(Please use this QR Code to view this Red Herring Prospectus and the Abridged Prospectus)

RED HERRING PROSPECTUS
Dated: September 17, 2026
Please read Section 32 of the Companies Act, 2013
(This Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

ADROIT INDUSTRIES (INDIA) LIMITED

CORPORATE IDENTITY NUMBER: U74999MH1995PLC084474

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Gala No. 02, Building No. A-2, Gr. Floor, Print World Industrial Complex, Survey No. 15/1, Mankoli Road, Vehele, Shastrinagar, Bhiwandi, Thane – 421 302, Maharashtra, India	Plot No. 99, Smart Industrial Park, Near Natrip, Dhar, Pithampur – 454 775, Madhya Pradesh, India	Garima Shukla, *Company Secretary and Compliance Officer*	**E-mail**: cs@adroitindustries.com **Telephone**: +91 91711 14099	www.adroitindustries.com

OUR PROMOTERS: SAURABH SANGLA, MUKESH SANGLA, MONIKA SANGLA, SHUBHANGI TRUST, SHREYA TRUST AND SWAN IRRIGATION LLP

DETAILS OF THE OFFER TO THE PUBLIC

TYPE OF OFFER	SIZE OF FRESH ISSUE	SIZE OF OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATION
Fresh Issue and Offer for Sale	Up to 9,897,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million	Up to 1,350,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million	Up to 11,247,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million	This Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). For further details, see "***Other Regulatory and Statutory Disclosures – Eligibility for the Offer***" on page 500. For details in relation to share reservation amongst QIBs, NIBs and RIBs, see "***Offer Structure***" on page 520.

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

NAME OF THE SELLING SHAREHOLDER	TYPE	MAXIMUM NUMBER OF EQUITY SHARES OFFERED / AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE OF VALUE ₹10 EACH (IN ₹)*
Mukesh Sangla HUF	Promoter Group Selling Shareholder	Up to 1,350,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million	3.65

**As certified by the Statutory Auditors vide their certificate dated September 17, 2026*
*For further details, see "**The Offer**" on page 108.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of face value of ₹10 each 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 (as determined by our Company, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "***Basis for the Offer Price***" on page 209, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and 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 Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" on page 28.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Selling Shareholder accepts responsibility for and confirms the statements made or undertaken expressly by it in this Red Herring Prospectus to the extent of information specifically pertaining to it and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Selling Shareholder assumes no responsibility for any other statements in this Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our Company or any other person(s), in this Red Herring Prospectus.

LISTING
The Equity Shares, once offered through this Red Herring Prospectus are proposed to be listed on BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"). For the purpose of the Offer, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER		
Name of the Book Running Lead Manager and Logo	**Contact Person(s)**	**Telephone and Email**
Choice Capital **Choice Capital Advisors Private Limited**	Nimisha Joshi / Aditya Chanani	**Telephone**: +91 22 6707 9999 / 7919 **E-mail:** aiil.ipo@choiceindia.com

REGISTRAR TO THE OFFER		
Name of Registrar and Logo	**Contact Person**	**Telephone and Email**
Bigshare Services Private Limited	Babu Rapheal C	**Telephone:** +91 22 6263 8200 **Email:** ipo@bigshareonline.com

BID/ OFFER PERIOD					
ANCHOR INVESTOR BID/ OFFER PERIOD	Tuesday, September 22, 2026	**BID/ OFFER OPENS ON**	Wednesday, September 23, 2026 [(1)]	**BID/ OFFER CLOSES ON**	Friday, September 25, 2026[(2)]

[(1)]Our Company may, in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs 1 (one) Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

[(2)]The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.

RED HERRING PROSPECTUS
Dated: September 17, 2026
Please read Section 32 of the Companies Act, 2013
(This Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

ADROIT INDUSTRIES (INDIA) LIMITED

Our Company was originally formed as a partnership firm under the Indian Partnership Act, 1932 under the name 'M/s Adroit Industries India' pursuant to a deed of partnership dated March 09, 1966, and was re-constituted, pursuant to a deed of partnership dated June 02, 1994. 'M/s Adroit Industries India' was thereafter converted from a partnership firm to a public limited company, under Part IX of the erstwhile Companies Act, 1956, as 'Adroit Industries (India) Limited, and a Certificate of Incorporation dated January 09, 1995 was issued by the Deputy Registrar of Companies, Maharashtra, Mumbai.

Corporate Identity Number: U74999MH1995PLC084474

Registered Office: Gala No.02, Building No. A-2, Gr. Floor, Print World Industrial Complex, Survey No. 15/1, Mankoli Road, Vehele, Shastrinagar, Bhiwandi, Thane – 421 302, Maharashtra, India

Corporate Office: Plot No. 99, Smart Industrial Park, Near Natrip, Dhar, Pithampur – 454 775, Madhya Pradesh, India

Contact Person: Garima Shukla, Company Secretary and Compliance Officer

Telephone: +91 91711 14099

E-mail: cs@adroitindustries.com; **Website**: www.adroitindustries.com

OUR PROMOTERS: SAURABH SANGLA, MUKESH SANGLA, MONIKA SANGLA, SHUBHANGI TRUST, SHREYA TRUST AND SWAN IRRIGATION LLP

INITIAL PUBLIC OFFERING OF UP TO 11,247,000 OF ₹10 EACH ("EQUITY SHARES") OF ADROIT INDUSTRIES (INDIA) LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO 9,897,000 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 1,350,000 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY MUKESH SANGLA HUF ("PROMOTER GROUP SELLING SHAREHOLDER") ("OFFER FOR SALE", AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER").

THE FACE VALUE OF THE EQUITY SHARES IS ₹10 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITIONS OF BUSINESS STANDARD , THE ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF THE BUSINESS STANDARD HINDI NATIONAL DAILY NEWSPAPER, AND MUMBAI EDITION OF NAVSAKTI MARATHI DAILY NEWSPAPER MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SUCH ADVERTISEMENT SHALL BE MADE AVAILABLE TO THE BSE LIMITED (THE "BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (THE "NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

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

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"), provided that our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which 40% shall be available for allocation as follows: (i) 33.33% for 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 Offer Price. In case the aggregate demand from Life Insurance Companies and Pension Funds is less than 6.67%, the remaining Equity Shares will be added to the portion allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the remaining QIB Portion ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from the Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, out of which (a) one-third of such portion shall be reserved for Bidders with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-thirds of such portion shall be reserved for Bidders with application size of more than ₹1.00 million provided that the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders; and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders (except Anchor Investors) are mandatorily required to utilize the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Banks under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For further details, see "***Offer Procedure***" beginning on page 524.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10 each. The Offer Price, Floor Price, Cap Price and Price Band (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 "***Basis for Offer Price***" on page 209 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Company 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 Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" on page 28.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, the Selling Shareholder accepts responsibility for and confirms the statements made or undertaken expressly by it in this Red Herring Prospectus to the extent of information specifically pertaining to it and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received an 'in-principle' approval from each of the BSE and the NSE for the listing of the Equity Shares pursuant to their letters dated July 10, 2026, each. For the purposes of the Offer, the Designated Stock Exchange shall be National Stock Exchange of India Limited. A signed copy of this Red Herring Prospectus and the Prospectus shall be delivered to the RoC in accordance with the Companies Act, 2013, as amended from time to time. For details of the material contracts and documents that will be available for inspection from the date of this Red Herring Prospectus up to the Bid/Offer Closing Date, see "***Material Contracts and* Documents *for Inspection***" beginning on page 584.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
Choice Capital	
Choice Capital Advisors Private Limited Sunil Patodia Tower, Plot No. 156-158 J.B. Nagar, Andheri (East) Mumbai – 400 099, Maharashtra, India **Telephone:** +91 22 6707 9999 / 7919 **Email:** aiil.ipo@choiceindia.com **Investor Grievance Email:** investorgrievances_advisors@choiceindia.com **Website**: www.choiceindia.com/merchant-investment-banking **Contact Person:** Nimisha Joshi / Aditya Chanani **SEBI Registration No**: INM000011872	**Bigshare Services Private Limited** Office No. S6-2, 6th Floor Pinnacle Business Park Next to Ahura Center Mahakali Caves Road Andheri East Mumbai – 400 093 Maharashtra, India **Telephone:** +91 022 6263 8200 **E-mail:** ipo@bigshareonline.com **Investor Grievance Email:** investor@bigshareonline.com **Website:** www.bigshareonline.com **Contact Person:** Babu Rapheal C **SEBI Registration No.:** INR000001385

BID/ OFFER PERIOD

ANCHOR INVESTOR BID/ OFFER PERIOD	Tuesday, September 22, 2026	**BID/ OFFER OPENS ON**	Wednesday, September 23, 2026 (1)	**BID/ OFFER CLOSES ON**	Friday, September 25, 2026(2)

(1) *Our Company may, in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs 1 (one) Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

(2) *The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or our Articles of Association, Memorandum of Association, policies shall be to such legislation, act or regulation, as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

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

*Notwithstanding the foregoing, terms used in "**Basis for Offer Price**", "**Statement of Possible Special Tax Benefits**", "**Industry Overview**", "**Our Business**", "**Key Regulations and Policies in India**", "**Restated Consolidated Financial Information**", "**History and Certain Corporate Matters**", "**Financial Indebtedness**", "**Other Regulatory and Statutory Disclosures**", "**Outstanding Litigations and Material Developments**" and "**Description of Equity Shares and Terms of Articles of Association**" on pages 209, 221, 226, 300, 345, 395, 355, 450, 499, 485* and *547 respectively, shall have the meaning ascribed to such terms in those respective sections.*

General Terms

Term	Description
"Our Company" or "the "Company"	Adroit Industries (India) Limited, a public limited company incorporated in India under the erstwhile Companies Act, 1956, whose registered office is situated at Gala No.02, Building No. A-2, Gr. Floor, Print World Industrial Complex, Survey No. 15/1, Mankoli Road, Vehele, Shastrinagar, Bhiwandi, Thane – 421 302, Maharashtra, India
"We" or "us" or "our"	Unless the context otherwise requires or implies, refers to our Company
"You" or "your" or "yours"	Prospective investors in this Offer

Company Related Terms

Term	Description
"AoA" or "Articles or Articles of Association"	The articles of association of our Company, as amended from time to time.
"Audit Committee"	The Audit Committee of our Board, as described in "***Our Management – Committees of the Board – Audit Committee***" on page 371.
"Auditors" or "Statutory Auditors"	The statutory auditors of our Company, namely, Ashok Khasgiwala & Co. LLP, Chartered Accountants.
"Board or "Board of Directors" or "our Board"	The Board of Directors of our Company. For details, see "***Our Management***" beginning on page 364.
"Chairman" or "Chairman and Managing Director" or "Managing Director"	The Chairman and Managing director of our Company, namely, Saurabh Sangla. For further information, see "***Our Management – Brief profiles of our Directors***" on page 366.
"Chief Financial Officer" or "CFO"	The Chief Financial Officer of our Company, namely, B.R. Patidar. For further details see, "***Our Management – Key Managerial Personnel and Senior Management Personnel***" on page 378.
Committee(s)	The duly constituted committee(s) of the Board of Directors as constituted from time to time.
"Company Secretary and Compliance Officer"	The Company Secretary and Compliance officer of our Company, namely, Garima Sukhla. For further details see, "***Our Management – Key Managerial Personnel and Senior Management Personnel***" on page 378.

Term	Description
"Corporate Social Responsibility Committee" or "CSR Committee"	Corporate social responsibility committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 read with rules framed thereunder and as described in "***Our Management – Committees of the Board – Corporate Social Responsibility Committee***" on page 376.
"Corporate Office"	The corporate office of our Company, situated at Plot No. 99, Smart Industrial Park, Near Natrip, Dhar, Pithampur – 454 775, Madhya Pradesh, India
"Dewas Facility"	Our manufacturing facility situated at Plot no. 5 A-1 and 5 B, Industrial Area, A.B. Road No. 2, Dewas, Indore, Madhya Pradesh, India.
"Director(s)"	The directors on our Board. For details see, "***Our Management***" on page 364.
"Equity Shares"	The Equity shares of our Company of face value of ₹10 each, unless otherwise specified in the context thereof.
"Executive Director"	The executive director of our Company. For further details of our Executive Director, see "***Our Management – Board of Directors***" on page 364.
"Group Company(ies)"	Our group companies as described in "***Our Group Companies***" beginning on page 391, namely: Signet Industries Limited and Kozzby International Private Limited
"Independent Chartered Engineer"	The independent chartered engineer appointed by our Company, namely, Sunil Garg.
"Independent Directors(s)" or "Non-Executive Independent Director(s)"	The non-executive independent director(s) on our Board, as described in "***Our Management – Board of Directors***" beginning on page 364.
"Key Managerial Personnel" or "KMP"	The key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in "***Our Management – Key Managerial Personnel and Senior Management Personnel***" beginning on page 378.
"Key Performance Indicator" or "KPI"	Key financial and operational performance indictors of our Company, as included in "***Basis for the Offer Price***" on page 209.
"Materiality Policy"	The policy adopted by our Board on March 17, 2026, for identification of material outstanding civil litigation, identification of material group companies and identification of material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations.
"Material Subsidiary"	In terms of Schedule VI Para 9(L) of the SEBI ICDR Regulations and Regulation 16 of SEBI Listing Regulations Adroit Driveshafts Private Limited as used in section "***Statement of Special Tax Benefits***" on page 221. In terms of Regulation 16 of SEBI Listing Regulations and Schedule VI Paragraph 12 (B) (2) of the SEBI ICDR Regulations, Adroit Driveshafts Private Limited., as used in the section, "***Government and Other Approvals***" on page 493. In terms of Schedule VI Para 11(I)(A)(ii) of the SEBI ICDR Regulations, for the purposes of uploading separate audited standalone financial statements for the three full financial years immediately preceding this Red Herring Prospectus on the website of our Company, Adroit Driveshafts Private Limited is considered as '***Material Subsidiary***'as described in "***Other Financial Information***" on page 448.

Term	Description
"MOA" or "Memorandum" or "Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended from time to time.
"Nomination and Remuneration Committee"	The nomination and remuneration committee of our Board of Directors as described in "***Our Management – Committees of the Board – Nomination and Remuneration Committee***" beginning on page 374.
"Non-Executive Director(s)"	Non-Executive directors (other than the Independent Directors) on our Board, as described in "***Our Management***" beginning on page 364.
"Previous DRHP"	The Company had filed a Draft Prospectus dated February 07, 2011 with the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited, and filed another Draft Prospectus dated June 05, 2017 with the EMERGE Platform of the National Stock Exchange of India Limited, respectively, with the objective of offering its equity shares to the public and listing them on the stock exchange. The Previous DRHP stands replaced in its entirety by the Draft Red Herring Prospectus dated March 30, 2026.
"Pithampur Facility"	Our manufacturing facility situated at Plot No. 99, Smart Industrial Park, Industrial Area, Pithampur, District: Dhar, Madhya Pradesh, India
"Promoter(s)"	The Promoters of our Company, namely Saurabh Sangla, Mukesh Sangla, Monika Sangla, Shubhangi Trust and Shreya Trust and Swan Irrigation LLP. For details, see "***Our Promoters and Promoter Group***" on page 381.
"Promoter Group"	The entities and individuals constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in "***Our Promoters and Promoter Group***" on page 381.
"Promoter Group Selling Shareholder"	Mukesh Sangla HUF
"Registered Office"	The registered office of our Company, situated at Gala No.02, Building No. A-2, Gr. Floor, Print World Industrial Complex, Survey No. 15/1, Mankoli Road, Vehele, Shastrinagar, Bhiwandi, Thane – 421 302, Maharashtra, India
"Registrar of Companies" or "RoC"	Registrar of Companies, Mumbai II. For further details, see "***General Information***" on page 123
"Restated Consolidated Financial Information" or "Restated Consolidated Financial Statements" or "Restated Financial Information" or "Restated Financial Statements"	Restated consolidated financial information of our Company and our Subsidiaries as at and for Fiscals ended 2026, 2025 and 2024 derived from the restated consolidated statement of assets and liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024 the restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of changes in equity and restated consolidated statement of cash flows for the year ended March 31, 2026, March 31, 2025 and March 31, 2024 and the summary of material accounting policies and explanatory notes (collectively, "the Restated Consolidated Financial Information"), prepared in accordance with Ind AS and as per requirement of Section of I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations, as amended and the Guidance Note on 'Reports in Company Prospectuses (Revised 2019)' issued by the Institute of Chartered Accountants of India, as amended from time to time
"Sanwer Facility"	Our manufacturing facility situated at Plots 44-59, Sector D2, Industrial Area, Sanwer Road, Indore – 452 015, Madhya Pradesh, India.
"Senior Management" or "SMP"	Senior Management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "***Our Management – Key Managerial Personnel and Senior Management***" on page 378.
"Shareholders" or "Members"	The equity shareholders of our Company, whose names are entered into (i)

Term	Description
	the register of members of our Company; or (ii) the records of a depository as a beneficial owner of Equity Shares, from time to time.
"Stakeholders' Relationship Committee"	The stakeholders' relationship committee of our Board, as described in "***Our Management – Committees of the Board – Stakeholders' Relationship Committee***" on page 376.
"Subsidiary" or "our Subsidiary" or "Subsidiaries"	The subsidiaries of our Company as on the date of this Red Herring Prospectus, namely (a) Adroit Driveshafts Private Limited; and (b) Adroit Driveshafts Canada Limited (c) Adroit Driveshafts USA LLC as described in "***History and Certain Corporate Matters – Our Subsidiaries***" on page 359.

Offer Related Terms

Term	Description
"Abridged Prospectus"	The memorandum dated September 17, 2026 containing such salient features of this Red Herring Prospectus as may be specified by the SEBI in this regard.
"Acknowledgement Slip"	The slip or document issued by a Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Offer of Equity Shares to the successful Applicants.
"Allotment Advice"	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
"Allottee"	A successful Bidder to whom the Equity Shares are Allotted.
"Anchor Investor(s)"	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion with a minimum Bid of ₹100.00 million in accordance with the requirements specified in the SEBI ICDR Regulations and this Red Herring Prospectus.
"Anchor Investor Allocation Price"	The price at which the Equity Shares will be allocated to the Anchor Investors in terms of this Red Herring Prospectus and Prospectus, which will be decided by our Company, in consultation with the BRLM, during the Anchor Investor Bidding Date.
"Anchor Investor Application Form"	The 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 accordance with the requirements specified under the SEBI ICDR Regulations and this Red Herring Prospectus and the Prospectus.
"Anchor Investor Bid/ Offer Period" or "Anchor Investor Bidding Date"	The day, being one Working Day prior to the Bid/ Offer Opening Date i.e., Tuesday, September 22, 2026, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
"Anchor Investor Offer Price"	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLM.
"Anchor Investor Pay-in Date"	With respect to the Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, a date not later than 1 (one) Working Days after the Bid/ Offer Closing Date.
"Anchor Investor Portion"	Up to 60% of the QIB Portion, which may be allocated by our Company in consultation with the BRLM, to the Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. 40% of the Anchor Investor Portion shall be reserved as follows: (i) 33.33%

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	for 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 Offer Price, in accordance with the SEBI ICDR Regulations.
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid by authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using UPI, where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.
"ASBA Account"	A bank account maintained with an SCSB by an ASBA Bidder and specified in the Bid cum Application Form which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by a Bidder (other than a Bid by an Anchor Investor) and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked upon acceptance of a UPI Mandate Request made by UPI Bidders using the UPI Mechanism.
"ASBA Bid"	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.
"ASBA Bidders"	All Bidders except Anchor Investors.
"ASBA Form"	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus.
"Banker(s) to the Offer"	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and Sponsor Bank, as the case may be.
"Basis of Allotment"	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "***Offer Procedure***" on page 524.
"Bid(s)"	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto, in accordance with the SEBI ICDR Regulations and this Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
"Bid Amount"	In relation to each Bid, the highest value of the Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder, and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of such Bid.
"Bid cum Application Form"	The Anchor Investor Application Form or the ASBA Form, as the case may be.
"Bid Lot"	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
"Bid/Offer Closing Date"	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bids, being Friday, September 25, 2026, which shall be published in all editions of Business Standard, an English national daily newspaper, all editions of Business Standard Hindi an Hindi national daily newspaper and Mumbai editions of Navsakti a Marathi daily newspaper (Marathi being the regional language of Maharashtra, India where our Registered Office is located), each with wide circulation.

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	Our Company, in consultation with the Book Running Lead Manager, 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 shall also be notified on the websites of the BRLM and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Banks, which shall also be notified in a public notice in the 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 any Bids received from Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being Wednesday, September 23, 2026, which shall be published in all editions of Business Standard, an English national daily newspaper, all editions of Buisness Standard Hindi a Hindi national daily newspaper and Mumbai editions of Navsakti a Marathi daily newspaper (Marathi being the regional language of Maharashtra, India where our Registered Office is located), each with wide circulation.
"Bid/Offer Period"	Except in relation to the Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations, provided that such period shall be kept open for a minimum of 3 (three) Working Days for all categories of Bidders, other than Anchor Investors. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of 1 (one) Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. 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.
"Bidder(s)" or "Investor(s)" or "Applicant(s)"	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
"Bidding Centers"	The centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
"Book Building Process"	The book building process as described in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
"Book Running Lead Manager" or "BRLM"	The book running lead manager to the Offer, being Choice Capital Advisors Private Limited.
"Broker Centers"	The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, using the UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
"CAN" or "Confirmation of Allocation Note"	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid/Offer Period.
"Cap Price"	The higher end of the Price Band, subject to any revision thereto, above which the Offer Price and the Anchor Investor Offer Price will not be

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	finalized and above which no Bids will be accepted, and which shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price.
"Cash Escrow and Sponsor Bank Agreement"	Agreement dated September 15, 2026, entered into among our Company, the Selling Shareholder, the BRLM, the Bankers to the Offer, Syndicate Members and Registrar to the Offer for, *inter alia*, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
"CareEdge Research"	CARE Analytics & Advisory Private Limited
"CareEdge Report"	An Industry report titled "***Research Report on Propeller Shaft Industry***" dated March 30, 2026 and updated on September 3, 2026, prepared by CARE Analytics & Advisory Private Limited, appointed by our Company pursuant to arrangement dated September 25, 2025, exclusively commissioned by and paid for in connection with the Offer and is available on the website of our Company at www.adroitindustries.com
"Client ID"	Client identification number maintained with one of the Depositories in relation to dematerialised account.
"Collecting Depository Participant(s)" or "CDP(s)"	A depository participant, as defined under the Depositories Act, 1996 and registered under Section 12 (1A) of the SEBI Act and who is eligible to procure Bids at the Designated CDP Locations in terms of SEBI circular no. CIR /CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars and as per the list available on the websites of the Stock Exchanges, as updated from time to time.
"Cut-off Price"	The Offer Price finalized by our Company, in consultation with the BRLM, which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. No other category of Bidders is entitled to Bid at the Cut-off Price.
"Demographic Details"	The demographic details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable.
"Designated CDP Locations"	Such locations of the CDPs where ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time.
"Designated Date"	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account(s) to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account, as the case may be, in terms of this Red Herring prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted to successful Bidders in the Offer.
"Designated Intermediary(ies)"	Collectively, the Syndicate, Sub-Syndicate Members, SCSBs (other than in relation to UPI Bidders using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders in the Offer. In relation to ASBA Forms submitted by Retail Individual Bidders Bidding in the Retail Portion by authorizing an SCSB to block the Bid

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	Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder, as the case may be, using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs.
"Designated RTA Locations"	Such locations of the RTAs where Bidders can submit the ASBA Forms to the RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), updated from time to time.
"Designated SCSB Branches"	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
"Designated Stock Exchange"	Natioanl Stock Exchnage of India Limited
"Draft Abridged Prospectus"	The memorandum dated March 30, 2026 containing such salient features of the Draft Red Herring Prospectus as may be specified by the SEBI in this regard.
"Draft Red Herring Prospectus" or "DRHP"	The draft red herring prospectus dated March 30, 2026 filed with the SEBI and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto.
"Eligible FPI(s)"	FPIs that are eligible to participate in the Offer from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus will constitute an invitation to purchase the Equity Shares offered thereby.
"Eligible NRI(s)"	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus will constitute an invitation to subscribe to or purchase the Equity Shares offered thereby.
"Escrow Account(s)"	Account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit or NACH or NEFT or RTGS in respect of the Bid Amount when submitting a Bid.
"Escrow Collection Bank(s)"	Banks which are clearing members and registered with SEBI as bankers to an offer under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being Kotak Mahindra Bank Limited.
"First Bidder" or "Sole Bidder"	Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears as the first holder of the beneficiary account held in joint names.
"Floor Price"	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be

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	finalized and below which no Bids will be accepted.
"Fresh Issue"	Fresh issue of up to 9,897,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million by our Company. For further information, see "***The Offer***" on page 108.
"General Information Document" or "GDI"	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLM.
"Gross Proceeds"	Gross proceeds of the Fresh Issue that will be available to our Company.
"Life Insurance Company(ies)"	Life insurance companies registered with the Insurance Regulatory and Development Authority of India under the provisions of the Insurance Act, 1938
"Monitoring Agency"	Acer Credit Rating Private Limited, being a credit rating agency registered with SEBI
"Monitoring Agency Agreement"	Monitoring agency agreement dated September 3, 2026, entered into between our Company and the Monitoring Agency.
"Mutual Fund Portion"	5% of the Net QIB Portion (excluding the Anchor Investor Portion), or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
"Mutual Funds"	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
"Net Proceeds"	The proceeds of the Fresh Issue less our Company's share of the Offer related expenses. For further information regarding use of the Net Proceeds and the Offer related expenses, see "***Objects of the Offer***" beginning on page 182.
"Net QIB Portion"	The QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
"Non-Institutional Bidders" or "NIBs"	All Bidders that are not QIBs or Retail Individual Bidders, and who have Bid for Equity Shares for an amount of more than ₹0.20 million (but not including NRIs other than Eligible NRIs).
"Non-Institutional Portion"	The portion of the Offer being not less than 15% of the Offer, or [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, out of which (a) one-third of such portion shall be reserved for Bidders with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-thirds of such portion shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price.
"Offer"	The initial public offer of up to 11,247,000 Equity Shares of face value ₹10 per Equity Share aggregating up to ₹[●] comprising the Fresh Issue and the Offer for Sale. For further information, see "***The Offer***" on page 108.
"Offer Agreement"	The agreement dated March 30, 2026 entered into by and among our Company, the Selling Shareholder and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Offer.
"Offer for Sale"	The offer for sale of up to 1,350,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million by the Selling Shareholder. For further information, please see section titled "***The Offer***" on page 108.
"Offer Price"	₹[●] per Equity Share, the final price (within the Price Band) at which Equity Shares will be Allotted to successful Bidders (except for the

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	Anchor Investors) in terms of this Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company, in consultation with the BRLM, on the Pricing Date in accordance with the Book Building Process and this Red Herring Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price.
"Offer Proceeds"	The Proceeds and the proceeds of the Offer for Sale, which shall be available to the Selling Shareholder. For further information about use of the Offer Proceeds, see "***Objects of the Offer***" beginning on page 182.
"Offered Shares"	Up to 1,350,000 Equity Shares of face value ₹10 each aggregating up to ₹[●] being offered for sale by the Selling Shareholder in the Offer for Sale.
"Pension Fund(s)"	A fund registered with the Pension Fund Regulatory and Development Authority under the provisions of the Pension Fund Regulatory and Development Authority Act, 2013.
"Price Band"	Price band of a minimum price of ₹[●] per Equity Share (i.e., *the Floor Price)* and the maximum price of ₹[●] per Equity Share (i.e., the Cap Price), including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company in consultation with the BRLM and shall be advertised in all editions of Business Standard the English national daily newspaper, all editions of Business Standard Hindi the Hindi national daily newspaper and Mumbai editions of Navsakti the Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
"Pricing Date"	The date on which our Company, in consultation with the BRLM, will finalize the Offer Price.
"Prospectus"	The prospectus for the Offer to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act and the SEBI ICDR Regulations, containing, *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.
"Public Offer Account(s)"	'No-lien' and 'non-interest-bearing' bank account(s) to be opened in accordance with Section 40(3) of the Companies Act, with the Public Offer Account Bank to receive money from the Escrow Account(s) and the ASBA Accounts maintained with the SCSBs on the Designated Date.
"Public Offer Account Bank(s)"	The bank(s) which are clearing members and registered with the SEBI as bankers to an Offer and with which the Public Offer Account(s) shall be opened for collection of Bid Amounts from the Escrow Account(s) and ASBA Accounts on the Designated Date, being, Kotak Mahindra Bank Limited.
"QIB Portion"	The portion of the Offer being not more than 50% of the Offer, or not more than [●] Equity Shares, which shall be available for allocation on a proportionate basis to QIBs, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price or the Anchor Investor Offer Price, as applicable.
"Qualified Institutional Buyer(s)" or "QIB(s)" or "QIB Bidder(s)"	Qualified institutional buyer(s) as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
"Red Herring Prospectus" or "RHP"	This red herring prospectus dated September 17, 2026 for the Offer issued by our Company in accordance with Section 32 of the Companies Act and the SEBI ICDR Regulations, which does not have complete particulars of the Offer Price, including any addenda or corrigenda

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	thereto. This Red Herring Prospectus has been filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date.
"Refund Account(s)"	Account opened with the Refund Bank(s) from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made.
"Refund Bank(s)"	The bank(s) which are clearing member(s) registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account(s) will be opened, in this case being, Kotak Mahindra Bank Limited.
"Registered Brokers"	The stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of the circular (No. CIR/CFD/14/2012) dated October 4, 2012 (to the extent not rescinded by the SEBI ICDR Master Circular) and the UPI Circulars issued by the SEBI.
"Registrar Agreement"	The agreement dated March 28, 2026 entered into among our Company, the Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with the SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the SEBI RTA Master Circular read with the SEBI ICDR Master Circular and the lists available on the website of the BSE and NSE, and the UPI Circulars.
"Registrar to the Offer" or "Registrar"	Bigshare Services Private Limited
"Retail Individual Bidders" or "RIBs"	Individual Bidders submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹0.2 million in any of the bidding options in the Offer (including HUFs applying through their karta) and Eligible NRIs.
"Retail Portion"	The portion of the Offer being not less than 35% of the Offer, or [●] Equity Shares of face value ₹10 each, which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
"Revision Form"	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in their Bid cum Application Forms or any previous Revision Forms. QIBs and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of the quantity of Equity Shares or the Bid Amount) at any stage. Only Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date.
"Self-Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA (other than through the UPI Mechanism), where the Bid Amount will be blocked by authorizing an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and as updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI mechanism is

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	provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and as updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
"Selling Shareholder" or "Promoter Group Selling Shareholder"	Mukesh Sangla HUF
"Share Escrow Agent"	Share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, Bigshare Services Private Limited.
"Share Escrow Agreement"	Agreement dated September 15, 2026 entered among our Company, the Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholder and the credit of the Equity Shares to the demat account of the Allottees.
"Specified Locations"	Bidding Centres where the Syndicate will accept ASBA Forms from the ASBA Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and as updated from time to time.
"Sponsor Bank"	Kotak Mahindra Bank Limited, being a Banker to the Offer, appointed by our Company to act as conduits between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders and carry out other responsibilities, in terms of the UPI Circulars.
"Stock Exchanges"	BSE Limited and National Stock Exchange of India Limited.
"Sub-Syndicate Members"	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms.
"Syndicate" or "Members of the Syndicate"	Together, the BRLM and the Syndicate Members.
"Syndicate Agreement"	Agreement dated September 15, 2026, entered into among the members of the Syndicate, the Selling Shareholder and our Company in relation to the collection of Bid cum Application Forms by the members of the Syndicate.
"Syndicate Members"	Syndicate members to the Offer as defined in Regulation 2(1)(hhhh) of the SEBI ICDR Regulations, being Choice Equity Broking Private Limited.
"Systemically Important NBFC"	In the context of a Bidder, a systemically important non-banking financial company registered with the RBI and as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
"Underwriters"	[●]
"Underwriting Agreement"	The agreement among the Underwriters, the Selling Shareholder and our Company to be entered into on or after the Pricing Date but prior to the filing of the Prospectus with the RoC.
"Unified Payments Interface or UPI"	An instant payment mechanism developed by the NPCI.
"UPI Bidders"	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion; (ii) individuals applying as Non-Institutional Bidders with an application size of up to ₹0.50 million in the Non-Institutional Portion. Pursuant to the SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹0.50 million shall use the UPI Mechanism and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on

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	the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
"UPI Circulars"	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and the SEBI ICDR Master Circular, SEBI RTA Master Circular (to the extent it pertains to UPI) along with the circulars issued by the NSE having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022 and the notices 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 or the Stock Exchanges in this regard.
"UPI ID"	An ID created on the UPI for single-window mobile payment system developed by the NPCI.
"UPI Mandate Request"	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Banks to authorize blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
"UPI Mechanism"	The bidding mechanism that may be used by an UPI Bidder in accordance with the UPI Circulars to make an ASBA Bid in the Offer.
"UPI PIN"	Password to authenticate UPI transaction.
"Working Day"	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and Bid/Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. In respect of the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays in India, in accordance with circulars issued by SEBI, including the UPI Circulars.

Technical / Industry / Business related terms

Term	Description
“2W”	Two-Wheeler
“3W”	Three-Wheeler
“4WD”	Four-wheel drive
“4X4”	Four by four (four-wheel drive)
“AAT”	Advanced Automotive Technology
“ABS”	Anti-lock Braking System
“ACC”	Advanced Chemistry Cell
“ACMA”	Automotive Component Manufacturers Association of India
“ADAS”	Advanced Driver Assistance Systems
“ALH”	Advanced Light Helicopter
“ARAI”	Automotive Research Association of India
“ATAGS”	Advanced Towed Artillery Gun System
“AWD”	All wheel drive
“BFSI”	Banking, Financial Services, and Insurance.
“Bio-CNG”	Bio-Compressed Natural Gas
“BIS”	Bureau of Indian Standards
“BMS”	Battery Management System
“BSVI”	Bharat Stage 6
“CASE”	Connected, Autonomous, Shared, and Electric
“CMIE”	Centre for Monitoring Indian Economy
“CNG”	Compressed Natural Gas
“CPI”	Consumer Price Index
“CV”	Commercial Vehicles
“CV-Joints”	Constant-Velocity Joints
“DFC”	Dedicated Freight Corridors
“DPEPP”	Defence Production and Export Promotion Policy
“E-Axles”	Electric Axles
“E-Buses”	Electric Buses
“E-Trucks”	Electric Trucks
“ECU”	Electronic Control Units
“EMUs”	Electric Multiple Units
“ESC”	Electronic Stability Control
“EV”	Electric Vehicles
“FADA”	Federation of Automobile Dealers Associations of India
“FAME”	Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles
“FE”	Final Estimates
“FRE”	First Revised Estimates
“FSI”	Floor Space Index
“FTA”	Free Trade Agreements
“GCC”	Global Capability Centers
“GNDI”	Gross National Disposable Income
“GVA”	Gross Value Added
“HDG”	Heavy Duty Goods
“HSR”	High-Speed Rail

Term	Description
“HVAC”	Heating, Ventilation, and Air Conditioning
“ICAT”	International Centre for Automotive Technology
“ICE”	Internal Combustion Engine
“ICF”	Integral Coach Factory
“IMD”	India Meteorological Department
“IMF – WEO”	International Monetary Fund - World Economic Outlook
“ITeS”	Information Technology Enabled Service
“IWT”	Inland Waterways Transport
“JNPT”	Jawaharlal Nehru Port Trust
“LCA Tejas”	Light Combat Aircraft Tejas
“LCV”	Light Commercial Vehicles
“LHB”	Linke Hofmann Busch
“LNG”	Liquefied Natural Ga
“LUH”	Light Utility Helicopter
“M&HCV”	Medium & Heavy Commercial Vehicles
“MBT Arjun”	Main Battle Tank Arjun
“MCF”	Modern Coach Factory
“MoRTH”	Ministry of Road Transport and Highways
“MOSPI”	Ministry of Statistics and Programme Implementation
“MW”	Megawatt
“NATRAX”	National Automotive Test Tracks
“NIP”	National Infrastructure Pipeline
“NVH”	Noise, Vibration, Harshness
“OEM”	Original equipment manufacturer
“PE”	Provisional Estimates
“PE”	Private Equity
“PFCE”	Private Final Consumption Expenditure
“PCFC”	Packing credit in foreign currency
“PLI”	Production-Linked Incentive
“PM E-Drive”	PM Electric Drive Revolution in Innovative Vehicle Enhancement
“PPP”	Public Private Partnership
“PV”	Passenger Vehicles
“QCOs”	Quality Control Orders
“RCF”	Rail Coach Factory
“REITs”	Real Estate Investment Trust.
“RWD”	Rear wheel drive
“Sale of Products”	Sale of products shall mean sale of machined products and vice versa
“SDP”	State Domestic Product
“SFAP”	Shipbuilding Financial Assistance Policy
“SIAM”	Society of India Automobile Manufacturers
“SIPRI”	Stockholm International Peace Research Institute.
“SKU”	Stock keeping unit
“SUV”	Special Utility Vehicles
“Tier 1 driveline component suppliers”	According to ACMA, Tier-1 driveline component suppliers are companies that supply components directly to OEM manufacturers in the country, including ordnance factories producing vehicles

Term	Description
“U-Joints”	Universal Joints
“UV”	Utility Vehicles
“WAP-7”	Wide Gauge (Broad Gauge) + AC Current + Passenger + 7th Generation
“WAG-9”	Wide AC Goods, 9th generation
“WAG-12B”	Wide AC Goods Traffic, 12,000 Horsepower

Conventional and General Terms / Abbreviations

Term	Description
"Adhoc STL"	Adhoc short term loan
"Alternative Investment Funds or AIFs"	Alternative investment funds as defined in, and registered under, the SEBI AIF Regulations
"A.Y." or "AY"	Assessment Year
"A/C"	Account
"AGM"	Annual General Meeting
"AMC"	Annual maintenance contract
"AS" or "Accounting Standard"	Accounting Standards as issued by the Institute of Chartered Accountants of India
"Associate"	A person who is an associate of the issuer and as defined under the Companies Act, 2013
"B2B"	Business-to-business
"Banking Regulation Act"	The Banking Regulation Act, 1949
"Bn" or "bn"	Billion
"BSE"	BSE Limited
"CAGR"	Compound Annual Growth Rate
"CC"	Cash credit
"Category I FPI"	FPIs registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
"Category II FPI"	FPIs registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
"CDSL"	Central Depository Services (India) Limited.
"CIN"	Corporate Identity Number.
"Companies Act, 1956"	The erstwhile Companies Act, 1956, read with the rules, regulations, clarifications and modifications notified thereunder
"Companies Act, 2013" or "Companies Act"	The Companies Act, 2013, read with the rules, regulations, clarifications and modifications notified thereunder, as amended
"Competition Act"	Competition Act, 2002, as amended and the rules and regulations made thereunder.
"COVID-19"	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020.
"Consolidated FDI Policy"	The extant consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time.
"Control"	Control as defined under the Takeover Regulations, and the term "Controlled" shall be construed accordingly.
"Copyright Act"	Copyright Act, 1957.
"CPC"	Code of Civil Procedure, 1908.
"CSR"	Corporate Social Responsibility.
"CY"	Calendar year.
"Debt to Equity Ratio"	Debt equity ratio is calculated as total borrowings divided by total equity.
"Depositories Act"	The Depositories Act, 1996.
"Depositories"	NSDL and CDSL
"DIN"	Director Identification Number.
"DP or Depository Participant"	A depository participant as defined under the Depositories Act
"DPIIT"	Department for Promotion of Industry and Internal Trade, Ministry of

Term	Description
	Commerce and Industry *(formerly Department of Industrial Policy and Promotion),* GoI.
"DP ID"	Depository Participant's identity number.
"DSCR"	Debt Service Coverage Ratio
"EBITDA"	Earnings before interest, taxes, depreciation and Amortization excluding other income.
"EBITDA Margin"	EBITDA Margin is the percentage of EBITDA divided by revenue from operations.
"EGM"	Extraordinary General Meeting.
"EMI"	Equated Monthly Installment
"EOD"	Events of default
"EPC"	Export packaging credit
"EPS"	Earnings per share.
"ERP"	Enterprise Resource Planning.
"ESIS"	Employees' State Insurance Scheme.
"Euro" or "EUR"	Euro, the official single currency of the participating member states of the European Economic and Monetary Union of the Treaty establishing the European Community.
"FCNR"	Foreign currency non-resident account.
"FDI"	Foreign Direct Investment.
"FDI Policy"	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020 effective from October 15, 2020
"FEMA"	The Foreign Exchange Management Act, 1999, read with the rules and regulations thereunder
"FEMA Non-debt Instruments Rules or the FEMA NDI Rules or FEMA Rules"	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Foreign Bills Discounting"	Foreign bill discounting is a short-term trade finance service where a bank purchases or discounts an exporter's foreign usance bill of exchange to provide immediate cash before the buyer's payment due date
"Foreign Bills for Negotiation"	
"Foreign Bills Purchase" or "Foreign Bill Purchase" or "FBP"	Foreign bill purchase is a short-term working capital facility where a bank pays an exporter the invoice value before the overseas buyer actually pays
"Financial Year" or "Fiscal" or "fiscal year" or "FY"	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
"FPIs"	Foreign portfolio investors as defined in, and registered with, the SEBI under the SEBI FPI Regulations
"Fugitive Economic Offender"	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
"FVCI"	Foreign venture capital investors as defined in, and registered with, the SEBI under the SEBI FVCI Regulations
"GDP"	Gross Domestic Product.
"Government" or "Government of India"	The Government of India.
"GST"	Goods and Services Tax.
"HR"	Human resources
"HUF(s)"	Hindu Undivided Family(ies).
"IBC"	Insolvency and Bankruptcy Code, 2016

Term	Description
“ICAI”	Institute of Chartered Accountants of India
“IFRS”	International Financial Reporting Standards of the International Accounting Standards Board.
“IMF”	International Monetary Fund.
“Income Tax Act”	Income-tax Act, 1961
“Income Tax Rules”	Income-tax Rules, 1962, as amended.
“Ind AS”	The Indian Accounting Standards referred to in the Companies Act 2013 and Companies (Indian Accounting Standard) Rules, 2015, as amended.
“Ind AS Rules”	The Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013, as amended
“Indian GAAP”	Generally Accepted Accounting Principles in India.
“INR” or “Rupee” or “₹” or “Rs.”	Indian Rupees
“Ind AS 24”	Indian Accounting Standard 24 issued by the ICAI.
“IPC”	Indian Penal Code, 1860, as amended.
“IPO”	Initial Public Offering
“IRDAI”	Insurance Regulatory and Development Authority of India.
“IRDAI Investment Regulations”	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016
“ISO”	International Organization for Standardization.
“IST”	Indian Standard Time.
“IT”	Information Technology.
“IT Act”	Information Technology Act, 2000
“KPIs”	Key Performance Indicators.
“KVA”	Kilovolt Ampere.
“LTLR”	Long-term lending rate
“MAT”	Minimum alternate tax
“MCA”	The Ministry of Corporate Affairs, Government of India.
“MCLR”	Marginal Cost of funds based lending rate
“Mn or mn”	Million.
“Mutual Funds”	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
“N.A.” or “NA”	Not Applicable.
“NACH”	National Automated Clearing House.
“NAV”	Net Asset Value.
“NBFC”	Non-banking financial company
“NBFC-ND-SI”	Systemically important non-deposit taking non-banking financial company
“NEFT”	National Electronic Fund Transfer.
“NPCI”	National Payments Corporation of India.
“NRE accounts”	NRI Non-Resident External account.
“NRI” or “Non-resident Indian”	A person resident outside India, as defined under the FEMA and includes an NRI, FPIs and FVCIs
“NRO”	Non-resident ordinary
“NRO accounts”	Non-Resident Ordinary accounts.
“NSDL”	National Securities Depository Limited.
“NSE”	National Stock Exchange of India Limited.
“OCB” or “Overseas Corporate	A company, partnership, society or other corporate body owned directly or

Term	Description
Body”	indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Offer.
“P/E Ratio”	Price/Earnings Ratio.
“p.a.”	Per annum.
“P&L”	Profit and Loss
“PAN”	Permanent account number.
“PAT”	Profit after tax.
“PBDIT”	Profit Before Depreciation, Interest and Tax
“PCB(s)”	Pollution Control Board(s).
“PPE”	Property Plant Equipment.
“Provident Fund”	Provident fund for employees managed by the Employee’s Provident Fund Organisation in India.
“PSCFC”	Post-Shipment Credit in Foreign Currency
“RBI”	Reserve Bank of India.
“Regulation S”	Regulation S under the U.S. Securities Act.
“Resident Indian”	A person resident in India, as defined under FEMA
“ROCE”	Return on Capital Employed
“RoNW”	Return on Net Worth.
“RTGS”	Real Time Gross Settlement.
“SCRA”	Securities Contract (Regulation) Act, 1956.
“SCRR”	The Securities Contracts (Regulation) Rules, 1957.
“SCSB”	Self-Certified Syndicate Bank.
“SCORES”	SEBI Complaints Redressal System, a centralized web-based complaints redressal system launched by SEBI.
“SEBI”	Securities and Exchange Board of India established under Section 3 of the SEBI Act, as amended.
“SEBI Act”	Securities and Exchange Board of India Act, 1992, as amended.
“SEBI AIF Regulations”	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
“SEBI BTI Regulations”	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
“SEBI SBEB Regulations”	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
“SEBI FPI Regulations”	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended.
“SEBI FVCI Regulations”	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended.
“SEBI ICDR Regulations”	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
“SEBI ICDR Master Circular”	The SEBI master circular bearing reference number HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 9, 2026.
“SEBI Listing Regulations”	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
“SEBI Merchant Bankers Regulations”	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
“SEBI RTA Master Circular”	The SEBI master circular bearing number HO/38/13/(4)2026-MIRSD-

Term	Description
	POD/I/4298/2026 dated February 6, 2026, and SEBI master circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, to the extent they pertain to UPI.
"SEBI Takeover Regulations"	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
"SEBI VCF Regulations"	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed by the SEBI AIF Regulations
"Specified Securities"	Specified securities in terms of Regulation 2(1)(eee) of the SEBI ICDR Regulations.
"Sq. Ft." or "sq. ft."	Square Feet.
"Sq. mtr." or "sq. mtrs."	Square Meter.
"State Government"	The government of a state in India.
"STT"	Securities transaction tax.
"TAN"	Tax deduction account number.
"TDS"	Tax deducted at source.
"TreDS"	Trade Receivables Discounting System.
"Trade marks Act"	Trade Marks Act, 1999
"TOL/ATNW"	Total outside liabilities / Adjusted tangible net worth
"U.S." or "United States" or "USA"	The United States of America, together with its territories and possessions, any state of the United States of America and the District of Columbia.
"U.S. Securities Act"	United States Securities Act of 1933, as amended.
"U.S. GAAP"	Generally accepted accounting principles in the United States of America
"VAT"	Value added tax.
"VCFs"	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or SEBI AIF Regulations, as the case may be
"Wilful Defaulter" or "Fraudulent Borrower"	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
"WCDL"	Working capital demand loan
"Year or calendar year"	Unless the context otherwise requires, shall mean the twelve month period ending December 31

Key Performance Indicators *(as defined in the Basis for Offer Price section)*

KPI	Explanation for KPIs
Creditors Days	Creditors days indicates how efficiently the company is managing payments to its suppliers.
Current Ratio (in times)	Current ratio indicates a company's ability to meet its short-term obligations using its short-term assets.
Debt to Equity Ratio (in times)	A key indicator of a company's financial health and stability, and is also known as a gearing ratio or leverage ratio.
Debtor Days	Debtor days indicates how efficiently the company is managing its debtors.
Domestic Revenue	Represents revenue generated from customers located within India during the relevant period, demonstrating the Company's presence in the domestic market.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Export Revenue	Represents revenue generated from customers located outside India during the relevant period, reflecting the Company's geographic diversification and international operations.
Inventory Days	Inventory days is an indicator of efficiency of inventory management by the company.
Net Working Capital Days	Days working capital is a metric that measures how many days it takes the company to transform its working capital into sales cash flows.
Net Worth	Net Worth is an indicator of our financial standing/ position as of a particular date
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
Repeat customers (% of total)	Represents repeat customers as a percentage of the total number of customers served during the relevant period, indicating the stability and sustainability of the Company's revenue base.
Repeat customers (count)	Represents the number of customers during the relevant period who had transacted with the Company in the immediately preceding financial year, reflecting customer retention.
Revenue from Operations	Revenue from Operations is used by us to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
ROCE (%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
RONW (%)	RONW provides how efficiently our Company generates profits from shareholders' funds.
Total number of customers served	Represents the total number of distinct customers to whom the Company has supplied its products and/or services during the relevant period, indicating the breadth of its customer base.

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

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to "India" in this Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

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

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

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

In this Red Herring Prospectus, for the purpose of restatement of financial information, the terms "the Company", "our Company", "Issuer", "Issuer Company", unless the context otherwise indicates or implies, refers to "Adroit Industries (India) Limited".

In this Red Herring Prospectus, the terms "we", "us", "our", unless the context otherwise indicates or implies, refers to our Company and its Subsidiaries.

In this Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word "million (mn)" means "Ten Lacs / Lakhs", the word "billion (bn)" means "one hundred crores" the word "Lac / Lakh" means "one hundred thousand", and the word "Crore" means "one hundred lakhs". In this Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Financial and Other Data

Unless the context requires otherwise or as otherwise stated, the financial information in this Red Herring Prospectus is derived from the Restated Consolidated Statement of Assets and Liabilities for the year ended March 31, 2026, March 31, 2025 and March 31, 2024 the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Restated Consolidated Statement of Changes in Equity and Restated Consolidated Statement of Cash Flows for the year ended March 31, 2026, March 31, 2025 and March 31, 2024 and the summary of material accounting policies and explanatory notes (collectively, "the Restated Consolidated Financial Information"), prepared in accordance with Ind AS and as per requirement of Section of I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations, as amended and the Guidance Note on 'Reports in Company Prospectuses (Revised 2019)' issued by the Institute of Chartered Accountants of India, as amended from time to time. See "***Summary of Restated Consolidated Financial Information***" and "***Restated Consolidated Financial Information***" on pages 110 and 395, respectively.

Our Company's financial year commences on April 01 of each year and ends on March 31 of the next year. Accordingly, all references in this Red Herring Prospectus to a particular "*financial year, fiscal(s), fiscal year or FY*", unless stated otherwise, are to the 12-month period commencing on April 01 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, Ind AS, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of IFRS or any other accounting principles or standards. If we were to prepare our financial statements in accordance with such other accounting principles, our results of operations, financial condition and cash flows may be substantially different. For details in connection with risks involving differences between Ind AS, US GAAP and IFRS, see "***Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition.***" on page 101. Prospective investors should consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. The degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this Red Herring Prospectus, including in the Sections titled "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on page 28, 300 and 453, respectively and elsewhere in this Red Herring Prospectus, have been calculated on the basis of the restated audited consolidated financial statements of our Company included in this Red Herring Prospectus.

Currency and Units of Presentation

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

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

All references to "**CA$**", "**C$**" or "**CAD**" are to Canadian Dollar, the official currency of the Canada

All references to "**£**" or "**GBP**" are to Great Britain Pound, the official currency of the United Kingdom.

All figures in decimals (including percentages) have been rounded off to one or two decimals, or to the nearest whole number. Our Company has presented certain numerical information in this Red Herring Prospectus in "million" units One million represents 1,000,000 and one billion represents 1,000,000,000. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than million in their respective sources, such figures appear in this Red Herring Prospectus expressed in such denominations as provided in such respective sources. In this Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Non-Generally Accepted Accounting Principles Financial Measures

Certain Non-GAAP Measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Gross Profit, Gross Profit Margin, PAT Margin, CAGR Net Asset Value per Equity Share, Return on Net worth, Net worth, EBIT, Capital Employed, Return on Capital Employed and others ("**Non-GAAP Measures**"), have been included in this Red Herring Prospectus. We compute and disclose such Non-GAAP Measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP financial measures are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP financial measures should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP.

In addition, these Non-GAAP financial measures are not standardized terms, hence a direct comparison of these Non-GAAP financial measures between companies may not be possible. 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 Ind AS and may not be comparable to similarly titled measures presented by other companies and hence have limited usefulness as a comparative measure. For details, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 453.

For risk relating to our non-GAAP measures, see "***Risk Factors – This Red Herring Prospectus includes certain Non-GAAP Measures, financial and operational performance indicators and other industry measures related to our operations and financial performance. The Non-GAAP Measures and industry measures may vary from any standard methodology that is applicable across the Propeller Shafts and, therefore, may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***" on page 95.

Industry and Market Data

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Research Report on Propeller Shaft Industry" dated March 30, 2026 prepared, issued by CARE Analytics and Advisory Private Limited ("**CareEdge Research**") (the "**CareEdge Report**") and updated on September 3, 2026, which has been exclusively commissioned and paid for by our Company in connection with the Offer pursuant to an engagement letter dated September 25, 2025.

CareEdge Research is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs. The data included herein includes excerpts from the CareEdge 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 has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CareEdge Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the CareEdge Report is available on the website of our Company at www.adroitindustries.com, until the Bid/Offer Closing Date.

Unless otherwise indicated, all financial, operational, industry and other related information derived from the CareEdge Report and included herein with respect to any particular year, refers to such information for the relevant year. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. Although the industry and market data used in this Red Herring Prospectus is reliable, industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. Further, industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. The extent to which industry and market data set forth in this 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 we conduct our business, and methodologies and assumptions may vary widely among different industry sources. CareEdge Research is an independent agency and is not a related party of our Company, or our Promoters, Directors, Key Managerial Personnel, Senior Management, or the BRLM. 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.

In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. For risks in relation to the CareEdge Report, see "***Risk Factors – Certain sections of this Red Herring Prospectus disclose information from the CareEdge Report which have 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 76.

In accordance with the SEBI ICDR Regulations, the section "***Basis for the Offer Price***" on page 209, includes information relating to our peer companies which has been derived from publicly available sources, and accordingly no investment decision should be made solely on the basis of such information.

Exchange Rates

This Red Herring Prospectus may contain 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.

(in ₹)

Currency	Exchange rate as on		
	March 31, 2026*#	March 31, 2025*#	March 31, 2024*#
1 US$	94.65	85.58	83.37
1 EURO	109.01	92.32	90.22
1 GBP	125.63	110.74	105.29
1 CAD	67.78	59.71	61.65

Source: www.fbil.org.in and www.fedai.org.in

* *If the RBI reference rate is not available on a particular date due to a public holiday, exchange rate of the previous working day has been disclosed*

\# *Rounded off to two decimal places.*

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares have not been and will not be registered under the U. S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of each jurisdiction where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction. For further details, see "***Other Regulatory and Statutory Disclosures – Eligibility and Transfer Restrictions***" on page 503.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "***aim***", "***anticipate***", "***are likely***", "***believe***", "***expect***", "***estimate***", "***intend***", "***ikely to***", "***objective***", "***plan***", "***project***", "***propose***", "***will***", "***seek to***", "***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. All statements in this Red Herring Prospectus that are not statements of historical fact constitute 'forward-looking statements'. All statements regarding our expected financial conditions and results of operations, business plans and objectives, strategies and goals and prospects are forward looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. This could be due to risks or uncertainties associated with expectations relating to, and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, changes in the incidence of any natural calamities and/ or violence, regulations and taxes and changes in competition in the industries in which we operate.

For details regarding factors that could cause our actual results to differ from expectations, see "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on page 28, 300 and 453, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect current views on the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Promoters, the Selling Shareholder, our Directors, the BRLM 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 and the BRLM will ensure that the Bidder in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges for the Equity shares pursuant to the Offer. In accordance with the requirements of SEBI and as prescribed under the applicable law, the Promoter Group Selling Shareholder, in respect of statements made by them, shall ensure (through our Company and the BRLM) that the investors are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges for the Equity shares pursuant to the Offer.

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 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 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 Consolidated Financial Information**", "**Outstanding Litigation and Material Developments**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 226, 300, 345, 395, 485 and 453, respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus.*

*This 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 Red Herring Prospectus. For more details, see "**Forward-Looking Statements**" on page 27.*

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 as of and 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 Consolidated Financial Information**" included in this Red Herring Prospectus on page 395. We have also included various financial and operational performance indicators in this Red Herring Prospectus, some of which have not been derived from the Restated Consolidated 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 the context otherwise requires, in this section, references to "**we**", "**us**", "**our**" and "**our Company**" refer to Adroit Industries (India) Limited and our Subsidiaries on consolidated basis and "**the Company**" refers to Adroit Industries (India) Limited on standalone basis.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "**Research Report on Propeller Shaft Industry**" dated March 30, 2026 and updated on September 3, 2026 (the "**CareEdge Report**") prepared and issued by CARE Analytics and Advisory Private Limited ("**CareEdge**"), appointed by us on September 25, 2025 and exclusively commissioned and paid for by us in connection with the Offer. CareEdge is an independent agency which has no relationship with our Company, our Promoters or any of our Directors or KMPs or SMPs. The data included herein includes excerpts from the CareEdge Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that have been left out or changed in any manner.*

*A copy of the CareEdge Report is available on the website of our Company at www.adroitindustries.com until the Bid/Offer Closing Date. Also see, "**Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data**" on page 25.*

Internal Risks

1. ***Major portion of our revenue from Sale of Products is derived from export sales and a significant portion of such export sales is concentrated in the United States. Revenue from outside India aggregated to ₹1,212.44 million, ₹1,166.83 million and ₹1,044.75 million for the Fiscal 2026, Fiscal 2025 and Fiscal 2024 respectively, representing 95.39%, 96.27% and 94.56% of our revenue from Sale of Products for the respective periods. Any adverse developments affecting our export markets, particularly the United States, including recessionary conditions, tariff revisions, changes in trade policy, trade remedy actions, foreign exchange fluctuations or delays in collection of export receivables, could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.***

We derive a substantial portion of our revenue from export sales of our products. Revenue from outside India aggregated to ₹1,212.44 million, ₹1,166.83 million and ₹1,044.75 million for the Fiscals 2026, 2025 and 2024 respectively, representing 95.39%, 96.27% and 94.56% of our revenue from sale of products for the respective periods. Accordingly, any adverse developments affecting our export markets could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

We supply our products to customers across multiple international markets, including North America, Europe, Latin America, the Middle East, Africa and Asia-Pacific regions. During the last three Fiscals, we supplied our products to over 32 countries, including the United States of America, Colombia, Canada, Australia, Mexico, Turkey, Peru and the United Kingdom, among others. However, such geographic presence may not fully mitigate the risks arising from our significant dependence on export sales and concentration in certain export markets.

The bifurcation of our revenue between domestic sales and export sales for the periods presented below is as follows:

(₹ in million)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Sale of	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of
Revenue from Outside India	1212.44	95.39	1,166.83	96.27	1,044.75	94.56
Revenue from India	58.65	4.61	45.26	3.73	60.07	5.44
Total	**1,271.09**	**100.00**	**1,212.09**	**100.00**	**1,104.82**	**100.00**

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

Our dependence on export markets exposes us to number of multiple risks, associated with cross-border trade, including adverse economic conditions in overseas markets, geopolitical instability, sanctions-related risks, changes in international trade policies, import duties, anti-dumping duties, countervailing duties, safeguard measures, exchange control regulations, customs restrictions, shipping and logistics disruptions, changes in customer demand in international markets, foreign exchange fluctuations and collection risks in relation to export receivables. Any of these factors, individually or collectively, may result in reduced demand for our products, delays in execution or shipment of orders, increased operational costs, pressure on margins, delayed collections, increased working capital requirements or impairment of our ability to service customers in a timely manner.

Our export revenue is also geographically concentrated in certain overseas markets, particularly the United States, Revenue from the United States aggregated to ₹651.78 million, ₹778.00 million and

₹751.47 million during the Fiscal 2026, Fiscal 2025 and Fiscal 2024 respectively, and represented 53.76%, 66.68% and 71.93%, respectively, of our export sales for such periods.

Set out below is our export country-wise revenue from Sale of Products for the periods indicated:

(₹ in million)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Export Sales	Amount	% of Revenue from Export Sales	Amount	% of Revenue from Export Sales
United States of America	651.78	53.76	778.00	66.68	751.47	71.93
Colombia	140.89	11.62	49.18	4.21	7.43	0.71
Canada	107.64	8.88	81.94	7.02	88.63	8.48
Australia	68.49	5.65	62.14	5.33	56.45	5.40
Mexico	43.25	3.57	62.64	5.37	64.13	6.14
Turkey	33.40	2.75	27.4	2.35	-	-
UK	23.03	1.90	30.2	2.59	20.42	1.95
Peru	18.32	1.51	2.83	0.24	-	-
Other Countries*	125.64	10.36	72.50	6.21	56.22	5.38
Total Export Sales	**1,212.44**	**100.00**	**1,166.83**	**100.00**	**1044.75**	**100.00**

**Other Countries includes Russia, Argentina, Poland, South Africa, Italy, Chile, Spain, Israel, France, Guatemala, UAE, Belgium, EL Salvador, Venezuela, Bolivia, Nicaragua, Germany, New Zealand, Qatar, Costa Rica, Panama, Equador, Greece, Hong Kong, Ireland and Saudi Arabia.*
Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

Our concentration in the United States market may have a disproportionate impact on our business. Any adverse developments affecting trade relations, regulatory restrictions, sanctions frameworks, customs enforcement, product acceptance norms, customer demand, freight movement or macroeconomic conditions in the United States or other key export markets may adversely affect our business. Further, any economic slowdown, recessionary conditions, decline in industrial production, reduction in capital expenditure by customers, weakening demand in the automotive or industrial sectors, tightening credit conditions or deterioration in business sentiment in the United States may reduce demand for our products and adversely affect our revenue, profitability and cash flows.

Further, propeller shafts and driveline components exported to the United States are subject to an additional 25% tariff imposed under Section 232 of the Trade Expansion Act of 1962, effective from May 3, 2025. While the Joint Statement between India and the United States dated February 6, 2026 (interim trade framework) contemplated a preferential tariff rate quota ("**TRQ**") framework for certain automotive parts, including products falling within the broader automotive components sector, such framework remains subject to operationalisation and implementation by the relevant authorities in the United States. However, the U.S. tariff framework has subsequently evolved, including following the decision of the U.S. Supreme Court dated February 20, 2026 in relation to the imposition of reciprocal tariffs under the International Emergency Economic Powers Act. Further, in July 2026, the United States imposed an additional 10% tariff under Section 301 on imports from India; however, automotive parts and certain other products already covered by Section 232 measures were excluded from such additional tariff. The proposed preferential TRQ framework for automotive parts remains subject to finalisation, operationalisation and implementation by the relevant authorities. As on the date of this Red Herring Prospectus, no formal notification or implementation notice has been issued in the United States operationalising such TRQ framework. Further, the quantum of quota allocation available to Indian auto-component suppliers, including manufacturers of propeller shafts and driveline components, and the specific Harmonized Tariff Schedule ("**HTS**") codes proposed to be covered under such framework which constitutes the principal product classification applicable to our products exported to the United States, have not been specified or operationalised.

Accordingly, until such TRQ framework is formally notified and operationalised, the additional 25% Section 232 tariff continues to apply to our exports to the United States. Any failure to operationalise the proposed TRQ framework, exclusion of relevant HTS classifications from such framework, continuation or escalation of tariffs, or uncertainty relating to international trade policy may adversely affect the competitiveness of our products in the United States market and could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

Our significant exposure to the United States market also makes our business susceptible to adverse macroeconomic developments in such geography. Any economic slowdown, recessionary conditions, decline in industrial production, reduction in capital expenditure by customers, weakening demand in the automotive or industrial sectors, tightening credit conditions or deterioration in business sentiment in the United States may reduce demand for our products and adversely affect our revenues and profitability.

Further, our products may be subject to anti-dumping duties, countervailing duties, safeguard measures, customs investigations or other trade remedy actions by authorities in the United States or other export jurisdictions. Any imposition, enhancement or extension of such measures may reduce the competitiveness of our products, increase costs for our customers, adversely affect order volumes or pricing, or require us to absorb part of such cost impact. Even where such measures are temporary or subsequently relaxed, they may result in short-term disruptions in customer demand, inventory build-up, shipment schedules, procurement planning or production planning.

Our export-oriented business also exposes us to foreign exchange risk. A substantial majority of our revenue from sale of products is derived from exports and is denominated in foreign currencies, including primarily the United States Dollar and other international currencies. Accordingly, we are exposed to fluctuations in foreign currency exchange rates.

Revenue from the United States aggregated to ₹778.00 million and ₹651.78 million during Fiscal 2025 and Fiscal 2026, respectively, representing 53.76% of our export revenue and approximately 51.28% of our revenue from sale of products during the Fiscal 2026. Accordingly, a significant portion of our revenues remains exposed to risks arising from changes in tariff structures, international trade policies and related uncertainties.

During Fiscals 2026, 2025 and 2024, we have not entered into any material derivative contracts, forward contracts, options or other hedging instruments for mitigating foreign currency risks. Our hedged exposure was Nil during the Fiscals 2026, 2025 and 2024, as we did not undertake any material derivative or hedging transactions in respect of our foreign currency exposures.

Consequently, substantially all of our foreign currency exposure remained unhedged during the Fiscals 2026, 2025 and 2024 and primarily comprised export receivables, borrowings under our working capital facilities (particularly, packing credit in foreign currency ("**PCFC**") facilities) and other foreign currency denominated monetary assets and liabilities. We remain exposed to foreign exchange fluctuations arising from movements in exchange rates between the date of recognition and settlement of foreign currency transactions. The impact of such fluctuations is primarily driven by timing differences between procurement, production, billing and realization cycles.

While depreciation of the Indian Rupee generally results in higher realization from export receivables, such benefit may be partially offset by the corresponding impact on foreign currency borrowings, including foreign currency denominated PCFC facilities. Conversely, appreciation of the Indian Rupee may adversely affect export realizations while reducing the liability associated with foreign currency borrowings. Since we do not hedge our foreign currency exposures, any significant fluctuation in exchange rates may directly impact our revenue realizations, profitability, cash flows, working capital requirements and financial position.

Our net foreign exchange gain / (loss) for the relevant periods is set out below:

(₹ in million)

Particulars	**Fiscal 2026**	**Fiscal 2025**	**Fiscal 2024**
Net foreign exchange gain / (loss)	5.04	(38.15)	(53.78)

Any adverse movements in foreign currency exchange rates could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

In addition, our export business exposes us to receivable collection risk. Any delay or default in payment by overseas customers, deterioration in customer creditworthiness, adverse currency movement, foreign exchange availability restrictions, sanctions-related restrictions, banking delays or changes in exchange control regulations may adversely affect our ability to collect receivables in a timely manner. This may increase our working capital requirements, affect liquidity and cash flows and may require us to make additional provisions or write-offs.

Further, our business may be adversely affected by ongoing geopolitical tensions and conflicts affecting global energy markets and shipping routes. The *CareEdge Report* notes that geopolitical tensions in regions such as the Middle East and Eastern Europe have disrupted global supply chains and trade routes, creating uncertainties in global trade flows and affecting the availability and transportation of raw materials, components and finished goods. Such developments have resulted in higher shipping costs and freight delays, which create operational and cost-related challenges for export-oriented manufacturers. Geopolitical conflicts, particularly those involving energy-producing regions, have also contributed to volatility in crude oil prices, which directly increases our operating and logistics costs, and may further affect our export realisations and margins. For details, see "***Industry Overview – Threats and Challenges for Issue Company's Products & services***" 291.

For instance, recent developments involving the United States, Israel and Iran, including attacks affecting energy infrastructure and disruption risk around the Strait of Hormuz, have heightened concerns regarding maritime security, fuel prices, freight availability and broader supply-chain stability. Any prolonged disruption, escalation in hostilities, sanctions-related measures or restrictions on shipping through the region could increase logistics costs, delay shipments, disrupt raw material procurement and customer deliveries, and adversely affect demand and realizations in our export markets.

Any adverse changes in tariff structures, trade agreements, customs regulations, anti-dumping measures, sanctions regimes, import restrictions or broader trade policies adopted by the United States or other key export jurisdictions may materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

Further, Colombia emerged as our second-largest export geography during the March 31 ,2026 contributing ₹140.89 million and representing 11.62% of our export sales during such period, as compared to ₹49.18 million and 4.21% of our export sales during Fiscal 2025. The increase in revenue contribution from Colombia represents a significant increase in concentration towards such geography during the relevant period. Any adverse developments affecting economic, fiscal, regulatory or political conditions in Colombia may therefore have a greater impact on our export business and realizations.

In addition, the Colombian Peso ("**COP**") appreciated against the U.S. Dollar during 2025, which may have contributed to increased import purchasing power among Colombian buyers and positively influenced demand during the relevant period. However, there can be no assurance that such currency trends will continue in the future. Any depreciation of the COP, foreign exchange volatility, import restrictions, reduction in customer purchasing power or deterioration in macroeconomic conditions in Colombia may adversely affect demand for our products and our export realizations from such market.

Further, Colombia experienced adverse macroeconomic developments during 2025, including sovereign credit rating downgrades below investment grade by international rating agencies and widening fiscal deficits. Any further deterioration in fiscal conditions, sovereign credit profile, liquidity conditions, inflation, foreign exchange availability or political and regulatory stability in Colombia may adversely affect customer demand, collection cycles, payment recoverability and overall business sentiment in such market.

Further, Kozzby International Private Limited, a related party in which one of our Directors has substantial interest, had trade receivables outstanding aggregating to ₹13.92 million as at March 31, 2026, representing 0.99% of our revenue from operations, as compared to ₹15.96 million as at March 31, 2025, representing 1.19% of our revenue from operations. To the extent revenues from Colombia or other export geographies are routed through or associated with related party counterparties, any adverse macroeconomic or credit-related developments affecting such counterparties or the relevant overseas markets may impact receivable recoverability, working capital cycles and cash flows.

Although we have not experienced any material adverse impact arising from our revenue concentration in Colombia during the last three Fiscals, we cannot assure you that adverse economic, fiscal, currency or geopolitical developments in Colombia will not materially and adversely affect our business, financial condition, results of operations, cash flows and prospects in future periods.

Except as otherwise stated above, during the last three Fiscals, we have not experienced any material disruption in our export operations which has had a material adverse effect on our business, financial condition, results of operations or cash flows. However, past experience may not be indicative of future performance. Any geopolitical developments, trade policy changes, conflict, international disruptions, adverse foreign exchange movements or delays in export receivable collections may directly or indirectly influence our revenues, margins procurement strategies, inventory levels, working capital requirements and overall cost structure, which could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

2. ***Our revenue from operations is significantly concentrated among a limited number of customers. Revenue from our top 10 customers aggregated to ₹773.60 miilion, ₹798.84 million and ₹758.00 million for the Fiscal 2026, Fiscal 2025 and Fiscal 2024 respectively, representing 60.86%, 65.91% and 68.61% of our revenue from Sale of Products for the respective periods. We are dependent on such customers for a substantial portion of our revenue and any reduction, modification or termination of business by such customers could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.***

We are an integrated manufacturer and supplier of propeller shafts and related torque-transmission components, and our customer base comprises distributors, Tier-1 driveline component suppliers and OEMs across international and domestic markets. Our revenue from operations is significantly concentrated among a limited number of customers. The contribution of our top 5 and 10 customers to our revenue from operations during the periods presented below is as follows:

The details of top one (1), top five (5) and top (10) customers vis-à-vis our total Sale of Products are set out below:

(₹ in million)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products
Top 1 customer	265.96	20.92	311.24	25.68	133.91	12.12
Top 5 customers	621.65	48.91	622.80	51.38	522.89	47.33
Top 10 customers	773.60	60.86	798.84	65.91	758.00	68.61

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

Further, a significant portion of our revenue has historically been derived from repeat customers. During Fiscal 2026, Fiscal 2025 and Fiscal 2024 revenue from repeat customers aggregated to ₹1147.23 million, ₹1,077.14 million and ₹1,014.77 million, respectively, representing 90.26%, 88.87% and 91.85% of our revenue from sale of products for the respective periods. Our repeat customers, in terms of count, were 110, 101 and 83 during Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively, representing 59.46%, 66.89% and 63.85% of the total number of customers served during such periods. Our dependence on key customers exposes us to the risk that any adverse change in the business, financial condition, procurement strategy, sourcing pattern, credit terms, internal policies, inventory planning, operating requirements or end-market demand of such customers could have a disproportionate and material impact on our business and financial performance.

We are dependent on our key customers for repeat orders and expect to continue to rely on such customers for a substantial portion of our revenue for the foreseeable future. We primarily supply our products through distributors, Tier-1 driveline component suppliers and OEMs, and our sales are order-based. In the absence of long-term supply commitments, there can be no assurance that our existing customers will continue to place orders with us at historical levels, on similar commercial terms, or at all.

Any reduction, delay or termination of orders by one or more of our key customers, whether due to customer-specific factors such as changes in their financial condition, liquidity position, procurement strategy, vendor rationalisation, inventory planning, internal risk or credit policies, ownership or management changes, compliance-related matters, or due to broader market conditions, demand slowdown, geopolitical developments, logistics disruptions, foreign exchange volatility or otherwise, could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

While we have maintained continuing business relationships with several of our customers and not faced any loss of our key customers due to deficiency in servicing them during last three Fiscals, there can be no assurance that we will be able to maintain historical volumes of business, continue to receive repeat orders, negotiate commercially acceptable terms with such customers or significantly reduce customer concentration in the future. For details, see "***Our Business - Details relating to our channel partner and customer dependence***" on page 332.

Accordingly, any inability on our part to maintain existing relationships with our key customers, diversify our customer base, or offset any reduction in business from any key customers through new or expanded customer relationships could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

3. ***Our manufacturing operations are concentrated at facilities located in the state of Madhya Pradesh, India. Any disruption, slowdown or shutdown at any of such facilities may materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.***

As of the date of this Red Herring Prospectus, our manufacturing operations are carried out through three facilities located in Madhya Pradesh, namely the Dewas Facility, and the Sanwer Facility as well as the Pithampur Facility operated by our Subsidiary, Adroit Driveshafts Private Limited. The Dewas Facility primarily undertakes upstream manufacturing processes such as die-making, forging, heat treatment and shot-blasting. The Pithampur Facility undertakes machining, assembly and balancing activities constituting the downstream stage of our manufacturing process. The Sanwer Facility historically supported downstream machining and assembly operations and, following renovation, is undertaking select finishing operations for machined components.

Our manufacturing facilities are therefore geographically concentrated in a single state, and our operations are exposed to risks arising from localized events such as natural disasters, fire, flood, accidents, labour unrest, power shortages, transportation bottlenecks, civil disturbances, equipment failures, public health emergencies, breakdown of utilities, interruption in supply of raw materials or disruptions in regional infrastructure. Any material disruption at any of our facilities may interrupt production schedules, delay deliveries to customers, result in loss or deferment of orders, adversely impact customer relationships and lead to an increase in operating costs.

Further, our manufacturing operations are vertically integrated, with different stages of production being carried out across our facilities. The Dewas and Pithampur facilities form critical and interdependent links in our manufacturing chain, and any disruption at one stage of the process may affect downstream operations, production timelines and overall throughput.

The *CareEdge Report* notes that propeller shaft manufacturing is inherently capital-intensive and technologically demanding. The production process involves precision forging, machining, dynamic balancing, heat treatment and assembly operations, all of which require specialised machinery, technical expertise and stringent quality control systems. The procurement, installation and commissioning of such equipment involves significant capital investment and long lead times, thereby creating meaningful entry barriers for new participants and also resulting in extended replacement timelines in the event of significant equipment failure. Accordingly, any significant damage to, or forced replacement of, critical manufacturing assets may result in prolonged production downtime, elevated capital expenditure and inability to service customer orders during the replacement period. For details, see "***Industry Overview – Global Propeller Shaft Industry***" on page 237.

Any prolonged disruption at our facilities may require us to incur additional costs towards alternative arrangements, including outsourcing of certain processes, re-routing of production or expedited logistics, which may not be available on commercially viable terms or within required timelines. There can be no assurance that our contingency planning, maintenance practices, inventory buffers or alternate arrangements would be adequate to fully mitigate the impact of such disruptions.

During the last three Fiscals, we have not experienced any material disruption or shutdown at our manufacturing facilities that has had a material adverse effect on our business, financial condition, results of operations or cash flows. However, past operational continuity may not be indicative of future performance, and there can be no assurance that our facilities will continue to operate without interruption in future periods.

4. ***Our downstream operational activities are undertaken through our Subsidiary, Adroit Driveshafts Private Limited ("ADPL"), and we are dependent on the operating income, manufacturing operations and cash flows generated by our Subsidiary.***

Our Pithampur Facility, which represents the downstream stage of our vertically integrated manufacturing operations and undertakes machining, assembly, balancing, inspection and testing activities relating to propeller shafts and driveline assemblies, is operated through our Subsidiary, ADPL.

Our manufacturing operations are vertically integrated and interdependent in nature. Forged components manufactured at our Dewas Facility are substantially utilized for downstream machining, assembly and balancing operations undertaken at the Pithampur Facility operated through ADPL. Accordingly, a significant portion of our consolidated manufacturing operations, operational revenues and cash flows are dependent upon the business operations and financial performance of ADPL.

We have significant operational and financial interdependence with ADPL. During the Fiscals 2026, 2025 and 2024 sale of goods by our Company to ADPL aggregated to ₹368.83 million, ₹404.71 million and ₹517.19 million, respectively. Such amounts represented approximately 26.36%, 30.23% and 41.53% of our consolidated revenue from operations for the respective periods. Further, as of March 31, 2026, outstanding loans given by our Company to ADPL aggregated to ₹143.87 million and corporate guarantees provided on behalf of ADPL aggregated to ₹ 669.90 million.
Further, the Pithampur Facility operated at capacity utilisation levels of 74.65%, 72.69% and 74.70% during Fiscal 2024, Fiscal 2025 and Fiscal 2026, respectively, indicating steady deployment of machining and assembly capacity forming a critical part of our integrated manufacturing chain.

Any adverse development affecting the business, operations, profitability, liquidity, statutory approvals, manufacturing capabilities or financial condition of ADPL may adversely affect our consolidated business operations, production schedules, customer servicing capabilities, cash flows and results of operations.

Further, our ability to access cash flows generated by ADPL may be subject to applicable corporate approvals, contractual arrangements, financing covenants and compliance with applicable laws. Any restriction on the ability of ADPL to distribute funds or make payments to us could adversely affect our liquidity, financial flexibility and funding requirements.

In addition, any inability to effectively manage, coordinate and integrate the operations of ADPL with our overall manufacturing chain may adversely affect operational efficiency, production planning, inventory management and customer servicing capabilities.

During the last three Fiscals, we have not experienced any material adverse effect arising from our operational dependence on ADPL. However, there can be no assurance that any future disruption, financial stress or operational issue affecting ADPL will not adversely affect our business, financial condition, results of operations and cash flows.

5. ***Our business is significantly exposed to foreign currency exchange rate fluctuations, and our Company does not have a hedging policy in place and hence, we may not be able to hedge our risk exposures particularly during volatile foreign currency exchange rates, which may adversely affect our results of operations, cash flows and financial condition.***

A substantial portion of our revenue from Sale of Products is derived from customers outside India. Revenue from outside India aggregated to ₹1,212.44 million, ₹1,166.83 million and ₹1,044.75 million in Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively, representing 95.39%, 96.27% and 94.56%, respectively, of our total revenue from Sale of Products for the respective periods. Accordingly, our business is significantly exposed to fluctuations in foreign currency exchange rates, particularly in relation to our export receivables and other foreign currency denominated monetary items.

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products
Revenue from Outside India	1212.44	95.39	1,166.83	96.27	1,044.75	94.56
Revenue from India	58.65	4.61	45.26	3.73	60.07	5.44
Total	**1,271.09**	**100.00**	**1,212.09**	**100.00**	**1,104.82**	**100.00**

The exchange rates between the Indian Rupee and the currencies in which we undertake our export transactions may fluctuate significantly due to various factors, including changes in economic conditions, interest rates, inflation, monetary and fiscal policies, geopolitical developments and other factors beyond our control. Appreciation or depreciation of the Indian Rupee against the U.S. Dollar and other foreign currencies may affect the value of our foreign currency denominated receivables upon conversion into Indian Rupees and may result in foreign exchange gains or losses, thereby affecting our results of operations, cash flows and financial condition. As of the date of this Red Herring Prospectus, our Company does not have a hedging policy in place and, hence, we may not be able to hedge our risk exposures, particularly during periods of volatile interest rates, which may expose our business to significant financial risks.

Further, as a substantial portion of our revenue is denominated in foreign currencies while our financial statements are presented in Indian Rupees, any significant appreciation of the Indian Rupee against the currencies in which our export receivables are denominated may reduce the Rupee value of our revenues and receivables upon conversion. Conversely, depreciation of the Indian Rupee may result in foreign exchange gains on our export receivables but may also increase the Rupee value of our foreign currency denominated liabilities and other monetary items, including our foreign currency borrowings, where applicable. Accordingly, the net impact of foreign currency movements on our financial performance may vary depending on the nature, timing and currency composition of our monetary assets and liabilities.

Any significant volatility in foreign currency exchange rates, particularly in the absence of hedging arrangements, may adversely affect our revenues, profitability, cash flows and financial condition.

Further, there can be no assurance that we will be able to effectively address any such volatility that may arise in the future.

6. ***There have been mulitple instances of delays in statutory filings and non-compliances with respect to corporate and regulatory reporting obligations in the past, which may reflect certain weaknesses in our compliance monitoring and internal control processes and may expose us to regulatory actions, penalties and reputational risk.***

In the past, the Company has experienced numerous instances of delayed filings of statuory forms and returns with the Registrar of Companies, including several filings involving substantial delays extending up to 3,771 days, as well as certain material procedural and compliance lapses under the Companies Act, 2013 and other applicable laws. Such delays and non-compliances are not isolated in nature and may indicate certain gaps in the Company's compliance tracking and monitoring framework during the relevant periods. Set out below are the detail of delayed filings:

Sr. No.	Particulars of delayed filing	Due date	Actual filing date	Delay (days)	Late fees (₹)
1.	Form AOC-4 XBRL for the financial year 2021-22	October 29, 2022	November 5, 2022	7	700
2.	Form AOC-4 XBRL for the financial year 2022-23	October 29, 2023	January 11, 2024	74	7,400
3.	Form MGT-7 for the financial year 2022-23	November 29, 2023	April 10, 2024	133	13,300
4.	Form AOC-4XBRL for the financial year 2023-24	October 29, 2024	December 20, 2024	54	5,400
5.	Form MGT-7 for the financial year 2023-24	November 29, 2024	January 20, 2025	54	5,400
6.	Form DPT- 3 Return of deposits for the financial year 2022-23	June 30, 2023	February 20, 2025	601	7,200
7.	Form DPT- 3 Return of deposits for the financial year 2023-24	June 30, 2024	August 22, 2024	53	2,400
8.	Form DPT- 3 Return of deposits for the financial year 2024-25	June 30, 2025	July 22, 2025	22	1,200
9.	Form MGT-14 for: 1. To Approve Balance Sheet, Profit and Loss Account and Cash Flow Statement of the Company for the Financial Year Ended 31 March 2020 2. To Approve Auditor's Report for the Financial Year 2019-20 3. To Approve the Board's Report and Along with All Annexures for the Financial Year 2019-20	January 9, 2021	December 25, 2025	1,811	7,200
10.	Form MGT-14 for avail Finance Facility of a sum amounting for a Rs. 5,70,000 (Rupees Five Lac Seventy Thousand) from Kotak Mahindra Prime Limited (KMPL)	April 21, 2021	December 9, 2025	1,693	7,200
11.	Form MGT-14 for Approval and review of the loan, guarantee and investments in group companies	July 17, 2021	December 12, 2025	1,609	7,200
12.	Form MGT-14 for appointment of the Company Secretary	November 24, 2021	January 10, 2026	1,508	7,200
13.	Form MGT-14 for: 1. approval of Financial Accounts for the Fiscal 2022 under Sec 179(3) 2. approval of Directors' Report for the Fiscal 2022	October 5, 2022	October 6, 2022	1	1,200
14.	Form MGT-14 for availing financial facilities from Kotak Mahindra Bank Limited Amounting to ₹1.50 Crores	January 7, 2023	January 8, 2026	1,097	7,200
15.	Form MGT-14 for financial assistance by Kotak Mahindra Bank Limited	February 20, 2022	November 6, 2025	1,355	7,200

Sr. No.	Particulars of delayed filing	Due date	Actual filing date	Delay (days)	Late fees (₹)
	amounting to ₹ 3,00,00,000/-				
16.	Form MGT-14 for incorporation of wholly owned subsidiary outside India	February 5, 2022	December 12, 2025	1,406	7,200
17.	Form MGT-14 for availing financial assistance by Kotak Mahindra Bank Limited ₹7,42,00,000/-	February 26, 2023	November 6, 2025	984	7,200
18.	Form MGT-14 for change of address of the registered office outside the limit of the city / town / village where the registered office	October 30, 2023	December 21, 2023	53	2,400
19.	Form MGT-14 for: 1. approve the balance sheet, profit and loss accounts, and cash flow statement for the Fiscal 2023 2. to approve the draft board report for the Fiscal 2023	October 27, 2023	December 12, 2025	777	7,200
20.	Form MGT-14 for availing financial facilities from Kotak Mahindra Bank Limited amounting to ₹3,00,00,000/-	June 2, 2022	January 8, 2026	1,316	7,200
21.	Form MGT-14 for: 1. to avail fund based and non-fund-based financial facilities aggregating to ₹7.42 crores 2. To issue a Guarantee for an amount of ₹60 crores (rupees sixty crores only) as security for repayment of the financial facility	February 26, 2023	December 9, 2025	1,017	7,200
22.	Form ADT-1 for the appointment of SMAK & CO in the AGM held on September 30, 2023 (April 1, 2023 to March 31, 2025)	October 15, 2023	August 23, 2025	678	7,200
23.	Form ADT-1 for appointment of Ashok Khasgiwala & Co. LLP	August 21, 2025	October 24, 2025	64	3,600
24.	Form MGT-14 for resignation of company secretary, Prakshi Kalwadia	August 27, 2023	January 24, 2026	881	7,200
25.	Form MGT-14 for re-appointment of Managing Director	October 28, 2024	November 27, 2025	395	7,200
26.	Form MGT-14 for re-appointment of independent director, Mamta Sahu, after a term of 5 cConsecutive years under Section 149(10)	October 28, 2024	December 5, 2024	38	2,400
27.	Form MGT-14 for 1. approval of standalone financial statements for the Fiscal 2024 2. approval of consolidated financial statements for the Fiscal 2024 3. approval of Board's Report for the Fiscal 2024	October 2, 2024	December 13, 2024	72	3,600
28.	Form MGT-14 for re-appointment of Saurabh Sangla as the Managing Director of the Company for a period of 3 years with effect from October 1, 2024	October 5, 2024	November 13, 2024	40	2,400
29.	Form MGT-14 for approving corporate guarantee being provided in favor of Adroit Driveshafts Private Limited to avail credit facilities amounting ₹ 74,44,00,000/- from Kotak Mahindra Bank Limited	March 28, 2024	December 13, 2025	625	7,200
30.	Form MGT-14 for appointment of the	October 25, 2024	January 10, 2026	442	7,200

Sr. No.	Particulars of delayed filing	Due date	Actual filing date	Delay (days)	Late fees (₹)
	company secretary, Lokendra				
31.	Form MGT-14 for approval of resignation of company secretary, Lokendra Garhwal	January 4, 2026	January 12, 2026	8	1,200
32.	Form MGT-14 for re-appointment of Managing Director, Saurabh Sangla from March 27, 2015 to March 26, 2020	October 30, 2015	February 25, 2026	3,771	7,200
33.	Form MGT-14 for appointment of MD, WTD or Manager under Section 196 re-appointment of Managing Director, Saurabh Sangla from October 1, 2019 to September 30, 2024	October 30, 2019	February 25, 2026	2,310	7,200
34.	Form MGT-14 for change in designation of Rajesh Kumar Logre from additional director to independent director	July 18, 2025	July 22, 2025	3	1,200
35.	Form AOC-5 for notice of address at which books of account are to be maintained	December 12, 2025	January 12, 2026	31	2,400
36.	Form PAS-6 for reconciliation of share capital audit report (half-yearly) period of filing from April 1, 2022 to September 30, 2022	November 29, 2022	March 29, 2024	486	7,200
37.	Form PAS-6 for reconciliation of share capital audit report (half-yearly) period of filing from October 1, 2022 to March 31, 2023	May 30, 2023	March 29, 2024	304	7,200
38.	Form PAS-6 for reconciliation of share capital audit report (half-yearly) period of filing from April 1, 2023 to September 30, 2023	November 29, 2023	March 29, 2024	121	6,000
39.	Form PAS-6 reconciliation of share capital audit report (half-yearly) period of filing from April 1, 2025 to September 30, 2025	November 29, 2025	January 12, 2026	44	2,400
40.	Form INC 22 for change of Registered Office address of the Company within the state of Maharashtra but outside the local limits of the city of Mumbai and falls in the city of Thane	October 29, 2023	December 27, 2023	59	2,400
41.	Form DIR-12 for the appointment of additional director, Yashaswi Jharbade	October 4, 2024	December 11, 2024	68	3,600
42.	Form DIR-12 for change in designation from additional director to director of Yashaswi Jharbade	October 27, 2024	December 13, 2024	47	2,400
43.	Form DIR-12 for the appointment of company secretary, Lokendra Garhwal	October 25, 2024	November 13, 2024	18	1,200
44.	Form DIR-12 for the resignation of company secretary, Lokendra Garhwal	January 3, 2026	January 12, 2026	09	1,200
45.	Form ADT-1 for the appointment of SMAK & CO in the EOGM held on February 20, 2023 (April 1, 2022 to March 31, 2023).	March 7, 2023	August 21, 2025	898	7,200
46.	From MGT-14 for reappointment of Surabhi Agrawal as Independent Director	June 24, 2026	July 21, 2026	26	1,200

In respect of such delayed filings, the Company has made the requisite filings along with payment of applicable additional fees and penalties prescribed under the Companies Act, 2013 and the rules framed thereunder.

Further, the Company has, on a suo motu basis, filed certain applications with the Registrar of Companies, Mumbai II, for adjudication of penalties in relation to certain matters under the Companies Act, 2013. The details of the non-compliances in respect of which such suo motu applications have been filed are set out below.

- The Company Secretary of the Company resigned on August 1, 2023, resulting in a temporary vacancy in the position of Key Managerial Personnel. While the Company was required to appoint a whole-time Company Secretary within the prescribed timeline under Section 203 of the Companies Act, 2013, the appointment was completed on September 25, 2024. The Company has since appointed a Company Secretary and is presently in compliance with the applicable provisions of the Companies Act, 2013.
- The Company has undertaken buy-back of its equity shares in the past. In certain instances, the interval between successive buy-back offers was less than the minimum period prescribed under the Companies Act, 1956.
- The Company had inadvertently not prepared consolidated financial statements for Fiscal 2023 in respect of its subsidiary, Adroit Driveshafts Canada Limited which was incorporated by the Company on March 10, 2022. The Company subsequently prepared the audited consolidated financial statements for Fiscal 2023, which were approved by the Board of Directors on November 3, 2023 and have been considered for the purpose of restated consolidated financial statements.

The above detailed applications are currently pending as on the date of this Red Herring Prospectus. While the outcome of these proceedings is subject to determination by the relevant authority, the penalties, if imposed, may result in financial liabilities and regulatory consequences.

Further, the Company incorporated its wholly-owned subsidiary in Canada, Adroit Driveshafts Canada Limited, in March 2022, pursuant to which an investment of CAD 100 (approximately ₹6,000) was proposed. In connection with this investment, certain procedural requirements under applicable law, including obtaining a Unique Identification Number (UIN) and related reporting compliances, were not completed within the prescribed timelines. The Company initiated steps to regularise these procedural lapses, including intimation to RBI and initiation of the process for obtaining the UIN through its Authorized Dealers and received the approval for the UIN from the Reserve Bank of India in March 2026 and a UIN was allotted in April 2026. The Company has remitted the amount of CAD 100 and has submitted the requisite Form FCs, Foreign Liabilities and Assets (FLA) Returns and a copy of the original share certificate. Further, the Annual Performance Reports for the relevant financial years have been submitted to the Authorised Dealer Bank and are in the process of being uploaded on the RBI's OID portal. The Company has filed an application dated August 17, 2026 for compounding with the Reserve Bank of India in relation to aforesaid matter. The outome of the compounding applications is currently pending as on the date of this Red Herring Prospectus.

Further, we have also identified certain discrepancies in the Foreign Liabilities and Assets ("**FLA**") returns filed with the Reserve Bank of India for Fiscal 2023, Fiscal 2024 and Fiscal 2025. The Company has since taken appropriate corrective measures and has submitted revised FLA returns.

In addition, we have availed credit facilities from financial institutions from time to time and, pursuant to periodical revisions in the sanctioned amounts and terms and conditions, were required to file certain charge-related forms in respect of the security created and/or modified in favour of the lenders. However, due to inadvertent procedural oversight, the requisite forms were neither filed by the Company or such financial institutions, within the prescribed timelines as required under applicable law. We acknowledge this lapse and intend to rectify the same; however, such defaults are not compoundable and/or the relevant forms are not permitted to be filed with payment of additional (late) fees under the provisions of the Companies Act, 2013.

Therefore, such non-compliance are not compoundable in nature. While no action, penalty, proceeding or adverse direction has been initiated or imposed by the relevant authorities in relation to the aforesaid matter as on the date of this Red Herring Prospectus, there can be no assurance that the relevant authorities will not initiate any inquiry, investigation, adjudication, penalty proceedings or other regulatory action against our Company in the future. Any such action or proceeding, if initiated, may result in monetary penalties, regulatory restrictions, reputational harm, diversion of management time and resources or other adverse consequences, which could materially and adversely affect our business, financial condition, results of operations and cash flows.

These compliance lapses, taken together, may indicate certain systemic weaknesses in our compliance processes and internal control framework. Although the Company has undertaken corrective actions, including regularization of pending filings, *suo motu* adjudication applications and strengthening of internal compliance mechanisms, there can be no assurance that additional historical non-compliances will not be identified or that regulatory authorities will not initiate proceedings, impose penalties or take adverse actions against the Company in the future.

No action has been taken by the regulatory authorities in relation to the aforesaid matters as on date. While we are undertaking corrective measures to strengthened our compliance processes, we cannot assure you that the relevant authorities may not seek clarifications or take adverse action, if deemed necessary, in respect of such matters. Any such action, if initiated, may result in the imposition of penalties or other consequences, which could have an adverse eāffect on our business, financial condition, results of operations or reputation.

7. ***Our Company and our Subsidairy, ADPL experienced negative cash flows from certain activities in the past on a consolidated as well as a standalone basis and may continue to do so in the future, which could adversely affect our business, results of operations, cash flows and financial condition***

Our Company and our Subsidary, ADPL has experienced negative cash flows from certain activities in the past. Any sustained or significant negative cash flows in the future may adversely affect our liquidity, working capital requirements and financial condition. The table below summarises our cash flows from our Restated Consolidated Financial Information on a consolidated basis for the periods indicated:

(₹ in million, unless stated otherwise)

Particulars	Fiscal		
	2026	2025	2024
Net cash flow generated from/ (utilized in) operating activities (A)	294.06	203.10	199.36
Net cash flow generated from/ (utilized in) investing activities (B)	(120.89)	32.12	(4.57)
Net cash flow generated from/ (utilized in) financing activities (C)	(169.87)	(235.17)	(196.58)
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	3.30	0.04	(1.79)
Cash and cash equivalents at the beginning of the year	11.75	11.71	13.50
Cash and cash equivalents at the end of the year	15.05	11.75	11.71

The table below summarizes our cash flows of Adroit Industries (India) Limited on a standalone basis for the periods indicated:

(₹ in million, unless stated otherwise)

Particulars	Fiscal		
	2026	2025	2024
Net cash flow generated from/ (utilized in) operating activities (A)	11.92	137.69	117.15
Net cash flow generated from/ (utilized in) investing activities (B)	35.72	(19.94)	25.27
Net cash flow generated from/ (utilized in) financing activities (C)	(48.07)	(116.32)	(148.41)
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	(0.42)	1.43	(5.99)
Cash and cash equivalents at the beginning of the year	7.39	5.96	11.95
Cash and cash equivalents at the end of the year	6.97	7.39	5.96

Adroit Driveshafts Private Limited [Standalone]

(₹ in million, unless stated otherwise)

Particulars	Fiscal		
	2026	2025	2024
Net cash flow generated from/ (utilized in) operating activities (A)	279.91	64.90	79.22
Net cash flow generated from/ (utilized in) investing activities (B)	(45.36)	54.28	(14.96)
Net cash flow generated from/ (utilized in) financing activities (C)	(233.22)	(120.69)	(62.74)
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	1.33	(1.51)	1.52
Cash and cash equivalents at the beginning of the year	0.01	1.52	0.00
Cash and cash equivalents at the end of the year	1.34	0.01	1.52

Adroit Industries (India) Limited [Consolidated]:

Our cash flows from investing activities have been negative in certain periods, including ₹120.89 million in Fiscal 2026 and ₹4.57 million in Fiscal 2024 on a consolidated basis. These outflows were primarily attributable to capital expenditure incurred towards the purchase of property, plant and equipment and the extension of inter-corporate loans in Fiscal 2026.

Further, we have experienced negative cash flows from financing activities in recent periods, including ₹169.87 million in Fiscal 2026, ₹235.17 million in Fiscal 2025 and ₹196.58 million in Fiscal 2024, on a consolidated basis, primarily due to repayment of borrowings and payment of finance costs. While such repayments reduce our overall indebtedness, they may result in cash outflows in the relevant periods.

Adroit Industries (India) Limited [Standalone]:

Our Company's cash flows from investing activities have also been negative in certain periods, ₹19.94 million in Fiscal 2025 on a standalone basis. These outflows were primarily attributable to capital expenditure incurred towards the purchase of property, plant and equipment and the extension of inter-corporate loans in Fiscal 2025.
Further, our company experienced negative cash flows from financing activities in recent periods, including ₹48.07 million in Fiscal 2026, ₹116.32 million in Fiscal 2025, ₹148.41 million and in Fiscal 2024 on a standalone basis, primarily due to repayment of borrowings and payment of finance costs. While such repayments reduce our overall indebtedness, they may result in cash outflows in the relevant periods.

Adroit Driveshafts Private Limited [Standalone]:

Our Subsidiary's cash flows from investing activities have also been negative in certain periods, including ₹45.36 million in Fiscal 2026 and ₹14.96 million in Fiscal 2024 on a standalone basis. These outflows were primarily attributable to capital expenditure incurred towards the purchase of property, plant and equipment and capital advances in Fiscal 2026 and the extension of inter-corporate loans in Fiscal 2024.

Further, our subsidiary experienced negative cash flows from financing activities in recent periods, including ₹233.22 million in Fiscal 2026, ₹120.69 million in Fiscal 2025 and ₹62.74 million in Fiscal 2024, on a standalone basis, primarily due to repayment of borrowings and payment of finance costs. While such repayments reduce our overall indebtedness, they may result in cash outflows in the relevant periods.
Our cash flow position is influenced by several factors, including our profitability, working capital requirements, timing of receivables collection, inventory levels, capital expenditure, financing arrangements and repayment obligations. In particular, our working capital-intensive operations, including inventory build-up and extension of credit to customers, may result in variability in cash flows from operating activities.

Any continued or significant negative cash flows may require us to rely on external sources of funding, including borrowings, which may not be available on commercially acceptable terms or at all. Further, any mismatch between cash inflows and outflows may affect our ability to meet our operational requirements, service debt obligations or fund growth initiatives.

8. ***We have made investments and extended inter-corporate loans and advances to certain entities. Any delay in recovery, default, impairment or diminution in value of such exposures may adversely affect our liquidity, cash flows, working capital and financial condition.***

As at March 31, 2026, our non-current investments aggregated to ₹214.93 million and our inter-corporate loans and advances aggregated to ₹100.63 million. The recoverability of such loans and advances and the value of such investments is dependent upon the financial condition, liquidity position, operational performance and repayment capacity of the relevant counterparties.

Any deterioration in the financial condition of such counterparties, delay in repayment obligations, business underperformance, insolvency proceedings, impairment in value of investments or inability to realise such exposures in a timely manner may require us to recognise impairment losses, create additional provisions or write off such amounts. Further, as a substantial portion of such exposures is concentrated among a limited number of counterparties, any adverse developments affecting such counterparties may have a disproportionate impact on our liquidity and working capital position.

In addition, capital deployed towards loans, advances and investments may not be readily available for deployment in our core business operations, capital expenditure requirements or growth initiatives. Accordingly, any delay in recovery, diminution in value or impairment of such investments, loans or advances may materially and adversely affect our business, financial condition, results of operations and cash flows.

Further, during the last three financial years, there have been no instances of default in repayment of the inter-corporate loans and advances extended by us, and we have not recorded any impairment loss or provision in respect of such loans, advances and investments. There have also been no material instances of diminution in the value of our investments or any material delay in recovery of such loans and advances during the said period.

9. ***We are subject to risks arising from interest rate fluctuations, which could reduce our profitability and adversely affect our business, cash flows, financial condition and results of operations.***

Our operations are partly funded by debt. Increases in interest rate and a consequent increase in the cost of servicing such debt may adversely affect our cash flows, results of operations and financial condition. The interest rate for the certain borrowings availed from banks and financial institutions comprises floating rates and is generally linked to the applicable benchmark rate of the respective lender, including repo rate or relevant foreign currency benchmark rates, together with an agreed spread ranging from 0.55% to 3.00%. The applicable rate on one of the term loans is determined as long term lending rate less 9.25%. As on July 31, 2026 our outstanding borrowing amounts to ₹689.76 million out of which ₹632.13 million are from bank and financial institutions and ₹57.63 million are unsecured borrowings. A total outstanding of ₹632.13 million from bank and financial institutions was subject to variable interest rates. Changes in prevailing interest rates affect our interest expense in respect of our borrowings and may have an adverse effect on our business, results of operations, cash flows and financial condition. The table below sets out our interest expenses, including as a percentage of total expenses for the periods indicated.

Particulars	**Fiscal 2026**		**Fiscal 2025**		**Fiscal 2024**	
	Amount (₹ *million*)	***%* of Total Expenses**	**Amount (₹ *million*)**	***%* of Total Expenses**	**Amount (₹ *million*)**	***%* of Total Expenses**
Interest on term loans	10.80	0.98	18.84	1.66	27.85	2.60
Interest on working capital	32.50	2.95	34.20	3.00	27.97	2.61

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

For a description of interest typically payable under our financing agreements, see "***Financial Indebtedness***" on page 450.

Although we may in the future exercise any right available to us under our financing arrangements to terminate the existing debt financing arrangement on the respective reset dates and enter into new financing arrangements or re-finance onerous debt obligations, there can be no assurance that we will be able to do so on commercially reasonable terms or that these agreements, if entered into, will protect us adequately against interest rate risks. Further, if such arrangements do not protect us adequately against interest rate risks, they would result in higher costs.

10. ***There are outstanding legal proceedings involving our Company, our Directors and our Promoters. Any adverse outcome in such proceedings may adversely affect our reputation, business, results of operations, cash flows and financial condition.***

There are outstanding legal proceedings involving our Company, Directors and Promoters. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals.

A summary of the outstanding legal proceedings involving our Company, Directors and Promoters in accordance with requirements under the SEBI ICDR Regulations, to the extent quantifiable, has been set out below.

Name of Entity	Number of Criminal Proceedings	Number of Tax Proceedings	Number of Statutory or Regulatory Proceedings	Number of Material Civil Proceedings	Number of Disciplinary Actions by the SEBI or the stock exchanges against our Promoters in the last five financial years	Aggregate amount involved (₹ million)[(1)]
Company						
Against our Company	Nil	25	Nil	Nil	NA	19.95
By our Company	Nil	Nil	NA	Nil	NA	Nil
Subsidiary						
Against our Subsidiary	Nil	6	Nil	Nil	NA	25.77
By our Subsidiary	Nil	Nil	NA	Nil	NA	Nil
Directors*						
Against our Directors	Nil	Nil	Nil	Nil	NA	Nil
By our Directors	Nil	Nil	NA	Nil	NA	Nil
Promoters						
Against our Promoters	5	8	Nil	2	Nil	50.64
By our Promoters	1	Nil	NA	Nil	Nil	Amount unascertainable
KMPs*						
Against our KMPs	Nil	NA	Nil	Nil	NA	Nil
By our KMPs	Nil	NA	NA	Nil	NA	Nil
Members of Senior Management						

Name of Entity	Number of Criminal Proceedings	Number of Tax Proceedings	Number of Statutory or Regulatory Proceedings	Number of Material Civil Proceedings	Number of Disciplinary Actions by the SEBI or the stock exchanges against our Promoters in the last five financial years	Aggregate amount involved (₹ million)[(1)]
Against our members of Senior Management	Nil	NA	Nil	Nil	NA	Nil
By our members of Senior Management	Nil	NA	NA	Nil	NA	Nil

[(1)]To the extent ascertainable
[*] Excluding Directors who are our Promoters
[**]Excluding KMPs who are our Directors
Note: There are no outstanding litigation involving our Group Companies which may have a material impact on our Company.

For details, see "***Outstanding Litigations and Material Developments***" on page 485.

Certain litigations and regulatory proceedings involving our Promoter, Mukesh Sangla, currently pending before various judicial and regulatory forums include:

(i) an appeal filed by the Income Tax Department before the Hon'ble High Court of Madhya Pradesh challenging the order of the Income Tax Appellate Tribunal deleting a penalty of ₹37.75 million levied under Section 271(1)(c) of the Income Tax Act, 1961 for Assessment Year 2010-11;
(ii) a writ petition filed by the Directorate General of Central Excise Intelligence before the Hon'ble High Court of Madhya Pradesh alleging evasion of central excise duty, clandestine removal of excisable goods and wrongful availment of CENVAT credit involving certain group entities and Mr. Mukesh Sangla;
(iii) proceedings initiated by the Factory Inspector, Pithampur, under the Factories Act, 1948 in relation to an accident involving a worker at the Pithampur manufacturing facility and alleged non-compliance with certain safety and reporting requirements; and
(iv) a complaint under Sections 138 and 142 of the Negotiable Instruments Act, 1881 against Signet Industries Limited and Mukesh Sangla in relation to alleged dishonour of cheque issued towards discharge of commercial liabilities.
(v) a revision application has been filed by our Promoter, Mukesh Sangla seeking discharge from the criminal proceedings initiated against Laxmi Pipes and Fittings Pvt. Ltd. relating to wrongful availment of CENVAT by Laxmi Pipes and Fittings Pvt. Ltd. Mukesh Sangla was exonerated by the CESTAT and thus Mukesh Sangla filed this appeal seeking discharge from the criminal proceedings on the ground that he had already been exonerated in the adjudication proceedings arising from the same set of facts and evidence.
(vi) a complaint filed by Quality Construction through its Proprietor Bhupendra Dasondhi before the Judicial Magistrate First Class, Indore, against Signet Industries Limited, Mukesh Sangla and Saurabh Sangla, alleging, inter alia, non-payment of outstanding dues of ₹2.04 million in relation to construction works undertaken at the Company's factory facility at Pithampur, and alleging criminal conspiracy, business fraud and criminal breach of trust, among other matters. The Complainant has sought directions for registration of an FIR against the Accused.
(vii) a criminal complaint filed by Indra Mohan Jha before the Judicial Magistrate First Class, Jamshedpur, against Signet Industries Limited and Mukesh Sangla, alleging non-payment of salary and travel and daily allowance dues aggregating to ₹0.39 million for the period October 2022 to January 2023 and alleging, inter alia, fraudulent conspiracy and misappropriation.

