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis.

Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment. Cost of investments sold is arrived using average method.

2.08 FOREIGN CURRENCY TRANSLATIONS

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Any income or expense on account of exchange difference either on settlement or on translation at the balance sheet date is recognized in Profit & Loss Account in the year in which it arises.

2.09 BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

2.10 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

2.11 REVENUE RECOGNITION

Sale of Goods & Services in EPC Contracts:

Revenue is recognised only when significant risk and rewards of ownership has been transferred to the buyer and services has been rendered as per the contracts on progressive billing basis, provided it can be reliably measured and its reasonable to expect ultimate collection of it. Gross sales are of net trade discount, rebates and GST.

2.12 OTHER INCOME

Interest Income on fixed deposit is recognized on time proportion basis. Other Income is accounted for when right to receive such income is established.

ANNEXURE IV: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH

2.13 TAXES ON INCOME

Income taxes are accounted for in accordance with Accounting Standard (AS-22) – "Accounting for taxes on income", notified under Companies (Accounting Standards) Rules, 2021. Income tax comprises of both current and deferred tax. Current tax is measured on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using substantially enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent there is a reasonable certainty of its realization.

2.14 CASH AND BANK BALANCES

Cash and cash equivalents comprises Cash-in-hand, Current Accounts, Fixed Deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Other Bank Balances are short-term balance (with original maturity is more than three months but less than twelve months).

2.15 EARNINGS PER SHARE

Basic earning per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity share outstanding during the year. Diluted earning per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

2.16 EMPLOYEE BENEFITS

Defined Contribution Plan:

Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the statement of profit and loss.

Defined Benefit Plan:

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service without any monetary limit. Vesting occurs upon completion of five years of service. Provision for gratuity has been made in the books as per actuarial valuation done as at the end of the year.

2.17 SEGMENT REPORTING

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

ANNEXURE IV: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH

2.18 CURRENT & NON-CURRENT CLASSIFICATION

All assets and liabilities are classified into current and non-current.

Assets:

An asset is classified as current when it satisfies any of the following criteria:

a) It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;

b) It is held primarily for the purpose of being traded;

c) It is expected to be realised within 12 months after the reporting date; or

d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

a) It is expected to be settled in the Company's normal operating cycle;

b) It is held primarily for the purpose of being traded;

c) It is due to be settled within 12 months after the reporting date; or

d) The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

2.19 OPERATING CYCLE

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out above which are in accordance with the Schedule III to the Act. Based on the nature of services and the time between the acquisition of assets for providing of services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current & non-current classification of assets and liabilities.

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ANNEXURE IV: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH

3. NOTES ON RECONCILIATION OF RESTATED PROFITS

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Net Profit/(Loss) after Tax as per Audited Profit & Loss Account	**762.43**	**117.32**	**72.85**
Adjustments for:			
Prior Period Item	61.65	-	-
Depreciation and Amortization Expense	-	(21.63)	(1.91)
Interest on delayed payment of Income Tax, TDS and TCS	-	(1.37)	(0.60)
Interest Income on Advances	-	18.17	11.01
Interest on delayed payment to MSME creditors	-	(6.76)	(11.34)
Foreign Exchange Gain	-	0.63	-
Contract charges	-	(42.06)	-
Movement of WIP inventory	-	114.19	(30.00)
Gratuity expense	-	(13.22)	(11.39)
Sundry balance written off	-	-	(0.14)
Staff welfare expense	-	-	(1.05)
Office Rent	-	(0.18)	-
Travelling & Conveyance expenses	-	(25.36)	-
Salary expenses	-	(42.13)	-
Income tax expense	(0.53)	(5.85)	5.08
Deferred tax expense	(40.45)	8.77	1.84
Net Profit/ (Loss) After Tax as Restated	**783.10**	**100.52**	**34.35**

Explanatory notes to the above restatements to profits made in the audited Financial Statements of the Company for the respective years:

a. Prior period item: The Company has recognised prior period expense which has now been restated to respective years.

b. Depreciation and Amortization Expense: The Company has taken incorrect useful life of and incorrect rate of Property, Plant and Equipments and had amortized the Intangible Assets as per WDV method. The same has now been restated.

c. Interest on delayed payment of Income tax, TDS and TCS: The Company has failed to book interest on delayed payment of TDS, income tax and Advance tax. The same has now been restated

d. Interest Income on Advances: The Company has failed to book interest income on the advances given to the RPT. The same has now been restated.

e. Interest on delayed payment to MSME creditors: The Company has failed to book interest on delayed payment to MSME creditors. The same has now been restated.

f. Foreign exchange gain: The Company has failed to record unrealised foreign exchange in FY 24-25 which has now been restated.

g. Contract charges: The Company has incorrectly recorded expense as prepaid instead of capitalising it in the inventory in FY 24-25 which has now been restated.

h. Movement of WIP inventory: The Company has failed to WIP inventory. The same has now been restated.

i. Gratuity Expense: The Company failed to book provision for gratuity in previous years, the same has now been restated.

j. Sundry balance written off: The Company has not correctly calculated the impact of sundry balances written off for earlier years, the same has now been restated.

k. Staff welfare expenses: The Company has failed to book staff welfare in FY 23-24. The same has now been restated.

l. Office Rent: The Company has missed to recorded rent expense pertaining to March in FY 24-25 which has now been restated.

m. Travelling & Conveyance expense: The Company has mistakenly recorded travelling expense as prepaid in FY 24-25 which is now rectified and has been restated.

n. Salary expense: The Company has mistakenly recorded few workers salary expense as advance salary in FY 24-25 instead of capitalising it in WIP. The same is now rectified and has been restated.

ANNEXURE IV: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH

o. Income Tax Expense: The Company has inappropriately calculated income tax liability which has now been restated for restatement adjustment as above and provided for using tax rates related to the respective financial year as per Statement of tax shelters.

p. Deferred Tax: The Company has not calculated correctly the deferred tax impact which has now been restated including impact of restatement as above.

4. NOTES ON RECONCILIATION OF RESTATED NET-WORTH

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Networth as audited (a)	**1,317.54**	**555.11**	**437.79**
Adjustments for:			
Opening Balance of Adjustments	(21.97)	(5.17)	-
Less: Fixed Assets Adjustment for previous periods	-	-	(37.23)
Less: TRACES Demand for earlier years	-	-	(0.24)
Add: Interest accrued for earlier years	-	-	3.83
Add: Deferred tax reversal for earlier years	-	-	29.84
Less: Gratuity Expense recognised for earlier years	-	-	(36.87)
Add: Reversal of expenses pertaining to previous years	-	-	44.00
Add: Inventory changes for previous years	-	-	30.00
Net profit / (Loss) after Tax for the year	20.67	(16.80)	(38.50)
Closing Balance of Adjustments (b)	**(1.30)**	**(21.97)**	**(5.17)**
Networth as restated (a+b)	**1,316.24**	**533.14**	**432.62**

Explanatory notes to the above restatements to networth made in the audited Financial Statements of the Company for the respective years:

a. Fixed Asset Adjustment for previous periods: The Company has taken incorrect useful life of and incorrect rate of Property, Plant and Equipments and had amortized the Intangible Assets as per WDV method.The same has now been restated and debited to opening reserves for impact related to period on or before March 31, 2023.

b. TRACES demand for earlier years: The Company has not book TRACES demand for earlier years. The same has now been restated.

c. Interest accrued for earlier years: The Company had not booked Interest income on Advances given to RPT for earlier years. The same has now been restated for period on or before March 31, 2023.

d. Deferred tax reversal for earlier years: The Company has not calculated correctly the deferred tax impact which has now been restated including impact of restatement as above. The company also booked deferred tax through the reserves which is restated and correctly recorded.

e. Gratuity Expense recognised: The gratuity for period on or before March 31, 2023 is charged to opening reserves.

f. Expenses pertaining to previous years: The company has recorded excess salaries in previous years**.** The same is now restated.

g. Change in Profit/(Loss) : Refer Note 3 above**.**

5. ADJUSTMENTS HAVING NO IMPACT ON NETWORTH AND PROFIT:

a. Material Regrouping

Appropriate regroupings have been made in the Restated Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited Financial Statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

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DETAILS OF SHARE CAPITAL AS RESTATED **ANNEXURE -** V

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
AUTHORISED SHARE CAPITAL:			
10,00,000 Equity Shares of FV ₹10 each	100.00	100.00	100.00
(FY 25 - 10,00,000 shares and FY 24 - 10,00,000 shares)			
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:			
9,00,000 Equity Shares of FV ₹10 each	90.00	90.00	90.00
(FY 25 - 9,00,000 shares and FY 24 - 9,00,000 shares)			
TOTAL	**90.00**	**90.00**	**90.00**

Reconciliation of number of shares outstanding at the end of the year:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Equity Shares at the beginning of the year	9,00,000	9,00,000	9,00,000
Add: Shares issued during the year	-	-	-
Equity Shares at the end of the year	**9,00,000**	**9,00,000**	**9,00,000**

Note:

1) Terms/Rights attached to Equity Shares: The company has only one class of Equity Shares having a par value of ₹ 10/- per share. Each holder of Equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity share will be entitled to receive remaining Assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Share holders.

2) The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013.

3) Every member of the company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and on a show of hands, has one vote if he is present in person and on a poll shall have the right to vote in proportion to his share of the paid-up capital of the company.

4) The company has increased its authorised share capital from ₹ 1,00,00,000 divided into 10,00,000 equity shares of ₹ 10 each to ₹ 15,00,00,000 divided into 1,50,00,000 equity shares of ₹ 10 each vide a resolution passed at the EGM of the company held at the registered office of the company dated August 06, 2026.

Details of Shareholders holding more than 5% of the aggregate shares of the company:

Name of Shareholders	As at March 31,2026	
	No. of Shares Held	% of Holding
Equity Share Holders		
Saminathan Saravanan	2,00,000	22.22%
Prabakaran Bhaskaran	2,00,000	22.22%
Surendra Babu Ellappa Raj	2,00,000	22.22%
Bhaskar Jaganathan	2,00,000	22.22%

Details of Shareholders holding more than 5% of the aggregate shares of the company:

Name of Shareholders	As at March 31,2025	
	No. of Shares Held	% of Holding
Equity Share Holders		
Saminathan Saravanan	2,00,000	22.22%
Prabakaran Bhaskaran	2,00,000	22.22%
Surendra Babu Ellappa Raj	2,00,000	22.22%
Bhaskar Jaganathan	2,00,000	22.22%

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Details of Shareholders holding more than 5% of the aggregate shares of the company:

Name of Shareholders	As at March 31,2024	
	No. of Shares Held	% of Holding
Equity Share Holders		
Saminathan Saravanan	2,00,000	22.22%
Prabakaran Bhaskaran	2,00,000	22.22%
Surendra Babu Ellappa Raj	2,00,000	22.22%
Bhaskar Jaganathan	2,00,000	22.22%

Details of equity shares held by promoters:

Name of Promoter	As at March 31,2026		% Change during the year
	No. of Shares Held	% of Holding	
Saminathan Saravanan	2,00,000	22.22%	0.00%
Prabakaran Bhaskaran	2,00,000	22.22%	0.00%
Surendra Babu Ellappa Raj	2,00,000	22.22%	0.00%
Bhaskar Jaganathan	2,00,000	22.22%	0.00%

Details of equity shares held by promoters:

Name of Promoter	As at March 31,2025		% Change during the year
	No. of Shares Held	% of Holding	
Saminathan Saravanan	2,00,000	22.22%	0.00%
Prabakaran Bhaskaran	2,00,000	22.22%	0.00%
Surendra Babu Ellappa Raj	2,00,000	22.22%	0.00%
Bhaskar Jaganathan	2,00,000	22.22%	0.00%

Details of equity shares held by promoters:

Name of Promoter	As at March 31,2024		% Change during the year
	No. of Shares Held	% of Holding	
Saminathan Saravanan	2,00,000	22.22%	0.00%
Prabakaran Bhaskaran	2,00,000	22.22%	0.00%
Surendra Babu Ellappa Raj	2,00,000	22.22%	0.00%
Bhaskar Jaganathan	2,00,000	22.22%	0.00%

DETAILS OF RESERVE & SURPLUS AS RESTATED **ANNEXURE -** VI

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balance in profit & Loss A/c			
Opening Balance	443.14	342.62	274.94
Add : Net profit / (Loss) after Tax for the year	783.10	100.52	34.35
Less: Fixed Assets Adjustment for previous periods	-	-	(37.23)
Less: TRACES Demand for earlier years	-	-	(0.24)
Add: Interest accrued for earlier years	-	-	3.83
Add: Deferred tax reversal for earlier years	-	-	29.84
Less: Gratuity Expense recognised for earlier years	-	-	(36.87)
Add: Reversal of expenses pertaining to previous years	-	-	44.00
Add: Inventory changes for previous years	-	-	30.00
TOTAL	**1,226.24**	**443.14**	**342.62**

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DETAILS OF LONG TERM BORROWINGS AS RESTATED **ANNEXURE -** VII

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Secured			
Vehicle Loan			
- Banks	31.08	-	-
- NBFC	51.08	63.36	-
Unsecured			
Term Loan			
- Banks	43.59	76.30	67.61
- NBFC	59.72	128.53	-
Current maturities of long-term debt	(92.65)	(113.91)	(67.34)
TOTAL	**92.82**	**154.28**	**0.27**

(Refer Annexure for terms of security, repayment and other relevant details)

DETAILS OF LONG TERM PROVISIONS AS RESTATED **ANNEXURE -** VIII

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Provision for Gratuity	64.07	56.91	44.35
TOTAL	**64.07**	**56.91**	**44.35**

DETAILS OF SHORT TERM BORROWINGS AS RESTATED **ANNEXURE -** IX

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Secured			
Cash Credit			
- Banks	849.26	371.90	447.42
Over Draft			
- Banks	24.83	-	-
Current maturity of long term borrowings	92.65	113.91	67.34
TOTAL	**966.74**	**485.81**	**514.76**
(Refer Annexure for terms of security, repayment and other relevant details)			

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DETAILS OF TRADE PAYABLES AS RESTATED **ANNEXURE -** X

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Due to Micro and Small Enterprises	594.94	249.97	89.04
Due to Other than Micro and Small Enterprises	469.21	440.16	577.38
TOTAL	**1,064.15**	**690.13**	**666.42**

(Refer Annexure - XXXII for ageing)

DETAILS OF OTHER CURRENT LIAIBILITES AS RESTATED **ANNEXURE -** XI

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Expenses Payables	-	0.18	15.19
Statutory Dues Payable	58.53	36.57	5.46
Employee Benefit Expenses Payable	59.34	53.53	46.87
Interest on delayed payment to MSME creditors payable	36.57	18.10	11.34
Advance from customers	214.30	582.48	91.36
Director Reimbursement Payable	-	2.25	4.10
Staff Deposit - Employees	7.32	5.06	-
TOTAL	**376.06**	**698.17**	**174.32**

DETAILS OF SHORT TERM PROVISIONS AS RESTATED **ANNEXURE -** XII

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Provision for Taxation (Net of Advance Tax, TDS and TCS)	272.44	26.79	-
Provision for Gratuity	5.61	4.57	3.91
TOTAL	**278.05**	**31.36**	**3.91**

DETAILS OF LONG TERM LOANS AND ADVANCES AS RESTATED **ANNEXURE -** XIV

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Unsecured, Considered Good			
Loans and advances to related parties	331.46	204.55	163.50
Capital Advances	-	-	0.69
TOTAL	**331.46**	**204.55**	**164.19**

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DETAILS OF DEFERRED TAX ASSETS (NET) AS RESTATED **ANNEXURE -** XV

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Deferred Tax Liabilities arising on account of:			
-Difference of WDV as per Companies Act, 2013 and Income Tax Act, 1961	7.35	2.84	4.49
-Expenses disallowed under Income Tax Act, 1961	17.54	15.47	12.15
TOTAL	**24.89**	**18.31**	**16.64**

DETAILS OF OTHER NON CURRENT ASSETS AS RESTATED **ANNEXURE -** XVI

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Unsecured, Considered Good			
Security Deposits	27.44	25.39	13.67
TOTAL	**27.44**	**25.39**	**13.67**

DETAILS OF INVENTORIES AS RESTATED **ANNEXURE -** XVII

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Raw Material	487.58	207.24	25.53
Work In Progress	202.81	114.97	1.74
Finished Goods	308.29	401.28	226.14
TOTAL	**998.68**	**723.49**	**253.41**

DETAILS OF TRADE RECEIVABLES AS RESTATED **ANNEXURE -** XVIII

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Unsecured, Considered Good			
Trade Receivable More than Six Months	233.38	112.35	267.04
Trade Receivable Less than Six Months	737.06	273.57	203.24
Unsecured, Considered Doubtful			
Trade Receivable More than Six Months	-	-	-
Less: Provision for Bad & Doubtful Debts	-	-	-
Trade Receivable Less than Six Months	-	-	-
Less: Provision for Bad & Doubtful Debts	-	-	-
TOTAL	**970.44**	**385.92**	**470.28**

(Refer Annexure - XXXIII for ageing)

PH1 Industries Limited
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DETAILS OF CASH & BANK BALANCE AS RESTATED **ANNEXURE -** XIX

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
a. Cash and Cash Equivalents			
Cash-in-Hand	1.17	1.12	0.90
Bank Balance (incl. debit balance of cash credit)	17.11	19.15	51.50
b. Other Bank Balances			
Fixed deposits*	389.44	282.18	10.57
(having original maturity of more than 3 months and remaining maturity of less than 12 months including given as collateral)			
TOTAL	**407.72**	**302.45**	**62.97**

(documents for few fixed deposit are not available with the company)*

DETAILS OF SHORT TERM LOAN AND ADVANCES AS RESTATED **ANNEXURE -** XX

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Unsecured, Considered Good			
Advances to Suppliers	142.14	68.16	24.50
Advance tax, TDS & TCS (Net of Provisions)	-	-	9.65
Balances with Government Authorities	-	-	0.29
Advance for expenses	22.42	8.85	6.39
TOTAL	**164.56**	**77.01**	**40.83**

DETAILS OF OTHER CURRENT ASSETS AS RESTATED **ANNEXURE -** XXI

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Unsecured, Considered Good			
TDS Recoverable from NBFCs	2.02	-	-
Interest receivable on Advances	56.76	33.01	14.84
Earnest Money Deposit	1.00	-	-
Retention Money Receivable	719.75	414.17	490.63
TOTAL	**779.53**	**447.18**	**505.47**

PH1 Industries Limited
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DETAILS OF REVENUE FROM OPERATIONS AS RESTATED **ANNEXURE -** XXII

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from Plant Projects			
- Domestic	5,649.35	2,011.39	1,663.45
- Export	-	234.91	-
TOTAL	**5,649.35**	**2,246.30**	**1,663.45**

DETAILS OF OTHER INCOME AS RESTATED **ANNEXURE -** XXIII

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Income on FD	18.57	12.03	11.07
Interest Income on Advances	23.75	18.17	11.01
Discount Received	-	5.81	0.04
Foreign exchange gain	3.09	0.63	-
Sundry balances written back	2.42	-	-
Miscellaneous Income	0.17	13.25	3.31
TOTAL	**48.00**	**49.89**	**25.43**

DETAILS OF COST OF MATERIAL CONSUMED AS RESTATED **ANNEXURE -** XXIV

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Raw Material			
Opening Stock	207.24	25.53	25.66
Add: Purchase	3,316.66	1,417.52	883.54
Less: Closing Stock	(487.58)	(207.24)	(25.53)
TOTAL	**3,036.32**	**1,235.81**	**883.67**

DETAILS OF DIRECT EXPENSES AS RESTATED **ANNEXURE -** XXV

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Power and fuel	39.36	29.71	13.06
Factory Maintenance	2.37	16.38	10.19
Freight Inward	77.08	55.45	46.68
Jobwork Charges	29.43	25.14	20.32
Wages	51.27	40.64	27.10
Contract charges	253.92	117.29	60.22
Factory Rent	93.31	73.31	28.23
Crane Hiring Charges	3.40	-	-
Consumption of stores and spare parts	4.79	2.96	1.49
TOTAL	**554.93**	**360.88**	**207.29**

PH1 Industries Limited
(Formerly known as "PH1 Industries Private Limited")
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DETAILS OF CHANGES IN INVENTORIES OF WORK-IN-PROGRESS AND FINISHED GOODS AS RESTATED **ANNEXURE -** XXVI

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Work-in-progress			
Opening Stock	114.97	1.74	30.00
Less : Closing Stock	(202.81)	(114.97)	(1.74)
Finished goods			
Opening Stock	401.28	226.14	36.99
Less : Closing Stock	(308.29)	(401.28)	(226.14)
TOTAL	**5.15**	**(288.37)**	**(160.89)**

DETAILS OF EMPLOYEE BENEFIT EXPENSES AS RESTATED **ANNEXURE -** XXVII

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and Bonus	454.89	377.64	314.47
Directors Remuneration	192.86	192.86	192.00
Gratuity Expense	8.20	13.22	11.39
Contribution to PF and ESIC	12.99	10.18	5.35
Staff Welfare Expenses	11.70	12.27	11.17
TOTAL	**680.64**	**606.17**	**534.38**

DETAILS OF FINANCE COST AS RESTATED **ANNEXURE -** XXVIII

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Bank Charges & Other Charges	8.23	4.75	6.26
Processing Charges	23.14	14.95	2.80
Interest on delayed payment of Income Tax, TDS and TCS	15.62	1.37	0.60
Interest on Borrowings	85.33	77.20	51.96
Interest on delayed payment to MSME creditors	18.47	6.76	11.34
TOTAL	**150.79**	**105.03**	**72.96**

DETAILS OF DEPRECIATION AND AMORTIZATION EXPENSE AS RESTATED **ANNEXURE -** XXIX

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation Expenses	58.00	33.18	13.75
Amortization Expenses	1.69	1.69	1.69
TOTAL	**59.69**	**34.87**	**15.44**

PH1 Industries Limited
(Formerly known as "PH1 Industries Private Limited")
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DETAILS OF OTHER EXPENSES AS RESTATED **ANNEXURE -** XXX

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Auditor Remuneration:			
- For Statutory Audit	1.40	1.21	1.20
- For Tax Audit	0.40	0.40	0.40
- For Out of Pocket Expenses	0.17	-	-
Permissions & Licence Fee	0.70	-	0.03
Liquity Damages charges	0.90	-	-
Foreign Exchange Loss	-	-	0.17
Office Rent	2.11	2.11	2.11
Repairs and maintenance	1.47	2.03	1.36
Traveling and conveyance	59.54	46.02	46.09
Telephone & Internet Expenses	1.58	1.35	1.37
Business Promotion Exp	32.88	17.21	3.08
Insurance Charges	0.49	2.76	0.53
Professional Fees	19.89	15.23	14.77
Office Electricity	0.79	0.83	0.93
Office Expenses	7.69	3.63	4.74
Rates and taxes	12.78	4.13	6.22
Miscellaneous Expenses	1.25	0.78	0.05
Software charges	3.03	-	-
Sundry Balance Written off	-	-	0.34
Commission	3.15	4.41	0.53
Total	**150.22**	**102.10**	**83.92**

PH1 Industries Limited
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DETAILS OF PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS AS RESTATED **ANNEXURE-** XIII

(₹ In Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2025	ADDITIONS	DEDUCTIONS	AS AT 31.03.2026	UPTO 01.04.2025	FOR THE YEAR	DEDUCTIONS	UPTO 31.03.2026	AS AT 31.03.2026	AS AT 31.03.2025
A) Property, Plant & Equipment										
Computers	34.08	4.08	-	38.16	24.50	7.03	-	31.53	6.63	9.58
Furniture and Fixtures	9.43	4.20	-	13.63	3.35	2.10	-	5.45	8.18	6.08
Office equipment	5.56	-	-	5.56	3.52	0.88	-	4.40	1.16	2.04
Plant and Machinery	153.50	0.18	-	153.68	86.29	12.17	-	98.46	55.22	67.21
Printer	1.36	0.28	-	1.64	0.68	0.36	-	1.04	0.60	0.68
Land	252.72	-	-	252.72	-	-	-	-	252.72	252.72
Factory Building	47.93	-	-	47.93	1.37	4.42	-	5.79	42.14	46.56
Electrical Equipment	13.83	-	-	13.83	9.60	1.06	-	10.66	3.17	4.23
Vehicle	85.76	38.86	-	124.62	15.55	29.98	-	45.53	79.09	70.21
Total (A)	**604.17**	**47.60**	**-**	**651.77**	**144.86**	**58.00**	**-**	**202.86**	**448.91**	**459.31**
B) Intangible Assets										
Software	10.13	-	-	10.13	3.94	1.69	-	5.63	4.50	6.19
Total (B)	**10.13**	**-**	**-**	**10.13**	**3.94**	**1.69**	**-**	**5.63**	**4.50**	**6.19**
Total (A+B)	**614.30**	**47.60**	**-**	**661.90**	**148.80**	**59.69**	**-**	**208.49**	**453.41**	**465.50**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2024	ADDITIONS	DEDUCTIONS	AS AT 31.03.2025	UPTO 01.04.2024	FOR THE YEAR	DEDUCTIONS	UPTO 31.03.2025	AS AT 31.03.2025	AS AT 31.03.2024
Property, Plant & Equipments										
Computers	23.76	10.32	-	34.08	17.64	6.86	-	24.50	9.58	6.12
Furniture and Fixtures	3.67	5.76	-	9.43	2.20	1.15	-	3.35	6.08	1.47
Office equipment	3.62	1.94	-	5.56	2.74	0.78	-	3.52	2.04	0.88
Plant and Machinery	107.64	45.86	-	153.50	79.94	6.35	-	86.29	67.21	27.70
Printer	0.65	0.71	-	1.36	0.30	0.38	-	0.68	0.68	0.35
Land	252.72	-	-	252.72	-	-	-	-	252.72	252.72
Factory Building	8.99	38.94	-	47.93	0.57	0.80	-	1.37	46.56	8.42
Electrical Equipment	11.94	1.89	-	13.83	8.29	1.31	-	9.60	4.23	3.65
Vehicle	-	85.76	-	85.76	-	15.55	-	15.55	70.21	-
Total	**412.99**	**191.18**	**-**	**604.17**	**111.68**	**33.18**	**-**	**144.86**	**459.31**	**301.31**
B) Intangible Assets										
Software	10.13	-	-	10.13	2.25	1.69	-	3.94	6.19	7.88
Total (B)	**10.13**	**-**	**-**	**10.13**	**2.25**	**1.69**	**-**	**3.94**	**6.19**	**7.88**
Total (A+B)	**423.12**	**191.18**	**-**	**614.30**	**113.93**	**34.87**	**-**	**148.80**	**465.50**	**309.19**

PH1 Industries Limited
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DETAILS OF PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS AS RESTATED **ANNEXURE-** XIII

(₹ In Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2023	ADDITIONS	DEDUCTIONS	AS AT 31.03.2024	UPTO 01.04.2023	FOR THE YEAR	DEDUCTIONS	UPTO 31.03.2024	AS AT 31.03.2024	AS AT 31.03.2023
A) Property, Plant & Equipments										
Computers	17.62	6.14	-	23.76	11.78	5.86	-	17.64	6.12	5.84
Furniture and Fixtures	2.59	1.08	-	3.67	1.77	0.43	-	2.20	1.47	0.82
Office equipment	3.24	0.38	-	3.62	2.35	0.39	-	2.74	0.88	0.89
Plant and Machinery	103.27	4.37	-	107.64	74.17	5.77	-	79.94	27.70	29.10
Printer	0.12	0.53	-	0.65	0.10	0.20	-	0.30	0.35	0.02
Land	252.72	-	-	252.72	-	-	-	-	252.72	252.72
Factory Building	0.98	8.01	-	8.99	0.49	0.08	-	0.57	8.42	0.49
Electrical Equipment	9.53	2.41	-	11.94	7.27	1.02	-	8.29	3.65	2.26
Total (A)	**390.07**	**22.92**	**-**	**412.99**	**97.93**	**13.75**	**-**	**111.68**	**301.31**	**292.14**
B) Intangible Assets										
Software	10.13	-	-	10.13	0.56	1.69	-	2.25	7.88	9.57
Total (B)	**10.13**	**-**	-	**10.13**	**0.56**	**1.69**	-	**2.25**	**7.88**	**9.57**
Total (A+B)	**400.20**	**22.92**	**-**	**423.12**	**98.49**	**15.44**	**-**	**113.93**	**309.19**	**301.71**

PH1 Industries Limited
(Formerly known as "PH1 Industries Private Limited")
(CIN: U28290TG2015PLC097503)

ANNEXURE FOR TERMS OF BORROWINGS AS RESTATED:

(₹ In Lakhs)