For details, see "***Outstanding Litigations and Material Developments – Litigation involving our Promoters – Litigation filed against our Promoters – Criminal litigations***" on page 439.

While these matters are currently pending adjudication, any adverse outcome in such proceedings may adversely affect the reputation of our Promoter and could also adversely affect our reputation, business operations, financial condition and results of operations.
Should any new developments arise, such as any rulings against us, we may need to make provisions in our financial statements that could increase expenses and current liabilities. Further, an adverse outcome in these proceedings may lead to a modification in our capital structure and may affect our reputation, standing and future business and could adversely affect our business, prospects, financial condition and results of operations.

We cannot assure you that any of these proceedings will be decided in favour of our Company or that no further liability will arise out of these proceedings. Furthermore, we may not be able to quantify all the claims in which we are involved. Further, we cannot assure you that the provisions we have made will be sufficient or that further litigation will not be brought against us in the future. 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. This could adversely affect our business, cash flows, financial condition and results of operation.

11. ***We depend on a limited number of domestic suppliers for the procurement of our key raw materials and our top ten suppliers accounted for purchases aggregating to ₹ 306.58 million, ₹ 337.75 million, and ₹ 325.06 million representing 75.97%, 90.41% and 88.09% respectively, of our total purchase cost in Fiscal 2026, 2025 and 2024 respectively. Any disruption in supply, increase in prices or inability to procure such materials on commercially acceptable terms may adversely affect our business, results of operations, cash flows and financial condition.***

Our manufacturing operations are dependent on the timely and adequate availability of key raw materials and components, including steel bars and billets, universal joint (UJ) crosses and steel tubes, which are sourced from third-party suppliers in both domestic and international markets. We set out below the geographical bifurcation of purchases for the periods indicated therein.

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ in million)	Percentage of purchase (%)	Amount (₹ in million)	Percentage of purchase (%)	Amount (₹ in million)	Percentage of purchase (%)
Domestic Suppliers (A)						
Punjab	126.85	31.43	144.57	38.70	56.63	15.35
Madhya Pradesh	79.76	19.76	39.47	10.57	30.14	8.17
Gujarat	0.69	0.17	6.60	1.76	22.97	6.22
Karnataka	0.05	0.01	0.00	0.00	1.20	0.32
Andhra Pradesh	13.54	3.36	44.78	11.99	65.82	17.84
Maharashtra	116.37	28.84	94.01	25.17	72.63	19.68
Tamil Nadu	0.16	0.04	0.00	0.00	0.00	0.00
Uttar Pradesh	7.68	1.90	0.00	0.00	0.00	0.00
Haryana	0.74	0.18	0.00	0.00	0.00	0.00
Overseas Suppliers (B)						
China	21.39	5.30	26.17	7.01	65.61	17.78
France	-	-	-	-	-	-
Dubai	-	-	-	-	-	-
Thailand	-	-	-	-	30.00	8.13
Others (C)						
Inward freight and other charges	36.31	9.00	17.97	4.81	24.00	6.50
Total	**403.54**	**100.00**	**373.57**	**100.00**	**369.00**	**100.00**

As certified by our Statutory Auditors vide certificate dated September 16, 2026

We procure such materials primarily on a purchase order basis and do not typically enter into long-term supply agreements with our suppliers. The table below sets forth details of our cost of raw materials consumed during the periods indicated:

(₹ in million, unless otherwise stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Cost of raw materials consumed	205.03	227.08	367.13
% of total expenses	18.62	19.96	34.27

Further, our procurement is concentrated among a limited number of suppliers, and any disruption affecting such suppliers may impact our operations. The contribution of our top suppliers to total purchases is set out below:

(₹ in million, unless otherwise stated)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Purchases	% of total purchase	Purchases	% of total purchase	Purchases	% of total purchase
Top 1 Supplier	114.46	28.36	124.19	33.24	133.73	36.24
Top 5 Suppliers	245.72	60.89	276.99	74.15	262.59	71.16
Top 10 Suppliers	306.58	75.97	337.75	90.41	325.06	88.09

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Our reliance on both domestic and international suppliers exposes us to a range of risks, including supply shortages, delays in procurement, logistical disruptions, quality inconsistencies and changes in commercial terms. Procurement from international suppliers further exposes us to risks such as foreign exchange fluctuations, changes in import duties, trade restrictions, geopolitical developments, shipping delays, port congestion and disruptions in global supply chains.

In addition, the prices of key raw materials such as steel and related components are subject to volatility due to factors including global demand-supply dynamics, commodity price fluctuations, geopolitical developments and changes in trade policies. As per the *CareEdge Report*, propeller shafts primarily utilise steel, aluminium and composites, and price fluctuations in these materials directly impact production costs and profitability. The domestic steel industry has been affected by safeguard duties on certain steel imports, which may influence domestic steel prices and increase the cost of key raw materials. As steel bars and billets constitute the primary raw materials for propeller shaft manufacturing and are predominantly sourced from domestic suppliers, sustained increases in domestic steel prices could raise procurement costs and put pressure on manufacturers' margins. Steel prices remained under pressure through 2025 due to subdued domestic demand and higher imports, before increasing through April 2026, supported by higher coking coal and iron ore prices and changes in demand and supply. Aluminium prices increased during FY26 through June 2026 before moderating in July as supply concerns eased, while geopolitical developments in West Asia continued to affect supply chains. Crude oil prices remained relatively stable during FY25 but increased in March 2026 amid geopolitical tensions in West Asia and concerns over disruptions through the Strait of Hormuz, before moderating from April to July 2026 as supply concerns eased. For details, see "***Industry Overview – Raw Material Price Volatility and Supply Chain Disruptions***" on page 291.

The domestic steel industry has been affected by safeguard duties on certain steel imports, which may influence domestic steel prices and increase the cost of key raw materials. As steel bars and billets constitute the primary raw materials for propeller shaft manufacturing and are predominantly sourced from domestic suppliers, sustained increases in domestic steel prices could raise procurement costs and put pressure on manufacturers' margins. As our primary raw materials comprise steel bars and billets, which are predominantly procured from domestic suppliers, any sustained increase in domestic steel prices may adversely affect our procurement costs and margins. Domestic suppliers contributed 85.70% and 88.18% of our total purchases during the Fiscal 2026 and Fiscal 2025, respectively.

Further, our cost of raw materials consumed aggregated to ₹205.03 million during the Fiscal 2026, representing 18.62% of our total expenses for such period. To the extent domestic steel prices remain elevated due to safeguard duty measures or other trade policy interventions, our input costs may continue to remain under pressure. Such risks may be further accentuated during the period in which we intend to utilise proceeds from the Offer towards expansion of manufacturing capacities at our Dewas and Pithampur facilities, which may increase our raw material requirements and exposure to commodity price fluctuations. Accordingly, any sustained increase in domestic steel prices or adverse changes in trade and tariff policies affecting steel procurement may materially and adversely affect our business, results of operations, cash flows and financial condition.

Our procurement model, being largely order-based without long-term contracts, may limit our ability to secure stable pricing and assured supply. There can be no assurance that we will be able to procure raw materials of the required quality, in sufficient quantities, or on commercially acceptable terms, or at all. In the event of any disruption in supply or inability to source materials from our existing suppliers, we may not be able to identify or onboard alternate suppliers in a timely manner.

Further, variations in quality or specifications of raw materials may affect our manufacturing processes, result in rework, production inefficiencies or delays in delivery, and may impact our ability to meet customer specifications and timelines.

None of our suppliers are related parties within the meaning of the Companies Act, 2013, the SEBI ICDR Regulations or the SEBI Listing Regulations, and no member of our Promoter Group, Directors or Key Managerial Personnel has any direct or indirect interest in such suppliers. Further, we have not entered into any exclusive sourcing arrangements, long-term procurement commitments or other arrangements that restrict our ability to procure raw materials from alternate suppliers. While our procurement is concentrated among a limited number of suppliers owing to commercial considerations, quality requirements and established business relationships, the raw materials used in our manufacturing operations, including steel bars and billets, universal joint (UJ) crosses and steel tubes, are generally available from multiple domestic and international suppliers. Accordingly, in the event of any disruption affecting an existing supplier, we believe that alternate sources of procurement may be available, although there can be no assurance that such alternate suppliers can be identified, qualified and onboarded on commercially acceptable terms or within the required timelines.

During the last three Fiscals, we have not experienced any material disruption in procurement of raw materials from our domestic or international suppliers. However, past experience may not be indicative of future performance, and there can be no assurance that any disruption in supply, increase in prices or inability to procure raw materials will not materially and adversely affect our business, results of operations, cash flows and financial condition.

12. ***Our revenue from Sale of Products is significantly dependent on distributor-led sales channels. Revenue from distributors aggregated to ₹793.82 million, ₹702.48 million and ₹709.05 million and Fiscal 2026, Fiscal 2025, and Fiscal 2024, respectively, representing 62.45%, 57.96% and 64.18% of our revenue from Sale of Products for the respective periods. Any disruption in our relationships with distributors may materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.***

We supply our products primarily through a network of non-exclusive distributors, including Tier-1 driveline component suppliers, and also undertake direct sales to OEMs in accordance with customer-specific technical specifications and requirements. As per *CareEdge Report* the propeller shaft and driveline component industry is typically characterised by a multi-tiered supply chain involving distributors and Tier-1 suppliers, which facilitates broader market access, inventory management and customer servicing across geographies. For details, see "***Industry Overview – Global Propeller Shaft Industry***" on page 237.

Our distribution-led model is aligned with such industry practices and enables us to cater to diverse customer requirements across multiple markets:

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (in ₹ million)	% of Revenue from Sale of Products	Amount (in ₹ million)	% of Revenue from Sale of Products	Amount (in ₹ million)	% of Revenue from Sale of Products
Revenue from distributors*	793.82	62.45	702.48	57.96	709.05	64.18
Revenue from Tier-1 driveline component suppliers#	417.72	32.86	462.22	38.13	330.34	29.90
Revenue from OEMs	59.55	4.68	47.40	3.91	65.43	5.92
Total	**1,271.09**	**100.00**	**1,212.09**	**100.00**	**1,104.82**	**100.00**

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

** "distributors" refers to independent automotive parts wholesalers, retailers and supply-chain intermediaries engaged in sourcing automotive components from manufacturers for further supply and sale to retailers, repair networks, workshops and end customers.*

 # "Tier-1 driveline component suppliers" refers to Tier-1 suppliers are companies that supply components directly to OEM manufacturers in the country, including ordnance factories producing vehicles, according to ACMA.

While our distributor-led model enables us to access a wider customer base and international markets, it also results in relatively limited direct interface with end users, which may reduce visibility over end-demand trends, product consumption patterns and channel inventory positions. Distributors and Tier-1 suppliers may source products from multiple vendors, adjust their sourcing mix, rationalise suppliers, delay procurement, seek extended credit terms, or optimise inventory levels based on their own business strategies, market conditions and working capital considerations. Accordingly, variations in the procurement patterns or commercial priorities of such channel partners may influence our order flows from time to time.

In addition, as our products are largely supplied through distributors and Tier-1 suppliers, the classification of end-use applications is based on the intended application of the products supplied to such customers. Accordingly, any divergence between intended application and actual end-use, or any shift in demand across sectors served by our channel partners, may impact the visibility and predictability of our demand pipeline.

While we have established relationships with a number of distributors and Tier-1 customers and have historically experienced continuity in business, there can be no assurance that such customers will continue to market our products effectively, maintain desired stocking levels, comply with delivery schedules or preserve historical business volumes. Any material disruption in the functioning, financial condition or commercial priorities of our distributor network, or any significant shift in industry channel structures, could adversely affect our business, financial condition, results of operations, cash flows and prospects.

Further, as a significant portion of our products are sold through distributors and Tier-1 driveline component suppliers rather than directly to end customers, we may have limited ability to directly influence pricing decisions, promotional strategies, inventory management practices and customer engagement activities undertaken by such channel partners in their respective markets. Any reduction in demand at the end-customer level, inventory rationalisation or channel inventory correction by distributors, changes in procurement strategies, pricing pressures, shifts towards competing products or reduction in stocking levels may result in lower order volumes, delays in procurement or fluctuations in demand for our products. As we do not have direct contractual relationships with a substantial portion of the end customers purchasing our products through distribution channels, our ability to respond promptly to changing end-market demand patterns may be comparatively limited.

Further, certain major aftermarket auto-parts distributors in the United States reported moderation in organic revenues during 2025 amid changing market conditions, inventory rationalisation and margin pressures. For instance, Advance Auto Parts reported net sales of approximately US$ 8.6 billion during

Fiscal 2025, reflecting a year-on-year decline in revenues. In addition, tariff-related cost pressures and inflationary trends in the United States aftermarket sector may adversely affect the margins, working capital cycles and procurement behaviour of distributors and channel partners. Such developments may result in pricing renegotiations, inventory rationalisation, delayed procurement decisions, extension of payment cycles or reduction in order volumes by distributors sourcing products from overseas suppliers, including Indian component manufacturers such as our Company.

Further, our trade receivables aggregated to ₹452.83 million as at March 31, 2026, as compared to ₹398.66 million as at March 31, 2025. Our receivable turnover days were 111 days during the March 31, 2026, as compared to 98 days, and 103 days during Fiscal 2025 and Fiscal 2024, respectively. Any deterioration in the financial condition, liquidity profile or creditworthiness of our distributors or channel partners, particularly in the United States market, may lead to delays in collections, increase in overdue receivables, extension of credit periods, customer defaults or higher working capital requirements.

In addition, we do not typically secure our export receivables through export credit insurance or other formal credit risk mitigation mechanisms. Accordingly, we remain directly exposed to risks associated with customer credit events, payment defaults, insolvency risks and financial stress affecting our distributor network and overseas channel partners. Any material disruption in the financial condition or procurement behaviour of our distributors may materially and adversely affect our business, financial condition, cash flows and results of operations.

During the last three Fiscals, we have not experienced any material disruption in our distributor network that has had a material adverse effect on our business, financial condition, results of operations or cash flows. However, past order flows, channel relationships and continuity of business from our distributors may not be indicative of future performance, and there can be no assurance that our distributors will continue to procure products from us on similar terms, maintain similar stocking levels or generate similar volumes of business in future periods.

13. ***A substantial portion of our revenue from Sale of Products is derived from automotive applications. Revenue from automotive applications aggregated to ₹947.48 million, ₹873.82 million and ₹700.11 million for the Fiscal 2026, Fiscal 2025 and Fiscal 2024 respectively, representing 74.54%, 72.09% and 63.37% of our revenue from Sale of Products for the respective periods. Any adverse developments in the automotive sector or failure to adapt to such changes could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.***

Our product portfolio supports end-use applications across the automotive and non-automotive sectors. Automotive sector applications primarily include passenger vehicles and commercial vehicles, while non-automotive applications include sectors such as defence and emergency services, heavy equipment and off-highway machinery, industrial equipment and other torque-transmission related applications. The classification of revenue from Sale of Products between automotive and non-automotive applications is set out below:

(₹ in million)

Particulars	Fiscal 2026	% of Revenue from Sale of Products	Fiscal 2025	% of Revenue from Sale of Products	Fiscal 2024	% of Revenue from Sale of Products
Automotive applications	947.48	74.54	873.82	72.09	700.11	63.37
Non-automotive applications	323.61	25.46	338.27	27.91	404.72	36.63
Total	**1,271.09**	**100.00**	**1,212.09**	**100.00**	**1,104.82**	**100.00**

Note*: As our products are largely supplied through distributors and Tier-1 suppliers, the classification of end-use applications is based on the intended application of the products supplied to customers.*
As certified by our Statutory Auditors vide certificate dated September 16, 2026

The use of propeller shaft and drivetrain components in the automotive sector is linked to trends in vehicle production and the broader automotive value chain. Our products are largely aligned with commercial vehicle applications, while also catering, to a limited extent, to the passenger vehicle segment, primarily SUVs. Accordingly, our business is influenced by factors such as demand for commercial vehicles and passenger vehicles, OEM production schedules, supply-chain availability, regulatory developments, fuel prices, financing conditions and general economic cycles affecting the automotive sector.

As per the *CareEdge Report*, the demand for auto components in India is supported by growth in vehicle production, OEM capacity expansions and new vehicle platforms. Vehicle exports, demand from commercial and off-highway segments and replacement demand from the existing vehicle fleet also contribute to demand for auto components. Consistent supplier relationships between automotive component manufacturers and OEM support demand stability in the auto component industry. The OEMs engage with component suppliers through sourcing arrangements and supplier development programmes for vehicle platforms and production cycles. As OEMs continue vehicle production and introduce new models, supplier relationships support demand for automotive components across vehicle segments. For details, see "***Industry Overview – Key Growth Drivers for the Auto Components Indsutry***" on page 269.

Further, the automotive industry is undergoing technological changes, including the increasing adoption of electric vehicles, and the use of lightweight materials such as aluminium and advanced alloys, aimed at improving fuel efficiency. As per *CareEdge Report*, the adoption of electric vehicles in the passenger vehicle segment may affect demand for propeller shafts used in internal combustion engine vehicles, as EV architectures use simplified drivetrain layouts that reduce the requirement for conventional propeller shaft systems. EV penetration is higher in passenger vehicles as compared with commercial vehicles and off highway segments. However, EV adoption in the commercial vehicle and off-highway segments remains lower, and as a result the reduction in demand for conventional propeller shafts in these segments is limited. For details, see "***Industry Overview – Challenges Faced for the Global Propeller Shaft Industry***" on page 246.

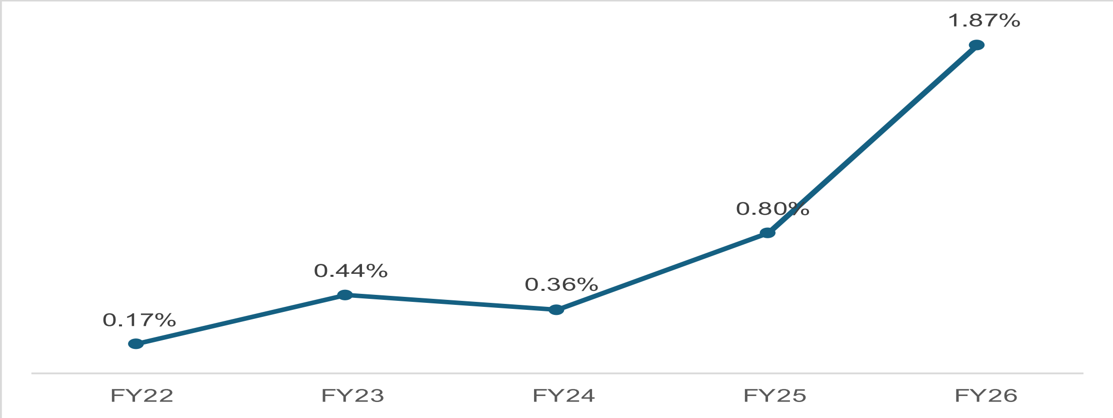
Set out below are certain matrix for the specified period detailing the EV penetration in the passenger vehicles segment and the commercial vehicles segment in India.

Commercial Vehicles

CV Sales	No of units
FY22	716,566
FY23	962,468
FY24	968,770
FY25	958,679
FY26	1,079,871

E CV - Sales - Buses and good carriers	No of units
FY22	1,188.00
FY23	4,251.00
FY24	3,516.00
FY25	7,644.00
FY26	20,155.00

E CV Penetration	in %
FY22	0.17%
FY23	0.44%
FY24	0.36%
FY25	0.80%
FY26	1.83%



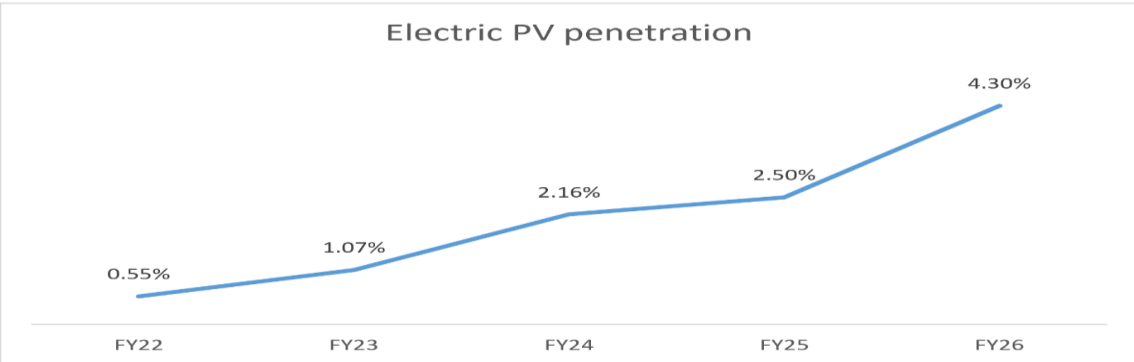
Source:(Vahan Dashboard)

Passenger Vehicles

E PV - Sales - E4W	No of units
FY22	16,997.02
FY23	41,736.00
FY24	91,077.00
FY25	1,07,509.00
FY26	1,99,463.00

PV domestic Sales	No of units
FY22	30,69,523
FY23	38,90,114
FY24	42,18,750
FY25	43,01,848
FY26	46,43,439

E PV Penetration	in %
FY22	0.55%
FY23	1.07%
FY24	2.16%
FY25	2.50%
FY26	4.30%



(Source: Vahan Dashboard)

Certain electric vehicle ("**EV**") architectures, particularly those utilizing integrated e-axles, hub motors or other alternative propulsion systems, may reduce or eliminate the requirement for conventional propeller shafts and certain associated driveline components. As a result, increasing adoption of EV platforms may lead to a structural reduction in demand for certain conventional driveline products manufactured by us.

A substantial portion of our revenue from Sale of Products is derived from automotive applications, which contributed 74.54%, 72.09% and 63.37% of our revenue from Sale of Products during the Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. To the extent that EV adoption accelerates across vehicle categories, geographies or customer segments served by us, demand for certain conventional propeller shaft and driveline products may decline over time, which could adversely affect our revenues, margins, profitability, cash flows and future growth prospects.

While EV penetration in commercial vehicles currently remains lower than in passenger vehicles and while certain EV platforms continue to utilise driveline systems incorporating propeller shafts, there can be no assurance that future vehicle architectures will continue to require our products to the same extent. Any faster-than-anticipated transition towards EV platforms, alternative propulsion technologies or driveline configurations requiring fewer or different components may adversely affect demand for our existing products.

Further, in order to remain competitive, we may be required to incur significant expenditure towards product development, engineering capabilities, tooling, validation processes, manufacturing modifications and development of products suitable for evolving vehicle architectures. There can be no assurance that such investments will be successful, commercially viable or capable of offsetting any reduction in demand for our conventional products. Accordingly, any structural shift in the automotive industry towards technologies that reduce the requirement for conventional propeller shafts may materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

While some of our products are compatible with electric vehicles, we cannot assure that we will be able to maintain or expand our presence in the electric vehicle segment or adapt our product portfolio in line with evolving technological requirements. Further, we have also introduced aluminium driveline components as part of our product portfolio to address evolving customer requirements. However, such developments may require continuous investment in product development, manufacturing capabilities, process adaptation and customer validation. Any failure on our part to adapt to such changes in a timely and cost-effective manner, or inability to develop and commercialise new products aligned with customer requirements, may affect our competitiveness and demand for our products.

Any slowdown in commercial vehicle demand, deferment or rationalisation of production by OEMs, inventory adjustments by OEMs or Tier-1 suppliers, or moderation in replacement demand in export markets may have an impact on demand for our products. In addition, as our products are largely supplied through distributors and Tier-1 suppliers, the classification of end-use applications is based on intended application, and actual end-use demand trends may vary.

While we have diversified our product applications across both automotive and non-automotive segments, a substantial portion of our revenues is derived from automotive-linked demand. Accordingly, there can be no assurance that our end-use mix will remain stable or that growth in automotive applications will continue at historical levels. Any sustained adverse movement in the automotive sector may have an impact on our business, financial condition, results of operations, cash flows and prospects.

During the last three Fiscals, we have not experienced any material adverse impact on our business on account of a sector-wide downturn in automotive applications. However, past revenue contribution from automotive applications and continuity of demand may not be indicative of future performance, and there can be no assurance that demand from automotive-linked customers and applications will continue at similar levels in future periods.

14. ***Our Company has in Fiscals 2026, Fiscals 2025 and 2024 entered into certain related party transactions with related parties, in compliance with the applicable laws and we cannot assure you that such transactions will not adversely affect our financial condition and results of operations.***

We have entered into transactions with certain related parties including our Promoters and Group Companies, in the in last three Fiscals and may continue to do so in future.

Other than managerial remuneration paid to our Managing Director and other managerial personnel and sitting fees paid to our Directors, as disclosed below, our Company and its Subsidiaries have not paid or are not payable any rent, royalty or other similar amounts to our Promoters, Promoter Group or Directors during the last three Fiscals. Further, the rent and interest transactions with our related parties disclosed above primarily comprise rent received by our Company and interest income earned from our Subsidiary, and do not represent amounts paid or payable by our Company or its Subsidiaries to our Promoters, Promoter Group or Directors. We have not entered into any material agreement with our Promoters, Promoter Group or Directors pursuant to which any material amount is payable by our Company or its Subsidiaries, other than the related party transactions disclosed in this section and the Restated Consolidated Financial Information.

The table below sets forth details of absolute sum of all related party transactions and the percentage of such related-party transactions to our revenue from operations in the periods indicated below:

(₹ in million, unless otherwise stated)

Nature of Transaction	Nature of relationship	Fiscal 2026		Fiscal 2025		Fiscal 2024	
		Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of Revenue from operations
Remuneration							
Saurabh Sangla	Managing Director	8.40	0.60	8.40	0.63	8.40	0.67
Sumit Purohit	Chief Financial Officer	1.06	0.08	1.12	0.08	0.86	0.07
B.R. Patidar	Chief Financial Officer	0.14	0.01	-	-	-	-
Prakshi Kalwadia	Company Secretary	-	-	-	-	0.06	0.00
Lokendra Garwal	Company Secretary	0.47	0.03	0.31	0.02	-	-
Mradul Jain	Company Secretary	0.16	0.01	-	-	-	-
Directors Sitting Fees							
Mamta Sahu	Non-Executive Independent Director	0.01	0.00	0.02	0.00	-	-
Rajesh Kumar Logre	Non-Executive Independent Director	0.06	0.00	-	-	-	-
Surabhi Agrawal	Non-Executive Independent Director	0.05	0.00	0.10	0.01	-	-
Yashaswi Jharbade	Non-Executive Independent Director	0.03	0.00	0.01	0.00	-	-
Anirudha Chauhan	Non-Executive Independent Director	0.01	0.00	-	-	-	-
Rent Received							
Signet Industries Ltd	Director has significant	0.64	0.05	0.60	0.04	-	-

Nature of Transaction	Nature of relationship	Fiscal 2026		Fiscal 2025		Fiscal 2024	
		Amount	% of revenue from operations	Amou nt	% of revenue from operations	Amount	% of Revenue from operations
	influence						
Kozzby International Private Limited	Director has substantial interest	0.20	0.01	-	-	-	-
Sales							
Signet Industries Ltd	Director has significant influence	60.09	4.29	21.63	1.62	84.88	6.82%
Kozzby International Private Limited	Director has substantial interest	5.14	0.37	16.31	1.22	10.85	0.87
Purchase							
Signet Industries Ltd	Director has significant influence	38.51	2.75	15.98	1.19	0.15	0.01
PPE Purchase							
Signet Industries Ltd	Director has significant influence	2.00[(1)]	0.14	-	-	-	-
PPE Sales							
Signet Industries Ltd.	Director has significant influence	0.26	0.02	-	-	-	-

[(1)] *The Company acquired a used single-stage extruder (RPT machine) aggregating to ₹2.00 million from Signet Industries Limited, a related party. The transaction was undertaken at arm's length. The consideration for the used single-stage extruder was determined based on the prevailing market value of comparable second-hand machinery of similar age and condition.*

(₹ in million)

Outstanding Balances	Nature of Relationship	Fiscal 2026		Fiscal 2025		Fiscal 2024	
		Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of Revenue from operations
Outstanding Investments in Equity and Preference Shares							
Signet Industries Limited (Preference Shares)	Director has significant influence	95.71	6.84	86.04	6.43	77.39	6.21
Signet Industries Limited (Equity Shares)	Director has significant influence	119.22	8.52	129.68	9.69	168.41	13.52
Trade Receivables							
Signet Industries Limited	Director has significant influence	3.03	0.22	0.05	0.00	-	-
Kozzby International Private Limited	Director Has Substantial Interest	13.92	0.99	15.96	1.19	0.24	0.02

Trade Payables							
Signet Industries Ltd	Director has significant influence	0.00	0.00	0.04	0.00	2.37	0.19

For details of the related party transactions, see "***Restated Consolidated Financial Information–Notes to the Restated Financial Information–Note 43 –Related Party Disclosures***" on page 427.

The following are the details of the related party transactions as per the requirements under Ind AS 24 –Related Party Disclosures eliminated on consolidation during the period/ year disclosed in accordance with Schedule VI, Part A, Para 11(I)(A)(i)(g) of the SEBI ICDR Regulations:

(i) Adroit Industries (India) Limited

(₹ in million)

Nature of Transaction	Fiscal 2026	% of revenue from operations	Fiscal 2025	% of revenue from operations	Fiscal 2024	% of revenue from operations
Sale of Goods						
Adroit Driveshafts Private Limited	368.83	26.36	404.71	30.23	517.19	41.53
Purchase of Goods						
Adroit Driveshafts Private Limited	(1.85)	(0.13)	(13.35)	(1.00)	-	-
Loan Given						
Adroit Driveshafts Private Limited	85.55	6.11	-	-	-	-
Interest Income						
Adroit Driveshafts Private Limited	12.79	0.91	22.23	1.66	22.31	1.79
Rent Paid						
Adroit Driveshafts Private Limited	(0.38)	(0.03)	-	-	-	-
Corporate Guarantee Commission Income						
Adroit Driveshafts Private Limited	3.35	0.24	3.72	0.28	2.94	0.24
Corporate Guarantee Commission Expense						
Adroit Driveshafts Private Limited	(0.25)	(0.02)	(0.31)	(0.02)	(0.44)	(0.04)
Total	**468.04**	**33.44**	**417.00**	**31.15**	**542.00**	**43.52**

(₹ in million)

Outstanding Balances	As at 31st March, 2026	% of revenue from operations	As at 31st March, 2025	% of revenue from operations	As at 31st March, 2024	% of revenue from operations
Trade Receivables						
Adroit Driveshafts Private Limited	30.81	2.20	21.07	1.57	107.27	8.61
Adroit Driveshafts Canada Limited	-	-	-	-	9.05	0.73
Loan given outstanding						
Adroit Driveshafts Private Limited	143.87(1)	10.28	242.31	18.10	222.30	17.85
Corporate Guarantee given on behalf of Subsidiary						
Adroit Driveshafts Private	669.90	47.87	744.40	55.60	587.90	47.21

Limited						
Corporate Guarantee received from Subsidiary						
Adroit Driveshafts Private Limited	(50.00)	(3.57)	(62.10)	(4.64)	(87.10)	(6.99)
Total	**794.59**	**56.78**	**945.68**	**70.63**	**839.42**	**67.41**

[1] The loan represents an unsecured inter-corporate deposit limit of ₹40 crores extended to Adroit Driveshafts Private Limited for meeting its business and operational requirements, pursuant to an agreement dated January 1, 2022, with a tenure of 75 months, which may be extended based on mutual understanding between the parties. Interest rates applicable for the relevant periods were 10% for Fiscal 2024, 10% for Fiscal 2025, and 9% for the period ending March 31, 2026.

(ii) Adroit Driveshafts Private Limited

(₹ in million)

Nature of Transaction	As at 31st March, 2026	% of revenue from operations	As at 31st March, 2025	% of revenue from operations	As at 31st March, 2024	% of revenue from operations
Sale of Goods						
Adroit Industries (India) Limited	1.85	0.13	13.35	1.00	-	-
Adroit Driveshafts Canada Limited	49.86	3.56	39.47	2.95	67.38	5.41
Purchase of Goods						
Adroit Industries (India) Limited	(368.83)	(26.36)	(404.71)	(30.23)	(517.19)	(41.53)
Loan Taken						
Adroit Industries (India) Limited	(85.55)	(6.11)	-	-	-	-
Interest Expenses						
Adroit Industries (India) Limited	(12.79)	(0.91)	(22.23)	(1.66)	(22.31)	(1.79)
Rent Income						
Adroit Industries (India) Limited	0.38	0.03	-	-	-	-
Corporate Guarantee Commission Income						
Adroit Industries (India) Limited	0.25	0.02	0.31	0.02	0.44	0.04
Corporate Guarantee Commission Expense						
Adroit Industries (India) Limited	(3.35)	(0.24)	(3.72)	(0.28)	(2.94)	(0.24)
Total	**(418.18)**	**(29.88)**	**(377.53)**	**(28.20)**	**(474.62)**	**(38.11)**

(₹ in million)

Outstanding Balances	As at 31st March, 2026		As at 31st March, 2025		As at 31st March, 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Trade Payables						
Adroit Industries (India) Limited	(30.81)	(2.20)	(21.07)	(1.57)	(107.27)	(8.61)
Trade Receivables						
Adroit Driveshafts Canada Limited	78.13	5.58	62.00	4.63	65.64	5.27
Loan taken outstanding						
Adroit Industries (India) Limited	(143.87)	(10.28)	(242.31)	(18.10)	(222.30)	(17.85)
Corporate Guarantee received from Holding						

Adroit Industries (India) Limited	(669.90)	(47.87)	(744.40)	(55.60)	(587.90)	(47.21)
Corporate Guarantee given on behalf of Holding						
Adroit Industries (India) Limited	50.00	3.57	62.10	4.64	87.10	6.99
Total	**(716.46)**	**(51.20)**	**(883.68)**	**(66.00)**	**(764.74)**	**(61.41)**

(iii) **Adroit Driveshafts Canada Limited**

(₹ in million)

Nature of Transaction	As at 31st March, 2026		As at 31st March, 2025		As at 31st March, 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Purchase of Goods						
Adroit Driveshafts Private Limited	(49.86)	(3.56)	(39.47)	(2.95)	(67.38)	(5.41)
Total	**(49.86)**	**(3.56)**	**(39.47)**	**(2.95)**	**(67.38)**	**(5.41)**

(₹ in million)

Outstanding Balances	As at 31st March, 2026		As at 31st March, 2025		As at 31st March, 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Trade Payables						
Adroit Driveshafts Private Limited	(78.13)	(5.58)	(62.00)	(4.63)	(65.64)	(5.27)
Adroit Industries (India) Limited	-	-	-	-	(9.05)	(0.73)
Total	**(78.13)**	**(5.58)**	**(62.00)**	**(4.63)**	**(74.69)**	**(6.00)**

For further details of the related party transactions and as reported in the Restated Consolidated Financial Information, see "***Note 42 - Restated Consolidated Financial Information***" beginning on page 427.

As certified by our Statutory Auditors, pursuant to their certificate dated September 16, 2026, all related party transactions of our Company as disclosed in the Restated Consolidated Financial Information are conducted on an arm's length basis, in accordance with the Companies Act, SEBI (LODR) Regulations, relevant Accounting Standards and in compliance with other applicable laws, including taking necessary approval/resolution from our Audit Committee, Board of Directors and our Shareholders, to the extent applicable.

The following table represents the values of the transaction with related parties and their percentage of the total transaction values of similar nature:

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Total Transaction values of similar nature	Amount	% of Total Transaction values of similar nature	Amount	% of Total Transaction values of similar nature
Remuneration Paid	10.24	3.62	9.83	4.18	9.32	3.48
Director Sitting fees	0.14	100.00	0.12	100.00	-	-
Rent Received	0.84	100.00	0.6	100.00	-	-
Sales	65.23	4.66	37.94	2.83	95.73	7.69
Purchases	38.51	4.28	15.98	4.28	0.15	0.04

PPE Purchases	2.00	8.56	-	-	-	-
PPE Sales	0.26	0.84	-	-	-	-

The following table represents the outstanding balances with related parties and their percentage of the total outstanding balances of similar nature.

Particulars	For the Fiscals					
	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Total Outstanding Balances of similar nature	Amount	% of Total Outstanding Balances of similar nature	Amount	% of Total Outstanding Balances of similar nature
Outstanding Investments in Equity and Preference Shares	214.93	100	215.72	100.00	245.80	100.00
Trade Receivables	16.95	3.74	16.01	4.02	0.24	0.07
Trade Payables	0.00	0.00	0.01	0.03	2.37	1.46

In addition, our Company has provided loans and corporate guarantees to its Subsidiary entities during the relevant periods. As at March 31, 2026, loans outstanding to Adroit Driveshafts Private Limited aggregated to ₹143.87 million and corporate guarantees issued on behalf of such Subsidiary aggregated to ₹669.90 million. Any delay in recovery of such loans, invocation of guarantees, deterioration in the financial condition of such entities or inability of such entities to meet their obligations may adversely affect our liquidity, cash flows, financial condition and results of operations. However, during the three Fiscals, we have not experienced any material adverse impact on our financial statements arising from non-recovery, default or invocation relating to such Related Party Transactions or guarantees.

Further, transfer pricing compliances and certifications, to the extent applicable, have also been undertaken in accordance with applicable law.
The transactions we have entered into have involved and any future transactions with our related parties could potentially involve, conflicts of interest. All related party transactions that we may enter into after listing on the Stock Exchanges will be subject to approval by our Audit Committee, our Board, or our Shareholders, as required under the Companies Act and the SEBI Listing Regulations. Related party transactions that our Company enters into in the future may involve conflicts of interest, which shall be in compliance with applicable law but may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority Shareholders and will not adversely affect our business, results of operations and financial condition.

15. ***Our business is exposed to geopolitical developments, international sanctions, trade restrictions, disruptions to global shipping routes and other international events that may adversely affect our export operations, supply chain, customer demand and financial performance.***

We derive a substantial majority of our revenue from exports and supply our products to customers across multiple international markets. Accordingly, our business is exposed to risks arising from geopolitical developments, armed conflicts, international sanctions, trade restrictions, export control regulations, changes in foreign trade policies and other international events beyond our control.

Geopolitical tensions and armed conflicts in various regions, including Eastern Europe, the Middle East and other strategically important trade corridors, may adversely affect international trade flows, global economic conditions, shipping availability, freight rates, insurance costs and customer demand. In particular, disruptions affecting major maritime routes, ports, shipping lanes, canals or logistics hubs may result in increased transportation costs, delays in delivery schedules, inventory build-up, working capital pressures and disruption of customer supply chains.

Further, international sanctions, export restrictions, banking restrictions, payment limitations or other regulatory measures imposed by governments or international organizations may affect our ability, or the ability of our customers, distributors, logistics providers or financial institutions, to conduct business in certain jurisdictions. Such measures may also result in delays in receipt of export proceeds, restrictions on cross-border transactions, increased compliance requirements or reduced business opportunities in affected regions.

Although our export revenues are geographically diversified and our direct revenue exposure to jurisdictions currently subject to heightened geopolitical risks, including Russia, is not material, geopolitical developments may have indirect effects on global trade patterns, commodity prices, freight availability, foreign exchange markets and economic activity in export markets served by us.

In addition, any escalation of geopolitical tensions or prolonged disruptions to international shipping routes may result in increased freight costs, vessel re-routing, extended transit times, container shortages, supply chain disruptions and delays in execution of customer orders. Such developments may adversely affect our ability to service customers in a timely manner and may impact our revenues, margins, cash flows and customer relationships.

Any adverse geopolitical developments, sanctions regimes, trade restrictions, disruptions to global shipping routes or international logistics networks, or any resulting reduction in demand from export markets, may materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

16. ***We intend to undertake expansion of our manufacturing operations through installation of additional machinery and equipment at our existing facilities, and there can be no assurance that such expansion will be implemented on time or yield the expected benefits. Any delay, cost overrun or under-utilisation may materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.***

To strengthen our manufacturing capabilities, we propose to undertake expansion of our manufacturing operations through the installation of certain machinery and equipment at our existing Dewas Facility and Pithampur Facility. For detail, see "***Objects of the Offer***" on page 182. The proposed expansion encompasses both forging and machining operations and includes a new forging press line with an electric screw forging press, induction billet heating equipment and associated automation systems at Dewas, as well as additional CNC machining equipment, automated manufacturing cells and testing equipment for propeller shaft balancing and performance testing at Pithampur. Such expansion is intended to enhance our overall production capabilities, support automation and strengthen quality control across our manufacturing operations.

Historically, we have incurred additions to property, plant and equipment amounting to ₹23.36 million, ₹89.58 million, ₹2.41 million during the Fiscal 2026, Fiscal 2025 and Fiscal 2024 respectively.

Our expansion plans are subject to a number of implementation risks, including; (i) delays in procurement and installation of machinery, (ii) cost overruns, (iii) unavailability of technical personnel, (iv) delays in receiving approvals or clearances required at the time of trial commercial production, (v) supply-chain disruptions, (vi) commissioning issues, (vii) inability to stabilise operations, (viii) mismatch between enhanced capacity and market demand, and (ix) inability to achieve expected productivity, (x) quality or cost efficiencies. There can be no assurance that such capital expenditure will generate the anticipated returns or that we will be able to utilise the expanded capacity effectively.

If the proposed expansion is delayed, operates below expected utilisation levels, or fails to deliver the expected operational benefits, our capital deployed may not yield the anticipated improvement in productivity, revenue generation or profitability.

As of the date of this Red Herring Prospectus, we have not placed orders or entered into definitive agreements for the capital expenditure proposed to be funded from the Net Proceeds. We have relied on the quotations from equipment suppliers, most of which are valid only for limited periods and may be subject to revision due to fluctuations in raw material costs, foreign exchange movements, changes in technology specifications or other commercial considerations. We cannot assure you that we will be able to procure equipment or undertake the expansion at the costs indicated in such reports or quotations, or that material cost escalations will not occur.

Accordingly, any delay, disruption, cost overrun or underperformance in relation to our proposed manufacturing expansion may materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

17. ***We are subject to stringent vendor qualification, product validation and quality control requirements imposed by our customers, including Tier-1 suppliers and OEMs, and any failure to meet such requirements or maintain consistent quality standards may result in rejection of products, loss of business and may adversely affect our business, financial condition, results of operations, cash flows and prospects***

Our business is subject to stringent vendor qualification processes, product validation requirements and quality control standards prescribed by our customers, including Tier-1 driveline component suppliers and OEMs. As part of the onboarding and approval process, we are required to meet detailed technical specifications, undergo product testing and validation, and comply with customer-specific quality standards and audit requirements.

Our products, including propeller shafts and related drivetrain components, are critical mechanical components used in automotive and other applications, and are required to meet precise engineering tolerances, material specifications, durability standards and performance parameters. Any failure to comply with such specifications or any deviation from prescribed quality standards may result in rejection of products, rework, additional costs, delayed deliveries or cancellation of orders.

In addition, approvals and qualification from Tier-1 suppliers and OEMs also serve as an important indicator of product quality and reliability within the industry and contribute to our credibility with our distributor network, which accounts for a significant portion of our revenue. Accordingly, any failure to maintain such approvals, adverse audit findings or deterioration in quality performance may not only impact our direct business with Tier-1 customers and OEMs but may also affect distributor confidence, order flows and our ability to sustain or expand relationships with channel partners.

The contribution of different customer categories to our revenue from Sale of Products during the periods indicated is set out below:

Particulars	**Fiscal 2026**		**Fiscal 2025**		**Fiscal 2024**	
	Amount *(₹ in million)*	**% of Revenue from Sale of Products**	**Amount *(₹ in million)***	**% of Revenue from Sale of Products**	**Amount *(₹ in million)***	**% of Revenue from Sale of Products**
Revenue from distributors	793.82	62.45	702.48	57.96	709.05	64.18
Revenue from Tier-1 driveline component suppliers	417.72	32.86	462.22	38.13	330.34	29.90
Revenue from OEMs	59.55	4.68	47.40	3.91	65.43	5.92
Total	**1,271.09**	**100.00**	**1,212.09**	**100.00**	**1,104.82**	**100.00**

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

Further, our manufacturing processes involve multiple stages, including raw material inspection, forging, machining, heat treatment, assembly and finishing. Any deficiency or inconsistency at any stage of the manufacturing process, including variations in raw material quality, machining tolerances, heat treatment parameters or assembly processes, may affect the final product quality. While we undertake quality checks and maintain process controls, there can be no assurance that defects or deviations will not occur.

Our customers, primarily Tier-1 suppliers and OEMs also conduct audits, performance reviews and quality assessments. Any adverse outcome of such evaluations, including failure to meet specified benchmarks, may result in reduced order allocation, suspension from approved vendor lists, imposition of penalties, increased inspection requirements or termination of business relationships. In addition, in the event of product failures or quality-related issues, we may be required to undertake replacements or address customer claims, which may adversely affect our margins and reputation.

As our products are largely supplied through distributors and Tier-1 suppliers, our visibility over end-use performance and field-level quality issues may be limited. Any quality-related concerns at the distributor or end-user level may impact our relationships with channel partners and adversely affect repeat orders.

While we have established quality control systems and have historically supplied products in accordance with customer requirements, there can be no assurance that we will be able to consistently meet evolving customer specifications, maintain required quality standards or successfully qualify for new programmes. Any failure to do so may result in loss of existing or potential customers, reduced order volumes, increased costs and adverse impact on our business.

During the last three Fiscals, we have not experienced any material product rejection, de-listing as an approved vendor or loss of business on account of failure to meet customer quality or specification requirements that has had a material adverse effect on our business. However, past quality performance, vendor approvals and customer relationships may not be indicative of future outcomes, and there can be no assurance that we will be able to consistently meet customer requirements or maintain our approvals and credibility with distributors, Tier-1 suppliers and OEMs in future periods.

18. ***Our success is substantially dependent on the continued involvement of our Promoters, Directors, Key Managerial Personnel and members of Senior Management and any inability to retain or attract such personnel may adversely affect our business, results of operations, cash flows and financial condition.***

We are led by our Promoters and Directors whose collective experience and industry knowledge are critical to the formulation and execution of our business strategy, oversight of manufacturing operations, customer relationships, capacity expansion and compliance with technical and regulatory requirements. We rely significantly on their leadership for strategic decision-making, operational planning, financial discipline and management of growth initiatives.

Our future performance depends, to an extent, on our ability to retain the continued services of our Directors, KMPs and Senior Management and to attract qualified professionals with relevant technical, operational and managerial expertise. The loss of services of any of our Directors, KMPs or key members of the Senior Management, whether due to resignation, retirement, illness or otherwise, or any inability to effectively replace them in a timely manner could disrupt our operations, delay strategic initiatives and adversely affect our business performance. Given the specialized nature of our operations, identifying and onboarding suitable replacements with adequate experience in torque transmission component manufacturing, quality systems, project execution and customer management may be time-consuming and costly.

In addition, our business requires skilled personnel across engineering, production, quality control, maintenance and procurement. Competition for such skilled and technically qualified personnel, particularly for individuals with experience in our sector. We may be required to enhance compensation structures, benefits or incentives to attract and retain such talent, which could increase our employee costs and affect margins.

While we have put in place employee engagement and retention measures and have not faced any material adverse impact due to attrition in the last three Fiscals, there can be no assurance that we will be able to retain our existing personnel or attract suitable new personnel in the future.

The following table sets forth our attrition rate of employees for the indicated period:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Average number of employees*	374	381	376
Number of employees exited	88	110	80
Attrition rate (%)*	24	29	21

**Attrition rate is calculated as overall exits including retired employees divided by average number of employees in the relevant period.*

The following table sets forth our attrition rate for KMPs and SMPs for the indicated period.

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Number of KMP and SMP	7	7	7
KMP and SMP exited#	2	0	1
Attrition rate (%)	28.57	0	14.29

**Attrition rate is calculated as total exits, including retirements of KMP and SMP, divided by the average number of KMP and SMP during the relevant period.*
#Includes cessation of Prakshi Kalwadia as Company Secretary and Compliance Officer

Higher attrition recorded during Fiscal 2025 was primarily attributable to employee movement at the entry and operational level. Out of the total 110 employees who exited during Fiscal 2025, 59 were newly recruited entry-level employees who, upon completion of training and deployment on the production floor, chose not to continue their employment with the Company. Further, 27 employees resigned to pursue alternative career opportunities and improved compensation prospects, while 24 employees were separated pursuant to the Company's internal performance evaluation processes.

Accordingly, the attrition during Fiscal 2025 was primarily driven by workforce movement at the entry and operational level, external market opportunities and performance management measures. Any continued inability to retain employees, particularly skilled and operational personnel, may adversely affect our operations, productivity and growth prospects.

Further, as of the date of this Red Herring Prospectus, we do not have key man insurance policies covering our Promoters or Senior Management. Any loss of key personnel without adequate succession planning or replacement may have an adverse effect on our operations and strategic continuity.

If we are unable to retain the services of our key personnel or fail to attract and retain skilled personnel necessary for our business, our operations, growth prospects, results of operations, cash flows and financial condition may be adversely affected. For further details, see "***Our Management***" and "***Our Promoter and Promoter Group***" on pages 364 and 381.

19. ***We do not have long-term agreements with our customers, and our sales are largely purchase order-based. Any reduction, delay or cessation of orders from our customers may adversely affect our business, financial condition, results of operations, cash flows and prospects***

We do not typically enter into long-term agreements with firm purchase commitments from our customers, including distributors, Tier-1 driveline component suppliers and OEMs. Our sales are primarily based on purchase orders or blanket purchase arrangements issued by customers from time to time, which specify pricing, indicative quantities and delivery schedules but do not obligate customers to procure any minimum quantities or continue sourcing from us for any specified period.

While we may enter into purchase and supply arrangements with certain customers, such arrangements generally set out commercial terms but do not bind such customers to any specific volumes, product mix, duration or minimum purchase obligations, and may be terminable by customers with or without cause and without compensation. Under such arrangements, customers may provide indicative demand forecasts or volume projections; however, such projections are not binding and may be revised, reduced or cancelled at the discretion of the customer.

Our dependence on purchase orders and non-binding forecasts exposes us to variability in order flows. Customer procurement decisions may be influenced by several factors, including changes in demand, inventory planning, working capital considerations, supplier rationalisation, pricing dynamics, quality performance, or broader market conditions. Accordingly, our sales from period to period may fluctuate due to changes in customer preferences, sourcing strategies or demand conditions.

Further, a significant portion of our revenue is derived from export markets, and we supply our products to customers across multiple geographies. Our export arrangements, in certain cases, may be governed by foreign laws, which may create legal and practical challenges in enforcing contractual rights, interpreting contractual provisions or recovering damages in the event of disputes. Differences in legal systems, procedures and enforcement mechanisms across jurisdictions may further increase the complexity of dispute resolution.

In addition, as our products are largely supplied through distributors and Tier-1 suppliers, our visibility over end-use demand and customer consumption patterns may be limited, and actual order volumes may vary from indicative projections. Any reduction, delay or termination of orders by customers, whether due to changes in their business conditions, demand patterns, supplier preferences or otherwise, may affect our production planning, capacity utilisation and working capital cycle.

While we have established relationships with our customers and have historically received repeat orders, there can be no assurance that such customers will continue to place orders with us at historical levels, on similar terms or at all. Any inability to secure repeat orders or replace lost business with new customers may adversely affect our revenues and profitability.

During the last three Fiscals, we have not experienced any material adverse impact on our business due to non-placement of orders or termination of arrangements by our customers. However, past order flows and customer relationships may not be indicative of future performance, and there can be no assurance that our customers will continue to place orders with us on similar terms, at similar levels or at all in future periods.

20. ***Our manufacturing facilities are situated on land held under long-term lease arrangements and our Registered Office and corporate office are located on leased premises. Any non-renewal, termination or adverse change in such arrangements may disrupt our operations and adversely affect our business, results of operations, cash flows and financial condition***

All of our three manufacturing facilities are situated on industrial land held by us under long-term lease arrangements from government authorities and industrial development corporations. While such leases are long-term in nature, our rights over these premises are subject to compliance with the terms and conditions of the respective lease deeds, including payment of lease rentals, adherence to land use conditions, maintenance requirements and other regulatory compliances. Any breach or non-compliance with the terms of such leases, or any adverse change in applicable policies governing industrial land allotment, may result in penalties, cancellation, termination or non-renewal of such leases.

In addition, our Registered Office at Bhiwandi, Maharashtra and our corporate office at Pithampur are located on premises taken on lease. The said lease arrangements for our Corporate Office and our Registered Office are for limited tenures and are subject to periodic renewal. We may be required to renegotiate lease terms, including rentals and tenure, upon expiry of such agreements. There can be no assurance that such leases will be renewed on commercially acceptable terms or at all.

For details, see "***Our Business - Our Properties***" on page 342.

If we are unable to renew or extend any of our lease arrangements, or if any of such arrangements are terminated or otherwise become unavailable, we may be required to relocate our manufacturing facilities or offices. Any such relocation may involve significant costs, time and effort, and may result in disruption of operations, including delays in production, administrative inefficiencies, loss of customers or adverse impact on employee productivity.

Further, even where lease arrangements are renewed, lease rentals and other associated costs may increase over time, which may impact our cost structure. In the case of our manufacturing facilities, any disruption in land possession or access may have a material impact on our ability to carry out manufacturing operations, given the capital-intensive nature of our facilities and the difficulty in relocating such operations in the short term.

Although we have not experienced any material disruption in our operations on account of non-renewal or termination of lease arrangements during the last three Fiscals, this may not be indicative of future performance. There can be no assurance that our existing lease arrangements will continue on similar terms or that we will be able to renew or replace such arrangements without disruption.

Accordingly, any non-renewal, termination, breach or adverse modification of the terms of our lease arrangements in respect of our manufacturing facilities, Registered Office or corporate office may materially and adversely affect our business, results of operations, cash flows and financial condition.

21. ***We benefit from certain tax incentives, concessional tax regimes and export-related incentives. Any reduction, withdrawal, modification or unavailability of such benefits may adversely affect our profitability, cash flows and results of operations.***

Our Company and Subsidiary are eligible for and avail certain fiscal incentives, export-related incentives and concessional tax benefits under applicable laws and government policies. Such benefits include export incentives, remission and refund schemes and concessional tax regimes available to eligible manufacturing entities, including benefits available under Section 115BAB of the Income-tax Act, 1961 to eligible newly incorporated domestic manufacturing companies, subject to satisfaction of prescribed conditions.

Further, our export-oriented operations benefit from various export incentives and schemes provided by the Government of India from time to time, including incentives relating to exports, duties, taxes and remission benefits. During the Fiscal 2026, Fiscals 2025 and 2024 export revenue contributed ₹1,212.44 million, ₹1,166.83 million and ₹1,044.75 million respectively, representing 95.39%, 96.27% and 94.56% of our revenue from sale of products for the respective periods.

Any reduction, withdrawal, modification, delay or discontinuation of such export incentives, tax concessions or governmental support measures, including changes in eligibility conditions, procedural requirements or rates of incentives, may adversely affect our margins, liquidity, competitiveness and overall financial performance.

Further, the availability of such incentives and tax benefits is subject to periodic policy review, budgetary considerations, satisfaction of prescribed conditions and continued compliance with applicable laws and regulations. Any failure on our part to comply with applicable conditions or any adverse interpretation by regulatory authorities may result in denial, recovery or reversal of such benefits along with interest, penalties or other liabilities.

There can be no assurance that the existing tax benefits, export incentives or concessional regimes presently available to us will continue in the future or that new policies introduced by the Government of India will continue to remain beneficial to our business operations. Any material adverse change in such policies or benefits may adversely affect our business, cash flows, financial condition and results of operations.

22. ***Our Company has made significant investments in our Subsidiaries, including Adroit Driveshafts Private Limited ("ADPL") and Adroit Driveshafts Canada Limited ("ADCL"), and we are dependent on the financial performance, cash flows and dividend distributions, if any, from our Subsidiaries. Any inability of our Subsidiaries to generate adequate revenues, profits or cash flows may adversely affect our consolidated financial performance and returns on our investments.***

Our manufacturing operations are vertically integrated and a significant portion of our downstream machining, assembly and balancing activities are undertaken through ADPL, which operates the Pithampur Facility. Further, ADCL supports our export operations in Canada through localized warehousing, inventory stocking and customer servicing support functions. Accordingly, our consolidated business operations and financial performance are dependent, in part, upon the operational efficiency, profitability and cash flow generation capabilities of our Subsidiaries.

We have made substantial financial and operational commitments towards our Subsidiaries. As of July 31, 2026, outstanding loans given by our Company to ADPL aggregated to ₹7.63 million and corporate guarantees provided on behalf of ADPL aggregated to ₹761.80 million. Further, we propose to invest ₹439.56 million in ADPL towards capital expenditure for strengthening machining, assembly, testing and automation capabilities at the Pithampur Facility and ₹241.19 million in ADPL towards loan repayment.

Any inability of our Subsidiaries to achieve expected operational performance, maintain adequate utilization levels, generate sufficient revenues or operate profitably may adversely affect our consolidated financial condition, cash flows and results of operations. Further, there can be no assurance that our Subsidiaries will declare dividends or distribute surplus cash flows to our Company in future periods. The ability of our Subsidiaries to make distributions to us may be subject to profitability, working capital requirements, financing arrangements, statutory restrictions, applicable corporate approvals and compliance with applicable laws in the relevant jurisdictions.

In addition, any deterioration in the financial condition, liquidity position or operational performance of our Subsidiaries may require additional financial support, capital infusion or funding from our Company, which may adversely affect our liquidity and financial flexibility.

Any failure by our Subsidiaries to contribute adequate revenues, profits or cash flows on a consolidated basis, or any inability of our Company to realize expected returns on its investments in our Subsidiaries, may adversely affect our business, financial condition, cash flows and results of operations”

23. ***We rely on contract labour for certain of our manufacturing and operational activities, and any disruption in availability, increase in costs or non-compliance with applicable labour laws may adversely affect our business, results of operations, cash flows and financial condition***

Our manufacturing and operational activities involve the engagement of contract labour for certain functions across our facilities. As on July 31, 2026, we have engaged 213 contract labours. The engagement of such labour provides operational flexibility and enables us to scale workforce requirements based on production volumes and business needs.

The table below sets forth details of expenditure incurred towards contract labour during the periods indicated:

(₹ in million, unless otherwise stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Expenses towards contract labour	45.40	7.98	1.12
% of revenue from operations	3.24%	0.60%	0.09%

#*During Fiscal 2025, 4-6 contractual workers were engaged from April 2024 to December 2024, followed by an increase in the number*
of such workers in the subsequent months, with 123 contractual workers as on March 31, 2025.

Our reliance on contract labour exposes us to various risks, including shortages of skilled or semi-skilled labour, increased wage costs, labour attrition, and dependence on third-party contractors for manpower supply. Any disruption in availability of contract labour, including due to labour unrest, regulatory restrictions, migration of workforce or adverse economic conditions, may affect our production schedules and operational efficiency.

Further, engagement of contract labour is subject to compliance with applicable labour laws and regulations, including those relating to wages, working conditions, social security and statutory benefits. Any non-compliance, whether by us or by third-party contractors engaged by us, may expose us to penalties, liabilities or regulatory actions, and may also result in reputational risks.

In addition, the cost of contract labour has increased during the Fiscal 2026 as compared to previous fiscal periods, both in absolute terms and as a percentage of revenue, which may be attributable to higher scale of operations and workforce requirements. Any further increase in labour costs, or inability to efficiently manage labour productivity, may adversely affect our cost structure and margins.

While contract labour costs have historically constituted a relatively small proportion of our revenue, there can be no assurance that such costs will remain at similar levels in the future. Any material increase in contract labour costs or disruption in labour availability may adversely affect our manufacturing operations, delivery timelines and profitability.

During the last three Fiscals, we have not experienced any material disruption in our operations on account of issues relating to contract labour. However, past experience may not be indicative of future performance, and there can be no assurance that any such disruption or increase in labour costs will not materially and adversely affect our business, results of operations, cash flows and financial condition.

24. ***Our financial results and period-to-period comparability may be affected by changes in accounting standards, accounting policies, estimates or interpretations, and we have not experienced any material adverse impact on account of such changes during the last three Fiscals.***

Our financial statements are prepared in accordance with Indian Accounting Standards ("**Ind AS**"), applicable accounting standards, regulatory guidance and prescribed financial reporting frameworks. Any changes in accounting standards, interpretations, accounting policies, estimates or regulatory requirements applicable to our Company may require us to revise our accounting treatment, recognition policies, assumptions or disclosures in future periods. Such changes may impact the comparability of our financial results across reporting periods and could result in variations in our reported revenue, expenses, profitability, assets, liabilities or other financial metrics, even where there is no corresponding change in the underlying performance of our business.

Further, the implementation of new accounting standards or modifications to existing standards may involve additional costs, increased use of management judgment and changes in internal financial reporting processes and controls. Consequently, investors may not be able to compare our financial performance on a like-for-like basis across periods, which could adversely affect investor perception and evaluation of our financial condition and results of operations.

We have not experienced any material adverse impact on our financial statements or financial reporting on account of changes in accounting standards, accounting policies or interpretations during the last three Fiscals. However, we cannot assure you that future changes in accounting standards, interpretations or regulatory guidance will not materially affect the comparability of our financial statements or our reported financial performance in future periods.

25. ***There have been certain instances of delays in payment of statutory dues by our Company and its Subsidiary, Adroit Driveshafts Private Limited. Any further delays in payment of statutory dues may attract financial penalties and may adversely affect our business, financial condition and results of operations.***

Our Company and its Subsidiary, Adroit Driveshafts Private Limited, have experienced certain instances of delays in payment of statutory dues. Although such delays were not material individually, any future delays may result in interest, penalties, regulatory actions or other consequences under applicable laws.

The details of delays in payment of statutory dues paid by our Company and its Subsidiary, Adroit Driveshafts Private Limited on consolidated basis and standalone basis during the above periods have been set out below.

On a consolidated basis:

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Number of Instances	Amount delayed (in ₹ million)	Number of Instances	Amount delayed (in ₹ million)	Number of Instances	Amount delayed (in ₹ million)
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	3	1.06	1	0.22	12	4.20
Employee State Insurance Act, 1948	1	0.07	2	0.07	11	0.68
Professional Taxes	24	0.44	19	0.31	24	0.32
Income Tax Act, 1961 (TDS) / (TCS)	78	7.34	42	5.29	15	4.52
Goods and Services Tax	-	-	2	16.63	2	6.53

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

Adroit Industries (India) Limited

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Number of Instances	Amount (₹ million)	Number of Instances	Amount (₹ million)	Number of Instances	Amount (₹ million)
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	2	0.43	1	0.22	8	1.16
Employee State Insurance Act, 1948	-	-	2	0.07	5	0.15
Professional Taxes	12	0.14	8	0.05	12	0.03
Income Tax Act, 1961 (TDS)/(TCS)	39	3.62	19	1.45	10	0.08
Goods and Services Tax	-	-	1	15.78	1	5.83

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

Adroit Driveshafts Private Limited

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Number of Instances	Amount (₹ million)	Number of Instances	Amount (₹ million)	Number of Instances	Amount (₹ million)
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	1	0.63	-	-	4	3.04
Employee State Insurance Act, 1948	1	0.07	-	-	6	0.53
Professional Taxes	12	0.30	11	0.26	12	0.29
Income Tax Act, 1961 (TDS)/(TCS)	39	3.72	23	3.84	5	4.45
Goods and Services Tax	-	-	1	0.85	1	0.70

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

In relation to employee provident fund dues, there were delays in payment by the Company and its Subsidiary during Fiscal 2026, Fiscal 2025 and Fiscal 2024 with such delays ranging between 1 day and 98 days. Such delays were primarily on account of technical issues/errors and synchronization delays on the EPFO portal, which resulted in delays in UAN creation, challan updation and processing of PF data. In some cases, delays were also attributable to procedural delays in transfer and credit of funds through the banking channels.

In relation to ESIC dues, there were delays in payment by the Company and its Subsidiary during the Fiscal 2026, Fiscal 2025 and Fiscal 2024, with such delays ranging between 1 day and 228 days. Such delays were primarily attributable to technical issues/errors on the ESIC portal and procedural delays in transfer and credit of funds through the banking channels.

In relation to TDS/TCS compliances, there were certain instances of delays in deduction and deposit by the Company and its Subsidiary during the relevant periods, with such delays ranging between 1 day and 304 days. Such delays were primarily attributable to the migration and implementation of an upgraded tax compliance and accounting software system, which required integration of existing accounting records, validation of transaction data and reconfiguration of statutory compliance modules. Certain instances also occurred due to oversight at the operational level. The delays were administrative in nature.

In relation to GST compliances, there were certain instances of delays in filing of returns and/or payment of GST by the Company and its Subsidiary during the relevant periods, with such delays ranging between 1 day and 3 days. The delays were procedural in nature and arose during the reconciliation and verification process undertaken to ensure accuracy of GST filings and availment of eligible credits.

In relation to Professional Tax compliances, there were certain instances of delays in remittance of Professional Tax by the Company and its Subsidiary during the relevant periods, with such delays ranging between 3 days and 818 days. Such delays primarily occurred due to oversight at the operational level.

While all the statutory dues relating to the aforesaid instances have been paid and the applicable interest, fines and/or penalties, wherever applicable, have been duly discharged in accordance with applicable law, our Company has adopted corrective and preventive measures to ensure timely payment of statutory dues and compliance with all applicable statutory requirements. Such measures include strengthening its internal financial controls, maintaining a centralized compliance tracking mechanism with automated alerts, enhancing oversight by senior management and undertaking periodic monitoring of statutory compliance timelines. Our Company intends to continue maintaining and implementing these measures and further strengthening its internal compliance framework to ensure timely compliance with applicable statutory requirements and to prevent the recurrence of similar instances. Nevertheless, any future delays in payment of statutory dues could attract interest, penalties or other regulatory actions from government authorities under applicable laws, which may adversely affect our business, financial condition, results of operations and reputation.

26. ***A substantial portion of our revenue is denominated in foreign currencies, and we are exposed to foreign exchange fluctuation risks and changes in foreign trade policies, which may adversely affect our business, results of operations, cash flows and financial condition.***

A significant portion of our revenue from Sale of Products is derived from export sales and is denominated in foreign currencies, including primarily the United States Dollar and other international currencies. Accordingly, our financial performance is exposed to fluctuations in foreign exchange rates.

Our export revenue aggregated to ₹1,212.44 million, ₹1,166.83 million and ₹1,044.75 million during the Fiscal 2026, Fiscal 2025 and Fiscal 2024 respectively, representing 95.39%, 96.27% and 94.56% respectively, of our revenue from Sale of Products during such periods.

We undertake foreign exchange risk management measures, based on internal assessments of our exposure and prevailing market conditions. However, our hedging practices may not cover all foreign currency exposures at all times and are subject to management judgement. Further, there can be no assurance that such hedging arrangements will be effective in mitigating the impact of adverse currency movements. Any unhedged or partially hedged exposure may result in foreign exchange gains or losses, leading to volatility in our reported earnings.

We have experienced volatility in foreign exchange fluctuations in the past, depending on currency movements during the relevant periods. Our net foreign exchange gain/(loss) for the period is set out below.

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Net foreign exchange gain/(loss)	5.04	(38.15)	(53.78)

Any adverse changes in trade policies or currency regulations in the jurisdictions in which we operate may impact demand for our products, pricing, realisations and ability to repatriate funds.

In addition, our ability to pass on the impact of adverse currency fluctuations to customers may be limited due to competitive pressures and fixed-price purchase orders. Any sustained adverse movement in foreign exchange rates, coupled with our inability to effectively hedge such exposures or adjust pricing, may adversely affect our profitability and cash flows.

During the last three Fiscals, we have not experienced any material adverse impact on our business solely on account of foreign exchange fluctuations. However, past trends may not be indicative of future performance, and there can be no assurance that foreign exchange volatility or adverse trade policy changes will not materially and adversely affect our business, results of operations, cash flows and financial condition in future periods.

27. ***We have incurred indebtedness and are subject to certain obligations and restrictive covenants under our financing arrangements. Any inability to comply with such obligations or covenants may adversely affect our business, financial condition, results of operations and cash flows.***

We have availed certain loans and financing facilities in the ordinary course of business for purposes such as meeting working capital requirements, funding capital expenditure and supporting our business operations. These facilities include, inter alia, secured and unsecured borrowings, working capital facilities and term loans.

As on July 31, 2026, the outstanding borrowings of our Company and its material subsidiary i.e. Adroit Driveshafts Private Limited aggregated to ₹689.76 million out of which ₹632.13 million are from bank and financial institutions and ₹57.63 million are unsecured borrowings. The following table sets out the details of the total borrowings outstanding as on July 31, 2026;

(₹ in million)

Particulars	As at July 31, 2026
Secured	
(i) Term Loan (including current maturities)	163.45
(ii) Working Capital & Cash Credit Facilities	468.68
Unsecured	
(iv) Unsecured loans from Holding Company	57.63
Total Borrowings	**689.76**

Our financing arrangements with bank and financial institutions contain certain repayment obligations, security requirements and restrictive covenants. These include, inter alia, obligations relating to maintenance of financial ratios such as DSCR, PBDIT margins, leverage thresholds, and restrictions on undertaking certain corporate actions without prior lender approval, including changes in shareholding or control, disposal of assets, and provision of loans or guarantees.

In addition, our borrowings from bank and financial institutions are secured by way of hypothecation of current assets and movable assets, charge on immovable properties and machinery, and are supported by personal guarantee of Mukesh Sangla and Saurabh Sangla and our corporate guarantees. Any failure to comply with the terms of our financing arrangements, including repayment obligations or covenant requirements, may result in an event of default. Upon the occurrence of such an event, lenders may, inter alia, accelerate repayment obligations, enforce security, charge penal interest or initiate recovery proceedings, which could adversely affect our liquidity and financial condition.

We intend to utilise a portion of the Net Proceeds towards prepayment or repayment of certain borrowings availed by our material subsidiary from certain bank and financial institutions, as set out under "***Objects of the Offer***" on page 182. While such repayment is expected to reduce our overall indebtedness and finance costs, there can be no assurance that it will result in a proportionate improvement in our financial condition, cash flows or profitability. Further, any delay in utilisation of the Net Proceeds, or inability to deploy such proceeds in the manner currently envisaged, may impact the expected benefits of such repayment.

While we have obtained necessary consents, as required under our financing arrangements with bank and financial institutions for undertaking the Offer, there can be no assurance that we will continue to remain in compliance with all covenants or obtain required approvals in a timely manner in future.

We are in compliance with the material terms and conditions of our financing arrangements and have not experienced any material default in repayment of our borrowings during the last three Fiscals. Further, during the last three fiscals, there has been no rescheduling, restructuring or extension of the repayment terms of our borrowings with any of our lenders. However, there can be no assurance that any such rescheduling, restructuring or extension of repayment terms will not be required in the future, and any inability to meet our repayment obligations or obtain such arrangements or to comply with covenant requirements in future periods, if required, may adversely affect our financial condition, cash flows and results of operations.

28. ***Our inability to collect trade receivables in a timely manner, or any default or delay in payment by our customers under purchase orders, may adversely affect our liquidity, cash flows and financial condition.***

Our business involves extending credit to customers, including distributors, Tier-1 driveline component suppliers and OEMs, in the ordinary course of business. We do not generally enter into long-term or continuing supply agreements and our revenues are dependent on the timely execution and payment of individual purchase orders. These purchase orders typically specify fixed prices which expose us to collection and liquidity risks.

Our payment terms generally involve limited advance payments, with the balance consideration payable upon delivery of products, inspection and acceptance by customers, or submission of requisite dispatch and quality documentation. Accordingly, a portion of our receivables become collectible only upon completion of such procedural requirements, including compliance with technical specifications and acceptance of products.

In addition, we may receive advance payments from certain distributors or customers based on their commercial arrangements and credit profiles. However, such advances are not uniform across all customers, and the timing of collections may vary depending on customer-specific terms, documentation requirements and acceptance processes.

Accordingly, our working capital requirements and liquidity position are significantly influenced by the timely realisation of trade receivables.

Set out below are the details of our trade receivables, receivable turnover days and bad debts for the periods indicated:

(₹ in million, unless otherwise stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Trade receivables	452.83	398.66	320.60
Receivable turnover days	111	98	103
Bad debts written off	11.25	-	-

Our receivable turnover days have remained at elevated levels across the periods presented, indicating the time taken to realise receivables from customers. Further, our trade receivables have increased to ₹452.83 million for the Fiscal 2026 from ₹398.66 million in Fiscal 2025, which may be attributable to growth in business operations and extended credit terms to customers.

Our sales are primarily based on purchase orders and we do not typically have long-term contracts with firm payment commitments from customers. As a result, we are exposed to risks of delayed payments, extended credit cycles, customer-specific liquidity constraints and changes in credit terms. Further, a substantial portion of our revenue is derived from export markets and distributor-led sales channels, which may involve longer collection cycles, cross-border payment risks and limited control over end-customer credit behaviour.

We generally extend credit to our international customers and do not typically secure our export receivables through formal risk mitigation mechanisms such as export credit insurance and other measures. While we endeavour to follow a disciplined credit monitoring process, including ongoing follow-ups and periodic reconciliations, we remain exposed to credit risk arising from delayed or non-payment of receivables.

The recoverability of our trade receivables is subject to various factors, including the financial condition of customers, macroeconomic conditions, geopolitical developments, foreign exchange controls and regulatory restrictions in overseas jurisdictions. Any customer default, insolvency, liquidation or disruption in international markets may adversely affect our ability to realise receivables in a timely manner.

Any delay in collection of receivables or default by customers may adversely affect our liquidity and working capital position, increase our reliance on external borrowings, and result in higher finance costs. In addition, any significant deterioration in the quality of our receivables may require us to make provisions or write-offs, which may adversely affect our profitability.

Except as detailed above, we have not recorded any bad debts written off or disputed receivables with significant credit risk during the periods presented, there can be no assurance that such trends will continue in the future. Further, our ability to manage receivables effectively depends on factors such as customer creditworthiness, economic conditions, industry cycles and our credit control mechanisms.

During the last three Fiscals, we have not experienced any material adverse impact on our business on account of non-recovery of trade receivables or customer defaults. However, past collection trends may not be indicative of future performance, and there can be no assurance that we will be able to realise our receivables in a timely manner or at all in future periods.

29. ***The equity shares of our Group Company, Signet Industries Limited, were subject to trading restrictions and regulatory proceedings in the past. Any adverse perception or regulatory action in relation to such matters may affect our reputation and business.***

The equity shares of our Group Company, Signet Industries Limited, which are listed on BSE Limited, were subject to certain regulatory actions and trading restrictions in the past. In particular, the equity shares of Signet Industries Limited were suspended from trading on BSE Limited for the period from July 14, 2003 to January 18, 2009 on account of non-compliance with Clause 16 of the Listing Agreement relating to the timing of notice for closure of register of members and transfer books. Subsequently, Signet Industries Limited regularised such non-compliance and paid the applicable listing fees to BSE Limited, pursuant to which trading in its equity shares was resumed with effect from January 19, 2009, vide BSE notice no. 20090113-32 dated January 13, 2009.

Further, in August 2017, SEBI placed trading restrictions on Signet Industries Limited pursuant to its inclusion in a list of suspected shell companies identified by the Ministry of Corporate Affairs. Signet Industries Limited challenged the said action before the Securities Appellate Tribunal ("**SAT**"). Following such proceedings and subsequent examination, SEBI observed that there was no prima facie evidence of misrepresentation, misuse of books of accounts or violation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and accordingly revoked the trading restrictions vide its order dated October 25, 2017.

Additionally, the SEBI had initiated adjudication proceedings against Signet Industries Limited for alleged violations of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997, in connection with an acquisition of 20% of the equity share capital of the company pursuant to a Letter of Offer dated June 12, 2010 by certain acquirers. The matter was subsequently settled through a consent mechanism, and SEBI passed a consent order dated April 9, 2013, pursuant to which Signet Industries Limited remitted a settlement amount of approximately ₹0.45 million.

While the aforesaid matters were historical in nature and have since been resolved, such instances may be perceived adversely by investors, regulators or other stakeholders. There can be no assurance that such historical regulatory actions or trading restrictions at the Group Company level will not have a reputational impact on our Company or affect investor confidence.

Further, to the extent any of our Directors are or were associated with such Group Company during the relevant periods, there can be no assurance that they will not be subject to any regulatory scrutiny, observations or actions in connection with such historical events, in accordance with applicable laws. Any such developments may have an adverse impact on our reputation and could indirectly affect our business and operations.

30. ***Our ability to invest in overseas subsidiaries, expand international operations or pursue acquisitions and strategic opportunities outside India may be subject to regulatory approvals and restrictions under Indian and foreign laws, which could adversely affect our growth strategy and business prospects.***

As on the date of this Red Herring Prospectus, we have international business operations, including through our overseas Subsidiary, Adroit Driveshafts Canada Limited ("**ADCL**"), which supports our export operations in Canada through localized warehousing, inventory stocking and customer servicing support functions. We may, in future, seek to expand our international presence through additional investments in overseas subsidiaries, etc.

Such overseas investments and expansion initiatives are subject to various Indian and foreign laws, regulations and governmental approvals, including regulations relating to overseas direct investment, foreign exchange management, taxation, cross-border remittances, anti-corruption laws, trade restrictions, sanctions, competition laws and local corporate and employment regulations in relevant jurisdictions.

Under applicable Indian laws, including the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, our ability to make overseas investments or provide loans, guarantees or financial support to overseas subsidiaries may be subject to prescribed limits, eligibility conditions, reporting requirements and approvals from regulatory authorities. Further, changes in foreign exchange regulations, capital controls or government policies in India or overseas jurisdictions may restrict or delay our ability to deploy capital for international expansion.

In addition, overseas investments and acquisitions may expose us to risks relating to political and economic instability, changes in local laws and regulations, exchange rate fluctuations, restrictions on repatriation of profits, difficulties in integration of acquired businesses, unfamiliar business practices, increased compliance costs and operational challenges in foreign jurisdictions.

Any inability to obtain necessary approvals, comply with applicable regulations or successfully execute our overseas expansion strategy may limit our ability to expand internationally, pursue strategic growth opportunities or derive expected benefits from overseas operations and investments. For details of risk in relation to non-compliance of Foreign Exchange Management Act, 1999 and rules and regulations, please see "***There have been multiple instances of delays in statutory filings and non-compliances with respect to corporate and regulatory reporting in the past, which may reflect certain weakness in our compliance monitoring and internal control processes and may expose us to regulatory actions, penalties and reputational risk.***" on page 45.

Further, there can be no assurance that any future overseas investment or acquisition undertaken by us will achieve anticipated operational or financial benefits or generate expected returns. Any failure in execution of our overseas growth strategy may adversely affect our business prospects, financial condition, cash flows and results of operations.

31. ***We have certain outstanding contingent liabilities, and any adverse outcome in relation to such matters may adversely affect our business, financial condition, results of operations and cash flows***

We have certain contingent liabilities in relation to tax matters and other claims, which have arisen in the ordinary course of business. As at March 31, 2026, our total contingent liabilities aggregated to ₹43.91 million. The following table sets forth our contingent liabilities for the indicated period**,** as per the Restated Consolidated Financial Information:

(₹ in million)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Contingent Liability			
Income Tax demand disputed in appeals	38.94(3)	35.59(1)	11.51(2)
Custom Duty demand disputed in appeals	4.98(4)	4.98(4)	4.66(5)
Total	**43.92**	**40.57**	**16.17**

Notes:

1. *Contingent liabilities of ₹24.97 Million for F.Y. 2022–23 and ₹10.62 Million for FY 2014–15 under the Income Tax Act, 1961 are under dispute before the CIT (Appeals).*
2. *Contingent liability of ₹11.51 Million for FY 2014–15, 2016–17, and 2017–18 is under dispute before the CIT (Appeals).*
3. *Contingent Liability of ₹0.19 Million for F.Y. 2007-08, ₹3.16 Million for F.Y. 2013-14, ₹10.62 Million for F.Y 2014–15 and ₹24.97 Million for F.Y. 2022–23 under the Income Tax Act, 1961 are under dispute before the CIT (Appeals).*
4. *Contingent liability related to Custom duty of ₹4.66 Million for FY 2020-21 is under dispute before the Principle Commissioner (RA) and Ex Officio Additional Secretary of Govt. of India and Contingent liability of ₹0.32 Million related to FY 2024-25 is under dispute before the Commissioner of Custom (Appeals).*
5. *Contingent liability related to Custom duty of ₹4.66 Million for FY 2020-21 is under dispute before the Principle Commissioner (RA) and Ex Officio Additional Secretary of Govt. of India.*

For further details, see "***Restated Consolidated Financial Information – Note 36***" on page 423.

These contingent liabilities primarily relate to income tax and customs duty demands that are currently under dispute at various stages of appeal. For details, see "***Outstanding Litigation and Material Development – Litigation involving Company – Tax Proceedings***" on page 491. While we believe that such demands are not sustainable and have been contested based on legal advice, there can be no assurance that the outcomes of such proceedings will be in our favour.

In the event that any of these matters are decided adversely against us, we may be required to make payments, including the principal amounts, interest and applicable penalties, which may adversely affect our financial condition, cash flows and profitability. Further, any such liabilities, if crystallised, may require provisioning in our financial statements and may impact our results of operations in the relevant period.

32. ***Our ability to access capital on competitive terms is dependent on our credit profile and ratings assigned by rating agencies Any downgrade, continuation of "Issuer Not Cooperating"-categorisation or adverse perception of our creditworthiness may adversely affect our business, financial condition and results of operations.***

Our ability to raise debt financing and access working capital facilities on competitive terms is influenced, among other factors, by our credit profile and ratings assigned by credit rating agencies. Any downgrade in credit rating, adverse rating outlook or continuation of ratings in the "Issuer Not Cooperating" category may adversely affect our ability to obtain financing, increase our borrowing costs, reduce credit limits, impact renewal of working capital facilities or adversely affect our relationships with lenders, suppliers, customers and other counterparties.

As at July 31, 2026, our outstanding borrowings aggregated to ₹689.76 million, of which ₹632.13 million comprised borrowings from banks and financial institutions secured by hypothecation of current assets, movable assets and charge on immovable properties. Such borrowings are also supported by personal guarantees of both our Promoters, namely Mukesh Sangla and Saurabh Sangla. Accordingly, any adverse perception of our creditworthiness may impact our existing and future financing arrangements, including the terms on which lenders may be willing to extend, renew or enhance credit facilities.

During the last three Fiscals, we have not engaged any credit rating agency to obtain credit ratings. However, in the past, the Company had obtained credit ratings from Brickwork Ratings in Fiscal 2022 during which its ratings were upgraded as compared to prior periods to to BWR BBB/Stable for fund-based facilities and BWR A2 for short-term / non-fund based facilities. Subsequently, the Company did not actively engage Brickwork Ratings for obtaining credit ratings in Fiscal 2024, Fiscal 2025 and Fiscal 2026. However, Brickwork Ratings continued to assign ratings to the Company which were categorised as "Issuer Not Cooperating".

The Company has intimated Brickwork Ratings to withdraw the existing ratings assigned without an active mandate and have requested them to refrain from assigning or publishing any ratings for the Company in the future without Compan's explicit consent and formal engagement.

The details of the credit ratings assigned by Brickwork Ratings during the periods indicated are set out below:

Facilities	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2022
Fund Based	BWR BB-/Stable *(Continues to be in Issuer Not Cooperating category / Downgraded)*	BWR BB/Stable *(Issuer Not Cooperating / Downgraded)*	BWR BB+ Stable *(Issuer Not Cooperating / Downgraded)*	BWR BBB Stable *(Upgrade)*
Fund Based	BWR A4 *(Issuer Not Cooperating / Reaffirmed)*	BWR A4 *(Issuer Not Cooperating / Downgraded)*	BWR A4+ *(Issuer Not Cooperating / Downgraded)*	BWR A2 *(Upgrade)*
Non-Fund Based	BWR A4 *(Issuer Not Cooperating / Reaffirmed)*	BWR A4 *(Issuer Not Cooperating / Downgraded)*	BWR A4+ *(Issuer Not Cooperating / Downgraded)*	BWR A2 *(Upgrade)*

Ratings assigned by Brickwork Ratings during the above periods have been categorised as "Issuer Not Cooperating". To our understanding, such categorisation is generally applied by rating agencies in accordance with their internal policies where rating reviews are not continued or completed based on interactions with the issuer, and ratings may be assigned without access to the company or its financial position. Accordingly, such ratings do not necessarily reflect an updated or comprehensive assessment of the Company's current financial position and credit profile.

The above rating trajectory reflects a downgrade in our long-term rating from BWR BBB/Stable in Fiscal 2022 to BWR BB-/Stable in Fiscal 2025. Although such ratings were categorised as "Issuer Not Cooperating" after Fiscal 2022, and were assigned without active engagement by our Company and, to our understanding, without access to updated financial and operational information of our Company, such consecutive downgrades may nevertheless be perceived by lenders, suppliers, customers or other counterparties as an adverse signal in relation to our creditworthiness, regardless of our actual financial performance. Although, our RoCE improved from 15.07% in Fiscal 2024 to 19.01% in Fiscal 2026; however, there can be no assurance that lenders or other counterparties will not place reliance on the publicly available rating trajectory while assessing our credit profile.

Our Company has intimated Brickwork Ratings to withdraw the existing ratings assigned without an active mandate and has requested Brickwork Ratings to refrain from assigning or publishing any ratings for our Company in the future without our explicit consent and formal engagement. However, there can be no assurance that Brickwork Ratings will withdraw such ratings or refrain from assigning, continuing or publishing ratings in the future. Accordingly, the ratings and the "Issuer Not Cooperating" categorisation may continue to remain available in the public domain and may adversely affect market perception of our credit profile.

As on the date of this Red Herring Prospectus, our Company has not entered into any new credit rating engagement, and no such engagement is a condition precedent to any proposed banking facilities. However, post-Offer, our Company may engage one or more credit rating agencies for obtaining fresh credit ratings in relation to its existing or proposed borrowings, working capital facilities or other financing arrangements. There can be no assurance that any such fresh credit rating, if obtained, will be favourable, remain stable or result in improved financing terms.

While our credit ratings may influence our ability to access financing, there can be no assurance that future ratings will remain stable or improve, or that any adverse movement in ratings, including downgrade or continuation of such categorisation, will not impact the terms on which we are able to access funding. Any downgrade, continuation of "Issuer Not Cooperating" categorisation or any adverse rating, lower-than-expected rating, adverse outlook or subsequent downgrade may increase our borrowing costs, restrict our ability to access additional financing, affect renewal or enhancement of our working capital limits or otherwise adversely impact the terms on which lenders and other counterparties may extend credit to us. Accordingly, any unfavourable credit rating or adverse movement in our credit profile may adversely affect our business, financial condition, results of operations and cash flows."

33. ***Industry information included in this Red Herring Prospectus has been derived from the CareEdge Report, which was prepared by CARE and exclusively commissioned and paid for by our Company for the purposes of the Offer and any reliance on information from the CareEdge Report for making an investment decision in the Offer is subject to inherent risks.***

Certain sections of this Red Herring Prospectus include information that is based on or derived from the CareEdge Report titled "***Research Report on Propeller Shaft Industry***" dated March 30, 2026 and updated on September 3, 2026, which was prepared by CARE and exclusively commissioned and paid for by our Company for the purposes of the Offer pursuant to an engagement letter dated *September 25, 2025*. CareEdge is not related to our Company, our Promoters, our Directors, Key Managerial Personnel, Senior Management or the Book Running Lead Manager. A copy of the CareEdge Report will be available on the Company's website at www.adroitindustries.com from the date of this Red Herring Prospectus until the Bid/Offer Closing Date.

In view of the foregoing, you should consult your own advisors and undertake an independent assessment of information in this Red Herring Prospectus based on, or derived from, the CareEdge Report before making any investment decision regarding the Offer. Also see, "***Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation—Industry and Market Data***" and "***Industry Overview***" on pages 25 and 226, respectively.

34. ***A portion of our income is derived from government grants and incentives, and any reduction, withdrawal or delay in receipt of such benefits may adversely affect our business, financial condition, results of operations and cash flows***

We have benefited from certain government grants and incentives, including capital subsidies and export incentives, which have contributed to our income and financial performance during the periods presented.

Set out below are the details of government grants and incentives recognized during the periods indicated:

Particulars	**Fiscal 2026**		**Fiscal 2025**		**Fiscal 2024**	
	Amount (₹ *in million)*	**% of Revenue from Operation**	**Amount (₹ *in million)***	**% of Revenue from Operation**	**Amount (₹ *in million)***	**% of Revenue from Operation**
Capital Subsidy	32.35	2.31	101.95	7.61	-	-
Export Incentive	28.93	2.07	27.91	2.08	28.92	2.32
Total	**61.28**	**4.38**	**129.85**	**9.69**	**28.92**	**2.32**

Note: Capital subsidy, export insentive has been received on investment in plant and machinery and accordingly adjusted against the asset block.

Government incentives are subject to applicable eligibility criteria, conditions and compliance requirements, including continued operations, investment thresholds, export performance and regulatory approvals.

Any change in government policies, reduction, withdrawal, modification or delay in disbursement of such incentives, or any failure on our part to comply with applicable conditions, may result in reduction or loss of such benefits. In addition, capital subsidies are linked to investments in plant and machinery and may not recur at similar levels in future periods.

Further, in the past, in connection with certain incentives availed under the Investment Promotion Assistance (IPA) scheme, our Company had identified discrepancies in the computation of eligible investment and assistance claimed, which were primarily attributable to inadvertent errors. Upon identification, we voluntarily submitted revised data and returned excess assistance aggregating to approximately ₹18.35 million to the relevant authorities and have undertaken corrective measures to strengthen our internal processes in this regard. While such instances have been addressed, any future discrepancies, delays or non-compliance with applicable conditions may result in reduction, withdrawal or recovery of incentives.

Further, export incentives are subject to changes in foreign trade policies, regulatory frameworks and international trade agreements. Any adverse changes in such policies may impact the availability or quantum of such incentives.

To the extent that such incentives are not available, reduced or delayed, our revenue, profitability and cash flows may be adversely affected. In addition, any requirement to refund or reverse such incentives on account of non-compliance with applicable conditions may further impact our financial condition.

During the last three Fiscals, we have not experienced any material adverse impact on our business due to withdrawal or non-receipt of government incentives. However, past receipt of such incentives may not be indicative of future availability, and there can be no assurance that such incentives will continue at similar levels or at all in future periods.

35. ***Our operations are working capital intensive and involve maintaining significant inventory levels, and any inability to efficiently manage our inventory may adversely affect our business, financial condition, results of operations and cash flows***

Our business requires us to maintain significant levels of inventory, including raw materials, work-in-progress and finished goods, in order to ensure continuity of production, meet customer delivery schedules and mitigate supply chain risks. As a result, our operations are working capital intensive and our financial performance is influenced by our ability to effectively manage inventory levels.

Set out below are the details of our inventory position and inventory turnover ratios for the periods indicated:

(₹ in million, unless otherwise stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from operations	1,399.43	1,338.94	1,245.28
Current assets	1,199.86	1,040.72	1,087.88
Inventory	552.29	479.89	527.30
Inventory as % of revenue (in %)	39.47	35.84	42.34
Inventory as % of current assets (in %)	46.03	46.11	48.47
Inventory turnover ratio	2.71	2.66	2.79
Inventory days	135	137	131

Our inventory levels have remained significant across the periods presented, with inventory constituting 46.03%, 46.11% and 48.47% of our current assets for the Fiscal 2026, Fiscal 2025 and Fiscal 2024 respectively. Further, inventory days have remained elevated at 135, 137 days and 131 days during the respective periods, indicating the duration for which inventory is held prior to sale.

The nature of our operations, including procurement of raw materials, manufacturing lead times, export-oriented sales, customer-specific specifications and maintenance of safety stock, requires us to maintain adequate inventory levels. However, higher inventory levels may result in increased working capital requirements, higher storage and handling costs, and exposure to risks such as obsolescence, damage or deterioration of inventory.

Any inability to accurately forecast demand, manage procurement efficiently, or align production with customer requirements may result in excess or obsolete inventory or shortages, which may adversely affect our operations and financial performance. In addition, fluctuations in raw material prices or changes in customer demand may impact inventory valuation and turnover.

Higher inventory levels may also increase our dependence on external financing to fund working capital requirements, thereby increasing finance costs and affecting our liquidity position. However, during the last three Fiscals, we have not experienced any material instances of inventory obsolescence, damage or write-offs, or any material losses arising from excess or obsolete inventory. Further, there have been no material instances of inventory shortages or stock-outs which have adversely affected our operations or ability to meet customer delivery schedules. However, there can be no assurance that we will not experience such instances in the future, and any such occurrence may adversely affect our business, financial condition, results of operations and cash flows.

36. ***Yashwant Sangla, immediate relative of our Promoters and deemed to be a part of the Promoter Group under SEBI ICDR Regulations have not provided consent, information or any confirmations or undertakings pertaining to themselves which are required to be disclosed in relation to the Promoter Group in this Red Herring Prospectus.***

Pursuant to Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, an "immediate relative" of a promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or the spouse) is required to form part of the 'Promoter Group'. Accordingly, our Company had requested Yashwant Sangla (brother of our Promoter Mukesh Sangla and deemed to be a part of the Promoter Group under the SEBI ICDR Regulations) to provide the requisite confirmations and undertakings in respect of himself and any entities, bodies corporate, firms or HUFs in which he may be directly or indirectly interested (collectively, the "Yashwant Sangla Group"), which may qualify as part of the Promoter Group of our Company. However, despite follow-ups, our Company did not receive the required confirmations and undertakings.

Accordingly, our Company filed an application dated December 17, 2025, with SEBI (the "**Exemption Application**") seeking relaxation under Regulation 300(1)(c) of the SEBI ICDR Regulations from strict compliance with the provisions relating to identification and disclosure of the Yashwant Sangla Group as part of the "Promoter Group". Pursuant to its letter dated March 4, 2026 (the "**Exemption Response**"), SEBI declined to grant the exemptions sought and directed our Company, inter alia, to classify and disclose the Yashwant Sangla Group as part of the Promoter Group and to include applicable disclosures in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus, based on information available in the public domain.

As of the date of this Red Herring Prospectus, our Company has not been able to independently identify all bodies corporate in which twenty percent or more of the equity share capital may be held by the Yashwant Sangla Group. Consequently, our Company may not have identified certain entities that could be considered part of the Promoter Group and may not have been able to include certain factual confirmations required under the SEBI ICDR Regulations. Accordingly, disclosures and confirmations pertaining to the Yashwant Sangla Group have been included in this Red Herring Prospectus only to the extent of information publicly available to our Company, including information accessed from the websites of (i) Watchout Investors (accessible at https://www.watchoutinvestors.com/); (ii) CIBIL (accessible at https://suit.cibil.com/), (iii) BSE Limited (list of debarred entities accessible at https://www.bseindia.com/investors/debent.aspx); and (iv) National Stock Exchange of India Limited (accessible a https://www.nseindia.com/regulations/member- sebi-debarred-entities), on a 'name search' basis.

Based on information available in the public domain, certain regulatory, enforcement and default-related actions have been identified in respect of Yashwant Sangla and certain entities forming part of the Yashwant Sangla Group. In particular, an adjudication order issued by the Securities and Exchange Board of India ("**SEBI**") in the matter of Linkson International Limited found, inter alia, that Yashwant Sangla had failed to make certain disclosures required under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and imposed a monetary penalty of ₹1.00 lakh on him. Further, public-domain records indicate that Linkson International Limited had been suspended from trading for non-compliance with the applicable listing requirements and was subsequently subject to proceedings for compulsory delisting; the company was also ordered to be liquidated by the National Company Law Tribunal, Mumbai Bench. In addition, records available in the CIBIL database identify Linkson International Limited and certain other entities associated with the Yashwant Sangla Group, including Linkson Coal and Minerals Private Limited and Linkson Ispat & Energies Private Limited, in the wilful defaulters database, with Yashwant Sangla and/or other members of the Sangla family appearing in such records in the capacity of promoter/director, as applicable. Further, a notice issued by the Debts Recovery Tribunal, Nagpur, in proceedings initiated by Bank of Baroda records a recovery certificate against, inter alia, Linkson International Limited, Linkson Coal & Minerals Private Limited and other entities/persons associated with the matter. The foregoing information has been disclosed solely on the basis of publicly available records, as the Company has not received the requisite confirmations and undertakings from Yashwant Sangla and is therefore unable to independently verify the completeness or current status of all such matters. Investors should accordingly exercise caution while considering the above information.

Further, in accordance with the directions contained in the Exemption Response, the Exemption Application and SEBI's response letter have been included as material documents available for inspection in connection with the Offer. See "***Material Contracts and Documents for Inspection***" on 584.

The disclosures relating to the Yashwant Sangla Group included in the sections titled "***Our Promoters and Promoter Group***" and "***Other Regulatory and Statutory Disclosures***" on page 381 and 499 respectively, have therefore been made on the basis of publicly available information and may be limited in scope. Investors are advised to exercise caution while relying on such disclosures. For further details see "***Our Promoters and Promoter Group – Promoter Group***" on page 381.

37. ***Certain of our accounting records do not have audit trail (edit log) functionality, as noted by our statutory auditors, which may affect the robustness of our internal financial controls.***

Pursuant to the reports on other legal and regulatory requirements forming part of our consolidated statutory financial statements for Fiscals 2025 and 2024, our statutory auditors have noted the following;

"With respect to Consolidated Statutory Indian GAAP Financial Statements report not included in the RHP, we confirm that, there have been no Qualification and emphasis of matters reported in the respective years ended March 31, 2025, March 31, 2024. However, the Report on Other Legal and Regulatory Requirements for the year ended March 31, 2025 and March 31, 2024 included as below:

Based on our examination which included test checks, the holding company and its subsidiary incorporated in India has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that stock register and register for property plant and equipment maintained in software which has no audit trail feature."

Any inability to maintain complete audit trails across all accounting records could increase the risk of errors, omissions or unauthorised changes going undetected, which may in turn impact the accuracy, completeness and reliability of our financial reporting.

38. ***Information relating to the installed capacity, actual production and capacity utilization of our Manufacturing Facilities included in this Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.***

Information relating to the installed capacity, actual production and capacity utilization of our Manufacturing Facilities included in this Red Herring Prospectus is based on various assumptions and estimates of our management that have been taken into account by Sunil Garg, an independent chartered engineer, in their certificate dated August 30, 2026 for the calculation of the installed capacity, effective capacity, actual production and capacity utilization of our Manufacturing Facilities and such calculations may not be computed on the basis of, or in accordance with, any standard methodology and may not be comparable to those employed by our competitors. These assumptions and estimates include the standard capacity calculation practice in our industry after examining the calculations and explanations provided by the Company and other ancillary equipment installed at the Manufacturing Facilities. Actual production levels and future capacity utilization rates may vary from the estimated production capacities of our Manufacturing Facilities and their historical capacity utilization rates. Undue reliance should therefore not be placed on the historical installed capacity, actual production and capacity utilization for our facilities included in this Red Herring Prospectus. Also see, "***Our Business—Capacity and Capacity Utilization***" on pages 325.

39. ***Our business is dependent on the uninterrupted operation and effective management of our Manufacturing Facilities located in Madhya Pradesh, and we are subject to risks inherent in the manufacturing process. Any slowdown, disruption or shutdown in our manufacturing operations may adversely affect our business, results of operations, cash flows and financial condition***

Our business operations are substantially dependent on the performance, reliability and uninterrupted functioning of our manufacturing facilities, namely the Dewas Facility, the Pithampur Facility and the Sanwer Facility, all located in the state of Madhya Pradesh. These facilities collectively support our integrated manufacturing process, with Dewas primarily undertaking upstream processes such as die-making, forging, heat treatment and shot blasting, Pithampur undertaking downstream machining, assembly and balancing operations, and Sanwer Facility, presently certain supporting finishing and related activities.

Our manufacturing operations are interdependent across these facilities, and any disruption at one stage of the manufacturing process may affect downstream production, resulting in delays in completion of orders and dispatches. Accordingly, any interruption in operations at any of these facilities may materially impact our ability to meet customer delivery schedules, maintain contractual commitments and achieve planned production volumes.

The Sanwer Facility had undergone renovation, which has been completed as of the date of this Red Herring Prospectus. The facility is presently equipped with a finishing line for undertaking finishing operations for machined components. Consequently, capacity utilisation levels at the Sanwer Facility were lower during the relevant periods. While such arrangements were undertaken to ensure continuity of operations and optimise production across facilities, any similar reconfiguration, relocation of equipment or integration of renovated capacities in the future may result in operational inefficiencies, temporary disruptions, capacity imbalances or increased costs.

Our manufacturing processes are subject to various operating risks, some of which are beyond our control. These risks include malfunction or breakdown of critical equipment such as forging presses, machining centres, balancing machines and heat treatment systems, power interruptions, industrial accidents, fire hazards, failure of utilities and force majeure events such as adverse weather conditions or natural calamities. Any significant failure or operational breakdown of our manufacturing assets may require unplanned repair or replacement, resulting in delays, increased maintenance costs or temporary suspension of operations.

In addition to unplanned stoppages, we may be required to undertake temporary planned shutdowns of our facilities for statutory inspections, maintenance, equipment overhauling, process improvements, quality audits, calibration or installation of new machinery. Further, as we propose to undertake capacity expansion by installation of additional equipment at our Dewas Facility and Sanwer Facility, we may experience temporary disruptions or ramp-up challenges. Such planned or unplanned shutdowns may result in underutilisation of capacity and production shortfalls. For details, relating to proposed capital expenditure for such plant and machinery at our Dewas Facility and Sanwer Facility, see "***Objects of the Offer***" on page 182.

Further, our manufacturing operations require uninterrupted supply of power and other utilities. Any disruption in power supply, voltage fluctuations or failure of backup systems may affect production efficiency, quality of output and equipment life, thereby impacting our operations.

We are also subject to occupational health and safety risks inherent in manufacturing operations. While we have implemented safety protocols and operational controls, our employees and contract labour may be exposed to risks of injury or accidents in the course of manufacturing activities. Any such incidents may result in disruption of operations, regulatory action, reputational impact or liability.

Except as stated above, we have not experienced any material disruption at our manufacturing facilities during the last three Fiscals, this may not be indicative of future performance. However, any slowdown, disruption or shutdown at any of our manufacturing facilities, whether due to equipment failure, power interruptions, labour issues, safety incidents, regulatory requirements, natural disasters or other operational challenges, may materially and adversely affect our business, results of operations, cash flows and financial condition.

40. ***We have entered into rental and cost-sharing arrangements with our Group Companies in relation to usage of our Corporate Office and Registered Office. Any modification, termination or dispute in relation to such arrangements may adversely affect our operations and increase our costs.***

We have entered into rental arrangements with our Group Company for permitting use of a portion of our Pithampur Facility for office purposes. In addition, we have entered into cost-sharing arrangements with our Group Companies for allocation of ancillary and common facility expenses at our Registered Office.

While such arrangements are undertaken in the ordinary course of business and are intended to optimise utilisation of premises and shared resources, any modification, termination, non-renewal or dispute in relation to allocation of costs, usage of facilities or operational responsibilities may result in operational or administrative disruptions and may require us to reconfigure space utilisation or incur additional costs.

Further, such arrangements may expose us to risks associated with dependency on related party operational coordination and could require additional management attention in relation to administration, compliance and allocation matters. Any inability to continue such arrangements on commercially acceptable terms may adversely affect our operational efficiency and increase our administrative or infrastructure costs.

Although we have not experienced any material disruption arising from such arrangements during the last three Fiscals, we cannot assure you that disputes, termination or operational issues relating to such arrangements will not arise in the future. Accordingly, any adverse developments in relation to such arrangements may adversely affect our business, results of operations, cash flows and financial condition.

41. ***Our agreement with a sales agent, and our purchase orders provide for arbitration as a dispute resolution mechanism and any adverse outcome in arbitration proceedings may adversely affect our business, financial condition and results of operations.***

Our agreement with a sales agent entered into by our Company and certain purchase orders issued to or received from customers, vendors and other counterparties contain arbitration clauses for resolution of disputes arising thereunder. Any disputes relating to engagement terms, compensation, confidentiality obligations, restrictive covenants, product quality, pricing, delivery obligations, performance standards, payment terms or other contractual matters may be referred to arbitration in accordance with the terms of such arrangements.

Arbitration proceedings may involve substantial costs, diversion of management time and resources and may result in adverse awards, settlements or reputational implications for our Company. Further, arbitration proceedings may lead to uncertainty in relation to interpretation and enforcement of contractual obligations and may require additional legal proceedings for enforcement of arbitral awards. Any material disputes or adverse outcomes in arbitration proceedings could adversely affect our customer and employee relationships, operational efficiency, reputation, business continuity, financial condition and results of operations.

We have not experienced any material adverse impact arising from arbitration proceedings under such sales agent agreement or purchase orders during the last three Fiscals. However, we cannot assure you that we will not become subject to material arbitration proceedings or adverse arbitral awards in the future.

42. ***We do not presently own the trademark and logo that we use, and our rights to use, protect and enforce our intellectual property, including pending trademark applications, may be impaired, which could adversely affect our brand, reputation, business and results of operations.***

We currently use the name and logo "ADROIT". However, as of the date of this Red Herring Prospectus, we do not own the registered trademark in respect of our name or logo. We have filed trademarks application with the Trademarks Registry under class 7 of the Trademark Rules, 2002 for our corporate logo i.e. . For further information, see "***Our Business – Intellectual Property***" on page 341. Such applications are pending registration as of the date of this Red Herring Prospectus. There can be no assurance that these applications will be accepted, registered or granted within the expected timeframe, or at all.

Until such registrations are granted, and even thereafter, our ability to prevent unauthorized use, imitation or infringement of our name, logo or other intellectual property by third parties may be limited. Any failure to obtain, maintain or enforce trademark protection could adversely affect our brand identity, market recognition, customer perception and competitive position. Further, any negative publicity, misuse or dilution of our name or logo could harm our reputation and reduce demand for our products.

We may not be able to adequately protect our intellectual property, including trademarks, against infringement, misuse or unauthorized use by third parties. In addition, we cannot assure that our trademarks, once registered, will provide us with adequate or exclusive protection or that such registrations will not be challenged, opposed or cancelled.

Further, while we take reasonable measures to ensure compliance with the intellectual property rights of others and have not faced any intellectual property infringement claims during the last three Fiscals there can be no assurance that we do not infringe, or will not be alleged to infringe, existing third-party intellectual property rights. We may be subject to claims alleging infringement, misappropriation or violation of third-party intellectual property rights, whether or not such claims are ultimately found to be meritorious. Any such claims could: (a) adversely affect our relationships with existing or prospective customers; (b) result in costly litigation or settlement expenses; (c) cause delays or disruptions in our operations or supply chain; (d) divert management attention and resources; or (e) expose us to damages, penalties or indemnity obligations; Even if we choose to settle any such claims, such settlement may involve significant costs or operational restrictions.

Any impairment of our intellectual property rights, inability to secure trademark registrations, failure to enforce our rights, or any reputational damage associated with our name or logo could materially and adversely affect our business, results of operations, cash flows and financial condition.

43. ***Our recent growth in revenue, profitability and operational performance may not be indicative of our future results and we may not be able to sustain our historical growth levels.***

We have experienced growth in our revenue from operations, profitability and certain key financial and operational metrics during the Fiscal 2026, Fiscal 2025 and Fiscal 2024. Our revenue from operations increased from ₹1,245.28 million in Fiscal 2024 to ₹1,338.94 million in Fiscal 2025 and ₹1,399.43 million in Fiscal 2026. Our EBITDA increased from ₹296.85 million in Fiscal 2024 to ₹310.19 million in Fiscal 2025 and ₹387.10 million for Fiscal 2026, with EBITDA margins improving from 23.84% in Fiscal 2024 and 23.17% in Fiscal 2025 and 27.66% in Fiscal 2026. Our profit after tax increased from ₹145.27 million in Fiscal 2024 to ₹181.44 million in Fiscal 2025, and ₹261.58 million in Fiscal 2026, with corresponding improvement in PAT margins.

Our financial position has also strengthened over the periods presented, with net worth increasing from ₹1,035.28 million in Fiscal 2025 to ₹1,286.27 million in Fiscal 2026, and our debt-to-equity ratio reducing from 0.63 in Fiscal 2025 to 0.41 in Fiscal 2026. Our return ratios, including return on net worth and return on capital employed, have also improved during the periods presented.

Our operational metrics have also reflected growth, with the number of customers served increasing from 151 in Fiscal 2025 to 185 during Fiscal 2026 and repeat customers constituting 59.46% of total customers during the Fiscal 2026. Our export revenues have also remained significant, contributing ₹1,212.44 million, ₹1,166.83 million and ₹1,044.75 million during Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively.

However, our growth and performance have been influenced by various factors, including customer demand, export market conditions, operational efficiencies, product mix and cost structures, which may not continue in the future. Our business remains working capital intensive, with net working capital days of 237 days, 238 days and 237 days during Fiscal 2026, Fiscal 2025 and Fiscal 2024 respective, and any adverse movement in working capital cycles, including inventory and receivable levels, may impact our ability to sustain growth and profitability.

There can be no assurance that we will be able to maintain our historical growth rates, profitability margins or return ratios, or that our operational metrics, including customer growth and repeat business, will continue at similar levels in future periods. Any slowdown in revenue growth, increase in costs, adverse changes in demand conditions or deterioration in working capital efficiency may materially and adversely affect our business, financial condition, results of operations and cash flows.

44. ***Any delay or disruption in procurement, delivery or commissioning of machinery and equipment proposed to be acquired from overseas suppliers under the Objects of the Offer may adversely affect our business, operations, cash flows and financial condition.***

As part of our expansion and capacity augmentation plans, we propose to procure certain machinery and equipment from overseas suppliers, including equipment for forging and machining operations. Such equipment includes, inter alia, a J58K-1600T electric screw forging press, JH21-200T forging press, SZ-150 cylindrical saw and Electro-hydraulic servo torque fatigue testing system from chinese suppliers, which are intended to support manufacturing of near-net forged driveshaft components, improve production efficiency and enhance product quality. For further details, see "***Objects of the Issue***" on page 182.

The procurement of such machinery and equipment involves cross-border transactions and is subject to various risks, including delays in manufacturing, shipping constraints, port congestion, customs clearance delays, documentation requirements, regulatory approvals and logistical challenges.

Further, certain machinery and equipment proposed to be procured under the Objects of the Offer are proposed to be sourced from suppliers based in China. Procurement of equipment from Chinese suppliers exposes us to country-specific risks, including changes in trade policies, geopolitical tensions between India and China, export licensing restrictions, import-related regulatory requirements and potential changes in Indian government policies relating to procurement of Chinese-origin capital goods. Any adverse developments in India-China trade relations or changes in applicable regulatory frameworks may result in additional approvals, enhanced scrutiny, delays in customs clearance, restrictions on imports, increase in procurement costs or disruptions in delivery schedules of such machinery and equipment.

Further, the Objects of the Offer have not been appraised by any bank or financial institution, and the proposed cost of such machinery and equipment is based on quotations and commercial discussions with suppliers. Such quotations are generally valid only for limited periods and may be subject to revision due to fluctuations in raw material prices, changes in technology specifications, freight and logistics costs, foreign exchange movements or other commercial factors. Accordingly, there can be no assurance that the machinery and equipment will be procured at the currently estimated costs or within the currently anticipated timelines.

In addition, procurement of such equipment from Chinese suppliers exposes us to foreign exchange fluctuation risks relating to the Indian Rupee and Chinese Yuan Renminbi ("**CNY**"). Any adverse movement in the INR/CNY exchange rate may increase the final procurement cost of such machinery and equipment and result in higher capital expenditure requirements. Such foreign exchange risks relating to capital procurement are distinct from our operational foreign exchange exposure relating to export revenues denominated in U.S. Dollars.

In addition, geopolitical developments, trade restrictions, changes in import regulations, foreign exchange fluctuations, or adverse developments in the country of origin of such equipment may further impact the supply chain and delivery timelines. Any such delays may affect our ability to scale operations, meet customer demand, improve production efficiencies or achieve the intended benefits from such investments.

Further, installation and commissioning of such machinery may involve technical complexities, including integration with existing manufacturing processes, calibration, trial runs and obtaining necessary approvals. Any material increase in equipment procurement costs, delay in delivery or inability to commission such machinery in a timely manner may adversely affect implementation of our expansion plans, production timelines, operational efficiencies, cash flows and financial condition.

45. ***We rely on third-party logistics and transportation service providers for movement of raw materials and finished goods, and any disruption, delay or increase in logistics costs may adversely affect our business, results of operations, cash flows and financial condition.***

Our operations are dependent on third-party transportation and logistics service providers for the movement of raw materials to our manufacturing facilities and finished goods to our customers. For our domestic operations, we rely on road-based transportation networks, while for export shipments, we utilise a combination of road, air and sea freight through third-party logistics providers.

The table below sets forth the cost incurred towards transportation during the periods indicated:

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products
Cost incurred toward transportation	23.78	1.87	35.74	2.95	36.13	3.27

Our reliance on third-party logistics service providers exposes us to various risks, including delays in transportation, unavailability of freight capacity, port congestion, container shortages, disruptions in shipping routes, increase in fuel costs and inefficiencies in handling or coordination by such service providers. Any delay or disruption in transportation may impact our ability to procure raw materials in a timely manner or deliver finished goods to customers as per agreed timelines, which may adversely affect our customer relationships and order execution.

Further, our export-oriented business exposes us to risks associated with international logistics, including geopolitical developments, disruptions in global shipping routes, changes in freight regulations, customs clearance delays, and volatility in freight rates. Any adverse developments affecting international logistics, including increased freight costs or delays in shipment, may affect our cost structure, margins and working capital cycle.

In addition, since we do not have long-term arrangements with logistics service providers, our ability to secure transportation services on favourable terms may be impacted by market conditions, demand for freight capacity and changes in fuel prices. There can be no assurance that we will be able to continue to obtain logistics services in a timely manner or on commercially acceptable terms.

Although transportation costs have constituted a relatively small proportion of our revenue from Sale of Products during the periods indicated, any material disruption in logistics operations or significant increase in transportation costs may adversely affect our operational efficiency, delivery timelines and overall profitability.

During the Fiscal 2026, Fiscal 2025 and Fiscal 2024, we have not experienced any material disruption in our logistics or transportation arrangements. However, past experience may not be indicative of future performance, and there can be no assurance that any disruption in logistics or increase in transportation costs will not materially and adversely affect our business, results of operations, cash flows and financial condition.

46. ***Our Group Company is engaged, to a limited extent, in a similar line of business as ours, which may give rise to potential conflicts of interest.***

The main objects of our Group Company, Kozzby International Private Limited, allows it to undertake similar line of business to that of our Company. Accordingly, there may be certain overlapping areas of operation and common pursuits between our Company and Kozzby International Private Limited. While such overlap is currently limited, there can be no assurance that conflicts of interest will not arise in the future.

Although our Company has entered into a non-compete agreement dated March 23, 2026 with Kozzby International Private Limited for a period starting from the date of the said agreement till the end of a period of 3 years from the date of cessation of Kozzby International Private Limited's status as a related party of the Company (in terms of the Companies Act, 2013 or any other applicable law at the time being in force), which restricts it from undertaking competing business activities or soliciting our customers without our prior written consent, there can be no assurance that such arrangements will be sufficient to fully eliminate the risk of conflict. Any breach of the non-compete agreement or failure to effectively manage such conflicts may adversely affect our business operations, customer relationships, and financial performance.

Further, our Company intends to adopt appropriate procedures and governance practices, as permitted under applicable laws, to address any such conflicts as and when they arise. However, any actual or perceived conflict of interest could have a material adverse effect on our business, results of operations, and financial condition.

47. ***We may not have adequate insurance coverage to fully protect us against all potential losses, which could adversely affect our business, results of operations, cash flows and financial condition.***

Our operations are exposed to various risks inherent in the manufacturing and supply of forged and machined components. In order to mitigate such risks, we maintain insurance policies that are customary for companies engaged in similar manufacturing activities, including, inter alia, burglary insurance, marine insurance covering transit of materials, machinery breakdown insurance, comprehensive insurance and vehicle insurance policies. These insurance policies are renewed periodically, and we review our coverage levels based on our asset base and operational requirements.

We set out below the details of key insurance policies obtained by the Company and its Subsidiary, Adroit Driveshafts Private Limited.

No.	Insurance Company	Description	Date of expiry	Sum insured (₹ in million)
Adroit Industries (India) Limited				
1.	Future Generali India Insurance Company Limited	Contractors Plant & Machinery Insurance – Policy	December 16, 2026	0.85
2.	Future Generali India Insurance Company Limited	Building including Plinth & Foundation	March 11, 2027	20.00
3.	Bajaj General Insurance Limited	Comprehensive General Liability Insurance Policy	October 4, 2026	810.60
4.	Generali Central Insurance Company Limited	Machinery Breakdown	August 6, 2027	38.31
5.	Future Generali India Insurance Company Limited	Laghu Lite – Endorsement	March 12, 2027	140.00
Adroit Driveshafts Private Limited				
1.	Future Generali India Insurance	Sookshma Lite	May 10, 2027	17.37

	Company Limited			
2.	Future Generali India Insurance Company Limited	Burglary (Housebreaking) Insurance	May 10, 2027	17.37
3.	Generali Central Insurance Company Limited	Burglary (Housebreaking) Insurance	February 17, 2027	270.00
4.	Generali Central Insurance Company Limited	Machinery Breakdown Insurance	March 26, 2027	276.14
5.	Generali Central Insurance Company Limited	Fire Insurance	February 17, 2027	840.00
6.	Generali Central Insurance Company Limited	Marine insurance-Cargo	January 8, 2027	100.00

Note: Company has also obtained applicable vehicle insurances.

The table below sets forth details of the net value of our assets and corresponding insurance coverage for the periods indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Net value of assets (in ₹ million)	1,193.13	1,126.30	1,181.48
Insurance coverage (in ₹ million)	1,339.35	521.78	631.40
Percentage of insurance coverage to net value of assets	112.25	46.33	53.44

Notes:
i) Net value of assets is total value of fixed assets and inventories less the value of land.
ii) As certified by our Statutory Auditors vide certificate dated September 16, 2026

While we believe that our insurance coverage is sufficient to cover general day-to-day losses or liabilities. However, losses or liabilities such as those arising from business interruption, loss of key personnel, environmental damage, cyber incidents, pandemics, or extraordinary force majeure events, may either not be covered or may exceed the limits of our insurance coverage.

Further, in the event of a significant loss, delay in settlement of insurance claims or disputes with insurers could adversely affect our liquidity and ability to restore operations in a timely manner. Any uninsured or inadequately insured loss, or loss exceeding the limits of our insurance policies, may require us to incur substantial costs from internal resources, which could materially and adversely affect our business, results of operations, cash flows and financial condition.

While we have not experienced any material uninsured losses neither have we made any material insurance claims during the last three Fiscals, there can be no assurance that our existing insurance coverage will be sufficient to cover all losses or claims that may arise in the future, or that we will be able to maintain such insurance coverage on commercially reasonable terms.

48. ***We also rely on third-party sales agents and international sales personnel for our operations in overseas markets, and any disruption in these arrangements or failure to realise customer payments may adversely affect our business, results of operations, cash flows and financial condition***

We have engaged third-party sales agents and international sales personnel to promote, market and sell our products in overseas markets, including North America, South America and other export regions. These personnel are responsible for, inter alia, expanding our customer base, identifying and onboarding distributors, managing customer relationships, gathering market intelligence and supporting our overall international business development efforts. Accordingly, our ability to maintain and expand our presence in international markets is, to a certain extent, dependent on the performance, continuity and effectiveness of such agents and personnel.

Our arrangements with such agents typically include performance-linked compensation structures, including commissions that are payable upon realisation of customer payments.

Set out below is the details of performance-linked compensation paid to such agents.

(₹ in millions)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Performance-linked compensation paid	15.32	11.58	33.77
% of total sales of products	1.21	0.96	3.06

Any inability of such agents or personnel to promote our sale and recover payments from overseas customers, or to absorb losses arising from customer defaults, may impact our cash flows, working capital position and revenue realisation.

Further, our arrangements with such agents and personnel are generally terminable upon notice or upon the occurrence of specified events, including breach of contractual terms, insolvency or other adverse developments. Any sudden termination, attrition or loss of key international sales personnel or agents, and any delay in identifying or onboarding suitable replacements in overseas markets, may disrupt our sales network, affect customer relationships and impact our ability to generate or sustain export revenues.

In addition, enforcement of contractual rights against agents or personnel located in foreign jurisdictions may be subject to legal and practical challenges, including differences in legal systems, procedural requirements, costs of enforcement and uncertainty in recognition or enforcement of arbitral awards or court judgments across jurisdictions. This may limit our ability to effectively enforce contractual protections or recover losses arising from breach of such arrangements.

During the last three Fiscals, we have not experienced any material adverse impact on our business on account of disruption in our arrangements with international sales agents or personnel or failure to realise customer payments through such arrangements. However, past experience may not be indicative of future performance, and there can be no assurance that any such disruption, non-performance or delay in realisation of receivables will not materially and adversely affect our business, results of operations, cash flows and financial condition.

49. ***We are exposed to risks associated with our overseas subsidiary in Canada and United Stated of America, and any inability to effectively manage and derive benefits from such operations may adversely affect our business.***

We have incorporated a wholly owned subsidiary, Adroit Driveshafts Canada Limited, in March 2022 to support our export operations in the North American region Further in the year 2026 we have also incorporated a wholly owned subsidiary, Adroit Driveshafts USA LLC. The subsidiaries primarily operates as a facilitation entity for customer engagement, coordination and after-sales support for customers located in Canada and other North American markets.

Our ability to derive the intended benefits from such overseas operations is subject to various risks, including our ability to effectively manage operations in a foreign jurisdiction, comply with applicable local laws and regulations, manage costs associated with maintaining such presence and sustain relationships with customers in the region.

Any inability to effectively utilise our a wholly owned canadian subsidiary for business development, customer servicing or market expansion, or any adverse developments in the North American market, may result in lower-than-expected benefits from such investment and could adversely affect our business, results of operations and financial condition.

50. ***We may be subject to industrial unrest, labour-related disruptions or increased employee costs, which may adversely affect our business, results of operations, cash flows and financial condition.***

Our manufacturing operations are significantly dependent on the availability, cooperation and continued support of our workforce engaged at our Manufacturing Facilities. As of July 31, 2026, we employed 367 full-time employees. Our employee benefits expense represents a material component of our operating costs and includes salaries, wages, statutory contributions and other employee-related benefits paid to personnel engaged in our operations.

The table below sets forth our employee benefits expenses, including as a percentage of revenue from operations, for the periods indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Employee benefits expenses (₹ million)	282.68	235.06	267.70
Percentage of revenue from operations (in %)	20.15	17.56	21.50

Our ability to operate efficiently depends on maintaining harmonious industrial relations at our Manufacturing Facilities. Any strikes, work stoppages, labour unrest, or slowdown by employees or contract labour, whether due to wage disputes, working conditions, statutory compliance issues or other causes, could disrupt our manufacturing operations, delay production schedules and impair our ability to deliver products to customers in a timely manner. Such disruptions may adversely affect our customer relationships, reputation and financial performance.

As of the date of this Red Herring Prospectus, we do not have any registered labour unions at our Manufacturing Facilities and we have not experienced any material disruption to our manufacturing operations due to labour-related disputes, strikes or lockouts during the last three Fiscals. However, there can be no assurance that we will not experience labour-related challenges or industrial unrest in the future.

In addition, we may face upward pressure on employee compensation and benefits due to factors such as statutory wage revisions, inflation, competition for skilled manpower or changes in labour regulations. Any significant increase in employee-related costs, without a corresponding increase in productivity or revenues, may adversely affect our margins and profitability.

Any occurrence of industrial unrest, labour shortages, work stoppages or sustained increase in employee costs at our existing facilities or at any new facilities that we may commission in the future may adversely affect our business, results of operations, cash flows and financial condition.

51. ***Our Promoters have provided guarantees in connection with our borrowings and the revocation of all or any of such guarantees may adversely affect our business, results of operations and financial condition.***

Our Promoters, Mukesh Sangla and Saurabh Sangla, have provided personal guarantees for certain of our borrowings, which amounted to ₹632.13 million as of July 31, 2026 . The table below sets forth details of the personal guarantees provided by our Promoters.

(in ₹ million)

Guarantee given by	Entity in whose favour the guarantee has been provided	Guarantee Amount outstanding as of July 31, 2026	Reason for guarantee
Mukesh Sangla	Kotak Mahindra Bank Limited	632.13	Security
Saurabh Sangla	Kotak Mahindra Bank Limited	632.13	Security

During the last three Fiscals, we have not faced any issue where the guarantees were revoked during the last three Fiscals.

If any of these guarantees are revoked, our lenders may require alternative guarantees or cancel such facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, results of operations, profitability and margins, cash flows and financial condition may be adversely affected by the revocation of all or any of the guarantees provided by our Promoters in connection with our Company’s borrowings.

52. ***We are dependent on third parties for the supply of utilities such as electricity and water and any disruption in the availability or increase in the cost of such utilities may adversely affect our manufacturing operations, results of operations and financial condition.***

Our manufacturing processes require an uninterrupted and stable power supply to ensure continuous production, as well as to enhance the productivity and longevity of our machines and equipment. We procure power from local utilities and also generate captive power through rooftop solar installations to support our manufacturing operations.

We have installed rooftop solar power units at our Dewas Facility and Pithampur Facility to utilise renewable energy sources and meet a portion of our energy requirements. As of the date of this Red Herring Prospectus, we have installed a solar power unit of approximately 178 kWp at our Dewas Facility and approximately 500 kWp at our Pithampur Facility to support the power consumption of the respective facilities. Our Pithampur Facility is also supported by diesel generator set.

Our manufacturing processes require water, however, they are not water intensive. Water requirements are primarily met through water supply by municipal corporation.

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products
Cost incurred towards power, fuel and water	59.66	4.69	54.74	4.52	59.77	5.41

Any interruption in the supply of electricity, water or fuel, whether due to grid failures, supply shortages, regulatory restrictions, maintenance shutdowns, natural calamities or other factors beyond our control, may disrupt our manufacturing processes, reduce production efficiency, delay deliveries or result in temporary slowdown of our facilities. Such disruptions may adversely affect our ability to meet customer delivery timelines, lead to loss of revenue and harm our reputation or customer relationships.

In the event of any disruption in supply from our existing utility providers, there can be no assurance that we will be able to source alternative utilities in a timely manner or at commercially reasonable costs. Further, the availability and reliability of alternative sources may be limited, particularly during periods of peak demand or regional supply constraints.

While we have not experienced any material disruption to our operations due to utility shortages during the last three Fiscals, there can be no assurance that such disruptions or cost escalations will not occur in the future. Any prolonged interruption in utilities supply or sustained increase in utility costs may materially and adversely affect our business, results of operations, cash flows and financial condition.

53. ***Our Company or members of our Promoter Group may have issued or transferred Equity Shares at a price lower than the Offer Price in the past, which may adversely affect investor perception and the market price of our Equity Shares***

Our Company may have issued, and members of our Promoter Group may have transferred, Equity Shares at a price lower than the Offer Price in the past. Such issuances or transfers may be perceived by prospective investors as indicative of the valuation of our Equity Shares and may adversely affect investor perception regarding the Offer Price or the value of our Equity Shares.

Further, the price at which such Equity Shares may have been issued or transferred may not be indicative of the Offer Price or the price at which our Equity Shares may trade after listing. Any such issuance or transfer may also result in an increased supply of Equity Shares available for trading and may adversely affect the market price of our Equity Shares. There can be no assurance that the market price of our Equity Shares will not decline below the Offer Price.

54. ***We operate in a competitive industry and face competition from domestic and international manufacturers, and any inability to compete effectively may adversely affect our business, results of operations, cash flows and financial condition***

We operate in a competitive industry for the manufacture and supply of propeller shafts, driveline components and related machined products across domestic and international markets. We face competition from a range of players, including large organised domestic manufacturers, global automotive component suppliers, specialised regional manufacturers and unorganised or low-cost manufacturers.

Competition in our industry is based on several factors, including product quality, adherence to technical specifications, pricing, delivery timelines, manufacturing capabilities, customer relationships, ability to meet volume requirements and compliance with regulatory and customer-specific standards. In particular, our ability to secure and retain business from Tier-1 suppliers, OEMs and distributor networks depends on our ability to consistently meet stringent quality, certification and performance requirements.

Certain of our competitors, particularly large domestic and global players, may have advantages in terms of scale of operations, financial resources, technological capabilities, product portfolio, customer base and access to capital. Such competitors may be better positioned to offer competitive pricing, absorb fluctuations in raw material costs, invest in research and development or expand capacity more rapidly. Further, in export markets, we face competition from manufacturers based in other countries who may benefit from favourable cost structures, trade agreements, logistics advantages or government support. Any changes in international trade policies, tariffs or currency movements may further impact our competitive positioning in such markets.

As per the *CareEdge Report*, the Indian market has strong competition from both domestic and international suppliers, many of whom have advanced manufacturing capabilities and economies of scale. OEMs often demand cost reductions, just-in-time deliveries, and localization, which requires high working capital and squeezes profit margins. Smaller suppliers also struggle to keep up with automation, quality standards, and compliance requirements imposed by global OEMs. For details, see "***Industry Overview – Threats and Challenges for Issuer Company's Products & services – Intense Competition and Margin Pressure***" on page 291.

Our distributor-led sales model and reliance on Tier-1 suppliers also expose us to competition at the channel level, where distributors and intermediaries may source similar products from competing manufacturers based on pricing, credit terms, availability or other commercial considerations. Any loss of market share with such channel partners may affect our revenue.

In addition, the industry is subject to evolving customer requirements, including product innovation, lightweight materials, cost optimisation and changing end-use applications, which may intensify competition. Our inability to respond effectively to such changes or to maintain our competitive position in terms of quality, pricing, delivery and customer relationships may result in loss of customers, reduction in order volumes or pressure on margins.

Although we have established relationships with customers across multiple geographies and have not experienced any material adverse impact on our business due to competitive pressures during the Fiscal 2026, Fiscal 2025, and Fiscal 2024 this may not be indicative of future performance. There can be no assurance that we will be able to compete effectively with existing or new competitors, or that increased competition will not materially and adversely affect our business, results of operations, cash flows and financial condition.

55. ***Two out of five of our Directors do not have prior experience with listed entities, which may require additional time for them to fully understand their roles and responsibilities. This could potentially affect our corporate governance standards, investor confidence and operational performance.***

Two of our independent directors do not have prior experience in holding directorships in listed entities, either in India or internationally. Post listing of the Equity Shares, our Company will be subject to the applicable regulatory requirements under SEBI Listing Regulations and the Companies Act. While these Directors bring valuable expertise and experience from various industries, they may require additional time to fully understand and comply with the regulatory requirements, governance standards and responsibilities applicable to listed companies in India.

56. ***Our funding requirements and the proposed deployment of the Net Proceeds are based on management estimates and assumptions, which may vary due to factors beyond our control, and any variation may adversely affect our business and results of operations.***

The funding requirements for the Objects of the Offer and the proposed deployment of the Net Proceeds have been determined based on management estimates, internal assessments, quotations received from equipment suppliers and contractors, and past expenditure patterns. As of the date of this Red Herring Prospectus, the proposed Objects of the Offer have not been appraised by any bank or financial institution, as the proposed capital expenditure and loan repayment are intended to be funded primarily through the Net Proceeds of the Offer.

Our estimates and proposed utilization of the Net Proceeds are based on current business plans, prevailing market conditions, cost assumptions and technical parameters. These estimates are subject to change due to various factors, including changes in equipment prices, foreign exchange fluctuations, interest rates, input costs, availability of vendors, changes in regulatory requirements, delays in implementation, variations in project scope, inflationary pressures, and other operational or macroeconomic factors, some of which are beyond our control. Any such changes may require us to revise our funding requirements, reallocate the Net Proceeds among the Objects of the Offer, or seek alternative sources of funding.

In addition, the utilization of a portion of the Net Proceeds towards general corporate purposes will be at the discretion of our management and Board of Directors, subject to applicable law. The precise quantum, timing and manner of utilization of funds for general corporate purposes cannot be determined in advance and will depend on our business needs from time to time. In accordance with the SEBI ICDR Regulations, the amount to be utilized towards general corporate purposes shall not exceed 25% of the Gross Proceeds of the Offer. Accordingly, investors will need to rely on the judgment of our management with respect to the deployment of such funds.

Any delay, inefficiency or deviation in the deployment of the Net Proceeds, or any failure to achieve the intended benefits from the Objects of the Offer, may adversely affect our business operations, cash flows, results of operations and financial condition. For further details, see "***Objects of the Offer***" on page 182.

57. ***Risks related to environmental, social and governance ("ESG") matters, including compliance with environmental laws and regulations, may adversely affect our business, results of operations and financial condition.***

We are manufacturers and suppliers of propeller shafts (also referred to as drive shafts or cardan shafts) and related torque transmission components. Our manufacturing operations, including forging, machining and assembly processes, are subject to various environmental laws and regulations in India. These include, among others, the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Environment (Protection) Act, 1986 as well as State Pollution Control Boards.

We are required to obtain and maintain various consents, licenses and approvals, including consent to establish and consent to operate, and to comply with prescribed standards relating to emissions, effluents disposal. Any failure to comply with applicable environmental laws, regulations, permit conditions or prescribed standards may result in regulatory actions, including monetary penalties, suspension or revocation of consents and approvals, imposition of corrective measures, or orders requiring partial or complete closure of our manufacturing facilities, which could adversely affect our operations and financial condition.

Although there have been no instances of non-compliance with applicable environmental laws and regulations during the last three Fiscals. However, there can be no assurance that we will be able to maintain such compliance in the future, and any failure to comply with applicable environmental requirements may result in regulatory actions, penalties or operational disruptions, which could adversely affect our business, results of operations and financial condition.

Further, environmental laws and regulations in India are becoming increasingly stringent, and there can be no assurance that future changes in such laws, regulations or their enforcement, including more rigorous emission norms, carbon-related regulations, waste management requirements or disclosure obligations, will not require us to incur significant capital or operating expenditure to achieve and maintain compliance. Any such increase in compliance costs may adversely impact our profitability and cash flows.

Any environmental incident, including accidental releases, disposal or non-compliance with environmental norms, may expose us to liabilities, including remediation costs, penalties and claims, and may also result in reputational harm.

Additionally, there is an increasing focus among investors, customers, regulators and other stakeholders on ESG performance and sustainability practices. Any perceived or actual failure to meet evolving ESG expectations, including with respect to environmental compliance, resource efficiency, emissions management or workplace safety, may adversely affect our reputation, ability to attract and retain customers, access to capital and overall business prospects.

58. ***Any invocation of the corporate guarantee provided by us on behalf of our Subsidiary could adversely affect our financial condition, cash flows and results of operations.***

Our Company has provided a corporate guarantee on behalf of our Subsidiary, Adroit Driveshafts Private Limited, in connection with certain credit facilities availed by such Subsidiary. The aggregate amount of such corporate guarantee as on July 31, 2026 is ₹761.80 million, which represents approximately 59.23% of our net worth as on July 31, 2026.

In the event that Adroit Driveshafts Private Limited defaults in the repayment or servicing of its obligations under the relevant financing arrangements, the lenders may invoke the corporate guarantee, requiring us to discharge such obligations, either in part or in full. Any such invocation may result in immediate cash outflows and could adversely impact our liquidity position, cash flows and financial condition.

Further, if the corporate guarantee is invoked, we may not be able to recover the amounts paid from our Subsidiary in a timely manner, or at all, which could result in financial losses. Additionally, any such invocation may adversely affect our credit profile, increase our borrowing costs, limit our ability to raise additional financing and adversely impact our reputation with lenders and other stakeholders.

While we monitor the financial performance and credit profile of Adroit Driveshafts Private Limited, there can be no assurance that Adroit Driveshafts Private Limited will not default on its obligations in the future. Any such default and consequent invocation of the corporate guarantee could have a material adverse effect on our business, results of operations, cash flows and financial condition.

59. ***Any lapses in maintaining health and safety standards at our Manufacturing Facilities could result in accidents, regulatory action, reputational harm and financial losses, which may adversely affect our business, results of operations and financial condition***

Our manufacturing operations involve processes that carry inherent health and safety risks, including forging, heat treatment, machining, assembly and balancing activities. These processes involve the use of high-temperature equipment, heavy machinery, rotating components and handling of metal parts, which may expose our employees and contract labour to risks such as burns, mechanical injuries, fire hazards, equipment-related accidents and other occupational safety incidents if appropriate safety procedures and controls are not effectively implemented.

Failure to comply with prescribed health and safety protocols, or lapses in monitoring and enforcement, may result in accidents, fires or other incidents that could endanger personnel and damage plant and machinery. Such incidents may also lead to temporary or prolonged disruption or shutdown of manufacturing operations, either voluntarily or pursuant to directions issued by regulatory authorities, until safety concerns are addressed. Any such disruption could delay production schedules, affect our ability to meet customer delivery commitments and adversely impact our revenues and customer relationships.

We are subject to various occupational health and safety laws and regulations in India, and our facilities may be subject to periodic inspections, audits and enforcement actions by regulatory authorities. Any non-compliance with applicable safety standards may expose us to penalties, fines, suspension of operations, legal proceedings or other liabilities, which could have a material adverse impact on our business, results of operations, cash flows and financial condition.

In addition, any significant or repeated safety incidents could adversely affect our reputation among customers, suppliers and employees. Such incidents may impact customer confidence in our operational reliability and product quality and may also affect our ability to attract and retain skilled personnel required for our manufacturing operations.

While we have implemented safety measures, including safety protocols, training programs, use of personal protective equipment and periodic safety reviews, there can be no assurance that such measures will be adequate to prevent all accidents or safety-related incidents. Although we have not experienced any material adverse impact due to health and safety incidents during the last three Fiscals, this may not be indicative of future performance. Any lapse in maintaining adequate health and safety standards may materially and adversely affect our business, results of operations, cash flows and financial condition.

60. ***Our inability to effectively manage our growth and expansion strategy may adversely affect our business, results of operations, cash flows and financial condition.***

We have witnessed growth in our operations in recent periods and intend to continue expanding our business, including through strengthening our presence in international markets, enhancing our manufacturing capabilities, expanding our customer base and undertaking capacity augmentation and operational improvements across our facilities.

Our growth strategy includes, inter alia, increasing penetration in export markets, strengthening relationships with distributors, Tier-1 driveline component suppliers and OEM customers, expanding and optimising our manufacturing operations and enhancing operational efficiencies through process improvements and adoption of technology.

The successful implementation of our growth strategy is subject to various risks and uncertainties, including our ability to scale manufacturing operations efficiently, manage working capital requirements, maintain quality standards, ensure timely procurement of raw materials, retain and strengthen relationships with customers and distributors, and effectively manage supply chain and logistics functions.

Further, expansion into new geographies and markets, including through overseas subsidiaries or increased participation in international markets, may expose us to risks relating to regulatory compliance, market acceptance, competition, cultural differences and operational challenges in unfamiliar environments.

In addition, our growth may result in increased complexity of operations, including higher inventory levels, longer receivable cycles, increased dependence on third-party suppliers and service providers, and greater exposure to foreign exchange fluctuations and geopolitical risks. Any inability to effectively manage such operational complexities may adversely affect our efficiency, cost structure and profitability.

There can be no assurance that our growth initiatives will achieve the intended results, or that we will be able to generate commensurate returns on investments made towards expansion. Any delay or failure in implementation of our growth strategy, or inability to effectively manage increased scale of operations, may adversely affect our business, results of operations, cash flows and financial condition.

During the last three Fiscals, we have not experienced any material adverse impact on our business on account of our growth and expansion initiatives. However, past growth trends may not be indicative of future performance, and there can be no assurance that we will be able to sustain our growth trajectory or execute our expansion strategy successfully in future periods.

61. ***We require various licenses, approvals and consents for undertaking our business operations, and any failure to obtain, renew or comply with the conditions of such approvals in a timely manner, or at all, may adversely affect our business, results of operations and financial condition***

Our business operations are subject to various laws and regulations in India, and are supervised by multiple regulatory authorities and government bodies. In order to undertake our manufacturing and related activities at our facilities located in Madhya Pradesh, we are required to obtain and maintain various licenses, approvals, permits and consents, including those relating to factory operations, environmental compliance, pollution control, fire safety, electricity usage and other regulatory requirements. For further details, see "***Government and Other Approvals***" on page 493.

Such approvals and licenses are subject to numerous conditions and compliance requirements, including adherence to prescribed standards, periodic filings, inspections and audits by regulatory authorities. Certain approvals are also subject to renewal from time to time and may require modification or amendment in case of changes in operations, capacity or facility configuration. In certain instances, we may be required to apply for fresh approvals or seek amendments to existing approvals in connection with expansion, modernisation or operational changes.

Any failure to obtain, renew or retain such approvals, or any delay in obtaining or renewing the same, may result in interruption or suspension of our operations, imposition of penalties, fines or other regulatory action. Further, any non-compliance with applicable conditions of such approvals may expose us to legal proceedings, operational restrictions or reputational impact.

Although we have obtained the material licenses and approvals required for our existing operations and have not experienced any material adverse impact due to non-renewal or non-compliance during the last three Fiscals, this may not be indicative of future performance. There can be no assurance that we will be able to obtain, renew or maintain all required approvals in a timely manner, or at all, or that applicable authorities will not impose additional conditions or restrictions in the future.

Accordingly, any inability to obtain, renew, retain or comply with the conditions of such licenses and approvals may materially and adversely affect our business, results of operations, cash flows and financial condition.

62. ***Any disruption, failure or inadequacy of our information technology systems may adversely affect our business and operations. Additionally, challenges in implementation of new digital and automation technologies may impact our operational efficiency***

Our business operations are supported by various information technology systems and digital platforms, including Enterprise Resource Planning systems such as TCS iON Manufacturing Solution and TCS iON E-Invoicing systems, engineering design software such as SOLIDWORKS, forging simulation software such as FORGE®, and digital manufacturing platforms such as Kripya CentralStage. These systems support key functions including production planning, engineering design, inventory management, statutory compliance, data analytics and operational monitoring across our manufacturing facilities. For further details of measures taken by the Company with respect to data security, cybersecurity, and backup/recovery systems, please see "***Our Business – Information Technology***" on page 308.

Any disruption, failure, breakdown or inadequacy of such systems, whether due to system errors, software defects, hardware failures, cyber incidents, network disruptions or other unforeseen events, may affect our ability to effectively manage our manufacturing processes, track inventory, process transactions or comply with regulatory requirements. Such disruptions may result in delays in production, errors in planning or reporting, loss of data, operational inefficiencies or increased costs.

Further, our operations involve increasing reliance on digital technologies and data-driven systems for monitoring and managing manufacturing processes. Any failure to ensure data integrity, system integration or real-time visibility across our operations may adversely affect decision-making, process control and overall efficiency.

As part of our ongoing initiatives, we intend to further strengthen our manufacturing operations through adoption of advanced digital technologies, including ERP enhancements, industrial internet of things ("**IoT**"), integration systems, predictive maintenance tools and automation technologies such as collaborative robots (**cobots)** and robotic systems. While such initiatives are expected to improve operational efficiency, equipment utilisation and quality control, their implementation may involve risks relating to system integration, technology compatibility, capital expenditure, employee training and change management.

There can be no assurance that such digital transformation and automation initiatives will be successfully implemented within the expected timelines or budgets, or that they will deliver the anticipated benefits. Any delays, cost overruns, implementation challenges or failure of such systems to function as intended may result in operational disruptions, inefficiencies or increased costs.

In addition, increased use of digital systems may expose us to risks relating to cybersecurity, unauthorised access, data breaches or loss of confidential information, which may adversely affect our business operations and reputation.

During the last three Fiscal, we have not experienced any material adverse impact on our business due to failure or disruption of our technology systems. However, past experience may not be indicative of future performance, and there can be no assurance that any disruption in our technology systems or challenges in implementation of new technologies will not materially and adversely affect our business, results of operations, cash flows and financial condition.

63. ***This Red Herring Prospectus includes certain Non-GAAP Measures, financial and operational performance indicators and other industry measures related to our operations and financial performance. The Non-GAAP Measures and industry measures may vary from any standard methodology that is applicable across the Propeller Shafts and, therefore, may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***

Certain Non-GAAP Measures and certain other industry measures such as EBIDTA, RONW, ROCE, EBIDTA margin, Net Debt to Equity, Current Ratio among others relating to our operations and financial performance have been included in this Red Herring Prospectus. We compute and disclose such Non-GAAP Measures, financial and operational performance indicators and other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance and because such measures are frequently used to evaluate the operational performance of entities in the Propeller Shafts industry, many of which provide such Non-GAAP Measures, financial and operational performance indicators and other industry related statistical information.

These Non-GAAP Measures, financial and operational performance indicators and other industry related statistical information relating to our operations and financial performance may not necessarily be defined under, or presented in accordance with, Ind AS and may not have been derived from the Restated Consolidated Financial Information. These Non-GAAP Measures, financial and operational performance indicators and other industry related statistical information may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies in India and other jurisdictions. Such supplemental financial and operational information is therefore of limited utility as an analytical tool and should not be viewed as substitutes for performance or profitability measures under Ind AS or as indicators of our operating performance, financial condition, cash flows, liquidity or profitability. Investors are cautioned against considering such information either in isolation, or as a substitute for an analysis, of the Restated Consolidated Financial Information.

Further, we track certain financial and operational performance indicators, including EBIDTA, RONW, ROCE, EBIDTA margin, Net Debt to Equity, Current Ratio, etc. (collectively, the "**Key Performance Indicators"** or **"KPI**"). The KPIs are supplemental measures of our operations and financial performance and are not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or U.S. GAAP and are prepared with internal systems and tools that are not independently verified by any third party and which may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. Our internal systems and tools have a number of limitations and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. If the internal systems and tools we use to track these metrics under count or over count performance or contain algorithmic or other technical errors, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates of our measures for the applicable period of measurement, there are inherent challenges in measuring how our Manufacturing Facilities operate. Limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies.

Further, there can be no assurance that our KPIs will be higher than our comparable listed industry peers in the future. An inability to improve, maintain or compete, or any reduction in such KPIs in comparison with the listed comparable industry peers may adversely affect the market price of Equity Shares. Also see, "***Management's Discussion and Analysis of Financial Condition and Results of Operations — Non-GAAP Measures***" on page 453.

64. ***If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.***

We are responsible for establishing and maintaining adequate internal control measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no instances of failure to maintain effective internal controls and compliance system during the last three Fiscals year. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances. We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

65. ***Fraud, employee negligence or similar incidents may adversely affect our results of operations and cash flows.***

Our operations may be subject to incidents of damage to inventory or raw materials in transit and prior to or during stocking. The business may also encounter some inventory loss on account of vendor fraud, security lapse and general administrative error. While we have not experienced any instance of fraud or employee negligence during the last three Fiscals which had an adverse effect on our business operations, we cannot assure you that such instance will not arise in the future.

66. ***Any future bonus issuances of Equity Shares are dependent upon adequate availability of reserves. Lack of adequate reserves may restrict our ability to enhance liquidity of Equity Shares.***

While we have in the past undertaken bonus issuances, our ability to adequately reward our shareholders is dependent upon availability of adequate reserves in our account. Set forth below are details in relation to our reserves for the periods indicated below.

(₹ *in millions*)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Free Reserves	1,036.77	926.01	744.75
Securities premium	-	24.03	24.03

Our inability to make such bonus issuances could also restrict our ability to enhance liquidity of the Equity Shares and adversely affect the trading price of our Equity Shares.

67. ***Our inability to adopt or keep pace with technological advancements could adversely affect our business, results of operations, cash flows and financial condition***

Our manufacturing processes and product offerings are subject to ongoing technological developments, including advancements in forging techniques, machining precision, materials engineering, process automation and digital manufacturing systems. In order to remain competitive and meet evolving customer requirements, we are required to continuously upgrade our manufacturing processes, equipment, product designs and technological capabilities.

We may be required to make investments in new technologies, including automation systems, digital manufacturing platforms, simulation tools and advanced machinery, to enhance operational efficiency, improve product quality and align with customer specifications. However, there can be no assurance that we will be able to successfully implement such technological upgrades in a timely and cost-effective manner or that such technologies will perform as expected.

Further, the implementation of new technologies may involve integration challenges with our existing systems and processes, require employee training and adaptation, and may lead to temporary disruptions in operations during the transition phase. The costs associated with adoption, implementation and maintenance of such technologies may be significant and may exceed our initial estimates.

If we are unable to effectively adopt, implement or upgrade our technological capabilities, or if such technologies fail to deliver the anticipated benefits, our manufacturing efficiency, product quality, cost competitiveness and ability to meet customer requirements may be adversely affected.

During the last three Fiscals, we have not experienced any material adverse impact on our business due to inability to adopt new technologies. However, past experience may not be indicative of future performance, and there can be no assurance that we will be able to keep pace with technological advancements or that failure to do so will not materially and adversely affect our business, results of operations, cash flows and financial condition.

68. ***We will continue to be controlled by our Promoters after the completion of the Offer and there may be a conflict of interest between the interests of our Promoters and other shareholders.***

As of date of this Red Herring Prospectus, our Promoters and Promoter Group together hold 33,549,334 Equity Shares of face value of ₹ 10 each, constituting 96.10% of the issued, subscribed and paid-up share capital of our Company and will continue to hold a substantial portion of our Equity Share capital after the completion of the Offer. After the Offer, our Promoters will continue to exercise control or exert influence over us which will allow them to vote together in capacity as shareholders of the Company on certain matters in general meetings of the Company. Accordingly, while the interests of our Promoters, in their capacity as shareholders of the Company, may conflict with investors' interests and the interests of other shareholders of the Company, we will comply with applicable laws, including SEBI Listing Regulations in relation to such conflicts. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

69. ***Our Company will not receive the proceeds from the Offer for Sale.***

The Offer includes a Fresh Issue of Equity Shares of face value of ₹ 10 each, aggregating up to ₹[●] million by our Company and an Offer for Sale of such number of Equity Shares of face value of ₹ 10 each, by the Selling Shareholder aggregating up to ₹[●] million. The proceeds from the Offer for Sale will be paid to the Selling Shareholder, in proportion to their respective portion of the Offered Shares (net of their proportion of the Offer-related expenses) and our Company will not receive any such proceeds. For further details, see "***Objects of the Offer***" on page 182.

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

We are not currently a publicly listed company and have not historically been subject to the heightened scrutiny from shareholders, regulators and the public that accompanies being a listed entity. Following the listing of our Equity Shares, we will incur significant legal, accounting, corporate governance and other compliance costs that we have not previously incurred as an unlisted company. We will also become subject to the SEBI Listing Regulations, which, among other requirements, will obligate us to file audited annual financial statements and unaudited quarterly results. Any delay in preparing or filing such reports may result in non-compliance with our reporting obligations and we may face challenges in promptly identifying and reporting changes in our results of operations in the manner expected of listed companies.

As a listed company, we will be required to maintain and enhance the effectiveness of our disclosure controls and procedures and our internal control over financial reporting, including maintaining adequate records of our daily transactions. Ensuring ongoing compliance will require significant resources, investment in systems and processes and increased management attention. This may divert management's focus from our business operations and may adversely affect our business, prospects, results of operations, cash flows and financial condition. Further, we may need to recruit additional personnel with expertise in legal, accounting and financial reporting matters to support our enhanced compliance obligations. We cannot assure you that we will be able to hire such personnel in a timely or cost-effective manner, or at all, which may impact our ability to meet the requirements applicable to listed companies.

71. ***The average cost of acquisition of Equity Shares acquired by our Promoters, including the Promoter Selling Shareholder, may be less than the Offer Price.***

The average cost of acquisition of Equity Shares acquired by our Promoters, including the Selling Shareholder (forming part of Promoter Group), may be less than the Offer Price. The details of the average cost of acquisition of Equity Shares held by our Promoters are set out below.

Name	Number of equity shares acquired	Face value per Equity Share (in ₹)	Weighted average price per Equity Share (₹)*
Promoters			
Mukesh Sangla	2,354,354	10	16.37
Saurabh Sangla	1,037,364	10	10.46
Monika Sangla	1,162,126	10	20.61
Shubhangi Trust	3,486,380	10	Nil**
Shreya Trust	7,063,062	10	Nil**
Swan Irrigation LLP	1,896,992	10	8.68
Selling Shareholder			
Mukesh Sangla HUF#	2,483,066	10	3.65

Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026
#Also the Selling Shareholder
***Equity Shares were acquired pursuant to gift and bonus issue, hence average cost of acquisition is Nil.*

72. ***In the past our Company did not proceed with public issue after filing draft offer document on the 'main board' and 'Emerge' platform of NSE. We cannot assure you that we will be able to proceed with present Offer.***

In the past, our Company on February 7, 2011 and June 5, 2017 had filed draft red herring prospectus with NSE for the purpose of listing on the 'Emerge' platform of the NSE. However, considering the unfavourable market conditions our Company did not proceed with the proposed initial public issue and decided to withdraw the issue. The decision of the withdrawal of the public offering was intimated to NSE. We cannot assure you that we will be able to proceed with present Offer**.**

EXTERNAL RISKS

73. ***Adverse changes in macroeconomic conditions, geopolitical developments, international trade policies, trade tariffs and global financial market volatility may adversely affect the Indian economy and, consequently, our business, results of operations, cash flows and financial condition.***

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Therefore, any slowdown in the Indian economy would materially and adversely affect our business, financial condition, results of operations and cash flows. An increase in India's trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and affect our ability to raise overseas financing, the interest rates and other commercial terms at which such additional financing is available.

The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. Further, financial turmoil in United States, United Kingdom, China and elsewhere in the world in recent years has adversely affected and may continue to affect, the Indian economy. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy. Further, geopolitical developments in other regions of the world including the conflict between Ukraine and Russia, Israel-Palestine and Israel-Iran-USA conflict may also affect our Indian economy.

Our business is exposed to international trade policies, geopolitical tensions and the imposition of tariffs, export controls or economic sanctions, which are inherently unpredictable and beyond our control. In particular, geopolitical tensions, trade disputes, diplomatic conflicts and economic sanctions may lead to restrictions on our product sales and raw material procurement in certain countries, limiting our access to key markets. For instance, imposition of trade tariffs on imports and exports, such as US trade tariffs in 2025 has adversely affected and may continue to affect, the Indian economy.

Further, other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India; 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 including market perceptions regarding the impact of elections on such policies; political instability, terrorism or military conflict in India or in countries in the region or globally; the occurrence of natural or man-made disasters; prevailing regional or global economic conditions, including in India's principal export markets; and other regulatory or economic developments in or affecting India.

74. ***Any adverse change in India's sovereign credit rating by an international rating agency could adversely affect our business and results of operations.***

Our borrowing costs and our access to the international debt financing depend on India's sovereign ratings. India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our Company's control. Any adverse revisions to India's credit ratings by international rating agencies may adversely affect our ratings, terms on which we are able to raise additional finances or refinance any existing indebtedness. This could have an adverse effect on our business growth and financial performance, ability to obtain financing and the price of the Equity Shares.

75. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and 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. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The Government of India has implemented a major reform in Indian tax laws, namely the GST. The indirect tax regime in India has undergone a complete overhaul. The indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise have been replaced by GST, with effect from July 1, 2017. The GST regime continues to be subject to amendments and its interpretation by the relevant regulatory authorities is constantly evolving. We cannot assure you that the relevant regulatory authorities will not make any material tax demands under GST on us in the future which could adversely impact our business, results of operations financial condition, cash flows and the price of the Equity Shares. Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company. However, the Government in the past has amended the Income Tax Act, 1961 ("**Income Tax Act**") to abolish the DDT regime. Accordingly, any dividend distribution by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the domestic company is required to withhold tax on such dividends distributed at the applicable rate. However, nonresident shareholders may claim benefit of an applicable tax treaty, read with the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting (Multilateral Instrument), if and to the extent applicable, 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 withholding tax pursuant to any corporate action including dividends.

Additionally, the Government of India has enacted the Income-tax Act, 2025, which seeks to rationalize, consolidate and modernize the direct tax framework, replacing and restructuring various provisions of the Income Tax Act, 1961. As the provisions of the new legislation are interpreted and implemented over time, uncertainties may arise in relation to their scope, applicability and transitional arrangements. Any adverse interpretation, increased tax liability or additional compliance burden arising from such changes could materially and adversely affect our business, financial condition, results of operations and cash flows.

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. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Additionally, the Government of India has implemented (a) the Code on Wages, 2019 ("**Wages Code**"); (b) the Code on Social Security, 2020 ("**Social Security Code**"); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 (collectively, the "**Labour Codes**") which consolidate, subsume and replace numerous existing central labour legislations. We have not yet fully assessed the impact that these or similar laws might have on our business operations, which could potentially limit our ability to expand in the future. For instance, the Social Security Code standardizes social security benefits for employees, which were previously divided under various acts with differing scopes and coverage. Additionally, the Wages Code restricts the portion of wages that can be excluded from calculations for employment benefits (such as gratuity and maternity benefits) to a maximum of 50% of the total wages paid to employees. The Labor Codes have come into force from November 21, 2025.

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

76. ***If inflation rises in India, increased costs could result in a decline in profits.***

Inflation rates in India have been volatile in recent years and such volatility may continue. India has experienced high inflation relative to developed countries in the recent past. In recent months, consumer and wholesale prices in India have exhibited increased inflationary trends, as the result of crude oil prices, international commodity prices and domestic consumer and supplier prices. While the RBI has enacted certain policy measures designed to curb inflation, these policies may not be successful. Continued high rates of inflation may increase our expenses related to salaries or wages payable to our employees and other expenses.

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, results of operations and financial condition. In particular, we might not be able to control the increase in our expenses related to salaries or wages payable to our employees or increase the price of our services to pass the increase in costs on to our customers. In such case, our business, results of operations and financial condition may be adversely affected.

77. ***Differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition, results of operations and cash flows.***

Our Restated Financial Statements have been prepared in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further details, see "***Restated Consolidated Financial Information***" on page 395. The degree to which the financial information included in this Red Herring Prospectus provide meaningful information may be dependent on the reader's level of familiarity with Ind AS. Ind AS differs in certain respects from other accounting principles and standards with which investors may be more familiar with, such as Indian GAAP, IFRS and U.S. GAAP.

We have not made any attempt to explain those differences or quantify their impact on the financial information included in this Red Herring Prospectus, nor do we provide a reconciliation of the Restated Financial Statements to any other accounting principles or standards. If we were to prepare the Restated Financial Statements in accordance with such other accounting principles, our results of operations, financial condition and cash flows may be substantially different. We have not attempted to quantify the impact of Indian GAAP, US GAAP or IFRS on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of Indian GAAP, US GAAP or IFRS. Accordingly, the degree to which the financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS. Persons not familiar with Ind AS should limit their reliance on the financial disclosures presented in this Red Herring Prospectus.

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

The Competition Act, 2002, as amended (the "**Competition Act**") prohibits any anti-competitive agreement or arrangement, understanding or action in concert between enterprises, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition in India. Any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services in any manner by way of allocation of geographical area, type of goods or services or number of consumers in the relevant market or in any other similar way or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition.

The Competition Act also prohibits abuse of a dominant position by any enterprise. The combination regulation (merger control) provisions under the Competition Act require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by, the Competition Commission of India ("**CCI**"). The Competition Act was amended in April 2023 and the amendment strengthens the merger control by providing for faster timelines for merger approvals and strengthens the punishment for violations. Any breach of the provisions of Competition Act, may attract substantial monetary penalties.

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

79. ***Investors may have difficulty enforcing foreign judgments against our Company or our management.***

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

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 ("**CPC**"). India has reciprocal recognition and enforcement of judgments in civil and commercial matters with certain countries including the United Kingdom, the United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the CPC. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India.

80. ***A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

Certain provisions in Indian law may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened 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 the interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of our Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

81. ***We cannot assure the payment of dividends on the Equity Shares in the future.***

The declaration and payment of dividends on the Equity Shares is recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and the applicable law, including the Companies Act

Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, sufficient profitability, working capital requirements and capital expenditure requirements and other factors considered relevant by our Directors and Shareholders. For further details, see "***Dividend Policy***" on pages 394.

82. ***The determination of the Price Band is based on various factors and assumptions and the Offer Price may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the Book Running Lead Manager is below their respective issue prices. You may be unable to resell the Equity Shares you purchase in the Offer at or above the Offer Price or at all.***

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLM through the Book Building Process. The Price Band will be based on various factors, including factors described in *"**Basis for Offer Price**"* on page 209 and the Price Band and the Offer Price may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors:

- quarterly variations in our results of operations;
- 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;
- changes in research analysts' recommendations;
- announcements by us or our competitors of acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third-parties or governmental entities of claims or proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of Directors, Key Managerial Personnel and Senior Management;
- a downgrade in the Government's credit rating;
- changes in exchange rates;
- fluctuations in stock market prices and volumes; and
- general economic and stock market conditions.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the Book Running Lead Manager is below their respective issue price. For further details, see "***Other Regulatory and Statutory Disclosures—Price information of past issues handled by the Book Running Lead Manager***" beginning on page 507.

You may be unable to resell the Equity Shares you purchase in the Offer at or above the Offer Price or at all.

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

Capital gains arising from the sale of our Equity Shares are generally taxable in India. Any gain realized on the sale of our Equity Shares on a stock exchange held for more than 12 months is subject to long term capital gains tax in India. Such long-term capital gains exceeding ₹125,000.00 arising from the sale of listed equity shares on a stock exchange are subject to tax at the rate of 12.50% (plus applicable surcharge and cess). A securities transaction tax ("**STT**") will be levied on and collected by an Indian stock exchange on which our Equity Shares are sold. Any gain realized on the sale of our Equity Shares held for more than 12 months by an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to long-term capital gains tax in India. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to short-term capital gains tax at a higher rate compared to the transaction where STT has been paid in India. Capital gains arising from the sale of our Equity Shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident.

As a result, subject to any relief available under an applicable tax treaty or under the laws of their own jurisdictions, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of our Equity Shares. The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. The Finance Act, 2020, has, amended the tax regime, including a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020 and accordingly, that such dividends are not exempt in the hands of the shareholders and that such dividends are likely to be subject to tax deduction at source. Investors should consult their own tax advisors about the consequences of investing or trading in Equity Shares.

Additionally, the Government of India announced the Union Budget for the Fiscal 2027 on February 1, 2026. Following this, the Finance Bill 2026 was introduced, which proposes to introduce certain changes including in respect of reduction of rate of minimum alternate tax, shifting from old to new regime for minimum alternate tax, reduction of rates of tax collected at source and taxation of consideration received on buy-back of shares as capital gains. We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, financial condition, future cash flows and results of operations.

Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Further, we cannot predict whether any tax laws or other regulations impacting it will be enacted or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations may materially and adversely affect our business, financial condition, results of operations and cash flows.

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on the Stock Exchanges within three Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

85. ***Any future issuance of Equity Shares or convertible securities or any other equity linked instruments may dilute your shareholding and adversely affect the trading price of the Equity Shares and sales of the Equity Shares by our Promoter Group and other major Shareholders may adversely affect the trading price of the Equity Shares.***

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares, may lead to the dilution of an investor's shareholdings in us. Any future issuances of Equity Shares or the disposal of Equity Shares by our Promoter Group and other major Shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India, may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences, including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. We cannot assure you that we will not issue further Equity Shares or that our Promoter Group or other major Shareholders will not dispose of Equity Shares after the completion of the Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares.

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

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

87. ***Upon listing of the Equity Shares, our Company may be subject to pre-emptive surveillance measures by the Stock Exchanges, such as additional surveillance measures (ASM) and graded surveillance measures (GSM), which are implemented in order to enhance market integrity and safeguard the interests of investors, which may adversely affect the trading price of the Equity Shares.***

The SEBI and the Stock Exchanges have implemented surveillance measures in order to enhance market integrity and safeguard the interests of investors, such as "additional surveillance measures" ("**ASM**") and "graded surveillance measures" ("**GSM**"), which are applicable to securities based on certain criteria notified by the Stock Exchanges. The criteria for placing a security under the GSM framework include a failure of the listed entity to maintain a specified net worth, net fixed assets, market capitalization, price-to-earnings ratio, etc. Generally, securities that exhibit price or volume variation and volatility in trading are placed under the ASM framework. The market price of the Equity Shares may fluctuate after listing due to, among others, broad market trends, financial performance and results of our Company post-listing and other factors beyond our control, which could lead to the Equity Shares and our Company being placed under the ASM or GSM frameworks. The surveillance actions applicable to such securities which have been placed under the ASM or GSM frameworks include monitoring of price and volume movements, shifting to the trade-to-trade segment of the Stock Exchanges, restrictions on intraday leverage and pledging of such securities and limits on the trading frequency of such securities. If our Company is placed under the ASM or GSM framework by the Stock Exchanges, trading in the Equity Shares may be adversely affected. There can be no assurance that investors will be able to sell their Equity Shares in such a scenario at or above the Offer Price or at all, resulting in a loss of all or part of their investment.

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

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until our Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorizing the issuance of the Equity Shares. In accordance with current regulations and circulars issued by SEBI, the Equity Shares are required to be listed on the Stock Exchanges within a prescribed time. Accordingly, we cannot assure you that the trading in the Equity Shares will commence in a timely manner or at all and there could be a failure or delay in listing and trading of the Equity Shares on the Stock Exchanges, which would adversely affect your ability to sell the Equity Shares.

89. ***The Offer Price of our Equity Shares, our enterprise value to EBITDA ratio and our market capitalization to total revenue ratio may not be indicative of the trading price of our Equity Shares upon listing on the Stock Exchanges subsequent to the Offer and as a result, you may lose a significant part or all of your investment.***

While our market capitalization is subject to the determination of the Offer Price, which will be determined by our Company, in consultation with the Book Running Lead Manager, through the book building process, our enterprise value to EBITDA ratio and market capitalization to total Revenue from Operations ratio for the Fiscal 2026 is set out below.

Particulars	Fiscal 2026
Enterprise Value to EBIDTA Ratio	[●]*
Market Capitalization to revenue from operations ratio	[●]^

**To be updated at the time of filing of the Prospectus.*

^ Market capitalization to the higher band or lower band of the price.

Accordingly, the Offer Price, multiples and ratio may not be indicative of the market price of the Equity Shares on listing or thereafter. The factors that could affect the market price of the Equity Shares include, among other, broad market trends, our financial performance and results post-listing and other factors beyond our Company's control. We cannot assure you that an active market will develop, or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

90. ***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 certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements, then a prior regulatory approval will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, this conversion is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the 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. 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. For further details, see "***Restrictions on Foreign Ownership of Indian Securities***" on page 545.

91. ***Rights of shareholders under Indian laws may be different from laws of other jurisdictions*.**

Our Articles of Association, composition of our Board, Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as shareholders of an entity in another jurisdiction.

92. ***Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer. Furthermore, our Equity Shares may not result in an active or liquid market and the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Offer Price or at all.***

Prior to the Offer, there has been no public market for the Equity Shares and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. We cannot guarantee that an active trading market will develop or be sustained after the offering. Nor can we predict the prices at which the Equity Shares may trade after the listing.

The Offer Price of our Equity Shares may not be indicative of the market price for the Equity Shares after the Offer. If you purchase the Equity Shares in our initial public offering, you may not be able to resell them at or above the Offer Price. We cannot assure you that the Offer Price of the Equity Shares, or the market price following our initial public offering, will equal or exceed prices in privately negotiated transactions of our shares that may have occurred from time to time prior to our initial public offering. The market price of the Equity Shares may decline or fluctuate significantly due to a number of factors, some of which may be beyond our control, including:

- announcements about our earnings that are not in line with analyst expectations;
- the public's reaction to our press releases, other public announcements in relation to us or our affiliates and filings with the regulator;
- significant liability claims, complaints from our customers, shortages or interruptions in the availability of raw materials, or reports of incidents of tampering of raw materials;
- changes in senior management or key personnel;
- macroeconomic conditions in India;
- fluctuations of exchange rates;
- the operating and stock price performance of comparable companies;
- changes in our shareholder base;
- changes in our dividend policy;
- issuances, exchanges or sales, or expected issuances, exchanges or sales;
- changes in accounting standards, policies, guidance, interpretations or principles;
- changes in the regulatory and legal environment in which we operate; and
- market conditions in the construction and development industry and the domestic and worldwide economies as a whole.

Any of these factors may result in large and sudden changes in the volume and trading price of Equity Shares. In the past, following periods of volatility in the market price of a company's securities, shareholders have often instituted securities class action litigation against that company. If we were involved in a class action suit, it could divert the attention of management, and, if adversely determined, have an adverse effect on our business, results of operations and financial condition.

SECTION III – INTRODUCTION

THE OFFER

The details of the Offer are summarized below:

Particulars	**Details of Equity Shares**
Offer of Equity Shares of face value of ₹10 each	Up to 11,247,000* Equity Shares of face value of ₹10 each for cash, at a price of ₹[●] per Equity share, aggregating ₹[●] million
Of which:	
Fresh Issue(1)	Up to 9,897,000* Equity Shares of face value of ₹10 each for cash, at a price of ₹[●] per Equity share, aggregating ₹[●] million
Offer for Sale(2)	Up to 1,350,000* Equity Shares of face value of ₹10 each fully paid up for cash, at a price of ₹[●] per Equity share, aggregating ₹[●] million
The Offer comprises:	
A) QIB Portion(3)(4)(6)	Not more than [●]* Equity Shares of face value of ₹10 each, aggregating up to ₹ [●] million
Of which:	
(i) Anchor Investor Portion	Up to [●] Equity Shares of face value of ₹10 each
of which:	
Available for allocation to domestic Mutual Funds only	[●] Equity Shares of face value of ₹10 each
Available for allocation to Life Insurance Companies and Pension Funds	[●] Equity Shares of face value of ₹10 each
Balance for all QIBs including Mutual Funds, Life Insurance Companies and Pension Funds	[●] Equity Shares of face value of ₹10 each
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●]* Equity Shares
Mutual Fund Portion	[●] Equity Shares of face value of ₹10 each
Balance for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹10 each
B) Non–Institutional Portion(5)(6)	Not less than [●]* Equity Shares of face value of ₹10 each, aggregating up to ₹[●] million
Of which:	
a) One-third of the Non-Institutional Portion available for allocation to Bidders with an application size between ₹0.20 million to ₹1.00 million	[●] Equity Shares of face value of ₹10 each
b) Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1.00 million	[●] Equity Shares of face value of ₹10 each
C) Retail Portion(3)(6)	Not less than [●]* Equity Shares of face value of ₹10 each, aggregating up to ₹ [●] million
Pre-Offer and Post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Red Herring Prospectus)	34,911,340 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Offer*	[●] Equity Shares of face value of ₹10 each
Utilisation of Net proceeds	For details about the use of Net Proceeds, please see ***"Objects of the Offer"*** on page 182. Our Company will not receive any proceeds from the Offer for Sale.

*Subject to finalization of the Basis of Allotment.

Notes:

(1) The Offer has been authorized by a resolution dated December 05, 2025 passed by our Board and the Fresh Issue has been approved by a special resolution dated December 29, 2025 passed by our Shareholders. Further, our Board has taken on record the participation of the Selling Shareholder in the Offer for Sale pursuant to the resolution passed at its meeting dated February 20, 2026.

(2) The details of authorization by the Promoter Group Selling Shareholder approving their participation in the Offer for Sale are as set out below:

Sr. No.	***Name of the Selling Shareholder***	***Date of consent letter***	***Number of Equity Shares offered / Amount***
1.	*Mukesh Sangla HUF*	*February 20, 2026*	*Up to 1,350,000 Equity Shares of face value ₹10 each aggregating up to ₹[●] million*

The Promoter Group Selling Shareholder confirms that the Equity Shares being offered by them are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations.

*(3) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws. In case of under-subscription in the Offer, the Equity Shares will be allotted in the following order: (i) such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue portion is subscribed; (ii) upon (i), all the Equity Shares held by the Selling Shareholder and offered for sale in the Offer for Sale will be Allotted; and (iii) once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue portion. See "**Terms of the Offer– Minimum Subscription**" beginning on page 518.*

*(4) Our Company may, in consultation with the 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. 40% of the Anchor Investor Portion will be reserved as follows: (i) 33.33% for 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 Offer Price. In case the aggregate demand from Life Insurance Companies and Pension Funds is less than 6.67%, the remaining Equity Shares will be added to the portion allocated to domestic Mutual Funds. 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. See "**Offer Procedure**" beginning on page 524. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. See "**Offer Procedure**" beginning on page 524.*

*(5) The Equity Shares available for allocation to Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allocation to each Non-Institutional Bidder shall not be less than the applicable minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. For details, please refer to the section titled "**Offer Procedure**" beginning on page 524. Further, SEBI through the SEBI ICDR Master Circular, 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 ₹0.50 million, shall use the UPI Mechanism. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid cum Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.*

*(6) Allocation to Bidders in all categories, except the Retail Portion, Non-Institutional Portion (for application sizes of more than ₹0.20 million and up to ₹1.00 million) and the Anchor Investor Portion, if any, shall be made on a proportionate basis, subject to valid Bids being received at or above the Offer Price, as applicable. Allocation to Retail Individual Bidders shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see "**Offer Structure**", "**Terms of the Offer**" and "**Offer Procedure**" beginning on pages 520, 513 and 524, respectively.*

Pursuant to Rule 19(2)(b) of the SCRR, the Offer is being made for at least [●] % of the post-Offer paid-up Equity Share capital of our Company. Allocation to all categories, except the Anchor Investor Portion, if any, Non-Institutional Portion and the Retail Portion, shall be made on a proportionate basis subject to valid Bids being received at or above the Offer Price, as applicable.

For further details, including grounds for rejection of bids, please see ***"Terms of the Offer"***, ***"Offer Structure"*** and ***"Offer Procedure"*** on pages 513, 520 and 524 respectively.

SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with "***Restated Consolidated Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 395 and 453.

*The following tables provide the summary of financial information of our Company derived from the Restated Consolidated Financial Information for the Fiscals 2026, 2025 and 2024. The Restated Consolidated Financial Information referred to above is presented under the section titled "**Restated Consolidated Financial Information**" on page* 395*. The summary of financial information presented below should be read in conjunction with the Restated Consolidated Financial Information, the notes thereto and the chapters titled "**Restated Consolidated Financial Information**" and "**Management's Discussion and Analysis of Financial Position and Results of Operations**" on pages* 395 *and* 453*, respectively.*

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SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(amount in ₹ million, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
I. ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	503.34	548.43	586.67
(b) Intangible Assets	2.32	0.42	0.62
(c) Right of use Assets	41.22	41.85	42.48
(d) Financial Assets			
(i) Investments	214.93	215.72	245.80
(ii) Loans	100.63	9.84	21.51
(iii) Other Financial Assets	13.59	13.11	8.89
(e) Other Non Current Assets	51.55	-	-
Total Non-Current Assets	**927.58**	**829.37**	**905.97**
Current Assets			
(a) Inventories	552.29	479.89	527.30
(b) Financial Assets			
(i) Trade receivables	452.83	398.66	320.60
(ii) Cash and Cash equivalents	15.05	11.75	11.71
(iii) Bank balance other than (ii) above	-	-	-
(iv) Others	0.07	0.96	3.38
(c) Other Current Assets	179.62	149.45	224.89
Total Current Assets	**1,199.86**	**1,040.72**	**1,087.88**
TOTAL ASSETS	**2,127.44**	**1,870.09**	**1,993.85**
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	349.11	174.56	174.56
(b) Other Equity	937.16	860.72	703.66
Equity attributable to owners of the Company	**1,286.27**	**1,035.28**	**878.22**
(c) Non-Controlling Interest	(0.12)	(0.41)	(0.60)
Total Equity	**1,286.15**	**1,034.87**	**877.62**
LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18.83	83.15	162.88
(ii) Lease Liabilities	2.51	2.51	2.51
(b) Provisions	21.15	10.01	9.36
(c) Deferred tax liabilities (Net)	15.77	19.20	18.00
Total Non-Current Liabilities	**58.26**	**114.87**	**192.75**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	505.17	564.62	655.66
(ii) Lease Liabilities	0.00	0.00	0.00
(iii) Trade Payable			
(a) Total outstanding dues of micro enterprises and small enterprises	12.00	1.98	-
(b) Total outstanding dues of creditors	198.63	106.79	162.40

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
other than micro enterprises and small enterprises			
(iii) Other Financial Liabilities	26.58	21.95	26.49
(b) Other current liabilities	12.25	10.97	56.29
(b) Provisions	5.47	1.48	1.06
(c) Current Tax Liabilities (Net)	22.94	12.56	21.58
Total Current Liabilities	**783.04**	**720.35**	**923.48**
TOTAL EQUITIES AND LIABILITIES	**2,127.44**	**1,870.09**	**1,993.85**

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS (INCLUDING OTHER COMPREHENSIVE INCOME)

(amount in ₹ million, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue			
I. Revenue from Operations	1,399.43	1,338.94	1,245.28
II. Other Income	30.96	27.16	5.72
III. Total Income (I+II)	**1,430.39**	**1,366.10**	**1,251.00**
IV. Expenses			
Cost of Materials Consumed	205.03	227.08	367.13
Purchase of Stock-in-Trade	130.95	125.78	49.06
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	33.07	57.06	(160.16)
Employee Benefit Expenses	282.68	235.06	267.70
Finance Costs	46.55	64.55	82.06
Depreciation and Amortization Expenses	42.48	44.56	40.91
Other Expenses	360.62	383.77	424.70
Total Expenses	**1,101.36**	**1,137.86**	**1,071.40**
V. Profit/(loss) before Exceptional and Tax (III-IV)	**329.03**	**228.24**	**179.60**
VI. Exceptional Items	-	-	-
VII. Profit Before Taxes (V-VI)	**329.03**	**228.24**	**179.60**
VIII. Tax Expense			
Current Tax	64.80	38.85	30.83
Deferred Tax	(2.54)	4.50	3.50
Income Tax related to earlier	5.19	3.45	-
IX. Profit (after tax) for the Year	**261.58**	**181.44**	**145.27**
X. Other Comprehensive Income			
(i) Items that will not be reclassified to statement of profit or loss			
Remeasurement of defined benefit obligation	(3.25)	0.89	6.26
Tax thereon	0.80	(0.20)	(1.16)
Gain/(Loss) on change in fair value of equity instrument other than subsidiaries	(0.79)	(30.07)	84.97
Tax thereon	0.09	3.50	(9.90)
(ii) Items that will be reclassified to statement of profit or loss	(7.15)	1.69	(0.54)
Total other comprehensive income	**(10.30)**	**(24.19)**	**79.63**
XI. Total Comprehensive Income for the period	**251.28**	**157.25**	**224.90**
XII. Profit/(Loss) for the year attributable to			

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Owners of the Company	261.29	181.26	145.10
Non-controlling interests	0.29	0.19	0.16
Total	**261.58**	**181.44**	**145.27**
Other Comprehensive Income attributable to			
Owners of the Company	(10.30)	(24.19)	79.63
Non-controlling interests	(0.00)	0.00	0.01
Total	**(10.30)**	**(24.19)**	**79.63**
Total Comprehensive Income attributable to			
Owners of the Company	250.99	157.06	224.73
Non-controlling interests	0.29	0.19	0.17
Total	**251.28**	**157.25**	**224.90**
XIII. Earnings Per Equity Share:			
Basic (in ₹)	7.48	5.19	4.16
Diluted (in ₹)	7.48	5.19	4.16

SUMMARY OF RESTATED CONSOLIDATED CASH FLOW STATEMENT

(amount in ₹ million, unless otherwise stated)

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 Taxation & Exceptional items	329.03	228.24	179.60
Adjustments for:			
Depreciation	42.48	44.56	40.91
Finance costs	46.06	64.15	81.37
Interest Income	(11.85)	(6.08)	(2.21)
Dividend Received	(2.00)	(2.00)	(2.00)
(Gain)/Loss on sales of Property Plant and Equipment	0.71	-	-
Depreciation Reversal on Subsidy	(6.98)	(17.86)	-
Foreign Currency Translation Reserve	(7.15)	1.69	(0.54)
Provision for Doubtful Debt	(0.28)	0.16	(0.51)
Unrealised (gain) / Loss on foreign currency transaction and translation	3.33	(2.40)	(3.11)
Reversal of Leave Encashment Provision	(0.51)	-	(0.12)
Operating profit before working capital changes	**392.84**	**310.46**	**293.39**
Adjustments for:			
Inventories	(72.40)	47.41	(160.84)
Trade & Other Receivables	(86.97)	(2.19)	73.18
Trade & Other Payables	120.20	(101.27)	13.41
Cash generated from operations	**353.67**	**254.41**	**219.14**
Less : Taxes Paid	(59.61)	(51.31)	(19.78)
Net cash (used in)/ from operating activities	**294.06**	**203.10**	**199.36**
Cash flow from investing activities			
Purchase of Property Plant and Equipment	(76.89)	(89.58)	(2.86)
Subsidy on PPE	32.35	101.94	-
Sale of Property Plant and Equipment	0.61	-	-
Dividend Received	2.00	2.00	2.00
Interest Received	11.84	6.08	2.21
Bank balances not considered as cash and cash equivalent	-	-	7.58
Intercorporate Loan (Given) / recovered	(90.80)	11.68	(13.50)
Net cash (used in)/ from investing activities	**(120.89)**	**32.12**	**(4.57)**
Cash flow from financing activities			
Proceed From Borrowing	-	-	215.39
Repayment of Borrowings	(123.96)	(170.95)	(330.68)
Repayment of Lease Liability	0.00	0.00	0.00
Finance costs	(45.91)	(64.22)	(81.29)
Net cash (used in)/ from financing	**(169.87)**	**(235.17)**	**(196.58)**

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
activities			
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	**3.30**	**0.04**	**(1.79)**
Cash and Cash equivalents as at the beginning of the year	**11.75**	**11.71**	**13.50**
Cash and Cash equivalents as at the end of the year	**15.05**	**11.75**	**11.71**
Increase/(Decrease) in Cash & Cash Equivalent	**3.30**	**0.04**	**(1.79)**
Cash & Cash Equivalents comprises of			
i. Balances with Banks	12.73	9.76	8.18
ii. Cash in hand	2.32	1.99	3.53

SUMMARY OF CONTINGENT LIABILITIES

A summary of our contingent liabilities as at March 31, 2026, as per Ind AS 37–Provisions, Contingent Liabilities and Contingent Assets, derived from our Restated Consolidated Financial Information is set forth below:

(amount in ₹ million, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Contingent Liability			
Income Tax demand disputed in appeals	38.94[3]	35.59[1]	11.51[2]
Custom Duty demand disputed in appeals	4.98[4]	4.98[4]	4.66[5]
Total	**43.92**	**40.57**	**16.17**

Notes:

1. *Contingent liabilities of ₹24.97 Million for F.Y. 2022–23 and ₹10.62 Million for FY 2014–15 under the Income Tax Act, 1961 are under dispute before the CIT (Appeals).*
2. *Contingent liability of ₹11.51 million for FY 2014–15, 2016–17, and 2017–18 is under dispute before the CIT (Appeals).*
3. *Contingent Liability of ₹0.19 million for F.Y. 2007-08, ₹3.16 million for F.Y. 2013-14, ₹10.62 million for F.Y 2014–15 and ₹24.97 million for F.Y. 2022–23 under the Income Tax Act, 1961 are under dispute before the CIT (Appeals).*
4. *Contingent liability related to Custom duty of ₹4.66 Million for FY 2020-21 is under dispute before the Principle Commissioner (RA) and Ex Officio Additional Secretary of Govt. of India. and Contingent liability of ₹0.32 Million related to FY 2024-25 is under dispute before the Commissioner of Custom (Appeals).*
5. *Contingent liability related to Custom duty of ₹4.66 Million for FY 2020-21 is under dispute before the Principle Commissioner (RA) and Ex Officio Additional Secretary of Govt. of India.*

For further details on contingent liabilities as at March 31, 2026, as per Ind AS 37–Provisions, Contingent Liabilities and Contingent Assets, see "***Restated Consolidated Financial Information –Notes to the Restated Consolidated Financial Information–Note 36 –Contingent liabilities***" on page 423.

For details on risks in relation to our contingent liabilities, see "***Risk Factors – We have certain outstanding contingent liabilities, and any adverse outcome in relation to such matters may adversely affect our business, financial condition, results of operations and cash flows***." on page 72.

SUMMARY OF RELATED PARTY TRANSACTIONS

A summary of related party transactions as per the requirements under Ind AS 24 –Related Party Disclosures read with the SEBI ICDR Regulations entered into by our Company with related parties for the Fiscals 2026, 2025 and 2024 are as follows is set forth below:

(₹ in million, unless otherwise stated)

Nature of Transaction	Nature of Relationship	Fiscal 2026		Fiscal 2025		Fiscal 2024	
		Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of Revenue from operations
Remuneration							
Saurabh Sangla	Managing Director	8.40	0.60	8.40	0.63	8.40	0.67
Sumit Purohit	Chief Financial Officer	1.06	0.08	1.12	0.08	0.86	0.07
B.R. Patidar	Chief Financial Officer	0.14	0.01	-	-	-	-
Prakshi Kalwadia	Company Secretary	-	-	-	-	0.06	0.00
Lokendra Garwal	Company Secretary	0.47	0.03	0.31	0.02	-	-
Mridul Jain	Company Secretary	0.16	0.01	-	-	-	-
Directors Sitting							
Mamta Sahu	Non-Executive Independent Director	0.01	0.00	0.02	0.00	-	-
Rajesh Kumar Logre	Non-Executive Independent Director	0.06	0.00	-	-	-	-
Surabhi Agrawal	Non-Executive Independent Director	0.05	0.00	0.10	0.01	-	-
Yashaswi Jharbade	Non-Executive Independent Director	0.03	0.00	0.01	0.00	-	-
Anirudha Chauhan	Non-Executive Independent Director	0.01	0.00	-	-	-	-
Rent Received							
Signet Industries Limited	Director has significant influence	0.64	0.05	0.60	0.04	-	-
Kozzby International Private Limited	Director Has Substantial Interest	0.20	0.01	-	-	-	-
Sales							
Signet Industries Limited	Director has significant influence	60.09	4.29	21.63	1.62	84.88	6.82%
Kozzby International Private Limited	Director Has Substantial Interest	5.14	0.37	16.31	1.22	10.85	0.87
Purchase							
Signet Industries Limited	Director has significant	38.51	2.75	15.98	1.19	0.15	0.01

Nature of Transaction	Nature of Relationship	Fiscal 2026		Fiscal 2025		Fiscal 2024	
		Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of Revenue from operations
	influence						
PPE Purchase							
Signet Industries Limited	Director has significant influence	2.00[1]	0.14	-	-	-	-
PPE Sales							
Signet Industries Limited	Director has significant influence	0.26	0.02	-	-	-	-

[1]The Company acquired a used single-stage extruder (RPT machine) aggregating to ₹2.00 million from Signet Industries Limited, a related party. The transaction was undertaken at arm's length. The consideration for the used single-stage extruder was determined based on the prevailing market value of comparable second-hand machinery of similar age and condition.

(₹ in million)

Outstanding Balances	Nature of Relationship	Fiscal 2026		Fiscal 2025		Fiscal 2024	
		Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of Revenue from operations
Outstanding Investments in Equity and Preference Shares							
Signet Industries Limited (Preference Shares)	Director has significant influence	95.71	6.84	86.04	6.43	77.39	6.21
Signet Industries Limited (Equity Shares)	Director has significant influence	119.22	8.52	129.68	9.69	168.41	13.52
Trade Receivables							
Signet Industries Limited	Director has significant influence	3.03	0.22	0.05	0.00	-	-
Kozzby International Private Limited	Director Has Substantial Interest	13.92	0.99	15.96	1.19	0.24	0.02
Trade Payables							
Signet Industries Limited	Director has significant influence	0.00	0.00	0.04	0.00	2.37	0.19

For details of the related party transactions, see "***Restated Consolidated Financial Information–Notes to the Restated Financial Information–Note 43 –Related Party Disclosures***" on page 427.

The following are the details of the related party transactions as per the requirements under Ind AS 24 –Related Party Disclosures eliminated on consolidation during the period/ year disclosed in accordance with Schedule VI, Part A, Para 11(I)(A)(i)(g) of the SEBI ICDR Regulations:

(i) Adroit Industries (India) Limited

(₹ in million)

Nature of Transaction	Fiscal 2026	% of revenue from operations	Fiscal 2025	% of revenue from operations	Fiscal 2024	% of revenue from operations
Sale of Goods						
Adroit Driveshafts Private Limited	368.83	26.36	404.71	30.23	517.19	41.53
Purchase of Goods						
Adroit Driveshafts Private Limited	(1.85)	(0.13)	(13.35)	(1.00)	-	-
Loan Given						
Adroit Driveshafts Private Limited	85.55	6.11	-	-	-	-
Interest Income						
Adroit Driveshafts Private Limited	12.79	0.91	22.23	1.66	22.31	1.79
Rent Paid						
Adroit Driveshafts Private Limited	(0.38)	(0.03)	-	-	-	-
Corporate Guarantee Commission Income						
Adroit Driveshafts Private Limited	3.35	0.24	3.72	0.28	2.94	0.24
Corporate Guarantee Commission Expense						
Adroit Driveshafts Private Limited	(0.25)	(0.02)	(0.31)	(0.02)	(0.44)	(0.04)
Total	**468.04**	**33.44**	**417.00**	**31.15**	**542.00**	**43.52**

(₹ in million)

Outstanding Balances	As at 31st March, 2026	% of revenue from operations	As at 31st March, 2025	% of revenue from operations	As at 31st March, 2024	% of revenue from operations
Trade Receivables						
Adroit Driveshafts Private Limited	30.81	2.20	21.07	1.57	107.27	8.61
Adroit Driveshafts Canada Limited	-	-	-	-	9.05	0.73
Loan given outstanding						
Adroit Driveshafts Private Limited	143.87[(1)]	10.28	242.31	18.10	222.30	17.85
Corporate Guarantee given on behalf of Subsidiary						
Adroit Driveshafts Private Limited	669.90	47.87	744.40	55.60	587.90	47.21
Corporate Guarantee received from Subsidiary						
Adroit Driveshafts Private Limited	(50.00)	(3.57)	(62.10)	(4.64)	(87.10)	(6.99)
Total	**794.59**	**56.78**	**945.68**	**70.63**	**839.42**	**67.41**

[(1)] The loan represents an unsecured inter-corporate deposit limit of ₹40 crores extended to Adroit Driveshafts Private Limited for meeting its business and operational requirements, pursuant to an agreement dated January 1, 2022, with a tenure of 75 months, which may be extended based on mutual understanding between the parties. Interest rates applicable for the relevant periods were 10% for Fiscal 2024, 10% for Fiscal 2025, and 9% for the period ending March 31, 2026.

(ii) Adroit Driveshafts Private Limited

(₹ in million)

Nature of Transaction	As at 31st March, 2026	% of revenue from operations	As at 31st March, 2025	% of revenue from operations	As at 31st March, 2024	% of revenue from operations
Sale of Goods						
Adroit Industries (India) Limited	1.85	0.13	13.35	1.00	-	-
Adroit Driveshafts Canada Limited	49.86	3.56	39.47	2.95	67.38	5.41
Purchase of Goods						
Adroit Industries (India) Limited	(368.83)	(26.36)	(404.71)	(30.23)	(517.19)	(41.53)
Loan Taken						
Adroit Industries (India) Limited	(85.55)	(6.11)	-	-	-	-
Interest Expenses						
Adroit Industries (India) Limited	(12.79)	(0.91)	(22.23)	(1.66)	(22.31)	(1.79)
Rent Income						
Adroit Industries (India) Limited	0.38	0.03	-	-	-	-
Corporate Guarantee Commission Income						
Adroit Industries (India) Limited	0.25	0.02	0.31	0.02	0.44	0.04
Corporate Guarantee Commission Expense						
Adroit Industries (India) Limited	(3.35)	(0.24)	(3.72)	(0.28)	(2.94)	(0.24)
Total	**(418.18)**	**(29.88)**	**(377.53)**	**(28.20)**	**(474.62)**	**(38.11)**

(₹ in million)

Outstanding Balances	As at 31st March, 2026		As at 31st March, 2025		As at 31st March, 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Trade Payables						
Adroit Industries (India) Limited	(30.81)	(2.20)	(21.07)	(1.57)	(107.27)	(8.61)
Trade Receivables						
Adroit Driveshafts Canada Limited	78.13	5.58	62.00	4.63	65.64	5.27
Loan taken outstanding						
Adroit Industries (India) Limited	(143.87)	(10.28)	(242.31)	(18.10)	(222.30)	(17.85)
Corporate Guarantee received from Holding						
Adroit Industries (India) Limited	(669.90)	(47.87)	(744.40)	(55.60)	(587.90)	(47.21)
Corporate Guarantee given on behalf of Holding						
Adroit Industries (India) Limited	50.00	3.57	62.10	4.64	87.10	6.99
Total	**(716.46)**	**(51.20)**	**(883.68)**	**(66.00)**	**(764.74)**	**(61.41)**

(iii) Adroit Driveshafts Canada Limited

(₹ in million)

Nature of Transaction	As at 31st March, 2026		As at 31st March, 2025		As at 31st March, 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Purchase of Goods						
Adroit Driveshafts Private Limited	(49.86)	(3.56)	(39.47)	(2.95)	(67.38)	(5.41)
Total	**(49.86)**	**(3.56)**	**(39.47)**	**(2.95)**	**(67.38)**	**(5.41)**

(₹ in million)

Outstanding Balances	As at 31st March, 2026		As at 31st March, 2025		As at 31st March, 2024	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Trade Payables						
Adroit Driveshafts Private Limited	(78.13)	(5.58)	(62.00)	(4.63)	(65.64)	(5.27)
Adroit Industries (India) Limited	-	-	-	-	(9.05)	(0.73)
Total	**(78.13)**	**(5.58)**	**(62.00)**	**(4.63)**	**(74.69)**	**(6.00)**

GENERAL INFORMATION

Registered Office of our Company
Adroit Industries (India) Limited
Gala No.02, Building No. A-2, Gr. Floor
Print World Industrial Complex, Survey No. 15/1
Mankoli Road, Vehele, Shastrinagar
Bhiwandi, Thane – 421 302
Maharashtra, India
Email: adroit@adroitindustries.com
Telephone: +91 96644 45307
Website: www.adroitindustries.com

Corporate Office of our Company
Plot No. 99, Smart Industrial Park,
Near Natrip, pithampur Dist-Dhar,
Pithampur, Dhar -454 775,
Madhya Pradesh, India
Email: cs@adroitindustries.com
Telephone: +91 9171114099

For details of changes in our Registered Office, please see the section titled "***History and Certain Corporate Matters***" on page 355.

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	084474
Corporate Identity Number	U74999MH1995PLC084474

Address of the Registrar of Companies

Our Company is registered with the RoC, Mumbai II situated at the following address:

Registrar of Companies, Mumbai II
100, Everest, Marine Drive
Mumbai – 400 002, Maharashtra, India

Board of Directors

The Board of our Company as on the date of this Red Herring Prospectus comprises of the following

Sr. No.	Name	Designation	DIN	Address
1.	Saurabh Sangla	Chairman and Managing Director	00206069	1-B Gulmohar Extension, Indore – 452 018, Madhya Pradesh, India
2.	Mukesh Sangla	Non - Executive Director	00189676	1-B Gulmohar Extension, Tilaknagar, Indore – 452 018, Madhya Pradesh, India
3.	Surabhi Agrawal	Non-Executive Independent Director	08672180	790-B, Kesar Bagh Road, Scheme 103, Bijalpur, Indore, Madhya Pradesh – 452012, India
4.	Anirudha Chauhan	Non-Executive Independent Director	09219724	D-23 Fortune Prestige, E-8, Bawadiya Kalan, Salaiya, PO: Bawadia Kalan Dist: Bhopal, Madhya Pradesh 462 026, India

Sr. No.	Name	Designation	DIN	Address
5.	Narendra Kumar Maheshwari	Non - Executive Independent Director	11607987	13, Anurag Nagar, Near Bombay Hospital, Indore- 452 010, Madhya Pradesh, India

For brief profiles and further details of our Board, please see the section titled "***Our Management***" on page 364.

Company Secretary and Compliance Officer

Garima Shukla is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Garima Shukla
Plot No. 99, Smart Industrial Park,
Near Natrip, pithampur Dist-Dhar,
Pithampur, Dhar,
Madhya Pradesh, India, 454775
Email: cs@adroitindustries.com
Telephone: +91 9171114099
Website: www.adroitindustries.com

Statutory Auditor of our Company

Ashok Khasgiwala & Co. LLP
702, Shekhar Central, Palasia Square
A.B. Road, Indore – 452 001
Madhya Pradesh, India
Email: ashokkhasgiwala@yahoo.com
Telephone: +91 7314069301 / +91 7400712621
ICAI Firm registration number: 00743C
Peer review certificate number: 027018
Contact Person: Avinash Baxi

Changes in Auditors

Expect as disclosed below, there has been no change in the statutory auditors of the Company in the last three years preceding the date of this Red Herring Prospectus.

Name of Statutory Auditor	Date of Change	Reason for Change
Ashok Khasgiwala & Co. LLP 702, Shekhar Central, Palasia Square, A.B. Road, Indore – 452 001, Madhya Pradesh, India **Email:** ashokkhasgiwala@yahoo.com **Telephone:** +91 73140 69301/2499341 **Firm registration number:** 00743C **Peer review certificate number:** 027018 **Contact Person**: Avinash Baxi	August 06, 2025	Appointed as Statutory Auditor for a term of five years till the conclusion of the annual general meeting of the Company for the Fiscal 2030
Smak & Co 317 Chetak Centre RNT Marg, Indore 452 001, Madhya Pradesh, India **Email:** associates.atishay@gmail.com **Telephone:** +91 9770067763/ 9111110023 **Firm registration number:** 020120C **Peer review certificate number:** 022052 **Contact Person**: CA Atishay Khasgiwala	September 30, 2023	Reappointment as a Statutory Auditor for a term of two years till the conclusion of the annual general meeting of the Company for the Fiscal 2025

Investor Grievances

Bidders may 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 grievances including non-receipt of Allotment Advice, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, bidders may also write to the BRLM.

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

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant SCSB or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centers, as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

All grievances relating to the UPI mechanism may be addressed to the Registrar to the Offer with a copy to the relevant Sponsor Bank or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centers, as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the UPI ID of the UPI ID Linked Bank Account in which the amount equivalent to the Bid Amount was blocked. All grievances relating to Bids submitted through the Registered Broker and/or a Stock Broker may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Book Running Lead Manager

Choice Capital Advisors Private Limited
Sunil Patodia Tower, Plot No. 156-158
J.B. Nagar, Andheri (East), Mumbai – 400 099
Maharashtra, India
Telephone: +91 22 6707 9999 (7919)
E-mail: aiil.ipo@choiceindia.com
Website: www.choiceindia.com/merchant-investment-banking

Investor Grievance E-mail: investorgrievances_advisors@choiceindia.com
Contact Person: Nimisha Joshi / Aditya Chanani
SEBI Registration INM000011872

Statement of responsibilities

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

Legal Counsel to the Company

Vidhigya Associates, Advocates
B-607/608, 6th floor, Mittal Commercia
Off M. V. Road, Near Mittal Estate
Marol, Andheri East, Mumbai – 400 059
Maharashtra, India
Telephone: +91 84240 30160
Email: rahul@vidhigyaassociates.com
Website: www.vidhigyaassociates.com
Contact Person: Rahul Pandey

Registrar to the Offer

Bigshare Services Private Limited
Office No. S6-2, 6th Floor Pinnacle Business Park
Next to Ahura Center, Mahakali Caves Road
Andheri East, Mumbai – 400 093
Maharashtra, India
Tel: +91 22 6263 8200
Contact Person: Babu Rapheal C
Website: www.bigshareonline.com
E-mail: ipo@bigshareonline.com
Investor Grievance Email: investor@bigshareonline.com
SEBI Registration No.: INR000001385

Banker(s) to the Company

Kotak Mahindra Bank Limited
27 BKC, C 27, G Block
Bandra Kurla Complex
Bandra (East), Mumbai – 400 051
Maharashtra, India
Telephone: 93017-93019
E-mail: kapil.soni@kotak.com
Website: www.kotak.bank.in
Contact Person: Kapil Soni

Bankers to our Offer

Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s), Sponsor Bank(s)

Kotak Mahindra Bank Limited
Intellion Square, 501, 5th Floor
A Wing, Infinity IT Park
Gen. A.K. Vaidya Marg
Malad – East, Mumbai- 400 097
Maharashtra, India

Telephone: 93017-93019
E-mail: kapil.soni@kotak.com
Website: www.kotak.bank.in
Contact Person: Sumit Panchal
SEBI Registration Number: INBI00000927

Syndicate Members

Choice Equity Broking Private Limited
Sunil Patodia Tower
Plot No 156-158, J.B. Nagar
Andheri (East), Mumbai-400 099
Maharashtra, India
Telephone: 022- 67079999
E-mail: ipo@choiceindia.com
Website: www.choiceindia.com
Contact Person: Pawan Khemka
SEBI Registration Number: INZ000160131

Designated Intermediaries

Self-Certified Syndicate Banks

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

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and 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, Retail Individual Bidders bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear 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, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors) 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?doRecognised=yes 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 www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?andwww.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Grading of the Offer

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

Expert

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

Our Company has received written consent dated March 29, 2026 from Ashok Khasgiwala & Co. LLP, Chartered Accountants, our Statutory Auditors, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) examination report, dated August 24, 2026 on our Restated Consolidated Financial Information in this Red Herring Prospectus (ii) Statement of Special Tax Benefits dated September 17, 2026 and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received written consent dated March 27, 2026 from Sunil Garg, the Indepdendent Chartered Engineer, to include their name as required under section 26 of the Companies Act read with the SEBI ICDR Regulations in this Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act to the extent and in their capacity as an independent chartered engineer, in respect of their certificates in connection with the Offer and details derived therefrom as included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning under the U.S. Securities Act, as amended (the “U.S. Securities Act”).

The above-mentioned consents have not been withdrawn as on the date of this Red Herring Prospectus.

Monitoring Agency

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company has appointed ACER Credit Rating Private Limited, as the monitoring agency for monitoring the utilisation of Gross Proceeds.

The details of Monitoring Agency are as follows

ACER Credit Rating Private Limited
Unit No. 808, 8th Floor
Signature Tower – B, Sector – 30
Gurugram – 122 001
Haryana – India
Telephone: 0124-4607887
Mobile No: +91 9311947814
E-mail: akashg@acerratings.com
Website: www.acerratings.com
Contact Person: Akash Gupta
SEBI Registration Number: IN/CRA/009/2025

For details in relation to the proposed utilization of the Gross Proceeds from the Issue, see "***Objects of the Offer***" on page 182.

Appraising Entity

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

Credit Rating

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

Debenture trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Pre-IPO Placement

Company does not propose to undertake any pre-IPO Placement

Filing of the Draft Red Herring Prospectus and the Draft Abridged Prospectus

A copy of the Draft Red Herring Prospectus and the Draft Abridged Prospectus was filed electronically with SEBI through the SEBI intermediary portal at https://siportal.sebi.gov.in, in accordance with the SEBI ICDR Master Circular, as specified in Regulation 25(8) of SEBI ICDR Regulations. A copy of the Draft Red Herring Prospectus was filed with SEBI at:

Securities and Exchange Board of India

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

Filing of the Red Herring Prospectus, Abridged Prospectus and the Prospectus

A copy of this Red Herring Prospectus and the Abridged Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 would be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed with the RoC through the electronic portal at http://www.mca.gov.in.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of this Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band which will be decided by our Board, as applicable, in consultation with the BRLM, and the minimum Bid lot, which will be decided by our Board and the Promoter Selling Shareholder, in consultation with the BRLM, and if not disclosed in this Red Herring Prospectus, will be advertised in all editions of Business Standard, an English national daily newspaper, all editions of Business Standard Hindi, an Hindi national daily newspaper and Mumbai editions of Navsakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra where our Registered Office is located), at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the BRLM, after the Bid/ Offer Closing Date. For further details, see "***Offer Procedure***" on page 524.

All Bidders (other than Anchor Investors) shall mandatorily participate in this Offer only 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 or Sponsor Bank, as the case may be. In addition to this, the UPI Bidders may participate 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 or using the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bid/ Offer Period. Allocation to QIBs (other than Anchor Investors) and Non-Institutional Investors will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. Pursuant to SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, all individual investors applying in initial public offerings whose application amount is up to ₹0.50 million shall use UPI Mechanism. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. RIBs bidding in the Retail Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ Offer Period. Except for Allocation to RIBs, Non-Institutional Bidders and the Anchor Investors, Allocation in the Offer will be on a proportionate basis. Allocation to the Anchor Investors will be on a discretionary basis.

The Book Building Process under the SEBI ICDR Regulations and the Bidding Process are subject to change. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

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

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

For further details on the method and process of Bidding, see "***Offer Procedure***" and "***Offer Structure***" on pages 524 and 520, respectively.

Illustration of Book Building Process and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "***Terms of the Offer***" and "***Offer Procedure***" on pages 513 and 524, respectively.

Underwriting Agreement

After the determination of the Offer Price, but prior to allocation of Equity Shares and filing of the Prospectus with the RoC, our Company and Selling Shareholder will enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer, who shall be merchant bankers or stock-brokers registered with SEBI. The extent of underwriting obligations and the Bids to be underwritten by BRLM shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

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

(The Underwriting Agreement has not been executed as on the date of this Red Herring Prospectus. Specific details below have been intentionally left blank and will be filled in before, and this portion will be applicable upon the execution of the Underwriting Agreement and filing of the Prospectus with the RoC, as applicable)

(₹ in million)

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

The abovementioned amounts are provided for indicative purposes only and would be decided after the pricing and actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with Stock Exchange(s). Our Board, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

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

In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

The Underwriting Agreement has not been entered into as on the date of this Red Herring Prospectus. The Underwriting Agreement shall be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

Details of the share capital of our Company, as on the date of this Red Herring Prospectus, are set forth below.

Sr. No.	Particulars	(Amount in ₹ except share data or indicated otherwise)	
		Aggregate value at face value	Aggregate value at Offer Price*
A.	**AUTHORIZED SHARE CAPITAL(1)**		
	50,000,000 Equity Shares of face value ₹10/- each	500,000,000	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	34,911,340 Equity Shares of face value ₹10/- each	349,113,400	-
C.	**PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS(2)(3)**		
	Offer of up to 11,247,000 Equity Shares of face value ₹ 10/- each aggregating up to ₹ [●] million (2)(3)	[●]	[●]
	of which		
	Fresh Issue of up to 9,897,000 Equity Shares of face value of ₹10/- each aggregating up to ₹ [●] million (2)	[●]	[●]
	Offer for Sale of up to 1,350,000 Equity Shares of face value ₹10/- each aggregating up to [●] million (3)	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER*#**		
	[●] Equity Shares of face value ₹10/- each* (assuming full subscription to the Offer)	[●]	-
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer *(as on the date of this Red Herring Prospectus)*		Nil
	After the Offer*		[●]

** To be included upon finalization of Offer Price and subject to the Basis of Allotment*

(1) *For details in relation to changes in the authorised share capital of our Company in last 10 years preceding the date of this Red Herring Prospectus, please see section titled "**History and Certain Corporate Matters – Amendments to our Memorandum of Association**" on page 356.*

(2) *The Offer has been authorised by our Board of Directors and our Shareholders pursuant to the resolutions passed at their meetings dated December 05, 2025, and December 29, 2025, respectively. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholder pursuant to its resolution dated February 20, 2026,*

(3) *Promoter Group Selling Shareholder, confirm that the Offered Shares have been held by the Selling Shareholder for a period of at least one year prior to filing of this Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations. For further details in relation to the Offered Shares, please see section titled "**Other Regulatory and Statutory Disclosures**" on page 499. The Promoter Group Selling Shareholder has consented to participate in the Offer for Sale dated through consent letter dated February 20, 2026 up to 1,350,000 Equity Shares of face value ₹10*

Share Capital History of our Company

As on the date of this Red Herring Prospectus, our Company has only one class of share capital, i.e., Equity Shares of face value of ₹10 each. All the issued Equity Shares are fully paid-up.