S.No	Name of Lender	Nature of Security	Repayment Terms	Sanction (₹ In Lakhs)	Rate of Interest	Tenure (Months)	No of O/S Instalments	Instalment (₹)	Outstanding as on March 31, 2026	Outstanding as on March 31, 2025	Outstanding as on March 31, 2024
1	IDBI Bank Limited	**Primary Security:** Hypothecation of Stocks, receivables and other current assets of the company present and future on pari passu basis under multiple banking arrangement with ICICI bank **Collateral Security:** Exclusive charge by equitable mortgage on residential open plot bearing Plot No. 143/1, admeasuring extent of 300 sq. yards, located in Sy. No.18, 31 & 32, Pet Basheerabad village, Qutubullapur. Medchal - Malkagiri District, Telangana. **Personal Guarantee:** 1. Surendra Babu Ellapparaj 2. Bhaskar Jaganathan 3. B Prabhakaran Bhaskaran 4. Saravanan Saminathan	Repayable on Demand	₹375.00 upto April 17, 2025, thereafter ₹475.00	6% Repo rate +2.95% base spread + 1.85% customer spread	12 months (Renewed Annually)	NA	NA	-	371.90	447.42
2	Union Bank Limited	**Primary Security:** Hypothecation of Stocks, receivables and other current assets of the company present and future on pari passu basis under multiple banking arrangement with ICICI bank **Collateral Security:** 1. Residential Villa bearing H.No. 14-82 on Villa No. 82, in SY No. 74P, 78P, 79P, 80P, 81P, 82P, 83 & 84 P at "PRESTIGE PARK", situated at Gundla Pochampally, Medchal Mandal, Medchal-Malkajgiri District, Telangana, admeasuring 350.00 square yards, belonging to Mr. S Saravanan. 2. Residential Villa bearing H.No. 14-81 on Villa No. 81, in SY No. 74P, 78P, 79P, 80P, 81P, 82P, 83 & 84 P at "PRESTIGE PARK", situated at Gundla Pochampally, Medchal Mandal, Medchal-Malkajgiri District, Telangana, admeasuring 350.00 square yards, belonging to Mr. B Prabakaran. 3. Residential Villa bearing H.No. 14-126 on Villa No. 126, in SY No. 74P, 78P, 79P, 80P, 81P, 82P, 83 & 84 P at "PRESTIGE PARK", situated at Gundla Pochampally, Medchal Mandal, Medchal-Malkajgiri District, Telangana, admeasuring 350.00 square yards, belonging to Mr. J Bhaskar. **Personal Guarantee:** 1. Surendra Babu Ellapparaj 2. Bhaskar Jaganathan 3. B Prabhakaran Bhaskaran 4. Saravanan Saminathan	Repayable on Demand	1,000.00	EBLR + 1.55%	12 months (Renewed Annually)	NA	NA	849.26	-	-

PH1 Industries Limited
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ANNEXURE FOR TERMS OF BORROWINGS AS RESTATED:

(₹ In Lakhs)

S.No	Name of Lender	Nature of Security	Repayment Terms	Sanction (₹ In Lakhs)	Rate of Interest	Tenure (Months)	No of O/S Instalments	Instalment (₹)	Outstanding as on March 31, 2026	Outstanding as on March 31, 2025	Outstanding as on March 31, 2024
3	ICICI Bank Limited	**Primary Security:** Immovable fixed assets - Plot no 149, Sy no 866/1, Medchal, SECUNDERABAD, K.V.Rangareddy, Rangareddy, TELANGANA, India, 501401 **Personal Guarantee:** 1. Surendra Babu Ellapparaj 2. Bhaskar Jaganathan 3. B Prabhakaran Bhaskaran 4. Saravanan Saminathan	Repayable on Demand	₹499.00 upto January 13, 2026, thereafter ₹100.00	Repo Rate + 3.25%	12 months (Renewed Annually)	NA	NA	24.83	-	-
4	Mercedes-Benz Financial Services India Private Limited	Underlying Vehile	Repayable on 60 Equated monthly Instalment (EMI)	70.05	8.77%	60	41	1,44,647.00	51.08	63.36	-
5	HDFC Bank Limited	Underlying Vehile and Post Dated Cheques (PDCs)	Repayable on 60 Equated monthly Instalment (EMI)	34.93	8.53%	60	52	71,578.00	31.08	-	-
6	AXIS Bank Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	25.00	1-Year MCLR + 9.15%	36	NA	88,511.00	-	-	8.98
7	HDFC Bank Limited*	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	21.00	15.00%	36	NA	72,797.00	-	-	7.53
8	Fedbank Financial Services Limited	Unsecured Loan	Repayable on 24 Equated monthly Instalment (EMI)	30.36	18.00%	24	3	1,51,570.00	4.41	20.22	-
9	ICICI Bank Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	34.00	15.00%	36	NA	1,17,669.00	-	-	12.16
10	ICICI Bank Limited	Unsecured Loan	Repayable on 48 Equated monthly Instalment (EMI)	35.00	17.00%	48	27	1,01,089.00	23.77	31.35	-
11	IDFC First Bank Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	35.70	17.00%	36	NA	1,27,281.00	-	-	12.70
12	IDFC First Bank Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	30.60	17.00%	36	16	1,09,098.00	15.52	25.07	-
13	IndusInd Bank Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	20.00	17.50%	36	NA	71,804	-	-	7.26
14	YES Bank Limited	Unsecured Loan	Repayable on 24 Equated monthly Instalment (EMI)	30.00	16.50%	24	3	1,47,607	4.31	19.88	-
15	Aditya Birla Finance Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	20.00	18.50%	36	15	72,808	9.68	15.98	-
16	Ambit Finvest Private Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	20.22	18.50%	36	16	73,599	10.37	16.63	-

PH1 Industries Limited
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ANNEXURE FOR TERMS OF BORROWINGS AS RESTATED:

(₹ In Lakhs)

S.No	Name of Lender	Nature of Security	Repayment Terms	Sanction (₹ In Lakhs)	Rate of Interest	Tenure (Months)	No of O/S Instalments	Instalment (₹)	Outstanding as on March 31, 2026	Outstanding as on March 31, 2025	Outstanding as on March 31, 2024
17	Cholamandalam Investment & Finance Company Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	25.24	18.00%	36	15	91,249	12.18	20.14	-
18	Godrej Finance Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	35.70	17.25%	36	15	First EMI - 1,32,857 Subsequent EMI - 1,27,725	17.14	28.43	-
19	Kisetsu Saison Finance (India) Private Limited	Unsecured Loan	Repayable on 24 Equated monthly Instalment (EMI)	15.30	18.00%	24	3	76,384	2.22	10.19	-
20	Poonawalla Fincorp Limited	Unsecured Loan	Repayable on 24 Equated monthly Instalment (EMI)	25.40	18.25%	24	3	First EMI - 1,30,986 Subsequent EMI - 1,27,123	3.71	16.94	-
21	Standard Chartered Bank	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	25.00	16.50%	36	NA	88,511	-	-	8.86
22	Unity Small Finance Bank Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	25.50	18.00%	36	NA	92,189	-	-	10.12
	Loans Guaranteed by Directors or others								**874.09**	**371.90**	**447.42**

*NOTE : For above such borrowing facility, Agreement, Sanction letter or repayment schedule are not available for upto latest reporting period.

PH1 Industries Limited
(Formerly known as "PH1 Industries Private Limited")
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DETAILS OF OTHER INCOME AS RESTATED **ANNEXURE -** XXXI

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024	Nature
Other Income	48.00	49.89	25.43	
Net Profit Before Tax as Restated	1,059.61	139.70	52.11	
Percentage	**4.53%**	**35.71%**	**48.80%**	

Source of Income

Interest Income on FD	18.57	12.03	11.07	Recurring and not related to Business Activity
Interest Income on Advances	23.75	18.17	11.01	Recurring and not related to Business Activity
Discount Received	-	5.81	0.04	Non-Recurring and not related to Business Activity
Foreign exchange gain	3.09	0.63	-	Non-Recurring and not related to Business Activity
Sundry balances written back	2.42	-	-	Non-Recurring and not related to Business Activity
Miscellaneous Income	0.17	13.25	3.31	Recurring and not related to Business Activity
Total Other income	**48.00**	**49.89**	**25.43**	

PH1 Industries Limited
(Formerly known as "PH1 Industries Private Limited")
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AGEING OF TRADE PAYABLES AS RESTATED **ANNEXURE -** XXXII

(₹ In Lakhs)

I. Ageing of Trade Payables as at March 31, 2026

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a) MSME	541.90	46.21	0.32	6.51	594.94
(b) Others	260.51	79.68	3.97	125.05	469.21
(c) Disputed Dues - MSME	-	-	-	-	-
(d) Disputed Dues - Others	-	-	-	-	-
Total	**802.41**	**125.89**	**4.29**	**131.56**	**1,064.15**

II. Ageing of Trade Payables as at March 31, 2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a) MSME	243.14	0.32	6.40	0.11	249.97
(b) Others	203.94	4.00	175.84	56.38	440.16
(c) Disputed Dues - MSME	-	-	-	-	-
(d) Disputed Dues - Others	-	-	-	-	-
Total	**447.08**	**4.32**	**182.24**	**56.49**	**690.13**

III. Ageing of Trade Payables as at March 31, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a) MSME	82.53	6.40	0.11	-	89.04
(b) Others	337.14	183.86	3.61	52.77	577.38
(c) Disputed Dues - MSME	-	-	-	-	-
(d) Disputed Dues - Others	-	-	-	-	-
Total	**419.67**	**190.26**	**3.72**	**52.77**	**666.42**

PH1 Industries Limited
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AGEING OF TRADE RECEIVABLES AS RESTATED **ANNEXURE -** XXXIII

(₹ In Lakhs)

I. Ageing of Trade Receivables as at March 31, 2026

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables - considered good	737.06	23.25	149.38	19.46	41.29	970.44
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**737.06**	**23.25**	**149.38**	**19.46**	**41.29**	**970.44**

II. Ageing of Trade Receivables as at March 31, 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables - considered good	273.57	28.86	35.52	47.18	0.79	385.92
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**273.57**	**28.86**	**35.52**	**47.18**	**0.79**	**385.92**

III. Ageing of Trade Receivables as at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables - considered good	203.24	33.06	224.69	9.29	-	470.28
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**203.24**	**33.06**	**224.69**	**9.29**	**-**	**470.28**

PH1 Industries Limited
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DETAILS OF RELATED PARTY TRANSACTION AS RESTATED XXXIV

(a) Names of Related Parties where there were transactions during the year:

Sr. No.	Name of Related Party	Description of relationship	Classification
1	Saminathan Saravanan	Managing Director	Key Managerial Personnel
2	Prabakaran Bhaskaran	Whole Time Director	Key Managerial Personnel
3	Surendra Babu Ellappa Raj	Managing Director	Key Managerial Personnel
4	Bhaskar Jaganathan	Whole Time Director	Key managerial personnel
5	Muralidhar Jampala	CFO (w.e.f. - 06/08/2026)	Key managerial personnel
6	Laxmikanth Tangudu	Company Secretary (w.e.f. - 06/08/2026)	Key managerial personnel
7	B. Adhilakshmi	Relative of Director	Relative of Key managerial personnel
8	S. Revathi	Relative of Director	Relative of Key managerial personnel
9	P. Jothi Lakshmi	Relative of Director	Relative of Key managerial personnel
10	S. Vijaya Shanthi	Relative of Director	Relative of Key managerial personnel
11	Panacea Enviro Private Limited	Common Director	Enterprise over which KMP has significant influence
12	All Flow Pumps & Engineers	Director's Partnership firm	Enterprise over which KMP has significant influence

(b) Transactions with related parties are as follows: **(₹ In Lakhs)**

Sr. No.	Nature of transaction	For the Year ended	Key managerial personnel	Relative of Key managerial personnel	Enterprise over which KMP has significant influence
(i)	Directors' Remuneration	March 31, 2026	192.86	-	-
		March 31, 2025	192.86	-	-
		March 31, 2024	192.00	-	-
(ii)	Salary	March 31, 2026	-	41.64	-
		March 31, 2025	-	22.56	-
		March 31, 2024	-	22.56	-
(iii)	Sales	March 31, 2026	-	-	3.29
		March 31, 2025	-	-	6.19
		March 31, 2024	-	-	37.33
(iv)	Purchase	March 31, 2026	-	-	22.49
		March 31, 2025	-	-	46.19
		March 31, 2024	-	-	26.27
(v)	Reimbursement of Expense/ (Receivable)	March 31, 2026	12.63	-	8.21
		March 31, 2025	7.35	-	-
		March 31, 2024	6.53	-	(0.17)
(vi)	Loans Taken	March 31, 2026	-	-	-
		March 31, 2025	-	-	-
		March 31, 2024	15.00	-	-
(vii)	Loans Repaid	March 31, 2026	-	-	-
		March 31, 2025	-	-	-
		March 31, 2024	15.00	-	-
(viii)	Loans & Advances Given	March 31, 2026	-	-	126.91
		March 31, 2025	-	-	87.50
		March 31, 2024	-	-	113.50
(ix)	Loand & Advances Repaid	March 31, 2026	-	-	-
		March 31, 2025	-	-	46.44
		March 31, 2024	-	-	-
(x)	Interest Paid on Borrowings	March 31, 2026	-	-	-
		March 31, 2025	-	-	-
		March 31, 2024	0.30	-	-

DETAILS OF RELATED PARTY TRANSACTION AS RESTATED XXXIV

(b) Transactions with related parties are as follows: **(₹ In Lakhs)**

Sr. No.	Nature of transaction	For the Year ended	Key managerial personnel	Relative of Key managerial personnel	Enterprise over which KMP has significant influence
(xi)	Interest Receivable on Advances	March 31, 2026	-	-	23.75
		March 31, 2025	-	-	18.17
		March 31, 2024	-	-	11.01
(xii)	MSME Interest Paid	March 31, 2026	-	-	-
		March 31, 2025	-	-	0.83
		March 31, 2024	-	-	0.78
(xiii)	Advance from Customers	March 31, 2026	-	-	271.47
		March 31, 2025	-	-	182.50
		March 31, 2024	-	-	102.16
(xiv)	Advance from Customers returned	March 31, 2026	-	-	272.65
		March 31, 2025	-	-	57.45
		March 31, 2024	-	-	11.73

c) Balances outstanding are as follows: **(₹ In Lakhs)**

Sr. No.	Nature of transaction	As At	Key managerial personnel	Relative of Key managerial personnel	Enterprise over which KMP has significant influence
(ii)	Loans Given	March 31, 2026	-	-	331.46
		March 31, 2025	-	-	204.55
		March 31, 2024	-	-	163.50
(ii)	Advance from Customers	March 31, 2025	-	-	214.30
		March 31, 2024	-	-	215.47
		March 31, 2023	-	-	90.43
(iii)	Salary Payable	March 31, 2025	18.00	3.47	-
		March 31, 2024	18.00	1.88	-
		March 31, 2023	18.00	1.88	-
(iv)	Trade Receivable	March 31, 2025	-	-	-
		March 31, 2024	-	-	-
		March 31, 2023	-	-	28.34
(v)	Advance for expenses	March 31, 2025	18.15	-	-
		March 31, 2024	-	-	-
		March 31, 2023	-	-	-
(vi)	Reimbursement of Expense Payable	March 31, 2026	-	-	-
		March 31, 2025	2.25	-	-
		March 31, 2024	4.10	-	-
(vii)	MSME Interest Payable	March 31, 2026	-	-	1.61
		March 31, 2025	-	-	1.61
		March 31, 2024	-	-	0.78
(viii)	Interest Receivable	March 31, 2026	-	-	56.76
		March 31, 2025	-	-	33.01
		March 31, 2024	-	-	14.84

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DISCLOSURE UNDER AS-15 AS RESTATED **ANNEXURE -** XXXV

A. DEFINED CONTRIBUTION PLAN

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Employers' Contribution to Provident Fund and ESIC	12.99	10.18	5.35

B. DEFINED BENEFIT OBLIGATION

1) Gratuity

The gratuity benefit payable to the employees of the Company is as per the provisions of the Payment of Gratuity Act, 1972, as amended. Under the gratuity plan, every employee who has completed at least 5 years of service gets gratuity on separation or at the time of superannuation calculated for equivalent to 15 days salary for each completed year of service calculated on last drawn basic salary. The Company does not have a funded plan for gratuity liability.

I. ASSUMPTIONS:	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Discount Rate	7.34%	6.84%	7.22%
Salary Escalation	6.00%	6.00%	6.00%
Withdrawal Rates	From Age 40 - 7.5%, From Age 45 - 5%, From Age 50 - 2.5%, From Age 55 - 1.25%.	From Age 40 - 7.5%, From Age 45 - 5%, From Age 50 - 2.5%, From Age 55 - 1.25%.	From Age 40 - 7.5%, From Age 45 - 5%, From Age 50 - 2.5%, From Age 55 - 1.25%.
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years	60 years

II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION:	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Present Value of Benefit Obligation as at the beginning of the year	61.48	48.26	36.87
Current Service Cost	9.02	8.21	6.37
Past Service Costs	0.71	-	-
Interest Cost	4.21	3.48	2.76
(Benefit paid)	-	-	-
Actuarial (gains)/losses	(5.74)	1.53	2.26
Present value of benefit obligation as at the end of the year	**69.68**	**61.48**	**48.26**

III. ACTUARIAL GAINS/LOSSES:	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Actuarial (gains)/losses on obligation for the year	(5.74)	1.53	2.26
Actuarial (gains)/losses on asset for the year	-	-	-
Actuarial (gains)/losses recognized in income & expenses Statement	**(5.74)**	**1.53**	**2.26**

IV. EXPENSES RECOGNISED	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Current service cost	9.02	8.21	6.37
Past Service Costs	0.71	-	-
Interest cost	4.21	3.48	2.76
Actuarial (gains)/losses	(5.74)	1.53	2.26
Expense charged to the Statement of Profit and Loss	**8.20**	**13.22**	**11.39**

V. BALANCE SHEET RECONCILIATION:	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Opening net liability	61.48	48.26	36.87
Expense as above	8.20	13.22	11.39
Benefits Paid	-	-	-
Net liability/(asset) recognized in the balance sheet	**69.68**	**61.48**	**48.26**

VI. EXPERIENCE ADJUSTMENTS	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
On Plan Liability (Gains)/Losses	(5.74)	1.53	2.26

VII. The estimates of rate of salary increase considered in the actuarial valuation takes into account inflation, seniority, promotion and all other relevant factors including supply and demand in the employment market.

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DETAILS OF ACCOUNTING RATIOS AS RESTATED **ANNEXURE -** XXXVI

(₹ In Lakhs, except per share data and ratios)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Restated Profit after Tax as per Profit & Loss Statement (A)	783.10	100.52	34.35
Tax Expense (B)	276.51	39.18	17.76
Depreciation and amortization expense (C)	59.69	34.87	15.44
Interest Cost (D)	119.42	85.33	63.90
Weighted Average Number of Equity Shares at the end of the Year (Pre Bonus) (E-1)	9,00,000	9,00,000	9,00,000
Weighted Average Number of Equity Shares at the end of the Year (Post Bonus) (E-2)	99,00,000	99,00,000	99,00,000
Number of Equity Shares outstanding at the end of the Year (Pre Bonus) (F-1)	9,00,000	9,00,000	9,00,000
Number of Equity Shares outstanding at the end of the Year (Post Bonus) (F-2)	99,00,000	99,00,000	99,00,000
Nominal Value per Equity share (₹) (G)	10.00	10.00	10.00
Restated Net Worth of Equity Share Holders as per Statement of Assets and Liabilities (H)	1,316.24	533.14	432.62
Current Assets (I	3,320.93	1,936.05	1,332.96
Current Liabilities (J)	2,685.00	1,905.47	1,359.41
Earnings Per Share - Basic & Diluted[1] (₹) (Pre-Bonus)	87.01	11.17	3.82
Earnings Per Share - Basic & Diluted[1] (₹) (Post-Bonus)	7.91	1.02	0.35
Return on Net Worth[1] (%)	59.50%	18.85%	7.94%
Net Asset Value Per Share[1] (₹) (based on equity shares outstanding at the end of the year)	146.25	59.24	48.07
Net Asset Value Per Share[1] (₹) (based on number of equity shares outstanding at the end of the year after giving effect to bonus shares undertaken after the last balance sheet date)	13.30	5.39	4.37
Current Ratio[1]	1.24	1.02	0.98
Earning before Interest, Tax and Depreciation and Amortization[1] (EBITDA)	1,238.72	259.90	131.45

Notes -

1. Ratios have been calculated as below:

Earnings Per Share (₹) (EPS) : $\frac{A}{E1 \text{ OR } E2}$

Return on Net Worth (%): $\frac{A}{H}$

Net Asset Value per equity share (₹): $\frac{H}{F1 \text{ OR } F2}$

Current Ratio: $\frac{I}{J}$

Earning before Interest, Tax and Depreciation and Amortization (EBITDA): A + (B+C+D)

2. Bonus shares are issued on 24/09/2026 in the ratio of 10:1 for each equity share held.

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STATEMENT OF TAX SHELTERS **ANNEXURE -** XXXVII

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit before tax as per books (A)	1,059.61	139.70	52.11
Income Tax Rate* (%)	25.168%	25.168%	25.168%
MAT Rate* (%)	0.00%	0.00%	0.000%
Tax at notional rate on profits	266.68	35.16	13.12
Adjustments :			
Permanent Differences(B)			
Expenses disallowed under Income Tax Act, 1961			
- Interest on delayed payment of Taxes	15.62	1.37	0.60
- Interest to MSME creditors	18.47	6.76	11.34
Disallowance under section 36			
- EPF Employee Share	4.94	7.78	0.63
- ESI Employee Share	0.01	0.06	-
Total Permanent Differences(B)	**39.04**	**15.97**	**12.57**
Income considered separately (C)			
Interest Income on Fixed Deposits	(18.57)	(12.03)	(11.07)
Interest Income on Advances	(23.75)	(18.17)	(11.01)
Total Income considered separately (C)	(42.32)	(30.20)	(22.08)
Timing Differences (D)			
Depreciation as per Companies Act, 2013	59.69	34.87	15.44
Depreciation as per Income Tax Act, 1961	(41.75)	(41.47)	(16.76)
Provision for Gratuity	8.20	13.22	11.39
Total Timing Differences (D)	**26.14**	**6.62**	**10.07**
Net Adjustments E = (B+C+D)	**22.86**	**(7.61)**	**0.56**
Tax expense / (saving) thereon	5.75	(1.92)	0.14
Income from Other Sources (F)			
Interest Income on Fixed Deposits	18.57	12.03	11.07
Interest Income on Advances	23.75	18.17	11.01
Income from Other Sources (F)	**42.32**	**30.20**	**22.08**
Set-off from Brought Forward Losses (G)	-	-	-
Taxable Income/(Loss) as per Income Tax (A+E+F-G)	**1,124.79**	**162.29**	**74.75**
Income Tax as returned/computed	283.09	40.85	18.81
Tax paid as per normal or MAT	Normal	Normal	Normal

**The Company has opted for special tax rate u/s 115 BAA of Income Tax Act, 1961 from FY 2023-24 i.e. AY 24-25.*

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ANNEXURES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS

DETAILS OF CONTINGENT LIABILITIES & COMMITMENTS AS RESTATED **ANNEXURE -** XXXVIII

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
I. Contingent Liabilities			
(a) claims against the company not acknowledged as debt;	1.18	1.18	0.32
(b) guarantees excluding financial guarantees; and	-	-	-
(c) other money for which the company is contingently liable	-	-	-
II. Commitments			
(a) estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
(b) uncalled liability on shares and other investments partly paid	-	-	-
(c) other commitments	-	-	-

Notes to Contingent Liabilities:

(i) Income Tax demand for AY 2017-18 u/s 143(1)(a) of Income Tax Act, 1961 is made on the company. The demand is on account of reduction of losses allowed to be carried forward. Amount involved is ₹ 16,990 and accrued interest of ₹ 15,379.

(ii) Demand under Central Goods and Service Act, 2017 is raised on 06/05/2024 u/s 129(1) wherein the penalty amount involved for CGST amounts to ₹ 42,660 and SGST amounts to ₹ 42,660.

RESTATED VALUE OF IMPORTS CALCULATED ON C.I.F BASIS BY THE COMPANY DURING THE FINANCIAL YEAR IN RESPECT OF: **ANNEXURE -** XXXIX

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
	₹	₹	₹
(a) Raw Material	-	-	-
(b) Components and spare parts	-	-	-
(c) Capital goods	-	-	-

EXPENDITURE IN FOREIGN CURRENCY DURING THE FINANCIAL YEAR AS RESTATED : **ANNEXURE -** XL

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
	₹	₹	₹
(a) Royalty	-	-	-
(b) Know-How	-	-	-
(c) Professional and consultation fees	-	-	-
(d) Interest	-	-	-
(e) Purchase of Components and spare parts	-	-	-
(f) Others	14.14	1.09	14.45

EARNINGS IN FOREIGN EXCHANGE AS RESTATED: **ANNEXURE -** XLI

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
	₹	₹	₹
(a) Export of goods calculated on F.O.B. basis	-	234.91	-
(b) Royalty, know-how, professional and consultation fees	-	-	-
(c) Interest and dividend	-	-	-
(d) Other income	-	-	-

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ANNEXURES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS

DUES OF SMALL ENTERPRISES AND MICRO ENTERPRISES AS RESTATED **ANNEXURE -** XLII

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
	₹	₹	₹
(a) Dues remaining unpaid to any supplier at the end of each accounting year			
-Principal	594.94	249.97	89.04
-Interest on the above	36.57	18.10	11.34
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-	-
(d) the amount of interest accrued and remaining unpaid at the end of the accounting year	36.57	18.10	11.34
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-

ADDITIONAL REGULATORY INFORMATION AS PER PARA Y OF SCHEDULE III TO COMPANIES ACT, 2013: **ANNEXURE -** XLIV

i. The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.

ii. The Company has not revalued its Property, Plant and Equipment.

iii. The Company has not granted loans or advances in the nature of loans to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
(a) repayable on demand or
(b) without specifying any terms or period of repayment

iv. The Company does not have any capital work-in-progress.

v. The Company does not have any intangible assets under development.

vi. No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

vii The Company has borrowings from banks or financial institutions on the basis of security of current assets and quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts except as presented below:

For Financial Year 2025-26

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ in Lakhs)	Amount as reported in the quarterly return/ statement (₹ in Lakhs)	Amount of difference (₹ in Lakhs)	Reason for material discrepancies
Q1	IDBI Bank	Stock	527.23	527.23	-	NA
Q1	IDBI Bank	Book debts	828.89	856.55	27.66	The Company has inadvertently submitted statements without entries of receipt against such debtors
Q2	IDBI Bank	Stock	507.88	507.88	-	NA
Q2	IDBI Bank	Book debts	1,609.30	1,107.71	(501.59)	The company has submitted statement after netting off some advance.
Q3	IDBI Bank	Stock	1,000.57	1,000.57	-	NA
Q3	IDBI Bank	Book debts	1,283.15	1,045.42	(237.73)	The company has submitted statement after netting off some advance.
Q4	Union Bank of India	Stock	998.68	665.19	(333.49)	The company has missed to book purchase entries in the books of accounts
Q4	Union Bank of India	Book debts	970.44	1,660.79	690.35	The Company has inadvertently submitted statements without reducing the amounts of Retention money and receipt against few debtors

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ANNEXURES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS

Note: The company has started submitting monthly stock statements from Q1 of FY 25-26. Prior to that, the company was not required to submit the stock statement as not requested by the bank.

viii. The company is not declared as wilful defaulter by any bank or financial institution or other lender.

ix. The company does not have transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

x. There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

xi. The company does not have any investments in subsidiaries and hence compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

xii. Significant Accounting Ratios:

Ratios	As at March 31, 2026	As at March 31, 2025	Variation (%)
(a) Current Ratio	1.24	1.02	21.73%
(b) Debt-Equity Ratio	0.80	1.20	(32.95%)
(c) Debt Service Coverage Ratio	1.05	0.36	193.26%
(d) Return on Equity Ratio	84.69%	20.82%	306.83%
(e) Inventory turnover ratio	6.56	2.68	144.94%
(f) Trade Receivables turnover ratio	8.33	5.25	58.76%
(g) Trade payables turnover ratio	4.57	2.77	65.24%
(h) Net capital turnover ratio	16.95	1,087.80	(98.44%)
(i) Net profit ratio	13.86%	4.47%	209.77%
(j) Return on Capital employed	0.50	0.19	157.86%
(k) Return on investment	-	-	N.A.

Reasons for Variation more than 25%:

a) Debt-Equity Ratio: Ratio is improved mainly due to major increase in equity as compared to increase in debt.
b) Debt Service Coverage Ratio: Ratio is improved mainly due to higher profits in the current year.
c) Return on Equity Ratio: Ratio is increase mainly due to higher profits during the year.
d) Inventory Turnover Ratio: Ratio is increased due to higher turnover during the year.
e) Trade Receivables Turnover Ratio: Ratio is increased due to higher turnover during the year.
f) Trade Payable Turnover Ratio: Ratio is increased mainly due to increase in proportion of purchase and direct expenses during the year.
g) Net Capital Turnover Ratio: Ratio is decreased due to increase in average working capital during the year.
h) Net Profit Ratio: Ratio is increased mainly due to better profits during the year.
i) Return on Capital employed: Ratio is increased mainly due to increase in operating profit margin during the year.

Ratios	As at March 31, 2025	As at March 31, 2024	Variation (%)
(a) Current Ratio	1.02	0.98	3.62%
(b) Debt-Equity Ratio	1.20	1.19	0.85%
(c) Debt Service Coverage Ratio	0.36	0.23	57.79%
(d) Return on Equity Ratio	20.82%	8.27%	151.77%
(e) Inventory turnover ratio	2.68	5.38	(50.17%)
(f) Trade Receivables turnover ratio	5.25	2.58	103.77%
(g) Trade payables turnover ratio	2.77	2.06	34.51%
(h) Net capital turnover ratio	1,087.80	15.32	7001.12%
(i) Net profit ratio	4.47%	2.06%	116.70%
(j) Return on Capital employed	0.19	0.12	56.20%
(k) Return on investment	-	-	N.A.

Reasons for Variation more than 25%:

a) Debt Service Coverage Ratio: Ratio is increased due to higher profits in current year.
b) Return on Equity Ratio: Ratio is Increased mainly due to improved profits during the year.
c) Inventory Turnover Ratio: Ratio is decreased due to higher average inventory during the year.
d) Trade Receivables Turnover Ratio: Ratio is increased mainly due to increase in revenue during the year.
e) Trade Payable Turnover Ratio: Ratio is increased mainly due to increase in proportion of purchase and direct expenses during the year.
f) Net Capital Turnover Ratio: Ratio is increased due to decrease in average working capital during the year.
g) Net Profit Ratio: Ratio is increased mainly due to higher profits during the year.
h) Return on Capital employed: Ratio is increased mainly due to increase in profit margin during the year.

ANNEXURES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS

xiii. The Company does not have any scheme of arrangements which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

xiv. The Company does not have undisclosed income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

xv. The Company has neither traded nor invested in Crypto currency or Virtual Currency during the financial year.

xvi. The Company does not have CSR obligations in the last 3 financial years i.e. FY 23-24, FY 24-25 and FY 25-26.

xvii. A. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

B. No funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

CAPITALISATION STATEMENT AS AT MARCH 31, 2026 **ANNEXURE -** XLV

(₹ In Lakhs)

Particulars	**Pre Issue**	**Post Issue**
Borrowings		
Short term debt (excluding current maturities) (A)	874.09	-
Long Term Debt (including current maturities) (B)	185.47	-
Total debts (C)	**1,059.56**	**-**
Shareholders' funds		
Share capital	90.00	-
Reserve and surplus - as Restated	1,226.24	-
Total shareholders' funds (D)	**1,316.24**	**-**
Long term debt / shareholders funds (B/D)	**0.14**	**-**
Total debt / shareholders funds (C/D)	**0.80**	**-**

Note:

1. The company issued 78,067 equity shares as private placement on 24th June 2026. This resulted in increase of paid up share capital post reporting date.
2. The company issued bonus shares in the ratio of 10 shares for every 1 share held as on 24th September 2026. This resulted in increase of paid up share capital post reporting date.

Signatures to Annexures Forming Part Of The Restated Financial Statements

For and on behalf of the Board of Directors of PH1 Industries Limited

Sd/-	Sd/-	Sd/-	Sd/-
Saminathan Saravanan	**Surendra Babu Ellappa Raj**	**Muralidhar Jampala**	**Laxmikanth Tangudu**
(Managing Director)	(Managing Director)	(CFO)	(Company Secretary)
DIN - 07074205	DIN - 07074257		

Place: Hyderabad
Date: 24th September 2026

OTHER FINANCIAL INFORMATION

The Restated Audited Financial Statements of our Company as at and for the financial year ended on March 31, 2026, March 31, 2025 and March 31, 2024 and their respective Audit reports thereon (Audited Financial Statements) are available at https://ph1.in/

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of the Draft Red Herring Prospectus; or (ii) this Red Herring Prospectus; or (iii) prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world.

The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

Neither our Company, nor BRLM, 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.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI (ICDR) Regulations, based on our Restated Financial Statements, are given below:

(₹ In Lakhs, except per share data and ratios)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Restated Profit after Tax as per Profit & Loss Statement (A)	783.10	100.52	34.35
Tax Expense (B)	276.51	39.18	17.76
Depreciation and amortization expense (C)	59.69	34.87	15.44
Interest Cost (D)	119.42	85.33	63.90
Weighted Average Number of Equity Shares at the end of the Year (Pre Bonus) (E-1)	9,00,000	9,00,000	9,00,000
Weighted Average Number of Equity Shares at the end of the Year (Post Bonus) (E-2)	99,00,000	99,00,000	99,00,000
Number of Equity Shares outstanding at the end of the Year (Pre Bonus) (F-1)	9,00,000	9,00,000	9,00,000
Number of Equity Shares outstanding at the end of the Year (Post Bonus) (F-2)	99,00,000	99,00,000	99,00,000
Nominal Value per Equity share (₹) (G)	10.00	10.00	10.00
Restated Net Worth of Equity Share Holders as per Statement of Assets and Liabilities (H)	1,316.24	533.14	432.62
Current Assets (I	3,320.93	1,936.05	1,332.96
Current Liabilities (J)	2,685.00	1,905.47	1,359.41
Earnings Per Share - Basic & Diluted[1] (₹) (Pre-Bonus)	87.01	11.17	3.82
Earnings Per Share - Basic & Diluted[1] (₹) (Post-Bonus)	7.91	1.02	0.35
Return on Net Worth[1] (%)	59.50%	18.85%	7.94%

Net Asset Value Per Share[1] (₹) (based on equity shares outstanding at the end of the year)	146.25	59.24	48.07
Net Asset Value Per Share[1] (₹) (based on number of equity shares outstanding at the end of the year after giving effect to bonus shares undertaken after the last balance sheet date)	13.30	5.39	4.37
Current Ratio[1]	1.24	1.02	0.98
Earning before Interest, Tax and Depreciation and Amortization[1] (EBITDA)	1,238.72	259.90	131.45

Notes -

1. Ratios have been calculated as below:

Earnings Per Share (₹) (EPS) :	$\frac{A}{E1 \text{ OR } E2}$
Return on Net Worth (%):	$\frac{A}{H}$
Net Asset Value per equity share (₹):	$\frac{H}{F1 \text{ OR } F2}$
Current Ratio:	$\frac{I}{J}$
Earning before Interest, Tax and Depreciation and Amortization (EBITDA):	A + (B+C+D)

2. Bonus shares are issued on 24/09/2026 in the ratio of 10:1 for each equity share held.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2026 as derived from our Restated Financial Information and as adjusted for the Issue. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Information – Restated Financial Information*" and "*Risk Factors*" on pages 277 , 267 and 27 respectively.

(₹ In Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (excluding current maturities) (A)	874.09	-
Long Term Debt (including current maturities) (B)	185.47	-
Total debts (C)	**1,059.56**	**-**
Shareholders' funds		
Share capital	90.00	-
Reserve and surplus - as Restated	1,226.24	-
Total shareholders' funds (D)	**1,316.24**	**-**
Long term debt / shareholders funds (B/D)	**0.14**	**-**
Total debt / shareholders funds (C/D)	**0.80**	**-**

Note:

The company issued 78,067 equity shares as private placement on 24th June 2026. This resulted in increase of paid up share capital post reporting date.

The company issued bonus shares in the ratio of 10 shares for every 1 share held as on 24th September 2026. This resulted in increase of paid up share capital post reporting date.

FINANCIAL INDEBTEDNESS

Our Company avails loans and facilities in the ordinary course of its business for meeting our working capital, capital expenditure and other business requirements. For details of the borrowing powers of our Board, please see "*Our Management – Borrowing Powers*" on page 241.

Our Company has obtained the necessary consents required under the relevant financing documentation for undertaking activities in relation to the Issue, including dilution of the current shareholding of our Promoters and members of the promoter group, expansion of business of our Company, effecting changes in our capital structure and shareholding pattern.

The aggregate outstanding borrowings (including fund based and non-fund-based borrowings) of our Company as on March 31, 2026, as certified by our Peer review Auditor, are as follows:

(in ₹ lakhs)

No.	Nature of Borrowing	Sanctioned Amount (₹ in lakhs)	Outstanding Amount as on 31 March, 2026 (₹ in lakhs)
I	**Fund based**		
	Secured Loans		
	Vehicle Loans	104.98	82.16
	Cash Credit	1,000.00	849.26
	Overdraft	100.00	24.83
	Total Secured Loans (A)	**1,204.98**	**956.25**
	Unsecured Loans		
	Term Loans	267.82	103.31
	Total Unsecured Loans (B)	**267.82**	**103.31**
	Total fund based (A+B)	**1472.80**	**1059.56**
II	**Non-fund based**		
	Bank Guarantee	899.00	556.00
	Letter of credit	400.00	244.19
	Total non-fund based (II)	**1,299.00**	**800.19**
	Total (I+II)	**2,771.80**	**1859.75**

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Name of Lender	Nature of Security	Repayment Terms	Sanction (₹ In Lakhs)	Rate of Interest	Tenure (Months)	No of O/S Instalments	Instalment (₹)	Outstanding as on March 31, 2026 (₹ in lakhs)
Union Bank Limited	**Primary Security:** Hypothecation of Stocks, receivables and other current assets of the company present and future on pari passu basis under multiple banking arrangement with ICICI bank **Collateral Security:** 1. Residential Villa bearing H.No. 14-82 on Villa No. 82, in SY No. 74P, 78P, 79P, 80P, 81P, 82P, 83 & 84 P at "PRESTIGE PARK", situated at Gundla Pochampally, Medchal Mandal, Medchal-Malkajgiri District, Telangana, admeasuring 350.00 square yards, belonging to Mr. S Saravanan. 2. Residential Villa bearing H.No. 14-81 on Villa No. 81, in SY No. 74P, 78P, 79P, 80P, 81P, 82P, 83 & 84 P at "PRESTIGE PARK", situated at Gundla Pochampally, Medchal Mandal, Medchal-Malkajgiri District, Telangana, admeasuring 350.00 square yards, belonging to Mr. B Prabakaran. 3. Residential Villa bearing H.No. 14-126 on Villa No. 126, in SY No. 74P, 78P, 79P, 80P, 81P, 82P, 83 & 84 P at "PRESTIGE PARK", situated at Gundla Pochampally,	Repayable on Demand	1,000.00	EBLR + 1.55%	12 months (Renewed Annually)	NA	NA	849.26

	Medchal Mandal, Medchal-Malkajgiri District, Telangana, admeasuring 350.00 square yards, belonging to Mr. J Bhaskar. **Personal Guarantee:** 1. Surendra Babu Ellapparaj 2. Bhaskar Jaganathan 3. B Prabakaran Bhaskaran 4. Saravanan Saminathan							

ICICI Bank Limited	**Primary Security:**Immovable fixed assets - Plot no 149, Sy no 866/1, Medchal, SECUNDERABAD, K.V.Rangareddy, Rangareddy, TELANGANA, India, 501401 **Personal Guarantee:** 1. Surendra Babu Ellapparaj 2. Bhaskar Jaganathan 3. B Prabakaran Bhaskaran 4. Saravanan Saminathan	Repayable on Demand	₹499.00 upto January 13, 2026, thereafter ₹100.00	Repo Rate + 3.25%	12 months (Renewed Annually)	NA	NA	24.83
Mercedes-Benz Financial Services India Private Limited	Underlying Vehile	Repayable on 60 Equated monthly Instalment (EMI)	70.05	8.77%	60	41	1,44,647.00	51.08
HDFC Bank Limited	Underlying Vehile and Post Dated Cheques (PDCs)	Repayable on 60 Equated monthly Instalment (EMI)	34.93	8.53%	60	52	71,578.00	31.08
Fedbank Financial Services Limited	Unsecured Loan	Repayable on 24 Equated monthly Instalment (EMI)	30.36	18.00%	24	3	1,51,570.00	4.41
ICICI Bank Limited	Unsecured Loan	Repayable on 48 Equated monthly Instalment (EMI)	35.00	17.00%	48	27	1,01,089.00	23.77
IDFC First Bank Limited	Unsecured Loan	Repayable on 36 Equated	30.60	17.00%	36	16	1,09,098.00	15.52

		monthly Instalment (EMI)						
YES Bank Limited	Unsecured Loan	Repayable on 24 Equated monthly Instalment (EMI)	30.00	16.50%	24	3	1,47,607	4.31
Aditya Birla Finance Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	20.00	18.50%	36	15	72,808	9.68
Ambit Finvest Private Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	20.22	18.50%	36	16	73,599	10.37
Cholamandalam Investment & Finance Company Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	25.24	18.00%	36	15	91,249	12.18
Godrej Finance Limited	Unsecured Loan	Repayable on 36 Equated monthly Instalment (EMI)	35.70	17.25%	36	15	First EMI - 1,32,857 Subsequent EMI - 1,27,725	17.14
Kisetsu Saison Finance (India) Private Limited	Unsecured Loan	Repayable on 24 Equated monthly	15.30	18.00%	24	3	76,384	2.22

		Instalment (EMI)						
Poonawalla Fincorp Limited	Unsecured Loan	Repayable on 24 Equated monthly Instalment (EMI)	25.40	18.25%	24	3	First EMI - 1,30,986 Subsequent EMI - 1,27,123	3.71

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of financial condition and results of operations together with our financial statements included in this Draft Red Herring Prospectus. The following discussion relates to our Company and is based on our restated financial statements. Our financial statements have been prepared in accordance with Indian GAAP, the accounting standards and other applicable provisions of the Companies Act.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factor.

BUSINESS OVERVIEW

Our Company was originally incorporated as "PH1 Industries Private Limited", a private limited company, under the Companies Act, 2013, on February 3, 2015. Our Company was converted into a public limited company and its name was changed to "PH1 Industries Limited" on July 17, 2026. Our Company is a specialised engineering company engaged in the design, supply, erection and commissioning of Alternative Fuel and Raw Material ("AFR") systems and Bulk Material Handling ("BMH") solutions, primarily for the cement industry, and secondarily for the pharmaceutical and chemical industries.

Our revenues from operations were ₹ 1,663.45 lakhs in F.Y. 2023-24, ₹ 2,246.30 lakhs in F.Y. 2024-25 and ₹ 5,649.35 lakhs in F.Y. 2025-26. Our Net Profit after tax of our Company for the above-mentioned periods was ₹ 34.35 lakhs, ₹ 100.52 lakhs and ₹ 783.10 lakhs respectively.

FINANCIAL KPIs OF THE COMPANY

(₹ in Lakhs, other than ratios)

Particulars	***For the year ended March 31, 2026***	***For the year ended March 31, 2025***	***For the year ended March 31, 2024***
Revenue from Operations (₹ in Lakhs) (1)	5,649.35	2,246.30	1,663.45
Growth in Revenue from Operations (%)	151.50%	35.04%	NA
Total Income (₹ in Lakhs) (2)	5,697.35	2,296.19	1,688.88
EBITDA (₹ in Lakhs) (3)	1,238.72	259.90	131.45
EBITDA Margin (%) (4)	21.74%	11.32%	7.78%
Profit After Tax (₹ in Lakhs) (5)	783.10	100.52	34.35
PAT Margin (%) (6)	13.86%	4.47%	2.06%
Net Worth (₹ in Lakhs) (7)	1,316.24	533.14	432.62
Return on Equity ("RoE") (%) (8)	84.69%	20.82%	8.27%
Return on Capital Employed ("RoCE") (%) (9)	49.72%	19.28%	12.34%
Net Asset Value Per Share (Post bonus) (₹) (10)	13.30	5.39	4.37
Debt-Equity Ratio (in times) (11)	0.80	1.20	1.19

Notes:

1) Revenue from operations represents the revenue from sale of service & product & other operating revenue of our Company as recognized in the Restated financial information.

2) Total income includes revenue from operations and other income.
3) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back interest cost, depreciation, and amortization expense.
4) EBITDA margin is calculated as EBITDA as a percentage of total income.
5) Restated profit for the period / year.
6) PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
7) Restated Net worth of the company is calculated as share capital plus total reserves & surplus.
8) Return on Equity is calculated as Profit after tax, as restated, attributable to the owners of the Company for the year/ period divided by average equity. Average equity is calculated as average of opening and closing balance of total equity (Shareholders' funds) for the year.
9) Return on capital employed calculated as Earnings before interest and taxes divided by capital employed as at the end of respective period/year. (Capital employed calculated as the aggregate value of Tangible networth, total debt and deferred tax liabilities)
10) Net asset value per share calculated as Total networth divide by total no of outstanding shares.
11) Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long-term and short-term borrowings. Total equity is the sum of share capital and reserves & surplus.

FACTORS AFFECTING OUR RESULT OF OPERATIONS

Except as otherwise stated in this Draft Red Herring Prospectus and the Risk Factors given in the Draft Red Herring Prospectus, the following important factors could cause actual results to differ materially from the expectations include, among others:

- *We derive a substantial part of our revenue from the cement industry, and any slowdown in cement industry capital expenditure or in the adoption of Alternative Fuel and Raw Material (AFR) co-processing could adversely affect our business, results of operations, financial condition and cash flows.*
- *Our business is order-book and project-based, and our revenue recognition is dependent on the successful execution of a limited number of large-value contracts; the loss, delay, cancellation, or renegotiation of key orders could materially and adversely affect our business, results of operations, financial condition and cash flows.*
- *We derive a significant and increasing portion of our revenue from repeat customers, and any inability to retain existing customers or attract new customers could adversely affect our business, results of operations and financial condition.*
- *Our revenues are concentrated among a limited number of customers and any reduction in orders from our key customers may adversely affect our business, financial condition and results of operations.*
- *We depend on our suppliers for raw materials, bought-out components and specialised equipment, and any disruption in the supply or increase in the cost of such materials and components may adversely affect our business and results of operations.*
- *We have limited experience in international markets, and our recent entry into export markets exposes us to risks associated with executing larger and more complex overseas orders, which we may not have previously encountered or managed at a comparable scale.*
- *We rely on external job-work vendors and third-party OEMs for certain specialised manufacturing processes and components, and any failure or delay by such vendors may adversely affect our ability to execute orders within the stipulated timelines.*
- *Our contracts typically contain milestone-based payment terms, performance bank guarantee requirements and liquidated damages provisions, which may expose us to working capital requirements and financial liabilities in the event of delays or non-performance.*
- *We may be unable to effectively manage our growth strategy, increasing scale of operations and evolving organisational requirements.*
- *We have experienced negative cash flows in previous Fiscals and may continue to have negative cash flows in future.*

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of the Restated Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1. Basis of Accounting and Preparation of Financial Statements

The restated summary statement of assets and liabilities of the Company as at March 31, 2026, March 31, 2025 and March 31, 2024 and the related restated summary statement of profit and loss and cash flows for the years ended on those dates (collectively, the "Restated Summary Statements") have been compiled by the management from the audited financial statements of the Company for the respective years, approved by the Board of Directors of the Company.

The Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, and have been prepared specifically for inclusion in the offer document to be filed by the Company with the NSE in connection with its proposed SME initial public offering. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for this purpose.

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP") to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, on an accrual basis under the historical cost convention. The accounting policies adopted are consistent with those followed in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has determined its operating cycle as twelve months for this purpose.

2. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used are prudent and reasonable. Future results could differ from these estimates, and differences between actual results and estimates are recognised in the periods in which the results are known or materialise.

3. Property, Plant & Equipment and Intangible Assets

Property, Plant & Equipment are recorded at cost, including taxes, duties, freight and other incidental expenses incurred in relation to their acquisition and bringing the asset to its intended use.

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any.

4. Depreciation / Amortisation

Depreciation on fixed assets is calculated on the Written Down Value method using the rates arrived at based on the useful lives estimated by the management, or those prescribed under Schedule II to the Companies Act, 2013.

Intangible assets, including internally developed intangible assets, are amortised over the year for which the Company expects the benefits to accrue. Intangible assets are amortised on a straight-line basis over 6 years in accordance with AS-26.

5. Inventories

Inventories comprise Raw Material, Work-in-Progress and Finished Goods.

Raw materials are valued at the lower of cost and net realisable value, cost being determined on a first-in-first-out basis.

Work-in-progress is measured at the lower of cost and net realisable value, cost being determined on a first-in-first-out basis. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Finished goods are valued at the lower of cost and net realisable value. The cost of finished goods includes raw material costs (net of recoverable taxes), direct cost of conversion and a proportionate allocation of indirect costs incurred in bringing the inventories to their present location and condition.

6. Impairment of Assets

An asset is treated as impaired when its carrying cost exceeds its recoverable value, being the higher of the asset's net selling price and its value in use. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired, and is reversed if there is a subsequent change in the estimate of the recoverable value.

7. Investments

Non-current investments are carried at cost less any other-than-temporary diminution in value, determined on a specific identification basis. Profit or loss on sale of investments is determined as the difference between sale price and carrying value, determined individually for each investment, the cost of investments sold being arrived at using the average method.

8. Foreign Currency Transactions

Income and expense in foreign currencies are converted at the exchange rates prevailing on the date of the transaction. Any income or expense on account of exchange difference, either on settlement or on translation at the balance sheet date, is recognised in the Statement of Profit and Loss in the year in which it arises.

9. Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets, being those that necessarily take a substantial period of time to get ready for their intended use, are capitalised as part of the cost of such assets. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

10. Provisions, Contingent Liabilities and Contingent Assets

A provision involving a substantial degree of estimation in measurement is recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

11. Revenue Recognition

Sale of Goods & Services in EPC Contracts: Revenue is recognised only when the significant risks and rewards of ownership have been transferred to the buyer and services have been rendered as per the contract, on a progressive billing basis, provided it can be reliably measured and it is reasonable to expect ultimate collection thereof. Gross sales are net of trade discounts, rebates and GST.

12. Other Income

Interest income on fixed deposits is recognised on a time proportion basis. Other income is accounted for when the right to receive such income is established.

13. Employee Benefits

Defined Contribution Plan: Contributions payable to the recognised provident fund, being a defined contribution scheme, are charged to the Statement of Profit and Loss.

Defined Benefit Plan (Gratuity): The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees, providing for a lump sum payment at retirement, death while in employment or termination of employment, equivalent to 15 days' salary for each completed year of service, vesting on completion of five years of service. Provision for gratuity is made in the books as per actuarial valuation as at the end of the year.

14. Taxes on Income

Income taxes are accounted for in accordance with Accounting Standard (AS-22) – "Accounting for Taxes on Income", and comprise both current and deferred tax. Current tax is measured on the basis of estimated taxable income and tax credits computed under the Income Tax Act, 1961.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using substantially enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax is recognised on timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent periods, and is measured using tax rates and tax regulations that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets are recognised only if there is virtual certainty, or reasonable certainty, as applicable, of their realisation.

15. Cash and Bank Balances

Cash and cash equivalents comprise cash-in-hand, current accounts and fixed deposits with banks that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value, with an original maturity of three months or less. Other bank balances comprise short-term balances with an original maturity of more than three months but less than twelve months.

16. Earnings Per Share

Basic earnings per share is computed by dividing the profit/(loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the adjusted profit/(loss) after tax by the weighted average number of equity shares, adjusted for the effects of all dilutive potential equity shares.

17. Segment Reporting

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, expenses, assets and liabilities have been identified on the basis of their relationship to the operating activities of the segment, with unallocable items included under "unallocated revenue / expenses / assets / liabilities".

18. Operating Cycle

All assets and liabilities are classified as current or non-current based on the criteria set out in Schedule III to the Companies Act, 2013, including realisation/settlement within the normal operating cycle or twelve months, whichever is later. Based on the nature of products and services and the time between the acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for this purpose.

19. CURRENT & NON-CURRENT CLASSIFICATION

All assets and liabilities are classified into current and non-current.

An asset is classified as current when it satisfies any of the following criteria:

a) It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;

b) It is held primarily for the purpose of being traded;

c) It is expected to be realised within 12 months after the reporting date; or

d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

a) It is expected to be settled in the Company's normal operating cycle;

b) It is held primarily for the purpose of being traded;

c) It is due to be settled within 12 months after the reporting date; or

d) The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

RESULTS OF OUR OPERATIONS

Based on Financial Statements of Profit & Loss as Restated

(Amount ₹ in lakhs)

Particulars	2026	% of Total**	2025	% of Total**	2024	% of Total**
INCOME						
Revenue from Operations	5,649.35	99.16%	2,246.30	97.83%	1,663.45	98.49%
Other Income	48.00	0.84%	49.89	2.17%	25.43	1.51%
Total Income (A)	**5,697.35**	**100.00%**	**2,296.19**	**100.00%**	**1,688.88**	**100.00%**
EXPENDITURE						
Cost of Material Consumed	3,036.32	53.29%	1,235.81	53.82%	883.67	52.32%
Direct Expenses	554.93	9.74%	360.88	15.72%	207.29	12.27%
Changes in Inventories of Work-in-Progress and Finished Goods	5.15	0.09%	(288.37)	(12.56%)	(160.89)	(9.53%)
Employee Benefits Expense	680.64	11.95%	606.17	26.40%	534.38	31.64%
Finance Costs	150.79	2.65%	105.03	4.57%	72.96	4.32%
Depreciation and Amortization Expense	59.69	1.05%	34.87	1.52%	15.44	0.91%
Other Expenses	150.22	2.64%	102.10	4.45%	83.92	4.97%
Total Expenses (B)	**4,637.74**	**81.40%**	**2,156.49**	**93.92%**	**1,636.77**	**96.91%**
Profit before tax (C) = (A-B)	**1,059.61**	**18.60%**	**139.70**	**6.08%**	**52.11**	**3.09%**
Tax expense/(benefit)						
(i) Current tax	283.09	4.97%	40.85	1.78%	18.81	1.11%
(ii) Deferred tax expenses/(credit)	(6.58)	(0.12%)	(1.67)	(0.07%)	(1.05)	(0.06%)
Net tax expense/(benefit) (D)	**276.51**	**4.85%**	**39.18**	**1.71%**	**17.76**	**1.05%**
Profit/(Loss) for the year (E) = (C-D)	**783.10**	**13.74%**	**100.52**	**4.38%**	**34.35**	**2.03%**

***Total refers to Total Income*

Components of our Profit and Loss Account

Income

Our total income comprises revenue from operations and other income.

Revenue from Operations

Revenue from operations as a percentage of our total income was 99.16%, 97.83% and 98.49% for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024 respectively.

(Amount ₹ in Lakhs)

Particulars	2026	2025	2024
Revenue from Plant Projects – Domestic	5,649.35	2,011.39	1,663.45
Revenue from Plant Projects – Export	–	234.91	–
TOTAL	**5,649.35**	**2,246.30**	**1,663.45**

Other Income

Our other income consists of interest income on fixed deposits, interest income on advances, discount received, foreign exchange gain, sundry balances written back and miscellaneous income.

(Amount ₹ in Lakhs)

Particulars	2026	2025	2024
Interest Income on Fixed Deposits	18.57	12.03	11.07
Interest Income on Advances	23.75	18.17	11.01
Discount Received	–	5.81	0.04
Foreign Exchange Gain	3.09	0.63	–
Sundry Balances Written Back	2.42	–	–
Miscellaneous Income	0.17	13.25	3.31
TOTAL	**48.00**	**49.89**	**25.43**

Expenditure

Our total expenditure primarily consists of cost of material consumed, direct expenses, changes in inventories of work-in-progress and finished goods, employee benefits expense, finance costs, depreciation and amortization expense and other expenses.

Cost of Material Consumed

Our cost of material consumed comprises raw material consumed in the execution of our AFR and BMH plant projects.

(Amount ₹ in Lakhs)

Particulars	2026	2025	2024
Opening Stock	207.24	25.53	25.66
Add: Purchase	3,316.66	1,417.52	883.54
Less: Closing Stock	(487.58)	(207.24)	(25.53)
TOTAL	**3,036.32**	**1,235.81**	**883.67**

Direct Expenses

Our direct expenses comprise power and fuel, factory maintenance, freight inward, jobwork charges, wages, contract charges, factory rent, crane hiring charges and consumption of stores and spare parts incurred in the execution of our plant projects.

(Amount ₹ in Lakhs)

Particulars	2026	2025	2024
Power and Fuel	39.36	29.71	13.06
Factory Maintenance	2.37	16.38	10.19
Freight Inward	77.08	55.45	46.68
Jobwork Charges	29.43	25.14	20.32
Wages	51.27	40.64	27.10
Contract Charges	253.92	117.29	60.22
Factory Rent	93.31	73.31	28.23
Crane Hiring Charges	3.40	–	–
Consumption of Stores and Spare Parts	4.79	2.96	1.49
TOTAL	**554.93**	**360.88**	**207.29**

Changes in Inventories of Work-in-Progress and Finished Goods

Changes in inventories represent the difference between the opening and closing stock of work-in-progress and finished goods. A negative figure indicates that inventories increased during the year.