Notes to Capital Structure

1. History of paid-up Equity Share Capital of our Company

The history of the paid-up Equity Share capital of our Company is set forth in the table below:

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder		
At the time of incorporation	1,600,000	10	-	Pursuant to Conversion of Partnership Firm into Company	Initial Subscription to MOA.	1,600,000	16,000,000	**Sr. No.**	**Name of Allottee**	**Number of equity shares**
								1.	Jagjit Singh Anand	640,000
								2.	Gajinder Pal K Anand	80,000
								3.	Jaspreet Singh Anand	160,000
								4.	Varinder Singh Anand	474,000
								5.	Jaspawan Singh Anand	87,000
								6.	Narinder Kaur Anand	72,000
								7.	Surindar Pal Singh Anand	87,000
January 16, 1995	300,000	10	10/-	Cash	Preferential Allotment	1,900,000	19,000,000	**Sr. No.**	**Name of Allottee**	**Number of equity shares**
								1.	Jagjit Singh Anand	120,000
								2.	Jaspreet Singh Anand	30,000
								3.	Gajinder Pal Anand	15,000
								4.	Varinder Singh Anand	88,780
								5.	Surindar Pal Singh Anand	16,360
								6.	Jaspawan Singh Anand	16,360
								7.	Narinder Kaur Anand	13,500
February 16, 1995	300,000	10	-	Other than Cash	Preferential Allotment	2,200,000	22,000,000	**Sr. No.**	**Name of Allottee**	**Number of equity shares**
								1.	Jagjitsingh Anand	105,000
								2.	Varinder singh Anand	75,000

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder
								3. Jaspreet Singh Anand 60,000 4. Jaspawan Singh Anand 60,000
February 16, 1995^	2,100,000	10	25.50	Cash	Preferential Allotment	4,300,000	43,000,000	**Sr. No. | Name of Allottee | Number of equity shares** 1. Hinduja Finance Limited 2,100,000
February 16, 1995	50,000	10	10	Cash	Preferential Allotment	4,350,000	43,500,000	**Sr. No. | Name of Allottee | Number of equity shares** 1 Ramesh Chand Pandey 200 2. Jyoti Vallbha Tripathi 200 3 Yashwant Parolkar 200 4 Mohindar Singh Dhariwal 200 5 Sharvan Singh Gill 200 6 Mohan Tamankar 200 7 Dilip Vimechurkar 200 8 Ajit Nigam 200 9 Shrikant Pathak 200 10 Shambhu Kushwah 200 11 Mohammad Sharif 200 12 Murlidhar Sharma 200 13 Harinarayan 200 14 Mohammad Kayyum Ansari 200 15 Harbhajan Singh 200 16 Sharvan Kumar 200 17 Shankarlal Choudhary 200 18 Ramesh Chand Kushwah 200 19 G.C. Tiwari 200 20 Ashok Yogi 200 21 Ramesh Pal 200 22 Abdul Razik 200

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder		
								23	T.K. Nair	200
								24	Chandar Prakash Yadav	200
								25	Hari Garud	200
								26	Bhagvati Prasad	200
								27	Ratanklal Chauhan	200
								28	Aasar Ansari	200
								29	Atma Ram	200
								30	Ratankumar Arya	200
								31	Uttam Chaudhary	200
								32	Arun Rane	200
								33	Ramprasad Chauhan	200
								34	Gopal Kushwah	200
								35	Praveen Ganguli	200
								36	Radheshyam Geete	200
								37	Ashok Avasthi	200
								38	Dabulal	200
								39	Manohar Manjarkar	200
								40	Nirman Kumar	200
								41	A. Aazan Khan	200
								42	Ramesh Chouhan	200
								43	Ashok Naphade	200
								44	Vishnu Barate	200
								45	Balkishan Khandelwal	200
								46	Nandkishore Vishwakarma	200
								47	John Peter	200
								48	Ramesh Sen	200
								49	Chitraveer Yadav	200
								50	Mohd. Arif	200
								51	Abdul Rashid Khan	200
								52	Suresh Parmar	200
								53	Narayan Suryavanshi	200
								54	Bhagwaningh Kahar	200

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder		
								55	Hari Prasad Jaiswal	200
								56	Abdul Aslam	200
								57	D.G. Kamble	200
								58	Gajanand Gagera	200
								59	Mohd. Riyaz Khan	200
								60	Anil Sharma	200
								61	Sanjay Maurya	200
								62	Yogindar Bilatia	300
								63	Mohanlal Chandani	300
								64	Madhusudhan Shroff	500
								65	Durgashankar Vyas	200
								66	Manoharlal Sharma	200
								67	Shashikant Phadnis	200
								68	Pramod Kulkarni	200
								69	Surendra Singh Chadda	200
								70	Jagjit Singh Punjabi	200
								71	Shailesh Vyas	200
								72	Tarachand Jain	200
								73	Rosamma Thomas	200
								74	Mini P.D.	200
								75	Omprakash Chauhan	200
								76	Sahdeo Mishra	200
								77	Vilas Bhangile	200
								78	Sevasinghji	200
								79	Heeralal Jatav	200
								80	Rafiuddin Qufreshi	200
								81	Ramdayal Sharma	200
								82	Pundlik Mahajan	200
								83	Ganesh Sharma	200
								84	Shankar Rao Bable	200
								85	Balakrishna Narkheda	200
								86	Champalal Chotelal	200
								87	Shashikant	200

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder		
								88	Shyamkumar Dhannalal	200
								89	Gokul Singh Devsingh	200
								90	Pooranlal Babualal	200
								91	Kishorilal Sohanalal	200
								92	Kishorilal Sitaram	200
								93	Ramesh Nimbalkar	200
								94	S.B. Chouhan	200
								95	Prakash Nimbekar	200
								96	Salimkhan Ahmedkhan	200
								97	Arun Dighe	200
								98	S.C. Bhardwaj	200
								99	K.K.S. Pillai	200
								100	A.G. Bande	200
								101	Sunil Tonde	200
								102	Matadeen Ramjas	200
								103	Chandran Nair	200
								104	Madhusudhan Sitaram	200
								105	Jagdish Kushwah	200
								106	Rajkumar Khedoa	200
								107	Ramkrishna Deodhar	200
								108	Mohd. Israr Khan	200
								109	Gajanand Kinge	200
								110	Sanjay Yadav	200
								111	Ajay Garud	200
								112	Ravindrajeet Singh	200
								113	Anoop Singh Chauhan	200
								114	Harish Kumar Harpal	200
								115	Shrikrishna Raik	200
								116	Shyam Sharma	200
								117	Maan Singh	200
								118	Veersingh Siddhu	200
								119	Neelkanth Baole	200
								120	Shankarlal Chauhan	200

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder		
								121	Devisingh	200
								122	Manchitt Rao	200
								123	Madanlal Shobharm	200
								124	Suresh Arya	200
								125	Mohansingh Siddhu	200
								126	Suresh Rane	200
								127	Sahdeo Sonane	200
								128	Karamsingh Narayan	200
								129	Sapan Warade	200
								130	Anis Ahmed	200
								131	Suresh Chopda	200
								132	Rama Rao Hando	200
								133	Satendra Gupta	200
								134	Rajkumar Dongre	200
								135	Jawaharsingh Lakhan	200
								136	Mohanlal Kalmudia	200
								137	Devilal Vadera	200
								138	Kishore Kumar Suryavanshi	200
								139	Ishwarlal Bhawsar	200
								140	Rakesh Kumar Morey	200
								141	Wamanrao Mathankar	200
								142	Anant Rane	200
								143	Sudhir Bedarkar	200
								144	Dualatram Sharma	200
								145	Uttam Rao Phote	200
								146	Bhagwan Patil	200
								147	Dilip Phote	200
								148	Subhash Sharma	200
								149	Joshy Jacob	200
								150	Vijay Prasad Singh	200
								151	Vishnudayal Singh	200
								152	Arun Sikarwar	200

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder		
								153	Ramlal Yadav	200
								154	Gyaneshwar	200
								155	Premasuk Sharma	200
								156	R.B. Shah	500
								157	Padurang Pahalakar	200
								158	Arunaben Shah	200
								159	Kamalkchandra Sanghvi (held jointly with Kamla Sanghvi)	500
								160	Seva Singh	500
								161	Anil Sharma	300
								162	Rajesh Seth	200
								163	Usha Shroff	200
								164	Manmeet Kaur Anand (held jointly with Jaspreet Singh Anand)	2,750
								165	Gaman Kaur Bhasin (held jointly with Rajinder Pal Singh)	1,000
								166	Parminder Kaur Anand (held jointly with Rupinder Singh Anand)	1,000
								167	Ishdeepsingh Anand (held jointly with Rupinder Singh Anand)	1,500
								168	Jasdeepsingh Anand (held jointly with Rupinder Singh Anand)	1,500
								169	Rupinder Singh Anand (held jointly with Parminder Kaur)	1,000
								170	Taranjyot Kaur Chandhok (held jointly with Ranjit Singh	7,150

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder
								Chanhok)
February 10, 2001	(400,000)	10/-	12/-	Cash	Buy-back	3,950,000	39,500,000	**Sr. No. | Name of Shareholder | Number of equity shares bought back** 1. Hinduja Finance Limited – 270,000 2. Medicaps Finance Limited – 100,000 4. Network Securities Services Private Limited – 30,000
February 01, 2002	(500,000)	10	10	Cash	Buy-back	3,450,000	34,500,000	**Sr. No. | Name of Shareholder | Number of equity shares bought back** 1. Hinduja Finance Limited – 285,000 2. Medicaps Finance Limited – 35,000 3. Medi-caps Limited – 150,000 4. Network Securities Services Private Limited – 30,000
June 21, 2002	(300,000)	10	10	Cash	Buy-Back	3,150,000	31,500,000	**Sr. No. | Name of Shareholder | Number of equity shares bought back** 1. Hinduja Finance Limited – 260,000 2. Medicaps Limited – 10,000 3. Medicaps Finance Limited – 5,000 4. Network Securities Services Private Limited – 25,000
January 04, 2003	(560,000)	10	10	Cash	Buy-back	2,590,000	25,900,000	**Sr. No. | Name of Shareholder | Number of equity shares bought back**

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder
								1. Hinduja Finance Limited 350,000 2. Medicaps Finance Limited 180,000 3. Network Securities Services Private Limited 30,000
May 26, 2003	(340,000)	10	10	Cash	Buy-Back	2,250,000	22,500,000	**Sr. No. / Name of Shareholder / Number of equity shares bought back** 1. Hinduja Finance Limited 260,000 2. Medicaps Finance Limited 45,000 3. Network Securities Services Private Limited 35,000
February 14, 2004	3,375,000	10/-	Nil	N.A.	Bonus Issue in the ratio of 3:2 i.e. 3 fully paid-up Equity Shares for every 2 Equity Shares held by the Shareholders	5,625,000	56,250,000	**Sr. No. / Name of Allottee / Number of equity shares** 1. Jagjit Singh Anand (held jointly with Gajinder Pal Kaur) 1,297,500 2. Gajinder Pal (held jointly with Jagjit Singh Anand) 142,500 3. Manmeet Kaur Anand 375,000 4. Varinder Singh Anand (held jointly with Narinder Kaur Anand) 956,670 5. Jaspawan Singh (held jointly with Kanwaldeep Kaur Anand) 245,040 6. Narinder Kaur Anand (held jointly with Varinder Singh Anand) 128,250 7. Taranjyot Kaur Chandok (held jointly with Ranjeet 10,725

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder		
									Singh Anand)	
								8.	Rupinder Singh Anand (held jointly with Parminder Kaur Anand)	1,500
								9.	Jasdeep Singh Anand (held jointly with Rupinder Singh Anand)	2,250
								10.	Ishdeep Singh Anand (held jointly with Rupinder Singh Anand)	2,250
								11.	Parminder Kaur Anand (held jointly with Rupinder Singh Anand)	1,500
								12.	Gaman Kaur Bhasin (held jointly with Rajendra Pal Singh Bhasin)	1,500
								13.	Manmeet Kaur Anand	7,725
								14.	Rajesh Seth	300
								15.	Kamal Chandra Sanghavi	750
								16.	Pandurang Panhalkar	300
								17.	Arun Sikawar	300
								18.	Ishwarlal Bhavsar	300
								19.	Mohan Singh Siddhu	300
								20.	Neelkanth Boale	300
								21.	Shyam Sharma	300
								22.	Ajay Garud	300
								23.	K.K.S. Pillai	300
								24.	Ramesh Nimbalkar	300
								25.	Kishorilal Patel	300
								26.	Shankar Rao Bable	300
								27.	Tarachand Jain	300
								28.	Shailendra Vyas	300
								29.	Jagjit Singh Panjabi	300

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder
								30. Surendra Singh Chadda 300 31. Durga Shankar Vyas 300 32. Mohanlal Chandani 450 33. Yogendra Bhatia 450 34. Gajanand Gangre 300 35. Dayanand Kamble 300 36. Narayan Suryavanshi 300 37. Ramesh Sen 300 38. Nand Kishore Vishwakarma 300 39. Ashok Awasthi 300 40. Afsar Ansari 300 41. Hari Garud 300 42. T.K. Nair 300 43. Ramesh Pal 300 44. Shravan Kumar 300 45. Mohinder Singh Dhariwal 300 46. Jyoti Valiah Tripathi 300 47. Jaspawan Singh Anand 75,000 48. Kanwaldeep Kaur Anand 55,500 49. Narinder Kaur Anand 42,540 50. Ashok Kumar Sahu 300 51. Manmeet Kaur Anand 18,600
November 17, 2010	4,687,493	10	Nil	N.A.	Bonus Issue in the ratio of 5:6 i.e. 5 fully paid-up Equity Shares for every 6 Equity Shares held by the Shareholders	10,312,493	103,124,930	**Sr. No. / Name of Allottee / Number of equity shares** 1. Mukesh Sangla (HUF) 300,458 2. Mukesh Sangla 542,145 3. Saurabh Sangla 490,708 4. Monica Sangla 309,250 5 Avantika Sangla 416,666 6. Ornate Impex Private Limited## 285,033 7. Signet Impex Private Limited 263,125

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder
								8. Swan Irrigation LLP# – 190,416 9. Signet Tradelinks Private Limited** – 210,000 10. Signet Industries Limited – 1,242,208 11. Shri Balaji Starch & Chemicals LLP* – 435,195 12. Arun Sinarwal – 416 13. Kalirikunnathil Krishna Saseendran Pillai – 416 14. Mohan Lalchand – 625 15. Thottathil Krishnan Nair – 416 16. Mohinder Singh – 416
December 11, 2010	200,000	10	100	Cash	Preferential allotment	10,512,493	105,124,930	**Sr. No. – Name of Allottee – Number of equity shares** 1. Mukesh Sangla – 25,000 2. Saurabh Sangla – 25,000 3. Signet Industries Limited – 150,000
March 28, 2013	397,300	10	25.17	Cash	Preferential allotment	10,909,793	109,097,930	**Sr. No. – Name of Allottee – Number of equity shares** 1. Mukesh Sangla – 99,325 2. Saurabh Sangla – 99,325 3. Mukesh Sangla (HUF) – 99,325 4. Monica Sangla – 99,325
May 15, 2017	6,545,877	10	Nil	N.A.	Bonus Issue in the ratio of 3:5 i.e. 3 fully paid-up Equity Shares for every 5 Equity Shares held by the	17,455,670	174,556,700	**Sr. No. – Name of Allottee – Number of equity shares** 1. Mukesh Sangla (HUF) – 456,200 2. Mukesh Sangla – 1,531,966 3. Saurabh Sangla – 722,330

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder
					Shareholders			4. Monica Sangla 467,805 5. Avantika Sangla 550,000 6. Ornate Impex Private Limited 450,224 7. Signet Impex Private Limited 383,205 8. Swan Irrigation LLP# 355,030 9. Signet Tradelinks Private Limited** 323,580 10 Swan Petrochemicals Private Limited 649,715 11. Kamdeep Marketing Private Limited 73,500 12. Shri Balaji Starch & Chemicals LLP* 580,398 13. Mohan Lalchandhani 825 14 Thottathil Krishnan 550 15 Mohinder Singh 549
February 18, 2026	17,455,670	10	Nil	N.A.	Bonus Issue in the ratio of 1:1 i.e. 1 fully paid-up Equity Shares for every 1 Equity Shares held by the Shareholders	34,911,340	349,113,400	**Sr. No. – Name of Allottee – Number of equity shares** 1. Mukesh Sangla HUF 1,241,533 2. Mukesh Sangla 1,177,177 3. Saurabh Sangla 518,682 4. Monika Sangla 581,063 5. Signet Impex Private Limited 1,050,380 6. Signet Tradelinks Private Limited 879,880 7. Swan Irrigation LLP 948,496 8. Ornate Impex Private Limited 1,206,597 9. Shri Balaji Starch & Chemicals LLP* 1,549,428

Date of allotment/ buy back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue/buy back Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Name of the allottees along with number of Equity Shares allotted to each allottee /Name of the buyback holder		
								10.	Shubhangi Trust	1,743,190
								11.	Shreya Trust	3,531,531
								12.	Aishwarya Trust	1,556,047
								13.	Ananda Trust	1,471,666

^ *Initially issued on a partly paid-up Equity Shares basis, the shares were subsequently made fully paid-up Equity Shares on March 14, 1995*

\# *Swan Holding Private Limited was converted to Swan Irrigation LLP dated March 14, 2018.*

\#\# *Ornate Leasing and Finance Private Limited was converted into Ornate Impex Private Limited on April 10, 2013.*

* *Shri Balaji Starch & Chemicals Private Limited was converted into Shri Balaji Starch & Chemicals LLP on May 25, 2018.*

** *Signet Leasing & Finance Private Limited was converted into Signet Tradelinks Private Limited on April 10, 2013.*

Details of the transfer and acquisition of Equity Shares of our Company through secondary transaction for the Promoters, and members of the Promoter Group

Except as set out below, there has been no acquisition of Equity Shares through secondary transactions by our Promoters, Selling Shareholder and the members of the Promoter Group, as on the date of this Red Herring Prospectus.

Date of transfer	Details of Transferor(s)	Details of Transferee(s)	Number of Equity shares transferred	Face value of Equity shares	Transfer/ Transmission	Price per Equity Share	Nature of consideration
Promoters							
March 13, 2007	Jagjit Singh Anand (held jointly with Gajinder Kaur Anand)	Mukesh Sangla	99,200	10	Transfer	40.25	Cash
March 13, 2007	Varinder Singh Anand (held jointly with Narinder Kaur Anand)	Mukesh Sangla	103,800	10	Transfer	40.25	Cash
March 13, 2007	Shri Hari Gaud	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Shailesh Vyas	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Ramesh Nimbalkar	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Mohan Singh Siddu	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Shyam Sharma	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Ajay Garud	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Ramesh Pal	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Ishwarlal Bhavsar	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Jyoti Vallabh Tripathi	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Ramesh Sen	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Neelkanth Bhole	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Dayanand Kamble	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Narayan Suryavanshi	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Ashok Awasthi	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Afsar Ansari	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Nandkishore Vishwakarma	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Durga Shankar Vyas	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Gajanan Gagre	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Kamal Chandra Sanghvi (held jointly with	Mukesh Sangla	1,250	10	Transfer	30.00	Cash

Date of transfer	Details of Transferor(s)	Details of Transferee(s)	Number of Equity shares transferred	Face value of Equity shares	Transfer/ Transmission	Price per Equity Share	Nature of consideration
	Kamla Sanghvi)						
March 13, 2007	Rajesh Seth	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Jagjit Singh Punjabi	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Ashok Kumar Sahu	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Kishorilal Patel	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Parvati Bai Bable	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Sharvan Kumar	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Tara Chand Jain	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Pandurang Panhalkar	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Surendra Singh Chadda	Mukesh Sangla	500	10	Transfer	30.00	Cash
March 13, 2007	Narinder Kaur Anand and (held jointly with Varinder Singh Anand)	Saurabh Sangla	213,750	10	Transfer	40.25	Cash
March 13, 2007	Narinder Kaur Singh	Saurabh Sangla	70,900	10	Transfer	40.25	Cash
March 13, 2007	Gajinder Kaur Anand (held jointly with Jagjit Singh Anand)	Monika Sangla	+237,500	10	Transfer	40.25	Cash
March 13, 2007	Jagjit Singh Anand (held jointly with Gajinder Singh Anand)	Swan Irrigation LLP#	200,000	10	Transfer	40.25	Cash
May 10, 2007	Mukesh Sangla	Shalimar Ferrous Metal Private Limited	217,750	10	Transfer	40.85	Cash
May 10, 2007	Swan Irrigation LLP#	Shalimar Ferrous Metal Private Limited	200,000	10	Transfer	40.40	Cash
May 10, 2007	Saurabh Sangla	Shalimar Ferrous Metal Private Limited	284,650	10	Transfer	44.20	Cash
October 30, 2007	Monika Sangla	Uno Industries Limited	76,000	10	Transfer	46.00	Cash
October 30, 2007	Monika Sangla	Palasia Leasing and Investment Private Limited	47,500	10	Transfer	46.00	Cash
October 30, 2007	Monika Sangla	Siddhachal Developers Private	21,500	10	Transfer	46.00	Cash

Date of transfer	Details of Transferor(s)	Details of Transferee(s)	Number of Equity shares transferred	Face value of Equity shares	Transfer/ Transmission	Price per Equity Share	Nature of consideration
		Limited					
October 30, 2007	Monika Sangla	Shri Anekant Share and Securities Private Limited	21,500	10	Transfer	46.00	Cash
October 30, 2007	Monika Sangla	Samyak Share and Stock Private Limited	21,500	10	Transfer	46.00	Cash
October 30, 2007	Monika Sangla	Sea Entertainment Limited	21,500	10	Transfer	46.00	Cash
October 30, 2007	Monika Sangla	Sky Touch Infrastructure Private Limited	28,000	10	Transfer	46.00	Cash
June 05, 2008	Yoginder Bhatia	Mukesh Sangla	750	10	Transfer	30.00	Cash
September 08, 2009	Doldrum Investment & Finance Private Limited	Mukesh Sangla	460,550	10	Transfer	11.50	Cash
September 08, 2009	Doldrum Investments and Finance Private Limited	Saurabh Sangla	259,750	10	Transfer	11.50	Cash
September 08, 2009	Gyaneshwar Trading & Finance Company Limited	Saurabh Sangla	210,550	10	Transfer	12.00	Cash
September 08, 2009	Gyaneshwar Trading & Finance Company Limited	Monika Sangla	210,550	10	Transfer	12.00	Cash
September 08, 2009	Arun Simarwal	Mukesh Sangla	500	10	Transfer	11.50	Cash
September 08, 2009	K.K.S. Pillai	Mukesh Sangla	500	10	Transfer	11.50	Cash
September 08, 2009	Mohanlal Chandni	Mukesh Sangla	750	10	Transfer	12.25	Cash
September 08, 2009	Mohinder Singh	Mukesh Sangla	500	10	Transfer	11.50	Cash
September 08, 2009	T.K. Nair	Mukesh Sangla	500	10	Transfer	11.50	Cash
September 12, 2009	Sidh Housing Development Company Limited.	Monika Sangla	160,550	10	Transfer	11.50	Cash
September 12, 2009	Oshin Investment and Finance Limited	Mukesh Sangla	189,275	10	Transfer	12.25	Cash
September 12, 2009	Oshin Investment & Finance Limited	Saurabh Sangla	118,550	10	Transfer	12.25	Cash
September 23, 2009	Can India Overseas Limited	Swan Irrigation LLP#	76,000	10	Transfer	11.50	Cash

Date of transfer	Details of Transferor(s)	Details of Transferee(s)	Number of Equity shares transferred	Face value of Equity shares	Transfer/ Transmission	Price per Equity Share	Nature of consideration
September 25, 2009	Ispat Sheets Limited	Swan Irrigation LLP#	152,500	10	Transfer	11.50	Cash
April 06, 2010	Mukesh Sangla	Arun Sinarwal	500	10	Transfer	11.50	Cash
April 07, 2010	Mukesh Sangla	Kallirikkunnathir Krishna Saseendran Pillai	500	10	Transfer	11.50	Cash
April 08, 2010	Mukesh Sangla	Mohan Lalchandani	750	10	Transfer	12.25	Cash
April 12, 2010	Mukesh Sangla	Thottahhil Krisnan Nair	500	10	Transfer	11.50	Cash
April 13, 2010	Mukesh Sangla	Mohinder Singh	500	10	Transfer	11.50	Cash
January 25, 2014	Kamdeep Marketing Private Limited	Mukesh Sangla	965,000	10	Transfer	40.25	Cash
March 27, 2014	Kamdeep Marketing Private Limited	Mukesh Sangla	35,000	10	Transfer	40.25	Cash
April 02, 2015	Arun Sinarwal	Mukesh Sangla	916	10	Transfer	30.00	Cash
April 02, 2015	Kallirikkunnathil krishna saseendran Pillai	Mukesh Sangla	916	10	Transfer	30.00	Cash
October 01, 2015	Kamdeep Marketing Private Limited	Mukesh Sangla	174,400	10	Transfer	43.00	Cash
October 01, 2015	Kamdeep Marketing Private Limited	Swan Irrigation LLP#	168,800	10	Transfer	43.00	Cash
March 31, 2016	Kamdeep Marketing Private Limited	Swan Irrigation LLP#	4,000	10	Transfer	47.00	Cash
April 20, 2016	Kamdeep Marketing Private Limited	Mukesh Sangla	60,000	10	Transfer	47.00	Cash
July 06, 2018	Tottathil Krishnan Nair	Saurabh Sangla	1,466	10	Transfer	35.00	Cash
July 06, 2018	Mohinder Singh Sabbarwal	Mukesh Sangla	1,465	10	Transfer	35.00	Cash
July 06, 2018	Mohanlal Chandani	Monika Sangla	2,200	10	Transfer	35.00	Cash
March 26, 2022	Kamdeep Marketing Private Limited	Saurabh Sangla	147,050	10	Transfer	45.00	Cash
March 28, 2022	Swan Petrochemicals Private Limited	Mukesh Sangla	622,000	10	Transfer	45.00	Cash
March 28, 2022	Swan Petrochemicals Private Limited	Monika Sangla	1,074,573	10	Transfer	45.00	Cash
April 05, 2022	Kamdeep Marketing Private Limited	Swan Irrigation LLP	1,750	10	Transfer	45.00	Cash
July 08, 2025	Mukesh Sangla	Shreya Trust	3,531,531	10	Transfer	Nil	Gift of Shares
July 24, 2025	Saurabh Sangla	Aishwarya	1,556,047	10	Transfer	Nil	Gift of Shares

Date of transfer	Details of Transferor(s)	Details of Transferee(s)	Number of Equity shares transferred	Face value of Equity shares	Transfer/ Transmission	Price per Equity Share	Nature of consideration
		Trust					
February 14, 2025	Monika Sangla	Shubhangi Trust	1,743,190	10	Transfer	Nil	Gift of Shares
Promoter Group							
March 13, 2007	Varinder Singh Anand (held jointly with Narinder kaur Anand)	Signet Industries Limited	1,490,650	10	Transfer	40.25	Transfer
March 13, 2007	Jagjit Singh Anand (held jointly with Gajinder kaur Anand)	Signet Impex Private Limited	310,550	10	Transfer	40.25	Cash
March 13, 2007	Jagjit Singh Anand	Signet Tradelinks Private Limited**	310,550	10	Transfer	40.25	Cash
March 13, 2007	Jagjit Singh Anand (held jointly with Gajinder Kaur Anand)	Signet Tradelinks Private Limited**	310,550	10	Transfer	40.25	Cash
March 13, 2007	Jagjit Singh Anand And Gajinder Kaur Anand	Ornate Impex Private Limited	310,550	10	Transfer	40.25	Cash
March 13, 2007	Manmeet Kaur Anand	Lucky Commotrade Private Limited	625,000	10	Transfer	40.25	Cash
March 13, 2007	Manmeet Kaur Anand	Lucky Commotrade Private Limited	7,925	10	Transfer	40.25	Cash
March 13, 2007	Jaspawan Singh Anand	Lucky Commotrade Private Limited	125,000	10	Transfer	40.25	Cash
March 13, 2007	Jaspawan Singh Anand and Kanwaldeep Kuar Anand	Lucky Commotrade Private Limited	408,400	10	Transfer	40.25	Cash
March 13, 2007	Kanwaldeep Kaur Anand	Lucky Commotrade Private Limited	3,000	10	Transfer	40.25	Cash
March 13, 2007	Kanwaldeep Kaur Anand	Lucky Commotrade Private Limited	5,400	10	Transfer	40.25	Cash
March 13, 2007	Kanwaldeep Kaur Anand	Lucky Commotrade Private Limited	28,000	10	Transfer	40.25	Cash
March 13, 2007	Kanwaldeep Kaur Anand	Lucky Commotrade Private	56,100	10	Transfer	40.25	Cash

Date of transfer	Details of Transferor(s)	Details of Transferee(s)	Number of Equity shares transferred	Face value of Equity shares	Transfer/ Transmission	Price per Equity Share	Nature of consideration
		Limited					
March 13, 2007	Manmeet Kaur Anand	Lucky Commotrade Private Limited	4,950	10	Transfer	40.25	Cash
March 13, 2007	Manmeet Kaur Anand	Lucky Commotrade Private Limited	2,100	10	Transfer	40.25	Cash
March 13, 2007	Manmeet Kaur Anand	Lucky Commotrade Private Limited	2,600	10	Transfer	40.25	Cash
March 13, 2007	Manmeet Kaur Anand	Lucky Commotrade Private Limited	3,400	10	Transfer	40.25	Cash
March 13, 2007	Manmeet Kaur Anand	Lucky Commotrade Private Limited	3,600	10	Transfer	40.25	Cash
March 13, 2007	Manmeet Kaur Anand	Lucky Commotrade Private Limited	19,300	10	Transfer	40.25	Cash
May 10, 2007	Signet Impex Private Limited**	Shalimar Ferrous Metals Private Limited	310,550	10	Transfer	40.35	Cash
May 10, 2007	Signet Tradelinks Private Limited**	Shalimar Ferrous Metal Private Limited	310,550	10	Transfer	42.60	Cash
May 10, 2007	Signet Tradelinks Private Limited**	Shalimar Ferrous Metals Private Limited	310,550	10	Transfer	40.35	Cash
May 10, 2007	Ornate Impex Private Limited	Shalimar Ferrous Metal Private Limited	310,550	10	Transfer	42.60	Cash
December 10, 2007	Shalimar Ferrous Metal Private. Limited	Lucky Commotrade Private Limited	3,10,550	10	Transfer	42.80	Cash
December 10, 2007	Shalimar Ferrous Metal Private. Limited	Lucky Commotrade Private Limited	3,10,550	10	Transfer	41.80	Cash
December 10, 2007	Shalimar Ferrous Metal Private. Limited	Lucky Commotrade Private Limited	3,10,550	10	Transfer	40.80	Cash
December 10, 2007	Shalimar Ferrous Metal Private. Limited	Lucky Commotrade Private Limited	3,10,550	10	Transfer	40.85	Cash
December 10,	Shalimar Ferrous	Lucky	3,10,550	10	Transfer	40.60	Cash

Date of transfer	Details of Transferor(s)	Details of Transferee(s)	Number of Equity shares transferred	Face value of Equity shares	Transfer/ Transmission	Price per Equity Share	Nature of consideration
2007	Metal Private. Limited	Commotrade Private Limited					
December 10, 2007	Shalimar Ferrous Metal Private. Limited	Lucky Commotrade Private Limited	3,10,550	10	Transfer	41.50	Cash
December 10, 2007	Shalimar Ferrous Metal Private. Limited	Lucky Commotrade Private Limited	200,000	10	Transfer	41.60	Cash
December 10, 2007	Shalimar Ferrous Metal Private. Limited	Lucky Commotrade Private Limited	217,750	10	Transfer	41.28	Cash
December 10, 2007	Shalimar Ferrous Metal Private. Limited	Lucky Commotrade Private Limited	85,500	10	Transfer	41.15	Cash
December 10, 2007	Shalimar Ferrous Metal Private. Limited	Lucky Commotrade Private Limited	128,250	10	Transfer	42.25	Cash
December 10, 2007	Shalimar Ferrous Metal Private. Limited	Lucky Commotrade Private Limited	70,900	10	Transfer	41.15	Cash
December 10, 2007	Shalimar Ferrous Metal Private. Limited	Lucky Commotrade Private Limited	32,875	10	Transfer	41.44	Cash
March 12, 2008	Lucky Commotrade Private Limited	Oshin Investment and Finance Private. Limited	151,425	10	Transfer	40.48	Cash
March 12, 2008	Lucky Commotrade Private Limited	Oshin Investment and Finance Private. Limited	284,650	10	Transfer	40.48	Cash
March 12, 2008	Lucky Commotrade Private Limited	Oshin Investment and Finance Private. Limited	200,000	10	Transfer	40.48	Cash
March 15, 2008	Lucky Commotrade Private Limited	Gyaneshwar Trading & Finance Private. Limited	310,550	10	Transfer	40.95	Cash
March 15, 2008	Lucky Commotrade Private Limited	Gyaneshwar Trading & Finance Private Limited	310,550	10	Transfer	40.95	Cash
March 15, 2008	Lucky Commotrade	Dol Drum Investment	99,200	10	Transfer	41.46	Cash

Date of transfer	Details of Transferor(s)	Details of Transferee(s)	Number of Equity shares transferred	Face value of Equity shares	Transfer/ Transmission	Price per Equity Share	Nature of consideration
	Private Limited	Private Limited					
March 15, 2008	Lucky Commotrade Private Limited	Dol Drum Investment Private Limited	310,550	10	Transfer	41.46	Cash
March 15, 2008	Lucky Commotrade Private Limited	Dol Drum Investment Private Limited	310,550	10	Transfer	41.46	Cash
March 28, 2008	Lucky Commotrade Private Limited	Sidh Housing Development Co. Limited.	310,550	10	Transfer	40.90	Cash
March 28, 2008	Lucky Commotrade Private Limited	Sidh Housing Development Co. Limited.	310,550	10	Transfer	40.90	Cash
March 10, 2009	Lucky Commotrade Private Limited	Olympus Vision Private Limited	250,000	10	Transfer	40.50	Cash
March 10, 2009	Lucky Commotrade Private Limited	Ispats Sheets Limited	397,540	10	Transfer	40.55	Cash
March 10, 2009	Lucky Commotrade Private Limited	Novelty Traders Limited	375,000	10	Transfer	40.55	Cash
March 10, 2009	Lucky Commotrade Private Limited	Clifton Securities Private. Limited	272,235	10	Transfer	40.50	Cash
September 12, 2009	Oshin Investments Finance Limited	Avantika Sangla	200,000	10	Transfer	12.25	Cash
September 12, 2009	Sidh Housing Development Company Limited	Avantika Sangla	300,000	10	Transfer	11.50	Cash
September 21, 2009	Can Indian Overseas Limited	Ornate Impex Private Limited##	47,500	10	Transfer	11.25	Cash
September 21, 2009	Can Indian Overseas Limited	Ornate Impex Private Limited##	21,500	10	Transfer	11.50	Cash
September 22, 2009	Novelty Trader Limited	Signet Tradelinks Private Limited**	187,500	10-	Transfer	11.50	Cash
September 22, 2009	Can India Overseas Limited	Signet Impex Private Limited	128,250	10-	Transfer	12.25	Cash
September 23, 2009	Can Indian Overseas Limited	Ornate Implex Private Limited*	28,000	10	Transfer	11.50	Cash
September 23, 2009	Can India Overseas Limited	Signet Tradelinks Private Limited**	21,500	10	Transfer	11.25	Cash
September 25, 2009	Can India Overseas Limited	Signet Tradelinks Private	21,500	10-	Transfer	11.25	Cash

Date of transfer	Details of Transferor(s)	Details of Transferee(s)	Number of Equity shares transferred	Face value of Equity shares	Transfer/ Transmission	Price per Equity Share	Nature of consideration
		Limited**					
September 26, 2009	Ispat Sheets Limited	Ornate Impex Private Limited##	245,040	10	Transfer	11.50	Cash
September 26, 2009	Can India Overseas Limited	Signet Tradelinks Private Limited**	21,500	10-	Transfer	11.50	Cash
September 26, 2009	Novelty Traders Limited	Shri Balaji Starch & Chemical LLP	250,000	10	Transfer	11.50	Cash
September 28, 2009	Ispat Sheets Limited	Shri Balaji Starch & Chemicals LLP*	272,235	10	Transfer	11.50	Cash
January 16, 2014	Signet Industries Limited	Kamdeep Marketing Private Limited	965,000	10	Transfer	40.00	Cash
February 14, 2014	Signet Industries Limited	Kamdeep Marketing Private Limited	835,000	10	Transfer	40.00	Cash
February 14, 2014	Signet Industries Limited	Swan Petrochemicals Private Limited	1,082,858	10	Transfer	40.00	Cash
October 01, 2015	Kamdeep Marketing Private Limited	Ornate Impex Private Limited	118,800	10	Transfer	43.00	Cash
October 01, 2015	Kamdeep Marketing Private Limited	Signet Impex Private Limited	55,300	10	Transfer	43.00	Cash
October 01, 2015	Kamdeep Marketing Private Limited	Signet Tradelinks Private Limited	72,800	10	Transfer	43.00	Cash
October 01, 2015	Kamdeep Marketing Private Limited	Shri Balaji Starch & Chemicals LLP*	9,900	10	Transfer	43.00	Cash
March 31, 2016	Kamdeep Marketing Private Limited	Signet Tradelinks Private Limited	4,500	10	Transfer	47.00	Cash
March 31, 2016	Kamdeep Marketing Private Limited	Ornate Impex Private Limited	4,500	10	Transfer	47.00	Cash
March 31, 2016	Kamdeep Marketing Private Limited	Signet Impex Private Limited	4500	10	Transfer	47.00	Cash
March 28, 2022	Swan Petrochemicals Private Limited	Signet Impex Private Limited	26,000	10	Transfer	45.00	Cash
March 28, 2022	Swan Petrochemicals Private Limited	Signet Tradelinks Private	10,000	10	Transfer	45.00	Cash

Date of transfer	Details of Transferor(s)	Details of Transferee(s)	Number of Equity shares transferred	Face value of Equity shares	Transfer/ Transmission	Price per Equity Share	Nature of consideration
		Limited					
March 29, 2022	Kamdeep Marketing Private Limited	Signet Tradelinks Private Limited	7,000	10	Transfer	45.00	Cash
March 29, 2022	Kamdeep Marketing Private Limited	Avantika Sangla	5,000	10	Transfer	45.00	Cash
April 06, 2022	Kamdeep Marketing Private Limited	Ornate Impex Private Limited	6,000	10	Transfer	45.00	Cash
April 05, 2022	Kamdeep Marketing Private Limited	Signet Impex Private Limited	2,500	10	Transfer	45.00	Cash
April 05, 2022	Kamdeep Marketing Private Limited	Shri Balaji Strach and Chemicals LLP*	1,700	10	Transfer	45.00	Cash
August 22, 2025	Avantika Sangla	Ananda Trust	1,471,666	10	Transfer	Nil	Gift of Shares
August 28, 2026	Signet Impex Private Limited	Chhatisgarh Investments Limited	222,224	10	Transfer	90.00	Transfer
August 29, 2026	Signet Impex Private Limited	Abakkus Venture Opportunities Fund	555,556	10	Transfer	90.00	Transfer
August 29, 2026	Signet Tradelinks Private Limited	Abakkus Venture Opportunities Fund	555,556	10	Transfer	90.00	Transfer
August 31, 2026	Signet Impex Private Limited	Sharad Agrawal	28,670	10	Transfer	90.00	Transfer
Promoter Group Selling Shareholder							
March 13, 2007	Rupinder Singh Anand (held jointly with Parminder Kaur Anand)	Mukesh Sangla (HUF)	2,500	10	Transfer	40.25	Cash
March 13, 2007	Jasdeep Singh Anand (held jointly with Rupinder Singh Anand)	Mukesh Sangla (HUF)	3,750	10	Transfer	40.25	Cash
March 13, 2007	Ishdeep Singh Anand (held jointly with Rupinder Singh Anand)	Mukesh Sangla (HUF)	3,750	10	Transfer	40.25	Cash
March 13, 2007	Parminder Kaur Anand (held jointly with Rupinder Singh Anand)	Mukesh Sangla (HUF)	2,500	10	Transfer	40.25	Cash
March 13, 2007	Gaman Bhasin (held jointly with Rajender Pal Singh Bhasin)	Mukesh Sangla (HUF)	2,500	10	Transfer	40.25	Cash

Date of transfer	Details of Transferor(s)	Details of Transferee(s)	Number of Equity shares transferred	Face value of Equity shares	Transfer/ Transmission	Price per Equity Share	Nature of consideration
March 13, 2007	Taranjot Kaur Chandok (held jointly with Ranjeet Singh Chandok)	Mukesh Sangla (HUF)	17,875	10	Transfer	40.25	Cash
May 10, 2007	Mukesh Sangla (HUF)	Shalimar Ferrous Metal Private Limited	32,875	10	Transfer	44.80	Cash
September 08, 2009	Gyaneshwar Trading and Finance Company Limited	Mukesh Sangla HUF	200,000	10	Transfer	12.00	Cash
September 12, 2009	Sidh Housing Development Company Limited	Mukesh Sangla HUF	160,550	10	Transfer	11.50	Cash
March 26, 2022	Kamdeep Marketing Private Limited	Mukesh Sangla HUF	25,000	10	Transfer	45.00	Cash

Swan Holding Private Limited was converted to Swan Irrigation LLP dated March 14, 2018.

Ornate Leasing and Finance Private Limited was converted into Ornate Impex Private Limited on April 10, 2013.

* *Shri Balaji Starch & Chemicals Private Limited was converted into Shri Balaji Starch & Chemicals LLP on May 25, 2018.*

** *Signet Leasing & Finance Private Limited was converted into Signet Tradelinks Private Limited on April 10, 2013.*

2. Preference Share Capital

As on the date of this Red Herring Prospectus, our Company does not have any preference share capital.

3. **Issue of shares for consideration other than cash or out of revaluation of reserves and bonus issuance**

Our Company has not issued any Equity Shares our of revaluation of reseves since its incorporation.

Except as set forth below, our Company has not issued any Equity Shares for consideration other than cash or as a bonus issue since its incorporation.

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for allotment	Details of allottees and Equity Shares allotted	Benefits accrued to our Company
At the time of incorporation	16,00,000	10/-	-	Pursuant to Conversion of Partnership Firm into Company	**Sr. No. – Name of Allottee – Number of equity shares** 1. Jagjit Singh Anand – 640,000 2. Gajinder Pal K Anand – 80,000 3. Jaspreet Singh Anand – 160,000 4. Varinder Singh Anand – 474,000 5. Jaspawan Singh Anand – 87,000 6. Narinder Kaur Anand – 72,000 7. Surindar Pal Singh Anand – 87,000	-
February 16, 1995	300,000	10/-	-	Preferential Allotment	**Sr. No. – Name of Allottee – Number of equity shares** 1. Jagjitsingh Anand – 105,000 2. Varinder singh Anand – 75,000 3. Jaspreet Singh Anand – 60,000 4. Jaspawan Singh Anand – 60,000	
February 14, 2004	3,375,000	10/-	Nil	Bonus Issue in the ratio of 3:2 i.e. 3 fully paid-up Equity Shares for every 2 Equity Shares held by the Shareholders	**Sr. No. – Name of Allottee – Number of equity shares** 1. Jagjit Singh Anand (held jointly with Gajinder Pal Kaur) – 1,297,500 2. Gajinder Pal (held jointly with Jagjit Singh Anand) – 142,500 3. Manmeet Kaur Anand – 375,000 4. Varinder Singh Anand (held jointly with Narinder Kaur Anand) – 956,670 5. Jaspawan Singh (held jointly with Kanwaldeep Kaur Anand) – 245,040 6. Narinder Kaur Anand (held jointly with Varinder Singh Anand) – 1,28,250	-

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for allotment	Details of allottees and Equity Shares allotted			Benefits accrued to our Company
					7.	Taranjyot Kaur Chandok (held jointly with Ranjeet Singh Anand)	10,725	
					8.	Rupinder Singh Anand (held jointly with Parminder Kaur Anand)	1,500	
					9.	Jasdeep Singh Anand (held jointly with Rupinder Singh Anand)	2,250	
					10.	Ishdeep Singh Anand (held jointly with Rupinder Singh Anand)	2,250	
					11.	Parminder Kaur Anand (held jointly with Rupinder Singh Anand)	1,500	
					12.	Gaman Kaur Bhasin (held jointly with Rajendra Pal Singh Bhasin)	1,500	
					13.	Manmeet Kaur Anand	7,725	
					14.	Rajesh Seth	300	
					15.	Kamal Chandra Sanghavi	750	
					16.	Pandurang Panhalkar	300	
					17.	Arun Sikawar	300	
					18.	Ishwarlal Bhavsar	300	
					19.	Mohan Singh Siddhu	300	
					20.	Neelkanth Boale	300	
					21.	Shyam Sharma	300	
					22.	Ajay Garud	300	
					23.	K.K.S. Pillai	300	
					24.	Ramesh Nimbalkar	300	
					25.	Kishorilal Patel	300	
					26.	Shankar Rao Bable	300	
					27.	Tarachand Jain	300	
					28.	Shailendra Vyas	300	
					29.	Jagjit Singh Panjabi	300	
					30.	Surendra Singh Chadda	300	
					31.	Durga Shankar Vyas	300	
					32.	Mohanlal Chandani	450	
					33.	Yogendra Bhatia	450	
					34.	Gajanand Gangre	300	
					35.	Dayanand Kamble	300	

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for allotment	Details of allottees and Equity Shares allotted			Benefits accrued to our Company
					36.	Narayan Suryavanshi	300	
					37.	Ramesh Sen	300	
					38.	Nand Kishore Vishwakarma	300	
					39.	Ashok Awasthi	300	
					40.	Afsar Ansari	300	
					41.	Hari Garud	300	
					42.	T.K. Nair	300	
					43.	Ramesh Pal	300	
					44.	Shravan Kumar	300	
					45.	Mohinder Singh Dhariwal	300	
					46.	Jyoti Valiah Tripathi	300	
					47.	Jaspawan Singh Anand	75,000	
					48.	Kanwaldeep Kaur Anand	55,500	
					49.	Narinder Kaur Anand	42,540	
					50.	Ashok Kumar Sahu	300	
					51.	Manmeet Kaur Anand	18,600	
November 17, 2010	46,87,493	10/-	Nil	Bonus Issue in the ratio of 5:6 i.e. 5 fully paid-up Equity Shares for every 6 Equity Shares held by the Shareholders	**Sr. No.**	**Name of Allottee**	**Number of equity shares**	-
					1.	Mukesh Sangla (HUF)	300,458	
					2.	Mukesh Sangla	542,145	
					3.	Saurabh Sangla	490,708	
					4.	Monica Sangla	309,250	
					5	Avantika Sangla	416,666	
					6.	Ornate Impex Private Limited[##]	285,033	
					7.	Signet Impex Private Limited	263,125	
					8.	Swan Irrigation LLP[#]	190,416	
					9.	Signet Tradelinks Private Limited[**]	210,000	
					10.	Signet Industries Limited	1,242,208	
					11.	Shri Balaji Starch & Chemicals LLP[*]	435,195	
					12.	Arun Sinarwal	416	
					13.	Kalirikunnathil Krishna Saseendran Pillai	416	
					14.	Mohan Lalchand	625	
					15.	Thottathil Krishnan Nair	416	
					16.	Mohinder Singh	416	

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for allotment	Sr. No.	Name of Allottee	Number of equity shares	Benefits accrued to our Company
May 15, 2017	65,45,877	10/-	Nil	Bonus Issue in the ratio of 3:5 i.e. 3 fully paid-up Equity Shares for every 5 Equity Shares held by the Shareholders	1.	Mukesh Sangla (HUF)	456,200	-
					2.	Mukesh Sangla	1,531,966	
					3.	Saurabh Sangla	722,330	
					4.	Monica Sangla	467,805	
					5.	Avantika Sangla	550,000	
					6.	Ornate Impex Private Limited[##]	450,224	
					7.	Signet Impex Private Limited	383,205	
					8.	Swan Irrigation LLP[#]	355,030	
					9.	Signet Tradelinks Private Limited*	323,580	
					10	Swan Petrochemicals Private Limited	649,715	
					11.	Kamdeep Marketing Private Limited	73,500	
					12.	Shri Balaji Starch & Chemicals LLP[*]	580,398	
					13.	Mohan Lalchandhani	825	
					14	Thottathil Krishnan	550	
					15	Mohinder Singh	549	
February 18, 2026	1,74,55,670	10/-	Nil	Bonus Issue in the ratio of 1:1 i.e. 1 fully paid-up Equity Shares for every 1 Equity Shares held by the Shareholders	1.	Mukesh Sangla HUF	1,241,533	-
					2.	Mukesh Sangla	1,177,177	
					3.	Saurabh Sangla	518,682	
					4.	Monika Sangla	581,063	
					5.	Signet Impex Private Limited	1,050,380	
					6.	Signet Tradelinks Private Limited	879,880	
					7.	Swan Irrigation LLP	948,496	
					8.	Ornate Impex Private Limited	1,206,597	
					9.	Shri Balaji Starch & Chemicals LLP	1,549,428	
					10.	Shubhangi Trust	1,743,190	
					11.	Shreya Trust	3,531,531	
					12.	Aishwarya Trust	1,556,047	
					13.	Ananda Trust	1,471,666	

[#] *Swan Holding Private Limited was converted to Swan Irrigation LLP dated March 14, 2018.*

[##] *Ornate Leasing and Finance Private Limited was converted into Ornate Impex Private Limited on April 10, 2013.*

[*] *Shri Balaji Starch & Chemicals Private Limited was converted into Shri Balaji Starch & Chemicals LLP on May 25, 2018.*

[**]Signet Leasing & Finance Private Limited was converted into Signet Tradelinks Private Limited on April 10, 2013.

4. Issue of Equity Shares pursuant to sections 391 to 394 of the Companies Act, 1956 or sections 230 to 234 of the Companies Act, 2013

Our Company has not issued any Equity Shares pursuant to any scheme of arrangement approved under sections 391-394 of the Companies Act, 1956 or section 230-234 of the Companies Act, 2013, as applicable.

5. Issue or transfer of Equity Shares under employee stock option schemes

The Company does not have any employee stock option schemes under which any equity shares of the Company is granted. Accordingly, no Equity Shares have been issued or transferred by our Company pursuant to the exercise of any employee stock options.

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

Our Company has not issued any Equity Shares at a price lower than the Offer price, during the period of one (1) year, immediately preceding the date of this Red Herring Prospectus. For details of the allotments made in the last one year, see "***Capital Structure – Share Capital History of Our Company – Equity Share capital***" on page 133 of this Red Herring Prospectus.

7. **Shareholding Pattern of our Company**

As on the date of the filing of this Red Herring Prospectus, our Company has 16 Shareholders.

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying depository receipts (VI)	Total number of shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of voting rights held in each class of securities (IX): Number of voting rights: Class: Equity Shares	Number of voting rights held in each class of securities (IX): Number of voting rights: Class: Others	Number of voting rights held in each class of securities (IX): Number of voting rights: Total	Number of voting rights held in each class of securities (IX): Total as a % of (A+B + C)	Number of Equity Shares underlying outstanding convertible securities (including warrants, ESOP etc.) (X)	Total No of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.) (XI)=(VII+X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII)= (VII)+(X) As a % of (A+B+C2)	Number of locked in Equity Shares (XIII): Number (a)	Number of locked in Equity Shares (XIII): As a % of total Equity Shares held (b)	Number of Equity Shares pledged (XIV): Number (a)	Number of Equity Shares pledged (XIV): As a % of total Equity Shares held (b)	Non-Disposal Undertaking (XV): Number (a)	Non-Disposal Undertaking (XV): As a % of total Equity Shares held (b)	Other encumbrances, if any (XVI): Number (a)	Other encumbrances, if any (XVI): As a % of total Equity Shares held (b)	Total Number of Shares encumbered (XVII)* = (XIV+XV+XVI): Number (a)	Total Number of Shares encumbered (XVII)* = (XIV+XV+XVI): As a % of total Equity Shares held (b)	Number of Equity Shares held in dematerialise d form (XVIII)
(A)	**Promoters and Promoter Group**	13	33,549,334	-	-	33,549,334	96.10	33,549,334	-	-	96.10	-	33,549,334	96.10	-	-	-	-	-	-	-	-	-	-	33,549,334
(B)	**Public**	3	1,362,006	-	-	1,362,006	3.90	1,362,006	-	-	3.90	-	1,362,006	3.90	-	-	-	-	-	-	-	-	-	-	1,362,006
(C)	**Non Promoter-Non Public**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	**Shares underlying depository receipts**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	**Shares held by employee trusts**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A+B+C)	**16**	**34,911,340**	-	-	**34,911,340**	**100.00**	**34,911,340**	-	-	**100.00%**	-	**34,911,340**	**100.00**	-	-	-	-	-	-	-	-	-	-	**34,911,340**

8. **Build-up of the Promoter's shareholding in our Company**

Set forth below are the details of the build-up of our Promoters shareholding in our Company since incorporation:

Date of allotment/ acquisition/ transfer	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue Price/ Consideration per Equity Share (₹)	Nature of consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	% of pre-Offer capital (₹)*	% of post-Offer capital (₹)
Mukesh Sangla								
March 13, 2007	99,200	10/-	40.25	Cash	Transfer of Equity Share from Jagjit Singh Anand (held jointly with Gajinder Kaur Anand)	99,200	0.28	[•]
March 13, 2007	103,800	10/-	40.25	Cash	Transfer of Equity Share from Varinder Singh Anand (held jointly with Narinder Kaur Anand)	203,000	0.30	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Shailesh Vyas	203,500	Negligible	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Shri Hari Gaud	204,000	Negligible	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Shri Ramesh Nimbalkar	204,500	Negligible	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Mohan Singh Siddu	205,000	Negligible	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Shyam Sharma	205,500	Negligible	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Ajay Gaud	206,000	Negligible	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Ramesh Pal	206,500	Negligible	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of	207,000	Negligible	[•]

				Equity Share from Ishwarlal Bhausar			
March 13, 2007	500	10/-	30.00 Cash	Transfer of Equity Share from Jyoti Vallabh Tripathi	207,500	Negligible	[•]
March 13, 2007	500	10/-	30.00 Cash	Transfer of Equity Share from Ramesh Sen	208,000	Negligible	[•]
March 13, 2007	500	10/-	30.00 Cash	Transfer of Equity Share from Shri Neelkanth Bhole	208,500	Negligible	[•]
March 13, 2007	500	10/-	30.00 Cash	Transfer of Equity Share from Dayand Kamble	209,000	Negligible	[•]
March 13, 2007	500	10/-	30.00 Cash	Transfer of Equity Share from Narayan Suryavanshi	209,500	Negligible	[•]
March 13, 2007	500	10/-	30.00 Cash	Transfer of Equity Share from Ashok Awasthi	210,000	Negligible	[•]
March 13, 2007	500	10/-	30.00 Cash	Transfer of Equity Share from Afsar Ansari	210,500	Negligible	[•]
March 13, 2007	500	10/-	30.00 Cash	Transfer of Equity Share from Shri Nandkishore Vishwakarma	211,000	Negligible	[•]
March 13, 2007	500	10/-	30.00 Cash	Transfer of Equity Share from Durga Shankar Vyas	211,500	Negligible	[•]
March 13, 2007	500	10/-	30.00 Cash	Transfer of Equity Share from Shri Gajanan Gagre	212,000	Negligible	[•]
March 13, 2007	1250	10/-	30.00 Cash	Transfer of Equity Share from Kamal Chandra Sanghvi and Kamla Sanghvi	213,250	Negligible	[•]
March 13, 2007	500	10/-	30.00 Cash	Transfer of Equity Share from Rajesh Seth	213,750	Negligible	[•]
March 13, 2007	500	10/-	30.00 Cash	Transfer of Equity Share from Jagjit Singh Punjabi	214,250	Negligible	[•]

March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Ashok kumar Sahu	214,750	Negligible	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Shri Kishorilal Patel	215,250	Negligible	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Parvati Bai Bable	215,750	Negligible	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Sharvan Kumar	216,250	Negligible	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Tara Chand Jain	216,750	Negligible	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Pandurang Panhalkar	217,250	Negligible	[•]
March 13, 2007	500	10/-	30.00	Cash	Transfer of Equity Share from Surendra Singh Chadda	217,750	Negligible	[•]
May 10, 2007	(217,750)	10/-	40.85	Cash	Transfer of Equity Share to Shalimar Ferrous Metal Private Limited.	-	(0.62)	[•]
June 05, 2008	750	10/-	30.00	Cash	Transfer of Equity Share from Yoginder Bhatia	750	Negligible	[•]
September 08, 2009	500	10/-	11.50	Cash	Transfer of Equity Share from Arun Simarwal	1,250	Negligible	[•]
September 08, 2009	500	10/-	11.50	Cash	Transfer of Equity Share from K.K.S. Pillai	1,750	Negligible	[•]
September 08, 2009	750	10/-	12.25	Cash	Transfer of Equity Share from Mohanlal Chandni	2,500	Negligible	[•]
September 08, 2009	500	10/-	11.50	Cash	Transfer of Equity Share from Mohinder Singh	3,000	Negligible	[•]
September 08, 2009	500	10/-	11.50	Cash	Transfer of Equity Share from T.K. Nair	3,500	Negligible	[•]

September 08, 2009	460,550	10/-	11.50 Cash	Transfer of Equity Share from Doldrum Investment & Finance Private Limited	464,050	1.32	[•]
September 12, 2009	189,275	10/-	12.25 Cash	Transfer of Equity Share from Oshin Investment and Finance Limited	653,325	0.54	[•]
April 06,2010	(500)	10/-	11.50 Cash	Transfer of Equity Share to Arun Sinarwal	652,825	Negligible	[•]
April 07, 2010	(500)	10/-	11.50 Cash	Transfer of Equity Share to K.K.S. Pillai	652,325	Negligible	[•]
April 08, 2010	(750)	10/-	12.25 Cash	Transfer of Equity Share to Mohanlal Chandani	651,575	Negligible	[•]
April 12, 2010	(500)	10/-	11.50 Cash	Transfer of Equity Share to Thottahhnil Krisnan Nair	651,075	Negligible	[•]
April 13, 2010	(500)	10/-	11.50 Cash	Transfer of Equity Share to Mohinder Singh	650,575	Negligible	[•]
November 17, 2010	542,145	10/-	Nil N.A.	Bonus Issue in the ratio of 5:6 i.e. 5 fully paid-up Equity Shares for every 6 Equity Shares held by the Shareholders	1,192,720	1.55	[•]
December 11, 2010	25,000	10/-	100 Cash	Preferential Allotment	1,217,720	0.07	[•]
March 28, 2013	99,325	10/-	25.17 Cash	Preferential Allotment	1,317,045	0.28	[•]
January 25, 2014	965,000	10/-	40.25 Cash	Transfer of Equity Share from Kamdeep Marketing Private Limited.	2,282,045	2.76	[•]
March 27, 2014	35,000	10/-	40.25 Cash	Transfer of Equity Share from Kamdeep Marketing Private Limited.	2,317,045	0.10	[•]
April 02, 2015	916	10/-	30.00 Cash	Transfer of Equity Share from Arun Sinarwal	2,317,961	Negligible	[•]
April 02, 2015	916	10/-	30.00 Cash	Transfer of Equity Share from	2,318,877	Negligible	[•]

					kallirikkunnathil krishna saseendan Pillai			
October 01, 2015	174,400	10/-	43.00	Cash	Transfer of Equity Share from kamdeep Marketing Private Limited	2,493,277	0.50	[•]
April 20, 2016	60,000	10/-	47.00	Cash	Transfer of Equity Share from Kamdeep Marketing Private Limited.	2,553,277	0.17	[•]
May 15, 2017	1,531,966	10/-	Nil	N.A.	Bonus Issue in the ratio of 3:5 i.e. 3 fully paid-up Equity Shares for every 5 Equity Shares held by the Shareholders	4,085,243	4.39	[•]
July 06, 2018	1,465	10/-	35.00	Cash	Transfer of Equity Share from Mohinder Singh	4,086,708	Negligible	[•]
March 28, 2022	622,000	10/-	45.00	Cash	Transfer of Equity Share from Swan Petrochemicals Private Limited	4,708,708	1.78	[•]
July 08, 2025	(3,531,531)	10/-	-	Gift	Transfer of Equity Share to Shreya Trust	1,177,177	(10.12)	[•]
February 18, 2026	1,177,177	10/-	Nil	N.A.	Bonus Issue in the ratio of 1:1 i.e. 1 bonus equity shares for every 1 fully paid-up equity share	2,354,354	3.37	[•]
Sub-total (A)	**23,54,354**						**6.74**	[•]
Saurabh Sangla								
March 13, 2007	213,750	10/-	40.25	Cash	Transfer of Equity Shares from Narinder Kaur Anand held jointly with Varinder Singh Anand	213,750	0.61	[•]
March 13, 2007	70,900	10/-	40.25	Cash	Transfer of Equity Shares from Narinder Kaur Singh	284,650	0.20	[•]
May 10, 2007	(284,650)	10/-	44.20	Cash	Transfer of Equity Shares to Shalimar Ferrous Metal Private Limited	-	(0.82)	[•]

September 08, 2009	259,750	10/-	11.50	Cash	Transfer of Equity Shares from Doldrum Investments and Finance Private Limited	259,750	0.74	[●]
September 08, 2009	210,550	10/-	12.00	Cash	Transfer of Equity Shares from Gyaneshwar Trading & Finance Company Limited	470,300	0.60	[●]
September 12, 2009	118,550	10/-	12.25	Cash	Transfer of Equity Shares from Oshin Investment & finance Limited	588,850	0.34	[●]
November 17, 2010	490,708	10/-	Nil	N.A.	Bonus Issue in the ratio of 5:6 i.e. 5 fully paid-up Equity Shares for every 6 Equity Shares held by the Shareholders	1,079,558	1.41	[●]
December 11, 2010	25,000	10/-	100	Cash	Preferential Allotment	1,104,558	0.07	[●]
March 28, 2013	99,325	10/-	25.17	Cash	Preferential Allotment	1,203,883	0.28	[●]
May 15, 2017	722,330	10/-	Nil	N.A.	Bonus Issue in the ratio of 3:5 i.e. 3 fully paid-up Equity Shares for every 5 Equity Shares held by the Shareholders	1,926,213	2.07	[●]
July 06, 2018	1,466	10/-	35.00	Cash	Transfer of Equity Shares from Tottathil Krishnan Nair	1,927,679	0.00	[●]
March 26, 2022	147,050	10/-	45.00	Cash	Transfer of Equity Shares from Kamdeep Marketing Private Limited	2,074,729	0.42	[●]
July 24, 2025	(1,556,047)	10/-	-	Gift	Transfer of Equity Shares to Aishwarya Trust	518,682	(4.46)	[●]
February 18, 2026	518,682	10/-	Nil	N.A.	Bonus Issue in the ratio of 1:1 i.e. 1 bonus equity shares for every 1 fully paid-up equity share	1,037,364	1.49	[●]
Sub-total (B)	**1,037,364**						**2.97**	**[●]**
Monika Sangla								
March 13, 2007	237,500	10/-	40.25	Cash	Transfer of	237,500	0.68	[●]

				Equity Shares from Gajinder Kaur Anand (held jointly with Jagjit Singh Anand)			
October 30, 2007	(76,000)	10/-	46.00 Cash	Transfer of Equity Share to Unno Industries Limited	161,500	(0.22)	[•]
October 30, 2007	(47,500)	10/-	46.00 Cash	Transfer of Equity Share to Palasia Leasing and Investment Private Limited	114,000	(0.14)	[•]
October 30, 2007	(21,500)	10/-	46.00 Cash	Transfer of Equity Share to Siddhachal Developers Private Limited	92,500	(0.06)	[•]
October 30, 2007	(21,500)	10/-	46.00 Cash	Transfer of Equity Share to Shri Anekant Share and Securities Private Limited.	71,000	(0.06)	[•]
October 30, 2007	(21,500)	10/-	46.00 Cash	Transfer of Equity Share to Samyak Share and Stock Private Limited	49,500	(0.06)	[•]
October 30, 2007	(21,500)	10/-	46.00 Cash	Transfer of Equity Share to Sea Entertainment Limited	28,000	(0.06)	[•]
October 30, 2007	(28,000)	10/-	46.00 Cash	Transfer of Equity Share to Sky Touch Infrastructure Private Limited	-	(0.08)	[•]
September 08, 2009	210,550	10/-	12.00 Cash	Transfer of Equity Share from Gyaneshwar Trading & Finance Company Limited	210,550	(0.60)	[•]
September 12, 2009	160,550	10/-	11.00 Cash	Transfer of Equity Share from Sidh Housing Development Company Limited.	371,100	0.46	[•]
November 17, 2010	309,250	10/-	Nil N.A.	Bonus Issue in the ratio of 5:6 i.e. 5	680,350	0.89	[•]

					fully paid-up Equity Shares for every 6 Equity Shares held by the Shareholders			
March 28, 2013	99,325	10/-	25.17	Cash	Preferential allotment	779,675	0.28	[•]
May 15, 2017	467,805	10/-	Nil	N.A.	Bonus Issue in the ratio of 3:5 i.e. 3 fully paid-up Equity Shares for every 5 Equity Shares held by the Shareholders	1,247,480	1.34	[•]
July 06, 2018	2,200	10/-	35.00	Cash	Transfer of Equity Share from Mohanlal Chandani	1,249,680	0.01	[•]
March 28, 2022	1,074,573	10/-	45.00	Cash	Transfer of Equity Share from Swan Petrochemicals Private Limited	2,324,253	3.08	[•]
February 14, 2025	(1,743,190)	10/-	-	Gift	Transfer of Equity Share to Shubhangi Trust	581,063	(4.99)	[•]
February 18, 2026	581,063	10/-	Nil	N.A.	Bonus Issue in the ratio of 1:1 i.e. 1 bonus equity shares for every 1 fully paid-up equity share	1,162,126	1.65	[•]
Sub-Total (C)	**1,162,126**						**3.33**	[•]
Swan Irrigation LLP								
March 13, 2007	200,000	10/-	40.25	Cash	Transfer of Equity Share from Jagjit Singh Anand	200,000	0.57	[•]
May 10, 2007	(200,000)	10/-	40.40	Cash	Transfer of Equity Share to Shalimar Ferrous Metal Private Limited	-	(0.57)	[•]
September 23, 2009	76,000	10/-	11.50	Cash	Transfer of Equity Shares from Can India Overseas Limited	76,000	0.22	[•]
September 25, 2009	152,500	10/-	11.50	Cash	Transfer of Equity Shares from Ispat Sheets Limited	228,500	0.44	[•]
November 17, 2010	190,416	10/-	Nil	N.A.	Bonus Issue in the ratio of 5:6 i.e. 5 fully paid-up Equity Shares for every 6	418,916	0.55	[•]

				Equity Shares held by the Shareholders			
October 01, 2015	168,800	10/-	43.00 Cash	Transfer of Equity Shares from Kamdeep Marketing Private Limited	587,716	0.48	[•]
March 31, 2016	4,000	10/-	47.00 Cash	Transfer of Equity Shares from Kamdeep Marketing Private Limited	591,716	0.01	[•]
May 15, 2017	355,030	10/-	Nil N.A.	Bonus Issue in the ratio of 3:5 i.e. 3 fully paid-up Equity Shares for every 5 Equity Shares held by the Shareholders	946,746	1.02	[•]
April 05, 2022	1,750	10/-	45.00 Cash	Transfer of Equity Shares from Kamdeep Marketing Private Limited	948,496	0.01	[•]
February 18, 2026	948,496	10/-	Nil NA	Bonus Issue in the ratio of 1:1 i.e. 1 bonus equity shares for every 1 fully paid-up equity share	1,896,992	2.72	[•]
Sub-total (D)	**1,896,992**					**5.43**	[•]
Shubhangi Trust							
February 14, 2025	1,743,190	10/-	Gift -	Transfer of Equity Shares from Monika Sangla	1,743,190	4.99	[•]
February 18, 2026	1,743,190	10/-	Nil NA	Bonus Issue in the ratio of 1:1 i.e. 1 bonus equity shares for every 1 fully paid-up equity share	3,486,380	4.99	[•]
Sub-total (E)	**3,486,380**					**9.99**	[•]
Shreya Trust							
July 08, 2025	3,531,531	10/-	- Gift	Transfer of Equity Shares from Mukesh Sangla	3,531,531	10.12	[•]
February 18, 2026	3,531,531	10/-	Nil NA	Bonus Issue in the ratio of 1:1 i.e. 1 bonus equity shares for every 1 fully paid-up equity share	7,063,062	10.12	[•]
Sub-total (F)	**7,063,062**					**20.23**	[•]

Total (A+B+C+D+E+F)	**17,000,278**		**48.70**	[●]

**Rounded Off to the closest decimal*

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

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Mukesh Sangla	2,354,354	6.74
2.	Saurabh Sangla	1,037,364	2.97
3.	Monika Sangla	1,162,126	3.33
4.	Swan Irrigation LLP	1,896,992	5.43
5.	Shubhangi Trust	3,486,380	9.99
6.	Shreya Trust	7,063,062	20.23
7.	Mukesh Sangla HUF	2,483,066	7.11
8.	Signet Impex Private Limited	1,294,310	3.71
9.	Signet Tradelinks Private Limited	1,204,204	3.45
10.	Ornate Impex Private Limited	2,413,194	6.91
11.	Aishwarya Trust	3,112,094	8.91
12.	Ananda Trust	2,943,332	8.43
13.	Shri Balaji Starch & Chemicals LLP	3,098,856	8.88
14.	Abakkus Venture Opportunities Fund	1,111,112	3.18
Total		**34,660,446**	**99.28**

**Rounded Off to Closest Decimal*

Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, as of 10 days prior to the date of this Red Herring Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Mukesh Sangla	2,354,354	6.74
2.	Saurabh Sangla	1,037,364	2.97
3.	Monika Sangla	1,162,126	3.33
4.	Swan Irrigation LLP	1,896,992	5.43
5.	Shubhangi Trust	3,486,380	9.99
6.	Shreya Trust	7,063,062	20.23
7.	Mukesh Sangla HUF	2,483,066	7.11
8.	Signet Impex Private Limited	2,100,760	6.01
9.	Signet Tradelinks Private Limited	1,759,760	5.04
10.	Ornate Impex Private Limited	2,413,194	6.91
11.	Aishwarya Trust	3,112,094	8.91
12.	Ananda Trust	2,943,332	8.43
13.	Shri Balaji Starch & Chemicals LLP	3,098,856	8.88
Total		**34,911,340**	**100.00**

**Rounded Off to Closest Decimal*

Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as of one year prior to the date of this Red Herring Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital(%)*
1.	Mukesh Sangla	1,177,177	6.74
2.	Monika Sangla	581,063	3.33
3.	Saurabh Sangla	518,682	2.97
4.	Shri Balaji Starch & Chemicals LLP	1,549,428	8.88
5.	Ananda Trust	1,471,666	8.43
6.	Mukesh Sangla HUF	1,241,533	7.11
7.	Ornate Impex Private Limited	1,206,597	6.91
8.	Signet Impex Private Limited	1,050,380	6.02
9.	Swan Irrigation LLP	948,496	5.43
10	Signet Tradelinks Private Limited	879,880	5.04
11	Shubhangi Trust	1,743,190	9.99
12.	Shreya Trust	3,531,531	20.23
13.	Aishwarya Trust	1,556,047	8.91
Total		**17,455,670**	**100.00**

**Rounded off closest decimal*

Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as of two years prior to the date of this Red Herring Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Mukesh Sangla	4,708,708	26.98
2.	Monika Sangla	2,324,253	13.32
3.	Saurabh Sangla	2,074,729	11.89
4.	Shri Balaji Starch & Chemicals LLP	1,549,428	8.88
5.	Avantika Sangla	1,471,666	8.43
6.	Mukesh Sangla HUF	1,241,533	7.11
7.	Ornate Impex Private Limited	1,206,597	6.91
8.	Signet Impex Private Limited	1,050,380	6.02
9.	Swan Irrigation LLP	948,496	5.43
10	Signet Tradelinks Private Limited	879,880	5.04
Total		**17,455,670**	**100.00**

**Rounded off closest decimal*

The number of specified securities purchased or sold by the our Promoters, our Promoter Group and/ or by the Directors of our Company and their relatives in the preceding six months.

Except as disclosed in "***–Details of the transfer and acquisition of Equity Shares of our Company through secondary transaction for the Promoters, and members of the Promoter Group***" on page 147 none of the members of our Promoter, our Promoters Group, our Directors, or any of their respective relatives, as applicable, have purchased or sold any securities of our Company during the period of six (6) months immediately preceding the date of this Red Herring Prospectus.

Aggregate pre-Offer as at the date of the Price Band advertisement and post Offer shareholding of Promoters, members of the Promoter Group and additional top 10 shareholders as at the date of this Red Herring Prospectus and at Allotment

The aggregate pre-Offer and post-Offer shareholding of our Promoters, members of the Promoter Group and additional top 10 shareholders as at allotment is set out below.

Sr. No.	Pre-Offer shareholding as at the date of Price Band advertisement [(1)]			Post-Offer shareholding as at Allotment[(2)]			
	Name of the Shareholders	Number of Equity Shares	Share holding (in %) [(2)]	At the lower end of the price band (₹ [●])		At the upper end of the price band (₹ [●])	
				Number of Equity Shares [(2)]	Share holding (in %)[(2)]	Number of Equity Shares[(2)]	Share holding (in %)[(2)]
Promoters							
1.	Saurabh Sangla	1,037,364	2.97	[●]	[●]	[●]	[●]
2.	Mukesh Sangla	2,354,354	6.74	[●]	[●]	[●]	[●]
3.	Monika Sangla	1,162,126	3.33	[●]	[●]	[●]	[●]
4.	Swan Irrigation LLP	1,896,992	5.43	[●]	[●]	[●]	[●]
5.	Shubhangi Trust	3,486,380	9.99	[●]	[●]	[●]	[●]
6.	Shreya Trust	7,063,062	20.23	[●]	[●]	[●]	[●]
Sub-total (A)		**17,000,278**	**48.70**	[●]	[●]	[●]	[●]
Promoter Group							
1.	Mukesh Sangla HUF*	2,483,066	7.11	[●]	[●]	[●]	[●]
2.	Signet Impex Private Limited	1,294,310	3.71	[●]	[●]	[●]	[●]
3.	Signet Tradelinks Private Limited	1,204,204	3.45	[●]	[●]	[●]	[●]
4.	Ornate Impex Private Limited	2,413,194	6.91	[●]	[●]	[●]	[●]
5.	Shri Balaji Starch & Chemicals LLP	3,098,856	8.88	[●]	[●]	[●]	[●]
6.	Aishwarya Trust	3,112,094	8.91	[●]	[●]	[●]	[●]
7.	Ananda Trust	2,943,332	8.43	[●]	[●]	[●]	[●]
Sub-total (B)		**16,549,056**	**47.40**	[●]	[●]	[●]	[●]
Additional top 10 shareholders (other than our Promoters and Promoter Group)							
1.	Abakkus Venture Opportunities Fund	1,111,112	3.18	[●]	[●]	[●]	[●]
2.	Chhatisgarh Investments Limited	222,224	0.64	[●]	[●]	[●]	[●]
3.	Sharad Agrawal	28,670	0.08	[●]	[●]	[●]	[●]
Sub-Total (C)		**1,362,006**	**3.90**	[●]	[●]	[●]	[●]
Total (A + B + C)		**34,911,340**	**100**	[●]	[●]	[●]	[●]

[1)] Includes all options, if any, that have been exercised until date of Prospectus and any transfers of Equity Shares by existing shareholders after the date of the pre-Offer and Price Band advertisement until the date of the Prospectus.

[2)] Based on the Offer price of ₹ [●] and subject to finalisation of the basis of allotment.

[*]Also the Promoter Group Selling Shareholder

[#]rounded off to the closest decimal.

Weighted average price at which the Equity Shares were acquired by our Promoters and the Selling Shareholder in the one year preceding the date of this Red Herring Prospectus

The weighted average price at which the Equity Shares were acquired by our Promoters and Selling Shareholder, in the one year preceding the date of this Red Herring Prospectus is as follows:

Name	Number of equity shares acquired	Face value per Equity Share (in ₹)	Weighted average price per Equity Share (₹)*
Promoters			
Saurabh Sangla	518,682	10	Nil*
Mukesh Sangla	1,177,177	10	Nil*
Monika Sangla	581,063	10	Nil*
Shubhangi Trust	1,743,190	10	Nil*
Shreya Trust	3,531,531	10	Nil*
Swan Irrigation LLP	948,496	10	Nil*
Selling Shareholder			
Mukesh Sangla HUF#	1,241,533	10	Nil*

**Equity Shares were acquired pursuant to bonus issue, hence weighted average cost of acquisition is Nil*
Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026

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

As on the date of this Red Herring Prospectus, there are no Shareholders with right to nominate directors or other special rights.

Except as stated below, none of our Promoters, members of our Promoter Group have acquired any Equity Shares in the three years immediately preceding the date of this Red Herring Prospectus:

Name of Shareholder	Date of acquisition	Number of Equity Shares acquired*	Face Value (in ₹)	Acquisition price per Equity Share (in ₹)*	Nature of Transaction
Promoters					
Saurabh Sangla	February 18, 2026	518,682	10/-	Nil	Bonus Issue
Mukesh Sangla	February 18, 2026	1,177,177	10/-	Nil	Bonus Issue
Monika Sangla	February 18, 2026	581,063	10/-	Nil	Bonus Issue
Shubhangi Trust	February 14, 2025	1,743,190	10/-	Nil	Gift
	February 18, 2026	1,743,190	10/-	Nil	Bonus Issue
Shreya Trust	July 08, 2025	3,531,531	10/-	Nil	Gift
	February 18, 2026	3,531,531	10/-	Nil	Bonus Issue

Name of Shareholder	Date of acquisition	Number of Equity Shares acquired*	Face Value (in ₹)	Acquisition price per Equity Share (in ₹)*	Nature of Transaction
Swan Irrigation LLP	February 18, 2026	948,496	10/-	Nil	Bonus Issue
Promoter Group					
Mukesh Sangla HUF#	February 18, 2026	1,241,533	10/-	Nil	Bonus Issue
Signet Impex Private Limited	February 18, 2026	1,050,380	10/-	Nil	Bonus Issue
Signet Tradelinks Private Limited	February 18, 2026	879,880	10/-	Nil	Bonus Issue
Ornate Impex Private Limited	February 18, 2026	1,206,597	10/-	Nil	Bonus Issue
Aishwarya Trust	July 24, 2025	1,556,047	10/-	Nil	Gift
	February 18, 2026	1,556,047	10/-	Nil	Bonus Issue
Ananda Trust	August 22, 2025	1,471,666	10/-	Nil	Gift
	February 18, 2026	1,471,666	10/-	Nil	Bonus Issue
Shri Balaji Starch & Chemicals LLP	February 18, 2026	1,549,428	10/-	Nil	Bonus Issue

Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026
#*Also a Promoter Group Selling Shareholder*

Average Cost of Acquisition of Equity Shares by our Promoters and the Promoter Group Selling Shareholder

The average cost of acquisition of our Promoters and the Promoter Group Selling Shareholder as on the date of this Red Herring Prospectus is as follows:

Name	Number of equity shares acquired	Face value per Equity Share (in ₹)	Average cost of acquisition per Equity Share (in ₹)*
Promoters			
Saurabh Sangla	1,037,364	10	10.46
Mukesh Sangla	2,354,354	10	16.37
Monika Sangla	1,162,126	10	20.61
Shubhangi Trust	3,486,380	10	Nil#
Shreya Trust	7,063,062	10	Nil#
Swan Irrigation LLP	1,896,992	10	8.68
Promoter Group Selling Shareholder			
Mukesh Sangla HUF	2,483,066	10	3.65

#*Equity Shares were acquired pursuant to gift and bonus issue, hence average cost of acquisition is Nil*

As certified by our Statutory Auditors vide certificate dated September 17, 2026

Weighted average cost of acquisition of all shares transacted in (i) one (1) year; (ii) eighteen (18) months and (iii) three (3) years preceding the date of this Red Herring Prospectus

The weighted average cost of acquisition of all shares transacted in (i) one (1) year; (ii) eighteen (18) months and (iii) three (3) years preceding the date of this Red Herring Prospectus is as follows:

Period	WACA (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition#	Range of acquisition price: lowest price – highest price (₹)**
Last one (1) year preceding the date of this Red Herring Prospectus	90.00	[●]	Nil** - 90
Last eighteen (18) months preceding the date of this Red Herring Prospectus	8.47	[●]	Nil** - 90
Last three (3) years preceding the date of this Red Herring Prospectus	6.82	[●]	Nil* - 90

**Equity Shares were acquired pursuant to gift and bonus issue, hence weighted average cost of acquisition is Nil*
***Equity Shares were acquired pursuant to gift and bonus issue, hence average cost of acquisition is Nil*
#To be updated once the price band information is available.
Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026

Details of Promoters' Contribution and lock-in

i. Pursuant to Regulations 14 and 16 (1) of the SEBI ICDR Regulations, an aggregate of not less than 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be locked in for a period of 18 months as minimum promoter's contribution ("**Minimum Promoter's Contribution**") from the date of Allotment or any other date as may be specified by SEBI and the shareholding of the Promoters in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of 6 months from the date of Allotment.

ii. The details of the Equity Shares held by our Promoters, which shall be locked-in for minimum Promoters' contribution for a period of 18 months, from the date of Allotment as Promoters' Contribution are set out below:

Name of Promoters	Number of Equity Shares locked-in*	Date of allotment of Equity Shares**	Nature of transaction	Face Value per Equity Share (₹)	Offer / Acquisition price per Equity Share (₹)	Percentage of the pre-Offer paid-up capital (%)	Percentage of the post-Offer paid-up capital (%)	Date up to which Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	**[●]**				**[●]**	**[●]**	**[●]**	

Note: To be updated at the Prospectus stage.
**Subject to finalisation of Basis of Allotment.*
***Equity Shares were fully paid-up on the date of allotment/acquisition.*

iii. The Promoters have given their consent to include such number of Equity Shares held by them as disclosed above, constituting 20% of the fully diluted post-Offer Equity Share capital of our Company as the Promoters' Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' contribution from the date of filing this Red Herring Prospectus, until the expiry of the lock-in specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations. The Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as "promoter" under the SEBI ICDR Regulations.

iv. Our Company undertakes that the Equity Shares that are being locked-in will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "***Capital Structure – Build-up of the Promoter's shareholding in our Company*** " on page 164.

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

a. have not been acquired during the three immediately preceding years from the date of this Red Herring Prospectus for consideration other than cash and any revaluation of assets or capitalization of intangible assets was not involved in such transactions;

b. did not result from a bonus issue during the three immediately preceding years from the date of this Red Herring Prospectus, by utilization of revaluation reserves or unrealized profits of our Company or from a bonus issue against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution;

c. have not been acquired or subscribed to by our Promoters during the year immediately preceding the date of this Red Herring Prospectus at a price lower than the Offer Price;

d. are not subject to any pledge or any other encumbrance; and

e. All Equity Shares held by our Promoters are in dematerialized form as of the date of this Red Herring Prospectus.

Further, our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company in the preceding one year and hence, no Equity Share been issued in the one year immediately preceding the date of this Red Herring Prospectus pursuant to conversion from a partnership firm or a limited liability partnership firm.

As on the date of this Red Herring Prospectus, all Equity Shares held by our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel, are held in dematerialized form, in accordance with Regulation 7(1)(c) of the SEBI ICDR Regulations, as applicable.

Details of Equity Shares locked-in for six months

In addition to the Equity Shares proposed to be locked-in as part of the minimum Promoters' contribution and the Promoter's shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital of our Company which shall be locked in for a period of six months from the date of Allotment, as stated above, as prescribed under the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company (including any unsubscribed portion of the Offered Shares) will be locked-in for a period of six months from the date of Allotment of Equity Shares in the Offer, in accordance with Regulations 16(1)(b) and 17 of the SEBI ICDR Regulations except the following: (i) the Equity Shares that are held by any VCFs, AIFs (category I or category II) or FVCIs subject to the conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares will be locked-in for a period of at least six months from the date of purchase by the VCFs, AIF (category I or category II) or FVCI.

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

50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment, and the remaining 50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

Other requirements in respect of lock-in:

Pursuant to Regulation 20 of the SEBI ICDR Regulations, details of locked-in Equity Shares will be recorded by relevant depositories.

Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in for a period of eighteen months from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.

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

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with provisions of the SEBI Takeover Regulations.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons (other than our Promoters) prior to the Offer and locked-in for a period of six months, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in with the transferee for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the provisions of the SEBI Takeover Regulations.

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

Except for the allotment of Equity Shares pursuant to the Offer, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

Our Company, our Directors and the Book Running Lead Manager have no existing buy-back arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.

All Equity Shares offered 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 Red Herring Prospectus. Further, our Promoters have not pledged any of the Equity Shares that they hold in our Company.

As on the date of this 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. Further, none of the Shareholders, the Company, its Promoters, its Directors, its Key Managerial Personnel and Senior Management, its Subsidiaries or members of its Promoter Group are directly/indirectly related with the Book Running Lead Manager and their associates. The Book Running Lead Manager 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. The directors, key managerial personnel, compliance officer, employees as referred to in clause (b) of Regulation 6 of the SEBI Merchant Bankers Regulations and the relatives of such persons of BRLM, do not hold any shares in our Company.

There are no outstanding convertible securities, options or rights to convert debentures, loans or other instruments into Equity Shares or any rights that entitle a person to receive equity shares as on the date of this Red Herring Prospectus.

No person connected with the Offer, including, but not limited to, the Book Running Lead Manager, the members of the Syndicate, our Company and Directors shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Investor for making an Application.

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

Except as stated in the "***Risk Factor – There have been mulitple instances of delays in statutory filings and non-compliances with respect to corporate and regulatory reporting obligations in the past, which may reflect certain weaknesses in our compliance monitoring and internal control processes and may expose us to regulatory actions, penalties and reputational risk.***" on page 44, our Company is in compliance with the Companies Act, 2013, to the extent applicable, with respect to issuance of Equity Shares and secondary transactions of equity shares by the Promoters and members of the Promoter Group from the date of incorporation of our Company till the date of filing of this Red Herring Prospectus.

Our Company shall ensure that all transactions in securities by the Promoters and Promoter Group between the date of filing of the offer document, as the case may be, and the date of closure of the offer shall be reported to the stock exchange(s), within twenty-four hours of such transactions.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of up to 9,897,000 Equity Shares of face value of ₹10 each, aggregating up to [●] million by our Company and the Offer for Sale of up to 1,350,000 Equity Shares of face value of ₹ 10 each aggregating to up to ₹[●] million by the Selling Shareholder. For details, see "***The Offer***" on page 108.

Offer for Sale

Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale by the Selling Shareholder will not form part of the Net Proceeds. The Selling Shareholder shall be entitled to receive the proceeds of the Offer for Sale, after deducting the Offer related expenses and the relevant taxes thereon. For details, see "***Offer Related Expenses***" on page 205. The Equity Shares offered for sale by the Selling Shareholder are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations. The Selling Shareholder has authorized its participation in the Offer for Sale.

Fresh Issue

Net Proceeds

The details of the proceeds of the Fresh Issue are summarised in the following table:

(in ₹ million)

Particulars	Estimated amount
Gross Proceeds	[●]
(Less) Offer related expenses [1]	[●]
Net Proceeds[1]	[●]

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

[2] *For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholder in relation to the Offer, see "–* ***Offer related expenses****" on page 205.*

Objects of the Offer

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

1. Funding capital expenditure by our Company towards procurement of; (i) machinery and equipment for enhancement of operations at Dewas Facility; and (ii) transportation vehicle for local transportation of goods between the Manufacturing Facilities ("***Proposed Capital Expenditure in the Company***");

2. Investment in our Subsidiary, Adroit Driveshafts Private Limited, in the form of equity, for funding capital expenditure towards procurement of; (i) machinery and equipment for enhancement of operations at Pithampur Facility; and (ii) transportation vehicle for local transportation of goods between the Manufacturing Facilities ("***Investment in Subsidiary for capital expenditure***");

3. Investment in our Subsidiary, Adroit Driveshafts Private Limited, in the form of equity, for re-payment or pre-payment, in full or in part, of certain borrowings availed by our Subsidiary ("***Investment in Subsidiary for loan repayment***").

4. General Corporate Purposes.

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

In addition to the above Objects, we expect to achieve the benefit of listing of the Equity Shares on the Stock Exchanges, enhancement of our Company's visibility and brand name amongst our existing and potential customers and creation of a public market for the Equity Shares in India.

The main objects set out in the Memorandum of Association enable our Company (i) to undertake our existing business activities; and (ii) to undertake the activities proposed to be funded from the Net Proceeds.

(in ₹ million)

Particulars	Amount
Funding capital expenditure by our Company towards procurement of; (i) machinery and equipment for enhancement of operations at Dewas Facility; and (ii) transportation vehicle for local transportation of goods between the Manufacturing Facilities ("***Proposed Capital Expenditure in the Company***")	199.07
Investment in our Subsidiary, Adroit Driveshafts Private Limited, in the form of equity, for funding capital expenditure towards procurement of; (i) machinery and equipment for enhancement of operations at Pithampur Facility; and (ii) transportation vehicle for local transportation of goods between the Manufacturing Facilities ("***Investment in Subsidiary for capital expenditure***")	439.56
Investment in our Subsidiary, Adroit Driveshafts Private Limited, in the form of equity, for re-payment or pre-payment, in full or in part, of certain borrowings availed by our Subsidiary ("***Investment in Subsidiary for loan repayment***")	241.19
General Corporate Purposes(1)	[●]
Total(1)	[●]

(1)*To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with RoC. In compliance with Regulation 7(2) of the SEBI ICDR Regulations, the amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

Proposed Schedule of Implementation and Deployment of Net Proceeds

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

(₹ in million)

Particulars	Total estimated cost	Amount to be funded from the Net Proceeds	Estimated deployment from Net Proceeds	
			Fiscal 2027	Fiscal 2028
Funding capital expenditure by our Company towards procurement of; (i) machinery and equipment for enhancement of operations at Dewas Facility; and (ii) transportation vehicle for local transportation of goods between the Manufacturing Facilities ("***Proposed Capital Expenditure in the Company***")	199.07	199.07	28.95	170.12
Investment in our Subsidiary, Adroit Driveshafts Private Limited, in the form of equity, for funding capital expenditure towards procurement of; (i) machinery and equipment for enhancement of operations at Pithampur Facility; and (ii) transportation vehicle for local transportation of goods between the Manufacturing Facilities ("***Investment in Subsidiary for capital expenditure***")	439.56	439.56	276.07	163.49
Investment in our Subsidiary, Adroit Driveshafts Private Limited, in the form of equity, for re-payment or pre-payment, in full or in part, of certain borrowings availed by our Subsidiary ("***Investment in Subsidiary for loan repayment***")	241.19	241.19	241.19	-
General Corporate Purposes(1)	[●]	[●]	[●]	[●]
Total(1)	[●]	[●]	[●]	[●]

(1)*To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with RoC. In compliance with Regulation 7(2) of the SEBI ICDR Regulations, the amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

In the event of the estimated utilization of the Net Proceeds are not completely utilized for the Objects during the respective periods stated above due to factors including but not limited to (i) global or domestic economic or business conditions; (ii) timely completion of the Offer; (iii) market conditions beyond the control of our Company; (iv) rapid change in technology; and (v) any other commercial considerations, the balance Net Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by the Board of Directors of our Company, in accordance with applicable laws. In the event of any increase in the actual utilization of funds earmarked and allocated for the purposes set forth above, such additional funds for that particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements. We believe that such alternate funding arrangements would be available to fund any such shortfalls. Further, if the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used towards general corporate purposes, to the extent that the total amount to be utilized towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations.

The above-mentioned requirement of funds is based on our current business plan as approved by our Board of Directors and current business plan of our Subsidiary as approved by its board of directors, our internal management estimates based on the prevailing market conditions, based on quotations obtained from certain vendors. These funding requirements or deployments have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as change in costs, including due to inflation or increase in the rate of taxation, revision in quotations at the time of actual expenditure, change in financial and market conditions, our management's analysis of economic trends and our business requirements, changes in technology, as well as general factors affecting our results of operations, financial condition, business and strategy and interest/exchange rate fluctuations or other external factors, which may not be within the control of our management. This may entail rescheduling (including preponing the deployment of Net Proceeds) and revising the funding requirement for a particular Object or increasing or decreasing the amounts earmarked towards any of the aforementioned Objects at the discretion of our management, subject to compliance with applicable law. For further details, please see, *"**Risk Factors** – **Our funding requirements and the proposed deployment of the Net Proceeds are based on management estimates and assumptions, which may vary due to factors beyond our control, and any variation may adversely affect our business and results of operations**" on page 91.*

Means of finance

Our Company proposes to fund the entire requirements of the Objects from the Net Proceeds. Accordingly, the requirements prescribed under Regulation 7(1)(e) and Paragraph 9(C)(1) of Part A of Schedule VI of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing identifiable internal accruals, is not applicable. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals or availing additional debt facilities or raising funds through issuance of equity, as may be determined by the Board of Directors of our Company.

Details of the Objects of the Fresh Issue

Our Board at its meeting held on September 4, 2026, approved the proposed objects of the Offer and the respective amounts proposed to be funded from the Net Proceeds for each Object.

1. ***Funding capital expenditure by our Company towards procurement of; (i) machinery and equipment for enhancement of operations at Dewas Facility; and (ii) transportation vehicle for local transportation of goods between the Manufacturing Facilities ("Proposed Capital Expenditure in the Company")***

Presently, our key operational facilities comprise the Manufacturing Facility at Dewas, Indore, Madhya Pradesh ("**Dewas Facility**") operated by the Company and the Manufacturing Facility at Dhar, Pithampur, Madhya Pradesh ("**Pithampur Facility**"), which is operated by our Indian subsidiary, Adroit Driveshafts Private Limited.

The Dewas Facility functions as the upstream stage of our vertically integrated manufacturing process, undertaking critical operations including die-making, raw material testing, forging, heat treatment, and shot-blasting. The forged components produced at this facility serve as primary intermediate inputs for further machining and assembly at our downstream facilities. Accordingly, the operational efficiency and production capability of the Dewas Facility are integral to the continuity and effectiveness of our overall manufacturing chain, and any enhancement in such facility is expected to improve production flow across our integrated operations.

Set out below are the details in relation to installed, effective and actual capacity of our Dewas Facility during the last three Fiscals;

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total Installed Capacity (MT)	3,000*	2,400	2,400
Effective Capacity (MT)	2,515*	2,400	2,400
Actual Production (MT)	2,210	2,153	2,095
Capacity Utilisation (%)	87.87%	89.71%	87.29%

Note: As certified by Independent Chartered Engineer vide certificate dated August 30, 2026

**The Total Installed Capacity was increased from 2,400 MT to 3,000 MT with effect from January 21, 2026. Accordingly, the Effective Capacity for Fiscal 2026 has been computed on a pro rata basis for the period during which the respective installed capacities were available, resulting in an Effective Capacity of 2,515 MT.*

The Dewas Facility operated at capacity utilisation of 87.87%, 89.71% and 87.29% during the Fiscals 2026, 2025 and 2024 respectively, indicating sustained utilisation levels and limited incremental headroom within the existing operational configuration. In view of the foregoing, our Company proposes to incur capital expenditure towards procurement of certain machinery and equipment to enhance operational efficiency, improve process control and support higher production throughput at the Dewas Facility within the existing manufacturing ecosystem.

Details of Proposed Capital Expenditure

Our Company proposes to utilise up to ₹199.07 million (inclusive of GST and custom duty) from the Net Proceeds towards capital expenditure for (i) procurement and installation of machinery and equipment for enhancement of operations at our Dewas Facility; and (ii) procurement of a transportation vehicle for local transportation of goods between the Manufacturing Facilities.

(i) *Procurement and installation of machinery and equipment for enhancement of operations at our Dewas Facility*

We propose to enhance our forging operations at the Dewas Facility through the installation of forging machinery and related equipment such as high-tonnage forging presses, induction billet heating systems, automated material handling systems including conveyors, and controlled heat treatment furnaces.

These additions are intended to strengthen our upstream manufacturing capabilities by enabling improved metal forming precision, better temperature control and streamlined process flow across production stages. The proposed capital expenditure is expected to reduce cycle time, optimise material utilisation and improve operational efficiency through partial automation of key processes, thereby enabling higher effective throughput within the existing installed capacity.

Further, the proposed investment is expected to improve consistency in production, enhance dimensional accuracy and mechanical properties of forged components, and support greater repeatability in manufacturing outcomes. It is also expected to facilitate smoother integration with downstream machining and assembly operations at our Pithampur Facility, improve coordination across the manufacturing chain and reduce operational bottlenecks.

Accordingly, the proposed investment is expected to strengthen process reliability and enhance the overall efficiency of our integrated manufacturing operations.

(ii) Procurement of transportation vehicle for local transportation of goods between the Manufacturing Facilities

We also propose to procure goods carriage vehicle for transportation of materials between our manufacturing facilities. Our manufacturing operations involve regular movement of raw materials, forged components and semi-finished goods between facilities at different stages of production, which is presently partly dependent on external transport arrangements. We set out below the details of transport vehicles owned by the Company used for inter-facility transfers for the periods indicated.

Details of transportation vehicle	Fiscal 2026	Fiscal 2025	Fiscal 2024
Truck	1	1	1

The proposed procurement of dedicated vehicle is expected to facilitate timely movement of materials, reduce turnaround time, improve coordination between upstream and downstream stages of production, provide greater scheduling flexibility and minimise operational delays arising from reliance on third-party transport providers.

Rational for the proposed Capital Expenditure in the Company

The proposed capital expenditure at the Dewas Facility, together with the strengthening of internal logistics infrastructure, is expected to enhance the efficiency, consistency and reliability of our upstream manufacturing operations, which form the foundation of our integrated production model. Given the high-capacity utilisation levels at Dewas facility, the proposed investments are aimed at de-bottlenecking critical processes and improving cycle times, thereby enabling higher effective throughput within the existing infrastructure.

Further, improved inter-facility logistics is expected to enhance coordination between production stages and reduce delays arising from material movement constraints. Collectively, these measures are expected to have a cascading positive impact on downstream operations, resulting in improved manufacturing throughput, operational stability and overall supply chain efficiency.

Estimated cost of the Proposed Capital Expenditure in the Company

As of the date of this Red Herring Prospectus, no funds have been deployed towards the Proposed Capital Expenditure. The entire estimated amount of ₹199.07 million is proposed to be funded from the Net Proceeds of the Fresh Issue.

The break-up of the total estimated cost is set out below:

(₹ in million)

Particulars	Total estimated costs*	Amount already deployed as of July 31, 2026	Amount proposed to be funded from the Net Proceeds
Land Cost	Nil	NA	Nil
Civil & Structural Work, Site Development	Nil	Nil	Nil
Machinery and Equipment**	199.07	Nil	199.07
Total estimated cost	**199.07**	**Nil**	**199.07**

**Applicable taxes have been included in the estimated cost.*
*** On the basis of quotations received from third party vendors.*

Detailed Cost of the Proposed Capital Expenditure in the Company

Land Cost

The Proposed Capital Expenditure will be undertaken on industrial land already available with our Company at the Dewas Facility, which is held on a long-term lease basis expiring on September 26, 2097.

The Dewas Facility spans approximately 15,095.50 sq. m., of which approximately 3,961.64 sq. m. is built-up area, and approximately 11,133.86 sq. m. remains available.

The existing infrastructure at the Dewas Facility is adequate to accommodate the proposed machinery and equipment, and the available vacant land is sufficient to support ancillary requirements, including parking of the transportation vehicle proposed to be procured.

Accordingly, no portion of the Net Proceeds is proposed to be utilised towards acquisition or lease of land.

Civil & Structural Work, Site Development

Our Company does not expect to incur any expenditure towards civil construction, structural modifications or site development, as the required infrastructure is already available at the Dewas Facility.

Accordingly, no portion of the Net Proceeds will be utilised for civil or site development activities.

Machinery and Equipment

Our Company proposes to utilise ₹199.07 million from the Net Proceeds towards the procurement and installation of machinery and equipment at the Dewas Facility along with purchase of vehicle for logistic usage.

The proposed machinery and equipment are intended to enhance our forging operations, improve operational efficiency and support higher production throughput. Upon installation and commissioning of proposed machineries and equipment, the installed capacity of Dewas Facility would increase from 3,000 MT to 5,500 MT.

Based on current internal assessments, and subject to the specific number and configuration of machinery and equipment that may be finalized in line with operational requirements, our Company proposes to utilize an amount of ₹199.07 million from the Net Proceeds towards the procurement and installation of machinery and equipment.

An indicative list of the machinery and equipment along with detail of the vehicle proposed to be procured, along with corresponding quotations received from identified vendors, is provided below;

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

S. No.	Name Of Machine/Equipment/ Model	Description / Machine Usage	Qty	Total estimated cost (in ₹ million)	Potential Vendor with Place of Business	Date of Quotation	Validity	Implementation[(1)]	Completion[(2)]
1	Circular sawing machine	Used for cutting alloy steel bars and rods into precise billet sizes required for forging operations.	1	5.20*	Zeal Tech Automation Solution Provider, Maharashtra	August 27, 2026	180 days	October 2026	January 2027
2	Induction billet heating Equipment	Used to heat steel billets to forging temperature before they are transferred to the forging press.	1	19.76*	Inductotherm India Private Limited, Ahmedabad	August 27, 2026	180 days	April 2027	October 2027
3	J58K-1600T electric screw forging press	Forging heavy-duty automotive and industrial components, Manufacturing near-net forged parts such as yokes, flanges, forks, stub shafts, and other driveshaft components and Achieving precise metal flow within the die cavity to enhance grain structure and mechanical strength.	1	70.14*^#	Henan Jizhen Equipment Co. Limited, China	August 24, 2026	180 days	April 2027	November 2027
4	JH21-200T forging press	Used for secondary forging operations such as trimming, coining, and finishing of forged components.	1	9.81*^#	Henan Jizhen Equipment Co. Limited, China	August 24, 2026	180 days	April 2027	November 2027
5	Shot blasting machine	Used for surface cleaning of forged components after the forging and	1	1.80*	Kailash Industries, Rajasthan	August 24, 2026	180 days	October 2026	January 2027

S. No.	Name Of Machine/Equipment/ Model	Description / Machine Usage	Qty	Total estimated cost (in ₹ million)	Potential Vendor with Place of Business	Date of Quotation	Validity	Implementation(1)	Completion(2)
		trimming processes.							
6	Conveyors	Used for automated movement of billets and forged components between different stages of the production process.	10	5.52*	Leaf Mechanization, Madhya Pradesh	August 28, 2026	180 days	April 2027	May 2027
7	SZ-150 cylindrical saw	Used for automated handling of hot billets and forged components during forging operations.	2	39.23*^#	Henan Jizhen Equipment Co. Limited, China	August 24, 2026	180 days	April 2027	November 2027
8	Continuous wire mesh belt conveyor hardening furnace 500kg/hr, hot blast tempering furnace capacity 500kg/hr	Used to improve the mechanical properties of forged components through controlled heating and cooling processes.	1	21.01*	Dhanaprakash Industrial Corporation, Maharashtra	August 24, 2026	180 days	April 2027	September 2027
9	Atlas copco air compressor 90 KW	Pneumatic controls and actuators, Operation of automated equipment and Cleaning machines and components.	1	3.10*	Resource Combine Solutions Private Limited, Madhya Pradesh	August 25, 2026	180 days	April 2027	June 2027
10	3.0 Ton automatic transmission diesel forklift	Used for handling heavy materials and pallets within the factory premises.	1	1.55*	Kion India Private Limited, Maharashtra	August 25, 2026	180 days	April 2027	May 2027
11	Continous Tempering Furnace System, 1000 kgs/hr equipment are planned to be established	Used for stress releasing and alignment of structure of steel	1	11.62*	Dhanaprakash Industrial Corporation, Maharashtra	August 24, 2026	180 days	October 2026	February 2027
12	Die Block	Forging Dies to be used in forging process for	50	4.89*	Punjab Hammers Private Limited, Punjab	August 25, 2026	180 days	October 2026	January 2027

S. No.	Name Of Machine/Equipment/ Model	Description / Machine Usage	Qty	Total estimated cost (in ₹ million)	Potential Vendor with Place of Business	Date of Quotation	Validity	Implementation[1]	Completion[2]
		new presses							
13	Panels	Elecrical Distribution panels to power up machine	1	2.06*	SD Electrical and Engineers, Madhya Pradesh	August 24, 2026	180 days	October 2026	November 2026
	Total			**195.69***					

**Including applicable 18.00% GST*
^Including applicable 10.00% Custom Duty
 # Quotation in Dollar converted to INR basis conversion rates on August 20, 2026, being ₹ 95.6416 per Dollar (Source: www.fbil.org.in)
(1) Implementation refers to the period during which purchase orders are expected to be placed for the relevant machinery and equipment.
(2) Completion refers to the period during which installation, commissioning and testing of the relevant machinery and equipment are expected to be completed, following which such machinery and equipment are expected to become operational.
Notes:
(i) The implementation and completion schedules set out above are indicative and based on the Company's current estimates, assumptions and vendor quotations obtained by the Company. Such timelines are subject to, inter alia, timely filing of this Red Herring Prospectus, receipt of requisite approvals, successful completion of the Offer, receipt of the Net Proceeds, availability of machinery and equipment from identified vendors, procurement and delivery timelines indicated in the vendor quotations, and other factors beyond the Company's control. Accordingly, the actual implementation and completion timelines may vary from those presently envisaged.
(ii) The prices above do not include freight, insurance and forwarding charges, packaging charges, installation charges which will be paid directly by our Company.
(iii) The quantity disclosed represents the complete machine/equipment/system, including its respective components, accessories and sub-assemblies, as applicable, which have not been considered as separate units for the purpose of the above disclosure.
(iv) The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated September 17, 2026.

An indicative list of vehicle that we intend to purchase, along with details of the quotation we have received in this respect is set forth below:

S. No.	Name of vehicle	Description / Machine Usage	Qty	Total estimated cost (in ₹ million)	Potential Vendor with Place of Business	Date of Quotation	Date of extension letter**	Validity	Implementation[1]	Completion[2]
1	Truck	Used for internal logistics and transportation of raw materials and finished goods.	1	3.38*	Patel Motors (Indore) Private Limited, Madhya Pradesh	February 10, 2026	August 18, 2026	180 days	October 2026	October 2026
	Total			**3.38***						

**Including applicable 18.00% GST*
***Refers to extension letters provided against the respective quotations extending the validity of the quotation.*
(1) Implementation refers to the period during which purchase orders are expected to be placed for the relevant machinery and equipment.
(2) Completion refers to the period during which installation, commissioning and testing of the relevant machinery and equipment are expected to be completed, following which such machinery and equipment are expected to become operational.
Note: The implementation and completion schedules set out above are indicative and based on the Company's current estimates, assumptions and vendor quotations obtained by the Company. Such

timelines are subject to, inter alia, timely filing of this Red Herring Prospectus, receipt of requisite approvals, successful completion of the Offer, receipt of the Net Proceeds, availability of machinery and equipment from identified vendors, procurement and delivery timelines indicated in the vendor quotations, and other factors beyond the Company's control. Accordingly, the actual implementation and completion timelines may vary from those presently envisaged.

Note: The prices above do not include freight, insurance and forwarding charges, packaging charges, installation charges which will be paid directly by our Company.

Note: The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated September 17, 2026.

No second-hand or used machinery is proposed to be purchased out of the Net Proceeds.

All quotations received from the vendors mentioned above are valid as on the date of this Red Herring Prospectus. Further, the prices mentioned above exclude certain applicable charges such as freight, insurance and forwarding charges, packaging charges, installation charges, etc. Such additional charges shall be funded from internal accruals. 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 supply the equipment at the same costs. In accordance with the terms of certain quotations obtained by us, the prices in relation to the machinery and equipment may be subject to revisions during the validity period of such quotations, pursuant to inter alia any update to the pricing list of the vendor or pursuant to foreign exchange currency fluctuations or policy changes. The quantity of equipment to be purchased is based on the present estimates of our management. Accordingly, the number of units of each machine proposed to be purchased may vary based on the availability, technological improvements, commercial and logistics consideration, specifications of the machinery or negotiations with the relevant vendors. We shall have the flexibility to deploy such equipment according to the business requirements of such facilities and based on the estimates of our management.

Our Promoters, Directors, Key Managerial Personnel and members of Senior Management do not have any interest in the proposed purchase of machinery and equipment, or in the entities from whom we have obtained quotations for purchase of such machinery and equipment.

Government Approvals

Since the proposed machinery and equipment are planned to be established within the existing premises of our Dewas Facility, the current statutory approvals and operational licenses held by the Company for our Dewas Facility such as the GST registration, factory license, structural stability, Fire NOC etc. remain valid and sufficient for the proposed expansion as well. For details, see "***Government and Other Approvals - Licenses and Approvals for Dewas Facility***" on page 494.

However, in relation to the proposed capital expenditure, we have obtained the consent to establish from Madhya Pradesh Pollution Control Board to reflect changes in installed capacity. We will apply for a consent to operate and other applicable approvals, as and when required under applicable laws. For details, see "***Government and Other Approval - Regulatory & Labour / employment related approvals obtained by our Company - Manufacturing Facility at Dewas***" on page 494.

2. ***Investment in our subsidiary, Adroit Driveshafts Private Limited ("Subsidiary"), in the form of equity, for the purpose of funding capital expenditure towards procurement of (i) machinery and equipment for enhancement of operations at the Pithampur Facility; and (ii) transportation vehicle for local transportation of goods between the Manufacturing Facilities*** (the "***Investment in Subsidiary for Capital Expenditure***")

The Pithampur Facility, located at Dhar, Pithampur, Madhya Pradesh, is operated by our Subsidiary and represents the downstream stage of our vertically integrated manufacturing operations. The facility undertakes machining, assembly and balancing activities, wherein forged components received from our upstream operations are processed into finished driveline products, including propeller shafts and related torque-transmission components, in accordance with customer-specific technical specifications.

The Pithampur Facility is equipped with machining equipment, assembly lines and balancing systems, and forms a critical link in our manufacturing value chain by enabling conversion of intermediate forged components into finished products.

The Subsidiary proposes to enhance its machining, assembly and balancing operations through the installation of advanced CNC machining centres, CNC lathes, grinding machines, broaching and hobbing machines, automated machining cells, dynamic balancing equipment and testing systems, along with supporting utilities and material handling infrastructure. The proposed machinery and equipment are intended to strengthen critical downstream processes including precision machining, spline generation, grinding, balancing and durability testing of driveline components, thereby enhancing the overall manufacturing capability of the Pithampur Facility.