(Amount ₹ in Lakhs)

Particulars	2026	2025	2024
Work-in-Progress – Opening Stock	114.97	1.74	30.00
Work-in-Progress – Less: Closing Stock	(202.81)	(114.97)	(1.74)
Finished Goods – Opening Stock	401.28	226.14	36.99
Finished Goods – Less: Closing Stock	(308.29)	(401.28)	(226.14)
TOTAL	**5.15**	**(288.37)**	**(160.89)**

Employee Benefit Expenses

Our employee benefits expense comprises salaries and bonus, directors' remuneration, gratuity expense, contribution to provident fund and ESIC, and staff welfare expenses.

(Amount ₹ in Lakhs)

Particulars	2026	2025	2024
Salaries and Bonus	454.89	377.64	314.47
Directors' Remuneration	192.86	192.86	192.00
Gratuity Expense	8.20	13.22	11.39
Contribution to PF and ESIC	12.99	10.18	5.35
Staff Welfare Expenses	11.70	12.27	11.17
TOTAL	**680.64**	**606.17**	**534.38**

Finance Costs

Our finance costs comprise bank charges and other charges, processing charges, interest on delayed payment of income tax/TDS/TCS, interest on borrowings and interest on delayed payment to MSME creditors.

(Amount ₹ in Lakhs)

Particulars	2026	2025	2024
Bank Charges & Other Charges	8.23	4.75	6.26
Processing Charges	23.14	14.95	2.80
Interest on Delayed Payment of Income Tax, TDS and TCS	15.62	1.37	0.60
Interest on Borrowings	85.33	77.20	51.96
Interest on Delayed Payment to MSME Creditors	18.47	6.76	11.34
TOTAL	**150.79**	**105.03**	**72.96**

Depreciation and Amortization Expense

Depreciation and amortization expense, comprising depreciation of property, plant and equipment and amortization of intangible assets, amounted to ₹ 59.69 Lakhs, ₹ 34.87 Lakhs and ₹ 15.44 Lakhs for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024, respectively.

Other Expenses

Our other expenses primarily comprise remuneration to auditors, travelling and conveyance, business promotion expenses, professional fees, office rent, office expenses, rates and taxes, repairs and maintenance, insurance charges and other miscellaneous expenses.

(Amount ₹ in Lakhs)

Particulars	2026	2025	2024
Statutory Audit Fees	1.40	1.21	1.20
Tax Audit Fees	0.40	0.40	0.40
Out of Pocket Expenses (Auditors)	0.17	–	–
Permissions & Licence Fee	0.70	–	0.03
Liquidated Damages Charges	0.90	–	–
Foreign Exchange Loss	–	–	0.17
Office Rent	2.11	2.11	2.11
Repairs and Maintenance	1.47	2.03	1.36
Travelling and Conveyance	59.54	46.02	46.09
Telephone & Internet Expenses	1.58	1.35	1.37
Business Promotion Expenses	32.88	17.21	3.08
Insurance Charges	0.49	2.76	0.53
Professional Fees	19.89	15.23	14.77
Office Electricity	0.79	0.83	0.93
Office Expenses	7.69	3.63	4.74

Particulars	2026	2025	2024
Rates and Taxes	12.78	4.13	6.22
Miscellaneous Expenses	1.25	0.78	0.05
Software Charges	3.03	–	–
Sundry Balances Written Off	–	–	0.34
Commission	3.15	4.41	0.53
Total	**150.22**	**102.10**	**83.92**

Provision for Tax

The provision for current taxation is computed in accordance with relevant tax regulations under the Income Tax Act, 1961. Deferred tax is recognized on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the restated financial statements and quantified using the tax rates and laws enacted or substantially enacted as on the balance sheet date. Deferred tax assets are recognized and carried forward to the extent that it is probable that sufficient future taxable profit will be available against which such deferred tax assets can be realized in future.

Fiscal 2026 compared with Fiscal 2025

Fiscal 2026 compared with Fiscal 2025

Revenue from Operations

The Revenue from Operations of our Company for Fiscal 2026 was ₹5,649.35 Lakhs against ₹2,246.30 Lakhs for Fiscal 2025, an increase of 151.50%. The increase was due to higher execution of orders in both verticals, with AFR revenue rising to ₹2,986.50 Lakhs from ₹1,091.05 Lakhs and BMH revenue to ₹2,662.85 Lakhs from ₹1,155.25 Lakhs, led by large cement-sector projects. Our top five customers contributed 92.48% of revenue from operations.

Other Income

The other income of our Company for Fiscal 2026 was ₹48.00 Lakhs against ₹49.89 Lakhs for Fiscal 2025, a decrease of 3.79%. The decrease was due to lower discount received.

Total Income

The total income of the Company for Fiscal 2026 was ₹5,697.35 Lakhs against ₹2,296.19 Lakhs for Fiscal 2025, an increase of 148.12%. The increase was due to higher execution of orders in both verticals, with AFR revenue rising to ₹2,986.50 Lakhs from ₹1,091.05 Lakhs and BMH revenue to ₹2,662.85 Lakhs from ₹1,155.25 Lakhs, led by large cement-sector projects. Our top five customers contributed 92.48% of revenue from operations.

Expenditure

Cost of Material Consumed

In Fiscal 2026, cost of material consumed by our Company was ₹3,036.32 Lakhs against ₹1,235.81 Lakhs in Fiscal 2025, an increase of 145.69%. This increase was due to higher project execution in line with revenue growth. Cost of material consumed as a percentage of revenue from operations declined marginally to 53.75% from 55.02%.

Direct Expenses

The direct expenses of our Company for Fiscal 2026 were ₹554.93 Lakhs against ₹360.88 Lakhs for Fiscal 2025, an increase of 53.77%. The increase was due to higher job-work, erection and freight costs on increased project execution. As a percentage of revenue from operations, direct expenses declined to 9.82% from 16.07%, reflecting better absorption.

Employee Benefit Expenses

In Fiscal 2026, the Company incurred employee benefit expenses of ₹680.64 Lakhs against ₹606.17 Lakhs in Fiscal 2025, an increase of 12.29%. This increase was due to annual increments and addition of personnel to support higher project execution.

Finance Costs

The finance costs for Fiscal 2026 were ₹150.79 Lakhs against ₹105.03 Lakhs for Fiscal 2025, an increase of 43.57%. The increase was due to higher utilisation of working capital facilities, with current borrowings rising to ₹966.74 Lakhs from ₹485.81 Lakhs, and higher bank guarantee charges on larger orders.

Depreciation and Amortization Expense

In Fiscal 2026, depreciation and amortization expense of our Company was ₹59.69 Lakhs against ₹34.87 Lakhs in Fiscal 2025, an increase of 71.18%. This increase was due to full-year depreciation on plant and machinery added in Fiscal 2025 at our manufacturing facilities.

Other Expenses

In Fiscal 2026, our other expenses were ₹150.22 Lakhs against ₹102.10 Lakhs in Fiscal 2025, an increase of 47.13%. The increase was due to a general increase in administrative and operating expenses in line with the scale of operations and major increase was viewed in Business promotion and rates & taxes.

Profit/(Loss) before Tax

Our Company reported a profit before tax for Fiscal 2026 of ₹1,059.61 Lakhs against a profit before tax of ₹139.70 Lakhs in Fiscal 2025, an increase of 658.49%. The increase in PBT was due to higher revenue from operations and operating leverage, as fixed and semi-fixed costs grew slower than revenue. PBT margin improved to 18.76% from 6.22%.

Profit/(Loss) after Tax

Profit after tax for Fiscal 2026 was ₹783.10 Lakhs against profit after tax of ₹100.52 Lakhs in Fiscal 2025, an increase of 679.05%. The increase in PAT was due to higher PBT, partly offset by higher tax expense of ₹276.51 Lakhs against ₹39.18 Lakhs.

Fiscal 2025 compared with Fiscal 2024

Revenue from Operations

The Revenue from Operations of our Company for Fiscal 2025 was ₹2,246.30 Lakhs against ₹1,663.45 Lakhs for Fiscal 2024, an increase of 35.04%. The increase was due to growth in the BMH vertical, whose revenue rose to ₹1,155.25 Lakhs from ₹95.25 Lakhs, and commencement of exports of ₹234.91 Lakhs to the UAE, Bangladesh and Mexico, partly offset by lower AFR revenue of ₹1,091.05 Lakhs against ₹1,568.20 Lakhs.

Other Income

The other income of our Company for Fiscal 2025 was ₹49.89 Lakhs against ₹25.43 Lakhs for Fiscal 2024, an increase of 96.19%. The increase was due to higher Interest in FD and Interest income on advances.

Total Income

The total income of the Company for Fiscal 2025 was ₹2,296.19 Lakhs against ₹1,688.88 Lakhs for Fiscal 2024, an increase of 35.96%. The increase was due to growth in the BMH vertical, whose revenue rose to ₹1,155.25 Lakhs from ₹95.25 Lakhs, and commencement of exports of ₹234.91 Lakhs to the UAE, Bangladesh and Mexico, partly offset by lower AFR revenue of ₹1,091.05 Lakhs against ₹1,568.20 Lakhs.

Expenditure

Cost of Material Consumed

In Fiscal 2025, cost of material consumed by our Company was ₹1,235.81 Lakhs against ₹883.67 Lakhs in Fiscal 2024, an increase of 39.85%. This increase was due to higher project execution in line with revenue growth, including the scale-up of BMH projects.

Direct Expenses

The direct expenses of our Company for Fiscal 2025 were ₹360.88 Lakhs against ₹207.29 Lakhs for Fiscal 2024, an increase of 74.09%. The increase was due to higher job-work, erection and logistics costs on increased execution, including export logistics and deputation of personnel to overseas sites.

Employee Benefit Expenses

In Fiscal 2025, the Company incurred employee benefit expenses of ₹606.17 Lakhs against ₹534.38 Lakhs in Fiscal 2024, an increase of 13.43%. This increase was due to annual increments and addition of personnel to support business growth.

Finance Costs

The finance costs for Fiscal 2025 were ₹105.03 Lakhs against ₹72.96 Lakhs for Fiscal 2024, an increase of 43.96%. The increase was due to interest on term loans availed during the year, with non-current borrowings rising to ₹154.28 Lakhs from ₹0.27 Lakhs.

Depreciation and Amortization Expense

In Fiscal 2025, depreciation and amortization expense of our Company was ₹34.87 Lakhs against ₹15.44 Lakhs in Fiscal 2024, an increase of 125.84%. The increase was due to additions to plant and machinery at our manufacturing facilities, with property, plant & equipment rising to ₹465.50 Lakhs from ₹309.19 Lakhs.

Other Expenses

In Fiscal 2025, our other expenses were ₹102.10 Lakhs against ₹83.92 Lakhs in Fiscal 2024, an increase of 21.66%. The increase was due to an increase in administrative and operating expenses in line with the growth in operations.

Profit/(Loss) before Tax

Our Company reported a profit before tax for Fiscal 2025 of ₹139.70 Lakhs against a profit before tax of ₹52.11 Lakhs in Fiscal 2024, an increase of 168.09%. The increase in PBT was due to higher revenue from operations and improved operating leverage. PBT margin improved to 6.22% from 3.13%.

Profit/(Loss) after Tax

Profit after tax for Fiscal 2025 was ₹100.52 Lakhs against profit after tax of ₹34.35 Lakhs in Fiscal 2024, an increase of 192.63%. The increase in PAT was due to higher PBT, partly offset by higher tax expense of ₹39.18 Lakhs against ₹17.76 Lakhs.

Fiscal 2026 compared with Fiscal 2025 – Balance Sheet Items

Property, Plant & Equipment and Intangible Assets

In Fiscal 2026, the Company reported property, plant & equipment and intangible assets of ₹453.41 Lakhs as against ₹465.50 Lakhs in Fiscal 2025, a decrease of 2.60%. The decrease was due to depreciation of ₹59.69 Lakhs for the year exceeding fresh additions.

Long-Term Loans and Advances

In Fiscal 2026, the Company reported long-term loans and advances of ₹331.46 Lakhs as against ₹204.55 Lakhs in Fiscal 2025, an increase of 62.04%. The increase was due to an increase in security deposits / capital advances

Inventories

In Fiscal 2026, the Company reported inventories of ₹998.68 Lakhs as against ₹723.49 Lakhs in Fiscal 2025, an increase of 38.04%. The increase was due to higher raw material and work-in-progress held for orders under execution; our order book stood at ₹7,333.88 Lakhs as on August 31, 2026.

Trade Receivables

In Fiscal 2026, the Company reported trade receivables of ₹970.44 Lakhs as against ₹385.92 Lakhs in Fiscal 2025, an increase of 151.46%. The increase was due to higher revenue from operations; receivable days remained stable at approximately 63 days.

Short-Term Loans and Advances and Other Current Assets

In Fiscal 2026, the Company reported short-term loans and advances of ₹164.56 Lakhs as against ₹77.01 Lakhs in Fiscal 2025, an increase of 113.69%. The increase was due to higher advances to suppliers for procurement of equipment and components for projects under execution.

Other current assets

Other current assets increased to ₹779.53 Lakhs as at March 31, 2026 from ₹447.18 Lakhs as at March 31, 2025, an increase of 74.32%. The increase was due to an increase in unbilled revenue and balances with government authorities with higher project execution.

Non-Current Borrowings

In Fiscal 2026, the Company reported non-current borrowings of ₹92.82 Lakhs as against ₹154.28 Lakhs in Fiscal 2025, a decrease of 39.84%. The decrease was due to repayment of term loans.

Current Borrowings

In Fiscal 2026, the Company reported current borrowings of ₹966.74 Lakhs as against ₹485.81 Lakhs in Fiscal 2025, an increase of 99.00%. The increase was due to higher utilisation of working capital facilities to fund the increase in inventories and trade receivables.

Trade Payables

In Fiscal 2026, the Company reported trade payables of ₹1,064.15 Lakhs as against ₹690.13 Lakhs in Fiscal 2025, an increase of 54.20%. The increase was due to higher purchases in line with increased project execution.

Other Current Liabilities

In Fiscal 2026, the Company reported other current liabilities of ₹376.06 Lakhs as against ₹698.17 Lakhs in Fiscal 2025, a decrease of 46.14%. The decrease was due to adjustment of customer advances received in Fiscal 2025 against billings on execution of the related orders.

Fiscal 2025 compared with Fiscal 2024 – Balance Sheet Items

Property, Plant & Equipment and Intangible Assets

In Fiscal 2025, the Company reported property, plant & equipment and intangible assets of ₹465.50 Lakhs as against ₹309.19 Lakhs in Fiscal 2024, an increase of 50.55%. The increase was due to additions to plant and machinery at our manufacturing facilities.

Long-Term Loans and Advances

In Fiscal 2025, the Company reported long-term loans and advances of ₹204.55 Lakhs as against ₹164.19 Lakhs in Fiscal 2024, an increase of 24.58%. The increase was due to an increase in security deposits .

Inventories

In Fiscal 2025, the Company reported inventories of ₹723.49 Lakhs as against ₹253.41 Lakhs in Fiscal 2024, an increase of 185.50%. The increase was due to raw material and work-in-progress held for large orders received during Fiscal 2025, including orders of ₹1,230.64 Lakhs and ₹1,030.04 Lakhs, which were under execution at year-end.

Trade Receivables

In Fiscal 2025, the Company reported trade receivables of ₹385.92 Lakhs as against ₹470.28 Lakhs in Fiscal 2024, a decrease of 17.94%. The decrease was due to improved collections, with receivable days reducing to approximately 63 days from approximately 103 days.

Short-Term Loans and Advances

In Fiscal 2025, the Company reported short-term loans and advances of ₹77.01 Lakhs as against ₹40.83 Lakhs in Fiscal 2024, an increase of 88.61%. The increase was due to higher advances to suppliers for orders under execution.

Other Current Assets

Other current assets decreased from ₹505.47 Lakhs as at March 31, 2024 to ₹447.18 Lakhs as at March 31, 2025, a decrease of 11.53%. The decrease was due to a decrease in retention money receivable.

Non-Current Borrowings

In Fiscal 2025, the Company reported non-current borrowings of ₹154.28 Lakhs as against ₹0.27 Lakhs in Fiscal 2024, an increase due to term loans availed to fund capital expenditure at our manufacturing facility.

Current Borrowings

In Fiscal 2025, the Company reported current borrowings of ₹485.81 Lakhs as against ₹514.76 Lakhs in Fiscal 2024, a decrease of 5.62%. The decrease was due to lower utilisation of working capital facilities, supported by advances received from customers.

Trade Payables

In Fiscal 2025, the Company reported trade payables of ₹690.13 Lakhs as against ₹666.42 Lakhs in Fiscal 2024, an increase of 3.56%. The increase was due to higher purchases in line with increased project execution.

Other Current Liabilities

In Fiscal 2025, the Company reported other current liabilities of ₹698.17 Lakhs as against ₹174.32 Lakhs in Fiscal 2024, an increase of 300.51%. The increase was due to advances received from customers against new orders booked during the year.

Cash Flows

(Amount ₹ in lakhs)

Particulars	2026	2025	2024
Net Cash Flow from/(used in) Operating Activities	(164.57)	140.89	(174.34)
Net Cash Flow from/(used in) Investing Activities	(155.94)	(219.51)	(129.87)
Net Cash Flow from/(used in) Financing Activities	318.52	46.49	33.22

Cash Flows from Operating Activities

1. For the year ended March 31, 2026, net cash used in operating activities was ₹ 164.57 Lakhs. This comprised the net profit before tax of ₹ 1,059.61 Lakhs, adjusted primarily for interest cost of ₹ 119.42 Lakhs, depreciation and amortisation expense of ₹ 59.69 Lakhs and gratuity provision of ₹ 8.20 Lakhs, and reduced by interest income of ₹ 42.32 Lakhs, Unrealised Forex of ₹ 0.61 Lakhs and sundry balances written back of ₹ 2.42 Lakhs. The resultant operating profit before working capital changes was ₹ 1,201.57 Lakhs, which was adjusted for an increase in inventories of ₹ 275.19 Lakhs, trade receivables of ₹ 583.91 Lakhs, loans and advances of ₹ 87.55 Lakhs, other assets of ₹ 417.91 Lakhs, in trade payables of ₹ 376.44 Lakhs and decrease in other current liabilities and provisions of ₹ 340.58 Lakhs.

Cash used in operations before taxes was ₹ 127.13 Lakhs, which, together with net income tax paid of ₹ 37.44 Lakhs, resulted in net cash used in operating activities of ₹ 164.57 Lakhs.

2. For the year ended March 31, 2025, net cash flow from operating activities was ₹ 140.89 Lakhs. This comprised the net profit before tax of ₹ 139.70 Lakhs, adjusted primarily for interest cost of ₹ 85.33 Lakhs, gratuity provision of ₹ 13.22 Lakhs, Unrealised Forex of ₹ 0.63 Lakhs and depreciation and amortisation expense of ₹ 34.87 Lakhs, and reduced by interest income of ₹ 30.20 Lakhs. The resultant operating profit before working capital changes was ₹ 242.29 Lakhs, which was adjusted for an increase in inventories of ₹ 470.08 Lakhs, loans and advances of ₹ 45.83 Lakhs and other assets of ₹ 206.87 Lakhs, partly offset by a decrease in trade receivables of ₹ 84.99 Lakhs and an increase in trade payables of ₹ 23.71 Lakhs and other current liabilities and provisions of ₹ 517.09 Lakhs.

Cash generated from operations before taxes was ₹ 145.30 Lakhs, which was reduced by net income tax paid of ₹ 4.41 Lakhs, resulting in net cash flow from operating activities of ₹ 140.89 Lakhs.

3. For the year ended March 31, 2024, net cash used in operating activities was ₹ 174.34 Lakhs. This comprised the net profit before tax of ₹ 52.11 Lakhs, adjusted primarily for interest cost of ₹ 63.90 Lakhs, gratuity provision of ₹ 11.39 Lakhs, sundry balances written off of ₹ 0.34 Lakhs and depreciation and amortisation expense of ₹ 15.44 Lakhs, and reduced by interest income of ₹ 22.08 Lakhs. The resultant operating profit before working capital changes was ₹ 121.10 Lakhs, which was adjusted for an increase in inventories of ₹ 160.76 Lakhs, loans and advances of ₹ 31.18 Lakhs and other assets of ₹ 277.48 Lakhs, and a decrease in other current liabilities and provisions of ₹ 345.56 Lakhs, partly offset by a decrease in trade receivables of ₹ 351.41 Lakhs and an increase in trade payables of ₹ 196.58 Lakhs.

Cash used in operations before taxes was ₹ 145.89 Lakhs, which, together with net income tax paid of ₹ 28.45 Lakhs, resulted in net cash used in operating activities of ₹ 174.34 Lakhs.

Cash Flows from Investing Activities

1. For the year ended March 31, 2026, net cash used in investing activities was ₹ 155.94 Lakhs, which primarily comprised cash used for purchase of property, plant and equipment and intangible assets (including capital advances) of ₹ 47.60 Lakhs and loans and advances given to related parties of ₹ 126.91 Lakhs, partly offset by interest income received of ₹ 18.57 Lakhs.

2. For the year ended March 31, 2025, net cash used in investing activities was ₹ 219.51 Lakhs, which primarily comprised cash used for purchase of property, plant and equipment and intangible assets of ₹ 190.49 Lakhs and loans and advances given to related parties of ₹ 41.05 Lakhs, partly offset by interest income received of ₹ 12.03 Lakhs.

3. For the year ended March 31, 2024, net cash used in investing activities was ₹ 129.87 Lakhs, which primarily comprised cash used for purchase of property, plant and equipment and intangible assets of ₹ 23.61 Lakhs and loans and advances given to related parties of ₹ 113.50 Lakhs, partly offset by interest income received of ₹ 7.24 Lakhs.

Cash Flows from Financing Activities

1. For the year ended March 31, 2026, net cash flow from financing activities was ₹ 318.52 Lakhs, which primarily comprised proceeds from borrowings of ₹ 909.03 Lakhs, partly offset by repayment of borrowings of ₹ 489.56 Lakhs and interest cost paid of ₹ 100.95 Lakhs.

2. For the year ended March 31, 2025, net cash flow from financing activities was ₹ 46.49 Lakhs, which primarily comprised proceeds from borrowings of ₹ 338.06 Lakhs, partly offset by repayment of borrowings of ₹ 213.00 Lakhs and interest cost paid of ₹ 78.57 Lakhs.

3. For the year ended March 31, 2024, net cash flow from financing activities was ₹ 33.22 Lakhs, which primarily comprised proceeds from borrowings of ₹ 462.42 Lakhs, partly offset by repayment of borrowings of ₹ 376.64 Lakhs and interest cost paid of ₹ 52.56 Lakhs.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstances that materially or adversely affect or are likely to affect the trading or profitability of our Company, or the value of its assets or its ability to pay its material liabilities within the next twelve months, except as stated below:

1. Our Company was converted into a public limited company and its name was changed from "PH1 Industries Private Limited" to "PH1 Industries Limited" on July 17, 2026.

2. Our Company increased its authorised share capital from ₹ 1,00,00,000 divided into 10,00,000 equity shares of ₹ 10 each to ₹ 15,00,00,000 divided into 1,50,00,000 equity shares of ₹ 10 each, pursuant to a resolution passed at the extraordinary general meeting of our Company held on August 6, 2026.

3. Our Company has allotted 78,067 (Seventy-Eight Thousand and Sixty-Seven Only) fully paid up equity shares having the face value of ₹10/- (Rupees Ten Only) each for cash at an issue price of ₹1,281.10/- (Rupees Twelve Thousand Eighty-one and Ten paisa Only) per Subscription Share including a premium of ₹ 1,271.10/- (Rupees Twelve Thousand Seventy-one and Ten paisa Only) per Subscription Share amounting to

₹10,00,11,633.70/- (Rupees Ten Crores Eleven Thousand Six Hundred Thirty-Three and Seventy Paise Only) to certain selected subscribers belonging to the Non-Promoter Category on the 18th June, 2026.

4. Our Company issued bonus equity shares in the ratio of 10:1 on September 24, 2026, pursuant to which the number of issued, subscribed and paid-up equity shares of our Company increased from 9,00,000 equity shares to 99,00,000 equity shares of face value ₹ 10 each

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except COVID-19 or any such kind of pandemic and as described in this Draft Red Herring Prospectus, there have been no other events or transactions to the best of our knowledge which may be described as "unusual" or "infrequent".

2. Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the Section titled "Financial Information" and the chapter titled "Management's Discussion and Analysis of Financial Position and Results of Operations", beginning on page 267 and 277 respectively of this Draft Red Herring Prospectus, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing operations.

3. Known trends or uncertainties that have/had or are expected to have a material adverse impact on revenue or income from continuing operations

Apart from the risks as disclosed under the chapter titled "Risk Factors" beginning on page no. 27 in this Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known

Our Company's future costs and revenues will be determined by the demand/supply situation for AFR and BMH systems, both of the end industries served as well as government policies and other economic factors.

5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices

Increases in revenues are by and large linked to increases in the number and value of plant projects executed, and are also dependent on the price realization on our products/services.

6. Total turnover of each major industry segment in which the issuer company operated

Relevant industry data, as available, has been included in the chapter titled "Industry Overview" beginning on page no. 125 of this Draft Red Herring Prospectus.

7. The extent to which business is seasonal

Our business is not seasonal.

8. Any significant dependence on a single or few suppliers or customers

Our business is dependent on few clients. Our top 10 customers contributed 98.68%, 91.75% and 89.10% of revenue from operations for F.Y. ending on 2025-26, 2024-25 and 2023-24 respectively.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding: (a) criminal proceedings; (b) actions by statutory or regulatory authorities; (c) claims relating to direct and indirect taxes; or (d) Material Litigation (as defined below); involving our Company, its Directors, the Promoters, KMPs and SMPs, and the Group Companies ("**Relevant Parties**"). Further, there are no disciplinary actions (including penalties) imposed by SEBI or the Stock Exchanges against our Promoters in the last five (5) FYs, including any outstanding action.*

*For the purpose of material litigation in (d) above, our Board in its meeting held on September 24, 2026 has considered and adopted the following policy on materiality for identification of material outstanding litigation involving the Relevant Parties ("**Materiality Policy**"). In accordance with the Materiality Policy, all outstanding litigation, including any litigation involving the Relevant Parties, other than criminal proceedings and actions by regulatory authorities and statutory authorities, will be considered material if:*

(i) the omission of an event or information, whose value or the expected impact in terms of value exceeds the limits as prescribed under the SEBI Listing Regulations (as amended from time to time) i.e.:

- *a) two percent of turnover, as per the last annual restated financial statements of the Company, amounting to ₹ 112.99 lakhs; or*
- *b) two percent of net worth, except in case of the arithmetic value of the networth is negative, as per the last annual restated financial statements of the Company, amounting to ₹ 26.32 lakhs; or*
- *c) five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements of the Company, amounting to ₹15.30 lakhs.*

Accordingly, any transaction exceeding the lower of a, b or c above will be considered for the above purpose;

(ii) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in individual litigation does not exceed the amount determined as per clause (i) above, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (i) above; and

(iii) any such litigation which does not meet the criteria set out in (i) above and an adverse outcome in which would materially and adversely affect the operations or financial position of the Company.

In terms of the materiality policy above any litigations (apart from (a) criminal proceedings; (b) actions by statutory or regulatory authorities and (c) claims relating to direct and indirect taxes), the monetary value of which or the adverse impact resulting from such litigation exceeds ₹ 15.30 lakhs shall be considered Material Litigation.

It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties, unless otherwise decided by our Board, are not evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in litigation proceedings before any judicial forum.

Except as stated in this Section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors by way of its resolution dated August 06, 2026. In terms of the materiality policy, creditors of our Company to whom amounts outstanding dues to any creditor of our Company exceeding 5% of trade payables as per the Restated Financial Statements of our Company disclosed in this Draft Red Herring Prospectus, would be considered as material creditors. Details of outstanding dues to micro, small and medium enterprises and other creditors separately giving details of number of cases and amount involved, shall be uploaded and disclosed on the website of the Company as required under the SEBI ICDR Regulations.

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 Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder, as amended, as has been relied upon by the Statutory Auditors.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring

Prospectus.

All terms defined in a particular litigation disclosure pertains to that litigation only.

I. Litigation involving our Company.

A. *Litigation filed against our Company.*

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

Nil

B. *Litigation filed by our Company.*

1. Criminal proceedings

Nil

2. Material civil proceedings

Nil

C. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (*₹ in lakhs*)^
Direct Tax	7*	1.40
Indirect Tax	1	0.85
Total	**8**	**2.25**

** Includes*
(1) Income Tax demand amounting ₹32,369 under section 143(1)(a) of the Income Tax Act, for assessment year 2017.
(2) TDS TRACES demand amounting to (i) ₹23,480 for financial year 2025-26, (ii) ₹360 for financial year 2024-25, (iii) ₹59,670 for financial year 2023-24, (iv) ₹21,930 for financial year 2022-23, (v) ₹1,430 for financial year 2021-22, and (vi) ₹960 for financial year 2019-20.
Includes GST outstanding demand amounting to ₹85,320 demand bearing ZD360524019004T dated May 09, 2024.