The revenue from operations of ADPL and its percentage contribution to the total consolidated revenue from operations of the Company for the relevant periods are set out below:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from operations of ADPL (₹ in million)	1,278.22	1,239.26	1,127.57
% contribution to consolidated revenue from operations	91.34	92.56	90.55

#The revenue from operations of ADPL has been derived from the standalone financials for the above periods

Set out below are the details of installed capacity, effective capacity and actual production at the Pithampur Facility:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total Installed Capacity (Nos.)	900,000	900,000	900,000
Effective Capacity (Nos.)	900,000	900,000	900,000
Actual Production (Nos.)	672,324	654,247	671,877
Capacity Utilisation (%)	74.70	72.69	74.65

Note: As certified by Independent Chartered Engineer vide certificate dated August 30, 2026

The Pithampur Facility operated at capacity utilisation of 74.70%, 72.69% and 74.65% during the Fiscals 2026, 2025, and 2024, respectively, indicating steady deployment of machining and assembly capacity, and the proposed investment is intended to further enhance operational efficiency and support higher production volumes. In view of the foregoing, our Subsidiary proposes to incur capital expenditure towards procurement of certain machinery and equipment to improve operational efficiency and support higher production throughput at the Pithampur Facility within the existing manufacturing ecosystem.

Details of Proposed Investment in Subsidiary for capital expenditure

Our Subsidiary, Adroit Driveshafts Private Limited, requires ₹439.56 million towards capital expenditure for procurement of (i) machinery and equipment for enhancement of operations at the Pithampur Facility; and (ii) a goods carriage vehicle for transportation of materials between the Manufacturing Facilities.

We intend to utilise an estimated amount of ₹439.56 million from the Net Proceeds towards investment in our Subsidiary in the form of equity.

Our Board of Directors, at its meeting held on September 4, 2026, has approved the proposed Investment in Subsidiary for Capital Expenditure, in the form of equity. The Board of Directors of our Subsidiary has also approved the aforesaid capital expenditure at the Pithampur Facility pursuant to its resolution dated September 4, 2026.

(i) Procurement and installation of machinery and equipment at Pithampur Facility

The proposed investment is expected to strengthen the machining and assembly capabilities of the Pithampur Facility. The addition of CNC machining centres, CNC lathes, vertical machining centres and grinding equipment is expected to improve machining precision, reduce cycle time and enhance throughput across multiple component categories.

Further, installation of equipment such as broaching machines, gear hobbing machines and spline tooling is expected to support the manufacture of components requiring complex spline profiles and tighter tolerances. The inclusion of automated machining cells and robotic handling systems is expected to improve process consistency, reduce manual intervention and enhance operational efficiency.

In addition, the installation of dynamic balancing equipment and fatigue testing systems is expected to strengthen in-house testing and quality assurance capabilities, thereby supporting compliance with customer specifications and improving product reliability.

Collectively, these investments are expected to increase value addition within our operations, improve throughput and enhance our ability to meet customer-specific technical, quality and delivery requirements.

Further, enhanced capacity and process efficiency at the Pithampur Facility is expected to enable faster processing of intermediate components received from the Dewas Facility, thereby improving coordination across our manufacturing chain and supporting higher output of finished products.

(ii) ***Procurement of transportation vehicle for local transportation of goods between the Manufacturing Facilities***

The Subsidiary also proposes to procure a goods carriage vehicle for local transportation of raw materials, forgings, semi-finished and finished components between manufacturing facilities. While as on the date of this Red Herring Prospectus, the Subsidiary does not own any transportation vehicle for local transportation of goods between the Manufacturing Facilities, this procurement is expected to improve inter-facility logistics, reduce turnaround time, enhance coordination between upstream and downstream operations and reduce reliance on third-party transport providers.

Rational for Investment in Subsidiary for Capital Expenditure

The proposed investment in our Subsidiary is aligned with our strategy to strengthen downstream manufacturing capabilities and enhance operational efficiency across our integrated manufacturing operations.

The augmentation of machining, assembly and testing infrastructure is expected to enhance precision, improve process efficiency and enable the manufacture of components with tighter tolerances and complex specifications. This is expected to improve product quality and consistency while supporting higher production throughput across multiple product categories.

Further, strengthening downstream capacity and efficiency is expected to improve alignment with upstream operations, reduce processing time for intermediate inputs and enhance responsiveness to customer requirements in terms of specifications, volumes and delivery timelines.

Accordingly, the proposed investment is expected to strengthen our position as an integrated manufacturer and support scalability of our operations.

Estimated Cost of Proposed Capital Expenditure

As of the date of this Red Herring Prospectus, no funds have been deployed towards the Proposed Capital Expenditure. The entire estimated amount of ₹439.56 million is proposed to be funded from the Net Proceeds of the Fresh Issue.

The break-up of the total estimated cost is set out below:

(₹ in million)

Particulars	Total estimated costs*	Amount already deployed as of July 31, 2026	Amount proposed to be funded from the Net Proceeds
Land Cost	Nil	NA	Nil
Civil & Structural Work, Site Development	Nil	Nil	Nil
Machinery and Equipment**	439.56	Nil	439.56
Total estimated cost	**439.56**	**Nil**	**439.56**

* *Applicable taxes have been included in the estimated cost.*
** *On the basis of quotations received from third party vendors.*

Land Cost

The Proposed Capital Expenditure will be undertaken on industrial land already available with our Subsidiary at the Pithampur Facility, which is held on a long-term lease basis expiring on October 18, 2119.

The Pithampur Facility spans approximately 27,535 sq. m., of which approximately 17,638.90 sq. m. is built-up area, and approximately 9,896.10 sq. m. remains available.

The existing infrastructure is adequate to accommodate the proposed machinery and equipment, and available land is sufficient for ancillary requirements, including parking of the proposed transportation vehicle.

Accordingly, no portion of the Net Proceeds will be utilized towards acquisition or lease of land.

Civil and structural work, site development

Our Company does not expect to incur any expenditure towards civil construction or site development, as the required infrastructure is already available at the Pithampur Facility.

Accordingly, no portion of the Net Proceeds will be utilized for civil or structural work.

Machinery and Equipment

The proposed machinery and equipment is intended to enhance machining and assembly operations, improve efficiency and support higher production throughput. Upon installation and commissioning of proposed machineries and equipment, the installed capacity of Pithampur Facility would increase from 9,00,000 nos. to 18,00,000 nos.

The exact number, specification and configuration of such machinery and equipment may vary based on operational requirements, vendor availability and commercial considerations.

An indicative list of machinery, equipment and transportation vehicle, along with quotations received from vendors, has been certified by an Independent Chartered Engineer and approved by our Board.

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

S. No.	Name Of Machine/ Equipment/ Model	Description / Machine Usage	Qty	Total estimated cost (in ₹ million)	Potential Vendor	Date of Quotation	Date of extension letter**	Validity	Implementation(1)	Completion(2)
1	CNC horizontal machine center model- HMC 400 XL PLUS with Accessories	Used for a wide range of precision machining operations on forged and semi-finished driveshaft components.	6	62.83*	Ace Designers Limited, Karnataka	February 10, 2026	August 18, 2026	180 days	October 2026	January 2027
2	ACE slant bed CNC lathe model: SLT - 10 XL & with all accessories	Used for machining cylindrical driveshaft parts such as spline shafts, stub shafts, sleeves, and other turned components.	5	29.09*	Ace Designers Limited, Karnataka	February 16, 2026	August 18, 2026	180 days	October 2026	January 2027
3	ACE Slant Bed CNC Lathe Model: VANTAGE 800 LM & with all accessories	Used for machining longer and heavier shaft-type components used in propeller shafts and industrial driveline assemblies.	4	46.68*	Ace Designers Limited, Karnataka	February 16, 2026	August 18, 2026	180 days	October 2026	January 2027
4	CNC centreless grinding machine model: - CLG 6020 CNC/15Kw	Used for precision grinding of shaft components and universal joint-related parts.	2	22.71*	Micromatic Grinding Technologies Private Limited, Karnataka	February 16, 2026	August 18, 2026	180 days	April 2027	November 2027
5	MCV450 plus fanuc and with all accessories VMC Vertical Machining Center	Used for machining medium-sized driveline components that require milling and hole-making operations.	3	16.05*	Ace Designers Limited, Karnataka	February 10, 2026	August 18, 2026	180 days	October 2026	January 2027
6	Automation for plunge grinding operation: 1) Pneumatic loading arm with vertical and horizontal movement 2) Component loading/ unloading at arm manual	Used to automate part handling during grinding operations.	2	4.72*	Micromatic Grinding Technologies Private Limited, Karnataka	February 16, 2026	August 18, 2026	180 days	April 2027	November 2027

S. No.	Name Of Machine/ Equipment/ Model	Description / Machine Usage	Qty	Total estimated cost (in ₹ million)	Potential Vendor	Date of Quotation	Date of extension letter**	Validity	Implementation(1)	Completion(2)
7	ABRO' propeller shaft balancer model 'HCS-10(M) version AC-3 with two plane'	Used for dynamic balancing of propeller shafts and driveshaft assemblies.	2	31.27*	Abro Technologies Private Limited, New Delhi	August 25, 2026	-	180 days	April 2027	October 2027
8	Ace slant bed CNC lathe super jobber 500	Used for general machining and turning of medium-sized driveline parts.	8	21.95*	Ace Designers Limited, Karnataka	February 16, 2026	August 18, 2026	180 days	October 2026	January 2027
9	ACE Slant Bed CNC Lathe Model: LT-20 C CLASSIC & with all accessories	Used for various machining operations on precision driveline components.	12	49.42*	Ace Designers Limited, Karnataka	February 10, 2026	August 18, 2026	180 days	October 2026	January 2027
10	Broaching Machine	Used for broaching operations on components that require internal spline profiles or form profiles.	1	7.43*	Shiv Enterprises, Maharashtra	August 25, 2026	-	180 days	April 2027	October 2027
11	Revised sleeve yoke machine tending cell	Used for automation in machining sleeve yokes.	2	33.95*	Difacto Robotics and Automation Private Limited, Karnataka	August 25, 2026	-	180 days	April 2027	December 2027
12	Kashifuji KN150 CNC gear hobbing machine	Used for hobbing operations on splined shafts and related driveline parts.	1	9.17*	Winner Bevel Gears, Haryana	August 25, 2026	-	180 days	April 2027	June 2027
13	Varoius involute broaches	Used as tooling in broaching operations to generate involute spline forms inside components.	27	6.23*	Samvardhana Motherson Innovative Solutions Limited, Maharashtra	February 10, 2026	August 18, 2026	180 days	April 2027	June 2027
14	Various straight spline broaches	Used similarly as tooling for creating straight spline profiles inside components where such geometry is specified.	52	7.24*	Samvardhana Motherson Innovative Solutions Limited, Maharashtra	February 10, 2026	August 18, 2026	180 days	April 2027	June 2027

S. No.	Name Of Machine/ Equipment/ Model	Description / Machine Usage	Qty	Total estimated cost (in ₹ million)	Potential Vendor	Date of Quotation	Date of extension letter**	Validity	Implementation(1)	Completion(2)
15	Electro-hydraulic servo torque fatigue testing system	Used for testing the durability and fatigue life of shafts and driveline assemblies under repeated torque loading.	1	26.32*^#	Jinan Hensgrand Instrument Co. Limited, China	August 25, 2026	-	180 days	April 2027	August 2027
16	3T Forklift truck with lithium- ION battery	Used for material handling of heavy raw materials, pallets, forgings, machined parts, and finished assemblies inside the plant.	1	2.54*	Kion India Private Limited, Maharashtra	August 25, 2026	-	180 days	April 2027	May 2027
17	Induction heating for shaft straigtening Machine	Used specifically for shaft straightening operations.	2	2.27*	Therm-X Industrial Equipments Private Limited, Nagpur	August 26, 2026	-	180 days	April 2027	June 2027
18	Heavy duty racking system	Used for storage of finished goods and possibly organized storage of semi-finished inventory.	1	2.42*	Dewas Techno Products Private Limited, Madhya Pradesh	August 25, 2026	-	180 days	April 2027	May 2027
19	Shot blasting Machine	Used as a process machine for cleaning component surfaces.	1	1.80*	Kailash Industries, Rajasthan	August 24, 2026	-	180 days	October 2026	January 2027
20	Atlas copco air compressor 90 KW	Used as a basic plant utility for supplying compressed air.	2	6.20*	Resource Combine Solutions Private Limited, Madhya Pradesh	August 25, 2026	-	180 days	April 2027	June 2027
21	Vertical measuring instruments V4+700 2D air cushion	Used as a high-precision testing and inspection instrument for dimensional analysis.	1	1.01*	Trimos India Private Limited, Maharashtra	August 25, 2026	-	180 days	April 2027	July 2027
22	3-D Coordinate Measuring Machine “Cordimesur”	This is a production level coordinate measuring machine which checks very citical dimensions of each Product in Production	1	7.61*	Accurate Gauging & Instruments Private Limited, Maharashtra	August 25, 2026	-	180 days	October 2026	December 2026

S. No.	Name Of Machine/ Equipment/ Model	Description / Machine Usage	Qty	Total estimated cost (in ₹ million)	Potential Vendor	Date of Quotation	Date of extension letter**	Validity	Implementation(1)	Completion(2)
		rather than sampling out								
23	Water Cooled Screw Chiller with VFD Starter, 100TR Model Number: LCW1 Series	Chiller is a Critical part to maintain the temp of water which is used in HEAT exchangers and several mfg processes	1	3.78*	Blue Star Limited, Madhya Pradesh	August 25, 2026	-	180 days	October 2026	December 2026
24	Water Cooled Screw Chiller with VFD Starter, 70TR Model Number: LCW1 Series	Chiller is a Critical part to maintain the temp of water which is used in HEAT exchangers and several mfg processes	1	3.19*	Blue Star Limited, Madhya Pradesh	August 25, 2026	-	180 days	October 2026	December 2026
25	Control Panels	Elecrical Distribution panels to power up machine	9	4.31*	SD Electrical and Engineers, Madhya Pradesh	August 24, 2026	-	180 days	October 2026	November 2026
26	Conveyorised Pretreatment & Painting Plant	This machne is for preparing the product to go into the paint shop	1	22.65*	Gel Engineering (India) Private Limited, Gujarat	August 26, 2026	-	180 days	October 2026	March 2027
27	SPM Press Machine	This machine is a critical machine for shaving of the extra rilson coating that is required for making of Stub Shafts and Yoke Shafts	1	3.34*	Shiv Enterprises, Maharashtra	August 25, 2026	-	180 days	October 2026	January 2027
	Total			**436.18***						

**Including applicable 18.00% GST*
***Refers to extension letters provided against the respective quotations extending the validity of the quotation.*
^Including applicable 10.00% Custom Duty
 # Quotation in Dollar converted to INR basis conversion rates on August 20, 2026, being ₹ 95.6416 per Dollar (Source: www.fbil.org.in)
(1) Implementation refers to the period during which purchase orders are expected to be placed for the relevant machinery and equipment.
(2) Completion refers to the period during which installation, commissioning and testing of the relevant machinery and equipment are expected to be completed, following which such machinery and equipment are expected to become operational.
Note: (i)The implementation and completion schedules set out above are indicative and based on the Company's current estimates, assumptions and vendor quotations obtained by the Company. Such timelines are subject to, inter alia, timely filing of this Red Herring Prospectus, receipt of requisite approvals, successful completion of the Offer, receipt of the Net Proceeds, availability of machinery and equipment from identified vendors, procurement and delivery timelines indicated in the vendor quotations, and other factors beyond the Company's control. Accordingly, the actual implementation

and completion timelines may vary from those presently envisaged.
(ii) The prices above do not include freight, insurance and forwarding charges, packaging charges, installation charges, which will be paid directly by our Company.
(iii) The quantity disclosed represents the complete machine/equipment/system, including its respective components, accessories and sub-assemblies, as applicable, which have not been considered as separate units for the purpose of the above disclosure.
(iv) The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated September 17, 2026.

An indicative list of vehicle that we intend to purchase, along with details of the quotation we have received in this respect is set forth below:

S. No.	Name of vehicle	Description / Machine Usage	Qty	Total Estimated Cost (in ₹ million)	Potential Vendor with Place of Business	Date of Quotation	Date of extension letter**	Validity	Implementation[1]	Completion[2]
1	Truck	Used for movement of raw materials, semi-finished goods, and finished components between plant areas and for internal logistics support.	1	3.38*	Patel Motors (Indore) Private Limited, Madhya Pradesh	February 10, 2026	August 18, 2026	180 days	October 2026	October 2026
	Total			**3.38***						

**Including applicable 18.00% GST*
***Refers to extension letters provided against the respective quotations extending the validity of the quotation.*
[1] *Implementation refers to the period during which purchase orders are expected to be placed for the relevant machinery and equipment.*
[2] *Completion refers to the period during which installation, commissioning and testing of the relevant machinery and equipment are expected to be completed, following which such machinery and equipment are expected to become operational.*
Note: The implementation and completion schedules set out above are indicative and based on the Company's current estimates, assumptions and vendor quotations obtained by the Company. Such timelines are subject to, inter alia, timely filing of this Red Herring Prospectus, receipt of requisite approvals, successful completion of the Offer, receipt of the Net Proceeds, availability of machinery and equipment from identified vendors, procurement and delivery timelines indicated in the vendor quotations, and other factors beyond the Company's control. Accordingly, the actual implementation and completion timelines may vary from those presently envisaged.
Note: The prices above do not include freight, insurance and forwarding charges, packaging charges, installation charges which will be paid directly by our Company.
Note: The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated September 17, 2026.

No second-hand or used machinery is proposed to be purchased out of the Net Proceeds.

All quotations, received from the vendors, mentioned above are valid as on the date of this Red Herring Prospectus. Further, the prices mentioned above exclude certain applicable charges such as freight, insurance and forwarding charges, packaging charges, installation charges, etc. Such additional charges shall be funded from internal accruals. However, definitive agreements with any of these vendors have not been entered and there can be no assurance that the same vendors would be engaged to eventually supply the equipment at the same costs. In accordance with the terms of certain quotations obtained by us, the prices in relation to the machinery and equipment may be subject to revisions during the validity period of such quotations, pursuant to inter alia any update to the pricing list of the vendor or pursuant to foreign exchange currency fluctuations or policy changes. The quantity of equipment to be purchased is based on the present estimates of our management and the management of our Subsidiary. Accordingly, the number of units of each machine proposed to be purchased may vary based on the availability, technological improvements, commercial and logistics consideration, specifications of the machinery or negotiations with the relevant vendors. We shall have the flexibility to deploy such equipment according to the business requirements of our Subsidiary and based on the estimates of our management.

Neither us nor the Promoters, Directors, Key Managerial Personnel and members of Senior Management of our Subsidiary or of the Company have any interest in the proposed purchase of machinery and equipment, or in the entities from whom we have obtained quotations for purchase of such machinery and equipment.

Government Approvals

Since the proposed machinery and equipment are planned to be established within the existing premises of our Pithampur Facility, the current statutory approvals and operational licenses held by the Company for our Pithampur Facility such as the GST registration, factory license, Fire NOC etc. remain valid and sufficient for the proposed expansion as well. For details, see "***Government and Other Approvals - Licenses and Approvals for Pithampur Facility***" on page 494.

However, in relation to the proposed capital expenditure, we have obtained the consent to establish from Madhya Pradesh Pollution Control Board to reflect changes in installed capacity. We will apply for a consent to operate and other applicable approvals, as and when required under applicable laws. For details, see "***Government and Other Approval - Regulatory & Labour / employment related approvals obtained by our Subsidiary***" on page 496.

3. ***Investment in our Subsidiary, Adroit Driveshafts Private Limited, in the form of equity, for re-payment or pre-payment, in full or in part, of certain borrowings availed by our Subsidiary ("Investment in Subsidiary for loan repayment").***

Our Subsidiary has entered into various borrowing arrangements with banks and financial institutions, including term loans, cash credit and working capital facilities. As of July 31, 2026, the aggregate outstanding borrowings of our Subsidiary were ₹574.64 million. For further details, including indicative terms and conditions, see "***Financial Indebtedness***" on page 450.

Our Subsidiary intends to reduce its outstanding indebtedness by undertaking repayment/prepayment, in part, of ₹241.19 million.

We intend to utilise an estimated amount of ₹241.19 million from the Net Proceeds towards investment in our Subsidiary, Adroit Driveshafts Private Limited, in the form of equity, or in such other manner as may be determined from time to time.

Considering the nature of the borrowings and the terms of repayment/ prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time, and our Subsidiary may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings or avail additional borrowings prior to the Allotment. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will be funded by the Subsidiary from its internal accruals. However, the total amount to be utilised towards this Object shall not exceed ₹241.19 million from the Net Proceeds, subject to the other factors mentioned herein.

Such repayment/ pre-payment will help reduce the outstanding indebtedness, debt servicing costs and improve our debt-to equity-ratio of our Subsidiary and shall enable utilisation of internal accruals for further investment in business growth and expansion. In addition, we believe that the improved debt to equity ratio will enable us to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business. Additionally, we believe that our leverage capacity will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

For the purposes of the Offer, the Subsidiary have obtained the necessary consent from its lenders, as is respectively required under the relevant facility documentation for undertaking activities in relation to this Offer.

The borrowings proposed to be repaid/prepaid out of the total borrowings of our Subsidiary have been approved by our Board of Directors at its meeting held on September 4, 2026, and by the Board of Directors of our Subsidiary at its meeting held on September 4, 2026, and such selection is based on various factors including (i) cost, expenses and charges of the borrowings, including applicable interest rates; (ii) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements; (iii) receipt of consents for prepayment or waiver from any conditions attached to such prepayment from our respective lenders; (iv) terms and conditions of such consents and waivers; (v) levy of any prepayment penalties and the quantum thereof; (v) ease of operation of the facility; and (vi) other commercial considerations including, among others, nature of interest rate, the outstanding amount and the remaining repayment tenure. The amounts proposed to be prepaid and/or repaid against the borrowing facility below is indicative and our Subsidiary may utilize the Net Proceeds to prepay and/or repay the facilities disclosed below in accordance with commercial considerations, including amounts outstanding at the time of prepayment and / or repayment.

For the list of the borrowings availed by our Subsidiary, which are proposed to be fully or partially repaid or pre-paid from the Net Proceeds, please refer to the table below.

Sr. No.	Name of the lender	Nature of the borrowing	Date of Sanction	Sanctioned amount (in ₹ million)	Amount outstanding as at August 25, 2026 (in ₹ million)	Rate of interest (1)(%)	Repayment date / Schedule	Pre-payment penalty	Purpose for which the loan was sanctioned*
1	Kotak Mahindra Bank Limited	Working capital limit(2)	August 21, 2026	650.00	469.77	up to 8.05%	On demand	NIL	Working capital
	Total			**650.00**	**469.77**				

Note: The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated September 17, 2026.

**Our Statutory Auditors by way of their certificate dated September 17, 2026 have confirmed the utilisation of the borrowings, specified above, for the purposes availed, is as per the sanction letter/loan agreement of the loans.*

(1) The rate of interest mentioned in the table above, is the current rate of interest availed on the loan sanctioned and is subject to changes as per the sanction letter/ loan agreement issued by the banks from time to time.

(2) Our Subsidiary has availed a working capital facility from Kotak Mahindra Bank Limited comprising, inter alia, Export Packing Credit (EPC), Packing Credit in Foreign Currency (PCFC), Foreign Bills Purchase, Foreign Bills Discounting, Foreign Bills for Negotiation, Post-Shipment Credit in Foreign Currency (PSCFC), Working Capital Demand Loan (WCDL) and Cash Credit (CC). The facility was initially sanctioned on October 27, 2020 for ₹200.00 million. The sanctioned limit was subsequently enhanced by ₹50.00 million on August 17, 2022, and the facility was first utilized in Fiscal 2023. Thereafter, the facility has been renewed and/or revised from time to time in the ordinary course of business. Pursuant to the sanction letter dated April 29, 2025, the aggregate sanctioned limit under the facility was ₹500.00 million, which was subsequently revised to ₹650.00 million pursuant to the revised sanction letter dated August 21, 2026.

The Net Proceeds proposed to be utilised towards investment in our Subsidiary, Adroit Driveshafts Private Limited, in the form of equity, for re-payment or pre-payment, in full or in part, of certain borrowings availed by our Subsidiary will be utilised solely for repayment/prepayment of such borrowings and will not be, directly or indirectly, routed to, or utilised for the benefit of, our Promoters, Promoter Group, Group Companies or Associates.

The details of debt to equity ratio of our Subsidiary is set out below.

Particulars	Unit	Fiscal 2026	Fiscal 2025	Fiscal 2024
Debt/Equity	Ratio	1.07	2.16	3.66

Debt to Equity Ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital and other equity (including non-controlling interest).

The details of finance costs incurred by the Company for the relevant periods are set out below:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Interest Expenses	45.26	62.23	79.39
Other Borrowing Cost	1.04	2.07	2.42
Interest Expenses on Lease Liability	0.25	0.25	0.25

Rationale for investment in Subsidiary for loan repayment

The proposed investment in our Subsidiary for repayment and/or pre-payment of borrowings is expected to result in optimisation of its capital structure by reducing overall indebtedness and associated finance costs. This is anticipated to improve the Subsidiary's debt-equity profile and enhance its financial flexibility, thereby enabling it to allocate a greater proportion of its internal accruals towards operational requirements, capital expenditure and business expansion initiatives. In addition, reduction in leverage is expected to improve the Subsidiary's credit profile and facilitate access to future financing, if required, on more competitive terms. Overall, this is expected to strengthen the financial stability of the Subsidiary and support its ability to undertake growth initiatives in a more sustainable manner.

4. General Corporate Purposes

We expect to utilize ₹[●] million of the Net Proceeds towards general corporate purposes which shall not exceed 25% of the Gross Proceeds.

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

The Net Proceeds proposed to be utilised towards general corporate purposes may be applied for meeting ongoing corporate exigencies and contingencies, strengthening our marketing capabilities, incurring expenses in the ordinary course of business, supporting business development initiatives, acquisitions and funding employee welfare activities and other related expenditures. The Net Proceeds may also be deployed for any other purpose as may be approved by our Board or a duly authorised committee thereof, subject to compliance with the Companies Act.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company and other relevant considerations, from time to time. Our Company's management, in accordance with the policies of our Board, shall have flexibility in utilizing surplus amounts, if any. In addition to the above, our Company may utilize the balance Net Proceeds towards any other expenditure considered expedient and as approved periodically by our Board or a duly appointed committee thereof, subject to compliance with applicable law. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount(s) in the subsequent Fiscals.

Bridge Financing

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Appraising entity

None of the Objects require appraisal from, or have been appraised by, any bank/ financial institution/ any other agency, in accordance with applicable law. See "***Risk Factors – Our funding requirements and the proposed deployment of the Net Proceeds are based on management estimates and assumptions, which may vary due to factors beyond our control, and any variation may adversely affect our business and results of operations***" on page 91.

Monitoring of Utilisation of Funds

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company has appointed ACER Credit Rating Private Limited as the Monitoring Agency to monitor the utilization of the Gross Proceeds, to be maintained in a separate bank account by our Company. Our Audit Committee and the Monitoring Agency will monitor the utilization of the Gross Proceeds till the entire Gross Proceeds are utilized. Our Company will provide details/information/certifications on the utilization of Gross Proceeds obtained from our Statutory Auditors to the Monitoring Agency. The Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations on a quarterly basis, until such time as the Gross Proceeds have been utilized in full.

The quarterly report shall provide item-by-item descriptions for all the expense heads under each Object of the Offer. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilization of Gross Proceeds, including their deployment under various expense heads and interim use, under a separate head in its balance sheet for such periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilized.

Our Company will also, in its balance sheet for the applicable Fiscal periods, provide details, if any, in relation to all such Gross Proceeds that have not been utilized. Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our quarterly financial results. Our Company will indicate investments, if any, of unutilized Gross Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

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

The Audit Committee shall monitor the Gross Proceeds until the utilization of the Gross Proceeds. The statement shall be certified by the statutory auditors in accordance with Regulation 32(5) of SEBI Listing Regulation and such certification shall be provided to the Monitoring Agency. Further, in accordance with Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the Gross Proceeds from the Objects of the Offer as stated above; and (ii) details of category wise variations in the utilization of the Gross Proceeds from the Objects of the Offer as stated above. This information will also be uploaded onto our website. The explanation for such variation (if any) will be included in our Directors' report in the annual report, after placing the same before the Audit Committee. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of the Gross Proceeds in a Fiscal, we will utilize such unutilized amount in the next Fiscal.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. The expenses of this Offer include, among others, listing fees, underwriting fees, selling commission, fees payable to the Book Running Lead Manager, fees payable to legal counsel, fees payable to the Registrar to the Offer and Sponsor Bank(s), Escrow Collection Bank to the Offer, processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to the Registered Brokers, Collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses, fees paid to SEBI, Stock Exchanges, Depositories and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

All Offer expenses except for (i) the listing fees, audit fees of the statutory auditors (other than to the extent attributable to the Offer) and expenses in relation to product or corporate advertisements of the Company consistent with its past practices (other than expenses in relation to the marketing and advertising undertaken specifically for the Offer) each of which will be borne solely by the Company; all Offer Expenses including, among other things, filing fees, book building fees and other charges, fees and expenses of the SEBI, the Stock Exchanges, the Registrar of Companies and any other Governmental Authority, advertising, printing, road show expenses, accommodation and travel expenses, fees and expenses of the legal counsel to the Company, fees and expenses of the statutory auditors (including the Statutory Auditors) and independent chartered accountant, registrar fees and broker fees (including fees for procuring of applications), bank charges, fees and, expenses of the BRLM, syndicate members, Self Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer shall be borne by the Company and the Selling Shareholder in proportion to the number of Equity Shares offered by the Selling Shareholder in the Offer, except as may be prescribed by the SEBI or any other regulatory authority. All such payments shall be made by the Company in the first instance on behalf of the Selling Shareholder and the Selling Shareholder agree that it shall reimburse the Company out of the Offer proceeds in proportion to the Offered Shares, for any expenses incurred by the Company on behalf of such Selling Shareholder. In the event that the Offer is postponed or withdrawn or abandoned for any reason or the Offer is not successful or consummated, all costs and expenses with respect to the Offer which may have accrued up to the date of such postponement, withdrawal, abandonment or failure shall be borne by the Selling Shareholder in proportion to the number of Equity Shares the Selling Shareholder has agreed to sell in the Offer. The Selling Shareholder agree that they shall reimburse the Company for any expenses in relation to the Offer paid by the Company on behalf of the Selling Shareholder.

The estimated Offer-related expenses are as under:

Expenses*	Estimated expenses (₹ in million)*	As a % of the total estimated Offer expenses*	As a % of the Gross Proceeds*
BRLM fees and commissions (including underwriting commission, brokerage and selling commission) and fee payable to the Legal Counsel Fees	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank(s) and fees payable to sponsor bank(s) for bids made by RIBs, Bankers to the Offer(s), Brokerage and Syndicate Fees, bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(1)(2)(3)(4)(5)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others expenses including but not limited to:			
Listing fees, SEBI filing fees, upload fees, BSE and SE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
Printing and distribution of stationery	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]

Expenses*	Estimated expenses (₹ in million)*	As a % of the total estimated Offer expenses*	As a % of the Gross Proceeds*
Fees payable to other advisors to the Offer, including but not limited to Statutory Auditors, industry service provider, Independent Chartered Engineer	[●]	[●]	[●]
Miscellaneous expenses	[●]	[●]	[●]
Total estimated Offer expenses	**[●]**	**[●]**	**[●]**

**Offer expenses includes taxes, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus with the RoC. Offer expenses are estimates and are subject to change.*

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

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

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

No processing/uploading charges shall be payable by our Company and the Selling Shareholder to the SCSBs on the applications directly procured by them.

The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

SCSBs will be entitled to a processing fee for processing the ASBA Form procured by the members of the Syndicate (including their sub-Syndicate members), CRTAs or CDPs from Retail Individual Bidders and Non-Institutional Bidders (excluding UPI Bids) and submitted to the SCSBs for blocking as follows:

*Portion for Retail Individual Bidders**	*₹ 10 per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹ 10 per valid application (plus applicable taxes)*

**Based on valid ASBA Forms.*

(2) Brokerage, selling commission and processing/ uploading charges on the portion for Retail Individual Bidders (using the UPI Mechanism), and Non-Institutional Bidders which are procured by the members of the Syndicate (including their sub-Syndicate members), CRTAs, CDPs or for using 3 in 1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate members) would be as follows:

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

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

(3) The selling commission payable to the Syndicate / sub-Syndicate members will be determined:

- *For Retail Individual Bidders and Non-Institutional Bidders (up to ₹ 0.5 million) on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate members. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / sub-Syndicate member*

- *For Non-Institutional Bidders (Bids above ₹ 0.5 million) on the basis of the Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate member, is bid by an SCSB, the selling commission will be payable to the Syndicate / sub-Syndicate members and not the SCSB.*

The payment of selling commission payable to the sub-brokers / agents of sub-syndicate members are to be handled directly by the respective sub-Syndicate member. The selling commission payable to the CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

(4) Uploading charges:

- *Payable to members of the Syndicate (including their sub-Syndicate members), on the applications made using 3 in 1 accounts, would be ₹10 plus applicable taxes, per valid application bid by the Syndicate member (including their sub-Syndicate members).*

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE The Bidding/uploading charges payable to the Syndicate/sub-Syndicate members, CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

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

Members of the Syndicate / RTAs / CDPs (uploading charges)	*₹10 per valid application (plus applicable taxes)*
Sponsor Bank (Processing fee) – Kotak Mahindra Bank Limited	*Upto 4,00,000 valid UPI Applications, ₹ Nil per valid Bid cum* *Application Form# (plus applicable taxes)* *Above 4,00,000 valid UPI Applications ₹ 6.5 per valid applications made by UPI Bidders using the UPI mechanism* (plus applicable taxes)* *The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other applicable laws*

#for each valid application by Sponsor Bank

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and SEBI ICDR Master Circular (to the extent applicable).

Interim use of Net Proceeds

The Net Proceeds shall be retained in the Public Offer Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board or the IPO Committee. Any interest or other income earned on the temporary deployment of the Net Proceeds shall be utilised towards the Objects of the Offer in accordance with applicable laws and regulations.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects of the Offer unless our Company is authorised to do so by way of a special resolution of its Shareholders and such variation will be in accordance with the applicable laws including the Companies Act and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "**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 Hindi also being the regional language of Maharashtra, where our Registered Office is located in accordance with the Companies Act and applicable rules. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, in accordance with Section 13(8) and other applicable provisions of the Companies Act, and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 our Articles of Association, and provisions of Schedule XX of the SEBI ICDR Regulations.

Other Confirmations

Except to the extent of the proceeds received by the Selling Shareholder pursuant to the Offer for Sale, no part of the Net Proceeds will be utilized by our Company as consideration to our Promoters, members of our Promoter Group, our Directors, Group Companies, KMPs or Senior Management.

Further, our Company has not entered into or is not planning to enter into any arrangement/ agreements with our Directors, our Promoters, members of our Promoter Group, our Directors, Group Companies, KMPs, or Senior Management in relation to the utilization of theNet Proceeds.

None of our Promoter, Directors, Group Companies, KMPs, Senior Management, or members of our Promoter Group will receive any portion of the Net Proceeds and except in the ordinary course of business, there are no existing or anticipated transactions in relation to utilisation of the Net Proceeds with our Promoters, Directors, Group Companies, KMPs, Senior Management, or members of our Promoter Group.

The funds raised from this IPO shall not be used for acquisition or investment in Virtual Digital Assets, as defined under Section 2(47A) of the Income-tax Act, 1961.

The Company undertakes that no lien, encumbrance or charge shall be created, directly or indirectly, on the proceeds of the Issue pending their utilization for the Objects of the Offer

BASIS FOR THE OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price, and Floor Price is [●] times the face value and the Cap Price is [●] times the face value. Investors should also see "***Risk Factors***", "***Summary of Financial Information***", "***Our Business***", "***Restated Consolidated Financial Information***", and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 28, 110, 300, 395, and 453, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are as follows:

- **Offering over 5,000 SKUs of torque-transmission components and assemblies forming part of driveline systems:** As on July 31,2026 we offer over 5,000 SKUs of torque-transmission components and assemblies that form part of driveline systems. The product range addresses customer requirements across automotive and non-automotive applications.

- **Vertically integrated manufacturing operations with end-to-end control across forging, machining and assembly operations:** Our manufacturing operations are supported by a vertically integrated production framework that enables us to undertake key stages of the manufacturing process in-house. As of March 31, 2026, we operate three manufacturing facilities located in Madhya Pradesh, India comprising (i) the Dewas Facility, (ii) the Pithampur Facility, and (iii) the Sanwer Facility. These facilities collectively support our upstream forging operations and downstream machining, assembly and finishing operations required for the manufacture of propeller shafts and related torque-transmission components.

  Our Dewas Facility, spread over approximately 15,095.50 sq. m., undertakes die making and forging operations and houses forging hammers, presses, billet heating equipment, heat treatment systems and metallurgical testing infrastructure.

  The Pithampur Facility spans approximately 27,535 sq. m. and is equipped with CNC lathes, horizontal machining centres, spline cutting machines, broaching and hobbing machines, cylindrical grinding machines, induction hardening equipment and assembly lines used in the manufacture of propeller shafts and related torque-transmission components.

  Our Sanwer Facility, spans approximately 8,918.69 sq. m. Historically, Sanwer Facility has been used for machining and assembly operations relating to driveline products and has supported our downstream manufacturing activities.

- **Established relationships with diversified customer base and high degree of repeat business:** For the March 31, 2026, revenue from repeat customers accounted for 90.26% of our revenue from operations. We believe that our consistent adherence to customer-specific technical specifications, product quality standards and delivery schedules has supported continued engagements with our customers across domestic and international markets.

- **Entry barriers supported by established validation and advanced engineering capabilities:** Our integrated manufacturing operations support our ability to operate within this technically demanding supplier ecosystem.

- **Strong export presence with diversified international customer base:** Our export sales are geographically diversified and during the Fiscal 2026 we exported products to over 32 countries across North America, Europe, Latin America, the Middle East, Africa and Asia-Pacific regions

- **Experienced Promoters and competent management team:** We believe that the experience and continuity of our Promoters, together with the operational and functional expertise of our senior management team, supports effective execution of our business strategies and management of our manufacturing operations.

- **Consistent Financial Performance with Improving Profitability and Capital Efficiency:** Our financial performance has demonstrated growth in revenue from operations and improvement in profitability over the last three Fiscals. We believe that our consistent financial performance, improving profitability metrics and strengthening balance sheet position support our operational stability and provide a foundation for the continued growth of our business.

For further details, see "***Risk Factors***" and "***Our Business***" on pages 28 and 300, respectively.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For details, see "***Restated Consolidated Financial Information***" beginning on page 395.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

A. Basic and Diluted Earnings Per Equity Share ("EPS") (face value of each Equity Share is ₹ 10):

Fiscal Ended	Basic & Diluted EPS (in ₹)	Weight
March 31, 2026	7.48	3
March 31, 2025	5.19	2
March 31, 2024	4.16	1
Weighted Average	**6.16**	

Notes:

(i) Weighted average – Aggregate of fiscal-wise weighted EPS divided by the aggregate of weights i.e. (EPS × Weight) for each fiscal / Total of weights.

(ii) Basic Earnings per Equity Share (₹) = Net Profit after tax attributable to equity shareholders of the Company, as restated / Weighted average number of Equity Shares outstanding during the fiscal.

(iii) Diluted Earnings per Equity Share (₹) = Net Profit after tax attributable to equity shareholders of the Company, as restated / Weighted average number of Equity Shares outstanding during the fiscal adjusted for the effects of all dilutive potential equity shares.

(iv) Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 "Earnings per share".

(v) The figures disclosed above are based on the Restated Consolidated Financial Information of the Company.

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

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

**To be computed after finalization of Price Band*

Notes:

1) P/E ratio = Price per equity share / Earnings per equity share.

C. Industry Peer Group P/E ratio

Particulars	Industry Peer P/E
Highest	20.85
Lowest	10.70
Average	15.78

The industry high and low has been considered from the industry peer set provided later in this chapter.
The industry P/E ratio mentioned above is computed based on the closing market price of equity shares on BSE on August 20, 2026 divided by the Diluted EPS as on for the financial year ended Fiscal 2026.

D. Return on Net worth ("RoNW")

Fiscal Ended	RoNW (%)	Weight
March 31, 2026	22.51	3
March 31, 2025	18.94	2
March 31, 2024	18.95	1
Weighted Average	**20.73**	

Notes:

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

(ii) Return on Net Worth (%) is calculated as Net Profit after Tax attributable to owner of the company, as restated for the end of the fiscal divided by average Net worth as at the end of the fiscal. Average net worth means the average of the net worth of current and previous fiscal. Net worth means the aggregate value of the paid-up share capital and other equity (excluding non-controlling interest).

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

E. Net Asset Value ("NAV") per Equity Share

Particulars	Amount (₹)
As on March 31, 2026	36.84
As on March 31, 2025	29.65
As on March 31, 2024	25.16
After the completion of the Offer	
- At the Floor Price	[●]*
- At the Cap Price	[●]*
Offer Price	[●]

* *To be computed after finalization of price band*

Notes:

1) *Net Asset Value per Equity Share = Net worth divided by weighted average number of equity shares outstanding as at the end of fiscal.*

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

F. Comparison of Accounting Ratios with listed industry peers

Name of the Company	Face Value (₹ per share)	Closing Price as on August 20, 2026	Revenue from operations Fiscal 2026 (₹ million)	EPS Fiscal 2026` (₹)(1)	NAV per Equity share on March 31, 2026(2)	P / E Ratio (3)	RoNW Fiscal 2026(4)
Our Company	10	-	1,399.43	7.48	36.84	Nil	22.51%
Peer Group							
Hindustan Hardy Ltd	10	726.00	1,087.90	55.92	250.24	12.98	25.00%
Talbros Engineering Ltd	10	613.80	5,357.38	57.34	359.20	10.70	17.32%
GNA Axles Ltd	10	567.85	14,784.18	27.24	233.89	20.85	12.28%

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports / annual results as available of the respective company *for the Fiscal ended March 31, 2026 submitted to stock exchanges.*

Notes:
1) *Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33.*
2) *Net asset value per share represents Net worth divided by weighted average number of shares at the end of the year.*
3) *Price/earnings ratio for the peer group has been computed based on the closing market price of equity shares on BSE as on* August 20, 2026*, divided by the earnings per share for the Fiscal ended March 31, 2026.*
4) *Return on Net Worth (%) is calculated as Net Profit after Tax attributable to owner of the company, as restated for the end of the fiscal divided by average Net worth as at the end of the fiscal. Average net worth means the average of the net worth of current and previous fiscal. Net worth means the aggregate value of the paid-up share capital and other equity (excluding non-controlling interest).*

We believe that the following companies constitute our peer group, identified on the basis of listed public companies operating in business segments that are similar, in part or in full, to the business segments in which our Company operates. While the business portfolios of such companies may not be directly comparable to our Company in terms of size, product mix or overall operations, they operate in adjacent or overlapping segments of the driveline components industry.

Further, our Company is primarily engaged in the export of propeller shaft assemblies and components, whereas the identified peer companies are also engaged in other segments of the driveline components business and/or are primarily focused on domestic markets. Accordingly, there are no directly comparable listed peers that are fully aligned with our product profile, business model and market focus.

G. Key Performance Indicators

The tables below set forth the details of our certain financial data based on our Restated Consolidated Financial Information, certain non-GAAP measures and KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 4, 2026 and the Audit Committee has confirmed that other than the KPIs set out below, our Company has not disclosed any other KPIs to investors at any point of time during the three years period prior to the date of this Red Herring Prospectus. The KPIs disclosed below have been used historically by our Company to understand and analyse its business performance, which helps in analysing the growth of various verticals in comparison to our Company's listed peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Offer Price. The KPIs disclosed below have been certified by the Statutory Auditors vide their certificate dated September 17, 2026 which has been included in "***Material Contracts and Documents for Inspection— Material Documents***" on page 584.

H. Details of our Key Performance Indicators

Particulars	Unit	Fiscal 2026	Fiscal 2025	Fiscal 2024
Financial KPIs				
Revenue from operations(1)	₹ in million	1,399.43	1,338.94	1,245.28
EBITDA(2)	₹ in million	387.10	310.19	296.85
EBITDA margin(3)	%	27.66	23.17	23.84
Net Profit after tax (PAT)(4)	₹ in million	261.58	181.44	145.27
PAT margin(5)	%	18.69	13.55	11.67
Net Worth(6)	₹ in million	1286.27	1,035.28	878.22
Return on net worth (RoNW)(7)	%	22.51	18.94	18.95
Return on capital employed (RoCE)(8)	%	19.01	15.76	15.07
Debt/Equity(9)	Ratio	0.41	0.63	0.94
Current Ratio(10)	Ratio	1.53	1.44	1.18
Operational KPIs				
Total number of customers served(11)	In number	185	151	130
Repeat customers (count)(12)	In number	110	101	83
Repeat customers (% of total)(13)	%	59.46	66.89	63.85
Domestic Revenue(14)	₹ in million	58.65	45.26	60.07
Export Revenue(15)	₹ in million	1,212.44	1,166.83	1,044.75
Net Working Capital Days(16)	Days	237	238	237
Inventory Days(17)	Days	135	137	131
Debtor Days(18)	Days	111	98	103

Particulars	Unit	Fiscal 2026	Fiscal 2025	Fiscal 2024
Creditor Days[19]	Days	42	37	51

1. *Revenue from operations means the Revenue from operations as appearing in the Restated Consolidated Financial Information.*
2. *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the fiscal and adding back finance costs, depreciation, and amortization expense and subtracting the other income.*
3. *EBITDA Margin is calculated as EBITDA as a percentage of Revenue from Operations.*
4. *PAT represents the restated profits of our Company after deducting all expenses.*
5. *PAT Margin is calculated as restated Net Profit after Tax for the fiscal divided by Revenue from Operations for that fiscal.*
6. *Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. Accordingly, Net Worth is calculated as aggregate of the equity share capital, instruments entirely equity in nature, share pending issuance, share based payment reserves, securities premium and retained earnings and excludes non-controlling interest.*
7. *Return on Net Worth (%) is calculated as Net Profit after Tax attributable to owner of the company, as restated for the end of the fiscal divided by average Net worth as at the end of the fiscal. Average net worth means the average of the net worth of current and previous fiscal. Net worth means the aggregate value of the paid-up share capital and other equity (excluding non-controlling interest).*
8. *Return on Capital Employed (ROCE) = Earnings Before Interest and Taxes (EBIT) divided by Capital Employed, where Capital Employed is computed as the sum of Total Equity (including paid-up share capital, other equity, and non-controlling interest) and Total Debt (including borrowings and lease liabilities).*
9. *Debt to Equity Ratio = Debt- Equity Ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital and other equity (including non-controlling interest).*
10. *Current ratio = Current Ratio is calculated by dividing Current assets by Current Liabilities for the fiscal.*
11. *Total number of customers served represents the total number of customers to whom the Company has supplied products during the relevant fiscal.*
12. *Repeat customers represents the number of customers during the relevant fiscal who had also transacted with the Company in the immediately preceding fiscal.*
13. *Repeat customers (% of total) represents repeat customers as a percentage of the total number of customers served during the relevant fiscal.*
14. *Domestic Revenue represents Sale of Products generated from customers located within India during the relevant fiscal.*
15. *Export Revenue represents Sale of Products generated from customers located outside India during the relevant fiscal.*
16. *Net Working Capital Days is arrived at by dividing working capital (current assets excluding cash and cash equivalents less current liabilities excluding short term borrowings and current lease liabilities) by revenue from operations multiplied by the number of days in the fiscal (365).*
17. *Inventory days is calculated as the number of days in the fiscal (365) divided by (revenue from operations divided by the average inventory at the beginning and end of the fiscal).*
18. *Debtor days is calculated as the number of days in the fiscal (365) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the fiscal).*
19. *Creditor days is calculated as the number of days in the fiscal (365) divided by (revenue from operations divided by the average trade payables at the beginning and end of the fiscal).*

Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by us to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
Net Worth	Net Worth is an indicator of our financial standing/ position as of a particular date
RONW (%)	ROE provides how efficiently our Company generates profits from shareholders' funds.
ROCE (%)	ROCE provides how efficiently our Company generates earnings

KPI	Explanations
	from the capital employed in the business.
Debt to Equity Ratio (in times)	A key indicator of a company's financial health and stability, and is also known as a gearing ratio or leverage ratio.
Current Ratio (in times)	Current ratio indicates a company's ability to meet its short-term obligations using its short-term assets.
Total number of customers served	Represents the total number of distinct customers to whom the Company has supplied its products and/or services during the relevant period, indicating the breadth of its customer base.
Repeat customers (count)	Represents the number of customers during the relevant period who had transacted with the Company in the immediately preceding financial year, reflecting customer retention.
Repeat customers (% of total)	Represents repeat customers as a percentage of the total number of customers served during the relevant period, indicating the stability and sustainability of the Company's revenue base.
Domestic Revenue	Represents revenue generated from customers located within India during the relevant period, demonstrating the Company's presence in the domestic market.
Export Revenue	Represents revenue generated from customers located outside India during the relevant period, reflecting the Company's geographic diversification and international operations.
Net Working Capital Days	Days working capital is a metric that measures how many days it takes the company to transform its working capital into sales cash flows.
Inventory Days	Inventory days is an indicator of efficiency of inventory management by the company.
Debtor Days	Debtor days indicates how efficiently the company is managing its debtors.
Creditors Days	Creditors days indicates how efficiently the company is managing payments to its suppliers.

For details of our other operating metrics disclosed elsewhere in this Red Herring Prospectus, see "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 300 and 453, respectively.

Subject to applicable law, our Company confirms that it shall continue to disclose all the above financial data based on the Restated Consolidated Financial Information, certain non-GAAP measures and KPIs included in this "Basis for Offer Price" section, on a periodic basis, at least once in a year (or for any lesser period as determined by our Board), for a duration that is at least the later of (i) one year after the date of listing of the Equity Shares on the Stock Exchanges; or (ii) till the utilization of the Net Proceeds as disclosed under "***Objects of the Offer***" section on page 182.

I. Comparison with Listed Industry Peers

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

Set forth below is a comparison of our KPIs with our listed peer group companies:

Particulars	Unit	Adroit Industries (India) Limited			Hindustan Hardy Limited			Talbros Engineering Limited			GNA Axles Limited		
		Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024
Financial KPIs													
Revenue from operations(1)	₹ in million	1,399.43	1,338.94	1,245.28	1,087.90	814.52	678.39	5357.58	4460.89	4100.28	14784.18	15397.41	15062.62
EBITDA(2)	₹ in million	387.10	310.19	296.85	120.50	97.34	75.17	604.27	497.86	430.49	2379.50	2105.92	1972.69
EBITDA margin(3)	%	27.66	23.17	23.84	11.08%	11.95	11.08	11.28%	11.16	10.50	16.09%	13.68	13.10
Net Profit after tax (PAT)(4)	₹ in million	261.58	181.44	145.27	83.79	65.90	48.69	291.61	201.71	178.34	1169.51	1,070.95	999.64
PAT margin(5)	%	18.69	13.55	11.67	7.70%	8.09	7.18	5.44%	4.52	4.35	7.91%	6.96	6.64
Net Worth(6)	₹ in million	1286.27	1,035.28	878.22	374.97	295.21	232.94	1823.49	1,544.60	1,355.61	10041.14	8,999.20	8,014.76
Return on net worth (RoNW)(7)	%	22.51	18.94	18.95	25.00%	24.96	23.28	17.32%	13.91	13.98	12.28%	12.59	13.19
Return on capital employed (RoCE)(8)	%	19.01	15.76	15.07	22.43%	23.16	23.88	14.63%	13.45	13.33	14.13%	13.42	14.53
Debt/Equity(9)	Ratio	0.41	0.63	0.94	0.25	0.26	0.18	0.81	0.86	0.83	0.18	0.27	0.24
Current Ratio(10)	Ratio	1.53	1.44	1.18	1.79	1.71	1.81	1.21	1.24	1.34	2.37	2.49	2.17
Operational KPIs													
Total number of customers served(11)	In number	185	151	130	NA	NA	NA	NA	NA	NA	NA	NA	NA
Repeat customers (count)(12)	In number	110	101	83	NA	NA	NA	NA	NA	NA	NA	NA	NA
Repeat customers (% of total)(13)	%	59.46	66.89	63.85	NA	NA	NA	NA	NA	NA	NA	NA	NA
Domestic Revenue(14)	₹ in million	58.65	45.26	60.07	822.85	569.00	512.98	NA	3,532.79	3,369.31	7,657.60	6,720.52	7,143.37
Export Revenue(15)	₹ in million	1,212.44	1,166.83	1,044.75	259.58	240.68	157.26	NA	769.78	561.41	6,786.85	8,403.60	7,762.02
Net Working Capital Days(16)	Days	237	238	237	72	82	65	78	86	75	164	161	148
Inventory Days(17)	Days	135	137	131	36	37	34	48	54	58	54	46	47
Debtor Days(18)	Days	111	98	103	82	105	108	54	53	51	154	143	137
Creditor Days(19)	Days	42	37	51	51	60	57	16	16	23	56	43	49

Formula for calculation of KPIs:

1. *Revenue from operations means the Revenue from operations as appearing in the Restated Consolidated Financial Information.*
2. *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the fiscal and adding back finance costs, depreciation, and amortization expense and subtracting the other income.*
3. *EBITDA Margin is calculated as EBITDA as a percentage of Revenue from Operations.*
4. *PAT represents the restated profits of our Company after deducting all expenses.*
5. *PAT Margin is calculated as restated Net Profit after Tax for the fiscal divided by Revenue from Operations for that fiscal.*
6. *Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. Accordingly, Net Worth is calculated as aggregate of the equity share capital, instruments entirely equity in nature, share pending issuance, share based payment reserves, securities premium and retained earnings and excludes non-controlling interest.*
7. *Return on Net Worth (%) is calculated as Net Profit after Tax attributable to owner of the company, as restated for the end of the fiscal divided by average Net worth as at the end of the fiscal. Average net worth means the average of the net worth of current and previous fiscal. Net worth means the aggregate value of the paid-up share capital and other equity (excluding non-controlling interest).*
8. *Return on Capital Employed (ROCE) = Earnings Before Interest and Taxes (EBIT) divided by Capital Employed, where Capital Employed is computed as the sum of Total Equity (including paid-up share capital, other equity, and non-controlling interest) and Total Debt (including borrowings and lease liabilities).*
9. *Debt to Equity Ratio = Debt- Equity Ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital and other equity (including non- controlling interest).*
10. *Current ratio = Current Ratio is calculated by dividing Current assets by Current Liabilities for the fiscal.*
11. *Total number of customers served represents the total number of customers to whom the Company has supplied products during the relevant fiscal.*
12. *Repeat customers represents the number of customers during the relevant fiscal who had also transacted with the Company in the immediately preceding fiscal.*
13. *Repeat customers (% of total) represents repeat customers as a percentage of the total number of customers served during the relevant fiscal.*
14. *Domestic Revenue represents Sale of Products generated from customers located within India during the relevant fiscal.*
15. *Export Revenue represents Sale of Products generated from customers located outside India during the relevant fiscal.*
16. *Net Working Capital Days is arrived at by dividing working capital (current assets excluding cash and cash equivalents less current liabilities excluding short term borrowings and current lease liabilities) by revenue from operations multiplied by the number of days in the fiscal (365).*
17. *Inventory days is calculated as the number of days in the fiscal (365) divided by (revenue from operations divided by the average inventory at the beginning and end of the fiscal).*
18. *Debtor days is calculated as the number of days in the fiscal (365) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the fiscal).*
19. *Creditor days is calculated as the number of days in the fiscal (365) divided by (revenue from operations divided by the average trade payables at the beginning and end of the fiscal)*

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the financial results of the respective company for the fiscals ended March 31, 2026, March 31, 2025 and March 31, 2024 submitted to Stock Exchanges.

All the financial information for our Company mentioned above is on a consolidated basis.

Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026

Comparison of KPIs based on additions or dispositions to our business

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

Weighted average cost of acquisition ("WACA"), floor price and cap price

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

   The details of the Equity Shares, excluding shares issued under ESOP and issuance of bonus shares, during the eighteen (18) months preceding the date of this 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-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling thirty (30) days ("Primary Issuance") are as follows:

   NIL

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

   The details of secondary sale / acquisitions of Equity Shares or any convertible securities ("Security(ies)"), where the Promoter, members of the Promoter Group, or Shareholder(s) having the right to nominate director(s) in the board of directors of our Company are a party to the transaction (excluding gifts), during the eighteen (18) months preceding the date of this 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 and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling thirty (30) days are as follows:

   NIL

3. **Since there are no such transaction to report to under 1 and 2, the following are the details basis the last five primary or secondary transactions (secondary transactions where Promoters/ Promoter Selling Shareholder, members of the Promoter Group, or Shareholder(s) having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Red Herring Prospectus irrespective of the size of transactions:**

   Details of Primary transactions in the last three years preceding the date of the Prospectus:

Date of allotment	Number of equity shares allotted	Adjusted Nos of equity shares allotted (A)	Face value (₹)	Adjusted Face Value (₹)	Offer Price (₹)	Adjusted Offer Price (₹)	Nature of consideration	Nature of allotment	Total consideration (in ₹) (B)
February 18, 2026	17,455,670	17,455,670	10	10	Nil	Nil	Other than cash	Bonus Issue in the ratio of 1:1 i.e. 1 fully paid-up Equity Shares for every 1 Equity Shares held by the Shareholders	Nil

Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026

Details of secondary transactions by the Promoter, members of the Promoter Group, in the last three years preceding the date of this Red Herring Prospectus:

Date of Transfer	Name of Transferor	Name of Transferee	Nos of equity shares transferred	Adjusted nos of equity shares transferred (A)	Face value (₹)	Adjusted face value (₹)	Transfer Price (₹)	Adjusted Transfer Price (₹)	Nature of consideration	Nature of allotment	Total consideration (in ₹) (B)
August 22, 2025	Avantika Sangla	Ananda Trust	1,471,666	2,943,332[(1)]	10	10	Nil	Nil	Other than Cash	Gift	Nil
August 28, 2026	Signet Impex Private Limited	Chhatisgarh Investments Limited	222,224	222,224	10	10	90	90	Cash	Transfer	20,000,160
August 29, 2026	Signet Impex Private Limited	Abakkus Venture Opportunities Fund	555,556	555,556	10	10	90	90	Cash	Transfer	50,000,040
August 29, 2026	Signet Tradelinks Private Limited	Abakkus Venture Opportunities Fund	555,556	555,556	10	10	90	90	Cash	Transfer	50,000,040
August 31, 2026	Signet Impex Private Limited	Sharad Agrawal	28,670	28,670	10	10	90	90	Cash	Transfer	2,580,300

Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026

1. *The Company had allotted Bonus shares in the ratio of 1:1 (1 (one) Equity Shares for every 1 (one) Equity Share on February 18, 2026 and the effect of same has been given.*
2. *Weighted average cost of acquisition has been computed for transactions after considering the impact of the following corporate actions: bonus issuance of equity shares made by the Company*

4. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the equity shares were issued by our Company, or acquired or sold by the Promoter Selling Shareholder or other shareholders with rights to nominate directors are disclosed below:

Past Transactions	Weighted average cost of acquisition (₹ per Equity Share) #	Floor Price* (in ₹)	Cap Price* (in ₹)
Weighted average cost of acquisition for last 18 months for primary/new issue of shares (equity/convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of the Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	NA**	[●] times	[●] times
Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities), where promoter/ promoter group entities or	NA***	[●] times	[●] times

Past Transactions	Weighted average cost of acquisition (₹ per Equity Share) #	Floor Price* (in ₹)	Cap Price* (in ₹)
shareholder(s) having the right to nominate director(s) in the Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of the Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.			
Since there were no primary or secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of the Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where promoter /promoter group entities or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of the Red Herring Prospectus irrespective of the size of the transaction			
Based on primary issuances, as per paragraph 3 above	**Nil#**	**[●]** times	**[●]** times
Based on secondary transactions, as per paragraph 3 above	**28.47**	**[●]** times	**[●]** times

Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026
** To be updated at Prospectus stage*
 # Equity Shares were acquired pursuant to bonus issue, hence weighted average cost of acquisition is Nil.
***Equity Shares were acquired pursuant to bonus issue, hence not applicable*
****Equity Shares were acquired pursuant to gift, hence not applicable*

5. Justification for Basis of Offer price

(i) **The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired or sold by the Promoters/ Promoter Selling Shareholder, members of the Promoter Group, or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Red Herring Prospectus compared to our Company's KPIs for Financial Years 2026, 2025 and 2024.**

[●]*
**to be computed after finalization of Price Band*

(ii) **The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired or sold by the Promoters/ Promoter Selling Shareholder, members of the Promoter Group, or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Red Herring Prospectus compared to our financial ratios for the Financial Years 2026, 2025 and 2024.**

[●]*
**to be computed after finalization of Price Band*

(iii) **The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired by the Promoters/ Selling Shareholder, members of the Promoter Group, or other shareholders with rights to nominate directors by way of primary and secondary transactions in view of external factors, if any**

[●]*
**to be computed after finalization of Price Band*

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the demand from investors for the Equity Shares through the Book

Building process. Our company, in consultation with the BRLM, is justified of the Offer Price in view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with "***Risk Factors***", "***Our Business***" and "***Restated Consolidated Financial Information***" beginning on pages 28, 300 and 395, respectively, to have a more informed view.

The Trading price of the Equity Shares could decline due to the factors mentioned in the section titled "***Risk Factors***" beginning on page 28 or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO ADROIT INDUSTRIES (INDIA) LIMITED ("THE COMPANY"), THE SHAREHOLDERS OF THE COMPANY AND ITS SUBSIDIARY UNDER THE DIRECT AND INDIRECT TAX LAWS IN INDIA

To,
The Board of Directors
Adroit Industries (India) Limited
Gala No.02, Building No. A-2, Gr. Floor,
Print World Industrial Complex, Survey No. 15/1 Road,
Mankoli Vehele, Village Vehele,
Thane, Shastrinagar (Thane),
Bhiwandi - 421302, Maharashtra, India.

Dear Sirs,

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of Adroit Industries (India) Limited (the "Company") comprising a fresh issue of the Equity Shares by the Company (the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, (the "Offer")

Sub.: Statement of possible Special Tax Benefits available to the Company, its equity shareholders and its material subsidiary under the direct and indirect tax laws

We refer to the proposed initial public offering of equity shares (the "**Offer**") of the Company. We enclose herewith the statement (the "**Annexure**") showing the current position of special tax benefits available to the Company, to its shareholders and its material subsidiary as per the provisions of the Indian direct and indirect tax laws including the Income-tax Act, 1961,("**Act**") 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 ("**Customs Act**") and the Customs Tariff Act, 1975 ("**Tariff Act**") (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 assessment year 2026-27 relevant to the financial year 2025-26 for inclusion in this Red Herring Prospectus ("**RHP**") for the proposed initial public offering of shares of the Company as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

Following are the material subsidiary of the Company:

- **Adroit Driveshafts Private Limited**

  Several of these benefits are dependent on the Company or its shareholders or its subsidiaries fulfilling the conditions prescribed under the relevant provisions of the direct and indirect taxation laws including the Income-tax Act 1961. Hence, the ability of the Company or its shareholders or its subsidiaries to derive these direct and indirect tax benefits is dependent upon their fulfilling such conditions.

  The benefits discussed in the enclosed Annexure are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide 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 their own tax consultants, with respect to the specific tax implications arising out of their participation in the Offer particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. We are neither suggesting nor are we advising the investors to invest or not to invest money based on this statement.

The contents of the enclosed Annexure are based on the representations obtained from the Company and its subsidiaries and on the basis of our understanding of the business activities and operations of the Company and its subsidiaries.

We do not express any opinion or provide any assurance whether:

- The Company or its Shareholders or its material subsidiary will continue to obtain these benefits in future;
- The conditions prescribed for availing the benefits have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

This statement is provided solely for the purpose of assisting the Company in discharging its responsibilities under the ICDR Regulations.

We hereby give our consent to include this report and the enclosed Annexure regarding the tax benefits available to the Company, its Shareholders and its Subsidiaries in the RHP for the proposed initial public Offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India and the National Stock Exchange of India Limited and BSE Limited (the "**Stock Exchanges**") where the equity shares of the Company are proposed to be listed, as applicable, provided that the below statement of limitation is included in the RHP and Prospectus.

We also consent to the references to us as "Experts" as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in this Red Herring Prospectus, the Prospectus, the Preliminary International Wrap/Issuing Memorandum, the Abridged Prospectus and any other addendum thereto of the Company to be submitted/filed with the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, Mumbai ("**ROC**") and the stock exchanges, or any other material (including in any corporate or investor presentation made by or on behalf of the Company) to be issued in relation to the Offer (together referred as "**Offer Documents**") or in any other documents in connection with the Offer.

Based on the procedures performed and the information and explanations provided to us, we have obtained reasonable assurance that the financial information and statements specifically reported by us, are prepared, in all material respects, in accordance with the underlying records of the Company and are free from material misstatement.

All capitalized terms not defined hereinabove shall have the same meaning as defined in the Offer Documents.

For **Ashok Khasgiwala & Co. LLP**
Chartered Accountants
(**Registration No.:** 00743C)

CA Avinash Baxi
Partner
Membership No. 079722
Place: Indore
Date: September 17, 2026
UDIN: 26079722ZLANLP8615
Encl: As above

CC:
Legal Counsel to the Offer
Vidhigya Associates
B-607/608, 6th Floor, Mittal Commercia,
Off M.V Road, near Mittal Estate, Marol,
Andheri East, Mumbai – 400059
Maharashtra, India
Contact Person: Rahul Pandey
Email: rahul@vidhigyaassociates.com

ANNEXURE 1

TO THE STATEMENT OF SPECIAL DIRECT TAX BENEFITS AVAILABLE TO ADROIT INDUSTRIES (INDIA) LIMITED ("THE COMPANY"), THE SHAREHOLDERS OF THE COMPANY AND ITS MATERIAL SUBSIDIARY

Outlined below are the special tax benefits available to Adroit Industries (India) Limited ('the Company') and its Shareholders and Material Subsidiary under the Income Tax Act, 1961 (herein after referred to as 'the Act'), as amended by the Finance Act, 2025 read with the Income tax Rules, 1962, applicable for the Financial Year ('FY') 2025-26 relevant to Assessment Year ('AY') 2026-27

1. Special direct Tax benefits available to the Company under the Act

The section 115BAA provides an option to a domestic company to pay corporate tax at a reduced rate of 22% (plus applicable surcharge and education cess). The company has adopted to pay tax under section 115BAA from Fiscal 2023 onwards.

In case the Company opts for the concessional income tax rate as prescribed under section 115BAA of the Act, it will not be allowed to claim any of the following deductions/ exemptions:

- Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone).
- Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation).
- Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund).
- Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research).
- Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project).
- Deduction under section 35CCD (Expenditure on skill development).
- Deduction under any provisions of Chapter VI-A other than the deductions under section 80JJAA (Deduction in respect of employment of new employees) and 80M (Deduction in respect of certain intercorporate dividends).
- No set-off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above.
- No set-off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred above.
- Minimum Alternate Tax ("MAT") would not be applicable as specified under sub-section (5A) of section 115JB and unutilized MAT credit will not be available for set off.
- Lower corporate tax rate under Section 115BAA of the Act

2. Special direct Tax benefits available to the its material subsidiary Adroit Driveshafts Pvt. Ltd. under the Act

Lower Corporate Tax Rate under Section 115BAB of the Act

A new Section 115BAB of the Income Tax Act, 1961 was introduced by the Taxation Laws (Amendment) Act, 2019, effective from Financial Year 2019-20, to provide a concessional tax regime for new domestic manufacturing companies. Under this section, eligible companies are permitted to pay income tax at a base rate of 15%, subject to fulfilment of specified conditions. After considering the applicable surcharge of 10% and health and education cess of 4%, the effective tax rate works out to 17.16%.

The concessional tax regime is available to domestic manufacturing companies that are incorporated on or after 1 October 2019 and commence manufacturing or production on or before the prescribed date, subject to compliance with the conditions specified under the said section.

Companies opting for taxation under Section 115BAB are required to compute their total income without claiming specified exemptions or incentives, including certain deductions and allowances otherwise available under the Act.

Further, companies exercising the option under Section 115BAB are not required to pay Minimum Alternate Tax (MAT) under Section 115JB of the Income Tax Act, 1961. The Central Board of Direct Taxes has clarified through CBDT Circular No. 29/2019 dated 2 October 2019 that MAT provisions do not apply to companies opting for the concessional tax regime, and accordingly MAT credit cannot be utilized thereafter.

The Company has opted for taxation under Section 115BAB of the Act from FY 2022-23 onwards. Consequently, the Company computes its taxable income without claiming the specified exemptions, deductions, or incentives restricted under the said section. The option once exercised under Section 115BAB is irrevocable and cannot be subsequently withdrawn for the same or any other financial year.

3. Possible Special Tax Benefits available to the shareholder

There are no special tax benefits available to the Shareholders of the Company for investing in the shares of the company.

Notes:

1. The above statement of possible special tax benefits sets out the provisions of Direct Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
2. The above statement covers only certain special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company. The above are based on the existing provisions of the Direct Tax Laws and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retrospective, could have an effect on the validity of the above.
3. The above statement of possible special tax benefits is as per the current direct Direct Tax Laws relevant for the assessment year 2024-25. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Direct Tax Laws.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
5. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
6. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The 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

ANNEXURE 2

TO THE STATEMENT OF SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO ADROIT INDUSTRIES (INDIA) LIMITED ("THE COMPANY"), THE SHAREHOLDERS OF THE COMPANY AND ITS SUBSIDIARY

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") including the rules, regulations, circulars and notifications issued there under (together "the Tax Laws") and the Customs Tariff Act, 1975 (collectively referred to as "Indirect tax").

1. Special Indirect Tax benefits available to the Company and Subsidiary under the Act

Benefits of Foreign Trade Agreements under Customs Act, 1962

A free trade agreement is a pact between two or more nations to reduce barriers to imports and exports among them. Under a free trade policy, goods and services can be bought and sold across international borders with little or no government tariffs, quotas, subsidies, or prohibitions to inhibit their exchange subject to fulfillment of certain conditions and compliances.

Benefits of Duty Drawback scheme under Section 75 of the Customs Act, 1962

As per Section 75 of the Customs Act, the Central Government is empowered to allow duty drawback on export of goods, where the imported materials are used in the manufacture of such goods. The Company avails duty drawback benefit, as applicable, on imported material when it undertakes export of good.

Benefits under the Central Goods and Services Act, 2017, respective State / Union Territory Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant rules prescribed thereunder)

Under the GST regime, supplies of goods or services which qualify as 'export' of goods or services are zero-rated which can be supplied either with or without payment of Integrated Goods and Services Tax ("IGST") subject to fulfilment of conditions prescribed. The exporter has the option to either undertake exports under cover of a Bond/ Letter of Undertaking ("LUT") without payment of IGST and claim refund of accumulated input tax credit subject to fulfilment of conditions prescribed for export or the exporter may export with payment of IGST and claim refund of IGST paid on such exports as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017. Thus, the Integrated Goods and Service Tax Act, 2017 permits a supplier undertaking zero rated supplies to claim refund of tax paid on exports as IGST (by undertaking exports on payment of tax using ITC) or export without payment of tax by executing a Bond/ LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

2. Special Indirect Tax Benefits available the Shareholders of the Company

There are no special indirect tax benefits available specifically to the shareholders of the Company.

Notes:

1. *The above statement of special tax benefits is based on the best understanding of the Company's business landscape and tax benefits available to the Company and its shareholders under the current Indirect Tax Laws presently in force in India.*
2. *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, the changing tax laws, each investor is advised to consult or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.*
3. *This statement does not discuss any tax consequences in the country outside India of an investment in the equity shares of the Company ("Equity Shares"). The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible indirect tax consequences that apply to them.*
4. *The above statement covers above mentioned Indirect Tax Laws benefits and does not cover any income tax law benefits or benefit under any other law.*
5. *No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.*

SECTION – IV ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "***Research Report on Propeller Shaft Industry****" dated March 30, 2026 (the "***CareEdge Report***") prepared and issued by CARE Analytics and Advisory Private Limited ("***CareEdge***"), and updated on September 3, 2026 appointed by us on September 25, 2025 and exclusively commissioned and paid for by us* to enable investors to understand the industry in which we operate in connection with the Offer. The data included herein includes excerpts from the CareEdge Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the CareEdge Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. A copy of the CareEdge Report is available on the website of our Company at www.adroitindustries.com. For further information, see "***Risk Factors – Industry information included in this Red Herring Prospectus has been derived from the CareEdge Report, which was prepared by CARE and exclusively commissioned and paid for by our Company for the purposes of the Offer and any reliance on information from the CareEdge Report for making an investment decision in the Offer is subject to inherent risks***" on page 76. Also see, "***Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data –Industry and Market Data***" on page 23.

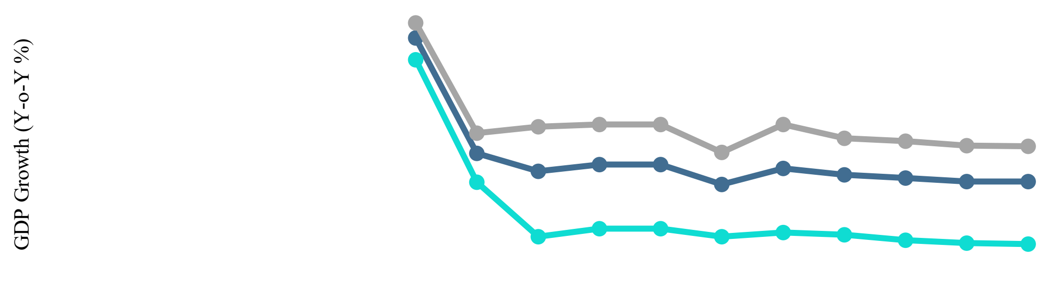
1. Economic Outlook

1.1. Global Economic Outlook

Global Economic Growth Expected to Sustain at ~3% in Near Term

Global economic growth is projected to moderate to around 3.1% in 2026, reflecting the impact of geopolitical tensions in energy and trade flows. The ongoing Middle East conflict poses downside risks with prolonged disruptions, potentially reducing growth further to 2.5%, or lower.
However, supportive factors such as continued investment momentum and policy support are helping offset some of these pressures.

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



	CY21	CY22	CY23	CY24	CY25	CY26 P	CY27 P	CY28 P	CY29 P	CY30 P	CY31 P
World	6.7%	3.8%	3.3%	3.5%	3.5%	3.0%	3.4%	3.2%	3.2%	3.1%	3.1%
Advanced Economies	6.1%	3.1%	1.7%	1.9%	1.9%	1.7%	1.8%	1.7%	1.6%	1.5%	1.5%
Emerging Market and Developing Economies	7.0%	4.3%	4.4%	4.5%	4.5%	3.8%	4.5%	4.2%	4.1%	4.0%	4.0%

Source: IMF – World Economic Outlook, April 2026 and July 2026; Note: P-Projections. Advanced Economies: Euro Area, Major Advanced Economies (G7), Other Advanced Economies (Advanced Economies excluding G7 and Euro Area), European Union, ASEAN-5; Emerging Market and Developing Economies: Emerging and Developing Asia, Emerging and Developing Europe, Latin America and the Caribbean, Middle East and Central Asia, Sub-Saharan Africa.

Table 1: GDP Growth Trend Comparison - India vs Other Economies (Real GDP, Y-o-Y Change in %)

	Real GDP (Y-o-Y Change in %)										
	CY21	CY22	CY23	CY24	CY25	CY26P	CY27P	CY28P	CY29P	CY30P	CY31P
India	9.69	7.61	7.21	7.10	7.70	6.40	6.70	6.50	6.52	6.50	6.51
China	8.56	3.11	5.38	5.00	5.00	4.60	4.10	4.00	3.67	3.35	3.29
Indonesia	3.70	5.31	5.05	5.00	5.10	5.00	5.10	5.17	5.19	5.22	5.23
Saudi Arabia	6.52	12.00	0.54	2.60	4.60	1.70	5.50	3.65	3.54	3.52	3.55
Middle East and Central Asia	4.69	6.37	2.58	3.10	3.70	0.70	6.50	3.96	3.96	3.82	3.78
Latin America	7.50	4.30	2.33	2.40	2.40	2.40	2.70	2.87	2.86	2.75	2.63
Brazil	4.76	3.02	3.24	3.40	2.30	2.40	2.20	2.35	2.50	2.50	2.50
Euro Area	6.42	3.64	0.44	1.00	1.40	0.90	1.20	1.36	1.24	1.12	1.10
United States	6.15	2.52	2.94	2.80	2.10	2.30	2.20	2.10	1.88	1.75	1.76

Source: IMF- World Economic Outlook Database (April 2026, July 2026)

Note: E-Estimate, P- Projections E-Estimated; India's fiscal year (FY) aligns with the IMF's calendar year (CY). For instance, FY24 corresponds to CY23.

Advanced Economies Group

Advanced economies are projected to grow at around 1.70% in CY26 and 1.8% in CY27, with the overall effect of the Middle East conflict on growth in advanced economies being modest.

In the **United States,** growth is forecast at about 2.30% in CY26, supported by fiscal measures and lower interest rates, even as the increase in trade barriers since April 25 continues to weigh on trade relations.

The **Euro Area** growth is expected to decline in CY26 to 0.90% from 1.40% in CY25 and moderate to 1.20% in CY27, due to the negative impact of the war in the Middle East over time, even though there was substantial growth in CY25.

Emerging Markets and Developing Economies Group

Emerging and developing economies are expected to fall to 3.80% in CY26 and recover to 4.5% in CY27, due to the global conflicts having a greater net impact on emerging economies than advanced economies.

China's growth remains steady at around 4.60% in CY26 and is expected to fall to 4.10% in CY27 due to higher global oil prices as well as global uncertainty. **India's** growth has been among the fastest-growing major economies, with projections of 6.400% in CY26, driven by strong private consumption and services activity.

Indonesia is expected to maintain consistent growth of around 5.00% in CY26 and 5.10% in CY27. **Saudi Arabia's** growth in CY26 has a downward projection to have a growth rate of 1.70% on account of the damage due to the ongoing tensions. On the other hand, **Brazil's** growth is projected to be 2.40% in CY26 and 2.20% in CY27, as the war has a small net positive effect in 2026, as a result of the country being a net energy exporter.

Despite the turmoil in the last two to three years, India bears good tidings to become a USD 5 trillion economy by CY28. According to the IMF dataset on Gross Domestic Product (GDP) at current prices, the nominal GDP is projected to be at USD 4.2 trillion for CY26 and is projected to reach USD 4.5 trillion by CY27 and USD 6.8 trillion by CY30. India's expected GDP growth rate for the coming years is almost double compared to the world economy. The Indian economy shows resilience amid global inflation, supported by a stable financial sector, strong service exports, and robust investment driven by government spending and high-income consumer consumption, positioning it for better growth than other economies.

Besides, India stands out as the fastest-growing economy among the major economies. The country is expected to grow at 6.5% in the period of CY25-CY30, outshining China's growth rate. By CY30, the Indian economy is estimated to emerge as the third-largest economy globally, surpassing Japan and Germany. Currently, it is the third-largest economy globally in terms of Purchasing Power Parity (PPP), with an ~8.5% share in the global economy, with China at the top followed by the United States.

1.1.1. El Niño and Economic Growth

The rainfall during the June to September 2026 monsoon season is projected at approximately 90% of the Long Period Average (LPA), indicating a below-normal monsoon. The anticipated emergence of El Niño conditions is expected to contribute to uneven rainfall distribution and deficient precipitation across certain regions, with a high probability of a moderate-to-strong El Niño event during the season.

El Niño could exert upward pressure on food inflation through its impact on agricultural output and perishable commodities. Erratic weather patterns, elevated temperatures, and heatwaves may adversely affect the production of fruits and vegetables, particularly key inflation-sensitive crops such as tomatoes, onions, and potatoes. Pulse production also remains vulnerable to rainfall deficiencies, potentially leading to supply-side pressures and higher prices.

Historically, deficient monsoons have had a direct impact on agricultural output and economic growth. However, the sensitivity of overall economic activity to rainfall deviations has moderated significantly over time due to structural changes in the economy. Agriculture's contribution to India's Gross Value Added (GVA) has declined from approximately 53% in FY1951 to around 17% in FY2026, reducing the economy's overall dependence on the sector.

States with lower irrigation coverage, higher dependence on rain-fed agriculture, and limited crop diversification are highly vulnerable to rainfall shocks. While the macroeconomic impact of El Niño is expected to remain manageable, its potential implications for agricultural production and food inflation warrant close monitoring. The progress of the monsoon, inflationary trends, and region-specific agricultural stress indicators will remain key factors to watch during the year.

1.1.2. Iran Conflict Impacts Energy Intensive Sectors

The geopolitical tensions surrounding the Iran conflict in West Asia are having a direct, quantifiable impact on the Indian consumer industry due to its high dependence on energy imports routed through the Strait of Hormuz (presently the zone of conflict). India imports around 60% of its LPG demand, and nearly 90% of the imports transit through the Strait of Hormuz route. Since LPG is a primary cooking fuel for over 300 million Indian households, any disruption in supply chains, or increase in freight and insurance costs, has an immediate effect on household consumption expenditure and urban demand patterns in the country.

This impact is further amplified by India's crude oil dependence, with over 85% of total crude demand being imported, a large share of which travels from West Asia and eventually moves through the Strait of Hormuz route. A significant share of India's energy cargo, approximately 40–50% of crude oil imports and most LPG imports, is routed through the Strait of Hormuz too, making it a critical chokepoint for India's energy security.

This creates a structural vulnerability, where even moderate disruptions or price shocks translate into higher fuel costs. Since fuel constitutes a key component of logistics, particularly in a distribution-heavy economy like India, rising crude prices increase transportation and supply chain costs across sectors such as FMCG, retail, e-commerce, and consumer durables. This leads to cost transmission across the value chain, affecting both producers' margins and end-consumer prices.

Additionally, a significant share of India's natural gas imports is also linked to this route, impacting energy-intensive sectors such as fertilisers, packaging, and manufacturing inputs. These sectors are closely integrated with consumer industries, creating second-order effects through higher input costs and supply-side pressures. As a result, the consumer industry faces broad-based cost escalation, with companies either absorbing margin pressures or passing on selective price increases, potentially moderating demand in price-sensitive segments.

Recent signs of de-escalation in the region have contributed to greater stability in global financial markets and a moderation in crude oil prices. However, shipping activity and trade flows through key routes such as the Strait of Hormuz have not yet fully normalised, and risks related to energy prices, freight costs, and supply chain disruptions persist. Nevertheless, the Indian consumer sector is expected to remain resilient, supported by strong domestic consumption, healthy banking sector fundamentals, adequate foreign exchange reserves, and a stable regulatory environment. These factors are likely to mitigate the impact of external shocks and support sustained consumer demand.

1.2. Indian Economic Outlook

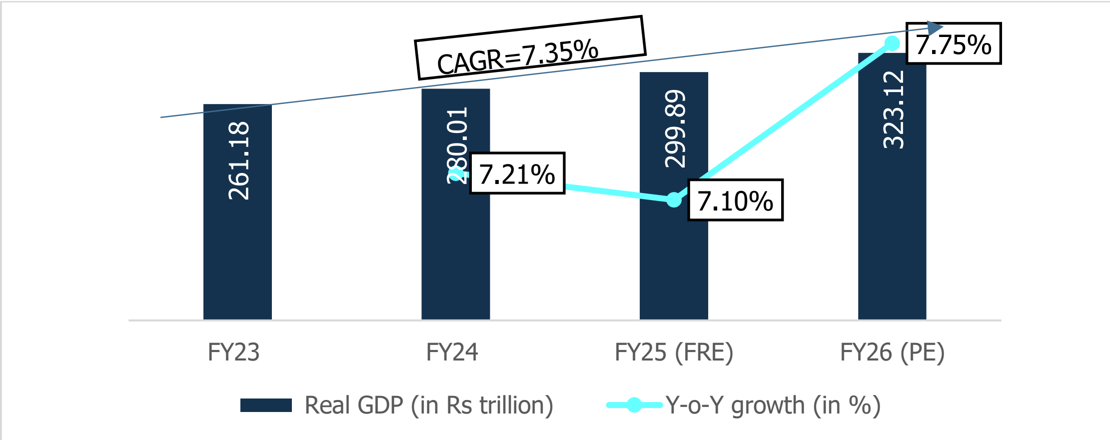
1.2.1. GDP Growth and Outlook

Resilience to External Shocks Remains Critical for Near Term Outlook

The Indian economy continues to show rapid growth. As per provisional estimates, GDP in FY26 is expected to have grown by 7.75%, supported by strong domestic consumption, investment, manufacturing and services activity. The economy showed resilience while the global economic environment remains challenging due to geopolitical tensions, trade-policy uncertainty and financial vulnerabilities.

For FY25, first revised estimates show a growth of 7.10% (Rs 299.89 trillion), led by robust performance in manufacturing, construction and financial services. Consumer spending rose by 7.70%, and government spending increased by 5.50%, both contributing to the overall growth. In FY23, the real GDP stood at Rs 261.18 trillion and registered Y-o-Y growth of 7.21% in FY24 (Rs 280.01 trillion).

Chart 2: Trend in Real Indian GDP Growth Rate



GDP Growth Outlook (August 2026)

FY27 GDP Outlook: The Reserve Bank of India (RBI) projects real GDP growth at 6.70% for 2026–27, supported by sustained momentum in the services sector, strong reservoir levels aiding the agricultural sector, and private consumption expected to remain uplifted by discretionary spending.

However, elevated energy and other commodity prices, cost pressures, as well as the travel disruptions in the Strait of Hormuz are likely to affect growth this year. However, the government is working towards minimising the impact of the supply chain disruptions towards critical sectors to ensure limited interruptions.

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

FY27P (Complete Year)	Q1FY27P	Q2FY27P	Q3FY27P	Q4FY27P	Q1FY28P
6.70%	7.00%	6.40%	6.50%	6.80%	7.30%

Source: RBI;
Note: P-Projected

1.2.2. Gross Value Added (GVA)

GVA is the measure of the value of goods and services produced in an economy. GVA gives a picture of the supply side, whereas GDP represents consumption. GVA in FY25 was powered by a broad-based rebound across sectors.

In FY26 (PE), real GVA growth of 7.9% is primarily led by manufacturing, Trade, Hotels, Transport, Communication & Services related to Broadcasting. Industry is estimated at 8.5%, supported by a pickup in manufacturing and construction (10.7% and 7.4%, respectively). The gap between GDP and GVA growth stood at 0.2 percentage points in FY26, with GDP growing at 7.7% and GVA at 7.9%.

Table 3: Sectoral Growth at Constant Prices (Y-o-Y % Growth)

At Constant Prices	FY24	FY25 (FRE)	FY26 (PE)
Agriculture, Forestry & Fishing	**2.60**	**4.20**	**3.00**
Industry	**10.90**	**8.30**	**8.50**
Mining & Quarrying	2.40	11.70	5.20
Manufacturing	12.70	9.30	10.70
Electricity, Gas, Water Supply & Other Utility Services	10.70	2.90	1.70
Construction	9.90	7.30	7.40
Services	**7.00**	**7.90**	**9.30**
Trade, Hotels, Transport, Communication & Broadcasting	10.10	6.60	11.00
Financial, Real Estate & Professional Services	5.50	10.00	10.40
Public Administration, Defence and Other Services	6.80	5.00	5.00
GVA at Constant Price	**7.20**	**7.30**	**7.90**

Source: MOSPI; Note: FRE- First Revised Estimates, PE – Provisional Estimates;
The trend for FY24-FY26 is based on new series base year 2022-23.

1.2.3. Trends in Per Capita State Domestic Product (SDP)

SDP is the total value of goods and services produced during any financial year, within the geographical boundaries of a state. The top-performing states on per capita SDP include Gujarat, Karnataka and Tamil Nadu, due to their strong industrial and services base, higher urbanisation, better infrastructure and greater investment inflows leading to higher income generation.

As of FY26, major states having a per capita SDP below the national average include Rajasthan and Madhya Pradesh, growing Y-o-Y by 7.76% and 6.99% respectively. Bihar is the poorest-performing state with a per capita SDP of Rs 38,878 in FY26. It has consistently been performing the poorest since FY18, growing merely at a CAGR of 4.8% from FY18 to FY26. Bihar's poor performance is due to factors such as a high population base, lower levels of industrialisation, infrastructure gaps, lower human capital development and higher dependence on agriculture, together limiting productivity and income growth.

Table 4: Per Capita SDP for Key States at Constant Prices (in Rs)

State\UT	FY18	FY19	FY20	FY21	FY22	FY23	FY24	FY25	FY26
Andhra Pradesh	103,177	108,853	110,587	110,971	118,349	123,707	131,449	141,847	155,412

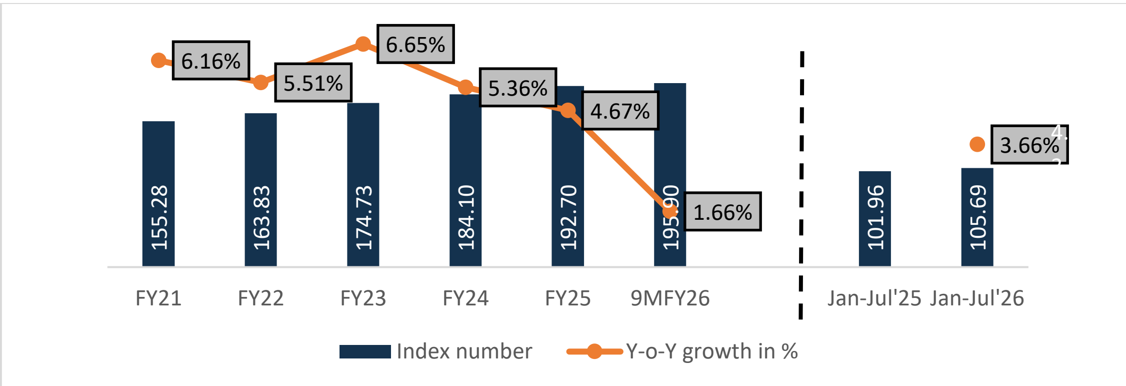
State\UT	FY18	FY19	FY20	FY21	FY22	FY23	FY24	FY25	FY26
Bihar	26,719	29,092	29,798	26,839	27,674	30,678	33,968	36,264	38,878
Gujarat	143,604	154,887	164,060	156,285	170,519	182,527	196,541	208,895	224,654
Karnataka	140,747	149,024	156,478	149,578	163,999	181,487	195,448	208,397	223,866
Madhya Pradesh	54,824	59,005	60,452	56,037	61,011	63,852	68,014	71,945	76,971
Maharashtra	137,808	140,782	145,626	127,550	141,651	157,504	170,468	181,580	194,403
Rajasthan	73,529	73,975	76,840	73,447	79,490	83,561	88,868	95,762	103,189
Tamil Nadu	133,029	141,844	144,845	143,482	154,269	163,205	178,496	197,747	218,481
Uttar Pradesh	42,876	43,454	44,265	40,959	45,303	48,014	52,651	57,685	NA
Delhi	252,960	257,597	260,559	228,162	239,821	252,930	272,950	285,207	NA

Source: MOSPI;
Note: NA- Not Available (The numbers are not yet published by MOSPI)

1.2.4. Consumer Price Index

Between January and July 2026, inflation averaged around 3.66% across the Consumer Price Index. By July 2026, inflation increased to 4.45% on a Year-on-Year basis, compared with 4.38% in June 2026 over June 2025. Within this, the rural inflation rate stood at 4.84%, while the urban inflation rate was comparatively lower at 3.96%. This indicates an overall modest inflationary trend, with rural areas experiencing relatively higher price pressures than urban regions.

Chart 3: Retail Price Inflation in Terms of Index and Y-o-Y Growth in % (Base: 2011-12=100, 2023-24=100)



Source: MOSPI

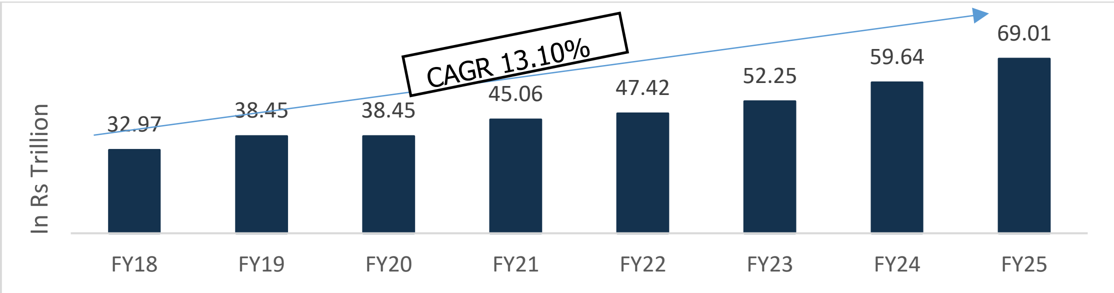
The CPI is primarily factored in by the RBI while preparing its bi-monthly monetary policy. At the bi-monthly meeting held in August 2026, the RBI projected inflation at 5.00% for FY27, with inflation during Q2FY27 at 4.70%, Q3FY27 at 5.90%, Q4FY27 at 5.50%, and Q1FY28 at 5.30%. Considering the current inflation situation, RBI has maintained the repo rate at 5.25% in the August 2026 meeting of the Monetary Policy Committee (MPC).

1.2.5. Trends in Household and Gross Savings

Household savings are of the household sector, measured as the excess of income over consumption and invested in financial assets and physical assets. Household savings in India have grown at a 13.10% CAGR since FY18, reaching Rs 59.64 trillion in FY25, a 15.71% Y-o-Y increase. A shift toward physical assets, particularly housing and gold/silver ornaments, reflects a preference for tangible investments amid high inflation and slow growth in monetary assets. Savings in the form of gold and silver ornaments (% of Household sector savings) were reported at 3.16% in FY25.

This increasing trend towards physical assets is occurring alongside a rise in household leverage, with borrowing, especially for housing, automobiles, and personal consumption, pushing household financial liabilities to a six-year high. Mutual funds and life insurance also grew, with a 23.11% and 7.23% Y-o-Y increase, respectively, while investment in equities and capital market instruments rose as they offer higher returns than bank deposits.

Chart 4: Household Savings (at Current Prices)

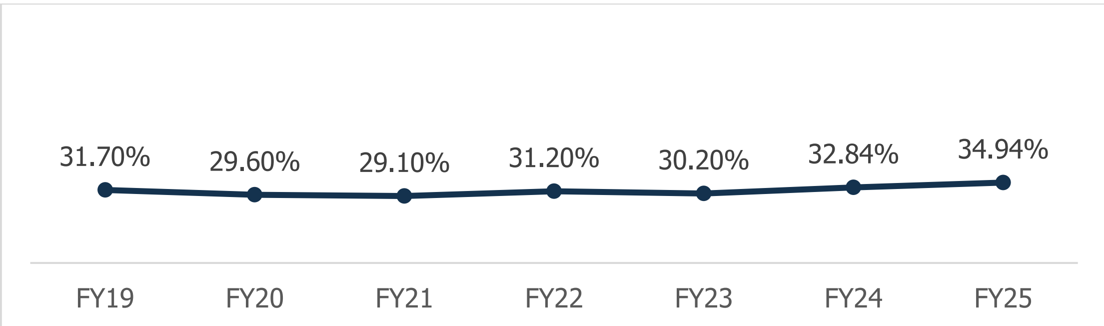


Source: MOSPI

Gross Domestic Savings (GDS) are the total savings within the economy, comprising the savings of the household, private corporate and public sectors. GDS as percentage of GDP has seen a flat growth moving within a narrow range. Within the last five years, it was highest in FY25 at 34.94%. It declined to less than 30% during FY20 and FY21 on account of COVID-19 pandemic, increasing again to 31.2% in FY22 before declining to 30.2% in FY23. The trend picked up again in FY24 to 32.84% and further to 34.94% in FY25.

As of FY25, Savings were Rs 111.13 trillion indicating a Y-o-Y growth of 16.77% while GDP was at Rs 318.07 trillion showing a growth of 9.74%.

Chart 5: Gross Savings (as % of GDP) (at current prices)



Source: MOSPI

1.2.6. Growth of the middle class in India and the rural economy in India

The Indian rural economy is becoming a significant driver of the Fast-Moving Consumer Goods (FMCG) sector's resurgence, signalling a promising turnaround in aggregate demand after a slow start to FY24-25. RBI highlights that rising incomes and improved infrastructure are fuelling increased rural consumption of FMCG products. This boost is supported by a rise in rural savings, marked by growing numbers of savings bank accounts and balances, and a reduction in inflationary pressures, which has allowed rural consumption to catch up with urban areas. Additionally, favourable monsoon conditions and improved sowing data are expected to sustain this growth, complemented by increased government spending on rural development and infrastructure.

The expansion of middle-income households in rural India is transforming the country's economic landscape. This growth is driven by rising incomes, increased discretionary spending, a shift towards online and omnichannel shopping, and advancements in payment and logistics infrastructure. There is also a notable dietary shift in rural areas from carb-based foods to more protein-rich diets. India’s middle class, characterised by significant income variability, exhibits diverse spending patterns. Lower-middle-class households allocate much of their income to private healthcare, education and essential consumer goods such as motorbikes and basic appliances. In contrast, the upper-middle-class invests in luxury items, entertainment, property, and personal services, with a higher propensity to own assets like cars, computers, and air conditioners. Both segments of the middle class are substantial and emerging as key drivers of consumption and economic growth in India. Recent policies, including the Mahatma Gandhi National Rural Employment Guarantee Act, have increased rural incomes, enabling more rural households to enter the middle class. The growing, more inclusive, and politically engaged middle class reflects broader economic growth, although there is a risk of social strain if growth falters and quality job creation does not keep pace.

The government's budget measures, which focus on agriculture, infrastructure and rural development, aim to increase incomes and revitalise the rural sector. These measures include transforming agricultural research, introducing new crop varieties, promoting natural farming and enhancing digital infrastructure for agriculture. Successful implementation of these programs, coupled with proper fund allocation, is crucial for improving farm incomes and strengthening supply chains. A shift towards diversified, high-value agricultural production, along with marketing and trade reforms, is needed to foster more inclusive, environmentally friendly and climate-resilient agriculture

Despite higher absolute incomes among the wealthy class, the sheer size of India's middle class indicates it will become a major force in the economy, creating one of the world's largest markets. This burgeoning middle class, with its growing discretionary spending power, is poised to drive investment, generate employment and spur further economic growth. Assuming effective reforms are implemented, and the middle class expands to over one billion people, its role will be pivotal in India's economic and social fabric, influencing a wide range of activities from consumption to employment and political change.

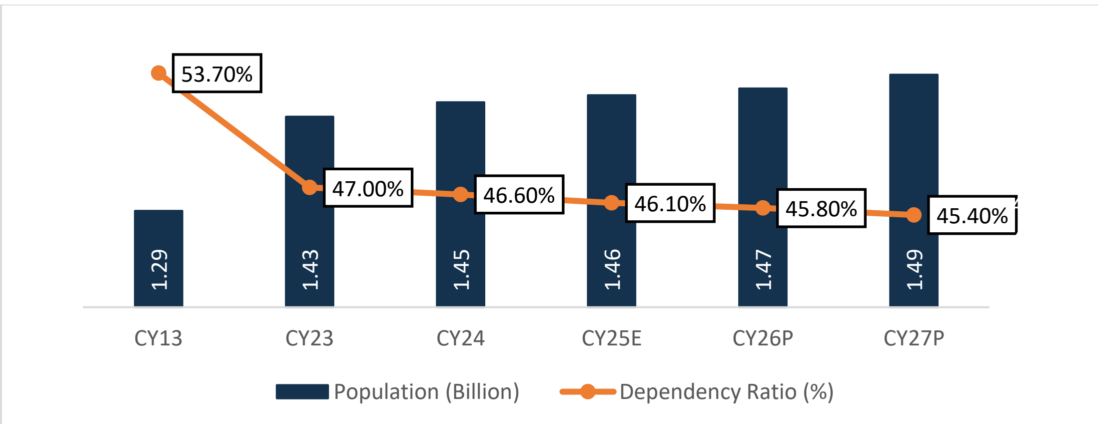
1.2.7. Overview on key Demographic Parameters

- **Population growth and Urbanization**

The trajectory of economic growth and private consumption in India is driven by socio-economic factors such as demographics and urbanisation. According to the World Bank, India's population in CY22 surpassed 1.42 billion, slightly higher than China's population (1.41 billion) and became the most populous country in the world.

The Age Dependency Ratio, which is the ratio of dependents to the working age population has been on a declining trend. The ratio covers age 15 to 64 years, wherein dependents are population younger than 15 and older than 64. Declining dependency ratio indicates that the country has an improving share of working-age population generating income, which is a good sign for the economy. It was as high as 76% in 1983, which has reduced to 47% in CY23. However, this ratio is expected to rise again to 54% by CY36, driven by an increase in the elderly population as life expectancy improves.

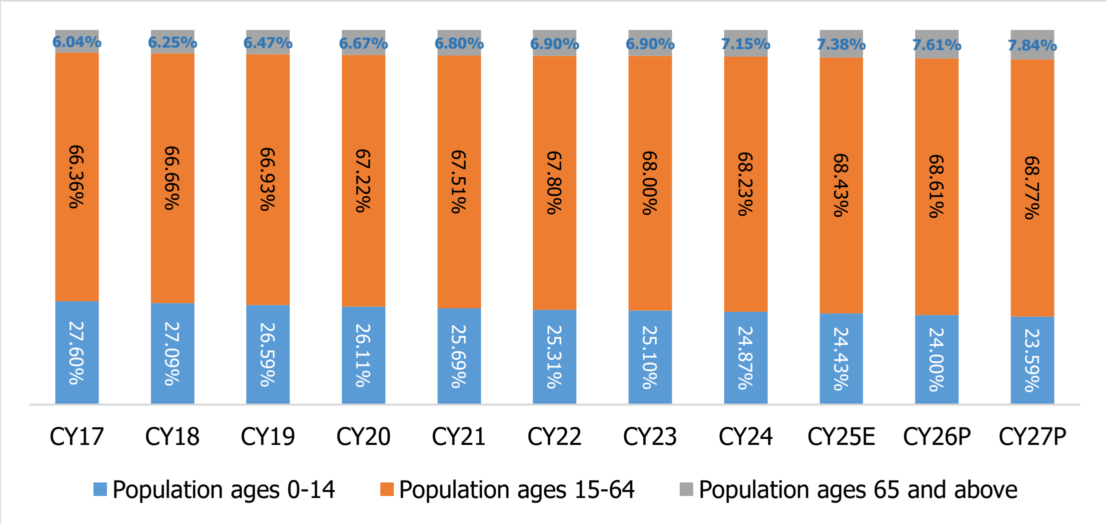
Chart 6:Trend in Population Growth vis-à-vis Dependency Ratio in India (in Billion)



Source: World Bank Database, MOSPI; Note; E- Estimated, P- Projected

Despite a projected rise in the dependency ratio to 54% by CY36, India's young and growing workforce, especially in newly urbanised towns, will continue to drive income growth and consumer demand. This presents strong opportunities for sectors like consumer electronics, transportation and railways. Rising employment, urbanisation, and government investment in rural development and digital infrastructure will further boost demand, while increased tech adoption supports long-term consumption growth across both urban and rural markets.

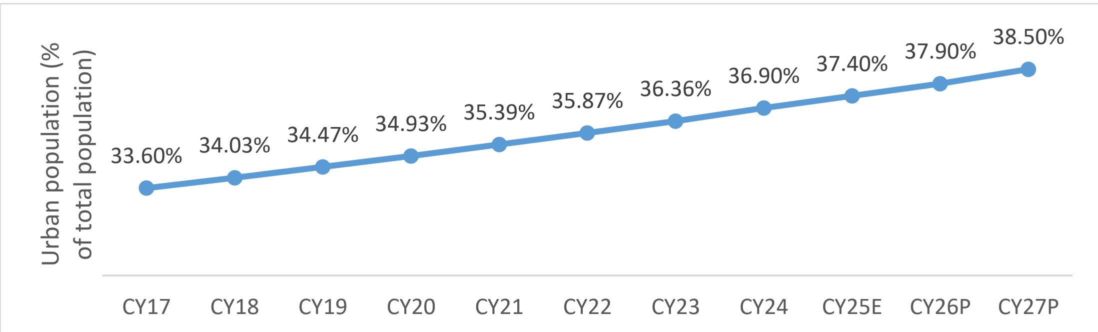
Chart 7: Age-wise Break-up of Indian Population (% of Working-age Population)



Source: World Bank Database; Note; E- Estimated, P- Projected

The urban population is significantly growing in India. The urban population in India is estimated to have increased from 413 million (32% of total population) in CY13 to 519.5 million (36.4% of total population) in the year CY23. India is undergoing a significant urban transformation, with the urban population projected to rise to 40% by CY36. This shift is driven by factors such as improved living standards, increased employment opportunities in urban areas and government initiatives aimed at urban development. This rapid urbanisation might necessitate substantial investments in infrastructure, housing and transportation.

Chart 8: Urbanisation Trend in India



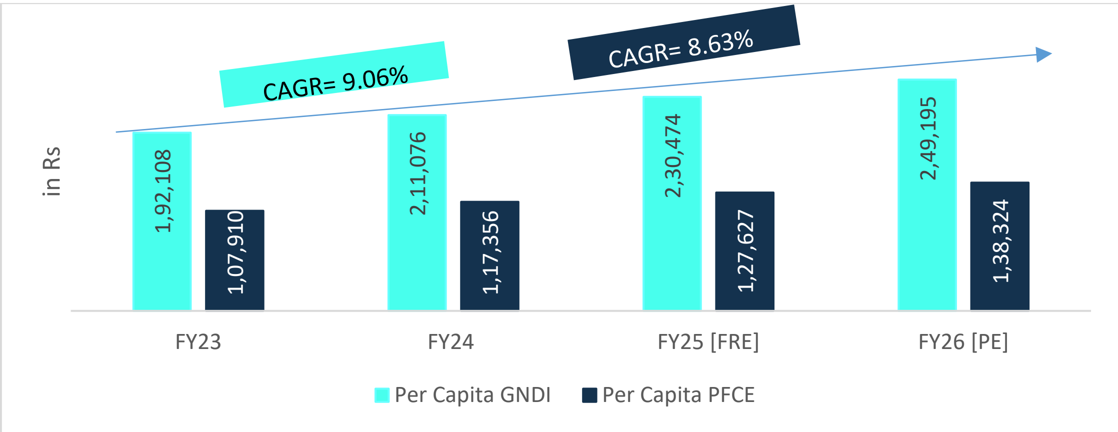
Source: World Bank Database; Note; E- Estimated, P- Projected

- **Increasing Disposable Income and Consumer Spending**

Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period FY23 and FY26, per capita GNDI at current prices registered a CAGR of 9.1%. More disposable income drives more consumption, thereby driving economic growth.