II. Litigation involving our Directors (other than Promoters)

A. *Litigation filed against our Directors (other than Promoters)*

1. Criminal proceedings

a. Neeta Manish Mehta vs. Shriram City Union Finance Limited and Ors. – SCC/2664/2020

Neeta Manish Mehta filed a Summary Case bearing number 2664 of 2020 before the Hon'ble Chief Judicial Magistrate, Nagpur against Shriram City Union Finance Limited and Ors one of them being, Maya Swaminathan Sinha under Indian Penal Code. The matter is presently pending and next date of

hearing is October 17, 2026. For further details, please see "***Litigation involving our Directors (other than Promoters) - Litigation filed by our Directors (other than Promoters)***" on page 294.

b. The State of Maharashtra-Karad City Police Station vs. Shriram City Union Finance Limited and Ors. – RCC/405/2022

The State of Maharashtra-Karad City Police Station ("**Complainant**") filed a Regular Criminal Case bearing number 405 of 2022 ("**Complaint**") before the Hon'ble Judicial Magistrate First Class, Karad ("**Court**") against Shriram City Union Finance Limited and Ors. ("**Accused**") one of them being Maya Swaminathan Sinha being Accused Number 11 under Indian Penal Code. The Complainant had registered a FIR bearing number 128 of 2019 ("**FIR**") on behalf of Sangramsinh Madhavrao Ghatge against the Accused. The Complainant alleges that between January 01, 2012 and March 06, 2019, the Accused induced Sangramsinh Madhavrao Ghatge to take a business loan secured against certain shop units at Malkapur, Karad, representing that the loan would carry interest at 9.50% per annum. The Complainant further alleges that the Accused sanctioned a loan of ₹65.00 lakh but did not credit it to the account of Sangramsinh Madhavrao Ghatge. Instead, according to the Complainant, the Accused paid ₹33.51 lakh to the account of Karad Merchant Co-operative Credit Society without the consent of Sangramsinh Madhavrao Ghatge and later altered the loan documents to reflect interest at 13.70%. After investigation, the Complainant has filed a present chargesheet in 2022 before the Court. The chargesheet records that the investigation found no evidence that Accused Numbers 2 to 13, including Maya Swaminathan Sinha, committed the alleged offences or were party to the alleged conspiracy, and it does not charge them. The chargesheet is filed only against Shriram City Union Finance Limited ("**SCUF**"), the then branch manager of SCUF's Karad branch, and six other individuals being Accused Numbers 14 to 20. It charges them under Sections 406, 409, 420, 464, 468, 470, 471 and 120B of the IPC. The investigating officer has reserved the right to file a supplementary chargesheet if further Accused are identified. The Complaint is presently pending before the Court October 26, 2026.

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

Nil

B. *Litigation filed by our Directors (other than Promoters)*

1. Criminal proceedings

a. Shriram City Union Finance Limited and Ors. vs. State of Maharashtra and Neeta Manish Mehta – Criminal Revision Application 654/2021

Shriram City Union Finance Limited and Ors. ("**Applicant**") one of them being Maya Swaminathan Sinha filed a Criminal Revision Application bearing number 654 of 2021 ("**Application**") before the Hon'ble District and Session Court , Nagpur ("**District Court**") against State of Maharashtra ("**Non-Applicant 1**") and Neeta Manish Mehta ("**Non-Applicant 2**") under the Code of Criminal Procedure. The Applicant has filed the present against an order dated January 30, 2020 for issue summons passed by Hon'ble Chief Judicial Magistrate, Nagpur ("**Court**") in Summary Criminal Case bearing number 2664 of 2020 ("**Complaint**"). The Non-Applicant 2 had procured a loan against a mortgaged property from the Applicant and had paid EMIs. Further, the mortgaged property was not foreclosed or sold and the Non-Applicant 2 had understood that she would be labelled willful defaulter, however, the Applicant had not published her as a defaulter, however, the Non-Applicant 2 had filed the Complaint and the Court had issued summons dated January 30, 2020 ("**Summons**"), therefore, the Applicant has filed the present Application for stay and setting aside the Summons. The Complaint is presently stayed by the District Court and the Application is presently being heard and the next date of hearing is October 21, 2026.

2. Material civil proceedings

Nil

C. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (₹ *in lakhs*)^
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	**Nil**	**Nil**

III. Litigation involving our Promoters

A. *Litigation filed against our Promoters*

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

Nil

B. *Litigation filed by our Promoters*

1. Criminal proceedings

Nil

2. Material civil proceedings

Nil

C. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (₹ *in lakhs*)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	**Nil**	**Nil**

IV. Litigation involving our Key Managerial Personnel and Senior Managerial Personnel (Other than Directors and Promoters)

A. Litigation filed against our Key Managerial Personnel and Senior Managerial Personnel (Other than Directors and Promoters)

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

B. Litigation filed by our Key Managerial Personnel and Senior Managerial Personnel (Other than Directors and Promoters)

1. Criminal proceedings

Nil

Outstanding dues to creditors

Our Board, in its meeting held on August 06, 2026 has considered and adopted the Materiality Policy. In terms of the Materiality Policy, creditors of our Company, to whom an amount ₹ 53.21 lakhs as on the date of the latest period in the Restated Financial Statements was outstanding, were considered material creditors.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at March 31, 2026 by our Company, are set out below:

Particulars	No of creditors	Amount (₹ in lakhs)
Outstanding MSME	68	401.39
Outstanding other than MSME	133	407.48
Outstanding material MSME	2	193.55
Outstanding material other than MSME	1	61.73
	204	1,064.15

The details pertaining to net outstanding dues towards our material creditors as on March 31, 2026 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at https://ph1.in. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

Material Developments

Other than as stated in the section entitled "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Developments after March 31, 2026"*** on beginning on page 277 of this Draft Red Herring Prospectus, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

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GOVERNMENT AND OTHER STATUTORY APPROVALS

*We have set out below an indicative list of approvals obtained by our Company which are considered material and necessary for the purpose of undertaking this Issue and carrying on our present business activities. In view of these key approvals, our Company can undertake this Issue and its business activities. In addition, certain of our key approvals may expire in the ordinary course of business and our Company will make applications to the appropriate authorities for renewal of such key approvals, as necessary. Unless otherwise stated herein and in the section "**Risk Factors**" beginning on page 27, these material approvals are valid as of the date of this Draft Red Herring Prospectus. For details in connection with the regulatory and legal framework within which we operate, see "**Key Regulations and Policies**" on page 229.*

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its present business activities.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various central and state legislations for carrying out its business activities.

Our Company is in the process to submit necessary application(s) with all regulatory authorities for change of its name in the approvals, licenses, registrations and permits issued to our Company.

I. Material approvals obtained in relation to the Issue

a. The Board of Directors has, pursuant to a resolution passed at its meeting held on September 24, 2026, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62 of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.

b. The shareholders of the Company have, pursuant to a special resolution passed in the shareholders meeting held on September 24, 2026, authorized the Issue under Section 62 of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.

c. The Company has obtained the in-principle listing approval from Emerge platform of the National Stock Exchange of India Limited, dated [●].

II. Material approvals obtained by our Company in relation to our business and operations

Our Company have obtained the following material approvals to carry on our business and operations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

A. Incorporation details of our Company

a. Our Company was originally incorporated as a private limited company in the name of '*PH1 Industries Private Limited'* vide Certificate of Incorporation dated February 03, 2015, issued by the Registrar of Companies, Telangana.

b. Fresh Certificate of Incorporation dated July 17, 2026, issued to our Company by the RoC, pursuant to the conversion of our Company from private limited to public limited and the ensuing change in the name of our Company from *'PH1 Industries Private Limited'* to *'PH1 Industries Limited'*.

B. Tax related approvals obtained by our Company

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	AAHCP9853A	Income Tax Department	February 03, 2015	Valid till cancelled

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
2.	Tax Deduction Account Number (TAN)	HYDP09443A	Income Tax Department	February 11, 2015	Valid till cancelled
3.	GST Registration Certificate	36AAHCP9853A1ZA	Goods and Services Tax Department	July 01, 2017	Valid till cancelled
4.	Registration Certificate – Professional Tax- Telangana	36869119251	Commercial Taxes Department, Government of Telangana	June 01, 2016	Valid till cancelled

C. Regulatory & Labour / employment related approvals obtained by our Company:

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate of registration – Employee's Provident Fund Code	APKKP1986472000	Employees' Provident Fund Organisation, Ministry of Labour and Employment	August 08, 2019	Valid till cancelled
2.	Certificate of registration - ESIC	5200055970000205	Employees' State Insurance Corporation	July 22, 2016	Valid till cancelled
3.	UDYAM Registration Certificate	UDYAM-TS-20-0006796	Ministry of Micro, Small and Medium Enterprises, Government of India	December 17, 2020	Valid till cancelled
4.	Importer-Exporter Code Registration	0915029502	Ministry of Commerce and Industry	March 28, 2016	Valid till cancelled
5.	Trade Licence	TR-1588-322-0001	Greater Hyderabad Municipal Corporation	January 19, 2026	December 31, 2026
6.	License to work a factory	42047	Inspector of Factories, Government of Telangana	September 16, 2026	Valid till cancelled
7.	Intimation to the Pollution Control Board for manufacturing activities falling under White Category	-	Telangana State Pollution Control Board	September 22, 2026	Valid till cancelled
8.	ISO 9001:2015 – Quality Management System - 13-59,	99 100 23478/01	TÜV SÜD South Aisa Private Limited	October 03, 2023	October 02, 2026

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
	Indira Gandhi Nagar, Balanagar, Hyderabad - 500 037, Telangana, India*				
9.	ISO 9001:2015 – Quality Management System - 8-86/11 & Survey No: 708-B, Dever Yamjal Village, Shamirpet Mandal, Medchal Malkajgiri District - 500 078, Telangana#	99 100 23478/02	TÜV SÜD South Aisa Private Limited	October 03, 2023	October 02, 2026
10.	Legal Entity Identifier (LEI)	894500UB1PEXN75HFV05	EQS Group	June 17, 2026	June 17, 2027

** Top Management, Design, Development, HR, Purchase, Sales & Marketing of Non-metallic lined pipes and fittings, Liquid Alternate Fuel System, Dosing and Sampling Systems, Bulk Material Handling Equipment's, Solid Alternate Fuel System and Emission Control Systems.*

Manufacture and Supply of Non-metallic Lined Pipes and Fittings, Liquid Alternate Fuel System, Dosing and Sampling Systems, Bulk Material Handling Equipment's, Solid Alternate Fuel System and Emission Control Systems.

III. Material approvals or renewals for which applications are currently pending before relevant authorities

Nil

IV. Material approvals expired and renewal yet to be applied for

Nil

V. Material approvals required but not obtained or applied for

Nil

VI. Intellectual Property

As on date of this Draft Red Herring Prospectus, our Company does not have any registered intellectual property.

VII. Pending Intellectual property related approvals Application

As on date of this Draft Red Herring Prospectus, our Company has made applications for registering the following trademarks with the Registrar of Trademarks under the Trademarks Act, 1999:

Date of Application	Particulars of the Mark	Application Number	Class of Registration
August 08, 2026	‘  ’	7915524	99
August 08, 2026	‘DoseMaster Extractor’	7915525	7
August 08, 2026	‘SlidingFloor Feeder’	7915526	7

Date of Application	Particulars of the Mark	Application Number	Class of Registration
August 10, 2026	'SoliDose Feeder'	7917580	7
August 10, 2026	'TwinDoseMaster Feeder'	7917581	7

For risk associated with our intellectual property please see, "***Risk Factors***" beginning on page 27.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE OFFER

The Board of Directors has, pursuant to a resolution passed at its meeting held on September 24, 2026 authorized the Offer, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in AGM held on September 24, 2026 , authorized the Offer under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The Promoter Selling Shareholders have confirmed and approved its participation in the Offer for Sale in relation to the Offered Shares, as set out below:

Name	Category of Shareholder	Number of the Equity Shares offered / amount in ₹	Date of the consent letter
Mr. Bhaskar J	Promoter Selling Shareholder	Upto 1,85,000	September 24, 2026
Mr. S Saravanan	Promoter Selling Shareholder	Upto 1,85,000	September 24, 2026
Mr. E Surendra Babu	Promoter Selling Shareholder	Upto 1,85,000	September 24, 2026
Mr. Prabakaran	Promoter Selling Shareholder	Upto 1,85,000	September 24, 2026

Our Company has received in-principle approval from NSE for the listing of the Equity Shares pursuant to letter dated [●].

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoters, our Directors and our Promoter's Group, person(s) in control of the promoter or issuer, have not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

The Promoter Selling Shareholders confirm that they are not prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

CONFIRMATIONS

1. Our Company, our Promoters, Promoter's Group and Promoter Selling Shareholders are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI in the past five years.

3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoter or directors.

PROHIBITION BY RBI

Neither our Company, nor Promoters, nor Promoter Group, nor any of Promoter Selling Shareholders or our Directors or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrowers by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under chapter titled "Outstanding Litigations and Material Developments" beginning on page 294 of this Draft Red Herring Prospectus.

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters,

nor Group Companies/Entities have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

CONFIRMATION UNDER COMPANIES (SIGNIFICANT BENEFICIAL OWNERS) RULES, 2018

Our Company, our Promoters, the members of the Promoter Group and each of the Promoter Selling Shareholders severally and not jointly confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

ELIGIBILITY FOR THE OFFER

Our Company is not ineligible in terms of Regulations 228 and Regulation 230 of SEBI ICDR Regulations for this Offer as:

- Neither our company, nor any of its promoters, promoter group or directors or Promoter Selling Shareholder are debarred from accessing the capital market by the Board.
- Neither our promoters, nor any directors of our company is a promoter or director or Promoter Selling Shareholder of any other company which is debarred from accessing the capital market by the Board.
- Neither our Promoters nor any of our directors or Promoter Selling Shareholder is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters nor our directors, or Promoter Selling Shareholder are Wilful Defaulters or a fraudulent borrower
- There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer
- Our company has not been converted from any Proprietorship firm, partnership firm or LLP

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post offer face value paid-up capital is more than 10 crore and less than 25 crore, and can offer Equity Shares to the public and propose to list the same on the Emerge Platform of National Stock Exchange of India Limited.

Our Company complies with the eligibility requirements prescribed by the Emerge Platform of National Stock Exchange of India Limited for the listing of its Equity Shares which are as follows:

1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.

Our Company was incorporated on February 03, 2015 under the provisions of the Companies Act, 2013 vide certificate of incorporation.

2. The post offer paid up capital of our Company (face value) shall not be more than Rs. 25 crores

The present paid-up capital of our Company is ₹ 1075.87 lakhs and we are proposing Offer Upto 37,40,000 Equity Shares of ₹ 10/- comprising of fresh offer of upto 30,00,000 equity share and up to 7,40,000 equity share as offer for sale by our Promoter Selling Shareholders at Offer price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating to ₹ [●] lakhs. Hence, our Post Offer Paid up Capital will be ₹ [●] lakhs. So, the company has fulfilled the criteria of post Offer paid up capital shall not be more than ₹ 25 crores.

*3. **Track Record***

A. The Company should have a track record of at least 3 years.

Our Company was incorporated on February 03, 2015 under the provisions of the Companies Act, 2013 Therefore, we are in compliance with criteria of having track record of 3 years.

B. The Company confirms that it has operating profits (earnings before interest, depreciation and tax) of ₹ 1 crore from operations for at least two out of three previous financial years preceding the application date as per the Restated Financial Statements:

Our Company is having operating profits, details are mentioned as below.

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
EBIDT	1237.03	258.21	129.76
Less- Other Income	48.00	49.89	25.43
Operating profit (earnings before interest, depreciation, and tax less other income) from operations	1189.03	208.32	104.33

C. The Offer shall have positive Net- worth

As per Restated Financial Statement, the net-worth of our Company is Rs 1316.24 lakhs as on March 31, 2026.

4. Positive Free cash flow to Equity (FCFE)* for at least 2 out of 3 financial years.

Our Company have Positive Free cash flow to Equity (FCFE) in at least 2 out of 3 financial years, details are mentioned as below.

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Net Cash flow from Operations	(164.57)	140.89	(174.34)
Less- Purchase of Fixed Assets (net of sale proceeds of Fixed Assets)	(47.60)	(190.49)	(23.61)
Add- Proceeds from issuance of Capital	-	-	-
Add- Net Total Borrowings (net of repayment)	419.47	125.06	85.78
Less- Interest expenses x (1-T)	(74.62)	(56.53)	(34.65)
Free cash flow to Equity (FCFE)	132.68	18.93	(146.82)

***5.* Offer for sale (OFS) by selling shareholder in SME IPO does not exceed 20% of the total offer size and selling shareholders cannot sell more than 50% of their holding**

6. Other Requirement

We confirm that;

- The Company has a website: https://ph1.sqsenterprises.com/
- 100% of the promoter's shareholding in the company is in dematerialized form.
- The Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depositary Services Limited (CDSL) dated June 25, 2026 and National Securities Depository Limited dated June 24, 2026 for establishing connectivity.
- The composition of the board is in compliance with the requirements of Companies Act, 2013.
- The Net worth of our company as mentioned above computed as per the definition given in SEBI (ICDR) Regulations.
- The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- The Company has not been referred to NCLT under IBC, 2016.
- There is no winding up petition against our company, which has been admitted by the court.
- No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- We confirm that none of the IPO draft issue documents filed by us as Merchant Banker have been returned by the Exchange or withdrawn during the past six months from the date of application.
- The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years
- We further confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the Emerge Platform of National Stock Exchange of India Limited.
- In cases where there is a complete change of promoter of the Company or there are new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, the issuer shall file draft Issue document only after a period of one year from the date of such final change(s): **Not Applicable**
- In case of the Company, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public Issue only if the issuer company has been in existence for at least one full financial year before filing of draft Issue document: **Not Applicable**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Offer is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

1. In accordance with Regulation 245 (1) and (2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, the Offer documents shall contain the following:
    a. All material disclosures which are true and adequate so as to enable the applicants to take an informed investment decision;
    b. Disclosures specified in the Companies Act, 2013;
    c. Disclosures specified in Part A of Schedule VI;
    d. Details pertaining to Employees' Provident Fund and Employee State Insurance Corporation; such as number of employees registered, amount paid, etc;
    e. Site visit report of issuer prepared by the lead manager(s) shall be made available as a material document for inspection
    f. Fees of Book Running Lead Manager.

2. In accordance with regulation 260 of the SEBI ICDR Regulations, this offer is 100% underwritten by the BRLM in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by BRLM, please refer to Section titled **"*General Information*"** beginning on page no. 69 of this Draft Red Herring Prospectus.

3. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the BRLM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offer in the Initial Public Offer. For details of the market making arrangement, see Section titled **"*General Information*"** beginning on page no. 69 of this Draft Red herring Prospectus.

4. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the offer shall be greater than or equal to Two Hundred (200), failing which, the entire application money will be refunded forthwith in accordance with the SEBI ICDR Regulations and other applicable laws. We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

5. In terms of Regulation 246(4) of the SEBI (ICDR) Regulations, 2018 the offer document will be displayed from the date of filling in terms of sub-regulation (1) on the website of our company, of the SEBI, the Book Running Lead Manager and the NSE EMERGE.

6. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a soft copy of the Red Herring Prospectus/ Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/ Prospectus with the Stock Exchange and the Registrar of Companies. However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, the SEBI shall not issue any observation on the Issue document.

7. In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors are not debarred from accessing the capital markets by the Board;

8. In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, the companies with which our promoters or directors are associated as a promoter or director are not debarred from accessing the capital markets by the Board;

9. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter or directors is a wilful defaulter or a fraudulent borrower.

10. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer's promoter or directors is a fugitive economic offender.

11. In accordance with Regulation 228(e) of the SEBI (ICDR) Regulations there are no any outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.

12. We confirm that there is no material clause of Article of Association that has been left out from disclosure having bearing on the IPO.

13. We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 230 (1) of the SEBI ICDR Regulation, 2018 and SEBI ICDR (Amendment) Regulations, 2025, our Company has ensured that:

- The Draft Red Herring Prospectus has been filed with Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge") and our Company has made an application to National Stock Exchange of India Limited for listing of its Equity Shares on the Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge"). National Stock Exchange of India Limited is the Designated Stock Exchange.
- We have entered into an agreement with NSDL: June 24, 2026 and CDSL: June 25, 2026.
- The entire Equity Shares held by the Promoters are in dematerialized form.
- The entire pre- offer capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO are fully paid-up.
- The size of offer for sale by selling shareholders shall not exceed twenty per cent of the total Offer size. -***Complied***
- The shares being Issued for sale by selling shareholders shall not exceed fifty per cent of such selling shareholders pre – offer shareholding on a fully diluted basis. -***Complied***
- The repayment/prepayment shall not consist of repayment of loan taken from promoter, promoter group or any related party, from the offer proceeds, directly or indirectly.
- Since the entire fund requirement are to be funded from the proceeds of the offer, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Offer

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

14. The Compliance Officer appointed by the Company is a Qualified Company Secretary.

15. The price per share for determining securities ineligible for minimum promoter contribution is determined after adjusting corporate actions such as share split, bonus issue etc. undertaken by us.

16. Our Company does not contemplate any issuance or placement of Equity Shares in this Offer until the listing of the Equity Shares.

17. We hereby undertake to comply with the provisions of the SEBI (LODR) Regulations, as applicable to companies listed on the main board of the stock exchange(s), in the event that the post-offer paid-up capital, pursuant to a further issue of capital including by way of rights issue, preferential issue, or bonus issue, increases to more than ₹25 crores without migrating from the SME exchange to the main board.

SEBI DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL

SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS / RED HERRING PROSPECTUS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY HIM IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO HIMSELF FOR ITS RESPECTIVE PORTION OF ISSUED SHARES, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, GYR CAPITAL ADVISORS PRIVATE LIMITED SHALL FURNISH TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 29 , 2026 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

ALL LEGAL REQUIREMENTS PERTAINING TO THIS OFFER WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, HYDERABAD IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.

DISCLAIMER CLAUSE OF THE NSE EMERGE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE Emerge. The disclaimer clause as intimated by NSE Emerge to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus / Prospectus prior to the filing with the ROC.

CAUTION- DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS AND THE BOOK RUNNING LEAD MANAGER

Our Company, our Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at their own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the Offer Agreement entered between the BRLM (GYR Capital Advisors Private Limited) and our Company on September 24, 2026 and the Underwriting Agreement dated [●] entered into between the Underwriters, our Company and the Market Making Agreement dated [●] entered into among the Market Maker, our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

None among our Company is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism. Bidders will be required to confirm and will be deemed to have represented to our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines

and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for our Company and our respective affiliates and associates 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 or our affiliates or associates for which they have received and may in future receive compensation

Note:

Investors that apply in this Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not offer, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriter and BRLM 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 Equity Shares of our company.

DISCLAIMER IN RESPECT OF JURISDICTION

This Offer is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub –account registered with SEBI which is a foreign corporate or Foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offer hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this offer will be subject to the jurisdiction of appropriate court(s) in Hyderabad only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, the Equity Shares represented hereby may not be issued 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 sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction,

except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create 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 pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING OF DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

The Draft Red Herring Prospectus is being filed with National Stock Exchange of India Limited, at Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400051. The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in.

A copy of the Red Herring Prospectus along with the material contracts and documents referred elsewhere in the Red Herring Prospectus, will be filed to the ROC, through the electronic portal at http://www.mca.gov.in at least (3) three working days prior from the date of opening of the Offer.

LISTING

Application will be made to the NSE Emerge for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The Emerge Platform of National Stock Exchange of India Limited has given its in-principal approval for using its name in our offer documents vide its letter [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus. If such money is not repaid within Four days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of fourth days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of National Stock Exchange of India Limited mentioned above are taken within such period from the offer closing date as may be required under the applicable laws.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees 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 fifty lakh rupees or with both.

CONSENTS

The written consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Offer, the BRLM to the Offer and Registrar to the Offer, Banker(s) to the Offer*, Underwriter(s) to the Offer *, Syndicate Members*, Share Escrow Agent* and Market Maker to the Offer * to act in their respective capacities have been obtained.

Above consents will be filed along with a copy of the Red Herring Prospectus/Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus/Prospectus for registration with the ROC.
** The aforesaid will be appointed prior to filing of Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC*

EXPERTS OPINION

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

Our Company has received written consent dated September 29, 2026 from the Statutory Auditors, M/s. MSPR & Co., Chartered Accountants; to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated September 24, 2026 on our restated financial information; and (ii) its report dated September 25, 2026 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft red Herring Prospectus.

PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS AND PERFORMANCE VIS-À-VIS OBJECTS

Our Company has not made any previous public offer during the last five (5) years preceding the date of this Draft Red Herring Prospectus, Further, for details in relation to right issue made by our Company during the five years preceding the date of this Draft Red Herring Prospectus, please refer to section titled **"*Capital Structure*"** on page 79 of this Draft Red Herring Prospectus.

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

For detailed description please refer to section titled **"*Capital Structure*"** beginning on page 79 of this Draft Red Herring Prospectus.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES

Since this is the Initial Public Offer of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

FEES PAYABLE TO REGISTRAR OF THE OFFER

The fees payable to the Registrar to the Offer or processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Offer dated [●] a copy of which is available for inspection at our Company's Registered Office.
The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send allotment advice by registered post/speed post.

PERFORMANCE VIS-À-VIS OBJECTS –PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES/LISTED PROMOTER OF OUR COMPANY

As on the date of this Prospectus, our Company does not have any listed subsidiary or listed promoters.

OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Red Herring Prospectus.

OUTSTANDING CONVERTIBLE INSTRUMENTS

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Red Herring Prospectus.

PARTLY PAID-UP SHARES

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

OPTION TO SUBSCRIBE

Equity Shares being Issued through the Draft Red Herring Prospectus can be applied for in dematerialized form only.

STOCK MARKET DATA OF THE EQUITY SHARES

This being an initial public issuing of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

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PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BRLM

Sr. No.	Issuer Name	Issue size (₹ In Cr.)	Issue Price (₹)	Listing date	Opening price onlisting date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30th calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark] - 90th calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180th calendar days from listing*	
1.	Gabion Technologies India Limited*	29.16	81	13.01.2026	89	-17.23%	0.06%	-26.54%	-8.11%	-3.70%	-7.19%
2.	Indo SMC Limited*	91.95	149	21.01.2026	149	5.23%	1.10%	33.26%	-3.22%	N. A	N. A
3.	Accord Transformer & Switchgear Limited*	25.59	46.00	02.03.2026	50.00	25.15%	-8.85%	27.76%	-7.44%	N. A	N. A
4.	Merritronix Limited*	70.03	149.00	08.06.2026	283.10	244.35	163.99	4.05%	N.A	N. A	N. A
5.	Horizon Reclaim (India)*	54.27	103	19.06.2026	151.00	50.29	1.18	N. A	N. A	N. A	N. A
6.	Millworks Technologies Limited*	160.34	331	21.07.2026	628.90	N. A	N. A	N. A	N. A	N. A	N. A
7.	Shree Balaji (Mala) Textiles Limited	18.90	70	29.07.2026	133.00	N. A	N. A	N. A	N. A	N. A	N. A
8.	LAPL Automotive Limited*	32.39	94.00	13.08.2026	135.00	12.45%	-5.22%	N. A	N. A		
9.	Sumax Engineering Limited*	53.40	101.00	02.09.2026	111.00	N. A	N. A	N. A	N. A		
10.	Robokidz Eduventures Limited*	31.09	106.00	28.09.2026	201.40	N. A	N. A	N. A	N. A		

** Companies have been listed on 08.06.2026, 19.06.2026 ,21.07.2026, 29.07.2026,13.08.2026, 02.09.2026 and 28.09.2026 hence not applicable.*

DISCLOSURE OF PRICE INFORMATION OF PAST MAINBOARD ISSUES HANDLED BY GYR CAPITAL ADVISORS PRIVATE LIMITED

Sr. No.	Issue Name	Issue size (₹ In Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/-% change in closing benchmark]-30th calendar days from listing*	+/- % change in Price on closing price, [+/-% change in closing benchmark]-90th calendar days from listing*	+/- % change in Price on closing price, [+/-% change in closing benchmark]-180th calendar days from listing*
1.	Jinkushal Industries Limited*	116.15	121	03.10.2025	126.95	-2.69/3.41	-24.79/4.90	-58.04/-9.94
2.	Sunshine Pictures Limited*	282.14	360	25.08.2026	395.90	2.36/-5.22	-	-

*Listed on August 25, 2026.

Price on Designated Stock Exchange of the Issuer is considered for all the above calculations.