With an increase in disposable income, there has been a gradual change in the country's consumer spending behaviour. Per capita Private Final Consumption Expenditure (PFCE), which is a measure of consumer spending, has also shown significant growth from FY23 to FY26 at a CAGR of 8.6%.

Chart 9: Trend of Per Capita GNDI and Per Capita PFCE (at Current Prices)



Source: MOSPI; Note: FRE – First Revised Estimates, PE- Provisional Estimates;
The trend for FY23-FY26 is based on new series base year 2022-23

1.2.8. Impact of Tariffs

The latest phase of India-U.S. trade relations has been shaped by significant changes in U.S. tariff policy. In February 2026, the U.S. and India announced an interim trade framework under which the U.S. agreed to reduce its reciprocal tariff on Indian goods to 18% from 25% and remove the additional 25% tariff linked to India's Russian oil purchases. The framework also provided India with a preferential tariff-rate quota for automotive parts subject to U.S. Section 232 tariffs, potentially improving the competitiveness of Indian auto-component exports to the U.S. market.

However, the tariff framework has subsequently evolved. On February 20, 2026, the U.S. Supreme Court ruled against the use of the International Emergency Economic Powers Act (IEEPA) for imposing broad reciprocal tariffs. This resulted in a temporary shift in the U.S. tariff regime, with the U.S. subsequently introducing alternative tariff measures. In July 2026, the U.S. imposed an additional 10% tariff on imports from India under Section 301, lower than the initially proposed 12.5%. However, auto parts, steel, aluminium and certain other products already covered by Section 232 measures were excluded from this additional 10% duty. According to the Government of India, approximately 45% of India's exports to the U.S. remain outside the scope of the additional Section 301 tariff.

For the Indian automotive and auto-component industry, the exclusion of auto parts from the latest additional 10% tariff provides some tariff protection relative to several other export categories. However, the sector remains exposed to U.S. Section 232 tariffs and changes in product-specific tariff treatment, making the overall tariff environment uncertain. The preferential treatment for automotive parts announced under the February framework therefore remains an important consideration for Indian auto-component exporters, but its long-term benefits will depend on the final bilateral trade agreement and the specific tariff treatment applicable to individual products. For the Indian aftermarket auto-parts industry, changes in U.S. tariff policies and product-specific tariff treatment may affect the landed cost and price competitiveness of aftermarket replacement parts exported to the U.S. market. Any increase in applicable tariffs could result in pricing pressure, margin compression, inventory rationalisation and changes in sourcing strategies among U.S. distributors and channel partners, potentially affecting export demand and order volumes for Indian aftermarket auto-parts manufacturers.

India and the U.S. continue to negotiate a broader bilateral trade agreement. High-level discussions resumed in June 2026 following changes in U.S. tariff policy, while India has continued to seek greater tariff certainty and improved market access for key export sectors. In August 2026, an Indian

Parliamentary Committee recommended expediting the bilateral agreement and securing stable market access for sectors including auto components, engineering goods, chemicals, textiles and pharmaceuticals.

Beyond the U.S., India continues to pursue export diversification through stronger trade relationships with the European Union, ASEAN, Africa and other markets. While evolving U.S. tariff measures present near-term uncertainty for export-oriented industries, the exclusion of auto parts from the latest additional Section 301 tariff, ongoing bilateral negotiations and India's expanding manufacturing capabilities provide potential support to the competitiveness of Indian automotive component manufacturers.

1.3. Concluding Remarks

From a macroeconomic standpoint, India remains one of the most resilient large economies in a challenging global environment. The IMF forecasts GDP growth for India at 6.40% in CY26, far outpacing the estimated CY26 global average of 3.00%. This performance reflects a combination of strong domestic fundamentals, policy stability and a sustained focus on capital formation. While the global economy continues to face uncertainty from geopolitical conflicts, commodity price volatility and rising public debt, India's diversified growth drivers, stable policy framework and expanding export ecosystem position it well to navigate these headwinds.

The key sectors with potential exposure to changes in US tariff policy include engineering goods, electronics, gems and jewellery, pharmaceuticals, textiles and automobiles/auto components, given their material export linkages to the US market.

As of August 2026, the US-India trade relationship faces renewed uncertainty. The US Senate has passed the Graham Sanctioning Russia and Iran Act of 2026, which could allow the US President to impose tariffs of up to 100% on goods from major buyers of Russian energy, including India. The bill is not itself a 100% tariff currently in force, but it creates a significant additional risk for Indian exporters if enacted and applied. In July 2026, the US had imposed a baseline tariff of 10% on roughly 70% of Indian manufactured exported goods (covering textiles, engineering items, gems, and machinery.

India continues to strengthen its position through diversification of trade partnerships and expansion of FTAs with the European Union, the United Kingdom, EFTA and other key economies. India continues to strengthen its position through diversification of trade partnerships and expansion of FTAs. The India-UK Free Trade Agreement officially came into effect on 15th July 2026, providing improved market access and lower trade barriers between the two countries. The agreement is expected to support greater trade in goods and services and create new opportunities for Indian exporters. India is also continuing engagement with the EU, EFTA, GCC and other key markets to reduce dependence on any single trading partner.

The US-Iran conflict remains ongoing and uncertainties around the same remain. As of August 2026, negotiations have stalled, with the US stating that no formal talks are currently planned with Iran. The Iran conflict has led to an increase in prices of consumer products in India due to potentially higher fuel, freight and input costs, which can make everyday goods like FMCG items, plastics and packaged foods more expensive. Disruptions in shipping and fertiliser supplies are also pushing up food prices, affecting imports of agricultural inputs and leading to costlier food products for consumers. Overall, delays in trade routes and rising logistics costs are reducing availability and increasing prices of imported consumer goods, especially from Gulf-linked supply chains. Overall, this is leading to supply shortages, rising costs, and production slowdowns in India's chemical and pharma sectors, with the impact likely to worsen if the conflict continues. Prolonged geopolitical tensions or conflict in the region could lead to sustained increases in crude oil and LPG prices, which may translate into higher input costs across industries and contribute to inflationary pressures in the Indian economy.

Domestically, a below-normal monsoon and potential El Niño conditions may contribute to higher food inflation, which could affect household spending and consumer sentiment, particularly in rural markets. Elevated prices of essential commodities may reduce discretionary spending; however, strong domestic demand, urban consumption, and rising income levels are expected to support overall growth in the consumer sector.

Policy momentum remains strong. The 56th meeting of the GST Council marked a major structural reform by proposing a simplified two-rate system of 5% and 18%, replacing the earlier four-slab framework, along with a 40% demerit rate for luxury and sin goods. This rationalisation aims to reduce compliance burdens, enhance efficiency, and stimulate private consumption. Together with recent revisions in personal income tax rates, these measures are projected to release savings exceeding Rs 2.5 lakh crore into the economy, supporting demand and easing inflationary pressures.

The Union Budget's allocation of Rs 12.20 lakh crore for capital expenditure in FY27 further reinforces the government's commitment to infrastructure-led growth. Public investment is expected to catalyse private sector activity, evidenced by rising project announcements and growing imports of capital goods. Improving rural demand, supported by healthy monsoon progress, favourable sowing conditions, and adequate reservoir levels, provides additional tailwinds for consumption and investment.

2. Global Propeller Shaft Industry

2.1. Overview of the Propeller Shaft

A propeller shaft (also known as a drive shaft or cardan shaft) is a mechanical component that transmits rotational power (torque) from the engine or motor to the point where it is used typically the wheels, propeller, or other driven components. It is a long, cylindrical metal rod (usually made of steel, aluminium, or composite materials) that connects the engine/transmission to the differential or final drive. It rotates at high speed, delivering mechanical power efficiently across varying angles and distances. It plays a critical role in vehicles, ships, and industrial machinery where power must be transferred between components that are not directly connected.

Propeller Shafts are mechanical power-transmission components used to transfer rotational torque from the engine or transmission system to the differential, axle, or other driven assemblies in vehicles and industrial applications. They play a critical role in transmitting power efficiently while accommodating angular misalignment, axial displacement, and variations in operating conditions arising from vehicle movement, suspension travel, or structural deflections. A typical propeller shaft assembly comprises a tubular shaft, universal joints or constant-velocity joints, slip or splined assemblies, and end fittings such as yokes or flanges. These components are designed to operate under high torque, rotational speeds, and cyclic loading conditions, while maintaining balance, durability, and reliability.

In line with the critical role played by propeller shafts across automotive and industrial applications, the industry operates within a well-established and structured supply chain framework. The propeller shaft and driveline component industry is typically characterised by a multi-tiered supply chain involving distributors and Tier-1 suppliers, which facilitates broader market access, inventory management and customer servicing across geographies. Tier-1 driveline component suppliers procure components, assemblies, and sub-assemblies from specialized manufacturers and integrate shafts and related torque-transmission components into complete driveline systems. These integrated systems are then supplied to OEMs or used in customer-specific drivetrain assemblies. Given the critical and safety-sensitive nature of propeller shafts, Tier-1 suppliers and OEMs follow highly selective vendor qualification processes. Supplier approval involves extensive validation cycles, product and process audits, tooling investments, rigorous testing protocols, and compliance with OEM-specific technical and quality standards. These qualification processes can extend over 12 to 18 months or longer, requiring manufacturers to demonstrate consistent product quality, process stability, material traceability, and long-term reliability.

In addition to stringent supplier qualification requirements, propeller shaft manufacturing is inherently capital-intensive and technologically demanding. The production process involves precision forging, machining, dynamic balancing, heat treatment, and assembly operations, all of which require specialized machinery, technical expertise, and stringent quality control systems. The procurement, installation, and commissioning of such equipment involve significant capital investment and long lead times, thereby creating meaningful entry barriers for new participants. Further, the forging and driveline machining industry faces several structural challenges that reinforce these entry barriers, including lengthy customer and product approval processes, difficulty in acquiring new customers without established relationships, the need to implement and sustain robust quality systems to meet stringent customer requirements, and the complexity of managing customer relationships and logistics across supply chains. In parallel, the industry is undergoing technological evolution with a growing shift toward lightweight materials, driven by increasing emphasis on fuel efficiency, emission reduction, and sustainability. Aluminium and advanced alloy components are gaining wider adoption due to their high strength-to-weight ratio, corrosion resistance, and superior performance characteristics. This transition toward lightweight and high-performance materials is expected to further enhance drivetrain efficiency and support long-term growth of the propeller shaft industry.

2.1.1. Purpose of Propeller Shafts

- **Efficient Power Transmission:** Ensures smooth delivery of torque with minimal power loss.
- **Durability:** Can withstand high torque, load variations, and harsh operating conditions.
- **Flexibility:** Universal and slip joints allow motion even under angular or axial misalignment.
- **Reduced Vibration and Noise:** Balanced design ensures smoother performance and longevity.
- **Wide Material Options:** Advanced composites and alloys offer lightweight yet strong designs for automotive and aerospace uses.

2.1.2. Components of Propeller Shafts

Products	Description
Propeller Shaft/ Cardan shafts/ Driveshaft assemblies/ Short coupled	The shafts are used to transfer power from the engine or gearbox to components such as the axle or differential, enabling transmission between misaligned parts. It is used in light, medium and heavy duty application in automotive, construction equipment, agricultural, and other industrial sectors.
End yokes	End connection components attach the driveshaft or joint assembly to other components through mounting methods such as splines, keyways, or clamps. It is used in automotive and other industries.
Mechanics style cardan parts	The components include parts used in the assembly and maintenance of driveshaft systems, such as U-bolts, strap kits, seals, grease nipples, and dust caps. It is used in automotive and industrial applications.
Slip yokes/ Sleeve yokes	The components enable axial movement of the driveshaft to accommodate drivetrain motion, such as suspension travel or equipment operation, while maintaining power transmission. It is used in light, medium and heavy duty automotive and industrial applications.
Propeller accessory	It includes supporting components such as fasteners and balancing weights that enhance the performance and durability of the driveshaft system.
Flange yokes	Flat connecting components with bolt holes enable secure fastening of the driveshaft to rotating components such as gearboxes or differentials and are used in automotive and industrial applications.
Splined stub shafts/ Stub shafts	The short shafts with splines connect drivetrain components to enable power transmission between parts. It is used in automotive and industrial sectors.

Products	Description
Tube yokes/ Weld yokes	The connectors welded to the end of a driveshaft tube facilitate linkage with other drivetrain components and enable power transmission. It is used in light, medium and heavy-duty applications in automotive and other sectors.
Yoke shaft	The shafts with external grooves (splines) engage with corresponding components to transmit power and facilitate assembly. It is used in automotive and industrial applications.
Companion flanges	The Flanged components connect the driveshaft assembly to equipment such as gearboxes, transmissions, or differentials using bolts, enabling connection. It is used in automotive and industrial sectors.
Universal joint (U-joints)	The joint components connect two rotating shafts and enable power transmission at an angle, facilitating continuous operation under varying conditions. It used in light, medium and heavy-duty applications across automotive and industrial sectors.
Mid ship shaft	An intermediate shaft used in longer wheelbase vehicles to divide the driveline into sections for improved balance and reduced vibration.
Muff sleeve	A coupling sleeve used to join or reinforce shaft sections, providing structural integrity and alignment.
CV double cardan	The driveshaft assemblies are designed to operate at higher angles and reduce vibration, supporting power transmission in applications such as 4x4 and off-road vehicles. It is used in automotive and industrial applications.
Aluminium driveshaft part	Lightweight driveline components made from aluminium to improve fuel efficiency and reduce overall vehicle weight while maintaining strength.

2.1.3. Uses and Applications




1. **Automotive Industry & Transportation:**
   - Transfers torque from the gearbox to the rear axle in rear-wheel-drive (RWD) and four-wheel-drive (4WD) vehicles.
   - Used in trucks, SUVs, buses, and commercial vehicles to handle heavy torque loads.
   - Enables flexible power transmission even when the suspension moves or the engine and axle are misaligned.

- Used in locomotives and rail equipment to transmit torque between traction motors, gearboxes, and axle systems.
- Supports efficient power transfer in locomotive driveline assemblies and auxiliary systems such as compressors and cooling equipment.
- Designed for high durability and precision to withstand continuous operation, vibration, and heavy loads in railway applications.

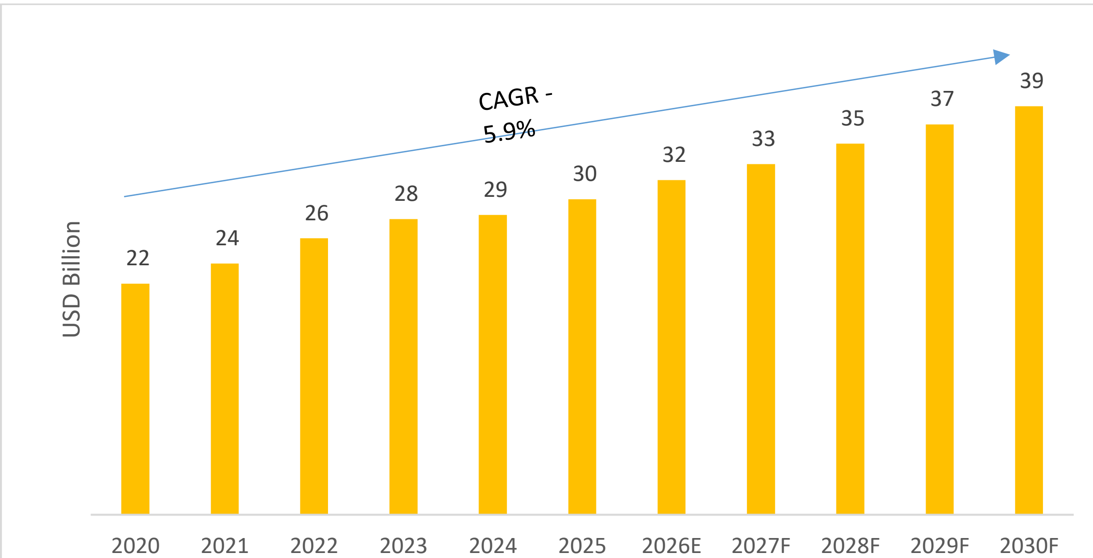
2. **Defence and Emergency Services Industry:**
   - Used in military transport vehicles, armoured carriers, tactical trucks, and emergency response vehicles such as fire tenders and rescue trucks to transmit power from the engine to multiple axles.
   - Designed to operate under extreme operating conditions, including rough terrain, high shock loads, and continuous-duty operations.
   - Supports reliable torque transmission in critical applications where mobility, durability, and operational readiness are essential.

3. **Off-Highway & Heavy Equipment Industry:**
   - Used in construction equipment, mining vehicles, agricultural machinery, and earthmoving equipment such as loaders, dump trucks, and excavators.
   - Transfers high torque between engine, gearbox, and axle assemblies in machines operating under heavy loads and harsh environments.
   - Allows flexible drivetrain movement in articulated machinery where components operate at varying angles and distances.

4. **Industrial Machinery:**
   - Used in rolling mills, conveyors, pumps, compressors, and other heavy-duty equipment to transmit power between distant rotating components.
   - Often coupled with universal joints for flexibility and vibration control.

2.2. Global Market Size Trend

Chart 10: Global Propeller Shaft Industry Market Size- Historic Trend and Forecast



Source: Maia Research, CareEdge Research
Note: E- Estimate, F- Forecast

From Road to Sky to Sea: Multi-Sector Momentum Powers Global Propeller Shaft Growth

The global propeller shaft industry’s growth, estimated at a 6% CAGR during 2020-30, is supported by the automotive sector, industrial, emergency services, Off-Highway & Heavy equipment’s industries.

- Automotive sector, particularly in emerging economies, and the rising production of commercial and passenger vehicles. Growing demand for electric and hybrid vehicles, coupled with ongoing technological advancements in lightweight and high-performance shaft materials, is further supporting this growth. Additionally, increasing adoption of all-wheel drive (AWD) and four-wheel drive (4WD) systems in vehicles for better stability and performance continues to boost market demand. In the Railway sector, increasing freight transportation, and procurement of new locomotives and rolling stock across several countries are contributing to the demand for drivetrain components.

- In the Defence & Emergency services sector, vehicle demand is supported by procurement of military logistics vehicles, armoured carriers, fire and rescue vehicles and specialised mobility platforms. These vehicles operate in varied terrain conditions and require drivetrain components capable of transmitting torque across multiple axles and drive configurations.

- In the Heavy Equipment and Off-Highway sector, construction, mining, agriculture and infrastructure development activities support demand for equipment such as excavators, loaders, tractors and articulated dump trucks. These machines operate under high load conditions and require drivetrain systems for power transmission across multiple components. Propeller shafts are used in such equipment to transfer torque between engines, transmissions and axle assemblies in off-highway applications.

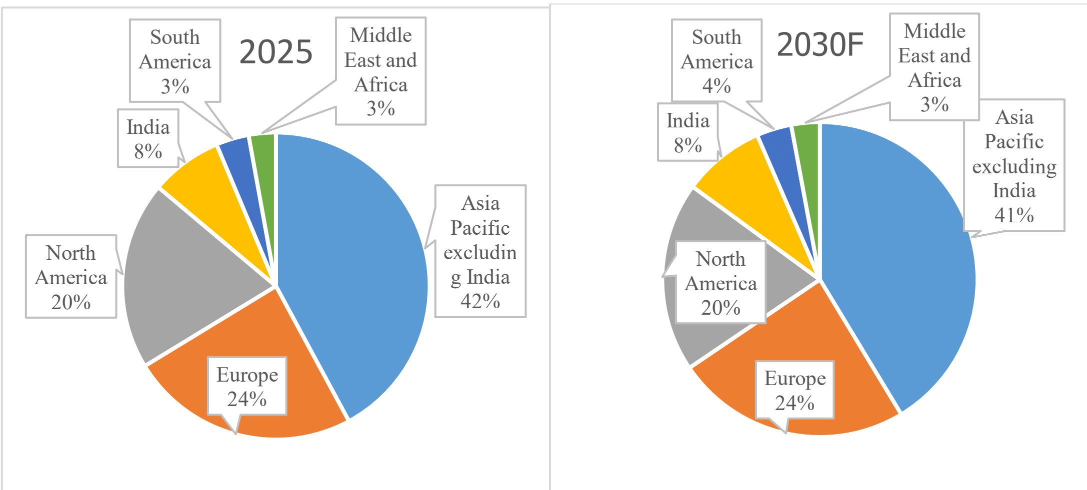
- In the industrial sector, increased use in heavy machinery, power generation equipment, and material handling systems adds further momentum.

Together, these sectors are broadening the application base and sustaining long-term market growth.

2.3. Global Market Size Segmentation

2.3.1. Segmentation – By Geography

Chart 11: Market Segmentation by Geography (2025 vs 2030F)



Source: Maia Research, CareEdge Research
Note: E- Estimate, F- Forecast

Nearly half of the global demand originates from the Asia-Pacific region, including India, primarily because China, India, and several other South Asian countries have emerged as major automotive manufacturing hubs. These nations offer cost-effective production capabilities, a strong supplier base, and growing domestic markets, making the region a key driver of global demand for propeller shafts. This trend is expected to persist through the end of the decade owing to continued vehicle production growth, rising adoption of electric and hybrid vehicles, increasing export competitiveness, and sustained investments by global OEMs and Tier-1 suppliers in the region.

The United States entered into an agreement with India on February 7, 2026 under which it granted a preferential tariff-rate quota for automotive parts imported from India and reduced tariffs on a range of Indian imports to 18% from earlier levels of up to 50%. The changes in tariff policies implemented by the United States may affect exports positively to the automotive components industry in India, including propeller driveshafts vehicles. Subsequently, on February 20, 2026 the US Supreme Court struck down global tariffs imposed under the International Emergency Economic Powers Act (IEEPA), resulting in uncertainty regarding the effective long-term tariff rate. The scope of affected components and ongoing trade discussions between India and the United States continue to evolve and may affect exports of drivetrain components from India to the U.S. market.

2.3.2. Segmentation – By Type of Shaft

1. Single Piece Propeller Shaft

A single piece propeller shaft consists of a single continuous tubular shaft that directly connects the transmission (gearbox) to the differential or final drive without any intermediate joints or supports.

Structure & Features:

- Made of high-strength steel or aluminium.
- Includes universal joints (U-joints) at both ends to accommodate angular movement.
- Lightweight, simple, and efficient in power transmission.

Advantages:

- Lower weight and manufacturing cost.
- Fewer components - reduced vibration and maintenance.
- Higher efficiency due to fewer mechanical losses.

Limitations:

- Suitable only for short wheelbase vehicles, as longer shafts are prone to bending and vibration at high speeds.

Applications:

- Passenger cars, small commercial vehicles, and short-wheelbase SUVs.

2. Multi Piece Propeller Shaft

A multi-piece propeller shaft comprises two or more shaft sections connected through centre bearings and universal joints. It is used when the distance between the transmission and the differential is too long for a single shaft to handle efficiently.

Structure & Features:

- Typically includes two or three connected shafts.
- Supported by centre support bearings to reduce deflection and vibration.
- Designed for longer driveline layouts.

Advantages:

- Suitable for long wheelbase vehicles (e.g., trucks, buses, heavy commercial vehicles).
- Improved strength and stability over long distances.
- Better handling of angular and torsional loads.

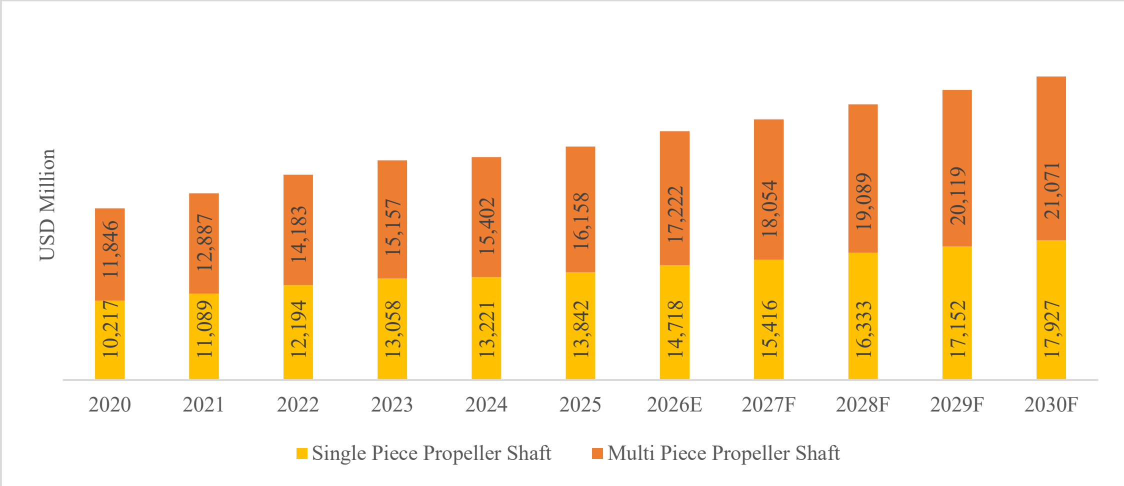
Limitations:

- More complex design with additional joints and bearings.
- Slightly higher cost and maintenance due to more components.

Applications:

- Heavy-duty trucks, buses, military vehicles, and construction equipment.

Chart 12: Market Size Trend by Type of Shaft

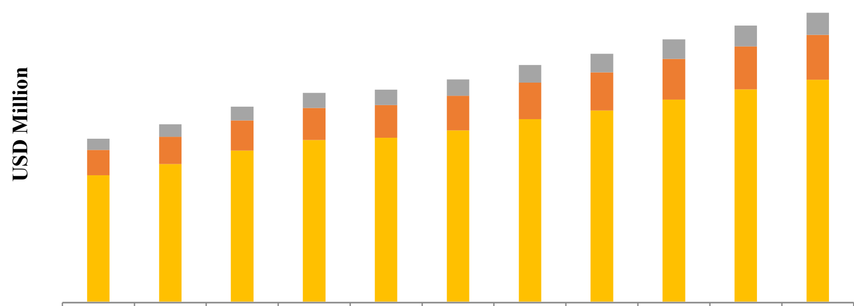


Source: Maia Research, CareEdge Research
Note: E- Estimate, F- Forecast

The overall market is projected to grow at a comparatively lower CAGR during 2025-30 than in the 2020-25 period. This deceleration is largely driven by the rapid transition toward vehicle electrification, which is reshaping drivetrain architecture and reducing the dependence on traditional propeller shafts. However, EV adoption is increasing in the passenger vehicle segment, while adoption in the commercial vehicle and off-highway segments remains limited.

2.3.3. Segmentation – By Shaft Position

Chart 13: Market Size Trend by Shaft Position



	2020	2021	2022	2023	2024	2025	2026E	2027F	2028F	2029F	2030F
Inter-axle Propeller Shaft	1,536	1,683	1,873	2,017	2,067	2,193	2,355	2,496	2,660	2,826	2,994
Front Propeller Shaft	3,384	3,659	4,044	4,337	4,396	4,620	4,892	5,148	5,462	5,742	6,021
Rear Propeller Shaft	17,143	18,634	20,461	21,862	22,159	23,187	24,693	25,826	27,300	28,704	29,982

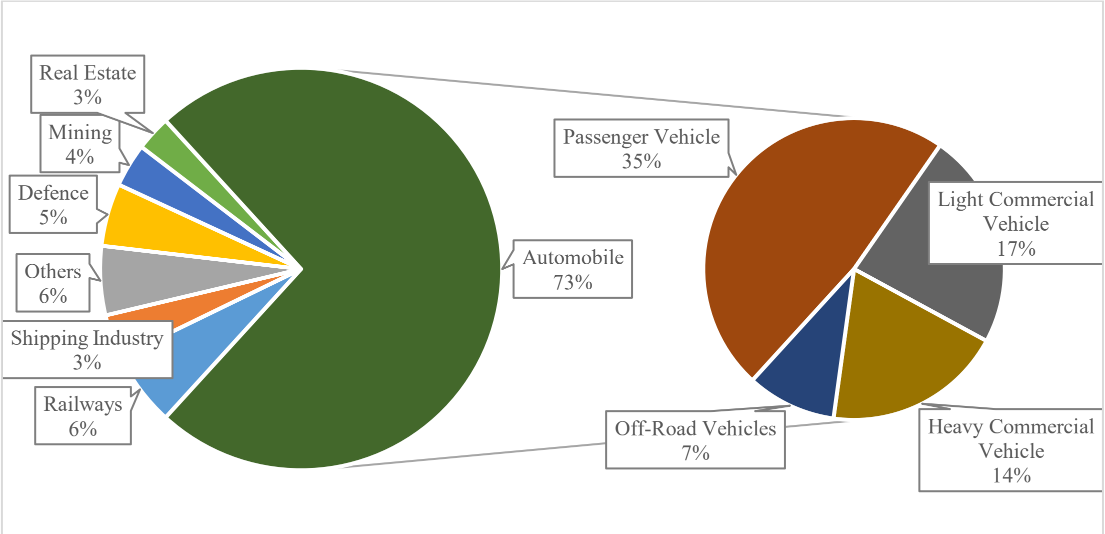
Source: Maia Research, CareEdge Research
Note: E- Estimate, F- Forecast

Rear propeller shafts account for over 75% of the total market, primarily because they are the most widely used configuration in conventional rear-wheel-drive (RWD) and four-wheel-drive (4WD) vehicles globally.

These vehicles represent a significant share of global light-commercial, SUV, and heavy-duty segments, all of which rely on rear propeller shafts for transmitting torque from the transmission to the rear axle. Additionally, rear propeller shafts are typically larger, more durable, and more frequently replaced than front or inter-axle shafts, further increasing their overall market value contribution.

2.3.4. Segmentation – By End User Industry

Chart 14: Applications of Propeller Shafts Across Different Industries (2025)



Source: Maia Research, CareEdge Research

- **Automobile:** The propeller shaft is a vital component of a vehicle's transmission system, responsible for transmitting torque and rotational power from the transmission to the wheels or other mechanical parts. It is primarily used in passenger cars, commercial vehicles, and off-road vehicles to ensure smooth and efficient power delivery.

- **Railways:** In certain rail vehicles, particularly locomotives, propeller shafts are employed to transfer power from the engine to the wheels, facilitating efficient and reliable movement along the tracks.

- **Real Estate/Construction Equipment:** Within the real estate and infrastructure sector, propeller shafts are integral to construction machinery such as cranes, rollers, and pavers, where they help transmit power for heavy-duty operations.

- **Shipping Industry:** In the marine sector, propeller shafts serve a crucial role by connecting the engine to the ship's propeller, enabling smooth propulsion and efficient movement through water.

- **Defence:** In defence applications, propeller shafts are essential for military vessels and submarines, providing propulsion with high torque, corrosion resistance, and stealth capabilities. They are also utilized in military vehicles and aircraft to transmit power to rotors and other mechanical systems.

- **Mining:** In the mining industry, propeller shafts are designed for heavy machinery such as dump trucks and underground mining equipment. They ensure reliable power transmission under extreme loads and harsh operating conditions.

- **Others:** Beyond these sectors, propeller shafts are used in industrial machinery like power generators, compressors, and pumps for mechanical power transmission. They also find applications in motorcycles, aerospace systems, and agricultural machinery, contributing to efficient mechanical operations across diverse industries.

2.4. Demand Drivers for the Global Propeller Shaft Industry

- Rising Vehicle Demand Driven by Urbanization and Economic Growth: Rapid urbanization and industrial expansion especially across emerging economies in Asia, Africa, and Latin America are fuelling strong growth in global automobile sales. Increasing disposable incomes, expanding road infrastructure, and rising mobility needs are encouraging consumers and businesses to purchase more vehicles across passenger, commercial, and utility segments. As vehicle production increases, the requirement for drivetrain components such as propeller shafts rises proportionately. The surge in demand for SUVs, pickup trucks, and commercial fleets, which rely heavily on robust rear and inter-axle shafts, acts as a major catalyst for the global propeller shaft industry.

- Technological Advancements and Shift Toward Lightweight, Efficient Drivetrains: The global push for improved fuel efficiency and reduced emissions is driving automakers to adopt lightweight, high-strength materials in drivetrain systems. Propeller shafts made from aluminium, carbon fiber, and advanced composites are gaining traction due to their ability to reduce rotational mass, improve vehicle performance, and enhance energy efficiency. At the same time, technological innovations linked to EV-specific axle systems, optimized torque transfer mechanisms, and improved NVH (noise, vibration, harshness) characteristics are reshaping the design of modern propulsion systems. These advancements increase the value and demand for next-generation propeller shafts, supporting steady industry expansion.

- Growing Adoption of AWD/4WD Vehicles and Expansion of Freight & Heavy-Duty Segments: Rising consumer preference for SUVs, crossovers, and off-road capable vehicles many of which use AWD or 4WD systems directly boosts demand for durable, high-performance propeller shafts. These vehicles require complex drivetrain architecture with multiple shafts to ensure efficient power transfer across axles. In parallel, the global expansion of logistics, e-commerce, construction, and mining activities is driving demand for heavy-duty trucks and commercial vehicles, which use long and high-torque propeller shafts. Stricter emission norms are also pushing manufacturers to upgrade axle and shaft designs for better efficiency and compliance, reinforcing steady growth across the global propeller shaft industry.

- Rising Adoption of High-Capacity Fire Pumps Requiring Mechanical Power Transmission: Modern fire-suppression systems in high-rise buildings, industrial facilities, refineries, and logistics hubs use high-capacity fire pumps that depend on mechanical driveline components for power transmission. Propeller shafts transfer torque from motors or engines to the pump assembly, and as pump capacities and pressure requirements increase, the demand for dependable, vibration-controlled shafts also rises. Growing use of diesel-driven fire pumps further increases the requirement for drive shafts designed for continuous load conditions and emergency operation.

- Growth in Commercial Infrastructure and High-Rise Construction: High-rise buildings, malls, IT parks, hospitals, airports, and metro stations require fire-fighting pump systems that often use driveline assemblies. Propeller shafts support flexible system layouts by enabling pumps and motors or engines to be positioned at suitable distances. With the expansion of urban construction, fire-safety specifications are becoming more detailed, leading to the adoption of higher-capacity pump systems and increased use of propeller shafts designed for accurate alignment, load handling, and shock resistance. This urban growth cycle directly influences demand.

- Growth in Industrial Machinery & Equipment: Expansion in manufacturing equipment such as compressors, pumps, conveyors, and material-handling systems drives demand for propeller shafts. As industrial capacity increases, companies require torque-transmission components that can support continuous operations and higher load conditions.

- Rising defence budgets across major economies are supporting procurement of military transport vehicles, armoured carriers, and tactical mobility platforms. These vehicles rely on heavy-duty driveline systems and robust propeller shafts capable of withstanding extreme operating conditions. Continued modernization of defence fleets globally is expected to contribute to steady demand for specialized shaft assemblies.

- Growing demand for high-technology and energy-transition minerals such as lithium, copper, nickel, and rare earth elements is accelerating global mining activity. Mining operations require heavy-duty off-highway vehicles, loaders, and haul trucks that depend on high-capacity propeller shafts for torque transmission under severe load conditions, thereby supporting incremental demand.

- Rapid urbanization and industrial expansion, particularly across emerging economies in Asia, Africa, and Latin America, are fuelling strong growth in global automobile sales. Increasing disposable incomes, expanding road infrastructure, and rising mobility needs are encouraging consumers and businesses to purchase more vehicles across passenger, commercial, and utility segments. As vehicle production increases, the requirement for drivetrain components such as propeller shafts rises proportionately. The surge in demand for SUVs, pickup trucks, and commercial fleets, which rely heavily on robust rear and inter-axle shafts, acts as a major catalyst for the global propeller shaft industry.

- The global push for improved fuel efficiency and reduced emissions is driving automakers to adopt lightweight, high-strength materials in drivetrain systems. Propeller shafts made from aluminium, carbon fiber, and advanced composites are gaining traction due to their ability to reduce rotational mass, improve vehicle performance, and enhance energy efficiency. Technological innovations linked to EV-specific axle systems, optimized torque transfer mechanisms, and improved NVH characteristics are reshaping modern propulsion systems, increasing demand for next-generation shaft solutions.

- As manufacturing activity expands beyond traditional Western markets into Asia, Africa, and Latin America, new industrial hubs are emerging. Increased investments in factories, logistics infrastructure, and manufacturing facilities are driving demand for industrial machinery, commercial vehicles, and torque-transmission equipment, positively impacting propeller shaft consumption.

- Modern fire-suppression systems in high-rise buildings, industrial facilities, refineries, and logistics hubs utilize high-capacity fire pumps dependent on mechanical driveline components. As pump capacities increase and urban safety regulations strengthen, demand for reliable and vibration-controlled propeller shafts continues to grow.

- Expansion of high-rise buildings, malls, IT parks, hospitals, airports, and metro stations is increasing the deployment of advanced firefighting and mechanical systems. Propeller shafts support flexible power transmission layouts in these systems, reinforcing demand alongside urban infrastructure growth.

- Global population growth increases demand for housing, food, transportation, energy, and consumer goods. This creates multiplier effects across automotive, construction, agriculture, logistics, and infrastructure sectors all of which utilize vehicles and machinery incorporating propeller shafts thereby supporting long-term structural demand.

2.5. Challenges Faced for the Global Propeller Shaft Industry

- Transition to Electric Vehicles (EVs) Reducing Demand for Conventional Propeller Shafts: The adoption of electric vehicles in the passenger vehicle segment may affect demand for propeller shafts used in internal combustion engine vehicles, as EV architectures use simplified drivetrain layouts that reduce the requirement for conventional propeller shaft systems. EV penetration is higher in passenger vehicles has compared with commercial vehicles and off highway segments. However, EV adoption in the commercial vehicle and off-highway segments remains lower, and as a result the reduction in demand for conventional propeller shafts in these segments is limited.

- Demand for High Reliability Under Emergency and High-Pressure Conditions: Fire-protection systems are required to function reliably during emergency operations, placing high performance demands on driveline components such as propeller shafts. These shafts must handle sudden load increases, torque variations, rapid start-up cycles, and extended high-pressure operation. Meeting these requirements involves advanced metallurgy, accurate balancing, and strict quality controls. Because failure tolerance is minimal in fire-safety applications, manufacturers must invest in design redundancy and rigorous testing, which increases engineering and production complexity and associated costs.

- Customization Needs for Diverse Industrial Applications: Unlike automotive applications with high volumes and standardised designs, industrial machinery relies on customised shaft configurations. Each application may require specific lengths, torque capacities, coupling interfaces, or material grades, increasing engineering effort, inventory requirements, and production setup time. The low-volume, high-mix nature of this segment limits economies of scale and adds cost pressures for manufacturers.

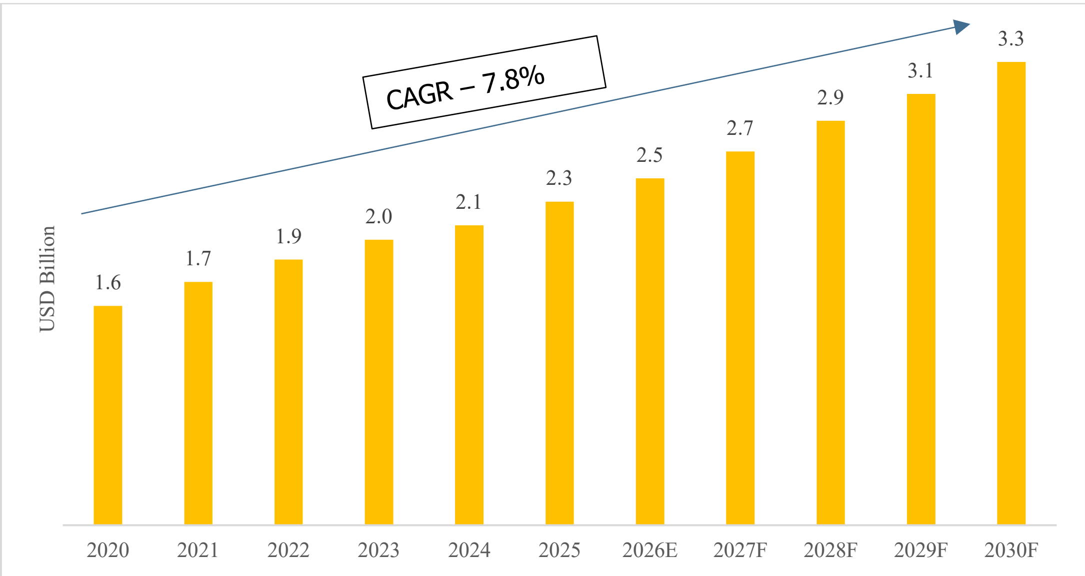
- Dependence on Chinese suppliers for raw materials, components and manufacturing equipment exposes the global propeller shaft industry to country-specific and supply chain risks, including changes in trade policies and tariffs, geopolitical tensions, export restrictions, import regulations, logistics disruptions and potential restrictions on sourcing from China. Such developments could increase procurement costs, extend lead times and disrupt the availability of critical inputs and equipment.

3. Indian Propeller Shaft Industry

3.1. Industry Size and Overview

The Indian propeller shaft industry forms a critical part of the broader automotive and industrial drivetrain component ecosystem. Propeller shafts are essential torque-transmission components used to transfer rotational power from the engine or gearbox to the axles, thereby enabling vehicle movement and efficient machinery operation. In India, demand for propeller shafts is primarily driven by the automotive sector, particularly commercial vehicles, passenger vehicles with rear-wheel-drive and all-wheel-drive configurations, and off-highway vehicles such as tractors, construction equipment, and mining machinery. In addition to automotive applications, propeller shafts are also used across railways, defence vehicles, industrial equipment, and infrastructure-related systems, reflecting their importance across multiple sectors of the economy.

Chart 15: Indian Propeller Shaft Industry Market Size- Historic Trend and Forecast



Source: Maia Research, CareEdge Research
Note: E- Estimate, F- Forecast

Beyond Automobiles: Multi-Industry Momentum Fuels Propeller Shaft Growth

The Indian propeller shaft industry is primarily driven by the automobile sector, as India ranks among the top five global manufacturers of passenger and commercial vehicles. Across various automotive segments, the country remains one of the world's leading markets. Key growth drivers for the Indian automobile industry include rising household incomes, a young demographic profile, expanding R&D capabilities, and supportive government initiatives. Moreover, India's liberal FDI policy permitting 100% foreign investment under the automatic route, coupled with its cost-effective manufacturing base and skilled workforce, has attracted several global OEMs to set up operations locally. This, in turn, is significantly boosting demand for propeller shafts in the country.

The demand for propeller shafts is expected to witness steady growth across other sectors such as railways, real estate, shipping, defence, and mining. In railways, modernization initiatives like National Rail Plan (NRP) 2030, Dedicated Freight Corridor (DFC) Project amid rising freight movement are driving the need for durable, high-performance shafts. The real estate and construction sectors are generating consistent demand through increased infrastructure projects requiring heavy machinery.

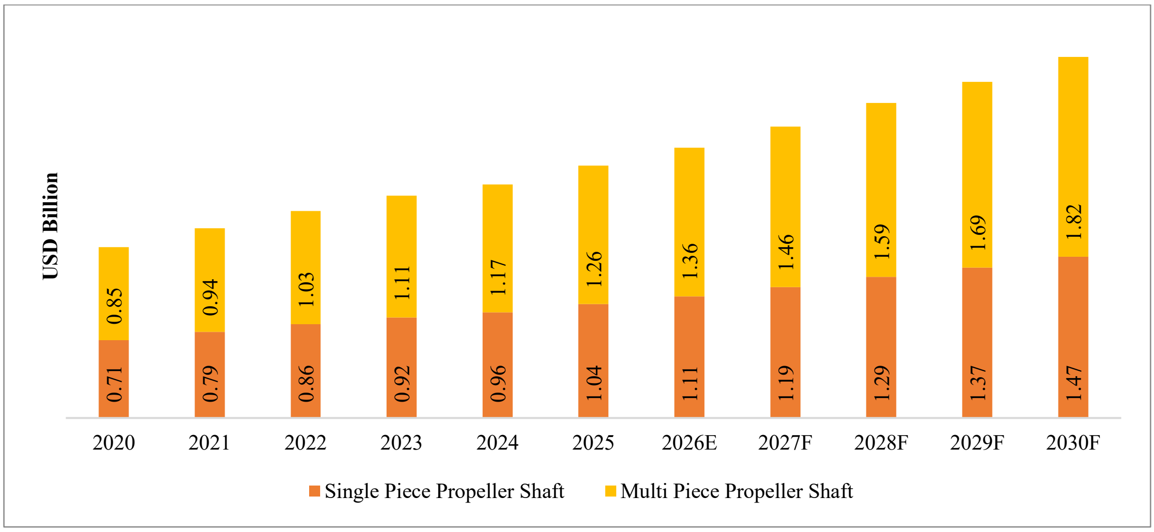
In the shipping industry, expanding global trade and ongoing fleet modernization are driving the demand for marine-grade shafts. Additionally, government initiatives such as the ‘Sagarmala Programme’ and ‘Maritime India Vision 2030’ are expected to further strengthen the sector by enhancing port capacity and maritime activity, thereby increasing shaft requirements.

Simultaneously, the government’s emphasis on indigenous defence manufacturing under the ‘Defence Production and Export Promotion Policy (DPEPP) 2020’ and vehicle modernization programs is boosting defence-related demand. This will benefit the propeller shaft industry by driving increased demand for high-performance, locally manufactured shafts used in defence vehicles and equipment. Rising mechanization and intensified mineral extraction activities are also propelling demand from the mining sector.

3.2. Indian Market Size Segmentation

3.2.1. By Type of Propeller Shaft

Chart 16: Market Size Trend by Propeller Shaft

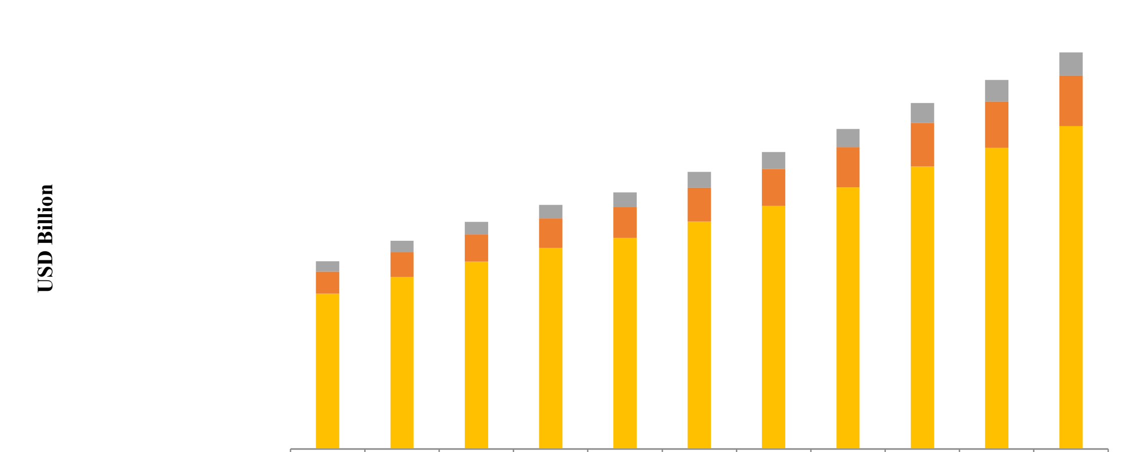


Source: Maia Research, CareEdge Research
Note: E- Estimate, F- Forecast

There is consistent demand across all vehicle categories- small and large, passenger as well as commercial- which continues to drive steady growth in the market. Both single-piece and multi-piece propeller shafts are witnessing sustained demand, supported by the ongoing expansion of the automotive, logistics, and off-highway vehicle segments.

By Position of Propeller Shaft

Chart 17: Market Size Trend by Position of Propeller Shaft



	2020	2021	2022	2023	2024	2025	2026E	2027F	2028F	2029F	2030F
Inter-axle Propeller Shaft	85	94	104	112	119	129	139	151	164	176	191
Front Propeller Shaft	182	205	226	245	259	281	306	333	362	388	420
Rear Propeller Shaft	1,291	1,429	1,557	1,670	1,753	1,890	2,020	2,172	2,347	2,499	2,681

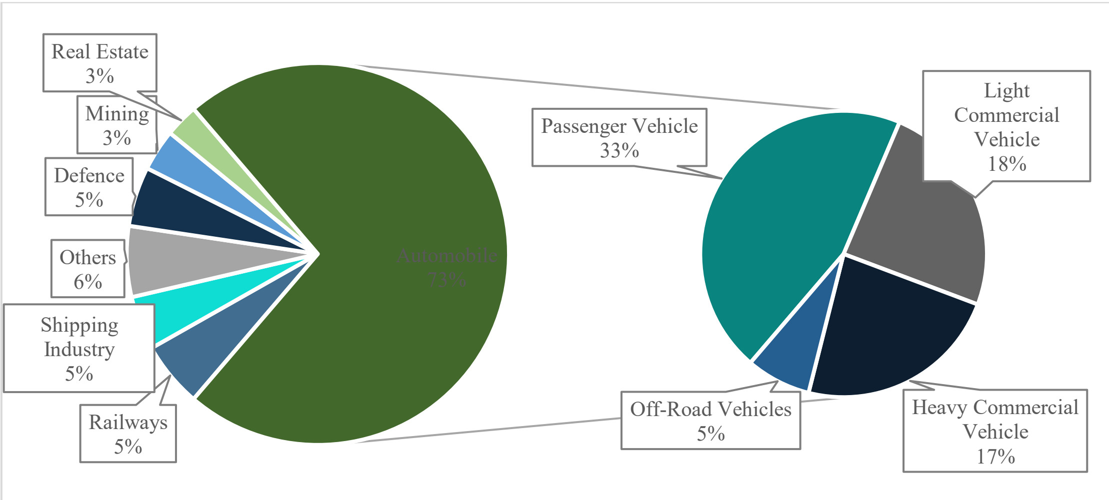
Source: Maia Research, CareEdge Research
Note: E- Estimate, F- Forecast

There are three main types of propeller shafts, Rear, Front, and Inter-axle: with the Rear Propeller Shaft accounting for over 90% of the total market share. This dominance is primarily due to its widespread use in rear-wheel drive (RWD) and four-wheel drive (4WD) vehicles, which form a significant portion of domestic automobile production.

3.2.2. By Application in End User Industry

Applications of Propeller Shafts Across Different Industries

Chart 18: Market Size Trend (2025) by Application in End User Industry



Source: Maia Research, CareEdge Research

The Indian automobile industry is the primary demand driver for the propeller shaft market because propeller shafts are essential drivetrain components in RWD, 4WD and commercial vehicles segments that form a significant part of India's vehicle production. As OEM output increases and the fleet on road expands, demand for propeller shafts rises proportionally across both OEM fitment and aftermarket replacement. Growth in SUVs, commercial vehicles and freight movement further strengthens this link, making the propeller shaft market directly dependent on automotive manufacturing trends and drivetrain preferences.

3.3. Export-Import Trend

Table 5: Commodity wise Export Trend (In USD Million)

HSN Code	Commodity	FY22	FY23	FY24	FY25	FY26
87089900	Other Parts and Accessories of Vehicles of HDG	3,049	3,189	3,425	3,568	3,614
73261910	Other Articles Forged or Stamped for Automobiles and Earth Moving Equipment	160	174	205	186	184

Source: Ministry of Commerce and Industry

Table 6: Commodity wise Import Trend (In USD Million)

HSN Code	Commodity	FY22	FY23	FY24	FY25	FY26
87089900	Other Parts and Accessories of Vehicles of HDG	1,813	2,011	2,036	2,293	2,4301
73261910	Other Articles Forged or Stamped for Automobiles and Earth Moving Equipment	24	23	24	16	9

Source: Ministry of Commerce and Industry

India is a net exporter of Other Parts and Accessories of Vehicles and Forged/Stamped Automotive Components, including propeller shafts, primarily due to its strong manufacturing base, cost-competitive production, and established global supplier relationships. The country has a mature auto-component ecosystem supported by skilled labour, large-scale forging and machining capacities, and adherence to international quality standards, enabling Indian manufacturers to meet global OEM and aftermarket demand. Additionally, the presence of major automotive hubs and export-oriented Tier-1 and Tier-2 suppliers strengthens India’s position as a preferred sourcing destination.

3.4. SWOT Analysis

Strengths

- Robust Domestic Demand: India’s expanding automotive sector, supported by increasing vehicle production, ensures consistent and strong demand for propeller shafts.
- Regional Market Leadership: Following China, India holds a prominent position in the Asia-Pacific region, ranking among the global leaders in propeller shaft manufacturing and consumption.
- Skilled Workforce: The industry benefits from an abundant and skilled labour force, driving efficiency, innovation, and technological advancement.
- Well-Established OEM Ecosystem: The U.S. has a broad base of automotive, aerospace, marine, and defence manufacturers, which together generate consistent demand for propeller shafts across these sectors.
- Robust Innovation Environment: Research and development activities in the automotive, aerospace, and defence sectors contribute to ongoing enhancements in shaft design and manufacturing processes.

Weaknesses

- Raw Material Price Volatility: Frequent fluctuations in steel and aluminium prices significantly affect manufacturing costs and profit margins.
- Technological Transition: The industry faces challenges in adapting to evolving automotive technologies, especially the specific design and material needs of electric drivetrains.
- Supply Chain Complexity: Dependence on specific raw materials and international suppliers can

lead to delays and raise exposure to supply disruptions.

- Limited Domestic Volume in Certain Segments: Some specialised applications, such as aerospace shafts, operate with lower production volumes than automotive segments, which restricts economies of scale.

Opportunities

- Technological Innovation: Growing potential for R&D investments in lightweight and high-strength composite shafts to enhance performance and fuel efficiency.
- Emerging EV Market: The expanding domestic electric vehicle segment offers scope to develop specialized propeller shafts and related components tailored for EV applications.
- Aftermarket Growth: Rising demand for high-quality replacement and refurbishment solutions presents lucrative opportunities in the aftermarket segment.
- Focus on Premium & Commercial Vehicles: Increasing demand for better NVH (Noise, Vibration, and Harshness) performance in premium cars and robust axles in commercial vehicles creates new growth avenues.
- Defence Modernization: Increasing defence budgets and modernization programs create opportunities for advanced shaft applications in military vehicles and naval vessels.

Threats

- High Market Competition: Intense rivalry from domestic and international manufacturers exerts pressure on pricing and profitability.
- Stringent Emission Norms: Compliance with stricter global emission standards demands continual material and design innovation, posing cost and development challenges.
- Technological Disruption: Emerging vehicle architectures and alternative drivetrain technologies may reduce reliance on traditional propeller shafts.
- Raw Material Volatility: Fluctuations in the availability and cost of alloys and composites can affect profitability.
- Regulatory & Environmental Pressures: Stricter sustainability and emissions standards may require additional compliance measures and redesign efforts.
- Threats from US tariffs: The imposition of revised U.S. import tariffs at 18%, compared to earlier levels of up to 50%, may affect demand patterns and cost structures for Indian automotive component exporters in the U.S. market. While lower tariffs may support market access, they may also lead to pricing adjustments by OEMs and increased expectations for cost competitiveness from suppliers, which could impact margins and result in renegotiation of supply contracts. Any further changes in tariff rates or trade policies may impact export volumes, realizations, and overall business performance.

3.5. Demand Drivers for the Domestic Propeller Shaft Industry

- Commercial Vehicle (CV) Boom: Dominated by demand from RWD/4WD trucks (M&HCVs) and light commercial vehicles (LCVs). This is fuelled by national infrastructure spending and the rise of e-commerce logistics. The economy is supported by government's favourable policies and higher spending on critical areas such as infrastructure, health care, rural development, recovery in manufacturing and service industry. The CV industry will also benefit from the increased localized mobility, and increasing farm income, thereby increasing demand from the rural sector.

- Consumer Shift to SUVs/UVs: The rapid increase in sales of RWD (rear-wheel drive) and 4WD (four-wheel drive) passenger vehicles is generating substantial demand in the market. The demand for advanced driveshaft with high strength and fatigue resistance is increasing due to the growing demand for high-performance vehicles. Additionally, rising household incomes, along with recent reductions in personal income tax and GST rates, are expected to further enhance the purchasing power of middle-class families, supporting continued growth in vehicle sales.

- Stable Aftermarket Demand: A large existing fleet of commercial vehicles and taxis creates a constant, non-cyclical demand for replacement shafts and components (U-joints, bearings) due to regular wear and tear.

- Industrial & Marine Sectors: Secondary demand from industrial machinery ("cardan shafts" for factories) driven by the "Make in India" initiative, as well as from the marine sector for patrol boats, tugs, and trawlers.

4. Regulatory Landscape of the Indian Propeller Shaft Industry

4.1. Government Initiatives to Support the Industry

These are financial and policy incentives designed to boost domestic manufacturing, R&D, and exports.

- **Production Linked Incentive (PLI) Scheme for Auto & Auto Components:**
  - The PLI scheme provides a direct financial incentive to companies that invest in manufacturing "Advanced Automotive Technology" (AAT) components in India.
  - While basic shafts may not qualify, manufacturers investing in R&D for lightweight, high-strength, or hollow propeller shafts (which improve fuel efficiency) or driveshafts for electric vehicles (AWD EVs) are eligible. This scheme directly subsidizes the R&D and capital expenditure needed to move up the value chain.

- **"Make in India" Initiative:**
  - This is the overarching national policy to reduce import dependency and the robust manufacturing ecosystem, the easy availability of skilled labour and key raw materials, and strong government incentive schemes to promote 'Make in India' are all contributing to India's emergence as a global manufacturing hub.
  - It creates a favourable business environment and uses Tariff Policy (i.e., higher customs duties on imported auto components) to make Indian-made propeller shafts more cost-competitive in the domestic market.

- **National Automotive Test Tracks (NATRAX):**
  - Government investment in world-class, large-scale testing facilities (like NATRAX in Indore) allows domestic companies to test their components (like shaft durability on rough-road-simulators) in India at a lower cost, rather than sending them abroad.

Indirect Support (Demand-Side Policies)

These policies don't focus on the shaft manufacturer directly but instead stimulate demand for the vehicles that use their products.

- **National Infrastructure Pipeline (NIP) & PM Gati Shakti:**
  - This is the largest indirect driver. The government's massive investment in roads, ports, and logistics directly fuels a "super-cycle" in the Commercial Vehicle (CV) market. Since virtually all M&HCVs (trucks, buses, tippers) are RWD, this policy creates massive, sustained demand for heavy-duty propeller shafts.

- **Vehicle Scrappage Policy:**
  - This policy provides incentives for scrapping older (15+ years) commercial and passenger vehicles.
  - It accelerates the replacement cycle, forcing older trucks and buses off the road and creating artificial demand for new vehicles, which in turn means new, first-fit propeller shafts.

- **PM E-Drive and previous FAME (Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles) policies:**
  - This is a nuanced driver. While it reduces demand from FWD passenger cars, it creates new opportunities.
  - The emerging market for dual-motor (AWD) Electric SUVs and LCVs requires specialized driveshafts (propeller shafts). The FAME and PLI schemes jointly encourage manufacturers to re-tool and develop these next-generation components.

4.2. Regulatory Framework & Standards

This framework is designed to ensure safety, quality, and reliability, which in turn protects high-quality domestic manufacturers from low-quality, cheap imports.

- **Ministry of Road Transport and Highways (MoRTH):** As the primary governing body, MoRTH sets the safety and performance standards for all vehicles and their components through the Central Motor Vehicles Rules (CMVR).

- **Bureau of Indian Standards (BIS):** BIS establishes the specific product standards for auto components. Propeller shafts fall under various IS standards related to materials (like steel alloys), durability, and performance.

- **Quality Control Orders (QCOs):** This is a key protective measure. The government has been systematically bringing more auto components under mandatory QCOs. This makes BIS certification compulsory for these items, effectively blocking the import and sale of non-compliant, low-quality (often Chinese) propeller shafts. This directly supports domestic manufacturers who adhere to quality standards.

- **ARAI & ICAT (Testing & Certification):** The Automotive Research Association of India (ARAI) and the International Centre for Automotive Technology (ICAT) are the premier testing agencies that validate components. A "Type Approval Certificate" from ARAI/ICAT is mandatory for new vehicle models. This means any propeller shaft used by an OEM (like Tata, Mahindra, Ashok Leyland) must have passed rigorous testing for durability, torque handling, and balance. This fosters a high-quality domestic manufacturing ecosystem.

5. Overview of Automobile Industry

5.1. Overview of Global Automobile Industry

The global automobile industry is one of the world’s largest manufacturing sectors, driving significant economic activity through production, employment, technology development, and exports. The industry is undergoing a major transformation driven by electrification, automation, lightweighting, digital connectivity, and stringent emission norms.

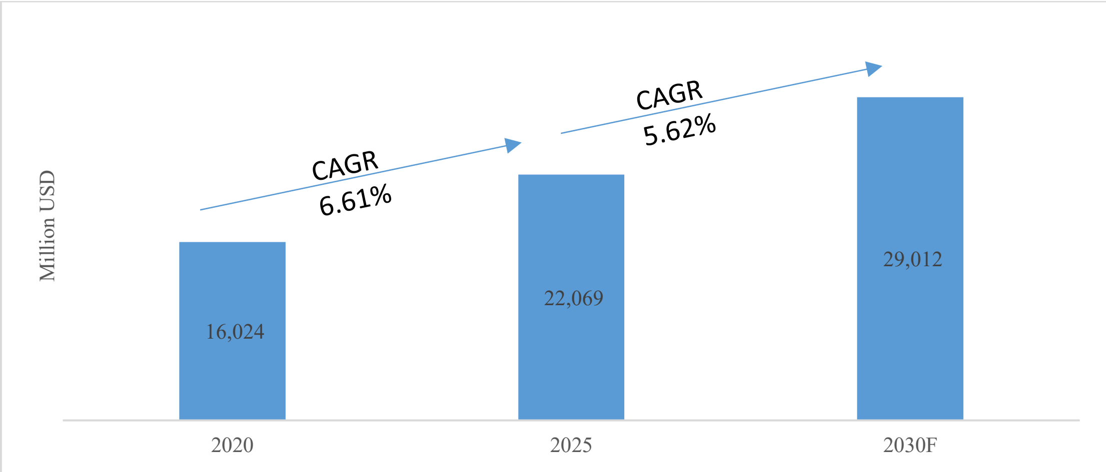
Growth is supported by rising vehicle demand in emerging economies, increasing disposable incomes, and a shift toward shared and smart mobility. Automakers across the U.S., Europe, China, Japan, and India are investing heavily in EVs, hybrid technologies, advanced safety systems, and sustainable manufacturing.

The supply chain is vast and technically complex, with auto component manufacturers playing a critical role in innovation and value creation. Key component categories include powertrain systems, chassis and suspension, braking systems, transmission systems, electrical & electronics, and rotating components such as shafts. With the increasing adoption of EVs and high-performance vehicles, demand for precision-engineered shafts including drive shafts, propeller shafts, and steering shafts is expected to rise significantly.

Overall, the global auto industry is moving toward cleaner, smarter, safer, and more connected mobility, supported by technology-led advancements and evolving regulatory landscapes.

In line with the global automotive transformation, the automotive shafts market is gaining strategic importance. Shafts such as drive shafts, propeller shafts, axle shafts, and steering shafts enable power transmission, stability, and vehicle safety making them mission-critical across ICE, hybrid, and electric platforms. Growing production of SUVs, commercial vehicles, and performance models especially in Asia-Pacific, North America, and Europe is further boosting consumption. Overall, the global shaft segment is set to expand as vehicles become more powerful, safer, and technologically superior.

Chart 19: Global Propeller Shaft Industry Market Size & Forecast in Automobile Industry



Source: Maia Research, CareEdge Research
Note: F- Forecast

5.2. Indian Automobile Industry

5.2.1. Automobile Industry Overview and Structure

The automotive industry is one of the major drivers of economic growth due to its linkages with multiple industries. Its contribution to the GDP of India stands at around 7%. The growth of this sector benefits the commodity sector as vehicle manufacturing requires steel, aluminium, plastic, etc. It also holds importance for the NBFC/Banks in the form of automobile financing. Moreover, it is a crucial source of demand for the oil & gas industry.

As per Ministry of Heavy Industries:

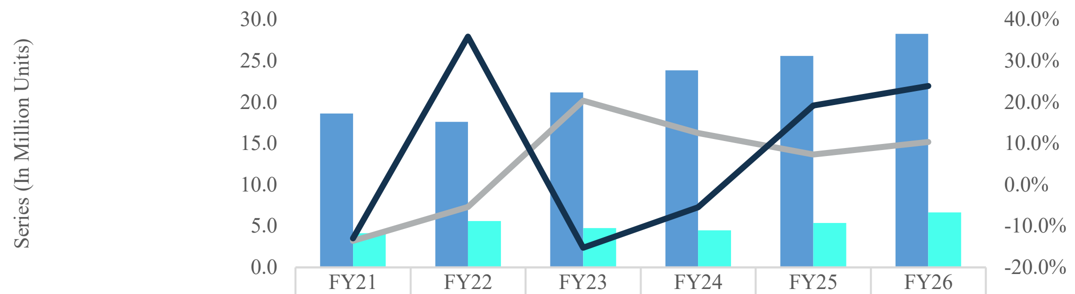
Automobile sector	Global Ranking of Indian Automobile Industry
Three-wheeler	1
Two-wheeler	2
Passengers Vehicles	3
Commercial Vehicles	5

Note: In terms of Production

India is the largest manufacturer of two-wheelers, three-wheelers and tractors. Domestic automobile sales recorded a growth of 10.4% Y-o-Y as of FY26. Although the impact is likely to be gradual and vary across segments, this growth can be driven by policy support including GST adjustments and manufacturing incentives that provides a backdrop for the sector. All vehicle segments also recorded healthy growth in domestic sales as two-wheeler and passenger vehicle sales increased by 10.7% and 7.9% respectively Y-o-Y in FY26. While three-wheeler volumes increased by 12.8% in FY26, commercial vehicle sales increased by 12.6% in FY26.

Meanwhile, exports increased by 24% in FY26, driven by robust overseas demand across passenger vehicles, two-wheeler, three-wheelers and commercial vehicles. Segment-wise, exports of passenger vehicles, two-wheelers, three-wheelers and commercial vehicles grew by 17.5%, 23.4%, 50.1% and 17.4% respectively. The growth is expected to moderate through FY27 due to geopolitical tensions in West Asia affecting trade routes, leading to logistics disruptions, higher freight costs and extended delivery timelines.

Chart 20: Domestic Sales and Exports of Automobiles in India



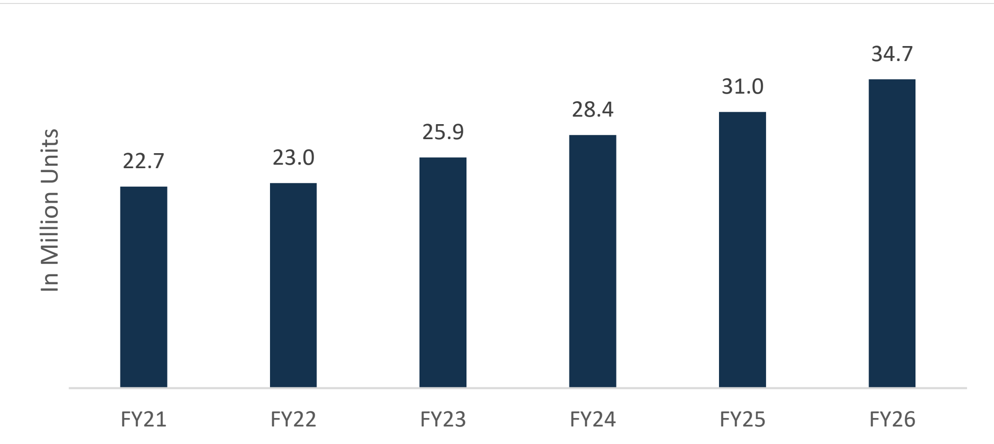
	FY21	FY22	FY23	FY24	FY25	FY26
Domestic Sales	18.6	17.6	21.2	23.9	25.6	28.3
Export Sales	4.1	5.6	4.8	4.5	5.4	6.6
Domestic Sales Growth	-13.6%	-5.4%	20.4%	12.5%	7.3%	10.4%
Export Sales Growth	-12.9%	35.9%	-15.2%	-5.5%	19.2%	24.0%

Source: Society of India Automobile Manufacturers (SIAM)
Note: Tractors sales are not included both in domestic and exports graph

All categories saw healthy growth with two-wheelers growing by 10.7%, passenger vehicles grew by 7.9% Y-o-Y in domestic sales. Commercial vehicles on the other hand grew by 12.6% in domestic sales, whereas 3-wheelers sales grew by 12.8%. The automobile exports have grown at a CAGR of 10% from FY21 to FY26. According to SIAM, the growth in exports was supported by stable demand across most global markets, with particularly strong performance in regions such as the Middle East and Latin America. Additionally, it has steady market in neighbouring countries such as Bangladesh and Nepal. India's automobile industry has steadily expanded its export footprint over the past decade, with the MENA region emerging as one of the more significant markets for both passenger vehicles and two-wheelers. The ongoing geopolitical tensions in West Asia, however, introduce an element of uncertainty to the otherwise strong export outlook. As a significant portion of India's automobile exports, particularly two-wheelers is directed toward regions such as the Middle East and Africa, any escalation in the region may disrupt trade routes, increase shipping costs due to rerouting via longer corridors, and delay deliveries.

The major growth drivers for automobile industry in India are growing household income, favourable demographics with a large proportion of the young population, expanding R&D hub and government support. Besides growth prospects, India's favourable Foreign Direct Investment (FDI) policy with 100% FDI through automatic route, relatively low cost of manufacturing and adequate manpower pool has attracted several foreign OEMs of the industry to invest in India and set up a manufacturing footprint.

Chart 21: Total Production of Automobiles in India



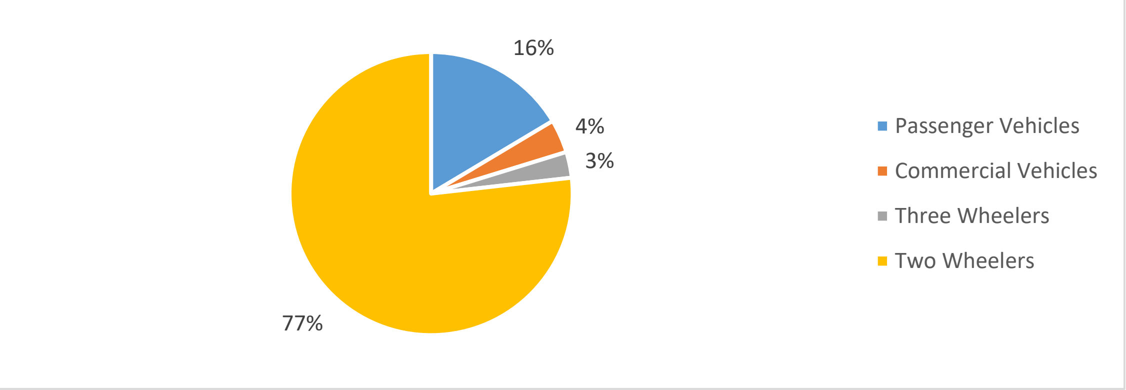
Source: CMIE, CareEdge Research

India's automobile production has demonstrated a sustained growth trajectory, increasing from 22.7 million units in FY21 to 34.7 million units in FY26. Following a modest increase in FY22, production growth strengthened from FY23 onwards, supported by improving domestic demand, recovery in supply chain conditions and higher manufacturing activity across key vehicle segments. The continued increase in production volumes reflects the expansion of India's automotive manufacturing ecosystem, supported by growing demand for two-wheelers, passenger vehicles, commercial vehicles and three-wheelers, as well as increasing export opportunities. Overall, the steady rise in automobile production highlights the strengthening of India's domestic manufacturing base and the sector's increasing contribution to the country's industrial and economic activity.

Indian Automobile Market Segments

The Indian automobile market can be categorised into four segments namely two-wheelers, three-wheelers, passenger vehicles and commercial vehicles. Two-wheelers and passenger vehicles dominate the domestic Indian auto market. Two-wheelers and passenger cars contributed about 77% and 16% respectively of total automobile sales in FY26. The share of various segments in automobile sales in India in FY26 is depicted below:

Chart 22: Share of Different Categories in Automobile Domestic Sales (FY26)



Source: SIAM

➢ **Two Wheelers**

This is the largest segment in the Indian automobile industry contributing to around 77% of domestic sales volume in FY25. The trend of domestic sales and exports of two wheelers in India is presented below:

Table 7: Market Trends of two-wheelers in India

Sales (in Units)	FY21	FY22	FY23	FY24	FY25	FY26
Domestic Sales	1,51,20,783	1,35,70,008	1,58,62,771	1,79,74,365	1,96,07,332	21,705,974
Export	32,82,786	44,43,131	36,52,122	34,58,416	41,98,403	5,180,429

Source: SIAM

➢ **Passenger Vehicles**

This is the second largest segment in terms of sales with 16% market share in FY26. The trend of domestic sales and exports of passenger vehicles in India is presented below:

Table 8: Market Trends of passenger vehicles in India

Sales (in Units)	FY21	FY22	FY23	FY24	FY25	FY26
Domestic Sales	27,11,457	30,69,523	38,90,114	42,18,750	43,01,848	4,643,439
Export	4,04,397	5,77,875	6,62,703	6,72,105	7,70,364	905,200

Source: SIAM

Over the past 4 financial years, domestic sales of passenger vehicles have reached an all-time high. This growth is attributed to increasing household incomes, a young population, new vehicle launches, and government support. Hence this year, the growth is expected to moderate.

- **Commercial Vehicles**

This segment is considered a lifeline for the economy as about two-thirds of goods and 87% of the passenger traffic in the country moves via road. The growth of this segment is closely related to the industrial activity in the economy. The trend of domestic sales and exports of commercial vehicles in India is presented below:

Table 9: Market Trends of commercial vehicles in India

Sales (in Units)	FY21	FY22	FY23	FY24	FY25	FY26
Domestic Sales	5,68,559	7,16,566	9,62,468	9,68,770	9,56,671	1,079,871
Export	50,334	92,297	78,645	65,818	80,986	94,793

Source: SIAM

- **Three Wheelers**

The three-wheelers contribute to around 3% of total automobile domestic sales volume in India respectively. The trend of domestic sales and exports in India is presented below:

Table 10: Market Trends of three-wheelers in India

Sales (in Units)	FY21	FY22	FY23	FY24	FY25	FY26
Domestic Sales	2,19,446	2,61,385	4,88,768	6,94,801	7,41,420	836,231
Export	3,93,001	4,99,730	3,65,549	2,99,977	3,06,914	460,567

Source: SIAM

5.2.2. Automobile Industry Performance and Outlook

The domestic automobile sales grew by 10.4% Y-o-Y in FY26, the growth in sales volume across segments remained relatively healthy, hence the policy support, including GST adjustments and manufacturing incentives provides a backdrop for the sector, although the impact is likely to be gradual and vary across segments. The personal income tax cuts will stimulate consumer spending and help sustain this growth momentum.

The domestic two wheelers volume recorded a growth of 10.7% in FY26, driving recent GST rate cuts on motorcycles and scooters up to 350cc and strong festive-season demand. Lower taxes on these entry-level and commuter motorcycles have improved affordability and spurred replacement buying. Further, improved customer sentiment indicates a favourable trajectory for the 2W sector. The overseas demand for 2W segment is expected to remain high due to the greater demand in key markets of Africa and Latin America in the near term.

The exports for passenger vehicles, two-wheelers, commercial vehicles and three-wheelers increased by 17.5%, 23.4%, 17.4% and 50.1% respectively. The growth is expected to moderate through FY27 due to geopolitical tensions in West Asia affecting trade routes, leading to logistics disruptions, higher freight costs and extended delivery timelines.
The domestic passenger vehicle sales increased by 7.9% for FY26. This growth was supported by

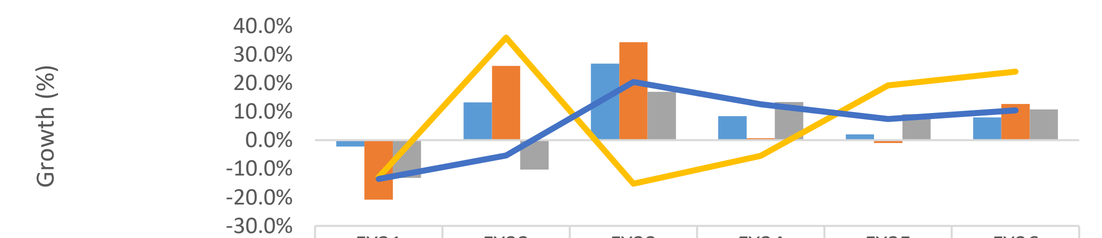
affordability following GST rate reduction, purchasing power from personal income tax measures and financing conditions influenced by repo rate adjustments by the RBI. Looking forward, the passenger vehicle sales growth is expected to moderate in FY27, supported by the high base effect in the previous year, changes in consumer demand following GST rate adjustments, vehicle pricing amid input cost changes, monsoon conditions and geopolitical and supply chain factors linked to developments in West Asia.

Domestic commercial vehicle sales increased by 12.6% in FY26, following a two-year correction due to a high base created by the structural upcycle in FY22 and FY23. This growth was supported by infrastructure activity, improved rural sentiment supported by a normal monsoon forecast, more attractive vehicle financing due to recent interest rate cuts and ongoing fleet replacement particularly in the bus segment spurred by ageing vehicles. However, going forward, increased construction and mining activity along with a stable economic outlook is expected to support demand in the LCV and M&HCV truck segments, while replacement demand will drive volumes in the bus segment.

According to the Society of Indian Automobile Manufacturers (SIAM), the ongoing conflict in West Asia may pose short-term challenges for India's automobile sector. The situation may affect supply chains and costs through changes in crude oil prices, commodity prices and logistics costs such as freight and shipping. It may also lead to constraints in availability of certain petrochemical inputs used in vehicle manufacturing, while higher fuel prices may influence consumer demand.

Projections indicating a below-normal monsoon of the long-period average may exert moderate pressure on the Indian automobile sector, particularly on rural demand-linked segments. Two-wheelers, tractors and entry-level vehicles are expected to witness subdued demand due to potential stress on agricultural output, farm incomes and rural liquidity. This could lead to slower volume growth, elevated dealer inventory and increased discounts in price-sensitive categories. While passenger vehicles and medium-to-heavy commercial vehicles may remain relatively resilient due to stronger urban demand and infrastructure-led activity, segments such as light commercial vehicles and three-wheelers could experience indirect demand softness. Overall, the industry outlook for FY27 may reflect moderated growth, with rural demand recovery remaining contingent on rainfall distribution and government support measures.

Chart 23: Trend in Indian Automobile Industry Domestic Sales Growth



	FY21	FY22	FY23	FY24	FY25	FY26
Passenger Vehicles	-2.2%	13.2%	26.7%	8.4%	2.0%	7.9%
Commercial Vehicles	-20.8%	26.0%	34.3%	0.7%	-1.0%	12.6%
Two Wheelers	-13.2%	-10.3%	16.9%	13.3%	9.1%	10.7%
Exports	-12.9%	35.9%	-15.2%	-5.5%	19.2%	24.0%
Total Domestic Sales	-13.6%	-5.4%	20.4%	12.5%	7.3%	10.4%

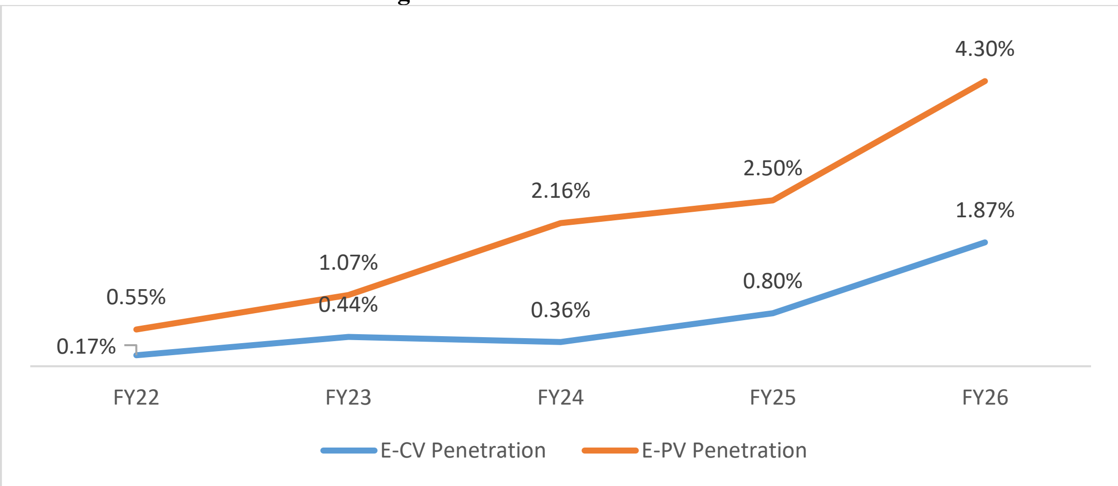
Source: CareEdge Research, SIAM (Society of Indian Automobile Manufacturers), CMIE

Passenger Vehicles Witness Higher EV Penetration than Commercial Vehicles

EV penetration in India is higher in the passenger vehicle (PV) segment compared with electric commercial vehicles (e-CVs). The higher penetration in PVs is supported by increasing consumer awareness of electric mobility, a wider range of EV models, improving charging infrastructure and growing preference for cleaner and more cost-efficient personal transportation. The availability of EVs across multiple passenger vehicle categories has also made electrification more accessible to individual consumers.

In contrast, e-CV penetration remains relatively lower, primarily due to the higher upfront cost of commercial EVs, range and payload requirements, longer operating hours, and the need for reliable charging infrastructure. EV penetration within the CV segment is being driven primarily by the increasing adoption of electric buses, particularly in urban and public transportation applications, while EV penetration in the MHCV segment remains negligible owing to high payload and range requirements, long operating cycles, higher upfront costs and limited charging infrastructure. Commercial vehicles are typically deployed for intensive and continuous operations, making vehicle uptime, range and charging time important considerations for fleet operators. In addition, the suitability of EVs varies across commercial applications, with urban buses, last-mile delivery vehicles and light commercial vehicles being more conducive to electrification than long-haul and heavy-duty applications. Nevertheless, lower running and maintenance costs and increasing fleet-level focus on reducing operating expenses are supporting the adoption of electric commercial vehicles, particularly in urban and last-mile mobility applications.

Chart 24: Trend in Electric Passenger and Commercial Vehicle Penetration



Source: Vahan Dashboard
Note: For E-CV includes E-Buses and E-Goods Carriers

5.2.3. Government Initiative under Automobile Industry

Various government initiatives for the automobile industry are as below: -

1) Electric Mobility Policies (FAME-II & EV Regulations)

The Government of India is actively promoting EV adoption through the FAME-II scheme, which offers purchase incentives, charging infrastructure support, and lower GST rates (5% on EVs). Additional benefits like registration fee exemption and income-tax deduction on EV loans further encourage consumer uptake.

2) Production Linked Incentive (PLI) – Automobiles & Auto Components

The PLI scheme incentivizes domestic manufacturing of advanced automotive technologies, focusing on green and future-ready vehicles. Reduced allocation of Rs. 25,938 crore aims to attract investments and boost value addition in electric and hydrogen vehicle components.

3) PLI for Semiconductors

The 76,000 Rs. crore semiconductor initiative aims to build domestic chip production capabilities, reduce import dependency, and secure supply for the auto sector, especially for EVs and connected vehicles.

4) **BS-VI Emission Norms**

Stricter BS-VI and BS-VI Phase 2 norms mandate cleaner engines, lower sulphur fuel, and advanced OBD systems—pushing OEMs to invest in greener technologies and limiting high-pollution vehicles.

5) **Dual-Fuel Regulation**

Policies now allow dual-fuel engines using diesel and CNG/Bio-CNG/LNG for tractors, construction vehicles, and similar machinery reducing emissions and fuel costs.

6) **Vehicle Scrappage Policy (2021)**

Mandatory scrapping of unfit vehicles after 15 years boosts replacement demand for cleaner, fuel-efficient vehicles while improving road safety and availability of recycled materials for manufacturing.

7) **Battery Swapping Policy (2022-23)**

Encourages standardized, interoperable battery-swap networks to reduce EV charging time and expand accessibility particularly supporting two-wheelers and fleet mobility.

8) **PM E-Drive Scheme (2024-2026)**

A Rs. 10,900 crore initiative to accelerate EV manufacturing and large-scale procurement of electric 2W, 3W, e-buses, and e-trucks, along with strong charging infrastructure development.

9) **GST Rate Cuts**

To stimulate automobile demand, GST on EVs is reduced to 5%, and cuts for small ICE vehicles and hybrids are being introduced to enhance affordability and boost market recovery.

10) **Automotive Mission Plan 2047**

A long-term roadmap aimed at positioning India as a global hub for sustainable, technologically advanced automotive manufacturing, with strong emphasis on exports, innovation, and future mobility (EVs, hydrogen, connected tech).

5.2.4. Growth Drivers for Automobile industry

The demand drivers for automobile industry under PV, CV, 2W, 3W segments are mentioned below:

- **Economic Situation**

The economy has bounced back supported by government's favorable policies and higher spending on critical areas such as infrastructure, health care, rural development, recovery in manufacturing and service industry. The 2W industry will also benefit from the increased localized mobility, festive season and increasing farm income, thereby increasing demand from the rural sector.

- **Infrastructure Development and Industrialization**

The growth of commercial vehicle industry is directly correlated with the industrial and infrastructure growth in the economy. With the government's increased spending in the infrastructure projects such as roads, irrigation, affordable housing, etc. and its ambitious Make in India programme supported by favorable schemes such as Production Linked Incentive scheme, the industrial and infrastructure growth of India is expected to pick-up. The development of infrastructure and the expansion of industrial sector will be the key growth drivers for the commercial vehicle industry.

- **Increase in rural income**

  The rural population represents more than 60% of total population of India and contributes to a significant portion of consumption demand in India. Monsoons, government's thrust on improving farm income, hike in minimum support price, announcements on farm loan waiver by various states impact the income level of rural population and rural consumption. India, in spite of being the largest manufacturer of two wheelers in the world, has the lowest penetration at 110 per 1000 people v/s an average of 240 per 1000 people in Southeast Asian countries, hence providing a large, untapped opportunity for the industry.

  The Indian automobile industry holds immense market potential, driven by a combination of strong domestic demand, supportive policy frameworks, and rapid technological transformation. The sector is projected to growing at a steady pace due to rising vehicle ownership, infrastructure development, and increasing export competitiveness. The electric vehicle (EV) segment presents the most significant future opportunity, with the market expected to expand, supported by government incentives under the FAME-II and PLI schemes, as well as growing consumer preference for sustainable mobility. Additionally, the rise of connected, autonomous, shared, and electric (CASE) mobility solutions is reshaping the automotive landscape, opening avenues for innovation in software, telematics, and battery manufacturing. Rural and semi-urban markets also offer untapped potential as improved financing options and road connectivity drive demand for entry-level cars, two-wheelers, and tractors. Furthermore, India's emergence as a cost-efficient manufacturing and export hub for auto components strengthens its global position, creating opportunities for both domestic players and foreign investors to capitalize on the next phase of growth in the Indian automobile ecosystem.

5.2.5. Challenges faced by Automobiles Industry

There are various challenges faced by the industry. Some of them are mentioned below:

- **Impact of alternate fuels**

  There is increasing government's thrust for adoption of environmentally friendly alternate fuels such as Electric Vehicles (EVs), CNG in India in the recent years. This has led to most of the auto manufacturers planning to launch EVs in India with some of the players having already launched such vehicles. This creates some uncertainty for both the consumers and manufacturers of automobiles over the demand and supply of diesel-based vehicles which may lead to consumers deferring their purchase plans. However, considering the challenges revolving around EV ecosystem and LNG/CNG terminals, it will be difficult to imagine commercial vehicles without diesel engines at least in the near term.

- **Rising Cost of Raw Materials**

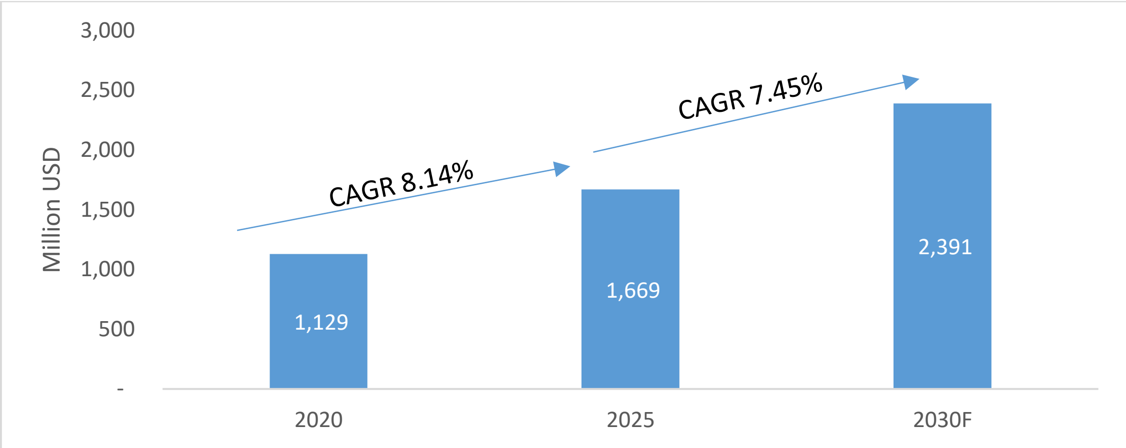
  OEMs across the automobile industry are facing challenge of high raw material prices. While the prices of inputs such as steel, aluminum, paints and tyres spiked due to the Russia-Ukraine conflict, manufacturers are unable to completely pass on the increase to consumers. In response, manufacturers have increased prices of two wheelers, especially the affordable commuter motorcycles. The entry level vehicles primarily cater to the economically less-privileged segment of buyers which are sensitive to increase in price.

- **Semi-Conductor dependence**

  The automobile industry has been impacted due to shortage of semiconductor chips. The production volumes have been under pressure, and OEMs had to take significant production cuts. The semi-conductors for automotive segments accounts for 11% to the overall semiconductor demand. The use of electronics in vehicles have been continuously increasing. Currently it accounts for 40% of average automobile usage, thus increasing higher dependence on semi-conductors. The supply chain has been impacted due to the pandemic, and it takes almost 6 months from Chip production to vehicle production. The ongoing semiconductor chip shortage remains the most significant headwind on a global level. There have been some signs of improvement recently. However, it remains to be seen when the industry will return to a more stable rate of production.

5.2.6. Application of Shafts in Automobiles

Chart 25: India Propeller Shaft Industry Market Size & Forecast in Automobile Industry



Source: Maia Research, CareEdge Research
Note: F- Forecast

Expanding Automobile sector to boost Shaft Demand

In the automobile industry, shafts are among the most essential mechanical components, serving as the backbone of the vehicle's power transmission system. They are responsible for transmitting power, torque, and rotary motion between different parts of the vehicle, ensuring the smooth and efficient functioning of the engine, drivetrain, and auxiliary systems. From the moment fuel is ignited in the engine to the final motion of the wheels, shafts act as the crucial intermediaries that enable energy transfer and motion control throughout the vehicle. With the ongoing shift toward electric vehicles, high-performance SUVs, and heavy commercial vehicles, the need for advanced propeller shafts that offer high strength, low weight, and improved efficiency has become more pronounced. As India accelerates its automotive transformation through the PM E-Drive initiative, PLI schemes, and the Automotive Mission Plan 2047, manufacturers are increasingly adopting composite and precision-engineered propeller shafts to enhance fuel efficiency and reduce emissions. Consequently, the demand for durable and technologically advanced shafts is set to grow rapidly, positioning them as a vital enabler of India's evolving mobility landscape.

Below listed are different types of shafts used in automobiles, each serving a specific purpose within the powertrain, steering, or auxiliary systems.

Drive Shaft (Propeller Shaft)

The drive shaft commonly known as the propeller shaft is one of the most critical mechanical components in automobiles, particularly in rear-wheel-drive, four-wheel-drive, and all-wheel-drive configurations. Its primary role is to transmit rotational power generated by the engine and delivered through the transmission to the differential on the rear axle, ultimately driving the wheels. The propeller shaft is engineered to operate under high torque loads and rapid rotational speeds while maintaining consistent power delivery.

Because vehicles constantly encounter road irregularities and suspension movements, the alignment between the transmission and the axle is never fixed. To manage these dynamic misalignments, the propeller shaft incorporates universal joints (U-joints) and constant-velocity joints (CV joints), which provide angular flexibility and smooth rotational motion. Additionally, a slip joint or telescopic arrangement is used to compensate for changes in length due to suspension travel, preventing stress or bending in the shaft.

Material innovations such as high-strength steel, aluminum alloys, and even carbon-fiber composites are increasingly being adopted to reduce weight, enhance durability, and improve vehicle efficiency. Thus, propeller shafts play an indispensable role in ensuring superior drivability, reduced vibration, and reliable power transfer making them a vital component in the overall performance of modern automotive driveline systems.

Axle Shafts

Axle shafts are another essential application of shafts within an automobile driveline system. Positioned between the differential and the vehicle's driving wheels, these shafts are responsible for delivering torque directly to the wheels, enabling motion and maintaining consistent traction. Unlike components that handle only rotational power, axle shafts also bear a significant portion of the vehicle's weight and must withstand constant impact forces coming from the road surface.

Axle shafts face multiple stresses during real-world operation torsional forces while accelerating, bending loads when cornering, and compressive forces during braking. For this reason, they are manufactured using high-strength alloy steels or advanced heat-treated materials that provide superior fatigue resistance and durability. In front-wheel-drive vehicles, axle shafts often incorporate constant-velocity joints that allow the wheels to steer while still receiving uninterrupted power.

Their structural integrity is crucial for the vehicle's safety and drivability. A well-designed axle shaft ensures optimized wheel grip, smooth cornering, improved shock absorption, and overall stability even under demanding operating conditions. As automotive designs evolve toward higher performance and efficiency, axle shaft technology continues to advance with improved materials and precision engineering to meet increasing load and durability requirements.

Crankshaft & Camshaft

Within the engine, two major types of shafts the crankshaft and the camshaft work in perfect synchronization to control engine timing and performance. The crankshaft converts the reciprocating motion of the pistons into rotary motion, which is then transmitted to the drivetrain to move the vehicle. It is one of the most precisely engineered components, capable of withstanding immense forces and maintaining perfect balance at high rotational speeds. The camshaft, on the other hand, regulates the opening and closing of engine valves by means of cam lobes that press against the valve lifters in a specific sequence. Proper coordination between the camshaft and crankshaft maintained by a timing belt or chain ensures optimal combustion, power delivery, and engine efficiency.

Gearbox Shafts (Input, Counter, and Output Shafts)

Inside the transmission system, multiple shafts such as the input shaft, countershaft, and output shaft work together to adjust torque and speed according to driving conditions. The input shaft receives power from the engine through the clutch, the countershaft holds the gears that provide different gear ratios, and the output shaft transfers the adjusted torque to the drive shaft. This coordinated mechanism enables smooth gear shifting and allows the driver to control vehicle speed and acceleration efficiently.

Steering Shaft

The steering shaft is another essential component that contributes to vehicle control and safety. It connects the steering wheel to the steering gearbox or rack-and-pinion mechanism, transmitting the driver's rotational input to the wheels. Modern steering shafts often include collapsible or jointed sections, which improve safety by absorbing impact energy during a collision and preventing injury to the driver. Additionally, some engines incorporate balance shafts to counteract the vibrations produced by reciprocating engine components. These shafts rotate in opposite directions to the crankshaft and help smooth out engine operation, enhancing ride comfort and reducing noise and harshness.

Shafts in automobiles form the core of mechanical power transmission, linking every major functional part of the vehicle from the engine to the wheels. Their material strength, precision design, and dynamic stability directly influence the vehicle's performance, fuel efficiency, handling, and durability. Whether it is transmitting high torque in heavy-duty vehicles, ensuring accurate valve timing in engines, or providing responsive steering control, shafts play a vital role in every motion and function of an automobile.

6. Overview of Auto-Component Industry

6.1. Overview of Global Auto-Component Industry

The global auto components industry plays a vital role in supporting the automotive ecosystem, supplying a diverse range of parts used in passenger vehicles, commercial vehicles, and emerging electric mobility platforms. The industry is undergoing a significant transformation driven by technological advancements, electrification, and sustainability requirements. With increasing production of electric and hybrid vehicles globally, component manufacturers are shifting from traditional powertrain parts such as engines and exhausts to high-value EV components including batteries, motors, power electronics, and lightweight driveline systems.

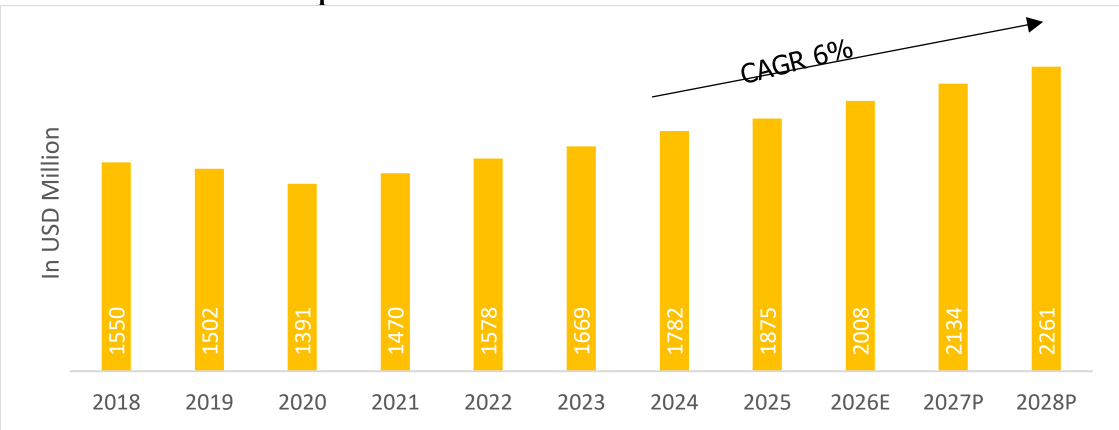
Asia-Pacific remains the fastest-growing auto component market, led by China, India, Japan, and South Korea due to strong domestic manufacturing bases and robust export networks. North America and Europe continue to dominate high-value engineering components, supported by strong automotive R&D, regulatory push toward carbon neutrality, and advanced manufacturing capabilities. Global OEMs are increasingly localizing supply chains and sourcing from cost-competitive markets to reduce dependency risks exposed during post-pandemic disruptions.

Casting and Forging:

	Casting	**Forging**
Meaning	Casting is a manufacturing process in which molten metal is poured into a mould cavity and allowed to solidify to form a component. The process enables production of parts with geometries and internal features that may be difficult to achieve through other manufacturing methods. Casting is used to manufacture components such as housings, flanges and structural parts across automotive and industrial applications.	Forging is a manufacturing process in which metal is shaped by applying compressive forces using dies, presses or hammers. The process refines the internal grain structure of the metal, resulting in improved strength and fatigue resistance of the component. Forging is used for manufacturing components such as shafts, gears and other load-bearing parts used in automotive and industrial machinery.
Advantages	Enables production of components such as flanges, yokes and housing used in driveshaft assemblies. The process involves lower tooling costs in certain applications and is used for medium-volume production and customized designs, with flexibility in the use of different metal alloys for drivetrain components.	Forging improves grain structure and strength of components and provides fatigue resistance for continuous torque transmission. The process is used for manufacturing drivetrain components such as yokes, shafts and companion flanges used in higher load applications.
Disadvantages	Casting may result in lower strength and fatigue resistance compared with forged components and may involve internal defects such as porosity or shrinkage cavities. Additional machining may also be required, and the process may not be suitable for high-torque or heavy-duty drivetrain applications.	Forging requires capital investment in equipment and tooling, with higher production costs for certain components. The process offers lower design flexibility and may require additional machining, heat treatment and finishing, while material wastage during manufacturing may increase overall costs.

The rise in Advanced Driver Assistance Systems (ADAS), connected car technologies, and digital integration across vehicles is driving demand for electronics and semiconductor-rich systems. Sustainability initiatives are also pushing component players to adopt lightweight materials (aluminum, composites) and circular economy practices such as recycling and remanufacturing. The use of lightweight materials is a growing trend in various industries. The automotive industry is driving this trend due to the increasing demand for fuel-efficient vehicles.

Chart 26: Global Auto Component Market Size



Source: Maia Research, CareEdge Research; E: Estimated, P: Projected

Overall, the global auto components industry is moving toward higher innovation intensity, with future growth aligned to mobility megatrends electric, autonomous, connected, and shared vehicles. Companies that adapt to evolving product mix, strengthen global supply presence, and invest in technology and capabilities will remain competitively positioned in this rapidly evolving landscape.

6.1.1. Key component categories

- **Powertrain & Drivetrain:** engines (legacy ICE), transmissions, propeller/drive shafts, differentials, axles.
- **EV powertrain & high-voltage systems:** traction motors, inverters, e-axles, battery packs, BMS (fastest growing value pool).
- **Chassis & running gear:** suspension modules, steering systems, wheels, axles, bearings.
- **Braking & safety systems:** disc/drum brakes, ABS/ESC modules, sensors.
- **Electrical & Electronics:** wiring harnesses, ECUs, sensors, ADAS modules, infotainment - this category is rapidly expanding as vehicles digitize.
- **Body & Interiors:** stamped/pressed panels, seats, trim, HVAC systems.
- **Emissions & aftertreatment:** catalytic converters, particulate filters (declining for ICE but significant now in transition).
- **Aftermarket & service parts:** filters, brakes, bearings, consumables and replacement shafts/drive components large recurring revenue pool.

Even as the auto-components industry shifts toward electrification and electronics, shafts remain indispensable because they handle the mechanical torque transmission and load-bearing roles that are core to vehicle motion in many vehicle types (especially ICE, hybrid, and heavy/utility vehicles). Their performance, precision manufacturing, material quality, and wear-resistance continue to be critical for drivability, safety, and reliability.

6.2. Indian Auto-Component Industry

6.2.1. Overview of Indian Auto-Component Industry

The Indian auto component industry is critical to the automobile OEM value chain. The organized segment of this industry mainly includes OEMs engaged in the manufacturing of high-value precision component parts. While the unorganized segment mainly comprises low-valued products catering to after-market services. The industry is highly fragmented with most firms being Indian-originated and a relatively lower number of foreign firms and JVs operating in the segment. The various sub-sectors of the auto components industry in India are engine parts, electrical parts, drive transmission and steering parts, suspension and braking parts, equipment, etc. The products that form a part of these sub-sectors are shown in the figure below:

Figure 1:Classification of Major Auto-Components produced in India

Engine Parts	Electric Parts	Driving transmissions and steering parts	Suspension and braking parts	Equipment	Others
• Pistons • Piston rings • Engine Vavles • Fuel Pumps • Fuel Ignition system • Caburettor • Bimetallic Bearings	• Stater motor • Generators • Ignitions System • Spark plug	• Gears • Steering gear & systems • Clutch plates & discs • Axle assembly & wheels • Propeller shafts	• Leaf Springs • Shock absorbers • Brake assembly & facing	• Head lights • Wiping systems • Wiping motors • Electric Horns • Dashboard instruments	• Sheet mental parts • Pressure discs • Castings • Glass • Rubber • Plastic Parts

Source: Automotive Component Manufactures Association of India (ACMA)

Furthermore, improvement in the performance of the end-user market, improved consumer sentiments, and the return of adequate liquidity in the financial system are among the factors contributing to the Indian auto components industry. A stable government framework, increased purchasing power, a large domestic market, and a focus on infrastructure growth have made India a favorable destination for investment.

India Auto Component Industry Performance

The Indian auto component industry plays a pivotal role in the automotive value chain, contributing meaningfully to the nation's economy. Accounting for about 2.5% of India's GDP and providing direct employment to over 1.5 million people, the sector remains a key pillar of the country's manufacturing strength. The organised segment of this industry mainly includes OEMs engaged in the manufacturing of high-value precision components, while the unorganised segment mainly comprises low-value products catering to after-market services.

The auto component industry is estimated to grow by 7-9% in FY26, reaching a turnover of around USD 87-89 billion. The growth is largely fuelled by higher value addition driven by enhanced R&D, technological advancements and improved quality standards along with rising export demand, resulting in better margins and stronger global competitiveness. This reflects a consistent trend like that seen in FY25. It was primarily driven by rising vehicle sales across all segments, especially from two-wheelers and PV segment, which are estimated to account for more than half of the sector's overall revenue.
A moderate demand was observed from commercial vehicles and tractors during this fiscal year. Increased demand for pre-owned vehicles, a shift toward larger vehicle preferences (UVs) and the growing formalisation of the repair and maintenance market also played a significant role. Additionally, efforts to address supply-side challenges, such as semiconductor availability, and container shortages, further supported the industry's expansion.

The OEM sales is estimated to be around USD 74-76 Billion in FY25, led by increasing consumption of value-added components. Whereas the shifting market preference towards larger and more powerful vehicles continued to contribute to the increased turnover of the auto-components sector. Moreover, the aftermarkets are estimated to have grown by around 5-7%. This growth is believed to continue in the current fiscal.

Table 11: Indian Auto Component Industry Size (in USD Billion)

Particulars	FY20	FY21	FY22	FY23	FY24	FY25	FY26E	FY30F
Turnover	**49.2**	**45.9**	**56.5**	**69.7**	**74.1**	**81.5**	**~87-89**	**~115+**
Sales to OEMs	40.5	37.7	45.8	59.3	62.4	69.5	~74-76	-
After Market	9.8	8.7	10	10.6	11.3	11.4	~12-13	-
Exports	14.5	13.3	19	20.1	21.2	22.9	~24-25	-
Imports	15.4	13.8	18.3	20.3	20.9	22.4	~24-25	-

Source: ACMA
Note: E – Estimate, F – Forecast

The structural shift in consumer preference toward larger and more powerful premium vehicles is gaining traction across all segments, which is opening new avenues for value-added opportunities for auto component manufacturers. Moreover, the electric vehicle share is gradually increasing with over 7% of overall automobile sales in India estimated in FY26.

Moreover, the relentless pursuit of energy efficiency and environmental responsibility is propelling the exploration of next-generation composites and alloys. These materials not only reduce vehicle weight without compromising on safety and performance but also align with the principles of the circular economy by encouraging recycling and repurposing. This holistic approach will not only reduce the ecological footprint but also lead to responsible resource management.