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Break -up of past issues handled by GYR Capital Advisors Private Limited:

Financial Year	No. of SME IPOs	No. of Main Board IPOs
2021-2022	3	0
2022-2023	10	0
2023-2024	10	0
2024-2025	16	0
2025-2026	17	1
2026-2027	7	1

Notes:

1. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
2. Source: www.bseindia.com and www.nseindia.com

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offer) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

TRACK RECORD OF PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the track record of the Book Running Lead Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Book Running Lead Manager as set forth in the table below:

Sr. No.	Name of the Book Running Lead Manager	Website
1.	GYR Capital Advisors Private Limited	www.gyrcapitaladvisors.com

Mechanism for redressal of Investor Grievances

The Agreement amongst the Registrar to the Offer, our Company provides for retention of records with the Registrar to the Offer for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or refund orders, demat credit or where refunds are being made electronically, giving of refund instructions to the clearing system, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

We hereby confirm that there is no investor complaints received during the three years preceding the filing of Draft Red Herring Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Draft Red Herring Prospectus.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company will obtain authentication on the SCORES in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI Circular (CIR/OIAE/1/2014) dated December 18, 2014, and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 in relation to redressal of investor grievances through SCORES. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Our Company has constituted Stakeholders Relationship Committee in the meeting of our Board of Directors held on August 06, 2026. For further details on the Stakeholders Relationship Committee, please refer section titled *'Our Management'* beginning on page 241 of this Draft Red Herring Prospectus.

Our Company has appointed Mr. Tangudu Laxmikanth Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Mr. Tangudu Laxmikanth
Company Secretary & Compliance officer
PH1 Industries Limited
Address:13-59 Indira Gandhi Nagar Opp IDPL Colony, Main Gate, Balanagar, Hyderabad-500037, Balanagar Township, Hyderabad, Rangareddy, Telangana, India, 500037
Telephone: +91 9100126812
E-mail: cs@ph1.in

Investors can contact the Compliance Officer or the Registrar in case of any pre-offer or post-offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 08, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Status of Investor Complaints

We confirm that we have not received any investor compliant during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

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

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

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SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to the Offer are subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI LODR Regulations, our Memorandum of Association and Articles of Association, the terms of the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that 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 Exchange, 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 a Fresh Offer by our Company and an Offer for Sale by the Promoter Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Promoter Selling Shareholders in the manner specified in "*Objects of the Offer*" on page 95.

Ranking of the Equity Shares

The Equity Shares being issued, offered and Allotted in the Offer shall rank pari passu in all respects with the existing Equity Shares including rights in respect of dividend and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, please see "*Main Provisions of the Articles of Association*" on page 360.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI LODR Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment, will be payable to the Allottees, in accordance with applicable law. For further details, in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of the Articles of Association*" on page 266 and 360, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹10/- each and the Offer Price at the lower end of the Price Band is ₹ [●] /- per Equity Share and at the higher end of the Price Band is ₹ [●] /- per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in [●] edition of [●] (a widely circulated English national daily newspaper) , [●] edition of [●] (a widely circulated Hindi national daily newspaper) and Telugu edition of [●] regional newspaper (Telugu being the regional language of Telangana 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 Exchange for the purpose of uploading on its websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Offer Price shall be determined by our Company and Promoter Selling Shareholders in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares.

The Offer Price shall be determined by our Company and the Promoter Selling Shareholders in consultation with the Book Running Lead Manager and is justified under the chapter titled "*Basis of Offer Price*" beginning on page 114 of this Draft Red Herring Prospectus.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled "Description of Equity Shares and Terms of the Articles of Association" beginning on page 360 of this Draft Red Herring Prospectus.

Allotment only in dematerialized form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialized form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in the dematerialized form only. In this context, our Company has entered into the following agreements with the respective Depositories and the Registrar to the Offer:

1. Tripartite agreement dated June 25, 2026 amongst our Company, CDSL and Registrar to the Offer.
2. Tripartite agreement dated June 24, 2026 between our Company, NSDL and Registrar to the Offer.

Minimum Bid Value, Market Lot and Trading Lot

Trading of the Equity Shares will happen in the minimum lot size of [●] Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by NSE Emerge from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Bidders.

Further, in accordance with Regulation 267(2) of the SEBI ICDR Regulations, the minimum bid size shall be two lots per application. Provided that the minimum bid size shall be above ₹2.00 lakhs.

Minimum Number of Allottees

Further in accordance with the Regulation 268(1) of SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, the minimum number of allottees in this Offer shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Offer and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Offer.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Jurisdiction

The courts of Hyderabad, Telangana, India will have exclusive jurisdiction in relation to this Offer.

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 Bidder, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidder, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which 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 prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the nominating holder of such equity shares. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation or variation. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered 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, shall upon the production of such evidence as may be required by the Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or
2. 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 ninety days, our Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Collecting Depository Participant of the Bidder would prevail. If Bidders wish to change their nomination, they are requested to inform their respective Collecting Depository Participant.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, 2013 the Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Offer and Price Band Advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and Telugu edition of [●] regional newspaper (Telugu being the regional language of Telangana where our registered office is located), each with wide circulation at least two Working Days prior to the Offer Opening Date and shall be available to the Stock Exchange for the purpose of uploading on the website.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer capital of our Company, Promoter's minimum contribution as provided under the chapter titled "***Capital Structure***" on page 79 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled "***Description of Equity Shares and terms of the articles of association***" on page 360 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company, the Promoter Selling Shareholders and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Withdrawal of the Offer

Our Company and the Promoter Selling Shareholders in consultation with the BRLM, reserve the right to not to proceed with the Offer after the Offer Opening Date but before the Allotment. In such an event, our Company would offer a public notice in the newspapers in which the Pre - Offer advertisements were published, within two (2) days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Red Herring Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an offer/offer for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus/Red Herring Prospectus with Stock Exchange.

Offer Program

Events	Indicative Dates
Anchor Portion Offer Opens/Closes On*	[●]
Bid/Offer Opening Date	[●]
Bid/Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account**	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

The above time table is indicative and does not constitute any obligation on our Company, the Promoter Selling Shareholders or BRLM.

While our Company and the Promoter Selling Shareholders 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 NSE EMERGE is taken within Three Working Days from the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

**Our Company and the Promoter Selling Shareholders may, in consultation with the Book Running Lead Manager, 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.*

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

*** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date 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, for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs and 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 by the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the Self Certified Syndicate Bank(s)("SCSB"), to the extent applicable.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in 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 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023, for which the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fee for applications made by the 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 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023.
The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company or the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Promoter Selling Shareholders in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. The Promoter Selling Shareholder confirms that he shall extend reasonable co-operation in relation to the Offered Shares required by our Company and the BRLM for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date or such other time as may be prescribed by SEBI. Submission of Bids (other than Bids from Anchor Investors)

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on mandatory T+3 days listing basis, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the Allotment and listing procedure within three Working Days from the Bid/Offer Closing Date or such other time as 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 BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The SEBI is in the process of streamlining and reducing the post Offer timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above- mentioned timelines. Further, the Offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

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 IIs, other than QIBs and NIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Individual, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Individual, Non-Individual Applications)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories[#]	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by IBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

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

[#] QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays)

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 Exchange in case of Bids by IIs.

On Bid / Offer Closing Date, extension of time may be granted by the Stock Exchange only for uploading Bids received by Individual Investors, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date 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 and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, 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. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event, large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company and the Promoter Selling Shareholders in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Promoter Selling Shareholders in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

Minimum Subscription

This offer is not restricted to any minimum subscription level. This offer is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulations.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the offer Document including devolvement of Underwriters, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond Two days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in

default, shall pay interest at the rate of 15% per annum. In the event of an under- subscription in the Offer, Equity Shares offered pursuant to the Fresh Issue shall be allocated in the Offer prior to the Equity Shares offered pursuant to the Offer for Sale.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (Two Hundred).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 2,00,000 (Rupees Two Lac only) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

However, in case of under-subscription in the Offer, after meeting the minimum subscription requirement of 100% of the Fresh Issue, the balance subscription in the Offer will be met in the following order of priority: (i) through the sale of Offered Shares being offered by the Promoter Selling Shareholders in the Offer for Sale in a proportional manner; and (ii) through the issuance of balance part of the Fresh Issue.

The Promoter Selling Shareholders shall reimburse, severally and not jointly, and only to the extent of the Equity Shares offered by the Promoter Selling Shareholders in the Offer, any expenses and interest incurred by our Company on behalf of the Promoter Selling Shareholders for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Promoter Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of the Promoter Selling Shareholders in relation to its portion of the Offered Shares.

The Equity Shares have not been and will not registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, expect in compliance with the application law of such jurisdiction.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge NSE.

Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting

Except for lock-in of the pre- Offer Equity Shares and Promoter's minimum contribution in the Offer as detailed in the chapter "***Capital Structure***" beginning on page 79 of this Draft Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer chapter titled **"*Description of Equity Shares and terms of the articles of association*"** on page 360 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company, Promoter Selling Shareholder the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company, Promoter Selling Shareholders and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Applicants are advised to make their independent

investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debentures, warrants, secured premium notes, etc. issued by our Company.

Allotment of Securities in Dematerialised 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 Exchange. However, Allottees may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Application by Eligible NRIs, FPIs or VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Offer without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Offer of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Offer of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

As Per the Extent Guidelines of The Government of India, OCBS Cannot Participate in This Offer

The current provisions of the Foreign Exchange Management (Transfer or offer of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or offer of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Migration to Main Board

As per Regulation 277 of the SEBI ICDR Regulations, our company may migrate to the main board of NSE from the Emerge Platform on a later date if the paid-up capital of the company is more than ₹100.00 lakhs but below ₹2,500.00 lakhs, if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoters against the proposal.

As per Regulation 280(2) of the SEBI ICDR Regulations, where the post-issue paid up capital of the company listed on the NSE Emerge is likely to increase beyond ₹2,500.00 lakhs by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue etc., the company shall migrate its equity shares listed on a SME Platform to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board.

Provided that no further issue of capital shall be made unless:

a) the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;

b) the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it. Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the Company may undertake further issuance of capital without migration from SME Platform to the Main Board, subject to the undertaking to comply with the provisions of the SEBI LODR Regulations, as applicable to companies listed on the Main Board of the stock exchange.

Further, the migration policy of NSE was intimated vide circular download ref. No.: NSE/SME/26110 dated March 10, 2014, further revised vide circular download ref. No. NSE/SME/37551 dated April 18, 2018, NSE/SME/47077 dated January 21, 2021, NSE/SME/56427 dated April 20, 2023 and NSE/SME/61057 dated March 07, 2024. NSE has further reviewed and revised the migration policy vide circular policy vide circular download ref. No. NSE/CML/67671 dated April 24, 2025 effective from May 01, 2025 from NSE Emerge to NSE Main Board as follow:

Parameter	Migration policy from NSE Emerge Platform to NSE Main Board
Paid up capital and market capitalization	Paid-up equity capital is not less than ₹10 crores and Average capitalisation shall not be less than INR 100 crores**. *** Explanation for this purpose, for this purpose, capitalisation will be the product or services of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange for 3 months preceding the application date) and the post offer number of equity shares.*
Revenue from operation & EBIDTA	The revenue from operations should be greater than INR 100 Cr in the last financial year and The applicant company should have positive operating profit from operations for at least 2 out 3 financial years.
Listing Period	The applicant company should have been listed on SME platform of the Exchange for at least 3 years.
Public Shareholders	The total number of public shareholders should be at least 500 on the date of application.
Promoter and Promoter Group Holding	Promoter and Promoter Group shall be holding at least 20% of the Company at the time of making application. Further, as on date of application for migration the holding of Promoter's should not be less than 50% of shares held by them on the date of listing.
Other parameters	• No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.

	• The company has not received any winding up petition admitted by a NCLT/IBC. • The net worth of the company should be at least ₹75 crores • No Material regulatory action in the past 3 years like suspension of trading against the applicant Company and Promoter by any Exchange. • No debarment of Company/Promoter, subsidiary Company by SEBI. • No Disqualification/Debarment of director of the Company by any regulatory authority. • The applicant Company has no pending investor complaints in SCORES. • Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed. • Default in respect of payment of interest and /or principal to the debenture/bond/fixed deposit holders by the applicant, promoter/ Subsidiary Company.

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OFFER STRUCTURE

The Offer is up to 37,40,000 Equity Shares of face value of ₹10/- each, for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] Lakhs comprising of a Fresh Offer of up to 30,00,000 Equity Shares aggregating up to ₹ [●] Lakhs by our Company and an Offer of Sale of up to 7,40,000 Shares aggregating up to ₹ [●] lakhs by the Promoter Selling Shareholders.

The Offer less the Market Maker Reservation Portion is the Net Offer. The Offer comprises a Net Offer of up to [●] Equity Shares aggregating up to ₹ [●] lakhs and Market Maker Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] lakhs. The Market Maker Portion shall be at least 5% of our post Offer Equity Share capital. The Offer and the Net Offer shall constitute [●] % and [●] %, respectively of the post Offer Equity Share capital of our Company.

In terms of Rule 19(2)(b)(i) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 252 of the SEBI ICDR Regulations.

Particulars of the Offer	**Market Maker Reservation Portion**	**QIBs**	**NIBs**	**IBs**
Number of Equity Shares available for allocation	Up to [●] Equity Shares of face value of ₹10/- each	Not more than [●] Equity Shares of face value of ₹ 10/- each, aggregating to ₹ [●] lakhs, subject to the allocation/ allotment of not more than 50% of the Net Offer	Not less than [●] Equity Shares of face value of ₹10/- each available for allocation or Offer less allocation to QIB Bidders and IBs	Not less than [●] Equity Shares of face value of ₹10/- each available for allocation or Offer less allocation to QIB Bidders and NIBs
Percentage of Offer size available for allocation	The Market Maker Reservation Portion shall constitute [●] % of the Offer Size	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not less than 15% of the Net Offer less allocation to QIB Bidders and IBs shall be available for allocation, subject to the following: (a) one third of the portion available to NIBs shall be reserved for bidders with a bid size of more than two lots and up to such lots equivalent to not more than ₹10.00 lakhs; and (b) two third of the portion available to NIBs shall be reserved for bidders with bid size of more than ₹10.00 lakhs. Provided that the	Not less than 35% of the Net Offer

Particulars of the Offer	Market Maker Reservation Portion	QIBs	NIBs	IBs
			unsubscribed portion in either the subcategories mentioned above could be allocated to bidders in the other sub-category of NIBs	
Basis of Allotment / allocation if respective category is oversubscribed	Firm Allotment	Proportionate as follows (Excluding the Anchor Investor Portion): a) [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which 40% shall be reserved in the following manner, (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% shall be available for Life Insurance Companies and Pension Funds, subject to valid Bids being	The Allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non- Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in Schedule XIII to the SEBI ICDR Regulations	The allotment to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Individual Bidder Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. See "Offer Procedure" on page [●]

Particulars of the Offer	Market Maker Reservation Portion	QIBs	NIBs	IBs
		received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds		
Mode of Bid	Only through the ASBA Process	Only through the ASBA process. Only through the ASBA process (excluding UPI Mechanism) (except in case of Anchor Investors)	Through ASBA Process through banks or by using UPI ID for payment to the extent of Bids up to ₹ 5,00,000	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares of face value of ₹10/- each in multiple of [●] Equity Shares of face value of ₹10/- each	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹2.00 lakhs	For NIBs applying under one-third of the Non-Institutional Portion (with bid size of more than two lots and up to such lots equivalent to not more than ₹10.00 lakhs) such number of Equity Shares in multiples of [●] Equity Shares, such that the Bid size exceeds two lots. For NIBs applying under two thirds of the Non-Institutional Portion (with bid size of more than ₹10.00 lakhs) such number of Equity Shares in multiples of [●] Equity Shares, such that the Bid Amount exceeds ₹10.00 lakhs	2 lots such that the Bid size shall be above ₹2.00 lakhs
Maximum Bid	[●] Equity Shares	Such number of Equity	For Non-	2 lots such that the

Particulars of the Offer	Market Maker Reservation Portion	QIBs	NIBs	IBs
Size	face value of ₹10/- each in multiple of [●] Equity shares	Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding the Anchor Investor Portion), subject to applicable limits to each Bidder	Institutional Bidders applying under one-third of the Non-Institutional Portion (with bid size of more than 2 lots and up to ₹10.00 lakhs) such number of Equity Shares in multiples of [●] Equity Shares, such that the Bid Amount does not exceeds ₹10.00 lakhs. For Non-Institutional Bidders applying under two-thirds of the Non-Institutional Portion (with bid size of more than ₹10.00 lakhs) such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, (excluding the QIB Portion) subject to limits applicable to the Bidder	Bid size shall be above ₹2.00 lakhs
Trading Lot	[●] Equity Shares of face value of ₹ 10/- each and in multiples however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares of face value of ₹10/- each and in multiples thereof	[●] Equity Shares of face value of ₹10/- and in multiples thereof	[●] Equity Shares of face value of ₹10/- each and in multiples thereof
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be paid by the Anchor Investors at the time of submission of their Bid **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form			
Mode of Bid	Only through the ASBA process			
Who can apply? (3)(4)(5)	Market Maker	Public financial institutions as specified in Section 2(72) of the	Resident Indian individuals, Eligible NRIs, HUFs (in the	Resident Indian individuals, Eligible NRIs and HUFs (in

Particulars of the Offer	Market Maker Reservation Portion	QIBs	NIBs	IBs
		Companies Act 2013, 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, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹2500 lakhs , pension fund with minimum corpus of ₹2500 lakhs, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws including FEMA Rules.	name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies and family offices which are recategorized as Category II FPIs and registered with SEBI	the name of the karta)

**Assuming full subscription in the Offer*

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹200,000 and up to ₹500,000, 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. Further SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA Applications in Public Offers shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchange shall, for all categories of Investors viz. QIB, NIB and IB and other reserved categories and also for all modes through which the applications are processed, accept the ASBA Applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

(1) Our Company and Promoter Selling Shareholders in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 lakhs, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 lakhs but up to ₹2,500.00 lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 lakhs 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 lakhs, and an additional 10 Anchor Investors for every additional ₹2,500.00 lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 lakhs. One-third of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. However, with effect from December 1, 2025, pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025, 40% of the Anchor Investor Portion shall be reserved for, (i) 33.33% shall be available for allocation to domestic Mutual Funds and (ii) 6.67% shall be available for allocation to life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies, and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription under (ii) above, the allocation may be made to domestic Mutual Funds.

(2) Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b)(i) of the SCRR and Regulation 253(1) and 253(2) of the SEBI ICDR Regulations.

(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.

(4) Bids by FPIs with certain structures as described under "Offer Procedure – Bids by FPIs" on page 334and having the 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.

(5) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-in Date as indicated in the CAN.

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 at the discretion of our Company, in consultation with the Book Running Lead Managers and the Designated Stock Exchange, on a proportionate basis.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter 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 pursuant to the Offer.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional working days after such revision of the Price Band, subject to the total 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 announcement and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public Offers in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange and the Book Running Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. Investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, 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 through the UPI Circulars has introduced an alternate payment mechanism using UPI and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Individual Bidders through intermediaries from January 1, 2019. The UPI Mechanism for Individual Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ***("UPI Phase I")****, until June 30, 2019. Subsequently, for applications by Retail Individual Bidders through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds was discontinued and Individual Bidders submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) were allowed to only use UPI Mechanism with a timeline of T+6 days pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020* ***("UPI Phase II")****. Furthermore, pursuant to SEBI ICDR Master Circular, all individual bidders in initial public offerings whose Bid sizes are up to ₹5,00,000 shall use the UPI Mechanism for submitting their Bids. Thereafter, pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days* ***("UPI Phase III")****, using the UPI Mechanism for applications by UPI Bidders has become mandatory for public issues opening on or after December 1, 2023. Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification. Further, pursuant to SEBI RTA Master Circular and 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).*

Further, pursuant to SEBI RTA Master Circular and 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).

In terms of Regulation 244(5) and Regulation 271 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and Book Running 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 Investor 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. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Further, our Company, the Promoter Selling Shareholders, and the BRLMs are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with Applicable Laws and did not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus. Further, our Company, the Promoter Selling Shareholders and the Syndicate are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Offer.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL; our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of this Draft Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer equity shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid / Offer Opening Date.

Book Building Procedure

The Issue is being made in terms of Rule 19(2)(b)(i) of the SCRR, read with Regulation 252 of the SEBI ICDR Regulations. The Issue is being made through the Book Building Process, in compliance with Regulation 253(1) and 253(2) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company and Promoter Selling Shareholders in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company and Promoter Selling Shareholders in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, of which, 40% of anchor investor shall be reserved in the following manner, (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% shall be available for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds. In the event of undersubscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion). Further, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Issue Price, 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 QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation to Non Institutional Bidders of which one-third of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with an application size of more than ₹10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion and not less than 35% of the Net Issue shall be available for allocation to Individual Bidders who applies for the minimum application size of two lots per application, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company and the Promoter Selling Shareholders in consultation with the BRLMs, and the Designated Stock Exchange. 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.

In accordance with Rule 19(2)(b)(i) of the SCRR, the Offer will constitute at least [●] % of the post Offer paid-up Equity Share capital of our Company.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

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. Pursuant to the press release dated March 28, 2023, the last date for linking PAN and Aadhaar was extended to June 30, 2023.

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 applying through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

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 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 Issue Book Running Lead Managers 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 SCSBs as a sponsor bank to act as a conduit between the Stock Exchange and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Issue will be made under UPI Phase III of the UPI Circulars.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Managers.

Further, pursuant to SEBI ICDR Master Circular, all UPI Bidders shall provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

(i) a syndicate member;

(ii) a stockbroker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);

(iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity); or

(iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchange. 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 Exchange and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchange's platform are considered for allocation / Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid / Offer Closing Date to modify select fields uploaded in the Stock Exchange's platform during the Bid / Offer Period after which the Stock Exchange send the bid information to the Registrar to the Offer for further processing.

d) QIBs, NIBs and Individual 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) including a QR code and link to access the Red Herring Prospectus, the Abridged Prospectus and the Pre-Issue & Price Band Advertisement will be available at the offices of the Book Running Lead Managers, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the ASBA Form will also be available for download on the website of NSE (www.nseindia.com) at least one day prior to the Bid / Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process, which shall include the UPI Mechanism in the case of UPI Bidders.

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.

Bids by ASBA Bidders

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Issue through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

For all initial public offerings opening on or after September 1, 2022, as specified by SEBI pursuant to SEBI ICDR Master Circular, the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchange shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular shall be applicable for all categories of investors viz. Individual, QIB, NII and other reserved categories and also for all modes through which the applications are processed.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient credit balance such that an amount equivalent to full Bid Amount can be blocked therein, at the time of submitting the Bid.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form[(1)]
Resident Indians, including resident QIBs, Non-Institutional Bidders, Individual Investors and Eligible NRIs applying on a non- repatriation basis[(2)]	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions.	[●]
Anchor Investors[(3)]	[●]

[(1)] *Excluding electronic Bid cum Application Form*

[(2)] *Electronic Bid cum Application forms will also be available for download on the website of NSE (* https://www.nseindia.com/*.)*

[(3)] *Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLM*

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchange. For UPI Bidders, the Stock Exchange 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 UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchange shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges Stock Exchange shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank 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 Exchange 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, 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 and the issuer bank. The Sponsor Bank and the Bankers to the Issue shall provide the audit trail to the Book Running Lead Manager for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI ICDR Master Circular.

In accordance with circular issued by in accordance with circular issued by NSE having reference no. 25/2022 dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bid 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 off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchange and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchange platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Managers in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank 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, Core Banking System ("CBS") data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank on a continuous basis.

For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s).

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid / Issue 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.

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 (a) in the United States only to persons that are both "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") and "qualified purchaser" (as defined under the U.S. Investment Company Act and referred to in this Draft Red Herring Prospectus as "QPs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (b) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons as defined in Regulation S under the U.S. Securities Act ("U.S. Persons"), 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 in the United States. The Company is not registered and does not intend to register as an investment company under the U.S. Investment Company Act in reliance on the exemption set forth in Section 3(c)(7) of the U.S. Investment Company Act, and investors will not be entitled to the benefits afforded to investors in a company registered under the U.S. Investment Company Act. Accordingly, the Equity Shares are only being offered and sold (i) to persons in the United States or to or for the account or benefit of, U.S. Persons, in each case that are both "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", and for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") and "qualified purchasers" (as defined in Section 2(a)(51) under the U.S. Investment Company Act and referred to in this Draft Red Herring Prospectus as "QPs") in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance on the exemption set forth in Section 3(c)(7) of the U.S. Investment Company Act; or (ii) outside the United States to investors that are not U.S. Persons nor persons acquiring for the account or benefit of U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by Promoters, Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the syndicate members and the persons related to Promoters, Promoter Group, BRLMs and the syndicate members

The BRLMs and the Syndicate Members shall not be allowed to purchase/subscribe 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/subscribe to the Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any persons related to the BRLMs can apply in the Issue under the Anchor Investor Portion:

i. mutual funds sponsored by entities which are associate of the BRLMs;

ii. insurance companies promoted by entities which are associate of the BRLMs;

iii. Alternate Investment Funds ("AIFs") sponsored by the entities which are associate of the BRLMs;

iv. Foreign Portfolio Investors ("FPIs") other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs; or

v. pension funds sponsored by entities which are associate of the BRLMs;

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Managers" if:

i. either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

ii. either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

iii. there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Our Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Issue. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the Issue under the Anchor Investor Portion.

For the purposes of the above, a QIB who has the following rights shall be deemed to be a person related to our Promoters or Promoter Group:

i. rights under a shareholders' agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company;
ii. veto rights; or

iii. 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 Book Running Lead Managers, reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof. The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid has been made.

No mutual fund scheme shall invest more than 10% of its NAV in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in 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 Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs applying on a repatriation basis should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of UPI Bidders using the UPI Mechanism) to block their Non-Resident External Accounts ("NRE Account"), or Foreign Currency Non-Resident Accounts ("FCNR Account"), and Eligible NRIs applying on a non-repatriation basis should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of UPI Bidders applying using the UPI Mechanism) to block their Non-Resident Ordinary Accounts ("NRO Account") for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA regulations. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their Bid cum Application Form.

Eligible NRIs applying on a repatriation basis are advised to use the Bid cum Application Form meant for non-residents ([●] in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Bid cum Application Form for residents. ([●] in colour).

Participation of Eligible NRIs in the Issue shall be subject to the FEMA NDI Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

Eligible NRIs will be permitted to apply in the Issue 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 Issue, provided the UPI facility is enabled for their NRE/NRO accounts. In accordance with the FEMA NDI Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants offered by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. For details of restrictions on investment by NRIs, see "Restrictions on Foreign Ownership of Indian Securities" on page 358.

Bids by HUFs

Bids by HUFs should be 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 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 may be considered at par with Bids from individuals.

Bids by FPIs

In terms of applicable FEMA NDI Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its Bidder group (which means multiple entities registered as foreign portfolio Bidders and directly or indirectly, having common ownership of more than 50% or common control) shall be below 10% of our post Offer Equity Share capital. In case the total holding of an FPI or Bidder group increase beyond 10% of the total paid-up Equity Share capital of our Company, the total investment made by the FPI or Bidder 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 Bidder will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together 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 NDI Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company in consultation with Book Running Lead Managers reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (Blue in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to Offer, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;

b) such offshore derivative instruments are offered only to persons eligible for registration as Category I FPIs;

c) such offshore derivative instruments are issued after compliance with 'know your client' norms as specified by SEBI;

d) and such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids and are liable to be rejected:

- FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Bidders and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "MIM Structure") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;

- Sub funds or separate class of Bidders with segregated portfolio who obtain separate FPI registration;

- FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund has multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.

- Multiple branches in different jurisdictions of foreign bank registered as FPIs;

- Government and Government related Bidders registered as Category I FPIs; and

- Entities registered as collective investment scheme having multiple share classes.

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 Bid 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. Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid.

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).

FPIs must ensure that any Bid by a single FPI and/ or a Bidder group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "FPI Group") shall be below 10% of the total paid-up Equity Share capital of our Company. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs applying through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA NDI Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by SEBI registered AIFs, VCFs and FVCIs

The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the SEBI VCF Regulations, VCFs which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

The Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A Category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a Category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA NDI Rules.

All Non-Resident Bidders should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Promoter Selling Shareholders or the Book Running Lead Managers 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 which, the Company in consultation with the Book Running Lead Manager, reserves the right to reject any Bid, without assigning any reason thereof.

Bids by Banking Companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required

to be attached to the Bid cum Application Form, failing which our Company in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended **("Banking Regulation Act")**, and Master Direction - Reserve Bank of India ("Financial Services provided by Banks") Directions, 2016, as amended is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate equity 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 / corporate debt restructuring / strategic debt restructuring, 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 and a financial services company that is not a subsidiary (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 is required to comply with the terms of the SEBI circulars nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 02, 2013 respectively. Such SCSBs are required to ensure that for making Bids 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 Bid in public offers and clear demarcated funds should be available in such account for such Bids.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, the Company in consultation with Book Running Lead Managers, 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 read with the investments – master circular dated October 27, 2022, each as amended ("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.

Bid by NBFC-SI

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 the Book Running Lead Managers, reserves the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bid 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, subject to applicable laws 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 Book Running Lead Managers, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the Book Running Lead Managers, may deem fit.

Bid by Provident Funds / Pension Funds

In case of Bids made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 Lakhs, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable laws, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be attached to the Bid cum Application Form. Failing this, our Company and, in consultation with Book Running Lead Managers reserve the right to reject any Bid, without assigning any reason thereof.

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 ₹200.00 Lakhs. 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 ₹200.00 Lakhs.

c) One-third of the Anchor Investor Portion is reserved for allocation to domestic Mutual Funds. However, with effect from November 30, 2025, pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025, 40% of the Anchor Investor Portion shall be reserved for, (i) 33.33% shall be available for allocation to domestic Mutual Funds and (ii) 6.67% shall be available for allocation to life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies, and pension funds at or above the Anchor Investor Allocation Price. In the event of undersubscription under (ii) above, the allocation may be made to domestic Mutual Funds. In the event of under subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the remaining QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion").

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 and Promoter Selling Shareholders, 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 ₹200.00 Lakhs;

- minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and

- in case of allocation above ₹2,500.00 Lakhs 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 Lakhs, and an additional 10 Anchor Investors for every additional ₹2,500.00 Lakhs, subject to minimum Allotment of ₹100.00 Lakhs 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 Exchange.

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 or pension funds sponsored by entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) 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.

The above information is given for the benefit of the Bidders. Our Company, the Promoter 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 this Draft 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 RBI regulations, 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 Exchange 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 Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus or the Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

Pre-Offer Advertisement

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 [●] edition of [●] (a widely circulated English national daily newspaper), [●] edition of [●] (a widely circulated Hindi national daily newspaper) and Telugu edition of [●] regional newspaper (Telugu being the regional language of Telangana where our registered office is located). Our Company shall, in the pre-offer and price band advertisement state the Bid / Offer Opening Date and the Bid / Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the ROC

Our Company and Promoter Selling Shareholders have entered into an Underwriting Agreement dated [●].

After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

General Instructions

Please note that QIBs, Non-Institutional Bidders and Individual 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. 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. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price band;

4. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders applying using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID and shall use only his / her own bank account which is linked to such UPI ID and not the bank account of any third party;

5. UPI Bidders applying using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the Bid amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

6. UPI Bidders applying using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handle 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 Bid 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;

7. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

8. 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;

9. 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 using UPI Mechanism, may submit their ASBA Forms with Syndicate members, Sub-Syndicate members, Registered Brokers, RTA or CDP;

10. 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;

11. Individual 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, 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 for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

13. 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 Collecting 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;

14. 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;

15. 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;

16. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

17. 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 MRD/DoP/Dep/Cir-09/06 dated July 20, 2006 and SEBI circular no. MRD/DoP/SE/Cir-13/06 dated September 26, 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 Bidders 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 Bids in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. 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;

20. 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 Exchange;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

22. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

23. UPI Bidders applying using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to Bid amount and subsequent debit of funds in case of Allotment, in a timely manner;

24. 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 Exchange 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;

25. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

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. In case of QIBs and NIBs, ensure that while applying 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);

28. UPI Bidders applying using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his / her UPI PIN. Upon the authorization of the mandate using his / her UPI PIN, the UPI Bidder shall be deemed to have verified the attachment containing the Bid details of the UPI Bidder applying using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to issue a request to block the Bid Amount mentioned in the Bid cum Application Form in his / her ASBA Account;

29. UPI Bidder applying 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;

30. UPI Bidders applying using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank 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;

31. 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 to authorise blocking of funds equivalent to the revised Bid Amount in the IB's ASBA Account;

32. ASBA Bidders shall ensure that Bids above ₹5.00 lakhs, are uploaded only by the SCSBs;

33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 p.m. on the Bid / Offer Closing Date.

34. 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. Pursuant to the press release dated March 28, 2023, the last date for linking PAN and Aadhaar has been extended to June 30, 2023.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Bid made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the SEBI RTA Master Circular 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 for a Bid Amount exceeding ₹5,00,000 (for Bids by UPI Bidders);

4. Do not bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

6. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;

7. Bids by HUFs not mentioned correctly as provided in "– Bids by HUFs" on page 334;

8. Anchor Investors should not Bid through the ASBA process;

9. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;

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 applied 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 or an NIB, do not submit your Bid after 4.00 p.m. on the Bid / Offer Closing Date. If you are an RIB or Market Maker applying under the reserved category, do not submit your Bid after 5.00 p.m. on the Bid / Offer Closing Date;

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 Bidder using UPI Mechanism, 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 ₹5,00,000;

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 or 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 applying using the UPI Mechanism, 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, Non-Institutional Bidder or Individual Bidder;

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 using the UPI Mechanism;

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 apply 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 bidding using the UPI Mechanism, 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 Exchange 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 using the UPI Mechanism); and

31. Do not apply if you are an OCB.

For helpline details of the Book Running Lead Managers pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "General Information – Book Running Lead Managers" on page 69.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejections

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document. In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the Bid cum Application Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSB and/or using a Mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);

6. Bid cum Application Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bid submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the IBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by person for whom PAN details have not been verified and whose beneficiary accounts are 'suspended for credit' in terms of SEBI circular number: CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bid by Individual Bidders with Bid Amount for a value of less than ₹2,00,000;

13. Bids by person who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash;

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid / Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid / Offer Closing Date (other than UPI Bidders), and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid / Offer Closing Date, unless extended by the Stock Exchange.

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 – Company Secretary and Compliance Officer" on page 69.

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 investor shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI Master circular and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

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 Book Running Lead Managers and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company shall not make an allotment pursuant to this Offer if the number of allottees in the Offer is less than two hundred. Further, our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the Red Herring Prospectus except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Net Offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the 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 Individual Bidder shall not be less than the Minimum Lot Size, subject to availability of Equity Shares in the Individual Bidder Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

The allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the Minimum Lot Size, 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.

Flow of Events from the closure of issue period (T DAY) Till Allotment

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.

- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.

- Third party confirmation of applications to be completed by SCSBs on T+1 day.

- RTA prepares the list of final rejections and circulates the rejections list with BRLM(s)/ Company for their review/comments.

- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).

- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawl of lots wherever applicable, through a random number generation software.

- The RTA uploads the drawl numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawl of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.

- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.

- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications. On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Payment into Escrow Account(s) for Anchor Investors

Our Company and Promoter Selling Shareholders, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors 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 Account. The payment instruments for payment into the Escrow Account 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 Promoter Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from Anchor Investors.

Issuance of Confirmation on Allocation Note ("CAN")

Upon approval of the basis of allotment by the Designated Stock Exchange, the Book Running Lead Managers or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders depository account within 2 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the Issuer.

Designated Date

On the designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer. The Company will offer and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Allotment Advertisement

The Allotment Advertisement shall be uploaded on the websites of our Company, the Book Running Lead Managers and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from the Stock Exchange where the Equity Shares are proposed to be listed, provided such final listing and trading approval from the Stock Exchange is received prior to 9:00 p.m. IST on that day. In an event, if final

listing and trading approval from the Stock Exchange is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from the Stock Exchange where the equity shares of our company are proposed to be listed, then the Allotment Advertisement shall be uploaded on the websites of our Company, the Book Running Lead Manager and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchange.

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement not later than one Working Day after the commencement of trading, disclosing the date of commencement of trading in all edition of [●] (a widely circulated English national daily newspaper) , [●] edition of [●] (a widely circulated Hindi national daily newspaper) and Telugu edition of [●] regional newspaper (Telugu being the regional language of Telangana 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 24, 2026, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated June 25, 2026, amongst our Company, CDSL and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

i. that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

ii. 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;

iii. that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within three Working Days of the Bid / Offer Closing Date or such other time as may be prescribed by SEBI;

iv. that funds required for making refunds/unblocking to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

v. where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

vi. that 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 Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

vii. that if our Company and the Promoter Selling Shareholders in consultation with the Book Running Lead Managers, withdraw the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh draft offer document with Stock Exchange, in the event our Company and/or the Promoter Selling Shareholders subsequently decide to proceed with the Offer thereafter;

viii. that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

ix. that the promoter 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 applicable provisions of SEBI ICDR Regulations;

x. that no further issue of securities shall be made till the securities offered through the offer document are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with the SEBI ICDR Regulations;

xi. that adequate arrangements shall be made to consider all ASBA Applications as similar to non-ASBA Applications while finalising the basis of allotment; and

xii. Compliance with all disclosure and accounting norms as may be specified by SEBI from time to time.

Undertakings by the Promoter Selling Shareholders

Each of the Promoter Selling Shareholder undertakes the following in respect of itself as the Promoter Selling Shareholder and its respective portion of the Offered Shares:

i. that the Offered Shares are eligible for being offered in the Offer for Sale in terms of the SEBI ICDR Regulations and are in dematerialised form;

ii. that it is the legal and beneficial owner of and have clear and marketable title to the Offered Shares;

iii. that it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

iv. that the Equity Shares being sold by it pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer and shall be transferred to the eligible investors within the time specified under applicable law;

v. that it shall provide all reasonable co-operation as requested by our Company in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of the Offered Shares;

vi. that it shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;

vii. that it 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

viii. that it will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Offered Shares.

Utilisation of Offer Proceeds

Our Board certifies that:

- 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 utilized out of the Offer shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- details of all unutilized monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

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 Bid in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple Bids 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 ₹10.00 lakhs 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 ₹10.00 lakhs 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 ₹50.00 lakhs or with both.

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RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy & Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**FDI Circular**"), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. Under the current FDI Policy, 100% foreign direct investment is permitted in the industry in which we operate, under the automatic route, subject to compliance with certain prescribed conditions.

In terms of Press Note 3 of 2020, dated April 17, 2020 ("**Press Note**"), issued by the DPIIT, the FDI Circular and the FEMA (Non-debt Instruments) Rules has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. However, pursuant to amendment on March 10, 2026, investors with non-controlling beneficial ownership of up to 10% from such jurisdictions are permitted under the automatic route, subject to applicable sectoral caps, entry routes, attendant conditions and reporting requirements.

Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period. Transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Circular and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Circular; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "***Offer Procedure – Bids by Eligible NRIs***" and "***Offer Procedure –Bids by FPIs***", both on page 334 and [●], respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to 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 only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the Bids are not in violation of laws or regulations applicable to them.

SECTION VIII - DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION[1]

OF

PH1 INDUSTRIES LIMITED[1]

This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extra-Ordinary General Meeting of PH1 Industries Limited (the "**Company**") held on July 04, 2026. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

PRELIMINARY

1. The regulations contained in Table F of Schedule I of the Companies Act, 2013, as amended and the exemptions (from time to time) granted, issued or notified by any governmental authority shall apply to the Company so far as they are applicable to a public company, and to the extent not inconsistent with these Articles.

2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in these Articles.

1. **DEFINITIONS AND INTERPRETATION**

In these Articles, the following words and expressions, unless repugnant to the subject, shall mean the following:

a. "***Act***" means the Companies Act, 2013 and the rules framed thereunder, including any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.

b. "***Annual General Meeting***" means the annual general meeting of the Company convened and held in accordance with the Act.

c. "***Articles of Association***" **or** "***Articles***" mean these articles of association of the Company, as may be altered from time to time in accordance with the Act.

d. "***Board***" or "***Board of Directors***" means the board of directors of the Company in office at applicable times.

e. "***Chairman***" or "***Chairperson***" means a Director designated as the Chairman or Chairperson of the Company by the Board of Directors for the time being;

f. ***"Capital"*** means the share capital for the time being raised or authorized to be raised for the purposes of the Company.

g. "***Company***" means PH1 Industries Limited, a company incorporated under the laws of India.

[1] *New set of Articles of Association has been adopted, pursuant to special resolution passed at the Extra-Ordinary General meeting of the Company held on July 04, 2026*

h. "***Depository***" means a depository, as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

i. "***Director***" shall mean any director of the Company, including alternate directors, Independent Directors and nominee directors appointed in accordance with and the provisions of these Articles.

j. ***"SEBI"*** means the Securities and Exchange Board of India.

k. "***Shares***" means the Equity shares and Preference shares of the Company unless otherwise mentioned.

l. "***Equity Shares***" shall mean the issued, subscribed and fully paid-up equity shares of the Company as per the Memorandum of Association.

m. "***Exchange***" shall mean BSE Limited and the National Stock Exchange of India Limited.

n. "***Extraordinary General Meeting***" means an extraordinary general meeting of the Company convened and held in accordance with the Act;

o. "***General Meeting***" means any duly convened meeting of the shareholders of the Company and any adjournments thereof;

p. "***IPO***" means the initial public offering of the Equity Shares of the Company;

q. "***Member***" means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository;

r. "***Memorandum***" or "***Memorandum of Association***" means the memorandum of association of the Company, as may be altered from time to time, in accordance with the Act;

s. "***Office***" means the registered office, for the time being, of the Company;

t. "***Officer***" shall have the meaning assigned thereto by the Act;

u. "***Ordinary Resolution***" shall have the meaning assigned thereto by the Act;

v. "***Register of Members***" means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to Section 11 of the Depositories Act, 1996, in case of shares held in a Depository;

w. "***Special Resolution***" shall have the meaning assigned thereto by the Act.

x. ***"Year"*** means the calendar year and the ***"Financial Year"*** shall have the meaning assigned thereto by Section 2(41) of the Act.

Except where the context requires otherwise, these Articles will be interpreted as follows:

a. headings are for convenience only and shall not affect the construction or interpretation of any provision of these Articles.

b. where a word or phrase is defined, other parts of speech and grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings;

c. words importing the singular shall include the plural and vice versa;

d. all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders;

e. the expressions "hereof", "herein" and similar expressions shall be construed as references to these Articles as a whole and not limited to the particular Article in which the relevant expression appears;

f. the *ejusdem generis* (of the same kind) rule will not apply to the interpretation of these Articles. Accordingly, ***include*** and ***including*** will be read without limitation;

g. any reference to a ***person*** includes any individual, firm, corporation, partnership, company, trust, association, joint venture, government (or agency or political subdivision thereof) or other entity of any kind, whether or not having separate legal personality. A reference to any person in these Articles shall, where the context permits, include such person's executors, administrators, heirs, legal representatives and permitted successors and assigns;

h. a reference to any document (including these Articles) is to that document as amended, consolidated, supplemented, novated or replaced from time to time;

i. references made to any provision of the Act 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.

j. a reference to a statute or statutory provision includes, to the extent applicable at any relevant time:

   i. that statute or statutory provision as from time to time consolidated, modified, re-enacted or replaced by any other statute or statutory provision; and
   ii. any subordinate legislation or regulation made under the relevant statute or statutory provision;

k. references to writing include any mode of reproducing words in a legible and non-transitory form; and

l. references to ***Rupees, Rs., INR, ₹*** are references to the lawful currency of India.

m. unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

SHARE CAPITAL AND VARIATION OF RIGHTS

2. **AUTHORISED SHARE CAPITAL**

The authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association, with the power of the Board of Directors to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the regulations of the Company or Articles, subject to the provisions of applicable law for the time being in force.

3. **NEW CAPITAL PART OF THE EXISTING CAPITAL**

Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the

provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

4. KINDS OF SHARE CAPITAL

The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws:

a. Equity Share capital:

i. with voting rights; and/or
ii. with differential rights as to dividend, voting or otherwise in accordance with the Act; and

b. Preference share capital:

Without prejudice to the power conferred by these Articles and of Section 55 of the Act, the Company shall have power to issue preference shares including redeemable preference shares, with such rights to participation, if any, in profits or surplus profits and/or in any assets or surplus assets in winding up, and subject to such terms, conditions and limitations as the Company in General Meeting or the Board as the case may be, may think fit; and the issue of such preference shares with any such participating rights shall not, unless otherwise expressly provided by the terms of issue be deemed to constitute a variation of rights of any other class or classes of Shares.

The Company may convert any kind of securities into another kind of security in accordance with the provisions of the applicable laws.

5. SHARES AT THE DISPOSAL OF THE DIRECTORS

Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board of Directors who may by sending a letter of offer, issue, allot or otherwise dispose of all or any of such shares to such persons, or employees (under ESOP scheme passed by special resolution) in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with Sections 52, 53 and 54 and other provisions of the Act) and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting give to any person or persons or employee(s) the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board of 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. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting. As regards all allotments, from time to time made, the Directors shall duly comply with the Act, as the case may be.

6. CONSIDERATION FOR ALLOTMENT

Subject to the provisions of these Articles, the shares shall be allotted on such terms and conditions and such times, as the Board thinks fit and with power to issue any shares as fully paid up in consideration other than Cash.

7. SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CAPITAL

Subject to the provision of Section 61 of the Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:

a. increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;

b. sub-divide or consolidate its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

c. cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;

d. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of shareholders shall require applicable approvals under the Act; and

e. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

f. The cancellation of Shares under point (c) above shall not be deemed to be a reduction of the authorised share capital.

8. **FURTHER ISSUE OF SHARES**

8.1 Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

a. to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely-

i. The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days (or such lesser number of days as may be prescribed under applicable law) and not exceeding thirty 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 days before the opening of the issue;

ii. Unless the articles of the company otherwise provide, 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) shall contain a statement of this right;

iii. 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

to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in Article 8.1 (a) or Article 8.1 (b) above either for cash or for a consideration other than cash, if the price of such shares is determined as may be prescribed under the Act and the rules made thereunder;

8.2 Nothing in Article 8.1(a)(iii) shall be deemed:

a. To extend the time within which the offer should be accepted; or

b. To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

8.3 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 or to subscribe for shares of the Company

Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by the Company in a General Meeting.

8.4 Notwithstanding anything contained in Article 8.3 hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder. 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, any SEBI regulations or guidelines, to the extent applicable.

9. ISSUE OF FURTHER SHARES NOT TO AFFECT RIGHTS OF EXISTING MEMBERS

The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking pari-passu therewith.

10. RIGHT TO CONVERT DEBENTURES AND LOANS INTO CAPITAL

Notwithstanding anything contained in sub-clauses(s) of Article 8 above, but subject, however, to the provisions of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures or loans raised by the Company to convert such debentures or loans into shares or to subscribe for shares in the Company.

11. ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES

Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register of Members, shall, for the purpose of these Articles, be a Member.

12. RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT

The Board shall observe the restrictions as regards allotment of shares to the public contained in the Act, and as regards return on allotments, the Directors shall comply with applicable provisions of the Act.

13. **DEPOSIT, CALLS AND MONEY DUE ON SHARES TO BE A DEBT TO THE COMPANY**

The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately on the inscription of the name of allottee in the Register as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

14. **INSTALLMENTS ON SHARES**

If by the conditions of allotment of any shares, whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, shall be the registered holder of the share or his legal representative. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

15. **MEMBERS OR HEIRS TO PAY UNPAID AMOUNTS**

Every Member or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time, in accordance with these Articles require or fix for the payment thereof.

16. **VARIATION OF SHAREHOLDERS' RIGHTS**

a. If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of Section 48 the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class, as prescribed by the Act.

b. Subject to the provisions of the Act, to every such separate meeting, the provisions of these Articles relating to meeting shall *mutatis mutandis* apply.

17. **PREFERENCE SHARES**

a. **Redeemable Preference Shares**

The Company, subject to the applicable provisions, and Section 55 of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

b. **Convertible Redeemable Preference Shares**

The Company, subject to the applicable provisions, and Section 55 of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such securities on such terms as they may deem fit.

c. **Compulsorily Convertible Preference Shares**

The Company, subject to the applicable provisions, and Section 55 of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis compulsorily convertible preference shares, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for conversion of such shares into such securities on such terms as they may deem fit.

18. **COMPROMISE, ARRANGEMENTS AND AMALGAMATIONS**

Subject to the applicable provisions of the Act, the Company is empowered to enter into any Schemes of Arrangement or compromises with its creditors and/or members of the Company and/or any class of such creditors or members, including but not limited to hive-off or demerger of any of its business or units and also to amalgamate or cause itself to be amalgamated with any other person, firm or body corporate.

SHARE CERTIFICATES

19. **ISSUE OF SHARE CERTIFICATE**

Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,

(i) one certificate for all his shares without payment of any charges; or

(ii) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the Company has appointed a company secretary:

Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one share certificate, and delivery of a share certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders. New share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such share certificate shall be issued in the manner prescribed under Section 46 of the Act and the rules framed thereunder.

Particulars of every share certificate issued shall be entered in the register of members against the name of the person, to whom it has been issued, indicating the date of issue. Every share certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a Director and the company secretary, wherever the Company has appointed a company secretary.

20. **RULES TO ISSUE SHARE CERTIFICATES**

The Act shall be complied with in respect of the issue, reissue, renewal of share certificates and the format and signing of the share certificates and records of the share certificates issued shall be maintained in accordance with the said Act.

21. **ISSUE OF NEW SHARE CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED**

If any share 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 share certificate may be issued in lieu thereof, and if any share certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new share certificate in lieu thereof shall be given to the party entitled to such lost or destroyed share certificate. Every share certificate under the Article shall be issued upon on payment of INR 20 for each share certificate. Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any Exchanges or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf. The provision of this Article shall *mutatis mutandis* apply to debentures of the Company.

UNDERWRITING & BROKERAGE

22. **COMMISSION FOR PLACING SHARES, DEBENTURES, ETC.**

a. Subject to the provisions of the conferred by sub-section (*6*) of section 40 of the Act and other applicable laws, the Company exercise the powers of paying commissions to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) to any shares or debentures of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares or debentures of the Company and provisions of the Act shall apply.
b. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40 of the Act.
c. The Company may also, in any issue, pay such brokerage as may be lawful.
d. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

LIEN

23. **COMPANY'S LIEN ON SHARES / DEBENTURES**

The Company shall subject to applicable law have a first and paramount lien:

a. on every share / debenture (not being a fully paid share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect; and

b. on all shares/debentures (not being fully paid shares/ debentures) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company. Unless otherwise agreed, the registration of transfer of shares / debentures shall operate as a waiver of the Company's lien, if any, on such shares / debentures.

Provided that the Board may at any time declare any share/ debenture to be wholly or in part to be exempt from the provisions of this Article.

The fully paid-up shares shall be free from all lien and in the case of partly paid up shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

24. **LIEN TO EXTEND TO DIVIDENDS, ETC.**

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

25. **ENFORCING LIEN BY SALE**

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

a. unless a sum in respect of which the lien exists is presently payable; or

b. until the expiration of fourteen (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

26. **VALIDITY OF SALE**

(i) To give effect to any such sale, the Board may authorise any person to execute an instrument of transfer for the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

27. **VALIDITY OF COMPANY'S RECEIPT**

The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

28. **APPLICATION OF SALE PROCEEDS**

(i) The proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Shares before the sale) be paid to the person entitled to the shares at the date of the sale.

29. **OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN**

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

30. **PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.**

The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

CALLS ON SHARES

31. **BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES**

The Board may subject to the provisions of the Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the shareholders' in a General Meeting.

32. **CALLS TO BE MADE ON A UNIFORM BASIS**

All calls for share capital shall be made on a uniform basis on all shares falling under the same class. For the purposes of this Article, shares of the same nominal value on which different amounts have been required to be paid up shall not be deemed to fall under the same class.

33. **NOTICE FOR CALL**

Each Member shall, subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more Members as the Board may deem appropriate in any circumstances.

34. **CALL WHEN MADE**

The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board and may be required to be paid in installments.

35. **LIABILITY OF JOINT HOLDERS FOR A CALL**

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

36. **CALLS TO CARRY INTEREST**

If a Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at the rate of ten percent or such other lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

37. **DUES DEEMED TO BE CALLS**

Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

38. **EFFECT OF NON-PAYMENT OF SUMS**

In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

39. **EVIDENCE ON ACTION FOR CALL**

On the trial or hearing of any action or suit brought by the Company against any member or his legal representatives for the recovery of any money due for any call or other money in respect of his share, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered is entered in the Register as the holder, or one of the holders, of shares at or subsequently to the date at which the money sought to be recovered is alleged to have become due that the resolution making the call is duly recorded in the Minute Book and that notice of such call was duly given to the member or his legal representatives sued, in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

40. **PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST**

The Board –

a. may, if it thinks fit, subject to provisions of Section 50 of the Act, agree to and receive from any Member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the moneys so paid by him, until the same would, but for such payment, become presently payable by him.

41. **PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.**
The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

FORFEITURE OF SHARES

42. **BOARD TO HAVE A RIGHT TO FORFEIT SHARES**

If a Member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

43. **NOTICE FOR FORFEITURE OF SHARES**

The notice aforesaid shall:

a. name a further day (not being earlier than the expiry of fourteen days from the date of services of the notice) on or before which the payment required by the notice is to be made; and
b. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

44. **RECEIPT OF PART AMOUNT OR GRANT OF INDULGENCE NOT TO AFFECT FORFEITURE**

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of

any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

45. **FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY**

Any share forfeited in accordance with these Articles, shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board thinks fit.

46. **ENTRY OF FORFEITURE IN REGISTER OF MEMBERS**

When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting Member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

47. **MEMBER TO BE LIABLE EVEN AFTER FORFEITURE**

A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

48. **EFFECT OF FORFEITURE**

The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.

49. **CERTIFICATE OF FORFEITURE**

A duly verified declaration in writing that the declarant is a Director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

50. **TITLE OF PURCHASER AND TRANSFEREE OF FORFEITED SHARES**

The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the shares.

51. **VALIDITY OF SALES**

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and after his name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any person.

52. **CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES**

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the share certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue duplicate share certificate(s) in respect of the said shares to the person(s) entitled thereto.

53. **BOARD ENTITLED TO CANCEL FORFEITURE**

The Board may at any time before any share so forfeited shall have been sold, reallotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions at it thinks fit.

54. **SURRENDER OF SHARE CERTIFICATES**

The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering them on such terms as they think fit.

55. **SUMS DEEMED TO BE CALLS**

The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

56. **PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.**

The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

TRANSFER AND TRANSMISSION OF SHARES

57. **INSTRUMENT OF TRANSFER**

a. The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer, as prescribed under the Act and rules notified thereunder and as per applicable requirements specified by the Exchanges. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. The instrument of transfer shall be in respect of same class of shares and should be in the form prescribed under the Act.

b. There shall be no restrictions whatsoever on the transactions in relation to shares including transfer of shares between any members or granting of rights or creating an encumbrance on shares by one member in favour of another member. The instrument of transfer shall be in writing and all provisions of Section 56 of the Act and the Rules framed thereunder, and of any statutory modification thereof for the time being and the applicable SEBI Regulations shall be duly complied with in respect of all transfers of Shares and the registration thereof.

c. In accordance with provisions of Section 29 of the Act read with the Rules made thereto and in accordance with the provisions of the Depositories Act, 1996, every holder of Equity Shares of the Company who intends to transfer the Equity Shares held by him, shall get such Equity shares dematerialized before the transfer.

d. The transfer of Equity Shares and other securities of the Company shall be in accordance with the provisions contained in the Depositories Act, 1996 and the Rules made thereunder.

e. The Board shall have power on giving not less than 7 (seven) days previous notice in accordance with Section 91 of the Act and rules made thereunder, by advertisement in a vernacular

newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office of the Company is situated, and publishing the notice on the website as may be notified by the Central Government and on the website of the Company, to close the transfer books, the Register of Members and/or Register of Debenture- holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in the aggregate in the year, as it may deem expedient.

f. Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may refuse, whether in pursuance of any power of the Company under these Articles or otherwise, to register the transfer of, or transmission of securities by operation of law, or the right to any securities or interest of a member in the Company. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or any transfer of shares on which the company has a lien.

g. The Company shall, within 30 (thirty) days or the intimation of such transmission was delivered to the Company, send a notice of refusal to the person giving intimation of such transmission giving reasons for such refusal.

h. Subject to the provisions of Section 58 of the Act, these Articles, the Securities Contracts (Regulation) Act, 1956, any listing agreement entered into with any recognized stock exchange and other applicable provisions of the Act or any other law for the time being in force, the Directors at their own absolute and uncontrolled discretion and by giving reasons may , decline to register or acknowledge —any transfer of or the transmission by operation of law of the right to, any Shares or interest of a Member in or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that 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 or other securities.

i. That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever

j. In case of the death of any one or more shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only shareholder or shareholders recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person. The executors or administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint-holders), shall be the only shareholders recognized by the Company as having any title to the shares registered in the name of such shareholder, and the Company shall not be bound to recognize such executors or administrators or holders of succession certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 58 of these Articles register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased shareholder, as a shareholder.

k. No fee shall be charged by the Company in respect of the registration of transfer, transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/or consolidation of shares and debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.

l. Where in the case of partly paid shares, an application for registration is to be made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of the Act.

m. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a person or persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.

58. TRANSFERS NOT PERMITTED

No share shall in any circumstances be transferred to any minor insolvent or a person of unsound mind, except fully paid shares through a legal guardian.