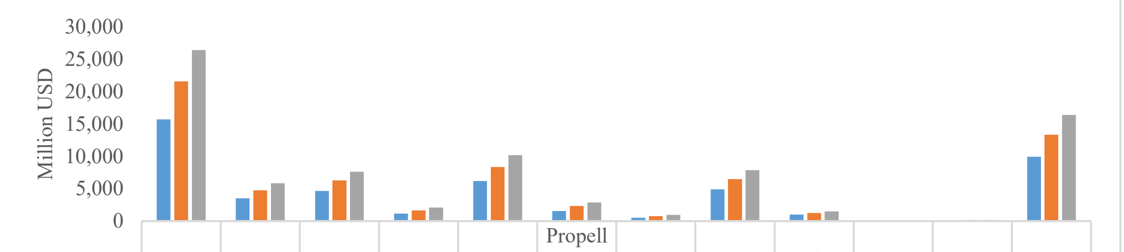
6.2.2. Market-size Segmentation for the historical & Forecast

Table 12:Types of Auto Components

Parts	Description
Engine Components	An engine converts energy from fuel to some mechanical energy, creating motion in the process.
Interiors	The interior component of the car is the part that the driver and passengers see most and experience most closely - the steering wheel, dashboard, seats, door panels and so on.
Electric systems	The electrical system comprises a storage battery, generator, starting (cranking) motor, lighting system, ignition system, and various accessories and controls.
Chassis	"Chassis" is a term that should be used to refer to the load-bearing part of a car's frame. It is the horizontal section of the vehicle that connects other components of the structure. The chassis is a set of mechanical components that make it possible to transfer power from the drive unit to the wheels.
Suspension & Braking	The suspension system is a protective lattice of shock-absorbing components such as springs and dampers. Suspension components eliminate “lag” and maintain proper vehicle geometry, which reduces braking time and braking distance.
Propeller Shafts & Transmission	Propeller shafts are typically made from high-strength steel or aluminum alloys to balance durability and weight reduction. In modern electric and hybrid vehicles, lightweight composite propeller shafts are increasingly used to improve fuel efficiency and reduce drivetrain vibration. Overall, the propeller shaft plays a critical role in ensuring smooth torque transmission, vibration damping, and efficient power delivery between the engine and the wheels. In a car, a transmission, or a gearbox, acts as the medium that transmits power

Parts	Description
	generated by the engine to the wheels via a mechanical system of gears and gear trains. A transmission allows a person to apply power to the vehicle in a controlled manner without which the car would not efficiently move.
Cooling Systems	Almost all cars have liquid cooling systems in their engines. A typical automotive cooling system consists of a series of channels cast into the engine block and cylinder head, a radiator, a thermostat, a fan, and a centrifugal water pump.
Consumables	Consumables simply refer to the items that require constant expenditure like brake oil, nuts, bolts, screws, washers, engine oil, gearbox oil.
Die Cast Components	The major automobile components made using casting are pistons, engine blocks, valve covers, wheels, transmission housing, carburetors, fan clutches.
Ignition Switches	The ignition switch performs a primary function. It connects the circuit that provides voltage to the starter motor, allowing the engine to crank over and the engine to eventually start.
Switches	Switches, whether toggle, push button, disconnect, or rockers, are to be seen in every 12v and 24v electrical circuit. These switches for vehicles are used to turn on or off the engine, lights, and moderate electrical systems.

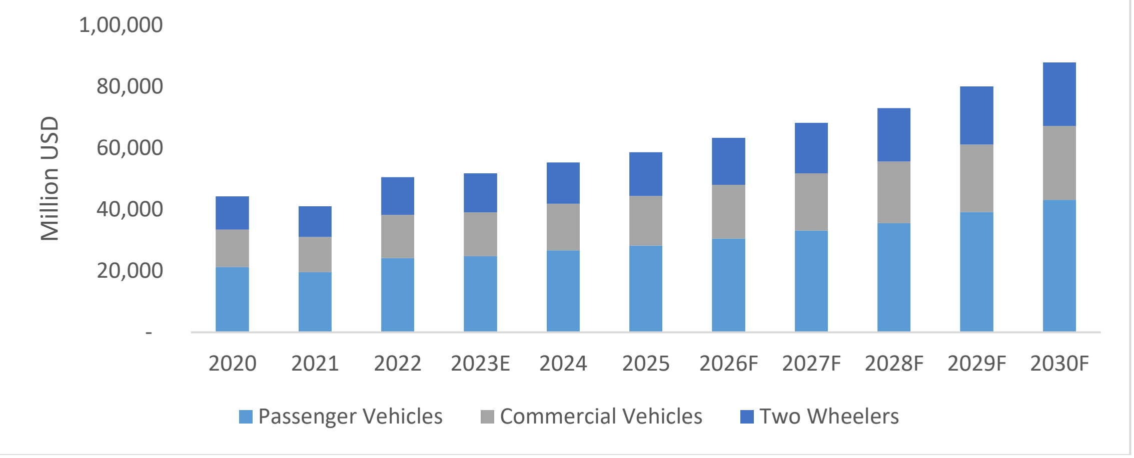
Chart 27: Trend in market size- By Type (2020-30)



	Engine Components	Interiors	Electric systems	Chassis	Suspension & Braking	Propeller Shafts & Transmission	Cooling Systems	Consumables	Die Cast Components	Ignition Switches	Switches	Others
2020	15,718	3,515	4,664	1,164	6,207	1,558	503	4,891	1,016	6.1	113	9,949
2025	21,562	4,760	6,260	1,673	8,375	2,320	777	6,478	1,260	8.3	167	13,316
2030F	26,402	5,840	7,617	2,074	10,199	2,874	965	7,839	1,501	10.9	190	16,391

Source: Maia Research, CareEdge Research
Note: F- Forecast

Chart 28: Trend in market size- By End user industry (2020-30)



Source: Maia Research, CareEdge Research
Note: F- Forecast

The passenger vehicle PV segment comprised the highest share of component supplies at 43%, followed by commercial vehicles at 25% and two-wheelers at 22% in CY25. The growth in sales volume across segments was supported by healthy demand in the urban areas, increasing replacement demand, growing demand for utility vehicles in the passenger vehicle segment, vehicle scrappage policy, and higher infrastructure spending. Despite inflationary pressure throughout the year, preponing purchases before the implementation of new BS-VI Phase -II norms, easing of semiconductor chip supply, and pent-up demand supported the sales growth.

6.2.3. Key Demand and Growth Drivers of the Industry

Key Growth Drivers for the Auto Components Industry

The rapid evolution of the automotive industry continues to drive strong demand for critical components. As the sector expands its role within the global economy, stronger private investments, technology upgrades, and new entrants have enhanced manufacturing capabilities and boosted consumption. Electrification is further accelerating this shift reducing oil dependency, improving urban mobility, and creating employment while India follows a phased roadmap to build domestic capabilities across EV vehicles, assemblies, and sub-components.

India's emergence as a global automotive R&D and engineering hub also strengthens the component ecosystem. A skilled workforce, cost-competitive manufacturing, large consumer base, and supportive industrial infrastructure have encouraged localization, innovation, and scale across powertrain, electronics, and driveline technologies.

The rise of new-energy vehicles is transforming component demand shifting from traditional mechanical systems toward high-voltage electrical architectures, intelligent electronics, and lightweight materials. Growing EV penetration, driven by stricter emission norms and declining ownership costs, is unlocking fresh opportunities for component suppliers.

Government initiatives remain a strong tailwind. Policies such as FAME II and various production-linked incentive schemes are helping build a domestic supply chain for key technologies from batteries to advanced electronics and high-value auto components while reducing import dependence.

Global manufacturers are increasingly investing in India to fill the local manufacturing void in critical parts such as batteries, power electronics, and semiconductors. Large-scale PLI programs are expected to boost capacity, enhance competitiveness, and position India as a reliable auto-component sourcing destination for the world.

The demand for auto components in India is supported by growth in vehicle production, OEM capacity expansions and new vehicle platforms. Vehicle exports, demand from commercial and off-highway segments and replacement demand from the existing vehicle fleet also contribute to demand for auto components. Consistent supplier relationships between automotive component manufacturers and original equipment manufacturers (OEMs) support demand stability in the auto component industry. The OEMs engage with component suppliers through sourcing arrangements and supplier development programmes for vehicle platforms and production cycles. As OEMs continue vehicle production and introduce new models, supplier relationships support demand for automotive components across vehicle segments.

6.2.4. Challenges faced by auto component industry

The auto component industry continues to face multiple pressures that affect production efficiency, cost structures, and technological competitiveness. The most persistent challenge is the global semiconductor shortage, driven by supply-chain disruption and geopolitical tensions. With electronics now accounting a major percentage of a vehicle's value, the shortage has constrained OEM production schedules and increased dependence on imported chips for critical systems such as safety controls, infotainment, telematics, battery management, and advanced driver assistance features.

Another significant challenge is the steep rise in raw material prices, particularly steel and aluminum, which has raised manufacturing costs and pushed OEMs to increase vehicle prices risking demand moderation. Volatility in commodity markets continues to pressure margins across the value chain.

Rapid technological shifts including BS-VI emission norms, electrification, and increased electronics integration—have heightened the need for advanced capabilities. Since much of the cutting-edge technology is sourced from global suppliers, domestic firms face a competitive disadvantage and must rely on collaborations or joint ventures to access new technologies and customer markets.

Taxation adds further hurdles. The industry is subject to high and non-uniform GST rates (18% and 28%), with additional cess on ICE vehicle components. Higher tax burden on key EV components also limits local manufacturing and keeps import dependency high especially for batteries and power electronics. Finally, increasing product integration and complexity such as in electric drives and lightweight materials has raised technical and investment barriers. Only suppliers with strong R&D capability, manufacturing sophistication, and deep OEM partnerships are well-positioned to scale in this evolving landscape.

6.2.5. Review and Outlook of Auto component industry

The auto component industry is playing a pivotal role in propelling India's growth, leveraging emerging global opportunities with its distinctive competitiveness and innovations through electrification, technology, digitization, and a range of alternative fuels, to redefine the mobility space. Also, the government is fostering a robust automotive supply chain and has been advocating policies, promoting localisation, and enhancing competitiveness.

The Indian automotive industry has the potential to reach a global scale and be more sustainable. The industry players are making successful strides to ensure global prominence by driving tech-led innovations supported by a favourable business environment. Accordingly, the automotive industry is paving its way by embracing cleaner energy sources, digitalization, and prioritising sustainability.

Further, the government's favourable policies are unleashing India's potential to revolutionize the global mobility landscape. The automobile sales are expected to gain traction with the recent announcements in Budget 2023-24 on the Vehicle Scrappage Policy, increased infrastructure spending, lowered direct taxes, and focus on green mobility. In addition, with the growth in sales of electric vehicles (EVs), the auto component industry is witnessing a fast transformation to be an integral part of the EV manufacturing supply chain. The industry is making steady investments and also acquiring technology companies. Several global firms are looking forward to investing in the Indian auto components industry, given its increased focus on deep localisation and the announcements of the PLI schemes by the government on Advanced Chemistry Cell (ACC) Batteries and auto & auto components. Such factors will enable the development of attractive alternative sources of high-end auto components in India.

Moreover, the auto component industry is expected to grow over the long term with the premiumisation of vehicles, which will translate into healthy growth for auto component suppliers. Vehicle sales, especially in the PV, CV, and tractor segments have now reached pre-pandemic levels. With significant mitigation in the supply-side issues of availability of semiconductors, input raw-material costs and logistics, the vehicle industry is expected to continue to perform well in FY24, which augurs well for the auto components sector. In addition, exports and growth in domestic aftermarket continue to be robust.

However, inflationary pressure and the increased cost of ownership continue to be a concern that might have a bearing on consumer sentiment. Also, any further increase in raw material prices and escalating freight costs will be key risks for the OEM segment. At the same time, demand from the aftermarket segment is expected to sustain as the need for repairs on existing vehicles will continue in the near-to-medium term. The exports might also be impacted in the medium term due to global economic conditions, foreign exchange fluctuations, and recession fears in the global markets.

7. Overview of Real Estate Industry

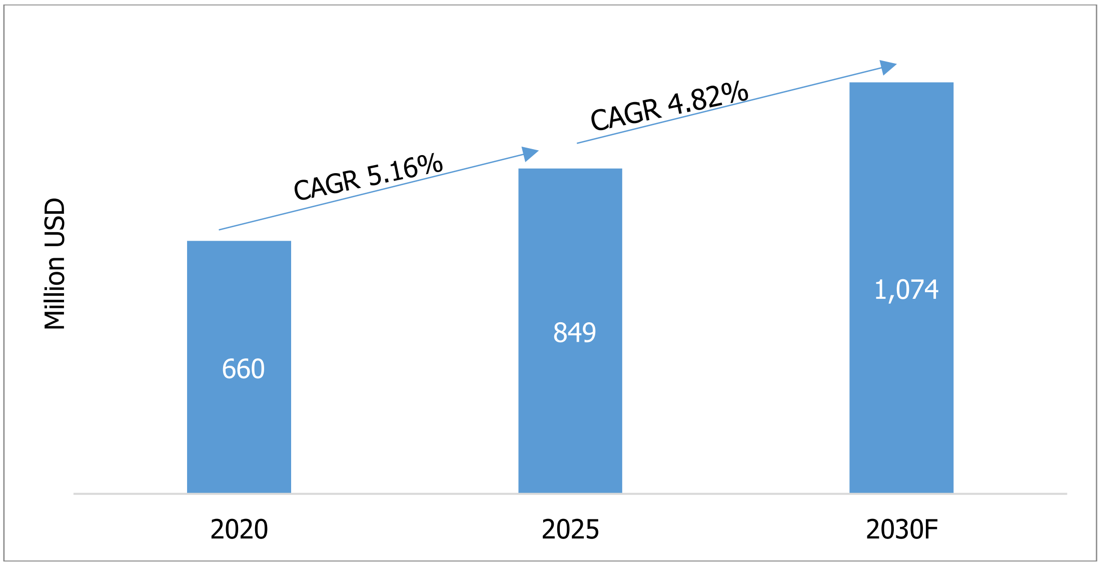
7.1. Overview of Global Real Estate Industry

The global real estate industry is one of the largest and most influential sectors of the world economy, encompassing residential, commercial, industrial, and infrastructure development. Growth in the sector is primarily driven by rapid urbanization, expanding population, rising household incomes, and significant infrastructure investments in emerging economies. Technological advancements such as smart buildings, energy-efficient construction, and integrated townships are transforming the landscape, while institutional investors and REITs continue to increase capital flows into real estate as a stable, long-term asset class. Despite cyclical slowdowns related to interest rate volatility and economic uncertainty, construction activities in major regions including North America, Europe, and the Asia-Pacific remain resilient, supported by government-led housing initiatives and commercial development programs. The industry is expected to sustain strong demand for modern homes, logistics hubs, data centers, office spaces, and transportation infrastructure as global cities expand and economies evolve.

Growing Role of Shafts in the Global Real Estate & Construction Ecosystem

As the real estate sector modernizes with high-rise buildings, automated facilities, and advanced infrastructure, the application of shafts is becoming increasingly essential. Shafts are integral in building mobility solutions such as elevators, escalators, HVAC systems, mechanical drive units, and material handling equipment within construction projects. With more high-density housing, smart integrated townships, and large commercial complexes being developed, the demand for durable, high-precision transmission shafts is rising rapidly. These components enable smooth vertical transportation, ensure operational efficiency in rotating machinery, and enhance structural safety. Industrial real estate including warehouses, manufacturing hubs, and metro rail facilities further contributes to shaft demand due to constant reliance on cranes, conveyors, and heavy mechanical systems. Hence, as global real estate continues to scale upward and technologically evolve, shafts are becoming a critical enabler of modern construction efficiency, mobility, and safety.

Chart 29: Global Propeller Shaft Industry Market Size & Forecast in Real Estate Industry



Source: Maia Research, CareEdge Research
Note: F- Forecast

7.2. Overview of India's Real Estate Industry

7.2.1. Industry Overview

The real estate industry is one of the most crucial and recognized sectors across the globe. The industry can be further segmented into four sub-sections – housing, commercial, retail and hospitality. The Indian real estate market is expected to expand significantly, with its market size is projected to rise from USD 578.8 billion in CY25 to USD 828.2 billion by CY30, reflecting a CAGR of 7.4% over the period. Of these, the residential segment contributes to close to 68% to the overall sector. The growth of the overall real estate industry also depends upon the growth in the corporate environment and the demand for office space, urban and semi-urban accommodations. The real estate industry is therefore one of the major sectors in terms of its direct, indirect, and induced impacts on all the sectors of the economy.

Post-pandemic recovery has strengthened demand, supported by rising incomes, improved affordability, and increased urban migration. Residential sales and new launches reached multi-year highs in CY25, signaling strong buyer confidence and renewed development activity.

Commercial real estate continues to expand with demand from IT/IteS, BFSI, GCCs, and start-ups, along with growing investor participation including PE funds and NRIs. Business decentralization and better connectivity are also pushing growth into Tier-2 and Tier-3 cities.

Overall, the sector remains a major economic driver with strong backward and forward linkages, contributing significantly to employment, investment, and infrastructure development.

7.2.2. Key Demand Drivers in Real Estate Industry

- **Increased Economic Growth and Urbanization to Boost Demand**

  The Indian economy has experienced steady growth over the past decade and is expected to be one of the fastest-growing economies globally. Whereas the rising income and employment opportunities have led to migration to urban areas, thereby creating a greater need for real estate in major Indian cities.

- **Rising Number of Nuclear Families**

  India has the most population in the world which is about 1.4 billion. The population largely consists of young and middle-aged and hence this shows that India has a huge potential consumer market and a huge housing demand gap. According to the World Bank, India's urban population will account for 40% of the total population by 2036. With the deepening of the process of urbanization in India, the continuous increase of urban population and the continuous development of economy will continue to promote the development of this industry. The nuclear family concept is well-linked with the rapid urbanization of the country. According to the 2001 census, out of 19 crore households, 10 crore or a little over 50% were nuclear households. Whereas in the 2011 census, the share reached 52.1% – 13 crores nuclear out of 24.9 crore households. People migrate from one place to another in search of jobs which ultimately increases the nuclear family counts. An increase in the nuclear family will lead to an eventual growth in demand for residential units.

- **Infrastructure Development and Connectivity**

  The government's strong push towards infrastructure through schemes like Smart Cities Mission, Bharatmala, and urban metro expansions is unlocking new real estate corridors. Improved connectivity through new expressways, ring roads, metro lines, and suburban rail networks is boosting residential demand in peripheral and emerging locations. This trend is evident in cities like Pune, Bengaluru, Hyderabad, and NCR, where homebuyers are exploring well-connected but more affordable outskirts.

- **Growth of the Services and IT/ITeS Sector & Rise of Flexible Workspaces**

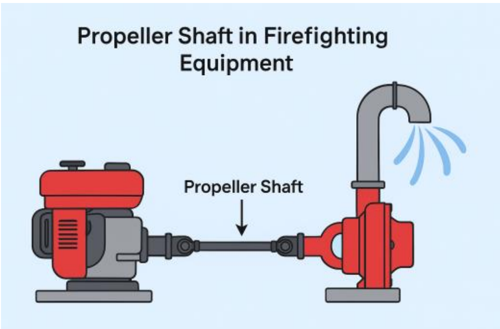
The continued expansion of India's services sector, especially IT/ITeS, BFSI, and Global Capability Centers (GCCs), has resulted in a sustained demand for high-grade office infrastructure in major urban centers. With global firms expanding their India footprint, there is strong appetite for premium and sustainable office spaces. The demand for coworking and flex offices has surged, fueled by startups, freelancers, and even large enterprises aiming for cost-effective, agile work environments. These shared spaces allow occupiers to scale quickly without long-term commitments. The emergence of operators like WeWork, Smartworks, and Awfis has led to mainstream adoption of this model.

7.2.3. Key Challenges in Real Estate Industry

Challenges	Description
Land Availability	- **Litigated Land**: 16% of projects and 31% of built-up spaces in India face legal disputes. In Mumbai, 30% of projects and 50% of built-up space are affected. Thane has 26% and 36% respectively. - **Affordable Land**: The shortage of affordable land hinders affordable housing projects. Unutilized government land banks can be allocated for affordable housing under a PPP model.
Outdated Building Bylaws	- **Population Growth**: With India's population reaching 1.4 billion, and urbanization increasing, demand for space is critical. - **FSI Norms**: Current Floor Space Index (FSI) norms do not meet growing housing demands. Outdated bylaws limit housing supply despite rising demand.
Speculation in Land and Property Prices	- **Rise in real estate price**: The prices of land and real estate in India have increased exponentially in the last decade, leading to overpricing of commercial and residential properties. On the other hand, real estate agents or brokers buy or sell property frequently with their own investments, causing property prices to surge.
Approvals and Procedural Difficulties	- **Regulatory Burdens**: Real estate developers must comply with numerous laws and regulations at the central, state, and local levels, often varying across regions. - **Delays**: Any delay in obtaining approvals, particularly during the planning phase, impacts project timelines and escalates costs for both developers and buyers.
Finance Costs	**Fluctuating Interest Rates**: Changes in interest rates impacts demand in the affordable housing sector and dampens homebuyer sentiment, particularly among the lower middle class. This slows sales, delays project launches, and strains developers' cash flows, creating uncertainty across the sector.

7.2.4. Application of shafts in firefighting equipment in the Real Estate Industry

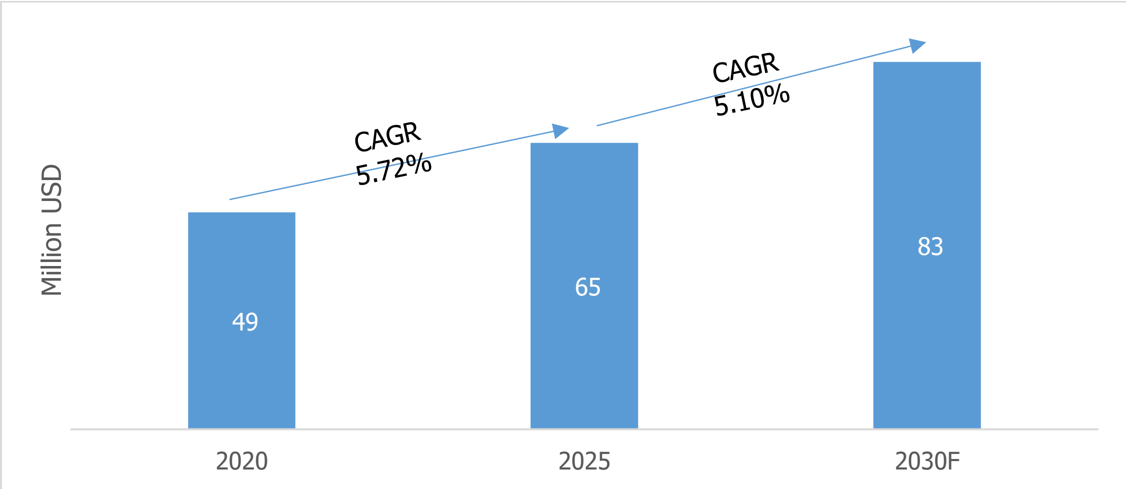
Building the Future: Safety Innovations components in Integrated Townships Driving Demand for Shafts in Real Estate



In the real estate industry, firefighting equipment plays a crucial role in ensuring building safety and compliance with fire safety regulations. Propeller shafts are an integral component of firefighting pumps and water delivery systems used in residential and commercial complexes. These shafts transmit power from the engine or motor to the pump impeller, enabling the high-pressure water flow required during firefighting operations. In large real estate projects, centralized fire pump systems are often installed in basements or utility rooms, where propeller shafts help maintain efficient torque transmission, minimal vibration, and reliable performance even under continuous operation. They are also used in mobile firefighting units, such as truck-mounted or trailer-based fire pumps, which are commonly deployed for industrial estates, high-rise buildings, and township projects. The use of durable, corrosion-resistant propeller shafts ensures longevity, operational safety, and reduced maintenance in critical emergency response systems

In modern real estate developments, ventilation and smoke extraction systems are critical safety components designed to control smoke movement during a fire. Rotating shafts play an essential role in these systems by transmitting mechanical power to fire-rated exhaust fans, blowers, and dampers installed across basements, corridors, and parking areas. These shafts enable continuous airflow and help in rapid removal of smoke, heat, and toxic gases, ensuring better visibility and safer evacuation routes for occupants. In high-rise buildings, multiple shafts are integrated vertically to create dedicated pathways for smoke extraction and fresh air supply, preventing smoke from spreading to escape routes and stairwells. The use of high-strength, heat-resistant shafts and couplings in these systems enhances their reliability, operational efficiency, and durability under extreme temperature conditions making them a vital part of a building's fire safety and life protection infrastructure.

Chart 30: India Propeller Shaft Industry Market Size & Forecast in Real Estate Industry



Source: Maia Research, CareEdge Research
Note: F- Forecast

India's urban landscape expands with smart cities, high-rise developments, and integrated townships, the demand for efficient, durable, and precision-engineered shafts is growing steadily. With increasing emphasis on safety, sustainability, and automation, propeller and drive shafts are becoming indispensable components in powering critical building systems quietly supporting the backbone of India's modern real estate ecosystem.

7.2.5. Industry Outlook

India's residential market continues to show strong momentum driven by rising incomes, urbanization, improving infrastructure, and a shift toward upgraded living spaces. Government initiatives like PMAY, urban development programs, and digital land reforms are further supporting demand. Despite higher interest rates, end-user driven sales and steady new supply reflect healthy market confidence.

In residential real estate, homebuyers increasingly prefer modern, amenity-rich, and well-connected integrated communities, supporting growth in mid-segment and lifestyle housing.

Commercial real estate outlook remains positive, backed by IT/ITeS expansion, manufacturing growth, logistics demand, and rising institutional investments including REITs. Co-working spaces, organized retail, and Grade-A warehousing continue to scale, especially across Tier-2 and Tier-3 cities. Overall, strong economic fundamentals and policy support position both residential and commercial segments for sustained, long-term growth.

8. Overview of Railway Industry

8.1. Overview of Global Railway Industry

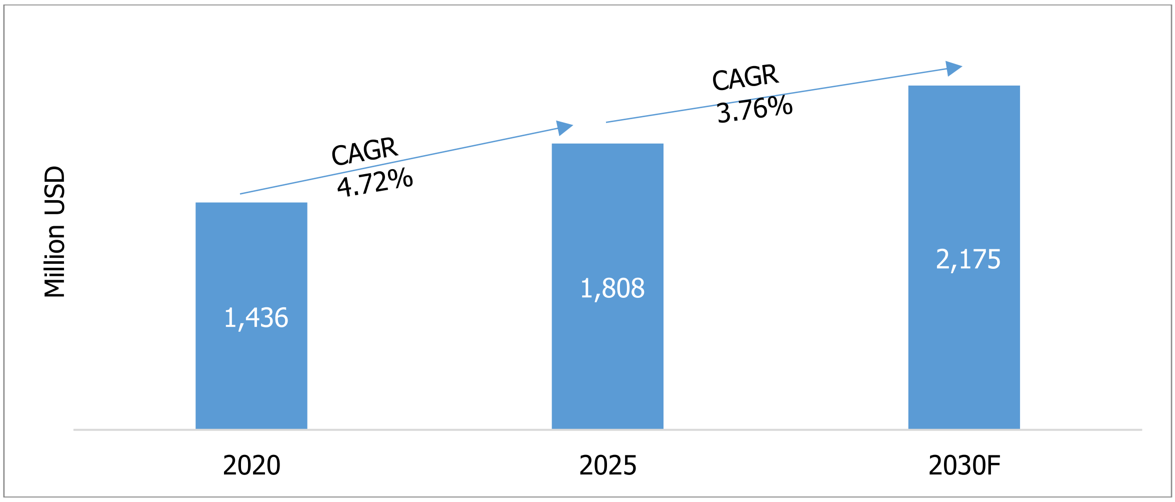
The global railway industry continues to expand as countries invest in efficient, sustainable, and high-capacity transportation systems. Urbanization, population growth, and the need to reduce road congestion are driving major rail infrastructure upgrades, including metro networks, high-speed trains, dedicated freight corridors, and modernized signaling systems. Regions such as Asia-Pacific and Europe lead the market with large-scale electrification, rolling stock replacement, smart rail technologies, and improved safety standards. Government-backed investments in green mobility and intercity connectivity further support long-term growth, making rail a key component of future transportation planning worldwide. The industry is also moving toward higher energy efficiency, lightweight materials, and automation to improve operational reliability and passenger comfort.

Rising Importance of Shafts in the Railway Ecosystem

Shafts are critical mechanical components in the railway sector, enabling power transmission and rotational motion across key rolling stock and trackside equipment. They are extensively used in locomotive drive systems, traction motors, gearboxes, braking assemblies, suspension units, axle systems, and door actuation mechanisms. As railways adopt faster, heavier, and more technologically advanced trains, the need for high-precision, fatigue-resistant, and weight-optimized shafts continues to increase.

The rapid expansion of metro rail networks, modernization of legacy rail fleets, and growing electric and high-speed rail programs are leading to higher replacement and new-build demand. Additionally, digital maintenance practices and predictive monitoring are increasing the emphasis on quality and durability of mechanical shafts to ensure longer service life and safety compliance. Therefore, as global rail infrastructure scales up, shafts remain a fundamental enabler of stable, efficient, and reliable railway operations positioning the shafts market for strong growth alongside the industry.

Chart 31: Global Propeller Shaft Industry Market Size Forecast in Railway Industry



Source: Maia Research, CareEdge Research
Note: F- Forecast

8.2. Overview of India's Railway Industry

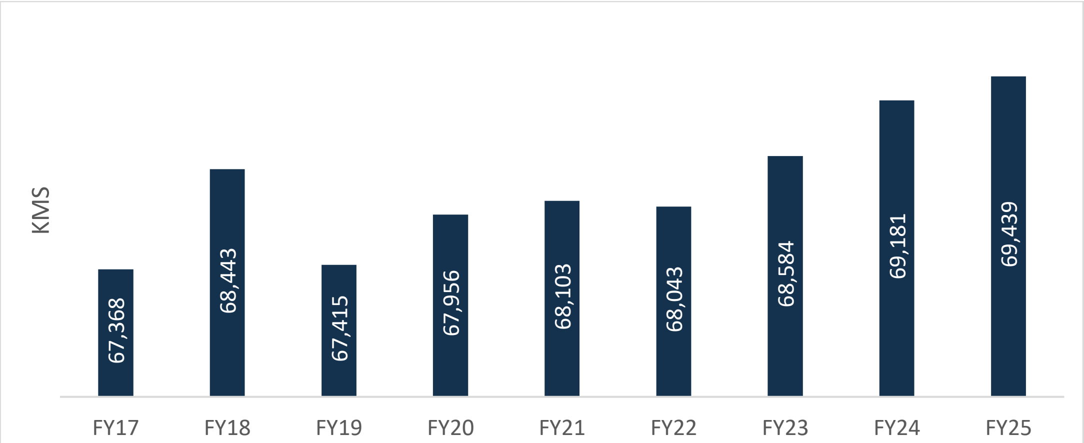
8.2.1. Industry Overview and structure

The Indian Railway Industry is one of the largest and most complex rail networks in the world, serving as the backbone of India's transportation system and a vital contributor to the country's economic development. Operated primarily by Indian Railways (IR) under the Ministry of Railways. The Indian

Railway industry operates through two major segments passenger transportation and freight transportation. The passenger segment caters to various classes of travel, from suburban and mail/express trains to premium services like Rajdhani, Shatabdi, and Vande Bharat Express, offering improved comfort, speed, and safety. The freight segment, on the other hand, plays a crucial role in supporting industrial supply chains, transporting commodities such as coal, cement, steel, food grains, fertilizers, and petroleum products.

The Indian Railways is undergoing a significant transformation, marked by modernization efforts and substantial infrastructure investments. The Indian Railways is focused on enhancing its operational efficiency, safety, and passenger experience. As of FY26, 99.6% of the Indian Railways' broad-gauge network had been electrified, with 269 km remaining across 5 states. The remaining electrification work is expected to be completed in FY27. It also plans to become a net zero carbon emitter by CY30 as part of countries strategy to combat climate change. As of June 2026, Indian Railways had commissioned approximately 1,161 MW of solar capacity and 103 MW of wind capacity, including rooftop and ground-mounted solar plants. The Railways is also adopting hybrid renewable energy systems comprising solar, wind and energy storage for electric traction. The introduction of Semi high-speed trains, such as the Vande Bharat Express, has improved travel times and passenger comfort, with over 144 services now operational with average occupancy rate of 105.03%. The expansion of dedicated freight corridors is set to streamline cargo movement, reducing transit times and operational costs. The ongoing redevelopment of stations under the Amrit Bharat scheme, 1,337 stations identified for modernization, promises improved amenities and infrastructure. As of March 2026, 180 railway stations are redeveloped under this scheme. On the financial side, Indian Railways has seen a significant boost in freight revenue, hitting Rs 1,777.54 billion in FY26, along with a gross budgetary support of Rs 2,788.30 billion for FY27, showcasing strong government support. These developments highlight a real commitment to turning Indian Railways into a more efficient, modern, and passenger-friendly network, ready to tackle the increasing demands of the country's transportation sector.

Chart 32: Indian Railway Route Length



Source: Indian Railways Yearbook

Indian Railways is the fourth-largest railway system in the world behind the US, Russia, and China. India has over, 69,439 route km along with 7,469 stations as of FY25. The number of passengers carried, and freight transported has been on the rise over the past few years. The Indian Railways carried 7,293 million passenger and 1,617.38 million tonnes of cargo in FY25 and ~7,410 million passengers and 1,669.93 million tonnes of cargo in FY26.

The Indian railway sector has seen multiple developments in the last decade such as expansion of metro rail network, introduction of high-speed trains and semi-high-speed trains, modernization of railway stations etc. Indian railways are moving towards large scale capacity expansion with technological advancement. For the next four to five years, India Railways has set out massive network expansion and decongestion targets.

8.2.2. Key Demand and Growth Drivers of the Industry

The key demand and growth drivers of the Indian Railway industry stem from the government's continuous efforts to modernize infrastructure, enhance connectivity, and increase efficiency across freight and passenger segments. The Indian Railways serves as the backbone of the nation's transport system, moving over a billion tonnes of freight annually and catering to millions of daily passengers. Rising urbanization and industrialization are driving the need for efficient, cost-effective, and sustainable transportation solutions, thereby boosting investment in railway infrastructure.

Government initiatives such as PM Gati Shakti, National Rail Plan 2030, and Make in India are accelerating modernization through electrification, station redevelopment, and the introduction of semi-high-speed trains like Vande Bharat Express. Additionally, the Dedicated Freight Corridors (DFC) are set to transform freight operations by reducing transit time and improving logistics efficiency. The push toward 100% electrification, hydrogen and battery-powered trains, and indigenous manufacturing under the Atmanirbhar Bharat initiative is also spurring technological advancement. Furthermore, the development of new industrial corridors, metro expansions in major cities, and private sector participation in train operations and maintenance are expected to further strengthen demand in the coming years.

8.2.3. Key Challenges in Indian Railway Infrastructure

Indian Railways faces several significant challenges that affect its operations and passenger experience.

- **Overcrowding:** Overcrowding is a major issue, with trains and stations often operating beyond their capacity. This results in passenger discomfort and raises serious safety concerns. Additionally, overcrowding leads to operational inefficiencies, complicating the management of schedules and impacting the overall quality of service.

- **Aging infrastructure:** Many railway tracks and station facilities are old and require urgent repair or replacement. This wear and tear create significant safety risks and reduce system efficiency, leading to frequent disruptions and delays. Addressing these problems is crucial to improving both safety and operational performance.

- **Insufficiency of Existing Track:** The current track infrastructure in India is not suitable to support for Semi- High Speed or High-Speed Railways and need to be revamped to cater to the need of trains like Vande Bharat etc.

- **Safety concerns:** Recurring accidents and safety lapses highlight the need for substantial investment in safety measures and training. These issues underscore the importance of implementing stronger safety protocols and upgrading infrastructure to better protect passengers and ensure reliable operations. Even though the number of accidents has reduced from 135 in FY15 to 2 as of June 2026, indicating an improvement in railway safety, although continued focus on safety measures remains necessary.

- **Operational delays:** The operational delays impact both passenger and freight services, resulting in unreliable schedules and disruptions to supply chains. This adversely affects economic productivity and customer satisfaction. To mitigate these delays, significant improvements in infrastructure and operational management are essential.

- **Technological lag:** The current technology used for signalling, communication, and train control is outdated and requires substantial upgrades to meet global standards. Modernizing these technologies is critical for enhancing efficiency, safety, and overall service quality. Without these advancements, Indian Railways will struggle to meet the demands of a modern transportation network.

- **Congestion on Key routes:** Congestion on key routes in Indian Railways is a significant issue that impacts efficiency, punctuality, and overall service quality. Certain routes, especially those connecting major cities or popular destinations, experience high passenger volumes, leading to congestion. As per Niti Aayog, 7 main routes contribute to about 60% of the total freight traffic, but it constitutes to only

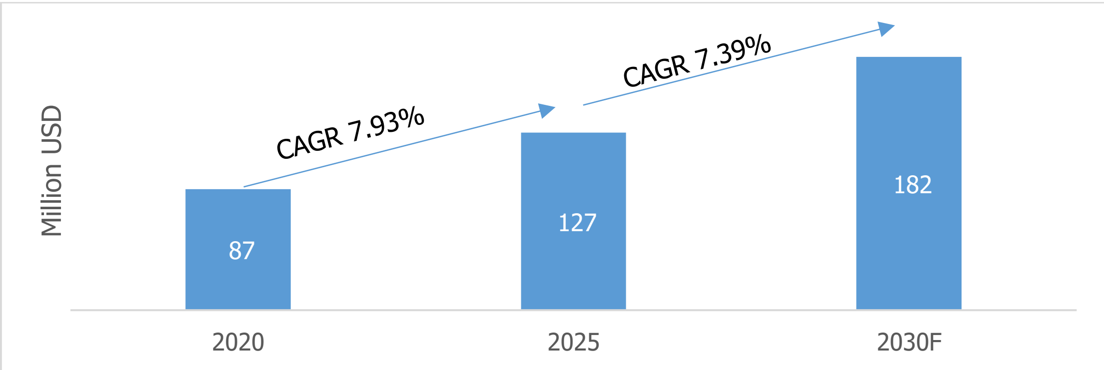
16% of the Indian Railway route network. For instance, the Delhi-Mumbai corridor, one of the busiest in the network, experiences high track density with up to 100 trains per day per track Km, often leading to average delays exceeding 30 minutes, particularly during peak hours. Similarly, the Howrah-Delhi route, handling over 400 passenger trains monthly, suffers from significant delays and infrastructure strain due to the high volume of both passenger and freight traffic. On such congested routes, average delays and track utilization metrics highlight the severe operational challenges, with up to 40% of trains facing delays due to the overburdened infrastructure.

8.2.4. Application of locomotive and Quill drive shafts in Indian Railways

Rising Locomotive and Wagon Production to Accelerate Shaft Applications in Indian Railways

In the Indian Railways, locomotive and quill drive shafts play a vital role in the efficient transmission of power from the traction motor to the wheels, ensuring smooth and reliable train movement. The locomotive drive shaft (or cardan shaft) transmits torque from the engine or traction motor to the axle assembly, enabling motion across different load and track conditions. These shafts are designed to handle high torque and vibration levels while maintaining flexibility during operation, especially on uneven tracks and curves.

Chart 33: India Propeller Shaft Industry Market Size Forecast in Railway Industry



Source: Maia Research, CareEdge Research
Note: F- Forecast

The quill drive shaft, on the other hand, is a specialized mechanism widely used in electric and high-speed locomotives. In this system, the traction motor is mounted on the locomotive frame rather than directly on the axle. The quill shaft (a hollow, flexible shaft) connects the motor to the wheel through a coupling, allowing torque transmission while isolating the motor from track shocks and vibrations. This design improves ride comfort, reduces maintenance costs, and enhances the lifespan of both motors and wheelsets. Beyond locomotives, propeller shafts are also used in various rolling stock applications, including freight wagons and passenger coaches, where they contribute to drivetrain systems, coupling mechanisms, and auxiliary drive units. In railway applications, aluminium components are valued for their durability, corrosion resistance, and lightweight characteristics. The use of aluminium in drivetrain and structural components helps reduce the overall weight of rolling stock and locomotive systems, improving energy efficiency, reducing track wear, and enhancing operational performance over long-distance operations.

In the Indian context, modern electric locomotives like the WAP-7, WAG-9, and Vande Bharat trainsets utilize quill drive technology for better energy efficiency, higher speeds, and reduced wear and tear. As India focuses on modernizing its railway infrastructure with high-speed trains, electric locomotives, and advanced freight systems, the demand for reliable, durable, and lightweight propeller shafts is expected to rise significantly making them an indispensable component in powering the nation’s rail mobility.

9. Overview of Railway's Rolling Stock Industry

9.1. Indian Railway's Rolling Stock Industry

9.1.1. Overview- Locomotives, Freight Wagons & Passenger Coaches

The Indian Railway Rolling Stock Industry forms the backbone of India's rail transport network, encompassing the design, manufacture, and maintenance of locomotives, freight wagons, and passenger coaches. It supports both freight and passenger movement across one of the world's largest rail networks, operated primarily by Indian Railways (IR) under the Ministry of Railways.

Locomotives serve as the power units of the railway system. They are classified mainly into diesel and electric locomotives, with electric ones gaining dominance due to the government's ongoing electrification program. Modern high-speed locomotives such as WAP-7, WAG-9, and the new WAG-12B (12,000 HP) have been developed under "Make in India," offering enhanced efficiency and reduced carbon emissions.

Freight wagons are essential for transporting bulk commodities like coal, cement, steel, and food grains. With the growth of industrial and infrastructure activities, demand for specialized wagons such as hopper, container, and automobile-carrying wagons has increased significantly.

Passenger coaches include a range of classes from ordinary ICF-type coaches to modern LHB (Linke Hofmann Busch) and Vande Bharat trainsets, which provide higher safety, comfort, and speed. India's manufacturing units such as Integral Coach Factory (ICF), Modern Coach Factory (MCF), and Rail Coach Factory (RCF) have contributed significantly to this modernization, supported by private players under public-private partnership (PPP) initiatives.

9.1.2. Key Demand and Growth Drivers

The demand for rolling stock in India is driven by multiple economic, infrastructural, and policy-related factors. One of the strongest growth catalysts is the increasing investment in railway infrastructure. The Indian government has prioritized the modernization and expansion of the railway network, with projects such as Dedicated Freight Corridors (DFC), High-Speed Rail (HSR), and station redevelopment programs. These initiatives are driving large-scale demand for locomotives, wagons, and advanced passenger coaches.

The shift toward electrification is another major driver, as Indian Railways aims to achieve 100% electrification by 2030. This transition is boosting demand for electric locomotives and EMUs (Electric Multiple Units) while phasing out older diesel models. Additionally, the growing focus on logistics efficiency including the development of multimodal freight terminals, containerization, and private freight operators is increasing the requirement for high-capacity and specialized wagons.

Urbanization and the rising middle-class population have led to higher demand for comfortable, fast, and safe passenger travel, spurring the rollout of semi-high-speed trains like Vande Bharat. The Make in India and Atmanirbhar Bharat initiatives are further strengthening domestic manufacturing capabilities and encouraging private participation in rolling stock production.

9.1.3. Major challenges of the industry

Despite strong growth prospects, the rolling stock industry faces several challenges. One of the key concerns is the aging fleet of locomotives and coaches, which increases maintenance costs and reduces operational efficiency. Capacity constraints in manufacturing units and dependency on a few state-owned facilities limit the industry's ability to meet surging demand, particularly for modern, high-speed trainsets.

The lack of standardization and interoperability across rolling stock designs also creates logistical and maintenance inefficiencies. Furthermore, supply chain bottlenecks, including limited availability of high-quality raw materials and specialized components, affect production timelines and costs.

The industry also grapples with technological gaps, particularly in advanced traction systems, braking mechanisms, and lightweight materials. Although private participation is rising, procurement and tendering processes remain bureaucratic and slow. Lastly, environmental concerns and the need to comply with global emission and safety standards present additional challenges, requiring continuous investment in R&D and sustainable manufacturing.

9.1.4. Review and Outlook

The outlook for the Indian Railway Rolling Stock Industry is highly positive, supported by strong policy initiatives, rising passenger and freight demand, and rapid modernization efforts. The government's continued emphasis on electrification, high-speed connectivity, and capacity expansion will sustain robust demand for advanced locomotives, wagons, and passenger coaches in the coming decade.

India's entry into the high-speed rail segment (Mumbai–Ahmedabad Bullet Train Project) and the expansion of semi-high-speed corridors signal a new era of rail mobility. Rolling stock manufacturers are expected to benefit from the Production Linked Incentive (PLI) scheme, localization mandates, and global technology collaborations. The Vande Bharat Sleeper Train programme is being implemented in phases covering prototype development, testing, trials and series production by BEML, Integral Coach Factory, Chennai, and technology partners. A total of 260 rakes are planned for manufacture, with passenger service to be introduced based on demand and operational readiness. The trainsets will include KAVACH, crashworthy car-body design, fire safety systems, regenerative braking, automatic plug doors, CCTV, emergency communication systems, centralised coach monitoring and passenger facilities, with design and operating speeds of 180 kmph and 160 kmph, respectively.

In the medium to long term, the industry is likely to experience technological transformation, with increasing adoption of lightweight materials, digital monitoring systems, predictive maintenance, and green propulsion technologies such as hydrogen fuel cells. Private investment and international partnerships will further strengthen India's position as a global manufacturing hub for railway rolling stock, aligned with the vision of Viksit Bharat 2047.

10. Overview of Shipping Industry

Purpose of Propeller shaft in Shipping

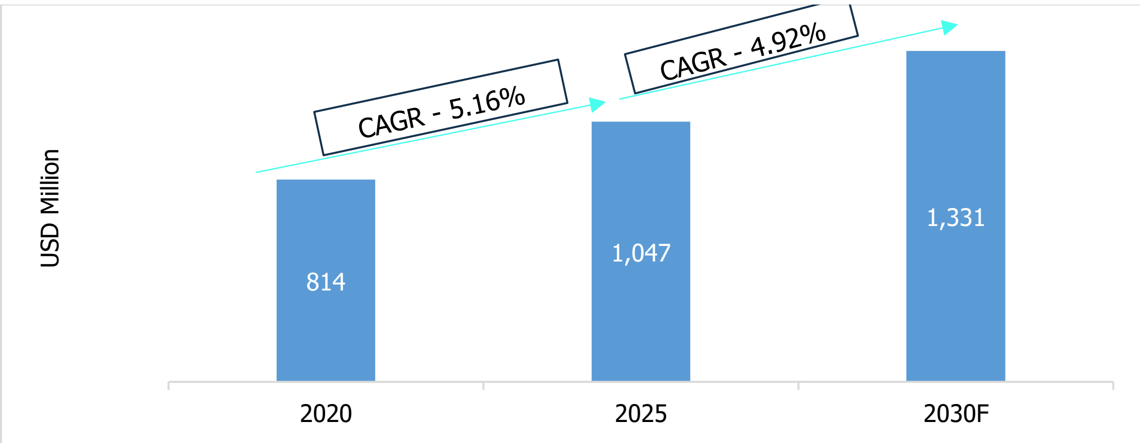
The propeller shaft is a key component in a ship's propulsion system, acting as the mechanical link that transfers power from the main engine to the propeller. It facilitates the transmission of torque for vessel movement while maintaining alignment between the engine and propeller to minimize energy losses. Designed to operate under rotational stress, vibration, and corrosion, the shaft supports vessel efficiency and reliability across commercial, naval, and offshore applications.

10.1. Overview of Global Shipping Industry

The global shipping industry plays a central role in international trade by enabling the movement of goods, commodities, and manufactured products across maritime routes. It links major production centres, consumption markets, and resource-based regions, forming a core component of global supply chains. The sector includes multiple segments such as container shipping, bulk carriers, tankers, liquefied gas carriers, and offshore support vessels, each contributing to the functioning of global commerce.

Structural changes in commodity markets such as shifts in energy sourcing, agricultural trade flows, and industrial production continue to affect demand for dry bulk, tanker, and container shipping services. Geopolitical developments have led to periodic adjustments in shipping routes and chartering patterns. These factors have also contributed to fluctuations in freight-rate conditions across different shipping segments. Port infrastructure upgrades, digital port-management systems, and integrated logistics solutions are enhancing the efficiency of global shipping networks. Automation, real-time tracking, and data-driven route planning are supporting better cost control and more predictable service levels. Coordination among ports, shipping lines, and logistics providers is also improving the resilience of maritime operations.

Chart 34 Global Propeller Shaft in Shipping



Source: Maia Research, CareEdge Research
Note: F- Forecast

The global propeller shaft market in the shipping industry grew at a CAGR of 5.16% during the 2020-2025 period, driven by rising seaborne trade, higher utilisation of commercial vessels, and the need for efficient propulsion systems. Demand was influenced by fleet renewal cycles, increased maintenance requirements for aging vessels, and wider adoption of propulsion designs aimed at improving fuel efficiency and reducing operational vibration. The shift toward larger container ships and more powerful engines also created a need for durable, high-torque propeller shafts suited for heavy-duty marine operations.

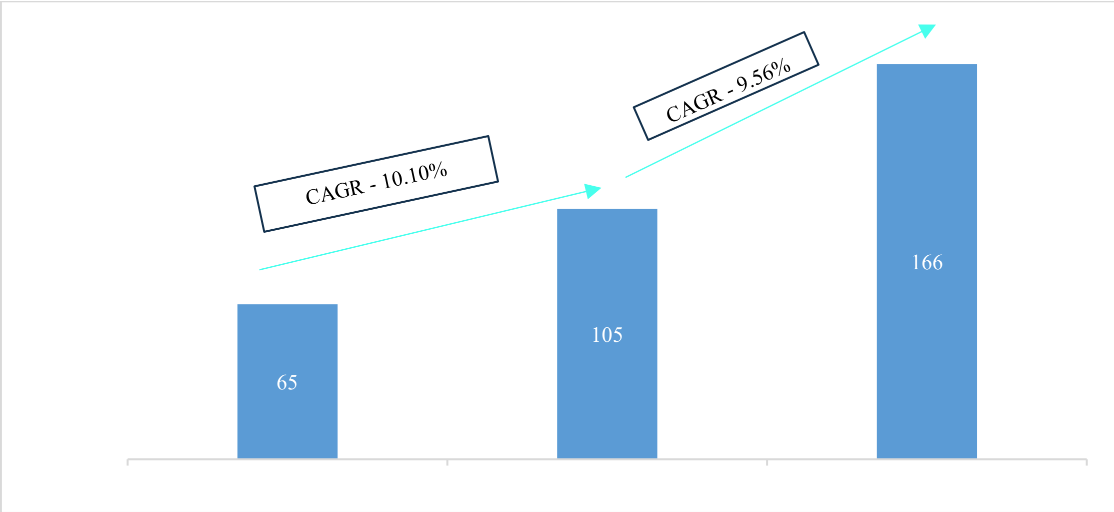
Looking ahead, the market is expected to grow at a CAGR of 4.92% over the 2025-2030 period, driven by ongoing growth in global shipping activity and the gradual transition to energy-efficient marine technologies. Greater emphasis on performance optimisation, lower lifecycle costs, and improved propulsion reliability is anticipated to increase demand for shafts manufactured with advanced materials and precision engineering. The emergence of hybrid and alternative-fuel vessels will further require shafts compatible with new propulsion configurations, ensuring efficient power transfer and low vibration across multiple vessel types.

10.2. Overview of Indian Shipping

The Indian Shipping Industry plays an important role in the nation's economic framework, handling a substantial portion of India's trade by volume and value. Located along key international shipping routes, India has a long coastline with multiple ports that function as hubs for maritime trade. The sector's development is supported by government programs focused on improving port infrastructure, encouraging coastal shipping, and promoting collaboration between public and private entities to enhance operational performance.

Recently, the government has introduced programs to update the maritime sector. These initiatives focus on upgrading port facilities, expanding cargo handling capacity, and applying digital solutions to improve operations. Efforts are also in progress to encourage sustainable practices in the industry, including the use of green technologies and the establishment of green shipping corridors. These actions aim to improve India’s role in global shipping and support wider objectives of economic growth and environmental protection. With ongoing infrastructure development, technological improvements, and a focus on sustainability, the sector is positioned to take advantage of new opportunities in global maritime trade. The government’s approach to policy and investment highlights its commitment to building a shipping industry that can contribute to India’s economic goals.

Chart 35 Indian Propeller Shaft in Shipping



Source: Maia Research, CareEdge Research
Note: F- Forecast

The Indian propeller shaft market in the shipping industry from 2020-2025 grew at a CAGR of 10.10%, driven by higher shipbuilding activity, rising investments in coastal and inland waterway transport, and increased demand for vessel maintenance and retrofitting. Government programs such as Sagarmala supported this growth by improving port connectivity and enhancing domestic shipyard utilization. The focus on upgrading propulsion systems to improve fuel use and lower operating costs also contributed to market expansion.

From 2025 to 2030, the market is expected to grow at a CAGR of 9.56%, driven by advancements in shaft materials, engineering precision, and alignment systems. The adoption of hybrid and energy-efficient propulsion technologies, along with tighter emission standards, is likely to encourage replacement and upgradation of existing shafts. Continued expansion of India's maritime infrastructure and the country's growing position in regional shipbuilding are expected to support demand for propeller shafts over the next decade.

10.3. Shipping services in India

Shipping services in India form a crucial component of the nation's transportation and logistics ecosystem, enabling the movement of goods and passengers across domestic and international waters. With a coastline of over 7,500 kilometres and strategic access to major global shipping routes, India is a significant player in maritime trade. The country's shipping services encompass a wide range of offerings tailored to diverse needs, including coastal shipping, inland waterways transport, container shipping, bulk cargo transport, passenger shipping operations, offshore shipping, port services, and specialized logistics solutions. The industry boasts one of the largest merchant shipping fleets among developing nations, with 1,592 vessels and a combined gross tonnage exceeding 14 million tons as of CY25, managing 95% of the country's trade volume by weight and 68% by value. This highlights its critical role in supporting economic growth and global trade integration.

The coastal shipping segment connects major ports and industrial hubs along the Indian coastline, providing an economical and environmentally friendly mode of transport for bulk commodities such as coal, petroleum, and construction materials. Inland waterways transport (IWT) leverages India's extensive network of 111 national waterways, offering a cost-effective and sustainable alternative for transporting agricultural and industrial goods. Container shipping services have witnessed significant growth, driven by the rise of e-commerce and industrial exports, facilitating seamless intermodal logistics across road, rail, and sea. Bulk shipping services cater to dry and liquid commodities, including coal, cement, crude oil, and chemicals, addressing the demands of both domestic consumption and imports.

Passenger shipping operations are another vital aspect, encompassing ferry services, luxury cruises, and regional connectivity for island territories like the Andaman and Nicobar Islands and Lakshadweep. These services not only enhance connectivity and tourism but also play a critical role in supporting the livelihoods of coastal communities. Offshore shipping operations support India's oil and gas industry by transporting equipment, crew, and supplies to offshore exploration and production facilities. These operations are indispensable for maintaining the country's energy security and contribute significantly to the maritime economy.

India's port services and logistics are pivotal in ensuring efficient cargo handling, storage, and transportation, with major ports such as Jawaharlal Nehru Port Trust (JNPT), Mumbai, and Chennai leading in throughput capacity. Specialized shipping services, including cold chain logistics, hazardous goods transport, and green shipping solutions, address niche market needs while promoting safety and sustainability. Additionally, ship building, ship breaking and repairing services are vital to India's shipping industry, with increased activity driven by the Shipbuilding Financial Assistance Policy (SBFAP).

The Indian shipping industry benefits from government initiatives such as the Sagarmala Project and Maritime India Vision 2030, which aim to 283pecializ services, enhance efficiency, reduce costs, and promote environmentally sustainable practices. With advancements in technology, growing private sector investments, and a focus on multimodal connectivity, the shipping services sector in India is poised for substantial growth, reinforcing its role as a critical driver of the country's economic, energy, and trade objectives.

10.4. Growth Trends in India's Shipping Activity

The global merchant fleet consists of a diverse range of vessel types that support the movement of raw materials, consumer goods, energy products, and specialized cargo across international waters. These vessels vary significantly in operational characteristics, cargo handling requirements, trade routes, and crew deployment patterns. As of June 2026, the global merchant fleet comprises 1,15,649 active vessels, reflecting steady expansion since 2020. The fleet structure consists largely of bulk carriers, general cargo ships, oil tankers, and container ships, along with an extensive category of other specialized and support vessel types. The growth across segments highlights increasing seaborne trade volumes, fleet modernization efforts, and maritime infrastructure expansion factors that directly contribute to rising global crew travel requirements.

As per UN Trade & Development, the global fleet comprised 1,00,148 ships in 2020, increasing to 1,15,649 ships in 2026 (as on 18th June 2026). Other Types of vessels formed the largest segment in 2025, reflecting the broad deployment of offshore service vessels, tugs, research vessels, fishing vessels, and other specialised units required for operational support across maritime activities. General cargo vessels grew from 19,887 in 2020 to 21,661 in 2026 due to continued use of multipurpose ships in regional and coastal trade. Bulk carriers increased from 11,987 in 2020 to 14,630 in 2026, driven by the movement of iron ore, grains, coal, and minerals. Oil tankers grew from 11,354 in 2020 to 12,931 in 2026, driven by crude and refined product transport needs. Container ships grew from 5,384 in 2020 to 6,791 in 2025, driven by containerised trade, e-commerce logistics and manufacturing supply chain flows.

In India, the fleet size increased from 1,789 ships in 2020 to 1,973 ships in 2026, with Other Types of vessels forming the largest segment due to the extensive use of port service vessels, offshore support craft, fishing vessels, and inland waterway carriers that operate across varied conditions and require reliable propulsion systems. General cargo vessels grew from 584 in 2020 to 623 in 2026, driven by growth in coastal and short-sea cargo movement. Bulk carriers increased from 63 in 2020 to 68 in 2026, reflecting continued transport of coal, cement, iron ore, and other industrial inputs. Oil tankers grew from 141 in 2020 to 153 in 2026, driven by movement of petroleum products across coastal corridors and port distribution networks. Container ships declined from 23 in 2020 to 27 in 2026, indicating consolidation of domestic container operations and increased dependence on global container carriers rather than expanding the local fleet size.

Similarly, tonnage handled increased from 12.7 million tonnes in FY20 to 13.5 million tonnes in FY25, reflecting an 1.2% CAGR growth. However, the tonnage handled were slight dip in FY24 is 13.7 million tonnes compared with FY25 is 13.5 million tonnes The decline can be attributed to factors such as fluctuations in global trade demand, disruptions in supply chains, and changes in commodity import-export volumes. Additionally, market dynamics including trade route adjustments, port congestion, and shifts in shipping capacity may have contributed to this decrease. Despite this reduction, the market fundamentals remain strong, supported by growth prospects in India's maritime trade sector.

The industry demonstrated resilience despite in slowdown during FY21–FY22, due to the COVID-19 pandemic, the industry rebounded strongly, showcasing its resilience. The correlation between fleet size and tonnage handled underscores the role of vessel expansion in enhancing cargo-handling capacity. However, the slightly slower growth in tonnage compared to vessel numbers may indicate a focus on acquiring smaller or specialized ships. This trend aligns with India's efforts to modernize ports under initiatives like Sagarmala, improve operational efficiency, and diversify its fleet with specialized vessels such as LNG carriers and feeder ships. This approach aligns with India's efforts to 284pecializ ports under initiatives such as Sagarmala, improve operational efficiency, and diversify its fleet with 284pecialized vessels like LNG carriers and feeder ships.

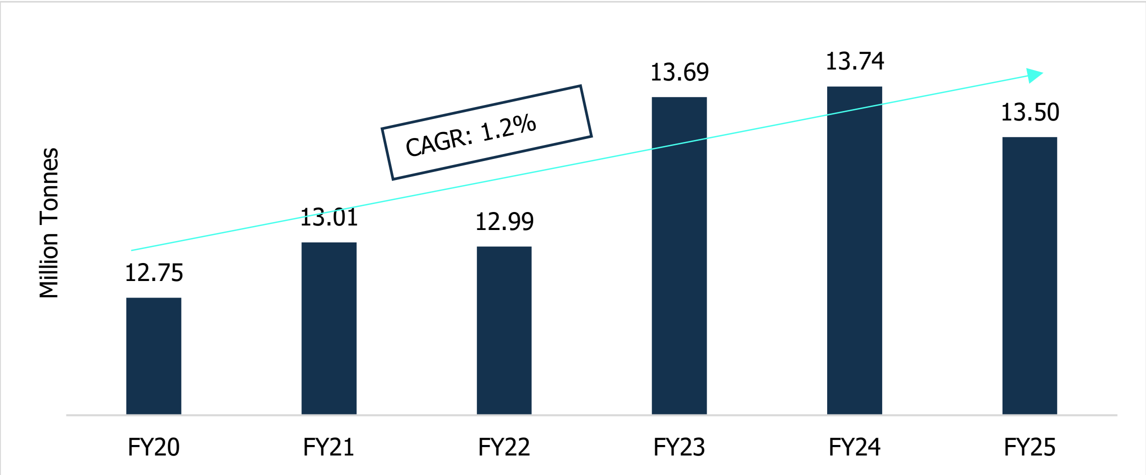
Looking ahead, vessel numbers and tonnage handled is expected to continue as India invests in port infrastructure, coastal shipping, and fleet modernization. The emphasis on sustainability, green shipping technologies, and improved connectivity through inland and coastal waterways will further drive growth. Additionally, rising global trade and domestic demand for energy and commodities will enhance the role of both overseas and coastal shipping in India's maritime economy.

Table 13:Types of Ships

Types of Ships	Global		India	
	2020	2026*	2020	2026*
General Cargo	19,887	21,661	584	623
Bulk Carriers	11,987	14,630	63	68
Oil Tanks	11,354	12,931	141	153
Container Ships	5,384	7,044	23	27
Other Types	51,536	59,383	978	1,102
Total	**1,00,148**	**1,15,649**	**1,789**	**1,973**

Source: UN Trade & Development
Note: *As of 18th June 2026

Chart 36: Trend of Indian Tonnage handled



Source: CMIE, CareEdge Research

10.5. Key Growth Drivers of Shipping Industry

- **Government Initiatives and Policies:**

  The Sagarmala Project modernises ports and improves coastal connectivity, enhancing efficiency and reducing logistics costs. Maritime Vision 2030 provides a blueprint to increase India's global shipping share, expand the domestic fleet, and reduce reliance on foreign shipping services. Shipbuilding Financial Assistance Policy (SBFAP) supports Indian shipyards financially to compete globally. The National Logistics Portal (Marine) integrates and digitises logistics systems, improving trade competitiveness. The Inland Vessels Bill 2021 promotes inland waterway development, boosting regional connectivity and cargo transportation.

- **Rise in Global Trade:**

  India's expanding role in global supply chains and international trade has driven increased demand for shipping services. This development is underpinned by government initiatives aimed at promoting exports and enhancing trade logistics infrastructure.

- **Technological Advancements:**

  Digitisation and automation in port operations streamline processes, reduce turnaround times, and increase throughput capacity. Smart ports with real-time cargo tracking and predictive analytics enhance efficiency. Improved resource utilisation and faster cargo movement attract investments and increase competitiveness. These advancements position India as a significant player in the global maritime sector.

10.6. Challenges of Shipping Industry

- **Volatility in Global Trade and Freight Rates**

  Shipping companies face uncertainty due to fluctuations in global trade volumes and freight rates, driven by geopolitical events, economic cycles, and changes in trade policy. This volatility affects the ability of companies to forecast revenue and plan fleet utilization. Disruptions in supply chains and trade imbalances add to these uncertainties and influence the demand for shipping capacity.

- **High Capital and Operating Costs**

  The shipping industry requires significant capital for vessel acquisition, maintenance, and compliance with safety and environmental regulations. Operating costs, particularly fuel expenses, form a major part of total expenditure. Variations in bunker fuel prices and the upkeep of older fleets add to the financial burden on operators. The cost structure may limit the capacity of smaller participants to invest in fleet renewal and maintain competitiveness.

- **Regulatory and Environmental Compliance**

  Environmental regulations, including the International Maritime Organization's sulphur emission limits and decarbonization targets, require shipping companies to invest in cleaner fuels, scrubbers, and energy-efficient technologies. Compliance with these requirements increases capital and operating costs. The changing regulatory framework also requires companies to adjust their operations on an ongoing basis, which may create challenges for smaller and medium-sized operators.

10.7. Application of Marine Driveshafts in Shipping Industry

In the shipping industry, marine driveshafts are used across various types of vessels, from cargo carriers to offshore support ships. The design of vessels requires shafts engineered to withstand torsional forces and resist corrosion and fatigue over time. Manufacturers develop shafts using materials and engineering techniques aimed at improving durability and lifespan, thereby reducing maintenance requirements and minimizing operational interruptions. The focus on sustainability and efficiency within the shipping sector has increased demand for marine driveshafts that contribute to energy savings. Optimized shaft design plays a role in reducing frictional losses and improving propulsion efficiency, which helps lower fuel consumption and emissions.

Installation and maintenance of marine driveshafts require specialized skills and quality control measures. Proper alignment during installation is essential to prevent wear and ensure smooth power transfer. Regular inspection and non-destructive testing are standard practices to identify early signs of fatigue or corrosion, helping avoid unexpected failures that could cause downtime or accidents at sea. Technological developments in the shipping industry also influence the design and application of marine driveshafts. Integration with monitoring systems and the use of predictive maintenance techniques enable operators to track shaft condition in real time. This approach helps extend component service life and improves vessel reliability, aligning with the industry's move towards digital transformation and asset management.

Overall, the marine draft shafts remain essential to maritime propulsion technology. Their ongoing development in design, materials, and maintenance practices enables the shipping industry to balance operational goals and environmental considerations.

11. Overview of India Defence Industry

Uses of Propeller Shaft in India Defence Industry

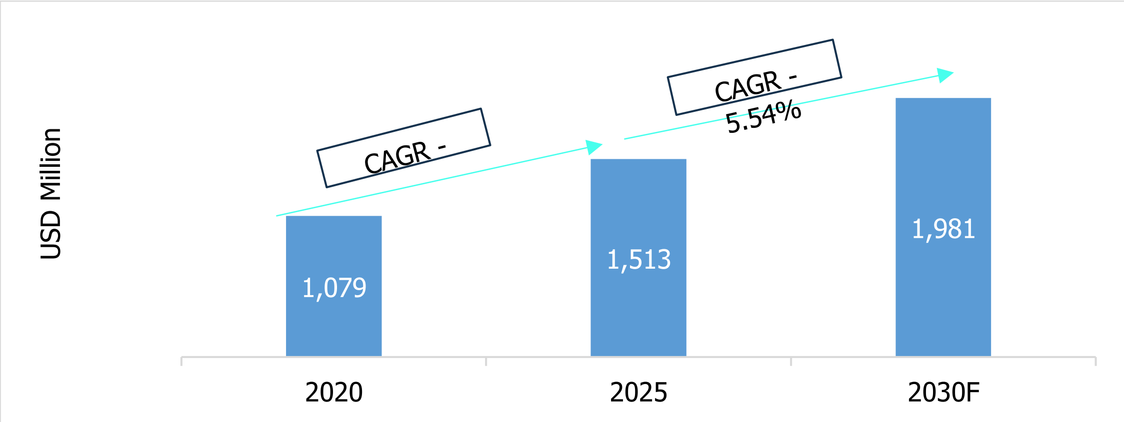
In the defence sector, the propeller shaft is an essential element in naval vessels, submarines, and other watercraft, transmitting mechanical power from the propulsion system to the propeller to enable vessel movement. Its main function is to ensure proper torque transfer, alignment, and minimal vibration, which are important for maintaining stealth, speed, and manoeuvrability during operations. Propeller shafts used in defence vessels are designed to meet strict operational standards, resisting pressure, corrosion, and acoustic impact to support reliable performance in marine environments. The use of lightweight materials is an increasingly important trend in the defence sector, driven by the need to improve mobility, performance, and operational efficiency of military vehicles and equipment. Lightweight components help reduce overall system weight, enhance fuel efficiency, and improve maneuverability in demanding operational environments. As a result, defence manufacturers are increasingly adopting advanced materials such as aluminium and high-strength alloys in drivetrain and structural components. This trend is aligned with the broader industry shift toward sustainability and energy efficiency and is expected to continue as defence platforms evolve toward higher performance, improved endurance, and reduced operating costs. In the defence sector, aluminium components are increasingly preferred due to their high strength-to-weight ratio, corrosion resistance, and thermal conductivity. The use of lightweight materials helps reduce the overall weight of military vehicles and equipment, improving mobility, fuel efficiency, and operational performance. Lightweight drivetrain and structural components also enhance maneuverability and ease of transport in challenging terrains and tactical operations.

11.1. Overview of Global Defence Industry

The global defence industry continues to expand, supported by government procurement programmes, military modernisation initiatives, and the need to strengthen national security capabilities. Defence expenditure remains an important element of long-term strategic planning across both advanced and developing economies, sustaining demand for platforms, integrated systems, and specialised defence technologies. Modernisation priorities across armed forces have increased investment in precision systems, electronic warfare capabilities, command and control platforms, and enhanced surveillance and reconnaissance solutions. Defence authorities are placing greater focus on lifecycle management, upgrade requirements, and interoperability, leading to a rise in technology-driven procurement and long-term support contracts. The combined revenue from the sale of arms and military services by the SIPRI Top 100 companies reached a record USD 679 billion in 2024.

Advancements in aerospace, unmanned platforms, space-based systems, and cyber technologies are influencing procurement strategies. Governments are also promoting R&D, indigenisation, and self-reliant production to build more resilient defence ecosystems. This approach is strengthening collaboration among public institutions, private manufacturers, and research organisations, creating additional opportunities for suppliers of high-technology components and systems. Global defence partnerships and export-oriented manufacturing are becoming increasingly important as countries expand industrial capabilities and strengthen strategic alignments. Joint development initiatives, technology-sharing arrangements, and co-production programmes are improving market access for defence manufacturers and widening the scope of multinational cooperation in the sector.

Chart 37 Global Propeller Shaft in Defence



Source: Maia Research, CareEdge Research
Note: F- Forecast

The global propeller shaft market in the defence sector grew at a CAGR of 7% between 2020 and 2025, driven by increasing demand for advanced naval platforms, higher propulsion performance requirements, and the need for durable, low-vibration shaft systems. Between 2025 and 2030, the market is projected to frow at a CAGR of 5.54%, driven by the adoption of next-generation propulsion technologies, improved material engineering, and enhanced acoustic and structural performance standards for modern defence vessels.

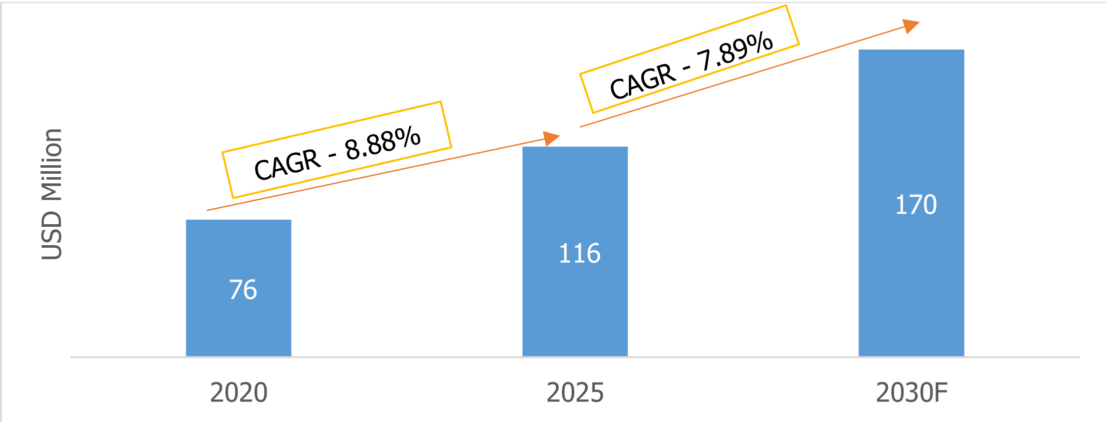
11.2. Overview of India Defence

The aerospace and defence sector involve the manufacturing and supply of various items such as aircraft, helicopters, missiles, radars, satellites, and associated defence equipment or components. In this sector, manufacturers are generally classified into Tier 1 and Tier 2. Tier I manufacturers primarily concentrate on producing final products like aircraft, helicopters, and missiles, while Tier II manufacturers specialize in providing components for these systems.

The India Defence Industry is a strategically significant sector, playing a crucial role in the country's national security and economic development. Over the years, the industry has developed into a significant defence manufacturing hub. t includes activities such as design, development, production, and maintenance of defence equipment, systems, and technologies. The industry supports both domestic armed forces and international markets, driven by government initiatives aimed at increasing self-reliance and domestic production capabilities.

India's defence sector operates within an ecosystem of public sector undertakings, private enterprises, and research and development institutions. The Government policy reforms and budget allocations have encouraged investments and technology collaborations, supporting innovation and capacity development. Additionally, strategic partnerships with global defence firms have enabled the transfer of technologies, allowing the domestic industry to expand its product range and enhance quality. With a focus on 'Make in India' and export promotion, the industry is positioned to contribute to the country's economy and enhance defence capabilities.

Chart 38 Indian Propeller Shaft in Defence



Source: Maia Research, CareEdge Research
Note: F- Forecast

Between 2020 and 2025, the Indian propeller shaft market in the defence sector grew at a CAGR of 8.88%, driven by investments in naval modernization, fleet upgrades, and the development of domestic shipbuilding capacity. The demand increased due to the adoption of new propulsion systems and the replacement of older components with durable shafts, aimed at improving propulsion reliability and reducing vibration and noise in defence vessels.

From 2025 to 2030, the market is projected to grow at a CAGR of 7.89%, driven by ongoing advancements in materials engineering, precision manufacturing, and the integration of new technologies across surface and underwater platforms. The requirement for lightweight, high-torque shafts and continued focus on performance improvement and durability are expected to drive market growth. Additionally, activity in domestic shipyards and initiatives promoting self-reliant manufacturing within the defence sector are likely to create sustained opportunities for propeller shaft producers.

11.3. Key Characteristics of India Defence Industry

- **Strategic Significance:**

The India Defence Industry is a key component of the nation's security framework. It is responsible for supplying defence equipment that supports the operational readiness of the armed forces. The sector's relevance extends beyond military preparedness to national sovereignty and geopolitical stability. As a result, it remains a priority for government investment and policy support, reflecting its role in safeguarding India's interests.

- **Diverse Product Portfolio:**

India's defence sector includes product offerings across aerospace, naval vessels, land systems, electronic warfare equipment, and ammunition. This range reflects the industry's capability to address the requirements of various defence branches. A broad portfolio supports self-reliance and improves the ability to provide integrated defence solutions designed for specific mission needs.

- **Public-Private Integration:**

The defence manufacturing landscape in India involves collaboration between public sector undertakings and private industry. Government policies have encouraged private entities to enter and grow in the defence sector, promoting competition and innovation. Research institutions and academia also contribute to technological development, creating an ecosystem that supports product development and quality improvement.

- **Focus on Self-Reliance:**

  A key pillar of the India Defence Industry is the ongoing effort toward self-reliance, driven by initiatives promoting indigenous manufacturing and technology development. This focus on reducing dependency on foreign suppliers aligns with the national objective of strategic autonomy. By developing local design and production capabilities, the industry seeks to enhance domestic expertise, reduce import reliance, and establish a defence industrial base.

- **Innovation and Technology Development:**

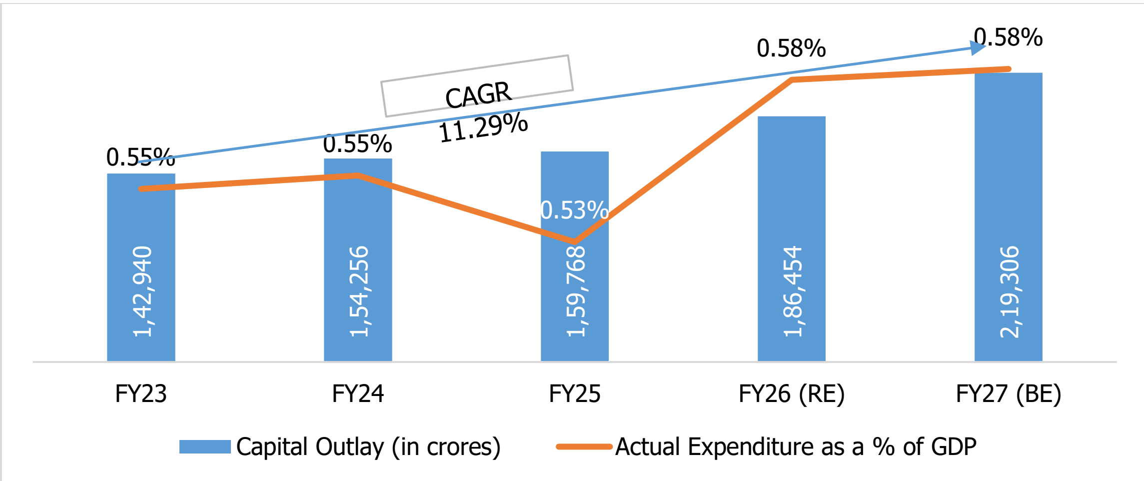
  Innovation drives the growth of the India Defence Industry. Efforts by defence research organizations, private companies, and academic institutions support the development of technologies in missile systems, electronic warfare, and cyber defence. These advancements enhance defence capabilities and create new market opportunities.

11.4. Defence Budget expenditure in value and as a % of GDP

The key growth driver is the government's capex in defence procurement. Over the fiscal years 2023 to 2027, defence spending (capex) exhibited a robust 14.8% Compound Annual Growth Rate (CAGR), rising from Rs 22,600 crore in 2016 to Rs 52,448 crore in 2025. The budgeted outlay for fiscal 2026 stands at Rs 68,100 crore.

The key growth driver is the government’s continued focus on defence capital expenditure. From FY23 to FY27, defence capital outlay increased at a CAGR of 11.29%, rising from Rs. 1,42,940 crores in FY23 to Rs. 2,19,306 crores in FY27 (BE). The allocation is estimated at 0.58% of GDP in FY26 and FY27, reflecting continued emphasis on defence modernisation and procurement.

Chart 39 Annual defence budget expenditure as a percentage of GDP



Note: 1. Budget expenditure only Capital Outlay
2. GDP for FY26 are Provision Estimates and FY25 are First Revised Estimates
RE – Revised Estimates, BE – Budget Estimates
Source: MOSPI, Union budget documents, CareEdge Research

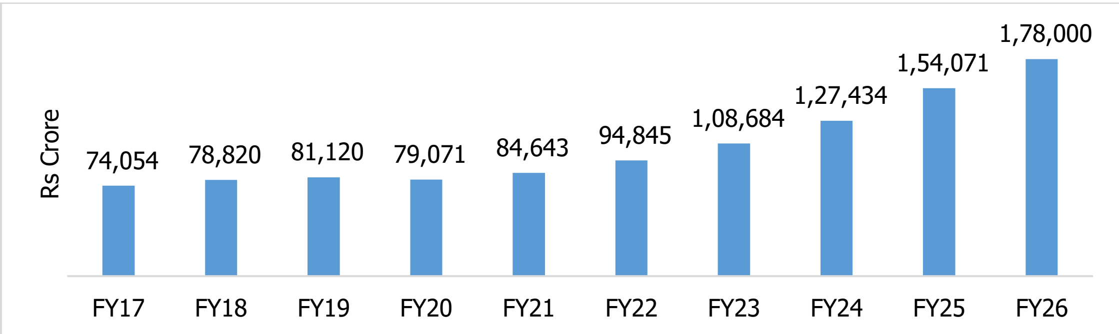
11.5. Market size of India Defence Manufacturing

In May 2001, the previously state-controlled Defence Industry sector was opened to 100% participation by the Indian private sectors, with Foreign Direct Investment (FDI) capped at 26%, subject to licensing. Subsequently, the Department for Promotion of Industry and Internal Trade, Ministry of Commerce & Industry permitted FDI up to 49% under the automatic route and beyond 49% through the government route, particularly if it promised access to modern technology or for other specified reasons. In May 2020, the Government of India announced a significant reform in the defence sector aimed at enhancing self-reliance. This reform included raising the FDI limit in Defence Production from the existing 49% to 74% under the Automatic Route. It was proposed to allow FDI up to 74% through the Automatic Route for companies applying for new defence industrial licenses, and up to 100% via the Government Route, under specific circumstances such as ensuring access to modern technology or for reasons to be duly recorded. As of March 2026, Ministry of Defence reported that companies operating in the defence sector had received FDI inflows amounting to Rs. 6,670.59 crores.

Notably, India's defence budget trajectory reflects a strategic shift from manpower-heavy to technology-driven forces. The post-2020 budgets have marked a transformative phase with focus on domestic industry participation, modernisation of legacy systems and strategic deterrence through technology driven warfare (AI, drones, space, etc).

The total value of defence production reached an all-time high of Rs 1,78,000 crores in FY26 from Rs 74,054 crores in FY17 at CAGR of 10.2%. This growth is driven by the impact of initiatives such as Make in India, indigenisation lists, and the Defence Production and Export Promotion Policy (DPEPP) 2020, which have collectively accelerated domestic capability development across platforms, systems, and subsystems. India has significantly reduced its import dependence over the past two decades - from 65-70% of defence equipment being imported earlier to around 65% now being produced domestically. The domestic industry has developed advanced military systems including LCA Tejas, ATAGS, MBT Arjun, ALH, LUH, Akash missile system, and various radar, artillery, and naval platforms.

Chart 40 India Defence Manufacturing



Source: Department of Defence Production

11.6. Application of Shafts in Defence Industry

Shafts serve as mechanical components within various systems and platforms in the Defence Industry. They are primarily responsible for transmitting torque and rotational motion between different elements of machinery, ensuring transfer of power in defence equipment ranging from land vehicles to naval vessels and aerospace systems. The role of shafts in these applications requires material quality, engineering precision, and design robustness to withstand operational conditions and dynamic loads.

In naval defence, shafts are components of propulsion systems, connecting engines to propellers and enabling power transmission in marine environments. These shafts endure exposure to saltwater, torsional stress, and variable loads due to sea conditions. They are manufactured using materials and coatings that provide corrosion resistance and fatigue strength, supporting service life and vessel performance.

For land defence vehicles such as tanks and personnel carriers, shafts are part of drivetrain systems, linking engines with wheels or tracks. These components are designed to handle torque and shock loads generated during manoeuvring over terrain and combat scenarios. The durability and reliability of shafts in these vehicles affect mobility, mission outcomes, and crew safety, requiring testing and quality assurance during manufacturing.

In aerospace defence systems, shafts are utilized in various applications including helicopter rotor drives, aircraft engine components, and missile systems. These shafts must adhere to stringent weight and strength requirements while maintaining precision to ensure operational effectiveness. Manufacturing techniques such as forging and heat treatment are employed to achieve performance standards, enabling shafts to operate under rotational stresses and environmental conditions.

Overall, the use of shafts in the Defence Industry underscores their indispensable role in maintaining mechanical integrity and performance of defence equipment. Advances in materials, design, and manufacturing contribute to the development of shafts that address the demands of defence platforms. These developments support goals of improving operational efficiency, durability, and safety across the defence sector.

12. Threats and Challenges for Issuer Company's Products & services

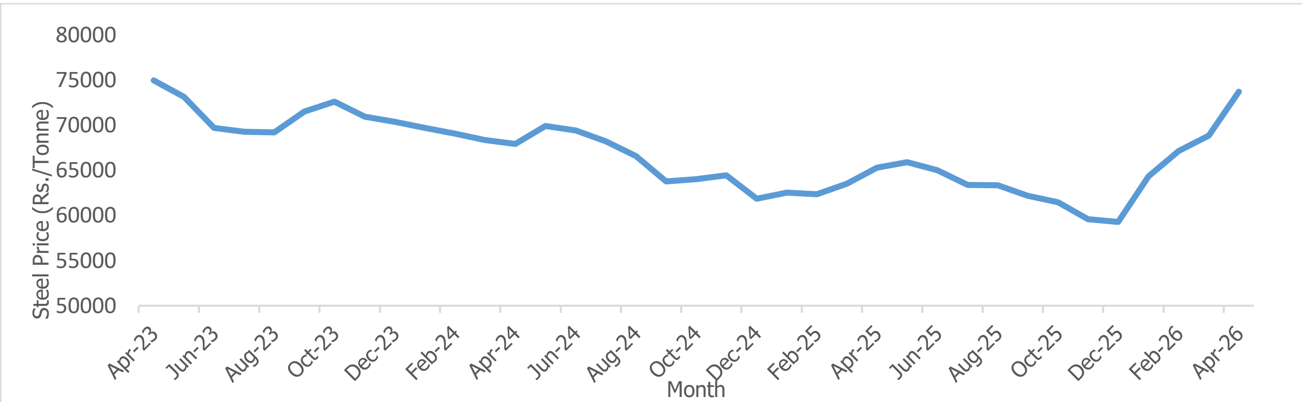
- **Higher depending on Global Supply Chain:**

Exports of propeller driveshafts expose the company to foreign exchange fluctuations, which may affect revenue realisation when export proceeds are converted into Indian Rupees. Export revenue represents approximately 87% of the Company's total revenue in FY26, increasing exposure to currency movements. The changes in macroeconomic conditions, capital flows and interest rates may influence pricing in international markets and hedging costs. Also, Geopolitical tensions in regions such as the Middle East and Eastern Europe have also affected global supply chains and trade routes. These developments have created uncertainties to global trade flow and hence may impact the availability and transportation of raw materials, components and finished products. In addition, higher shipping costs and freight delays may create operational and cost-related challenges for export-oriented manufacturers.

- **Raw Material Price Volatility and Supply Chain Disruptions**

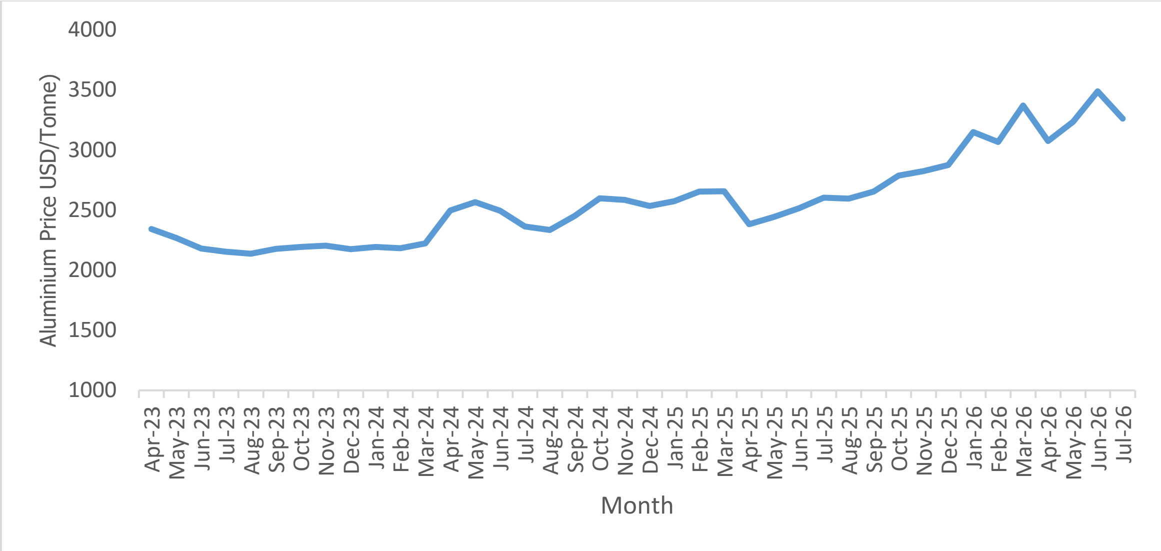
Propeller shafts primarily use steel, aluminium, and composites, and price fluctuations in these materials directly impact production costs and profitability. The domestic steel industry has been affected by safeguard duties on certain steel imports, which may influence domestic steel prices and increase the cost of key raw materials. As steel bars and billets constitute the primary raw materials for propeller shaft manufacturing and are predominantly sourced from domestic suppliers, sustained increases in domestic steel prices could raise procurement costs and put pressure on manufacturers' margins. Steel prices remained under pressure through 2025 due to subdued domestic demand and higher imports, before increasing through April 2026, supported by higher coking coal and iron ore prices and changes in demand and supply. Aluminium prices increased during FY26 through June 2026 before moderating in July as supply concerns eased, while geopolitical developments in West Asia continued to affect supply chains. Crude oil prices remained relatively stable during FY25 but increased in March 2026 amid geopolitical tensions in West Asia and concerns over disruptions through the Strait of Hormuz, before moderating from April to July 2026 as supply concerns eased.

Chart 41: Steel Prices



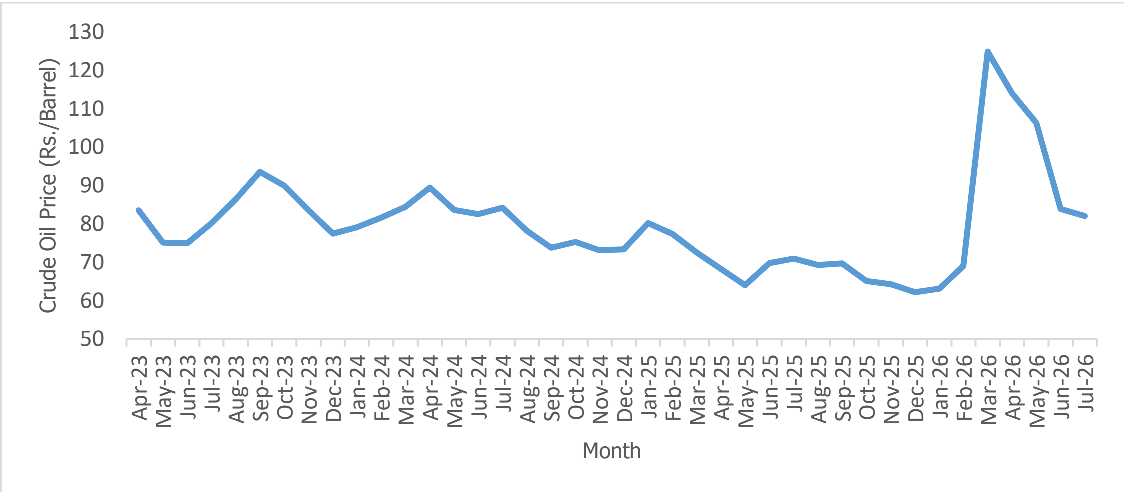
Source: CMIE

Chart 42: Aluminium Prices



Source: CMIE

Chart 43: Crude Oil Prices



Source: CMIE

Additionally, global supply chain disruptions, freight delays, and currency fluctuations have added pressure on inventory management and cost control, especially for export-oriented manufacturers.

- **Intense Competition and Margin Pressure**
  The Indian market has strong competition from both domestic and international suppliers, many of whom have advanced manufacturing capabilities and economies of scale. OEMs often demand cost reductions, just-in-time deliveries, and localization, which requires high working capital and squeezes profit margins. Smaller suppliers also struggle to keep up with automation, quality standards (like ISO/TS 16949), and compliance requirements imposed by global OEMs.

13. Competition Landscape and Benchmarking

Business Overview

- **Adroit Industries India Limited**

Adroit Industries (India) Limited is incorporated in 1995 and manufacturing facilities located in Indore, Madhya Pradesh, specializing in propeller shaft assemblies and related torque-transmission components. Its portfolio includes over 5,000 SKUs serving passenger vehicles, commercial vehicles, defence & emergency services, off highway & heavy equipment and industrial machinery sectors. The Company generates the majority of its revenue from exports. Adroit operates an integrated manufacturing model across forging, machining, heat treatment, assembly, balancing, and testing, supported by facilities in Dewas, Pithampur (via subsidiary Adroit Driveshafts Private Limited), and Sanwer. Its products are sold through Distributors, Tier-1 Suppliers, and directly to OEM.

With decades of experience in manufacturing and supplying quality and complex components, the company has built a strong presence within the industries and customers it serves. Adroit Industries is among the few players in India with in-house forging capability. Adroit Industries has an operating history in the manufacturing of driveline and propeller shaft components for automotive and industrial applications. The company manufactures drivetrain components and supplies them to customers in both domestic and export markets, catering to automotive and non-automotive demand segments.

- **Hindustan Hardy Limited**

Hindustan Hardy Limited (HHL) was formerly known as Hindustan Hardy Spicer Limited. It was incorporated in 1982 and has its registered office located in Maharashtra. It is engaged in the business of manufacturing propeller shafts - mechanical devices that transfer power from engines or motors. These shafts are required for rear-wheel-drive vehicles in the automotive industry and in industrial equipment. HHSL's products include propeller shafts, Universal Joint (UJ) Kit and components, double cardan shafts, hubs, door hinges and vibration dampers, and Yoke-U-Joints. HHSL has its manufacturing unit located in Nashik (Maharashtra). The company has 76% in domestic market and 24% in export markets in FY26. The company's facilities include CNC turning machines, hobbing machines, broaching, cylindrical grinding, and equipment for heat treatments.

- **GNA Axles Limited**

GNA Axles Limited (GNAAL) was incorporated in 1983. It is engaged in the business of manufacturing forged and machined automotive transmission components such as spindles, drive shafts, and axles. It has 2 manufacturing plants, and the company has 53% in domestic market and 47% in export markets in FY26. GNAAL is one of the leading auto components and parts providers to major OEMs and tier-1 suppliers, with a major presence in the commercial vehicle and tractor segments in both the domestic and export markets. The company has integrated manufacturing units at Hoshiarpur, Punjab.

- **Talbros Engineering Limited**

Talbros Engineering Limited (TEL) was originally a part of Talbros Automotive Components Ltd. and separated to another company in 1996. TEL is engaged in manufacturing automotive rear axle shafts and other splined shafts and forgings used in commercial vehicles, utility vehicles and tractors. It has eight manufacturing plants. The company manufactures and sells 82% products to OEMs in the domestic market and remaining 18% are exported in FY25.

13.1. Operational Benchmarking

FY24 – (Rs. Millions)

Particulars	Adroit Industries (India) Limited	Hindustan Hardy Limited	GNA Axles Limited	Talbros Engineering Limited
Total number of customers served	130	NA	NA	NA
Repeat customers (count)	83	NA	NA	NA
Repeat customers (% of total)	63.85%	NA	NA	NA
Domestic Revenue	60.07	512.98	7,143.37	3,369.31
Export Revenue	1,044.75	157.26	7,762.02	561.41
Working Capital Days	237	65	148	75
Inventory Days	131	34	47	58
Debtor Days	103	108	137	51
Creditor Days	51	57	49	23

Source: Company Financials

Note: For Adroit Industries India Ltd the domestic and export revenue represents the sale of machined products, NA – Not Available

FY25 – (Rs. Millions)

Particulars	Adroit Industries (India) Limited	Hindustan Hardy Limited	GNA Axles Limited	Talbros Engineering Limited
Total number of customers served	151	NA	NA	NA
Repeat customers (count)	101	NA	NA	NA
Repeat customers (% of total)	66.89%	NA	NA	NA
Domestic Revenue	45.26	569.00	6,720.52	3,532.79
Export Revenue	1,166.83	240.68	8,403.60	769.78
Working Capital Days	238	82	161	86
Inventory Days	137	37	46	54
Debtor Days	98	105	143	53
Creditor Days	37	60	43	16

Source: Company Financials

Note: For Adroit Industries India Ltd the domestic and export revenue represents the sale of machined products, NA – Not Available

FY26 – (Rs. Millions)

Particulars	Adroit Industries (India) Limited	Hindustan Hardy Limited	GNA Axles Limited	Talbros Engineering Limited
Total number of customers served	185	NA	NA	NA
Repeat customers (count)	110	NA	NA	NA
Repeat customers (% of total)	59.46%	NA	NA	NA
Domestic Revenue	58.65	822.85	7,657.60	NA
Export Revenue	1,212.44	259.58	6,786.85	NA
Working Capital Days	237	72	164	78
Inventory Days	135	36	54	48
Debtor Days	111	82	154	54
Creditor Days	42	51	56	16

Source: Company Financials

Note: For Adroit Industries India Ltd the domestic and export revenue represents the sale of machined products, NA – Not Available

13.2. Financial Benchmarking

FY24 – Peer Benchmarking (Rs. Millions)

Particulars	Adroit Industries (India) Limited	Hindustan Hardy Limited	GNA Axles Limited	Talbros Engineering Limited
Revenue from Operations	1,245.28	678.39	15,062.62	4,100.28
EBITDA	296.85	75.17	1,972.69	430.49
PAT	145.27	48.69	999.64	178.34
Net Worth	878.22	232.94	8,014.76	1,355.61
EBITDA Margin (%)	23.84%	11.08%	13.10%	10.50%
PAT Margin (%)	11.67%	7.18%	6.64%	4.35%
RONW (%)	18.95%	23.28%	13.19%	13.98%
ROCE (%)	15.07%	23.88%	14.53%	13.33%
Debt to Equity	0.94	0.18	0.24	0.83
Current Ratio	1.18	1.81	2.17	1.34

Source: Company Financials

FY25 – Peer Benchmarking (Rs. Millions)

Particulars	Adroit Industries (India) Limited	Hindustan Hardy Limited	GNA Axles Limited	Talbros Engineering Limited
Revenue from Operations	1,338.94	814.52	15,397.41	4,460.89
EBITDA	310.19	97.34	2,105.92	497.86
PAT	181.44	65.90	1,070.95	201.71
Net Worth	1,035.28	295.21	8,999.20	1,544.60
EBITDA Margin (%)	23.17%	11.95%	13.68%	11.16%
PAT Margin (%)	13.55%	8.09%	6.96%	4.52%
RONW (%)	18.94%	24.96%	12.59%	13.91%
ROCE (%)	15.76%	23.16%	13.42%	13.45%
Debt to Equity	0.63	0.26	0.27	0.86
Current Ratio	1.44	1.71	2.49	1.24

Source: Company Financials

FY26 – Peer Benchmarking (Rs. Millions)

Particulars	Adroit Industries (India) Limited	Hindustan Hardy Limited	GNA Axles Limited	Talbros Engineering Limited
Revenue from Operations	1,399.43	1,087.90	14,784.18	5,357.58
EBITDA	387.10	120.50	2,379.50	604.27
PAT	261.58	83.79	1,169.51	291.61
Net Worth	1,286.27	374.97	10,041.14	1,823.49
EBITDA Margin (%)	27.66%	11.08%	16.09%	11.28%
PAT Margin (%)	18.69%	7.70%	7.91%	5.44%
RONW (%)	22.51%	25.00%	12.28%	17.32%
ROCE (%)	19.01%	22.43%	14.13%	14.63%
Debt to Equity	0.41	0.25	0.18	0.81
Current Ratio	1.53	1.79	2.37	1.21

Source: Company Financials

Adroit Industries (India) Limited recorded Repeat customers (% of total) is 59.04% in FY26. The company EBITDA margin and PAT margin of 27.66% and 18.69% in FY26, respectively, ranking highest among its peers. The company also recorded the second-highest RONW and ROCE of 22.51% and 19.01%, respectively, among its peers.

KPI Formulas

Particulars	Formula
Revenue from Operation	Revenue from Operation
EBITDA	Profit/ (loss) before exceptional items and tax + Depreciation + Finance cost - Other Income
EBIT	Profit/ (loss) before exceptional items and tax + Finance cost - Other Income
PAT	Profit after tax
Capital Employed	Total Equity (including paid-up share capital, other equity, and non-controlling interest) and Total Debt (including current and non-current borrowings and current and non-current lease liabilities).
Total Debt	Total Debt (including current and non-current borrowings and current and non-current lease liabilities).
Total Equity	Total Equity (including paid-up share capital, other equity, and non-controlling interest)
Current Assets	Total Current Assets
Current Liabilities	Total Current Liabilities
EBITDA Margin (%)	EBITDA / Revenue from operations
PAT Margin (%)	PAT / Revenue from operations
Return on Net Worth (RONW) (%)	PAT (Owner of the company) / Average Equity (Total Equity includes Equity Share Capital and other Equity)
Return on Capital Employed (ROCE) (%)	EBIT / Capital Employed
Debt to Equity	Total Debt / Total Equity
Current Ratio	Total Current Assets / Total Current Liabilities
Net Working Capital Days	[Total Current Assets – Cash & Cash Equivalent] – [Total Current Liabilities – Current borrowings – Current lease liabilities] / Revenue from operations * 365
Inventory Days	365 / Revenue from operation / (Average Inventory at the beginning and end of the year or period)
Debtor Days	365 / Revenue from operation / (Average Debtors at the beginning and end of the year or period)
Creditor Days	365 / Revenue from operation / (Average Creditors at the beginning and end of the year or period)

Abbreviations

Abbreviation	Definition
CY	**Current Year** – The calendar year used for reporting and analysis.
FY	**Financial Year** – A 12-month accounting period used for financial reporting.
GDP	**Gross Domestic Product** – The total value of goods and services produced within an economy during a specified period.
FDI	**Foreign Direct Investment** – Investment made by an entity or individual from one country into a business or asset in another country with a significant or lasting interest.
IMF – WEO	**International Monetary Fund – World Economic Outlook** – The IMF's periodic publication providing global economic forecasts, trends and macroeconomic analysis.
MoSPI	**Ministry of Statistics and Programme Implementation** – The Government of India ministry responsible for collecting and publishing official statistical data.
GVA	**Gross Value Added** – The value of goods and services produced by an industry or sector after deducting intermediate consumption.
SDP	**State Domestic Product** – The value of goods and services produced within a particular Indian state during a specified period.
CPI	**Consumer Price Index** – An index measuring changes in the prices of goods and services consumed by households.
RBI	**Reserve Bank of India** – India's central bank responsible for monetary policy, banking regulation and financial stability.
IMD	**India Meteorological Department** – The Government of India agency responsible for

Abbreviation	Definition
	meteorological observations, forecasting and climate-related services.
GNDI	**Gross National Disposable Income** – National income available to residents after accounting for net transfers from the rest of the world.
PFCE	**Private Final Consumption Expenditure** – Household expenditure on goods and services for consumption.
PLI	**Production-Linked Incentive** – A government incentive scheme that provides benefits based on incremental production or sales.
CAGR	**Compound Annual Growth Rate** – The annualised rate of growth of a value over a specified period.
FRE	**First Revised Estimates** – Initial revised estimates released after the provisional estimates.
FE	**Final Estimates** – Estimates released after incorporating more complete and final data.
PE	**Provisional Estimates** – Preliminary estimates based on the data available at the time of release.
ACMA	**Automotive Component Manufacturers Association of India** – The industry association representing India's automotive component manufacturers.
OEM	**Original Equipment Manufacturer** – A company that manufactures products or components used in a finished product or vehicle.
RWD	**Rear-Wheel Drive** – A vehicle drivetrain in which power is transmitted to the rear wheels.
4WD	**Four-Wheel Drive** – A drivetrain system that delivers power to all four wheels, generally for enhanced traction.
AWD	**All-Wheel Drive** – A drivetrain system that automatically or continuously distributes power to multiple wheels for improved traction.
NVH	**Noise, Vibration and Harshness** – Measures the noise, vibration and ride-related characteristics of a vehicle.
EV	**Electric Vehicle** – A vehicle powered wholly or partly by electric propulsion.
DPEPP	**Defence Production and Export Promotion Policy** – A policy framework aimed at strengthening domestic defence production and exports.
CV	**Commercial Vehicle** – A vehicle primarily used for transporting goods or passengers for commercial purposes.
LCV	**Light Commercial Vehicle** – A commercial vehicle designed for comparatively lighter goods or passenger transport applications.
M&HCV	**Medium & Heavy Commercial Vehicle** – Commercial vehicles designed for medium- to heavy-duty transportation.
SUV	**Sports Utility Vehicle** – A passenger vehicle combining features of passenger cars with higher ground clearance and utility-oriented design.
UV	**Utility Vehicle** – A vehicle designed primarily for versatile passenger or goods transportation and utility applications.
PV	**Passenger Vehicle** – A vehicle primarily designed to transport passengers, including cars and utility vehicles.
2W	**Two-Wheeler** – A motor vehicle with two wheels, such as a motorcycle or scooter.
3W	**Three-Wheeler** – A motor vehicle with three wheels, commonly used for passenger or goods transport.
E-Buses	**Electric Buses** – Buses powered by electric propulsion systems.
E-Trucks	**Electric Trucks** – Trucks powered by electric propulsion systems for goods transportation.
Tier 1	**Tier-1 Supplier** – A supplier that directly supplies components or systems to vehicle manufacturers (OEMs).
ICE	**Internal Combustion Engine** – An engine that generates power by burning fuel inside the engine.
AAT	**Advanced Automotive Technology** – Technologies that improve vehicle efficiency, safety, connectivity, performance or electrification.
NATRAX	**National Automotive Test Tracks** – A major automotive testing and certification facility in India.
NIP	**National Infrastructure Pipeline** – A Government of India initiative covering planned infrastructure investment projects.
PM E-DRIVE	**PM Electric Drive Revolution in Innovative Vehicle Enhancement** – A government

Abbreviation	Definition
	scheme supporting the adoption and development of electric mobility.
FAME	**Faster Adoption and Manufacturing of Electric Vehicles** – A Government of India initiative supporting electric vehicle adoption and manufacturing.
MoRTH	**Ministry of Road Transport and Highways** – The Government of India ministry responsible for road transport and highway development.
BIS	**Bureau of Indian Standards** – India's national standards body responsible for developing and enforcing product and quality standards.
QCOs	**Quality Control Orders** – Government orders prescribing mandatory standards for specified products.
ARAI	**Automotive Research Association of India** – An automotive research, testing and certification organisation in India.
ICAT	**International Centre for Automotive Technology** – An automotive testing, certification and technology development centre in India.
SIAM	**Society of Indian Automobile Manufacturers** – The industry association representing automobile manufacturers in India.
FTA	**Free Trade Agreement** – An agreement between countries to reduce or eliminate trade barriers on goods and services.
FADA	**Federation of Automobile Dealers Associations of India** – The apex association representing automobile dealers in India.
CMIE	**Centre for Monitoring Indian Economy** – An independent economic research and data organisation providing economic and financial databases.
GST	**Goods and Services Tax** – A comprehensive indirect tax levied on the supply of goods and services in India.
BSVI	**Bharat Stage VI** – India's vehicle emission standard aligned with stringent emission and pollution requirements.
CNG	**Compressed Natural Gas** – Natural gas compressed for use as a vehicle fuel.
Bio-CNG	**Bio-Compressed Natural Gas** – Renewable compressed gas produced from organic waste and used as a fuel.
LNG	**Liquefied Natural Gas** – Natural gas cooled to a liquid state for storage and transportation.
CASE	**Connected, Autonomous, Shared and Electric** – Four major technology and mobility trends transforming the automotive industry.
U-Joints	**Universal Joints** – Mechanical joints that allow a driveline shaft to transmit torque while accommodating changes in angle.
CV-Joints	**Constant-Velocity Joints** – Joints that transmit torque at a constant rotational speed while allowing changes in shaft angle.
ADAS	**Advanced Driver Assistance Systems** – Vehicle technologies designed to improve safety and assist drivers through automated or semi-automated functions.
E-Axles	**Electric Axles** – Integrated electric-drive units combining an electric motor and drivetrain components within the axle assembly.
ABS	**Anti-lock Braking System** – A braking system that prevents wheels from locking during hard braking.
BMS	**Battery Management System** – An electronic system that monitors and manages the performance, safety and charging of a battery.
ESC	**Electronic Stability Control** – A vehicle safety system that helps maintain stability and prevent loss of control.
ECU	**Electronic Control Unit** – An electronic module that controls specific vehicle functions or systems.
HVAC	**Heating, Ventilation and Air Conditioning** – A system used to regulate temperature, airflow and air quality inside a vehicle or building.
ACC	**Advanced Chemistry Cell** – Advanced battery cells designed for improved energy density, performance and efficiency.
REITs	**Real Estate Investment Trusts** – Investment vehicles that own or finance income-generating real estate and distribute income to investors.
IT	**Information Technology** – The use of computers, software and digital systems to process, store and exchange information.