59. TRANSMISSION OF SHARES

Subject to the provisions of Articles, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any member or members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.

Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member

60. RIGHTS ON TRANSMISSION

A Person becoming entitled to a share by reason of the death or insolvency of a member shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a member in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the shares, and if such notice is not complied with within 90 (Ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.

61. SHARE CERTIFICATES TO BE SURRENDERED

Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer.

62. **TRANSFER AND TRANSMISSION OF DEBENTURES**

The provisions of these Articles, shall, *mutatis mutandis*, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

ALTERATION OF CAPITAL

63. **RIGHTS TO ISSUE SHARE WARRANTS**

The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

64. **BOARD TO MAKE RULES**

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

65. **SHARES MAY BE CONVERTED INTO STOCK**

Where shares are converted into stock:

a. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

   Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

b. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;

c. such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"Member" shall include "stock" and "stock-holder" respectively.

66. **REDUCTION OF CAPITAL**

The Company may, by a Special Resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act—

a. its share capital; and/or
b. any capital redemption reserve account; and/or
c. any share premium account; and/or
d. any other reserve in the nature of share capital.

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, cancel paid up share capital which is

lost or is unrepresented by available assets; or (iii) either with or without extinguishing or reducing liability on any of its shares, 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.

67. **DEMATERIALISATION OF SECURITIES**

a. Notwithstanding anything contrary contained in these Articles and subject to provisions of the Act and Applicable law, Company shall recognise interest in dematerialised securities under the Depositories Act, 1996 and:

   i. Issue Equity shares and other securities only in dematerialized form,
   ii. Facilitate the dematerialization of existing securities,

b. The Company, before making any offer for issue or buyback or bonus issue or rights offer of Equity shares or other securities in accordance with the provisions of the Act, shall ensure that before making any such issue or buyback or bonus issue or rights offer, the entire holding of Equity Shares and other Securities of the Promoters, Directors, Key Managerial Personnel, has been dematerialized in accordance with provisions of the Depositories Act 1996 and regulations made there under.

c. Every existing holder of any Equity Shares or securities of the Company, who subscribes to further issue of Equity Shares or securities of the Company, whether by way of private placement or bonus shares or rights issue or otherwise, shall ensure that his entire holding of Equity Shares and other Securities are held in dematerialized form before such subscription.

d. Every existing holder of any Equity Shares or securities of the Company, who intends to transfer Equity Shares or other Securities of the Company, shall get such Equity Shares or other Securities dematerialized before such transfer.

e. Notwithstanding anything contained in these Articles but subject to the provisions of Law, the Company shall be entitled dematerialise its existing securities, re materialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

f. Where the Equity Shares and other Securities of the Company are issued and held in dematerialized form, the rights and obligations of the holders of Equity Shares and other Securities and other 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.

g. If a holder opts to hold his Securities in dematerialized form through a Depository, then notwithstanding anything to the contrary contained in these Articles the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

h. Securities in Depositories to be in fungible form:

   All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

i. Rights of Depositories & Beneficial Owners:

   i. Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.

ii. Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

iii. Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The Company shall have the power to keep in any state or country outside India, a branch Register of Members, resident in that state or country. The register and index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be register and index of members and register and index of debenture-holders, as the case may be, for the purpose of the Act.

iv. The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

j. Except as required by law, or a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

k. Transfer of Securities:

i. Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

ii. In the case of transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

l. Allotment of Securities dealt with in a Depository:

Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

m. Certificate Number and other details of Securities in Depository:
All the provisions in the Act or these Articles regarding the necessity to have certificate number/distinctive numbers for Securities issued by the Company shall not apply to Securities held with a Depository. No certificate shall be issued for the securities held by the Depository

n. Provisions of Articles to apply to Shares held in Depository:

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

68. **BUY BACK OF SHARES**

Notwithstanding anything contained in these Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities

GENERAL MEETINGS

69. ANNUAL GENERAL MEETINGS

The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.

70. EXTRAORDINARY GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting". Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

71. EXTRAORDINARY MEETINGS ON REQUISITION

The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.

72. NOTICE FOR GENERAL MEETINGS

All General Meetings shall be convened by giving not less than clear twenty-one (21) days' notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by applicable laws.

73. SHORTER NOTICE ADMISSIBLE

Upon compliance with the relevant provisions of the Act, an Annual General Meeting or any General Meeting may be convened by giving a shorter notice of less than twenty-one (21) days.

74. CIRCULATION OF MEMBERS' RESOLUTION

The Company shall comply with provisions of Section 111 of the Act, as to giving notice of resolutions and circulating statements on the requisition of Members.

75. SPECIAL AND ORDINARY BUSINESS

a. Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors. In case of any other meeting, all business shall be deemed to be special.

b. In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

76. QUORUM FOR GENERAL MEETING

The quorum of the General Meeting shall be as required under the Act or the applicable law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall

be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

77. **TIME FOR QUORUM AND ADJOURNMENT**

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

78. **CHAIRMAN OF GENERAL MEETING**

The chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company.

79. **ELECTION OF CHAIRMAN**

Subject to the provisions of the Act, if there is no such chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Directors present shall elect another Director as chairman and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairman.

80. **ADJOURNMENT OF MEETING**

Subject to the provisions of the Act, the chairman of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

81. **VOTING AT MEETING**

At any General Meeting, a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The resolutions proposed or to be proposed at the general meetings shall be decided by way of voting through electronic means in accordance with the Act and other laws as may be applicable to the Company. In addition to the voting through electronic means, the Company shall arrange the facility to caste vote by the members at General Meeting, by way of poll either in physical mode or through electronic mode in accordance with the provisions of the Act. Any such objection made in due time shall be referred to the chairperson of the General Meeting, whose decision shall be final and conclusive.

82. **DECISION BY POLL**

If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

83. **CASTING VOTE OF CHAIRMAN**

In case of equal votes, whether on a show of hands or on a poll, the chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or

casting vote in addition to the vote or votes to which he may be entitled to as a Member, in compliance with the provisions of the Act.

84. **CHAIRMAN'S DECLARATION CONCLUSIVE**

The Chairman shall have all the powers and authorities under law to conduct and regulate the meeting. The Chairman's decision on any of the above matters or on matters of procedure or any matters that arise incidentally during the course of the meeting shall be final and conclusive.
The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting.

85. **PASSING RESOLUTIONS BY POSTAL BALLOT**

a. Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.

b. Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

c. If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

VOTE OF MEMBERS

86. **VOTING RIGHTS OF MEMBERS**

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

a. On a show of hands every Member holding Equity Shares and present in person shall have one vote.
b. On a poll, every Member holding Equity Shares therein shall have voting rights in proportion to his share in the paid up Equity Share capital.
c. A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

87. **VOTING BY JOINT-HOLDERS**

In case of joint holders, the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

88. **VOTING BY MEMBER OF UNSOUND MIND**

A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or legal guardian may, on a poll, vote by proxy.

89. **NO RIGHT TO VOTE UNLESS CALLS ARE PAID**

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

90. **VOTING IN RESPECT OF PREFERENCE SHAREHOLDERS**

Every member of the Company holding any preference share capital shall, in respect of such capital, have a right to vote only on resolution or question placed before the Company which directly affect the rights attached to his preference shares. Any Resolution for winding up the Company or for the repayment or reduction of its share capital shall be deemed directly to affect the rights attached to preference shares within the meaning of this clause.

Subject as aforesaid, every member of the Company holding any preference share capital shall in respect of such capital, be entitled to vote on every Resolution or question placed before the Company at any meeting, subject to the provisions of the Act if the dividend due on such capital or any part of such dividend has remained unpaid.

91. **VOTES IN RESPECT OF SHARES OF DECEASED OR INSOLVENT MEMBERS, ETC.**

Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any Shares may vote at any General Meeting in respect thereof as if he was the registered holder of such Shares, provided that at least forty eight (48) hours before the timing of holding the meeting or adjourned meeting, as the case may be, at which he / she proposes to vote, he / she shall duly satisfy the Board of his / her right to such Shares unless the Board shall have previously admitted his / her right to vote at such meeting in respect thereof. Several executors or administrators of a deceased Member in whose name any Share is registered shall for the purpose of this Article be deemed to be Members registered jointly in respect thereof.

92. **PROXY**

Any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

93. **INSTRUMENT OF PROXY**

An instrument appointing a proxy shall be in the form as prescribed under the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing or if appointed by a body corporate under the hand of its officer or attorney duly authorized in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a notarized copy of that power or authority must be deposited at the Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

Subject to the provisions of the Act, the form of proxy shall be two-way proxies enabling the shareholder to vote for/against any resolution

94. **VALIDITY OF PROXY**

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

95. **CORPORATE MEMBERS**

Any body-corporate or corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same

powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

DIRECTOR

96. **NUMBER OF DIRECTORS**

a. Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year.
Provided that the Company may appoint more than fifteen (15) Directors after passing a Special Resolution.

b. The Board of the Company shall include such number of independent Directors as prescribed under Applicable Law ("**Independent Directors**").

c. The first Directors of the Company shall be:

1. Saminathan Saravanan
2. Prabakaran Bhaskaran
3. Surendra Babu Ellappa Raj
4. Bhaskar Jaganathan

CHAIRMAN

The chairman, if any, of the Board of Directors shall be the chairman of the Company and shall preside at the Board as well as at every General Meeting of the Company.

An individual appointed as Managing Director can also be appointed as the Chairman of the Company.

97. **SHARE QUALIFICATION NOT NECESSARY**

Any person whether a Member of the Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any Director.

98. **ADDITIONAL DIRECTORS**

Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Any such additional director shall hold office only up to the date of the upcoming Annual General Meeting, unless his/her appointment is regularized by the shareholders in such Annual General Meeting.

99. **ALTERNATE DIRECTORS**

a. The Board may, appoint a person, not being a person holding any alternate directorship for any other Director in the Company, to act as an alternate director for a Director during his absence for a period of not less than 3 (three) months from India (hereinafter in this Article called the "**Original Director**").

b. An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he returns to India the automatic re-appointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

100. **APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY**

If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by Members in the immediate next General Meeting. The Director so appointed shall hold office only up to the date which the Director in whose place he is appointed would have held office if it had not been vacated.

101. **REMUNERATION OF DIRECTORS**

a. A Director (other than a managing Director or whole-time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.

b. The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where a meeting of the Board or of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.

c. The managing Directors/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part-time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part-time employees.

102. **REMUNERATION FOR EXTRA SERVICES**

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions (which expression shall include work done by Director as a Member of any committee formed by the Directors) in going or residing away from the town in which the Office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act, the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled.

103. **CONTINUING DIRECTOR MAY ACT**

The continuing Directors may act notwithstanding any vacancy in the Board, but if the number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company, but for no other purpose.

104. **VACATION OF OFFICE OF DIRECTOR**

The office of a Director shall be deemed to have been vacated under the circumstances enumerated under Act.

ROTATION AND RETIREMENT OF DIRECTOR

105. **ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR**

At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election.

Provided nevertheless that the managing director / Whole-Time Director appointed or the Directors appointed as a nominee director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

106. **RETIRING DIRECTORS ELIGIBLE FOR RE-ELECTION**

A retiring Director shall be eligible for re-election and the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by electing a person thereto.

107. **WHICH DIRECTOR TO RETIRE**

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.

108. **POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION**

Subject to the provisions of the Act, the Company may by an Ordinary Resolution in General Meeting, remove any Director before the expiration of his period of office after giving him a reasonable opportunity of being heard and may, by an Ordinary Resolution, appoint another person instead.

Provided that an independent director re-appointed for second term under the provisions of the Act shall be removed by the Company only by passing a Special Resolution and after giving him a reasonable opportunity of being heard.

109. **DIRECTORS NOT LIABLE FOR RETIREMENT**

The Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.

PROCEEDINGS OF BOARD OF DIRECTORS

110. **MEETINGS OF THE BOARD**

a. The Board of Directors shall meet at least once in every three (3) months with a maximum gap of one hundred and twenty (120) days between two (2) meetings of the Board for the conduct of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board.

b. The chairman may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at their address registered with the Company, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one independent director, if any.

c. The notice of each meeting of the Board shall include (i) the date and time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

d. To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing or other, audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

111. **QUESTIONS AT BOARD MEETING HOW DECIDED**

Questions arising at any time at a meeting of the Board shall be decided by majority of votes and in case of equality of votes, the Chairman, in his absence the Vice Chairman or the Director presiding shall have a second or casting vote.

112. **QUORUM**

Subject to the provisions of the Act, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

At any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term 'interested director' means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.

To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any Committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting shall contain information regarding the availability of participation through video conferencing, if arranged by the Company. Any Director participating in a meeting by video conferencing shall be counted for the purpose of quorum.

113. **ADJOURNED MEETING**

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or if that day is a national holiday, till the succeeding day, which is not a national holiday at the same time and place or to such other day and at such other time and place as the Directors may determine.

114. **ELECTION OF CHAIRMAN OF BOARD**

a. The Board may elect a chairman of its meeting and determine the period for which he is to hold office.

b. If no such chairman is elected or at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairman of the meeting.

115. **POWERS OF DIRECTORS**

a. The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act or any other applicable law, or by the Memorandum or by the Articles required to be exercised by the Company in a General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other applicable law and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a General Meeting; but no regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

b. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case maybe, by such person and in such manner as the

Board shall from time to time by resolution determine.

116. **DELEGATION OF POWERS**

a. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such members of its body as it thinks fit.

b. Any committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

c. The Board shall from time to time form committees of the Board and the Board shall determine the composition of such committees based on the statutory requirements and the skill sets of the Directors seeking representation of the committees and may also nominate Chairperson of such committees.

117. **ELECTION OF CHAIRMAN OF COMMITTEE**

a. Subject to Article 120, a committee may elect a chairman of its meeting. If no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be the chairman of the committee meeting.

b. The quorum of a committee may be fixed by the Board of Directors.

118. **QUESTIONS HOW DETERMINED**

a. A committee may meet and adjourn as it thinks proper.

b. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present as the case may be and in case of equality of vote, the chairman shall have a second or casting vote, in addition to his vote as a member of the committee.

119. **VALIDITY OF ACTS DONE BY BOARD OR A COMMITTEE**

All acts done by 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 Directors or Committee or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, or that the appointment of any of them was terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director and had not vacated office or his appointment had not been terminated. Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

120. **RESOLUTION BY CIRCULATION**

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee then in India, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through electronic means and approved by such of the Directors as are then in India and by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

121. **MAINTENANCE OF FOREIGN REGISTER**

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit respecting the keeping of any register.

122. **BORROWING POWERS**

a. Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves and securities premium. Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors.

b. The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or managing Director or the manager or any principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office or to any other person permitted by applicable law, if any, within the limits prescribed.

c. To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.

d. Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

123. **NOMINEE DIRECTORS**

a. Subject to the provisions of the Act, so long as any moneys remain owing by the Company to Financial Institutions regulated by the Reserve Bank of India, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company regulated by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies or financial institutions hold or continue to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the "**Corporation**") so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non whole-time (which Director or Director/s is/are hereinafter referred to as "**Nominee Directors/s**") on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).

b. The Nominee Director/s appointed under this Article shall be entitled to receive all notices of

and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

c. The Company may pay the Nominee Director/s sitting fees and reimbursement of expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.

124. **REGISTER OF CHARGES**

The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified.

125. **MANAGING DIRECTOR(S) AND/OR WHOLE TIME DIRECTORS**

a. The Board may from time to time and in accordance with the applicable provisions of the Act, appoint one or more of the Directors to the office of the managing director and/ or whole time directors for such term and subject to such remuneration, terms and conditions as they may think fit.
b. The Directors may from time to time resolve that there shall be either one or more managing directors and/ or whole-time directors.
c. In the event of any vacancy arising in the office of a managing director and/or whole time director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members.
d. If a managing director and/or whole time director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing director/whole time director.
e. The managing director and/or whole time director shall not be liable to retirement by rotation as long as he holds office as managing director or whole-time director.
f. Notwithstanding anything contrary contained in the Articles of Association and in accordance with the applicable law, the Board of Directors shall have the power to appoint the same individual to hold and occupy both the positions, of the Chairman and of the Managing Director or Chief Executive Officer (CEO), in the Company.

126. **POWERS AND DUTIES OF MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR**

The managing director/whole time director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these Articles by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The managing Directors/ whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

127. **REIMBURSEMENT OF EXPENSES**

The managing Directors/whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

128. **COMMON SEAL**

a. The Board may provide for the safe custody of the common seal for the Company and they shall

have power from time to time to destroy the same and substitute a new seal in lieu thereof; and the common seal shall never be used except by the authority of the Board of Directors or a Committee of the Board previously given, in the presence of two of the Directors of the Company or in the presence of at least one Director of the Company and Secretary of the Company or such other person as the Board may appoint in this behalf.

The Company shall also be at liberty to have an Official Seal in accordance with the provisions of the Act, for use in any territory, district or place outside India and such power shall accordingly be vested in the Board or by or under the authority of the Board granted, in favour of any person appointed for the purpose.

b. Every deed or other instrument to which the Seal of the Company is required to be affixed shall be signed by two Directors or at least one Director of the Company and Secretary of the Company or such other person as the Board may appoint in this behalf provided nevertheless that certificates of shares shall be sealed and signed in the manner provided for in these Articles.

c. Save as otherwise expressly provided by the Act, a document or proceeding requiring authentication by the Company may be signed by a Director, the Manager, the Secretary or other authorised officer of the Company and need not be under its Common Seal.

129. **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER**

Subject to the provisions of the Act —

a. A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.

b. A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Further, an individual may be appointed or reappointed as the chairperson of the Company as well as the managing Director or chief executive officer of the Company at the same time.

c. A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

DIVIDEND

130. **COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS**

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

131. **INTERIM DIVIDENDS**

Subject to the provisions of the Act, the Board may from time to time pay to the Members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the company.

132. **RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND**

a. Where capital is paid in advance of calls, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.
b. Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall within seven (7) days from the

date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "[Unpaid Dividend Account of PH1 Industries Limited]".

c. The Company shall, within a period of ninety days of making any transfer of an amount under sub- section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed.

d. If any default is made in transferring the total amount referred to in sub-section (c) or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent. per annum and the interest accruing on such amount shall ensure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.

e. Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer.

f. No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

g. All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

133. **DIVISION OF PROFITS**

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.

134. **DIVIDENDS TO BE APPORTIONED**

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

135. **RESERVE FUNDS**

a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time think fit.

b. The Board may also carry forward any profits when it may consider necessary not to divide, without setting them aside as a reserve.

136. **DEDUCTION OF ARREARS**

Subject to the Act, no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares of or otherwise howsoever whether alone or jointly with any other person or persons and the Board may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the Company.

137. **RETENTION OF DIVIDENDS**

The Board may retain dividends payable upon shares in respect of which any person is, under Articles 55 to 68 hereinbefore contained, entitled to become a Member, until such person shall become a Member in respect of such shares.

138. **RECEIPT OF JOINT HOLDER**

Any one of two or more joint holders of a share may give effective receipt for any dividends, bonuses or other moneys payable in respect of such shares.

139. **DIVIDEND HOW REMITTED**

Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

140. **DIVIDENDS NOT TO BEAR INTEREST**

No dividends shall bear interest against the Company.

141. **TRANSFER OF SHARES AND DIVIDENDS**

Subject to the provisions of the Act, any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

CAPITALISATION OF PROFITS

142. **CAPITALISATION OF PROFITS**

a. The Company by Ordinary Resolution in General Meeting, may, on recommendation of the Board resolve:

   i. that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and

   ii. that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions.

b. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision below, either in or towards:

   i. paying up any amounts for the time being unpaid on shares held by such Members respectively;

   ii. paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid;

   iii. partly in the way specified in sub-clause b(i) and partly that specified in sub- clause b(ii);

   iv. a securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying

up of unissued shares to be issued to Members of the Company as fully paid bonus shares;

v. The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

BONUS

143. **POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE**

a. Whenever such a resolution as aforesaid shall have been passed, the Board shall:

i. make all appropriations and applications of the undivided profits/reserves resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and
ii. generally, do all acts and things required to give effect thereto.

b. The Board shall have full power:

i. to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and
ii. to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or other securities to which they may be entitled upon such 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 amount or any parts of the amounts remaining unpaid on their existing shares.

c. Any agreement made under such authority shall be effective and binding on such Members.

ACCOUNTS

144. **WHERE BOOKS OF ACCOUNTS TO BE KEPT**

The Books of Account shall be kept at the Office or at such other place in India as the Directors think fit in accordance with the applicable provisions of the Act.

145. **INSPECTION BY DIRECTORS**

The books of account and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act.

146. **INSPECTION BY MEMBERS**

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board.

SERVICE OF DOCUMENTS AND NOTICE

147. **MEMBERS TO NOTIFY ADDRESS IN INDIA**

Each registered holder of shares from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

148. **SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS**

If a Member has no registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the region in which Office of the Company is situated shall be deemed to be duly served to him on the day on which the advertisement appears.

149. **SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF MEMBERS**

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

150. **PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS**

Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given:

a. To the Members of the Company as provided by these Articles.
b. To the persons entitled to a share in consequence of the death or insolvency of a Member.
c. To the Directors of the Company.
d. To the auditors for the time being of the Company; in the manner authorized by as in the case of any Member or Members of the Company.

151. **NOTICE BY ADVERTISEMENT**

Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.

152. **MEMBERS BOUND BY DOCUMENT GIVEN TO PREVIOUS HOLDERS**

Every person, who by the operation of law, transfer or other means whatsoever, shall become entitled to any shares, shall be bound by every document in respect of such share which, previously to his name and address being entered in the Register of Members, shall have been duly served on or sent to the person from whom he derived his title to such share.

Any notice to be given by the Company shall be signed by the managing Director or by such Director or Secretary (if any) or Officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

WINDING UP

153. Subject to the applicable provisions of the Act–

a. If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the 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.
b. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.
c. 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.
d. Any person who is or has been a Director or manager, their liability shall be in accordance with

the provisions of the Act.

154. **APPLICATION OF ASSETS**

Subject to the provisions of the Act as to preferential payment the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the Members according to their rights and interests in the Company.

INDEMNITY

155. **DIRECTORS' AND OTHERS' RIGHT TO INDEMNITY**

Subject to the provisions of the Act, every Director and Officer of the Company shall be indemnified by the Company against any liability incurred by him / her including for defending any proceedings or claims or liabilities, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

156. **INSURANCE**

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

SECRECY CLAUSE

157. **SECRECY**

No Member shall be entitled to inspect the Company's works without the permission of the managing director/Directors or to require discovery of any information respectively and detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the managing director/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public.

GENERAL POWER

158. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

159. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**") or of the Act or of the Secretarial Standard issued by the Institute of Company Secretaries of India ("**Secretarial Standards**"), the provisions of the Listing Regulations or the Act or the Secretarial Standards shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations or the Act or the Secretarial Standards, from time to time.

SECTION IX - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, will be delivered to the ROC for registration/submission of the Red Herring Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company and on our website at https://ph1.sqsenterprises.com/ from date of filing of Red Herring Prospectus with ROC on all Working Days until the Bid/Offer Closing Date.

1. Material Contracts for the Offer

i. Offer Agreement dated September 24, 2026 entered into between our Company, the Promoters Selling Shareholders and the Book Running Lead Manager.

ii. Registrar to the Offer Agreement dated September 24, 2026 entered into amongst our Company, the Promoters Selling Shareholders and the Registrar to the Offer.

iii. Tripartite Agreement dated June 24, 2026 between our Company, NSDL and the Registrar to the Offer.

iv. Tripartite Agreement dated June 25, 2026 between our Company, CDSL and the Registrar to the Offer.

v. Syndicate Agreement dated [●] executed between our Company, Book Running Lead Manager and Syndicate Member.

vi. Share Escrow Agreement dated [●], 2026 between our Company, the Promoters Selling Shareholders and the Share Escrow Agent.

vii. Banker to the Offer Agreement dated [●] among our Company, Book Running Lead Manager, Banker to the Offer and the Registrar to the Offer.

viii. Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.

ix. Underwriting Agreement dated [●] amongst our Company and the Underwriters.

x. Monitoring Agreement dated [●] amongst our company and [●].

xi. Sub-Syndicate Agreement dated [●] amongst our Company, Book Running Lead Manager, Syndicate Member and Sub-Syndicate Member

2. Material Documents

(i) Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.

(ii) Certificate of Incorporation dated February 03, 2015 under the Companies Act, 2013 issued by Registrar of Companies, Hyderabad.

(iii) Fresh Certificate of Incorporation dated July 17, 2026 issued to our Company under the name "PH1 Industries Limited"

(iv) The resolution passed by the Board of Directors at its meeting held on September 24, 2026 and the resolution passed by the Shareholders of the Company in AGM held on September 24, 2026 authorizing the Offer.

(v) Resolution of the Board of Directors dated September 24, 2026 taking on record consents of the Promoter Selling Shareholders.

(vi) Resolution of the Board of Directors of the Company dated September 29, 2026 taking on record and approving this Draft Red Herring Prospectus and Draft Abridged Prospectus.

(vii) The examination reports dated September 24, 2026 issued by the Statutory Auditor, on our Company's Restated Financial Statements, included in this Draft Red Herring Prospectus.

(viii) Copies of the Annual Reports of our Company for the Fiscals 2026, 2025 and 2024.

(ix) Statement of Tax Benefits dated September 25, 2026 issued by the Peer Reviewed Auditor i.e., MSPR & Co.

(x) Consent of the Promoter, Directors, the Book Running lead Manager, Legal Counsel, Registrar to the Offer, Bankers to our Company, Company Secretary and Compliance Officer, Chief Financial Officer and Chartered engineer as referred to in their specific capacities.

(xi) Consent letter dated September 29, 2026 of the Statutory Auditor to include their names as experts in relation to their report dated September 24, 2026 on the Restated Financial Information and the Statement of Tax Benefits dated September 25, 2026 included in this Draft Red Herring Prospectus.

(xii) Key Performance Indicator Certificate dated September 24, 2026 from the Statutory Auditor included in this Draft Red Herring Prospectus;

(xiii) In principle listing approval dated [●] issued by National Stock Exchange of India Limited.

(xiv) Due Diligence Certificate dated September 29, 2026 issued by the BRLM.

(xv) Site Visit Report dated July 27, 2026 issued by the BRLM.

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, 2013 and other relevant statutes.

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DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHAIRMAN AND WHOLE-TIME DIRECTOR OF OUR COMPANY

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Mr. Bhaskar J
Chairman and Whole-time Director
(DIN: 07075035)

Date: September 28, 2026
Place: Hyderabad

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE MANAGING DIRECTOR OF OUR COMPANY

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Mr. S Saravanan
Managing Director
(DIN: 07074205)

Date: September 28, 2026
Place: Hyderabad

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE MANAGING DIRECTOR OF OUR COMPANY

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Mr. E Surendra Babu
Managing Director
(DIN: 07074257)

Date: September 28, 2026
Place: Hyderabad

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE WHOLE-TIME DIRECTOR OF OUR COMPANY

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Mr. B Prabakaran
Whole-Time Director
(DIN: 07074224)

Date: September 28, 2026
Place: Hyderabad

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF OUR COMPANY

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Ms. Maya Swaminathan Sinha
Non-Executive Independent Director
(DIN: 03056226)

Date: September 28, 2026
Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF OUR COMPANY

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Mr. Sanal Kumar V
Non-Executive Independent Director
(DIN: 07546821)

Date: September 28, 2026
Place: Chennai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF OUR COMPANY

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Mr. Soumomoy Pal
Non-Executive Independent Director
(DIN: 11855065)

Date: September 28, 2026
Place: Odisha

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

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Mr. Tangudu Laxmikanth
Company Secretary and Compliance Officer

Date: September 28, 2026
Place: Hyderabad

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Mr. Jampala Muralidhar
Chief Financial Officer

Date: September 28, 2026
Place: Hyderabad

DECLARATION

I, Bhaskar J, in my capacity as a Promoter Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me, as a Promoter Selling Shareholder, and my respective portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Promoter Selling Shareholder, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Promoter Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER OF OUR COMPANY

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Bhaskar J

Date: September 28, 2026
Place: Hyderabad

DECLARATION

I, S Saravanan, in my capacity as a Promoter Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me, as a Promoter Selling Shareholder, and my respective portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Promoter Selling Shareholder, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Promoter Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER OF OUR COMPANY

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S Saravanan

Date: September 28, 2026
Place: Hyderabad

DECLARATION

I, E Surendra Babu, in my capacity as a Promoter Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me, as a Promoter Selling Shareholder, and my respective portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Promoter Selling Shareholder, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Promoter Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER OF OUR COMPANY

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E Surendra Babu

Date: September 28, 2026
Place: Hyderabad

DECLARATION

I, B Prabakaran, in my capacity as a Promoter Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me, as a Promoter Selling Shareholder, and my respective portion of the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility, as a Promoter Selling Shareholder, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Promoter Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER OF OUR COMPANY

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B Prabakaran

Date: September 28, 2026
Place: Hyderabad