Abbreviation	Definition
ITeS	**Information Technology Enabled Services** – Services delivered or supported through information technology systems.
BFSI	**Banking, Financial Services and Insurance** – The sector comprising banking, financial services and insurance businesses.
GCC	**Global Capability Centre** – A centre established by a multinational company to undertake specialised functions such as technology, finance and operations.
PE	**Private Equity** – Investment in privately held companies or assets by investment funds or investors.
NRIs	**Non-Resident Indians** – Indian citizens or persons of Indian origin residing outside India, subject to applicable legal definitions.
PPP	**Public-Private Partnership** – A contractual arrangement in which public and private entities collaborate to develop or operate infrastructure or services.
FSI	**Floor Space Index** – The ratio of permissible built-up floor area to the plot area.
MW	**Megawatt** – A unit of power equal to one million watts.
DFC	**Dedicated Freight Corridor** – A dedicated railway corridor designed primarily for efficient and high-capacity freight movement.
WAP-7	**WAP-7 Electric Locomotive** – A broad-gauge electric locomotive used primarily for hauling passenger trains.
WAG-9	**WAG-9 Electric Locomotive** – A broad-gauge electric locomotive designed primarily for freight operations.
WAG-12B	**WAG-12B Electric Locomotive** – A high-power electric freight locomotive with a 12,000 HP rating, designed for heavy-haul operations.
LHB	**Linke Hofmann Busch** – A modern railway coach design known for improved speed, safety and passenger comfort.
ICF	**Integral Coach Factory** – An Indian Railways coach manufacturing facility based in Chennai.
MCF	**Modern Coach Factory** – An Indian Railways coach manufacturing facility located at Raebareli.
RCF	**Rail Coach Factory** – An Indian Railways coach manufacturing facility located at Kapurthala.
EMUs	**Electric Multiple Units** – Electric trains consisting of multiple powered coaches operating as a single trainset.
HSR	**High-Speed Rail** – Railway services designed to operate at significantly higher speeds than conventional railways.
IWT	**Inland Waterways Transport** – Transportation of passengers or goods through rivers, canals and other inland waterways.
JNPT	**Jawaharlal Nehru Port Trust** – A major container port located near Mumbai, now known as Jawaharlal Nehru Port Authority.
SFAP	**Shipbuilding Financial Assistance Policy** – A Government of India policy providing financial support to eligible shipbuilding projects.
SIPRI	**Stockholm International Peace Research Institute** – An independent institute that researches conflict, arms transfers, defence expenditure and international security.
LCA Tejas	**Light Combat Aircraft Tejas** – An indigenously developed Indian lightweight multirole fighter aircraft.
ATAGS	**Advanced Towed Artillery Gun System** – An indigenous 155 mm towed artillery gun system developed for the Indian Armed Forces.
MBT Arjun	**Main Battle Tank Arjun** – An indigenously developed Indian main battle tank.
ALH	**Advanced Light Helicopter** – A family of indigenously developed Indian utility helicopters.
LUH	**Light Utility Helicopter** – A lightweight helicopter designed primarily for utility, transport and multi-role applications.

OUR BUSINESS

*Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "**Forward-Looking Statements**" on page 27 for a discussion of the risks and uncertainties related to those statements and also "**Risk Factors**", "**Financial Information**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 28, 395 and 453 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year and references to a particular fiscal year are to the 12-month period ended March 31 of that particular year. The manner of calculation and presentation of some of the financial and operational performance indicators included in this Red Herring Prospectus, some of which have not been derived from the Restated Financial Information and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. See "**Risk Factors – This Red Herring Prospectus includes certain Non-GAAP Measures, financial and operational performance indicators and other industry measures related to our operations and financial performance. The Non-GAAP Measures and industry measures may vary from any standard methodology that is applicable across the Propeller Shafts and, therefore, may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.**"* on page 95. *Also, see "**Restated Consolidated Financial Statement**" on page 395. Additionally, see "**Definitions and Abbreviations**" on page 1 for certain terms used in this section. Unless the context otherwise requires, in this section, references to "**we**", "**us**", "**our**" and "**our Company**" refer to Adroit Industries (India) Limited and our Subsidiaries on consolidated basis and "**the Company**" refers to Adroit Industries (India) Limited on standalone basis.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "**Research Report on Propeller Shaft Industry**" dated March 30, 2026 and updated on September 3, 2026 (the "**CareEdge Report**") prepared and issued by CARE Analytics and Advisory Private Limited ("**CareEdge**"), appointed by us on September 25, 2025 and exclusively commissioned and paid for by us in connection with the Offer. CareEdge is an independent agency which has no relationship with our Company, our Promoters or any of our Directors or KMPs or SMPs. The data included herein includes excerpts from the CareEdge 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 CareEdge Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the CareEdge Report is available on the website of our Company at www.adroitindustries.com until the Bid/Offer Closing Date. For more information, see **"Risk Factors – Industry information included in this Red Herring Prospectus has been derived from the CareEdge Report, which was prepared by CARE and exclusively commissioned and paid for by our Company for the purposes of the Offer and any reliance on information from the CareEdge Report for making an investment decision in the Offer is subject to inherent risks"** on page 76.*

OVERVIEW

With over four decades of operational experience, we are a vertically integrated manufacturer and supplier of propeller shafts (also known as a drive shaft or cardan shaft) and related torque-transmission components, with in-house capabilities across forging, precision machining, heat treatment, assembly, balancing and testing. As on July 31, 2026, we offer over 5,000 SKUs of torque-transmission components and assemblies forming part of driveline systems.

Our product portfolio primarily comprises precision-machined torque-transmission components and complete propeller shaft assemblies. As part of our integrated manufacturing operations, we also manufacture forged components which are primarily used as intermediate inputs for further machining and assembly within our manufacturing operations. These forgings form part of our vertically integrated production process and support the manufacture of precision-machined torque-transmission components and finished propeller shaft assemblies.

We supply our products primarily through a network of distributors, Tier-1 driveline component suppliers and also undertake direct sales to original equipment manufacturers ("**OEMs**"), in accordance with customer-specific technical specifications and requirements. As per the *CareEdge Report*, the propeller shaft and driveline component industry is typically characterized by a multi-tiered supply chain involving distributors and Tier-1 suppliers, which facilitates broader market access, inventory management and customer servicing across geographies. Tier-1 driveline component suppliers procure components, assemblies, and sub-assemblies from specialized manufacturers and integrate shafts and related torque-transmission components into complete driveline systems. These integrated systems are then supplied to OEMs or used in customer-specific drivetrain assemblies. Given the critical and safety-sensitive nature of propeller shafts, Tier-1 suppliers and OEMs follow highly selective vendor qualification processes.

Our product portfolio supports end-use applications across the automotive and non-automotive sectors. Within the automotive sector, our products are largely aligned with commercial vehicle applications, while also catering, to a limited extent, to the passenger vehicle segment, primarily SUVs. Our non-automotive applications include sectors such as defence and emergency services, heavy equipment and off-highway machinery, industrial equipment and other torque-transmission related applications.

As per the *CareEdge Report*, Propeller Shafts are mechanical power-transmission components used to transfer rotational torque from the engine or transmission system to the differential, axle, or other driven assemblies (parts that transfer the power to the wheels or machine so that it can move) in vehicles and industrial applications. Propeller shafts plays a critical role in transmitting power efficiently while accommodating angular misalignment, axial displacement, and variations in operating conditions arising from vehicle movement, suspension travel, or structural deflections. A typical propeller shaft assembly comprises a tubular shaft, universal joints or constant-velocity joints, slip or splined assemblies, and end fittings such as yokes or flanges. These components are designed to operate under high torque, rotational speeds, and cyclic loading conditions, while maintaining balance, durability, and reliability. For details, see "***Industry Overview – Overview of the Propeller Shaft***" on page 237.

As per the *CareEdge Report*, the global propeller shaft industry's market size expanded from USD 22 billion in 2020 to estimated USD 32 billion in 2026 and is further forecasted to reach USD 39 billion by 2030 reflecting an estimated compound annual growth rate of approximately 6.00%. This growth is supported by demand across sectors such as the automotive, industrial, emergency services, off-highway & heavy equipment's industries. Together, these sectors are broadening the application base and sustaining long-term market growth. The global market size of propeller shaft by geography remains largely concentrated in the Asia Pacific region, which accounted for the largest share of approximately 42% in 2025 and is projected to remain broadly stable at 41% by 2030F. Europe represents the second-largest regional market, contributing around 24% of the total market in both 2025 and 2030F, indicating a relatively stable demand outlook. North America accounts for approximately 20% of the market share and is expected to maintain a similar proportion through 2030F. For details, see "***Industry Overview – Overview of the Propeller Shaft***" on page 237.

As per the *CareEdge Report*, the Indian propeller shaft industry has demonstrated steady growth over the historical period and is expected to continue expanding over the forecast horizon. The market size increased from approximately USD 1.6 billion in 2020 to around USD 2.3 billion in 2025 and is estimated to reach approximately USD 2.5 billion in 2026E. Looking ahead, the market is projected to maintain a stable growth trajectory, reaching approximately USD 3.3 billion by 2030F. Overall, the expansion of the Indian propeller shaft industry is supported by increasing vehicle production, rising demand for commercial vehicles, and growth in the automotive manufacturing ecosystem in India. For details, see "***Industry Overview – Market Size Trend by Propeller Shaft***" on page 248.

We derive majority of our revenue from operation through export sales. Our revenue from operations comprises revenue from the Sale of Products, miscellaneous sales, and other operating revenue. We supply our products to customers across multiple international markets across North America, Europe, Latin America, the Middle East, Africa and Asia-Pacific regions. During Fiscal 2026, we supplied our products to over 32 countries, including the United States of America, Colombia, Canada, Australia, Mexico, Turkey, Peru and the United Kingdom, among others.

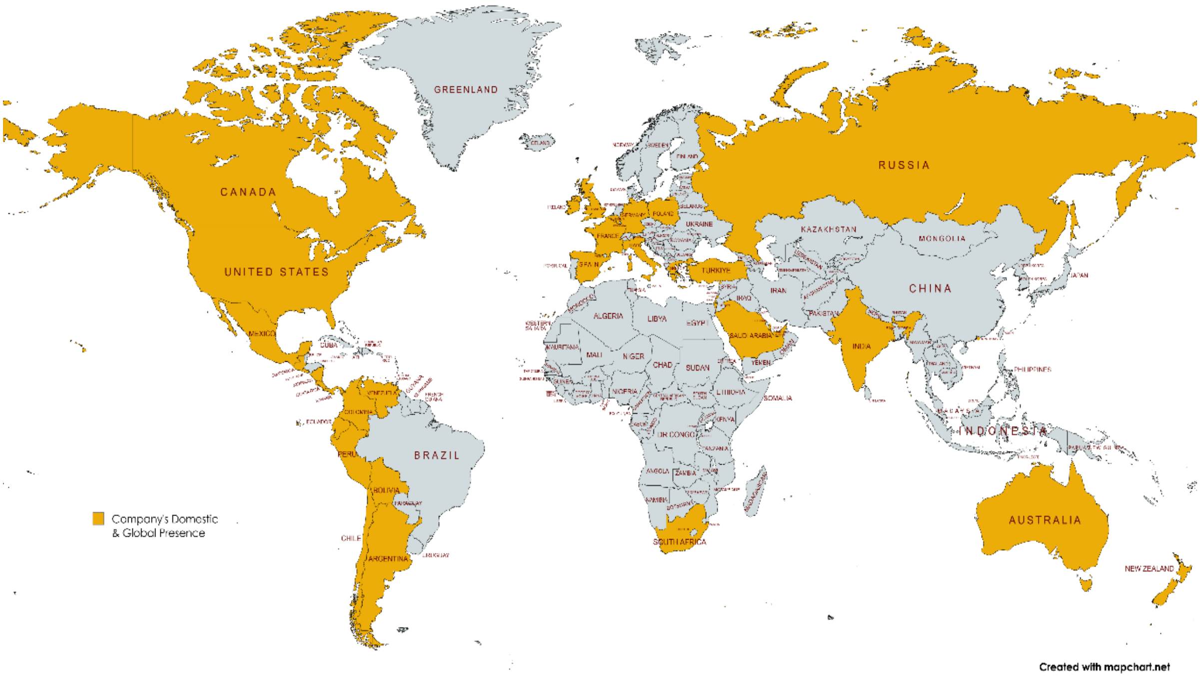
The following tables set forth the bifurcation of our revenue from India and revenue form outside India from Sale of Products, on consolidated basis, between for the periods indicated.

(*₹ in millions*)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products
Revenue from Outside India	1212.44	95.39	1,166.83	96.27	1,044.75	94.56
Revenue from India	58.65	4.61	45.26	3.73	60.07	5.44
Total	**1,271.09**	**100.00**	**1,212.09**	**100.00**	**1,104.82**	**100.00**

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

The below-mentioned map shows the presence of our products in the global market:



Note: The above map is not to scale and not intended to represent the political boundaries of the World.

To support and strengthen our export operations in North America region, we in March 2022, have incorporated a subsidiary in Canada namely, Adroit Driveshafts Canada Limited. The Canadian subsidiary operates as a facilitation entity for customer engagement, coordination and after-sales support for customers located in Canada and other North American markets. Further, in 2026, we also incorporated Adroit Driveshafts USA LLC, our wholly owned subsidiary in the United States of America. We intend to utilise our presence in the United States of America to further support customer engagement and strengthen our ability to service export customers in the region.

Our customers includes prominent names such as Godrej & Boyce Manufacturing Company Limited, BEML Limited, VE Commercial Vehicles Limited, Sandvik Mining and Rock Technology India Private Limited, Oilgear India Private Limited, Conmat Heavy Industries Private Limited, Phooltas Transrail Limited, Hailstone Innovations Private Limited, ARX Mining and Construction, and Venus Techno Equipment Private Limited. A significant portion of our revenue from operations has historically been derived from customers with whom we have had long-term relationships, reflecting the depth and continuity of our customer engagements. During Fiscal 2026, Fiscal 2025 and Fiscal 2024, customers who have been associated with us for more than 3 years contributed ₹914.01 million, ₹935.08 million and ₹751.11 million, respectively, representing 71.91%, 77.15% and 67.98% of our revenue from Sale of Products during the respective periods. For details relating to customers, see "***Our Business – Our Customers***" on page 332.

We are members of industry associations such as Confederation of Indian Industry ("**CII**"), the Automotive Component Manufacturers Association of India ("**ACMA**") and EEPC India (formerly known as Engineering Export Promotion Council). These affiliations enable us to engage with the industry stakeholders, participate in relevant initiatives and ensure our adherence to evolving industry standards and practices.

We commenced our journey in 1966 as a partnership firm established by our erstwhile promoters and have since evolved into an integrated manufacturer of precision-machined torque-transmission components and complete propeller shaft assemblies. Over the decades, we have expanded our manufacturing capabilities, diversified our product portfolio and entered international markets, supported by capacity additions and backward integration. Our journey includes the conversion of the partnership firm into the incorporation of the Company in 1995, the acquisition of Dewas forging facility to strengthen in-house manufacturing capabilities and the continued expansion of our product offerings. In 2007, the present Promoter acquired control of the Company from the erstwhile promoters and thereafter undertook initiatives focused on operational expansion, including the establishment of the Pithampur facility in 2022 to enhance our manufacturing capacity for torque-transmission components and propeller shafts. Reflecting our continued focus on strengthening our manufacturing base, during Fiscals 2026, 2025 and 2024 we have added properties, plants and equipment's amounting to ₹23.36 million, ₹89.58 million and ₹2.41 million respectively.

Set out below is a pictorial representation highlighting key milestones in our journey;

Presently, we conduct our manufacturing operations through our Manufacturing Facilities located in the state of Madhya Pradesh, India. Our operational facilities comprise the Manufacturing Facility at Dewas Road, Indore, Madhya Pradesh ("**Dewas Facility**") operated by the Company and the Manufacturing Facility at Dhar, Pithampur, Madhya Pradesh ("**Pithampur Facility**"), which is operated by our Indian subsidiary, Adroit Driveshafts Private Limited. In addition, we have a manufacturing facility located at Sanwer, Indore ("**Sanwer Facility**") in Madhya Pradesh, India, operated by our Company. Our manufacturing operations are vertically integrated and operate in an integrated and complementary manner across the Dewas Facility, Pithampur Facility and Sanwer Facility, with different facilities undertaking different stages of manufacturing and value addition depending upon product specifications and operational requirements. The Dewas Facility represents the upstream stage of our manufacturing operations and primarily undertakes die-making, raw material testing, open-end and closed-end forging processes, heat treatment and shot-blasting operations. The Dewas Facility is also equipped with forging capability die-making facilities, CNC machining infrastructure, heat treatment systems and metallurgical testing facilities. The forged components manufactured at the Dewas Facility are primarily utilized within our integrated manufacturing operations and are not materially sold to external customers. These capabilities enable us to maintain control over critical upstream processes and support the supply of forged components for further processing. Such forged components are subsequently transferred to the Pithampur Facility and, in certain cases, depending on customer specifications and product requirements, the components may thereafter be transferred to the Sanwer facility for further finishing operations. The resulting propeller shaft assemblies and allied torque-transmission components are ultimately sold to customers in the ordinary course of business. The Pithampur Facility, operated through our Subsidiary primarily undertakes machining, assembly and balancing activities, and constitute the principle downstream stage of our manufacturing process. At Pithampur Facility, forged components received from our upstream operations are processed into driveline products in accordance with technical specifications. The Pithampur Facility is equipped with machining equipment's, assembly lines and balancing equipment necessary for the manufacture of propeller shafts and related torque-transmission components. Historically, machining, assembly and downstream manufacturing activities were undertaken directly by our Company through the Sanwer Facility. Subsequently, pursuant to the acquisition of our Subsidiary and operational reorganization, certain machining, assembly and downstream manufacturing operations were shifted from the Sanwer Facility to the Pithampur Facility operated through our Subsidiary as part of our integrated manufacturing operations.

The Sanwer Facility presently supports select finishing operations for certain components and products requiring specialized processes and is equipped with a finishing line for undertaking such operations. The Sanwer Facility had undergone renovation, which has been completed as of the date of this Red Herring Prospectus. The facility is presently equipped with a finishing line for undertaking select finishing operations for machined components. For further details, see ***"Our Business – Manufacturing Facilities"*** on page 321**.**

Our integrated in-house manufacturing framework enables us to undertake key stages of the production process internally, which supports execution of customer-specific specifications and design modifications. This integration provides us with greater control over product quality, process consistency, cost structures and turnaround timelines, while reducing operational dependence on third-party vendors.

Quality assurance forms an integral part of our manufacturing processes and is embedded across various stages of production. We undertake in-house metallurgical and mechanical testing using modern equipment, including brinnel hardness tester, universal testing machine, spectrometer, microscope, muffle furnace for elemental analysis and material composition verification, microstructure examination and mechanical property testing. We also carry out flaw detection (crack detection) procedure to detect defects and ensure product integrity. These quality controls measures are aligned with stringent customer specific technical specifications and are supported by our quality management systems, which are certified under IATF 16949, ISO 9001, ISO 14001, ISO 45001 standards. For further details, see ***"Our Business – Quality Assurance and Quality Control"*** on page 338**.**

We primarily require steel billets and bars as key raw materials for our forging operations. In addition, we procure steel tubes and universal joint crosses for our manufacturing requirements. We procure our raw material from a combination of domestic suppliers and overseas suppliers, based on factors such as availability, pricing, quality specifications and customer requirements. Our procurement strategy is designed to ensure continuity of supply and adherence to applicable quality standards.

To strengthen our manufacturing capabilities, we propose to undertake expansion of our manufacturing operations through the installation of certain machinery and equipment at our existing Dewas Facility and Pithampur Facility. The proposed expansion encompasses both our forging and machining operations. The proposed expansion at the Dewas Facility is focused on establishing additional forging capabilities through the installation of a new forging press line with key equipment such as an electric screw forging press, induction billet heating equipment and associated automation systems. The installation of this forging press line is expected to enhance our forging capacity and support improvements in productivity and operational efficiency. Concurrently, the proposed expansion at the Pithampur Facility is intended to augment its machining and assembly capabilities for driveline components, including propeller shafts, universal joints and axle shafts. This expansion is proposed to be undertaken through the installation of additional CNC machining equipment, automated manufacturing cells and testing equipment for propeller shaft balancing and performance testing. Collectively, the proposed expansion is intended to enhance our overall production capabilities, and support automation and strengthen quality control across our manufacturing operations. For further details, see "***Objects of the Offer***" on page 182.

We are led by our Promoter, Mukesh Sangla, who possesses over four decades of experience across various industries, including trading of polymers and manufacturing of plastic products. He also possess over 18 years of experience in the torque transmission industry having served having served as the Managing Director of our Company for 8 years since March 13, 2007 till March 27, 2015 and thereafter as a Non-Executive Director since March 27, 2015. We are also supported by our Promoter, Saurabh Sangla, who possesses over 18 years of experience in the torque transmission industry. Our Promoters continue to bring their vision, business acumen and leadership to our Company, which has been instrumental in sustaining our business operations and growth. We are also supported by qualified and experienced Key Managerial Personnel and Senior Management Personnel who have demonstrated the ability to anticipate and capitalize on changing market trends, manage and grow our operations, and leverage and deepen customer relationships. For further details, see "***Our Promoters and Promoter Group***" and "***Our Management***" on page 381 and 364, respectively. As on July 31, 2026 we are also supported by our workforce which consists of 367 permanent employees.

Financial performance indicators

We have witnessed healthy revenue growth and profitability during the Fiscal 2026, Fiscal 2025 and Fiscal 2024. The table below sets forth certain financial information for the periods indicated below:

Parameter	Units	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from operations(1)	₹ (in million)	1,399.43	1,338.94	1,245.28
EBITDA(2)	₹ (in million)	387.10	310.19	296.85
EBITDA margin(3)	%	27.66	23.17	23.84
Net Profit after tax (PAT)(4)	₹ (in million)	261.58	181.44	145.27
PAT margin(5)	%	18.69	13.55	11.67
Net Worth(6)	₹ (in million)	1286.27	1,035.28	878.22
Return on net worth (RoNW)(7)	%	22.51	18.94	18.95
Return on capital employed (RoCE)(8)	%	19.01	15.76	15.07
Debt/Equity(9)	Ratio	0.41	0.63	0.94
Current Ratio(10)	Ratio	1.53	1.44	1.18

Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026

Notes:

(1) Revenue from operations means the Revenue from operations as appearing in the Restated Consolidated Financial Information.

(2) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the fiscal and adding back finance costs, depreciation, and amortization expense and subtracting the other income.

(3) EBITDA Margin is calculated as EBITDA as a percentage of Revenue from Operations.

(4) PAT represents the restated profits of our Company after deducting all expenses.

(5) PAT Margin is calculated as restated Net Profit after Tax for the fiscal divided by Revenue from Operations for that fiscal.

(6) Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. Accordingly, Net Worth is calculated as aggregate of the equity share capital, instruments entirely equity in nature, share pending issuance, share based payment reserves, securities premium and retained earnings and excludes non-controlling interest.

(7) Return on Net Worth (%) is calculated as Net Profit after Tax attributable to owner of our Company, as restated for the end of the fiscal divided by average Net worth as at the end of the fiscal. Average net worth means the average of the net worth of current and previous fiscal. Net worth means the aggregate value of the paid-up share capital and other equity (excluding non-controlling interest).

(8) Return on Capital Employed (ROCE) is equal to Earnings Before Interest and Taxes (EBIT) divided by Capital Employed, where Capital Employed is computed as the sum of Total Equity (including paid-up share capital, other equity, and non-controlling interest) and Total Debt (including borrowings and lease liabilities).

(9) Debt to Equity Ratio = Debt- Equity Ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital and other equity (including non-controlling interest).

(10) Current Ratio is calculated by dividing Current assets by Current Liabilities for the fiscal.

Operational Performance Indicators

The table below sets forth certain operational metrics for the periods indicated below:

Parameter	Units	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total number of customers served(1)	In number	185	151	130
Repeat customers (count)(2)	In number	110	101	83
Repeat customers (% of total)(3)	%	59.46	66.89	63.85
Domestic Revenue(4)	₹ (in million)	58.65	45.26	60.07
Export Revenue(5)	₹ (in million)	1,212.44	1,166.83	1,044.75
Net Working Capital Days(6)	Days	237	238	237

Parameter	Units	Fiscal 2026	Fiscal 2025	Fiscal 2024
Inventory Days(7)	Days	135	137	131
Debtor Days(8)	Days	111	98	103
Creditor Days(9)	Days	42	37	51

Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026

Notes:

(1) Total number of customers served represents the total number of customers to whom our Company has supplied products during the relevant fiscal.

(2) Repeat customers represents the number of customers during the relevant period who had also transacted with our Company in the immediately preceding fiscal.

(3) Repeat customers (% of total) represent repeat customers as a percentage of the total number of customers served during the relevant fiscal.

(4) Domestic Revenue represents Sale of Products generated from customers located within India during the relevant fiscal.

(5) Export Revenue represents Sale of Products generated from customers located outside India during the relevant fiscal.

(6) Net Working Capital Days are arrived at by dividing working capital (current assets excluding cash and cash equivalents less current liabilities excluding short term borrowings and current lease liabilities) by revenue from operations multiplied by the number of days in the year (365).

(7) Inventory days are calculated as the number of days in the year (365) divided by (revenue from operations divided by the average inventory at the beginning and end of the fiscal).

(8) Debtor days are calculated as the number of days in the year (365) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the fiscal).

(9) Creditor days are calculated as the number of days in the year (365) divided by (revenue from operations divided by the average trade payables at the beginning and end of the fiscal).

For any further details of Performance Indicators, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators and Non-GAAP Financial Measures***" on page 453

Our Competitive Strengths

We benefit from the competitive strengths set out below:

- ***Offering over 5,000 SKUs of torque-transmission components and assemblies forming part of driveline systems***

  As on July 31, 2026, we offer over 5,000 SKUs of torque-transmission components and assemblies that form part of driveline systems. The product range addresses customer requirements across automotive and non-automotive applications. We have expanded our product portfolio in response to customer requirements. The expansion has been supported by our integrated manufacturing capabilities, which include forging, machining, heat treatment, assembly and balancing operations. These capabilities facilitate the production of driveline components and the development of SKUs for customer applications and platforms.

  The product portfolio comprises several categories of driveline components, including propeller shafts, yoke components (end yokes, slip yokes, flange yokes, tube yokes, yoke shafts), shaft components (splined stub shafts, mid-ship shafts), flange components (companion flanges), joint components (universal joints, CV double cardan) and other driveline components (propshaft accessory, muff sleeves, mechanics-style cardan parts, aluminum driveshaft parts). Our products are supplied as finished assemblies, sub-assemblies, or individual components, depending on customer requirements and application specifications. For details relating to our products, see "***Our Business - Our Products***" on page 319.

  The number of SKUs offered by us has increased in the manner set out below, for the indicated period:

Particulars	From April 1, 2026 to July 31, 2026	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total cumulative number of SKUs offered	5,250	5,250	4,452	3,821
SKUs added during the period	-	798	631	391

Note: The cumulative SKU counts for each fiscal year are calculated based on year-wise additions of SKUs.

The distribution of SKUs across product categories as at July 31, 2026 is as follows:

Product Category	Number of SKUs as at July 31, 2026
Propeller shaft assemblies (propeller shafts, cardan shafts, driveshaft assemblies, short-coupled shafts)	1,355
Yoke components (end yokes, slip yokes, flange yokes, tube yokes, yoke shafts)	1,950
Shaft components (splined stub shafts, mid-ship shafts)	450
Flange components (companion flanges)	244
Joint components (universal joints, CV double cardan)	250
Other driveline components (Propshaft accessory, muff sleeves, mechanics-style cardan parts, aluminum driveshaft parts)	1,001
Total SKUs	**5,250**

The breakdown of SKUs by individual part type as at July 31, 2026 is as follows:

Part Type	Number of SKUs as at July 31, 2026
Propeller shafts / cardan shafts / driveshaft assemblies / short coupled	1,355
End yoke	526
Mechanics-style cardan parts	462
Slip yoke	426
Propshaft accessory	423
Flange yoke	386
Splined stub shafts	323
Tube yoke	316
Yoke shaft	296
Companion flange	244
Universal joint	154
Mid ship shaft	127
Muff sleeve	100
CV double cardan	96
Aluminium driveshaft part	16
Grand Total	**5,250**

We believe that our diversified product portfolio, comprising over 5,000 SKUs of driveline components as of July 31, 2026, combined with our integrated manufacturing capabilities and ability to produce products according to customer-specific technical specifications, enables us to cater to a broad range of applications across automotive and non-automotive sectors. This extensive offering facilitates us with addressing evolving customer requirements and supports opportunities for increased value addition within our manufacturing operations. The steady expansion of our SKUs portfolio reflects our responsiveness to market demands and our capability to develop and commercialize new products.

- ***Vertically integrated manufacturing operations with end-to-end control across forging, machining and assembly operations***

Our manufacturing operations are supported by a vertically integrated production framework that enables us to undertake key stages of the manufacturing process in-house. As of date of this Red Herring Prospectus, we operate three manufacturing facilities located in Madhya Pradesh, India comprising: (i) the Dewas Facility; (ii) the Pithampur Facility; and (iii) the Sanwer Facility. These facilities collectively support our upstream forging operations and downstream machining, assembly and finishing operations required for the manufacture of propeller shafts and related torque-transmission components.

Our Dewas Facility is spread over approximately 15,095.50 sq. m. out of which the total built up area is 3,961.64 sq. m. and approximately 11,133.86 sq. m., remains vacant or available for future expansion. Dewas Facility undertakes die-making and forging operations and houses forging hammers, presses, billet heating equipment, heat treatment systems and metallurgical testing infrastructure. These capabilities enable us to carry out upstream processes including billet heating, forging, heat treatment and shot blasting required for the manufacture of forged driveline components.

Our downstream machining and assembly operations are undertaken primarily through our Pithampur Facility, operated by our subsidiary Adroit Driveshafts Private Limited. The Pithampur Facility spans over land area of approximately 27,535 sq. m., out of which the total built up area is 17,638.90 sq. m. and approximately 9,896.10 sq. m., remains vacant or available for future expansion. Our Pithampur Facility is equipped with CNC lathes, horizontal machining centres, spline cutting machines, broaching and hobbing machines, cylindrical grinding machines, induction hardening equipment and assembly lines used in the manufacture of propeller shafts and related torque-transmission components.

In addition, our Sanwer Facility, spans approximately 8,918.69 sq. m., out of which the total built up area is 4,850.00 sq. m and approximately 4,068.69 sq. m., remains vacant or available for future expansion. Historically, Sanwer Facility has been used for machining and assembly operations relating to driveline products and has supported our downstream manufacturing activities. The Sanwer Facility had undergone renovation, which has been completed as of the date of this Red Herring Prospectus. The facility is presently equipped with a finishing line for undertaking certain finishing operations for machined components. For details, see "***Our Business – Manufacturing Facilities***" on page 321.

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Sanwer Facility (in million)	17.50	20.60	50.73
Revenue from Sale of Products (in million)	1,271.09	1212.09	1104.82
% contribution of Sanwer Facility to the Sale of Products[#]	1.38%	1.70%	4.59%

[#]The % contribution of Sanwer Facility has been calculated based on the Company's total sale of products for the relevant period and not on its total revenue from operations.

Our integrated manufacturing operations encompass the production flow from raw material inspection and billet cutting to forging, heat treatment, machining, spline making, induction hardening, finishing, inspection and packaging. This integration enables coordination between upstreaming forging stage and downstream machining stages and allows us to maintain process control across multiple stages of production.

By undertaking these manufacturing processes in-house, we reduce reliance on third-party vendors for critical production stages and maintain control over product quality, production scheduling and process consistency. We believe that our vertically integrated manufacturing infrastructure enables efficient production planning and supports our ability to manufacture propeller shafts and related torque-transmission components in accordance with customer-specific technical specifications and delivery schedules.

- ***Established relationships with diversified customer base and high degree of repeat business***

We supply our products primarily through a network of distributors, including Tier-1 driveline component suppliers, and also undertake direct sales to OEMs in accordance with customer-specific technical specifications and requirements.

Set out below is the breakup of our revenue from operations by category of customer during the periods indicated:

(₹ in millions)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products
Revenue from distributors	793.82	62.45	702.48	57.96	709.05	64.18
Revenue from Tier-1 driveline component	417.72	32.86	462.22	38.13	330.34	29.90
Revenue from OEMs	59.55	4.68	47.40	3.91	65.43	5.92

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products
Total	**1,271.09**	**100.00**	**1,212.09**	**100.00**	**1,104.82**	**100.00**

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026
** "distributors" refers to independent automotive parts wholesalers, retailers and supply-chain intermediaries engaged in sourcing automotive components from manufacturers for further supply and sale to retailers, repair networks, workshops and end customers*
 # "Tier-1 driveline component suppliers" refers to Tier-1 suppliers are companies that supply components directly to OEM manufacturers in the country, including ordnance factories producing vehicles, according to ACMA.

Our product portfolio supports end-use applications across the automotive and non-automotive sectors. Automotive sector applications primarily include passenger vehicles and commercial vehicles, while non-automotive applications include sectors such as defence and emergency services, heavy equipment and off-highway machinery, industrial equipment and other torque-transmission related applications.

Set out below is the classification of revenue from Sale of Products between automotive and non-automotive applications:

(₹ in million)

Particulars	Fiscal 2026	% of Revenue from Sale of Products	Fiscal 2025	% of Revenue from Sale of Products	Fiscal 2024	% of Revenue from Sale of Products
Automotive applications	947.48	74.54	873.82	72.09	700.11	63.37
Non-automotive applications	323.61	25.46	338.27	27.91	404.72	36.63
Total	**1,271.09**	**100.00**	**1,212.09**	**100.00**	**1,104.82**	**100.00**

Notes: i) As certified by our Statutory Auditors vide certificate dated September 16, 2026
ii) As our products are largely supplied through distributors and Tier-1 suppliers, the classification of end-use applications is based on the intended application of the products supplied to such customers.

Our customer base has expanded steadily, reflecting increased market penetration and customer acceptance of our products. Set out below are the details relating to number of each category of customers served.

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Number of Tier-1 driveline component suppliers	13	03	03
Number of OEMs served	22	23	19
Number of Distributors served	153	125	108

As certified by our Statutory Auditors vide certificate dated September 16, 2026

Set out below are certain details relating to our customer base during the periods indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total number of customers served	185	151	130
Repeat customers (count)	110	101	83
Repeat customers (% of total)	59.46	66.89	63.85
Revenue from repeat customer *(₹ in millions)*	1,147.23	1,077.14	1,014.77
% of Revenue from Sale of Products from repeat customers	90.26	88.87	91.85
Revenue from top 10 customer *(₹ in millions)*	773.60	798.84	758.00
% of Revenue from top 10 customers	60.86	65.91	68.61

As certified by our Statutory Auditors vide certificate dated September 16, 2026

Our ability to serve a diversified customer base comprising distributors, Tier-1 driveline component suppliers and OEMs, together with our presence across both automotive and non-automotive end-use sectors, reduces dependence on any single customer category or industry segment. The strength and continuity of our customer relationships is reflected in the proportion of repeat business generated by our

Company. For the Fiscal 2026, revenue from repeat customers accounted for 90.26% of our revenue from operations. We believe that our consistent adherence to customer-specific technical specifications, product quality standards and delivery schedules has supported continued engagements with our customers across domestic and international markets. Collectively, our diversified customer base and repeat order flows provide visibility on demand and support stability and continuity in our operations and revenue streams. Also, see "***Our Business - Our customers***" on page 332.

- ***Entry barriers supported by established validation and advanced engineering capabilities***

As per the *CareEdge Report*, propeller shafts plays a critical role across automotive and industrial applications and the industry operates within a well-established and structured supply chain framework.

The propeller shaft manufacturing industry is characterized by entry barriers arising from stringent qualification requirements imposed by OEMs and Tier-1 driveline component suppliers. These requirements necessitate rigorous validation of suppliers' manufacturing capabilities, quality systems and production processes before a supplier is approved for serial production programs.

As per the *CareEdge Report* these qualification processes are extensive, often spanning 12 to 18 months or longer and involve detailed validation cycles, product and process audits, significant tooling investments, and rigorous testing protocols. To gain approval for serial production, prospective suppliers are required to demonstrate consistent product quality, process stability, material traceability, and long-term reliability, in line with OEM-specific technical and quality standards.

For details, see "***Industry Overview – Global Propeller Shaft Industry***" on page 237.

Given the above stated stringent and qualification requirements in the propeller shaft manufacturing industry, our inclusion in the vendor base of Tier-1 suppliers and OEMs evidences our quality systems and ability to meet rigorous industry standards. Such approvals serve as a key indicator of product quality and reliability and enhance our credibility with our distributor network, which contributes a significant portion of our revenue.

The industry entry barriers are further supported by the technical complexity and capital requirements associated with propeller shaft manufacturing.

The *CareEdge Report* further highlights that these structural entry barriers are reinforced by the fact that propeller shaft manufacturing is inherently capital-intensive and technologically demanding. The production process involves specialized operations such as precision forging, machining, dynamic balancing, heat treatment, and assembly, all of which necessitate specialized machinery and technical expertise. The *CareEdge Report* highlights that the significant capital investment and long lead times required for such equipment create meaningful entry barriers for new participants. For details, see "***Industry Overview – Global Propeller Shaft Industry***" on page 237.

Our integrated manufacturing operations support our ability to operate within this technically demanding supplier ecosystem. We undertake key stages of the manufacturing process in-house across our manufacturing facilities located in Madhya Pradesh, including forging, heat treatment, precision machining, assembly and balancing operations required for the manufacture of propeller shafts and related torque-transmission components.

Our manufacturing operations are supported by engineering, design and testing capabilities that enable us to manufacture products in accordance with customer-specific technical specifications. Our facilities are equipped with CNC machining infrastructure, forging equipment, induction billet heating systems, heat treatment facilities and balancing equipment used in the manufacture of driveline components. In addition, we undertake metallurgical and dimensional testing using equipment such as hardness testers, spectrometers, universal testing machines and microscopes, and we also conduct flaw detection testing procedures to detect surface defects and ensure product integrity. Our engineering capabilities are further supported by dynamic balancing and performance validation of propeller shafts and related components.

We believe that our integrated manufacturing infrastructure, together with our engineering, quality and testing capabilities, positions us to meet the technical requirements associated with the manufacture of driveline components supplied to distributors, Tier-1 suppliers and OEMs. These capabilities support our ability to comply with customer-specific technical standards and maintain product quality and process consistency across our operations.

- ***Strong export presence with diversified international customer base***

A significant portion of our revenue from operations is derived from export sales, reflecting our presence in international markets for propeller shafts and related torque-transmission components. We supply our products to customers located outside India primarily through distributors, Tier-1 driveline component suppliers and also directly to OEM customers across multiple geographies.

Set out below is the bifurcation of our revenue from Sale of Products between domestic and export markets during the periods indicated:

(₹ in millions)

Particulars	For the Fiscals					
	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products
Revenue from Outside India	1,212.44	95.39	1,166.83	96.27	1,044.75	94.56
Revenue from India	58.65	4.61	45.26	3.73	60.07	5.44
Total	**1,271.09**	**100.00**	**1212.09**	**100.00**	**1104.82**	**100.00**

Our export sales are geographically diversified and during the Fiscal 2026 we exported products to over 32 countries across North America, Europe, Latin America, the Middle East, Africa and Asia-Pacific regions.

(₹ in million)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Export Sales	Amount	% of Revenue from Export Sales	Amount	% of Revenue from Export Sales
United States of America	651.78	53.76	778.00	66.68	751.47	71.93
Colombia	140.89	11.62	49.18	4.21	7.43	0.71
Canada	107.64	8.88	81.94	7.02	88.63	8.48
Australia	68.49	5.65	62.14	5.33	56.45	5.40
Mexico	43.25	3.57	62.64	5.37	64.13	6.14
Turkey	33.40	2.75	27.4	2.35	-	-
UK	23.03	1.90	30.2	2.59	20.42	1.95
Peru	18.32	1.51	2.83	0.24	-	-
Other Countries*	125.64	10.36	72.50	6.21	56.22	5.38
Sub-total (Income from Export Sales)	**1,212.44**	**100.00**	**1166.83**	**100.00**	**1044.75**	**100.00**

**Other Countries includes Russia, Argentina, Poland, South Africa, Italy, Chile, Spain, Israel, France, Guatemala, UAE, Belgium, EL Salvador, Venezuela, Bolivia, Nicaragua, Germany, New Zealand, Qatar, Costa Rica, Panama, Equador, Greece, Hong Kong, Ireland and Saudi Arabia.*
Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

To support and strengthen our export operations in North America region, we in March 2022, have incorporated a subsidiary in Canada namely, Adroit Driveshafts Canada Limited. The Canadian subsidiary operates as a facilitation entity for customer engagement, coordination and after-sales support for customers located in Canada and other North American markets, and to enhance our ability to service export customers in the region.

Our export-oriented revenue profile enables us to participate in global supply chains for driveline components and reduces dependence on any single domestic market. We believe that our ability to supply products in accordance with customer-specific technical specifications and delivery schedules across multiple geographies supports continued engagement with international customers.

- ***Experienced Promoters and competent management team***

We are led by our experienced Promoters and professional senior management team with extensive industry knowledge and long-standing association with our Company. Our Promoter and Chairman cum Managing Director, Saurabh Sangla, has been associated with the Company since March 13, 2007 and has over 18 years of experience in the torque-transmission industry. He has been actively involved in the overall management and strategic direction of our Company and is responsible for formulating and implementing business strategies, providing strategic guidance to the management team and overseeing our Company's operations. Our Promoter and Non-Executive Director, Mukesh Sangla, has also been associated with our Company since March 13, 2007. He has over four decades of experience across various sectors and possesses over 18 year os experience in the torque transmission industry having served having served as the Managing Director of our Company for 8 years since March 13, 2007 till March 27, 2015 and thereafter as a Non-Executive Director since March 27, 2015. His experience provides strategic inputs and guidance to our Company.

Our Promoters are supported by a qualified and experienced senior management team, including the CFO, Company Secretary and Compliance Officer of the Company. Our senior management team includes Anirudha Arya, Manager – Export Marketing, who has been associated with the Company since January, 2012 and is responsible for export marketing initiatives and management of overseas customer relationships; Milan Jade, Senior Manager – Engineering & Development, who has been associated with the Company since June, 2013 and is responsible for production management, engineering development, tooling and process improvement; Rahul Laad, Senior Manager – Business and System Development, who has been associated with the Company since October, 2016 and is responsible for plant development, supplier management and business expansion initiatives; and Rohidas Dhone, Production in-Charge, who has been associated with the Company since January 1998 and oversees production operations, production planning and coordination across manufacturing functions. For further details, see "***Our Promoters and Promoter Group***" and "***Our Management***" on page 381 and 364, respectively.

We believe that the experience and continuity of our Promoters, together with the operational and functional expertise of our senior management team, supports effective execution of our business strategies and management of our manufacturing operations.

- ***Healthy financial performance with improving profitability***

We have demonstrated consistent growth in our revenue from operations across the periods presented. Our revenue from operations increased from ₹1,245.28 million in Fiscal 2024 to ₹1,338.94 million in Fiscal 2025 and ₹ 1,399.43 million in Fiscal 2026, reflecting an expansion in our scale of operations.

Our operating performance has improved over the same period. Our EBITDA increased from ₹296.85 million in Fiscal 2024 to ₹310.19 million in Fiscal 2025 and ₹387.10 million in Fiscal 2026.

Our profit after tax (PAT) has also increased from ₹145.27 million in Fiscal 2024 to ₹181.44 million in Fiscal 2025 and ₹261.58 million in Fiscal 2026, with PAT margins improving from 11.67% in Fiscal 2024 to 13.55% in Fiscal 2025 and 18.69% in Fiscal 2026 indicating continued improvement in profitability. For details, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations Information for the Fiscal 2026 compared with Fiscal 2025 – Profit After Tax***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations Information for the Fiscal 2025 compared with Fiscal 2024 – Profit After Tax***" on pages 474 and 477, respectively.

We have also strengthened our balance sheet over the periods presented. Our net worth increased from ₹878.22 million in Fiscal 2024 to ₹1,035.28 million in Fiscal 2025, and ₹1,286.27 million in Fiscal 2026. Our return on capital employed (RoCE) increased from 15.07% in Fiscal 2024 to 15.76% in Fiscal 2025 and 19.01% in Fiscal 2026, while return on net worth (RoNW) was 18.95% in Fiscal 2024 and 18.94% in Fiscal 2025, 22.51% in Fiscal 2026.

For details, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Return on Net worth***" on page 480.

Further, our debt-to-equity ratio also reduced from 0.94 in Fiscal 2024 to 0.63 in Fiscal 2025, and further to 0.41 in Fiscal 2026, reflecting deleveraging and prudent financial management. Our liquidity position has also improved, with our current ratio increasing from 1.18 in Fiscal 2024 to 1.44 in Fiscal 2025 and 1.53 in Fiscal 2026. For details, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators and Non-GAAP Financial Measures***" on page 453.

We believe that our consistent growth in revenue, improvement in profitability margins, strengthening balance sheet position us to support future growth.

Our Strategies

Set forth below are our key business and growth strategies. The strategies described below have been approved by way of a board resolution passed by our Board of Directors at their meeting held on September 4, 2026.

- ***Expansion of manufacturing capabilities and product portfolio, testing capabilities and automation.***

  As part of our growth strategy, we intend to strengthen our manufacturing capabilities through the installation of additional machinery and equipment at our existing Dewas Facility and Pithampur Facility in Madhya Pradesh. The proposed expansion is expected to enhance both our upstream forging operations and downstream machining and assembly capabilities for driveline components.

  At the Dewas Facility, we propose to increase our forging capabilities through the installation of a new forging press line, comprising key equipment such as an electric screw forging press, induction billet heating equipment and associated automation systems. This investment is expected to augment our forging capacity and improve productivity and operational efficiency in our upstream manufacturing processes.

  Concurrently, at the Pithampur Facility, we propose to augment our machining and assembly capabilities for driveline components, including propeller shafts, universal joints and axle shafts, through the installation of additional CNC machining equipment, automated manufacturing cells and testing equipment for propeller shaft balancing and performance validation.

  These investments are also expected to support greater automation across our manufacturing processes and enable continued improvements in operational efficiency and process optimization. The proposed installation of automated manufacturing cells, CNC machinery and advanced testing equipment is intended to enhance manufacturing precision, strengthen quality control and support efficient utilization of manufacturing capacity across our facilities.

  In addition, we intend to leverage our integrated manufacturing capabilities across forging, machining and assembly to expand our product portfolio across propeller shafts and related torque-transmission components in order to address evolving customer requirements across the automotive and non-automotive sectors. We also intend to continue developing and manufacturing additional driveline components and assemblies, including propeller shaft assemblies, universal joints, axle shafts and related components, including recently launched aluminum driveline components.

  In addition, we believe that our product portfolio, end-market diversification and engineering capabilities position us to address evolving industry trends and customer requirements. We manufacture propeller shafts and related driveline components that are used for transmission of torque and mechanical power across a wide range of applications. While propeller shafts have traditionally been associated with internal combustion engine vehicle platforms, such components may also be utilized in certain hybrid and electric vehicle driveline architectures where power is transmitted from a centrally mounted motor to the drive axle. We serve a diversified customer base across multiple end-use industries, including commercial vehicles, agricultural machinery, construction equipment, mining equipment, military and defence applications, industrial machinery and aftermarket segments, and derive a substantial portion of our revenue from exports across multiple international markets. We believe that our diversified end-market presence, geographic reach and customer relationships reduce dependence on any single industry segment, geography or technology adoption cycle. Further, through our proposed investments in manufacturing capabilities, automation, testing infrastructure, product development and engineering capabilities, we intend to expand our product portfolio across propeller shafts, driveline systems, forged components and adjacent power transmission products, including products aligned with evolving mobility and industrial applications. We believe that these initiatives may strengthen our ability to address changing industry dynamics, technological developments and evolving customer requirements over the long term.

We believe that these initiatives will enhance our overall production capabilities, increase value addition across our manufacturing processes and strengthen our ability to meet customer-specific technical requirements. We intend to undertake the proposed expansion through the purchase and installation of certain machinery and equipment using a portion of the Net Proceeds of the Offer. For further details, see "***Objects of the Offer***" on page 182.

- ***Strengthen our presence in international markets***

A significant portion of our revenue from operations is derived from export sales, and we intend to continue strengthening our presence in international markets. We propose to deepen our engagement with existing customers while expanding our reach across additional geographies through our network of distributors, Tier-1 driveline component suppliers and OEM customers.

To support our export operations in the North America region, we have incorporated a subsidiary in Canada, Adroit Driveshafts Canada Limited, which is intended to facilitate customer engagement and coordination and provide after-sales support to customers located in Canada and other North American markets. This subsidiary is expected to enhance our ability to service export customers in the region in a timely and efficient manner. We have also engaged third-party sales agents and international sales personnel to promote, market and sell our products in overseas markets, including North America, South America and other export regions.

We engage third-party sales agents and international sales personnel to facilitate customer outreach, business development activities, sales coordination and identification of business opportunities. Such agents and personnel assist the Company in market development, customer relationship management and coordination with overseas customers in the ordinary course of business.

The arrangements with such third-party sales agents and international sales personnel are non-exclusive in nature and are generally renewed on an annual basis. The Company believes that such arrangements assist in improving customer engagement, expanding market access and supporting its international business operations.

The following table sets forth details of third-party sales agents and international sales personnel engaged by the Company and the revenue generated through such arrangements for the relevant periods:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Number of third-party sales agents engaged	4	4	8
Revenue generated through agents (₹ in million)	227.12	126.04	326.83
Total revenue from sale of products	1,271.09	1,212.09	1,104.82
% of Total revenue from sale of products	18%	10%	30%

In addition, we have strengthened our presence in in the United States of America from where we derive majority of export revenue through the incorporation of our wholly-owned subsidiary, Adroit Driveshafts USA LLC in the United States of America. We intend to levrage this presence to further expand our business, strengthen customer relationships and explore growth opportunities in the United States of America.

We also participate in international trade exhibitions and industry events across key global markets. In the last three Fiscals, we have participated in events such as AAPEX and the SEMA Show 2025, Las Vegas in the USA, Bauma 2025 Munich in Germany, CII Excon 2025 in Bangalore, India, Expo Transporte 2025, Automechanika Frankfurt 2024 in Germany, CII Excon 2023 and 2022 in Bangalore, India, amongst others.

Set out below are the expense incurred towards participation in such events during the period indicated below;

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ in millions)	% of Revenue from Sale of Products	Amount (₹ in millions)	% of Revenue from Sale of Products	Amount (₹ in millions)	% of Revenue from Sale of Products
Expense incurred towards participation in international trade exhibitions and industry events	5.68	0.45	3.14	0.26	0.57	0.05

As part of our strategy to expand our international market presence and enhance customer outreach, we also intend to increase our participation in international trade exhibitions and industry events across key global markets. These exhibitions provide a platform to showcase our propeller shafts and related torque-transmission components to potential customers, distributors and industry participants across multiple sectors. We plan to participate in trade exhibitions, particularly across North America, Central America and South America, as well as Europe, where several of our existing and potential customers operate.

Participation in such exhibitions enables us to increase brand visibility, engage with potential customers and distributors, and strengthen relationships with existing customers across international markets. We believe that continued participation in such industry events supports our marketing and business development initiatives and may facilitate the development of new customer relationships and market opportunities.

- ***Strengthening engagement with domestic OEM customers through direct sales***

While a significant portion of our sales is undertaken through our network of distributors and Tier-1 driveline component suppliers, we also undertake direct sales to certain OEMs. As part of our growth strategy, we intend to further strengthen our engagement with domestic OEM customers through direct supply arrangements.

Recently, we have received order from a few domestic OEM customers in the automotive sector, which we believe reflects increasing acceptance of our products among OEM customers and provides an opportunity to expand our presence within OEM supply programs. We expect that continued engagement with OEM customers will enable us to participate in additional product programs and expand our direct supply relationships in the domestic market.

We believe that increasing our engagement with OEM customers enables us to better understand evolving technical specifications and strengthen our integration within customer supply chains. Our integrated manufacturing capabilities across forging, machining and assembly enable us to manufacture driveline components in accordance with customer-specific technical specifications and quality standards, which supports our ability to cater to OEM requirements.

We intend to leverage our existing manufacturing infrastructure, engineering capabilities and product portfolio to expand our direct supply relationships with OEM customers in India. Strengthening our engagement with domestic OEM customers is expected to support diversification of our revenue base and enhance our presence in the domestic automotive supply chain.

- ***Digital transformation to enhance operational efficiency and manufacturing traceability***

  We intend to continue strengthening our manufacturing operations through the adoption of digital technologies and automation initiatives across our production processes. Our operations are currently supported by certain digital systems and software platforms used across manufacturing, engineering and business functions, including Enterprise Resource Planning ("**ERP**") systems, engineering design software and data analytics tools.

  Our manufacturing and business operations are presently supported by information technology systems including ERP platforms such as TCS iON Manufacturing Solution, TCS iON E-Invoicing systems, engineering design software such as SOLIDWORKS, forging simulation software such as FORGE®, and digital manufacturing platforms, namely Kripya CentralStage, which assist in production planning, engineering design, data analytics, statutory compliance and operational monitoring.

  As part of our ongoing digital transformation initiatives, we intend to further enhance the use of ERP systems, industrial internet of things ("**IoT**"), integration and predictive maintenance tools to support real-time monitoring of production processes and improve operational visibility across our manufacturing facilities.

  We also intend to adopt advanced automation technologies, including collaborative robots (cobots) and robotic systems, to support manufacturing operations and improve productivity, consistency and process control across key stages of production. These initiatives are expected to enable better equipment utilization, reduce downtime through predictive maintenance and enhance traceability across manufacturing and quality control processes.

  We believe that intended digital transformation and automation of manufacturing processes will support improved operational efficiency, strengthen quality control and enable better monitoring and management of our production operations across our facilities.

- ***Leverage integrated manufacturing capabilities to support future growth***

  We believe that our integrated manufacturing capabilities across forging, machining and assembly provide us a foundation to support the growth of our operations. Our manufacturing infrastructure enables us to undertake key stages of the production process in-house and manufacture driveline components in accordance with customer-specific technical requirements.

  We intend to continue leveraging our existing engineering capabilities, manufacturing infrastructure and operational experience to support the development and manufacture of driveline components across various end-use applications.

Business Operation

Operating on B2B model, our products are predominantly supplied to Distributors, Tier-1 driveline component supplier and OEMs in both overseas and domestic markets.

Our product portfolio primarily comprises precision-machined torque-transmission components and complete propeller shaft assemblies. As part of our integrated manufacturing operations, we also manufacture forged components which are primarily used as intermediate inputs for further machining and assembly within our manufacturing operations.

(i) Machined torque-transmission components comprise a wide range of precision-engineered driveline parts, including yoke components (end yokes, slip yokes, flange yokes, tube yokes, yoke shafts), shaft components (splined stub shafts, mid-ship shafts), flange components (companion flanges), joint components (universal joints, CV double cardan) and other driveline components (Propshaft accessory, muff sleeves, mechanics-style cardan parts, aluminum driveshaft parts. These products are manufactured and supplied either as finished assemblies, sub-assemblies or individual components, depending on the customer's integration requirements and end-use applications.

(ii) Finished propeller shaft assemblies used in driveline systems are supplied as complete assemblies incorporating machined and forged components, manufactured to customer-specific technical specifications and end-use requirements.

Set out below are the revenue bifurcation reflecting revenue derived from Sale of Machined torque-transmission components and finished propeller shaft assemblies during the indicated period;

Particulars	For the Fiscals					
	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products
Finished propeller shaft assemblies	409.52	32.22	417.07	34.41	365.94	33.12
Machined torque-transmission components	861.57	67.78	795.03	65.59	738.89	66.88
Total	**1,271.09**	**100.00**	**1,212.09**	**100.00**	**1,104.82**	**100.00**

As certified by our Statutory Auditors vide certificate dated September 16, 2026

In addition to revenue derived from Sale of Products, we also derived certain revenue from miscellaneous sales and other operating revenue during the period indicated, the details of which are set forth below;

Particulars	For the Fiscals					
	Fiscal 2026		Fiscal 2025		Fiscal 202	
	Amount (₹ in million)	% of total revenue from operation s	Amount (₹ in million)	% of total revenue from operation s	Amount (₹ in million)	% of total revenue from operation s
Revenue from Sale of Products	1,271.09	90.83	1212.09	90.53	1104.82	88.72
Miscellaneous sales*	74.47	5.32	61.49	4.59	73.69	5.92
Other Operating Revenue**	53.87	3.85	65.36	4.88	66.77	5.36
Total Revenue	**1,399.43**	**100.00**	**1,338.94**	**100.00**	**1,245.28**	**100.00**

**Miscellaneous sales includes sale of raw materials and certain polymers*
***Other operating revenue includes sale of scrap, export incentives and job work charges.*
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The following tables set forth the bifurcation of our revenue from Sale of Products on consolidated basis, from operations between for the periods indicated.

(*₹ in millions*)

Particulars	For the Fiscals					
	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products
Revenue from India (A)	58.65	4.61	45.26	3.73	60.07	5.44
Revenue from Outside India						
United States of America	651.78	51.28	778.00	64.19	751.47	68.02
Colombia	140.89	11.08	49.18	4.06	7.43	0.67
Canada	107.64	8.47	81.94	6.76	88.63	8.02
Australia	68.49	5.39	62.14	5.13	56.45	5.11
Mexico	43.25	3.40	62.64	5.17	64.13	5.80
Turkey	33.40	2.63	27.40	2.26	-	-
UK	23.03	1.81	30.20	2.49	20.42	1.85
Peru	18.32	1.44	2.83	0.23	-	-
Russia	16.30	1.28	21.22	1.75	11.06	1.00
Argentina	15.07	1.19	2.91	0.24	-	-
Poland	14.50	1.14	9.05	0.75	-	-
South Africa	12.32	0.97	3.83	0.32	4.09	0.37
Italy	11.79	0.93	3.89	0.32	1.87	0.17
Chile	10.23	0.80	6.18	0.51	3.04	0.28
Spain	5.28	0.42	3.71	0.31	4.98	0.45
Israel	4.62	0.36	4.38	0.36	2.71	0.25
France	4.27	0.34	3.03	0.25	1.48	0.13
Guatemala	4.09	0.32	-	-	-	-
UAE	3.23	0.25	1.96	0.16	3.31	0.30
Belgium	3.06	0.24	1.63	0.13	-	-
El Salvador	3.00	0.24	-	-	-	-
Venezuela	2.97	0.23	-	-	-	-
Bolivia	2.63	0.21	-	-	-	-
Nicaragua	2.51	0.20	-	-	-	-
Germany	2.16	0.17	4.97	0.41	2.28	0.21
New Zealand	1.77	0.14	2.43	0.20	4.55	0.41
Qatar	1.64	0.13	0.48	0.04	0.53	0.05
Costa Rica	1.23	0.10	-	-	-	-
Panama	1.12	0.09	-	-	-	-
Equador	0.97	0.08	0.99	0.08	-	-
Greece	0.89	0.07	-	-	-	-
Hong Kong	-	-	1.40	0.12	-	-
Ireland	-	-	0.44	0.04	0.44	0.04
Saudi Arabia	-	-	-	-	15.88	1.44
Total Revenue from Outside India (B)	1,212.44	95.39	1166.83	96.27	1044.75	94.56
Total (A +B)	**1,271.09**	**100.0**	**1,212.09**	**100.00**	**1,104.82**	**100.00**

Our product portfolio supports end-use applications across the automotive and non-automotive sectors.

Automotive sector applications primarily include passenger vehicles and commercial vehicles, while non-automotive applications include sectors such as defence and emergency services, heavy equipment and off-highway machinery, industrial equipment and other torque-transmission related applications.

Set out below is the classification of revenue from Sale of Products between automotive and non-automotive applications:

(₹ in million)

Particulars	Fiscal 2026	% of Revenue from Sale of Products	Fiscal 2025	% of Revenue from Sale of Products	Fiscal 2024	% of Revenue from Sale of Products
Automotive applications	947.48	74.54	873.82	72.09	700.11	63.37
Non-automotive applications	323.61	25.46	338.27	27.91	404.72	36.63
Total	**1,271.09**	**100.00**	**1,212.09**	**100.00**	**1,104.82**	**100.00**

As certified by our Statutory Auditors vide certificate dated September 16, 2026
Note*: As our products are largely supplied through distributors and Tier-1 suppliers, the classification of end-use applications is based on the intended application of the products supplied to customers.*

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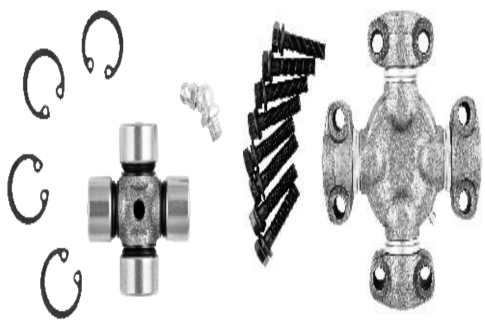
Our Products

As on July 31, 2026, we offer over 5,000 SKUs of torque-transmission components and assemblies forming part of driveline systems. Set out below are details of certain notable products from our portfolio, together with a brief description of their applications and features:

Name of products	Pictorial representation	Description
Propeller Shafts / Cardan Shafts / Driveshaft Assemblies		These are the main shafts that transfer power from the engine or gearbox to another part of the vehicle or machine, such as the axle or differential. They allow power to be transmitted even when the connected parts are not perfectly aligned. Typical weight ranges from less than 1 kg to about 30 kg depending on the size and design. These products are used in light-duty, medium-duty and heavy-duty applications and can be found in automotive, construction equipment, agricultural machinery and other industrial sectors.
Universal Joints (U-Joints)		These are joint components that connect two rotating shafts and allow them to work smoothly even when they are at an angle. They help maintain continuous power transmission when vehicles move or when machines operate under varying conditions. Weight can range from less than 1 kg to about 30 kg depending on the application. Used in light, medium and heavy-duty applications across automotive and other industrial sectors.

Name of products	Pictorial representation	Description
Sleeve Yokes / Slip Yokes		These components allow the driveshaft to slide slightly in and out to accommodate movement in the drivetrain, such as suspension travel or machine movement, while still transmitting power. Typical weight ranges from less than 1 kg to about 30 kg depending on size and design. Used in light, medium and heavy-duty automotive and industrial applications.
Tube Yokes / Weld Yokes		These are connectors that are welded to the end of a driveshaft tube and connect the shaft to other drivetrain components. They help ensure strong and reliable transmission of power. Weight generally ranges from less than 1 kg to about 30 kg. Suitable for light, medium and heavy-duty applications in automotive and other sectors.
Flange Yokes (SAE / DIN / Cross-serrated, etc.)	 	These are flat connecting parts with bolt holes that allow the driveshaft to be securely bolted to other rotating components such as gearboxes or differentials. Typical weight ranges from less than 1 kg to about 30 kg depending on design. Used in light, medium and heavy-duty automotive and industrial applications.
End Yokes (Bore, Keyway, Clamp, Splined)	 	These are end connection parts that attach the driveshaft or joint assembly to other components using different mounting methods such as splines, keyways or clamps. Weight ranges from less than 1 kg to about 30 kg depending on application. Used in light, medium and heavy-duty applications in automotive and other industries.
Companion Flanges		These are flanged parts that connect the driveshaft assembly to equipment such as gearboxes, transmissions or differentials using bolts. They provide a secure and stable connection. Typical weight ranges from less than 1 kg to about 30 kg. Used in light, medium and heavy-duty automotive and industrial sectors.
Yoke Shafts (External splines)		These are shafts with external grooves (splines) that fit into matching parts to transmit power efficiently. They allow reliable torque transfer and easy assembly. Weight can range from less than 1 kg to about 30 kg depending on design. Used in light, medium and heavy-duty automotive and industrial applications.

Name of products	Pictorial representation	Description
Splined Stub Shafts / Stub Shafts		These are short shafts with splines used to connect different parts of the drivetrain so that power can pass from one component to another. Typical weight ranges from less than 1 kg to about 30 kg. Used in light, medium and heavy-duty automotive and industrial sectors.
Centre Bearings / Centre Support Bearings		These components support long driveshafts, especially when the shaft is made in two or more pieces. They help keep the shaft aligned, reduce vibration and improve smooth operation. Weight ranges from less than 1 kg to about 30 kg depending on application. Used in light, medium and heavy-duty vehicles and industrial machinery.
Short-Coupled Shafts / Tubular Shafts / Mid-Ship Shafts		These are different types of shafts used in specific vehicle or machine layouts to transfer power over certain distances or angles. Typical weight ranges from less than 1 kg to about 30 kg depending on design and size. Used in light, medium and heavy-duty automotive and other industrial sectors.
Mechanics-style Cardan Parts and Accessories (incl. small parts)		These include small parts used in assembling and maintaining driveshaft systems, such as U-bolts, strap kits, seals, grease nipples, dust caps and similar items. Weight ranges from less than 1 kg to about 30 kg depending on the component. Used in light, medium and heavy-duty automotive and industrial applications.
CV Double Cardan Driveshaft Assemblies		These are special driveshaft assemblies designed to work smoothly at higher operating angles and reduce vibration, often used in 4x4 and off-road vehicles. Typical weight ranges from less than 1 kg to about 30 kg depending on design. Used in light, medium and heavy-duty automotive and industrial applications.
Forged Products (Customer-specification forgings)		These are metal components made by forging (shaping heated metal under pressure) according to customer drawings or specifications. Forging makes the parts very strong and durable. Weight can range from less than 1 kg to about 30 kg depending on the part design. Used in light, medium and heavy-duty automotive, construction, agricultural and other industrial sectors. Our forged products are primarily used in-house as intermediate inputs for the manufacturing of our machined products.

Manufacturing Facilities

As of the date of this Red Herring Prospectus, our manufacturing operations are carried out through our vertically integrated manufacturing facilities located in the state of Madhya Pradesh, India. Our operational manufacturing facilities comprise: (i) the Dewas Facility, located at Dewas, Madhya Pradesh, India, which is owned and operated by the Company; and (ii) the Pithampur Facility, located at Pithampur, Dhar, Madhya Pradesh, India, which is operated by our Indian subsidiary, Adroit Driveshafts Private Limited. In addition, we have a manufacturing facility located at Sanwer, Indore ("**Sanwer Facility**") in Madhya Pradesh, India, operated by our Company.

Historically, this facility has been used for machining and assembly operations relating to driveline products and has supported our downstream manufacturing activities. The Sanwer Facility had undergone renovation, which has been completed as of the date of this Red Herring Prospectus. The facility is presently equipped with a finishing line for undertaking finishing operations for machined components. For further details, see "***Our Business – Properties***" on page 342.

(i) Dewas Facility

The Dewas Facility is located at Plot no. 5A-1 and 5B, Industrial Area, A.B. Road No. 2, Dewas, Indore, Madhya Pradesh, India. The Dewas Facility has a total land area of approximately 15,095.50 sq. m. of which a built-up area of approximately 3,961.64 sq. m. is currently utilised for manufacturing operations, and approximately 11,133.86 sq. m., remains vacant or available for future expansion. The Dewas Facility was acquired in the year 1998.

This facility primarily undertakes upstream manufacturing processes, including testing of raw materials, open-end and closed-end forging operations, heat treatment and shot-blasting. The Dewas Facility supports the manufacture of forged components used in propeller shafts and related torque-transmission products and enables backward integration of our manufacturing operations.

(ii) Pithampur Facility

The Pithampur Facility is located at Plot No. 99, Smart Industrial Park, Industrial Area, Pithampur, Dhar-454775, Madhya Pradesh and is operated by our subsidiary, Adroit Driveshafts Private Limited. The Pithampur Facility has a total land area of approximately 27,535 sq.m. with a built-up area of approximately 17,638.90 sq. m. utilised for manufacturing activities and approximately 9,896.10 sq. m., available as vacant or open area. The Pithampur Facility became operation in year 2020.

The Pithampur Facility undertakes downstream manufacturing processes, including precision machining, assembly, balancing, inspection and testing of forged components into finished and semi-finished propeller shafts and driveline assemblies. This facility enables us to undertake customer-specific machining and assembly operations and supports the manufacture of value-added driveline products supplied to domestic and international customers.

(iii) Sanwer Facility

The Sanwer Facility is located at Plots 44-59, Sector D2, Industrial Area, Sanwer Road, Indore - 452015, Madhya Pradesh, India and has a total land area of approximately 8,918.69 sq. m., with a built-up area of approximately 4,850.00 sq. m. and approximately 4,068.69 sq. m., remains vacant or available for future expansion. The Sanwer Facility previously undertook machining and assembly operations.

The Sanwer Facility is operated by our Company. Historically, this facility has been used for machining and assembly operations relating to driveline products and has supported our downstream manufacturing activities. The Sanwer Facility had recently undergone renovation, which has been completed as of the date of this Red Herring Prospectus. The facility is presently equipped with a finishing line for undertaking finishing operations for machined components.

Collectively, our manufacturing facilities are designed to support end-to-end manufacturing of propeller shafts and related torque-transmission components, enabling effective control over quality, process consistency, production costs and delivery timelines across the value chain.

Capacity and Capacity Utilization

The following table sets forth certain information relating to the capacity utilization of our Manufacturing Facilities calculated on the basis of total installed production capacity and actual production, as of and for the years/periods indicated herein:

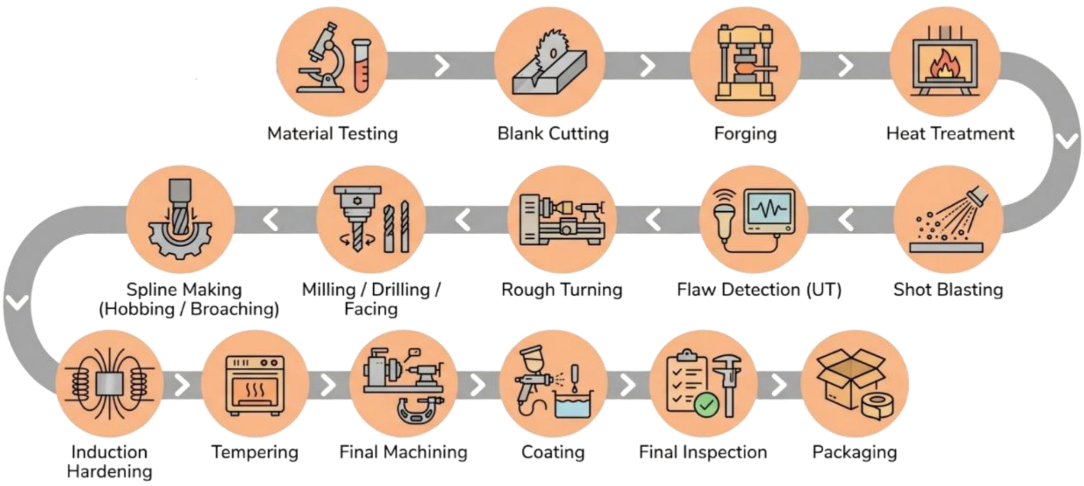
Location	Products	Fiscal 2026				Fiscal 2025				Fiscal 2024			
		Total Installed Capacity	Effective Capacity	Actual Production	Capacity Utilized*	Total Installed Capacity	Effective Capacity	Actual Production	Capacity Utilized*	Total Installed Capacity	Effective Capacity	Actual Production	Capacity Utilized*
Sanwer Facility	Machining of Components	547,000 Nos.	85,000 Nos	28,430 Nos	33.45%	547,000 Nos.	85,000 Nos	41,635 Nos	48.98%	547,000 Nos.	85,000 Nos	56,074 Nos.	65.97%
Dewas Facility	Die Making and Forgings	3,000 MT	2,515 MT	2,210 MT	87.87%	2,400 MT	2,400 MT	2,153 MT	89.71%	2,400MT	2,400MT	2,095 MT	87.29%
Pithampur Facility	Machining and Assembly	900,000 Nos.	900,000 Nos	672,324	74.70%	900,000 Nos.	900,000 Nos	654,247 Nos	72.69%	900,000 Nos.	900,000 Nos	671,877 Nos	74.65%

Note: The effective capacity of the Sanwer Plant was 387,000 Nos at the beginning of Fiscal 2023. During Fiscal 2023, pursuant to renovation and reorganisation activities at the plant, certain machineries were transferred and relocated to Pithampur Facility, and accordingly, the effective capacity for Fiscal 2023 was computed on a pro rata basis which stood at 230,000 Nos. Accordingly, the absolute effective capacity for Fiscal 2024 was recorded 85,000 Nos. In addition, capacity utilization at the Sanwer facility during Fiscal 2025 and Fiscal 2026, further declined due to the renovation being carried out at that time. During the period of renovation Sanwer plant was only undertaking certain finishing work. As on date the renovation of the Sanwer plant is completed.

As certified by Independent Chartered Engineer vide certificate dated August 30, 2026

Key Manufacturing Processes

Our manufacturing process comprises a sequence of integrated operations beginning with raw material inspection and progressing through forging, machining, heat treatment, finishing and inspection stages before dispatch of finished products. The key stages of our manufacturing process are described below:



- **Raw Material Testing**

  Our manufacturing process commences with the receipt and inspection of raw materials. Steel billets and bars received from suppliers are inspected to verify compliance with specified technical and quality parameters. Raw materials are examined for surface defects, abrasions, dimensional accuracy and metallurgical characteristics, including chemical composition. Observations and test results are documented in material test reports, which enable traceability and verification of compliance with prescribed specifications prior to commencement of production.

- **Blank Cutting**

  Following inspection, steel bars are cut into blanks of specified lengths using band saw cutting machines. The blanks are prepared according to engineering specifications and are subsequently transferred to forging operations.

- **Forging**

  The cut blanks are heated using induction billet heating technology, which enables controlled and uniform temperature distribution across the billet prior to forging. Induction heating ensures consistent metallurgical properties and improves process efficiency during forging.

  Once heated, the billets are forged using a combination of belt-drop hammers, pneumatic hammers and press forging equipment to achieve the desired component shape. Forging operations are primarily undertaken at our Dewas Facility, where billets are shaped into near-net forged components used in propeller shafts and related torque-transmission components.

- **Heat Treatment**

  After forging, components undergo heat treatment processes to achieve the required mechanical properties such as strength, hardness and durability. Heat treatment operations include normalising, quenching and stress-relieving processes, which involve controlled heating and cooling cycles to obtain the desired metallurgical structure.

- **Shot Blasting**

  Heat-treated components undergo shot blasting, where steel shots are used to remove scale and surface oxides generated during heat treatment. This process produces a clean and uniform surface finish and prepares the component for further machining and inspection operations.

- **Flaw Detection and Testing**

  Following shot blasting, components undergo flaw detection (crack detection) testing, to identify crack defects. This stage enables early detection of flaws and ensures that only components meeting quality standards proceed to machining operations at our other facility.

- **Rough Machining**

  The forged components are subjected to rough turning operations on rough turning centres or centre lathes to remove excess material and prepare the component for precision machining operations.

- **Intermediate Machining Operations**

  Based on engineering drawings and customer specifications, components undergo various machining operations including milling, drilling and facing. These operations ensure dimensional accuracy and prepare the component for spline creation and subsequent finishing processes.

- **Spline Manufacturing**

  Splines are produced using hobbing or broaching machines in accordance with engineering drawings and customer requirements. These splines are manufactured to match specified mating profiles required for driveline component functionality.

- **Induction Hardening**

  Certain components are subjected to induction hardening, which selectively hardens the surface of the component in order to enhance wear resistance and improve durability during operation.

- **Tempering**

  Following induction hardening, components undergo tempering in controlled furnaces. Tempering relieves internal stresses induced during hardening and ensures stability of the metallurgical structure.

- **Final Machining**

  Components are subjected to final machining operations to achieve the required dimensional accuracy and surface finish. These operations may include grinding, milling, threading, slot making, final turning, boring and grooving.

  These machining operations are primarily undertaken at our Pithampur Facility, which is equipped with CNC machining centres, special purpose machines and other precision machining equipment.

- **Coating**

  Where required as per engineering specifications, components undergo surface coating processes to improve corrosion resistance and enhance surface durability.

- **Final Inspection**

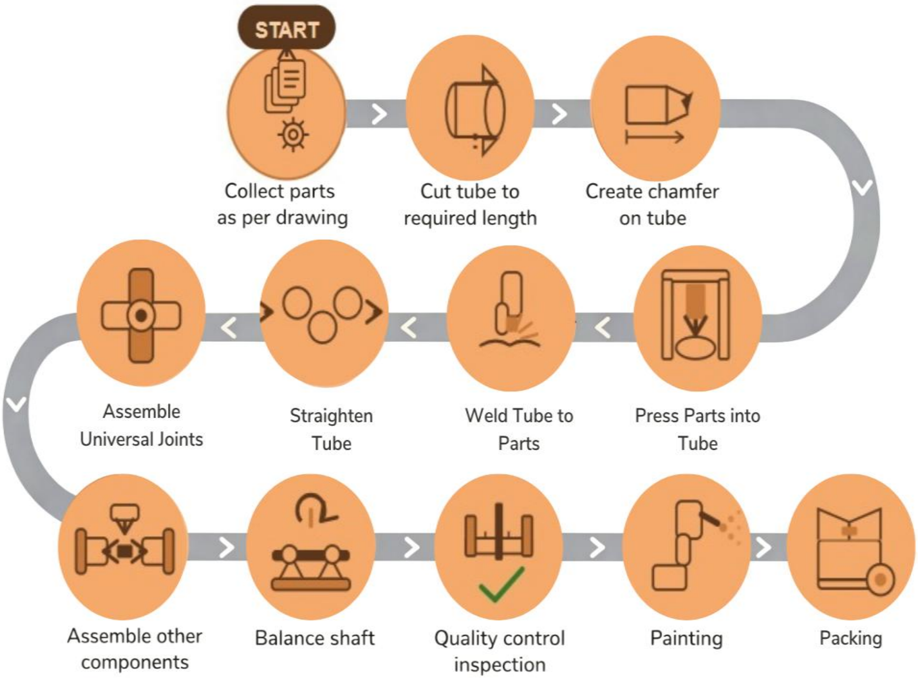
  Each component undergoes final inspection to verify compliance with specified technical parameters. Inspection is carried out using a range of testing and measurement equipment, including coordinate measuring machines (CMM), height gauges, magnetic particle inspection systems and other precision measuring instruments.

  These inspections ensure conformity with customer drawings and quality standards.

- **Packaging and Dispatch**

  After successful inspection and approval, finished components are packaged according to customer specifications and transportation requirements. Packaging is undertaken based on factors such as mode of transport, destination and product characteristics in order to ensure safe delivery of products to customers.

  Subsequent to the completion of our manufacturing processes, including forging, machining, heat treatment and finishing operations, the components are transferred for assembly into finished propeller shaft systems. The process followed in our assembly activities is set out below:

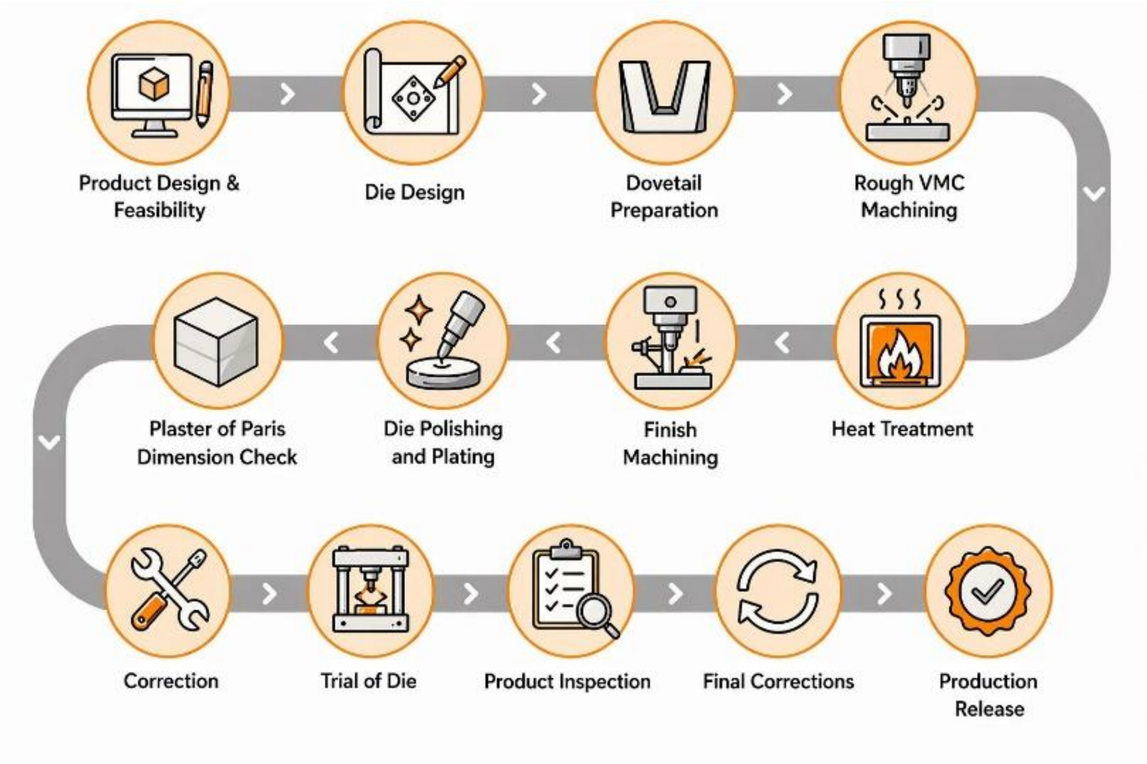


The shaft assembly process begins with the collection of all required parts as per the engineering drawing, ensuring that the correct components and specifications are available before starting production. The tube is then cut to the required length using appropriate machinery, followed by chamfering of the tube edges to enable smooth assembly and proper welding. Once prepared, the necessary parts are press-fitted into the tube with proper alignment. After assembly, the tube is welded to the inserted parts to create a strong and secure joint.

Post-welding, the tube is checked and straightened to remove any distortion caused during the welding process. Universal joints are then assembled on both ends of the tube, after which additional components are fitted onto these joints as per the design requirements. The assembled shaft is then subjected to balancing to ensure smooth and vibration-free operation during use.

Following this, a thorough quality control inspection is carried out to verify dimensional accuracy, weld integrity, and overall performance of the shaft. Once approved, the shaft is painted to provide protection against corrosion and enhance its finish. Finally, the completed product is carefully packaged to prevent any damage during handling, storage, or transportation.

Our die-making process



- **Product Design & Feasibility**

  At this stage, the product design is reviewed to assess manufacturability, dimensional requirements, material behaviour, and production feasibility. Technical parameters such as tolerances, geometry complexity, draft angles, and production volume are evaluated to determine the suitability of the die-making approach. Further, strength and stress analysis of the component is undertaken to evaluate load-bearing capacity, stress distribution, and potential failure points, ensuring structural integrity, performance reliability, and durability of the component.

- **Die Design**

  Based on the approved product design, the die is engineered considering cavity dimensions, material flow, stress points, shrinkage allowances, and tooling life. Detailed CAD /SolidWorks models and technical drawings are prepared, followed by simulation and analysis of the die model using FORGE software to validate die specifications and optimize performance prior to manufacturing.

- **Dovetail Preparation**

  The dovetail section, which serves as the locking and mounting mechanism for the die, is prepared to ensure proper alignment and secure fitment within the die holder or press setup. Precision in this stage is critical for operational stability.

- **Rough VMC Machining**

  The raw die block undergoes rough machining using Vertical Machining Center (VMC) equipment to remove excess material and achieve the preliminary shape and dimensions. This stage establishes the base geometry for further refinement.

- **Heat Treatment (if required)**

  Depending on the material and application requirements, heat treatment is carried out to enhance hardness, wear resistance, and structural strength of the die. This process improves the durability and operational life of the tool.

- **Finish Machining**

  Post heat treatment, precision machining is undertaken to achieve final dimensions, critical tolerances, and detailed features. This stage ensures dimensional accuracy and readiness for final surface finishing.

- **Die Polishing and Plating**

  The die surface is polished to improve surface finish and reduce friction during production. Where required, plating is carried out to enhance wear resistance, corrosion resistance, and product finish quality.

- **Plaster of Paris Dimension Check**

  A dimensional verification is conducted using a Plaster of Paris impression to validate cavity shape, profile accuracy, and dimensional conformity against design specifications before actual production trials.

- **Correction (if required)**

  Any deviations identified during the dimensional check are rectified through machining, grinding, or manual corrections to ensure adherence to specified product parameters.

- **Trial of Die**

  A trial run is conducted under production-like conditions to assess die performance, material flow, product formation, and operational compatibility. This helps identify practical issues before full-scale production.

- **Product Inspection (Dimensions, Cracks, Folds, etc.)**

  Trial-produced components are inspected for dimensional accuracy, surface defects, cracks, folds, and overall product quality to verify compliance with technical specifications.

- **Final Corrections (if required)**

  Based on trial and inspection results, final modifications or tuning are undertaken to optimize die performance and eliminate quality issues.

- **Production Release**

  Upon successful completion of trials, inspections, and corrections, the die is approved and released for regular production use, ensuring consistency, efficiency, and quality in manufacturing.

Customer Agreements:

We typically rely on blanket purchase orders issued by our customers from time to time that set out the price per unit and the product specification. Pursuant to the purchase order, our customers provide us the quantities of units to be supplied along with the delivery schedules specifying the details of delivery. The purchase orders are typically subject to conditions such as ensuring that all products delivered to the customer have been inspected and are safe for use, that orders are fulfilled according to predetermined delivery schedules and that all products are manufacture in accordance with customer specifications.

Distribution

We supply our products primarily through a network of distributors, including Tier-1 driveline component suppliers, and also undertake direct sales to OEMs in accordance with customer-specific technical specifications and requirements. We have also entered into arrangements with sales agents to promote, market and sell our products in certain selected territories, in the ordinary course of business.

Set out below is the breakup of our revenue from network of distributors, including Tier-1 driveline component suppliers, and also undertake direct sales to OEMs, during the periods indicated:

(₹ in million)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products
Revenue from distributors	793.82	62.45	702.48	57.96%	709.05	64.18%
Revenue from Tier-1 driveline component suppliers	417.72	32.86	462.22	38.13%	330.34	29.90%
Revenue from OEMs	59.55	4.68	47.40	3.91%	65.43	5.92%
Total	**1,271.09**	**100.00**	**1,212.09**	**100.00%**	**1,104.82**	**100.00%**

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

Sales and Marketing Team

Our marketing team is responsible for developing and maintaining relationships with existing customers and identifying opportunities to expand our customer base across domestic and international markets. The team consisting of 14 personnel focuses on engaging with Tier-1 driveline component suppliers, original equipment manufacturers and distributors, and works closely with customers to understand their technical requirements, product specifications and delivery schedules.

Our marketing personnel coordinate with our engineering and production teams to respond to customer enquiries, requests for quotations (RFQs) and product development requirements, and support the vendor qualification and product validation processes where applicable. The team is also involved in monitoring market developments, identifying potential customers and supporting participation in industry events and customer engagement initiatives across key markets.

Our marketing efforts include personalized visits to key customers across multiple cities, enabling us to strengthen relationships, better understand customer requirements and facilitate order generation and repeat business.

We also participate in international trade exhibitions and industry events across key global markets. In the last three Fiscals, we have participated in events such as AAPEX and the SEMA Show 2025, Las Vegas in the USA, Bauma 2025 Munich in Germany, CII Excon 2025 in Bangalore, India, Expo Transporte 2025, Automechanika Frankfurt 2024 in Germany, CII Excon 2023 and 2022 in Bangalore, India, amongst others.

Set out below are the expense incurred towards participation in such events during the period indicated below;

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ in millions)	% of Revenue from Sale of Products	Amount (₹ in millions)	% of Revenue from Sale of Products	Amount (₹ in millions)	% of Revenue from Sale of Products
Expense incurred towards participation in international trade exhibitions and industry events	5.68	0.45	3.14	0.26	0.57	0.05

We have also engaged a third-party sales agent and an international sales personnel to promote, market and sell our products in overseas markets, including North America, South America and other export regions. For details, see "***Risk Factors - We also rely on third-party sales agents and international sales personnel for our operations in overseas markets, and any disruption in these arrangements or failure to realise customer payments may adversely affect our business, results of operations, cash flows and financial condition***" on page 86.

Details relating to our channel partner and customer dependence

Our revenue from sale of products is significantly dependent on distributors and Tier-1 driveline component suppliers. Direct sales to OEM customers constituted a relatively limited portion of our revenue from sale of products during the periods disclosed. Accordingly, while our products may ultimately be used by OEMs or end-users, a substantial portion of our sales are made through channel partners, which limits our direct visibility over ultimate OEM / end-customer demand, inventory levels, consumption patterns and procurement decisions.

Set out below is the category-wise revenue contribution from our customers:

Customer category	Fiscal 2026 (in ₹ million)	As a % of total revenue from sale of products	Fiscal 2025 (in ₹ million)	As a % of total revenue from sale of products	Fiscal 2024 (in ₹ million)	As a % of total revenue from sale of products
Revenue from distributors	793.82	62.45	702.48	57.96	709.05	64.18
Revenue from Tier-1 driveline component suppliers	417.72	32.86	462.22	38.13	330.34	29.90
Revenue from OEMs	59.55	4.68	47.40	3.91	65.43	5.92
Total revenue from sale of products	**1,271.09**	**100.00**	**1,212.09**	**100.00**	**1,104.82**	**100.00**

As certified by our Statutory Auditors vide certificate dated September 16, 2026

The table below sets forth the quarter-wise revenue from Sale of Products for the periods indicated. The quarterly revenue profile reflects the timing of customer orders, procurement requirements of distributors, Tier-1 driveline component suppliers and OEM customers, shipment schedules and other operational factors affecting the Company's business during the relevant periods.

Particulars	Fiscal 2026		Fiscal 2024		Fiscal 2023	
	Amount (₹ in millions)	% of Revenue from Sale of Products	Amount (₹ in millions)	% of Revenue from Sale of Products	Amount (₹ in millions)	% of Revenue from Sale of Products
Revenue from Quarter 1	305.40	24.03%	244.75	20.19	273.28	24.74
Revenue from Quarter 2	331.94	26.11%	366.84	30.27	261.59	23.68
Revenue from Quarter 3	289.91	22.81%	254.26	20.98	288.39	26.10

Revenue from Quarter 4	343.84	27.05%	346.24	28.57	281.56	25.48
Total	**1,271.09**	**100.00**	**1,212.09**	**100.00**	**1,104.82**	**100.00**

As certified by our Statutory Auditors vide certificate dated September 16, 2026.

Further, our Company's revenue from distributors is concentrated among a limited number of distributors. The contribution of our top 5 and top 10 distributors to our total revenue from distributors for the periods indicated below demonstrates a degree of concentration in our distribution network. While our distributors are engaged on a non-exclusive basis and are not contractually obligated to procure any minimum quantities from us, a significant reduction in purchases by one or more of these distributors, non-renewal or termination of relationships, adverse changes in their financial condition, business performance or market presence, or their decision to source products from competing manufacturers, could adversely impact our sales volumes and revenue. In addition, any disruption in the operations of such distributors, including logistical challenges, regulatory actions, liquidity constraints, changes in management or strategic priorities, may affect their ability to distribute our products effectively and could result in reduced demand for our products.

Particulars	**Fiscal 2026**		**Fiscal 2025**		**Fiscal 2024**	
	Amount in ₹	**% of Total Distributors**	**Amount in ₹**	**% of Total Distributors**	**Amount in ₹**	**% of Total Distributors**
Top 5 distributors	329.80	41.55	290.7	41.38	368.45	51.96
Top 10 distributors	419.83	52.89	398.72	56.76	469.44	66.21

As certified by our Statutory Auditors vide certificate dated September 16, 2026

Further, our dependence on a limited number of distributors may reduce our bargaining power and expose us to risks associated with changes in distributor relationships, creditworthiness and purchasing patterns. If we are unable to retain our existing key distributors, expand our distributor network, appoint suitable replacement distributors on commercially acceptable terms, or maintain and grow sales through our existing channels, our business, results of operations, cash flows and financial condition could be materially and adversely affected. Any such adverse development may also impact investor perception and the trading price of our Equity Shares.

For risks in relation to the concentration of our revenue from distributors, see "***Risk Factors – Our revenue from Sale of Products is significantly dependent on distributor-led sales channels. Revenue from distributors aggregated to ₹793.82 million, ₹702.48 million and ₹709.05 million for the Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively, representing 62.45%, 57.96% and 64.18% of our revenue from Sale of Products for the respective periods. Any disruption in our relationships with distributors may materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.***" on page 35.

Our revenue from sale of products is also concentrated among a limited number of customers. Our top five customers contributed ₹621.65 million, ₹622.80 million and ₹522.89 million, representing 48.91%, 51.38% and 47.33% of our revenue from sale of products for the Fiscals 2026, 2025 and 2024, respectively. Our top ten customers contributed ₹773.60 million, ₹798.84 million and ₹758.00 million, representing 60.86%, 65.91% and 68.61% of our revenue from sale of products for the respective periods.

We do not typically enter into long-term agreements with customers containing firm minimum purchase obligations or non-cancellable order commitments. Our sales are primarily based on purchase orders or blanket purchase arrangements issued by customers from time to time, which may specify pricing, indicative quantities and delivery schedules but do not obligate customers to procure any minimum quantities or continue sourcing from us for any specified period. Accordingly, non-cancellable order coverage, if any, is limited to confirmed outstanding purchase orders at a given point in time and should not be construed as an assurance of future revenue. For details of risks in relation to lack of long-term agreements, see "***Risk Factors – We do not have long-term agreements with our customers, and our sales are largely purchase order-based. Any reduction, delay or cessation of orders from our customers may adversely affect our business, financial condition, results of operations, cash flowsand prospects***" on page 40.

While we have established relationships with our distributors, Tier-1 suppliers and OEM customers and have historically received repeat orders, there can be no assurance that such customers will continue to place orders with us at historical levels, on similar terms or at all. Given the concentration of revenue from our top customers and our reliance on distributor-led and Tier-1 supplier channels, any loss, reduction, delay or cessation of orders from major customers or channel partners may not be capable of immediate replacement and could result in material revenue disruption, lower capacity utilisation, working capital volatility and adverse impact on our business, financial condition, results of operations, cash flows and prospects.

Our Customers

Our customer base comprises distributors, Tier-1 driveline component suppliers and OEM customers across domestic and international markets. Distributors and Tier-1 suppliers procure our products for onward supply within their respective supply chains, while OEM customers procure products directly for incorporation into their vehicle or equipment platforms.

The details of top five (5) and top (10) customers vis-à-vis our total Sales of Products are set out below:

(₹ in millions)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products
Top 5 customers	621.65	48.91	622.80	51.38	522.89	47.33
Top 10 customers	773.60	60.86	798.84	65.91	758.00	68.61

As certified by our Statutory Auditors vide certificate September 16, 2026

The following table provides a breakdown of our top ten customers that constituted more than 50% of our revenue from Sales of Products during Fiscal 2026:

Sr. No.	Name of the customer	Amount (₹ in millions)	% of revenue from Sale of Products
1.	Customer No. 1	265.96	20.92
2.	Customer No. 2	146.11	11.49
3.	Customer No. 3	89.94	7.08
4.	Customer No. 4	70.83	5.57
5.	Customer No. 5	48.81	3.84
6.	Customer No. 6	45.98	3.62
7.	Customer No. 7	32.26	2.54
8.	Customer No. 8	31.78	2.50
9.	Customer No. 9	23.16	1.82
10.	Customer No. 10	18. 75	1.48
Total		**773.60**	**60.86**

Notes*: (i) The names of our customers falling under top ten customers and the individual revenue contribution have not been separately disclosed due to the non-receipt of their approval.*
(ii)As certified by our Statutory Auditors vide certificate dated September 16, 2026

The following table provides a breakdown of our top ten customers that constituted more than 50% of our revenue from Sales of Products during Fiscal 2025:

Sr. No.	Name of the customer	Amount (₹ in millions)	% of revenue from Sale of Products
1.	Customer No. 1	311.24	25.68
2.	Customer No. 2	107.08	8.83
3.	Customer No. 3	79.37	6.55
4.	Customer No. 4	71.60	5.91
5.	Customer No. 5	53.50	4.41
6.	Customer No. 6	53.18	4.39
7.	Customer No. 7	44.64	3.68
8.	Customer No. 8	32.29	2.66
9.	Customer No. 9	24.53	2.02
10.	Customer No. 10	21.38	1.76

Sr. No.	Name of the customer	Amount (₹ in millions)	% of revenue from Sale of Products
Total		**798.81**	**65.91**

Notes: *(i) The names of our customers falling under top ten customers and the individual revenue contribution have not been separately disclosed due to the non-receipt of their approval.*
(ii)As certified by our Statutory Auditors vide certificate dated September 16, 2026

The following table provides a breakdown of our top ten customers that constituted more than 50% of our revenue from sales of products during Fiscal 2024:

Sr. No.	Name of the customer	Amount (₹ in millions)	% of revenue from Sale of Products
1.	Customer No. 1	133.91	12.12
2.	Customer No. 2	128.00	11.59
3.	Customer No. 3	126.75	11.47
4.	Customer No. 4	68.42	6.19
5.	Customer No. 5	65.79	5.95
6.	Customer No. 6	62.41	5.65
7.	Customer No. 7	61.17	5.54
8.	Customer No. 8	52.32	4.74
9.	Customer No. 9	31.94	2.89
10.	Customer No. 10	27.26	2.47
Total		**757.97**	**68.61**

Note: *(i) The names of our customers falling under top ten customers and the individual revenue contribution have not been separately disclosed due to the non-receipt of their approval.*
(ii)As certified by our Statutory Auditors vide certificate dated September 16, 2026

Raw Materials and Suppliers

Our primary raw material is steel billets and bars, which are used in the forging of propeller shafts and related torque-transmission components. We procure raw materials from domestic and overseas suppliers on the basis of purchase orders and do not have any long-term purchase agreements or firm supply commitments with such suppliers. We generally reserve the right to raise claims for rejection of raw materials in cases where defects in steel are identified, in accordance with agreed commercial terms.

During the Fiscal 2026, Fiscal 2025 and Fiscal 2024, the cost of raw materials and components consumed amounted to ₹205.03 million, ₹227.08 million and ₹367.13 million, respectively, representing 18.62%, 19.96% and 34.27% of our total expenses for the respective periods.

Set out below are cost of raw material imported during for the last three Fiscals.

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ in million)	Percentage of purchase (%)	Amount (₹ in million)	Percentage of purchase (%)	Amount (₹ in million)	Percentage of purchase (%)
Domestic Suppliers (A)						
Punjab	126.85	31.43	144.57	38.70	56.63	15.35
Madhya Pradesh	79.76	19.76	39.47	10.57	30.14	8.17
Gujarat	0.69	0.17	6.60	1.76	22.97	6.22
Karnataka	0.05	0.01	0.00	0.00	1.20	0.32
Andhra Pradesh	13.54	3.36	44.78	11.99	65.82	17.84
Maharashtra	116.37	28.84	94.01	25.17	72.63	19.68
Tamil Nadu	0.16	0.04	0.00	0.00	0.00	0.00
Uttar Pradesh	7.68	1.90	0.00	0.00	0.00	0.00
Haryana	0.74	0.18	0.00	0.00	0.00	0.00
Overseas Suppliers (B)						
China	21.39	5.30	26.17	7.01	65.61	17.78
France	-	-	-	-	-	-
Dubai	-	-	-	-	-	-
Thailand	-	-	-	-	30.00	8.13

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ in million)	Percentage of purchase (%)	Amount (₹ in million)	Percentage of purchase (%)	Amount (₹ in million)	Percentage of purchase (%)
Others (C)						
Inward freight and other charges	36.31	9.00	17.97	4.81	24.00	6.50
Total	**403.54**	**100.00**	**373.57**	**100.00**	**369.00**	**100.00**

As certified by our Statutory Auditors vide certificate dated September 16, 2026

The table below sets forth details of our supplier-concentration (based on value of purchases), for the indicated period:

Particulars	Fiscal 2026		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	Percentage of purchases (%)	Amount (₹ in million)	Percentage of purchases (%)	Amount (₹ in million)	Percentage of purchases (%)
Top 5 suppliers	245.72	60.89	276.99	74.15	262.59	71.16
Top 10 suppliers	306.58	75.97	337.75	90.41	325.06	88.09

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

Set out below are the details of our top ten suppliers, for the last three Fiscals indicted hereinbelow:

Details of Suppliers*	As on Fiscal 2026	
	Amount (in ₹ million)	As a percentage of purchases (in %)
Supplier 1	114.46	28.36
Supplier 2	48.21	11.95
Supplier 3	38.49	9.54
Supplier 4	28.06	6.95
Supplier 5	16.49	4.09
Supplier 6	13.54	3.36
Supplier 7	12.95	3.21
Supplier 8	12.77	3.17
Supplier 9	10.92	2.71
Supplier 10	10.66	2.64
Total	**306.58**	**75.97**

While more than 50% of our total purchases (forming part of total expenses) originate from our top 10 suppliers, the names of such suppliers have not been disclosed in the above table as we have not obtained consents from all such suppliers for such disclosure.
Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

Details of Suppliers*	As on Fiscal 2025	
	Amount (in ₹ million)	As a percentage of purchases (in %)
Supplier 1	124.19	33.24
Supplier 2	75.92	20.32
Supplier 3	38.99	10.44
Supplier 4	19.08	5.11
Supplier 5	18.82	5.04
Supplier 6	14.56	3.90
Supplier 7	12.79	3.42
Supplier 8	11.84	3.17
Supplier 9	11.02	2.95
Supplier 10	10.54	2.82
Total	**337.75**	**90.41**

While more than 50% of our total purchases (forming part of total expenses) originate from our top 10 suppliers, the names of such suppliers have not been disclosed in the above table as we have not obtained consents from all such suppliers for such disclosure.
Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

Details of Suppliers*	As on Fiscal 2024	
	Amount (in ₹ million)	As a percentage of purchases (in %)
Supplier 1	133.73	36.24
Supplier 2	53.98	14.63
Supplier 3	30.00	8.13
Supplier 4	24.49	6.64
Supplier 5	20.37	5.52
Supplier 6	19.84	5.38
Supplier 7	18.30	4.96
Supplier 8	13.19	3.58
Supplier 9	5.88	1.59
Supplier 10	5.26	1.42
Total	**325.06**	**88.09**

While more than 50% of our total purchases (forming part of total expenses) originate from our top 10 suppliers, the names of such suppliers have not been disclosed in the above table as we have not obtained consents from all such suppliers for such disclosure.
Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

Order receipt, sale and realisation of revenue

Our customers generally place orders with us through email, specifying their product requirements and delivery schedules. Upon receipt of an order, we plan the production and availability of the required products and arrange for their packing and dispatch in accordance with the agreed delivery schedule.

For domestic sales, the products are either delivered to the customer or picked up by the customer from our manufacturing facility, depending on the agreed terms of sale. For export sales, the products are generally transported from our manufacturing facility to the relevant Indian port and thereafter shipped to the customer's destination.

We raise an invoice upon sale and dispatch of the products in accordance with the applicable terms of sale. Revenue is recognised when the relevant revenue recognition criteria under our accounting policy are met. We subsequently receive payment from customers through normal banking channels in accordance with the agreed credit and payment terms.

Energy and Water

Our manufacturing processes require an uninterrupted and stable power supply to ensure continuous production, as well as to enhance the productivity and longevity of our machines and equipment. We procure power from local utilities and also generate captive power through rooftop solar installations to support our manufacturing operations. In addition, we maintain backup power arrangements through diesel generators to ensure continuity of operations in the event of any disruption in primary power supply.

We have installed rooftop solar power units at our Dewas Facility and Pithampur Facility to utilise renewable energy sources and meet a portion of our energy requirements. As of the date of this Red Herring Prospectus, we have installed a solar power unit of approximately 178 kWp at our Dewas Facility and approximately 500 kWp at our Pithampur Facility to support the power consumption of the respective facilities.

Our manufacturing processes require water; however, they are not water intensive. Water requirements are primarily met through external sources, including local utility providers.

Particulars	For the Fiscals					
	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products
Cost incurred towards power, fuel and water	59.66	4.69	54.74	4.52	59.77	5.41

Transportation

For our domestic operations, we rely on third-party transportation modes. For outbound overseas shipments, we use a range of third-party transportation modes, including road, air, and sea. We engage third-party logistics service providers to facilitate our transportation needs:

Particulars	For the Fiscals					
	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products
Cost incurred toward transportation	23.78	1.87	35.74	2.95	36.13	3.27

Quality Assurance and Quality Control

In our industry, maintaining strict quality standards is crucial to avoid defects and non-compliance with customer design specifications. Any such issues could result in order cancellations and damage to our reputation. To ensure compliance with quality standards and customer requirements, we have implemented a quality control mechanism. We examine the products at each stage of the manufacturing process to ensure that there are no defects from previous stages. Additionally, representatives from our customers have the right to inspect our manufacturing facilities to ensure compliance with their specific requirements. As of July 31, 2026, we also have a separate team comprising 28 employees responsible for quality assurance.

Our Quality assurance is integrated at each stage of our manufacturing process. We undertake in-house metallurgical and mechanical testing using modern equipment, including brinnel hardness tester, universal testing machine, spectrometer, microscope, muffle furnace, for elemental analysis and material composition verification, microstructure examination and mechanical property testing. We also carry out flaw detection (crack detection) procedure to detect defects and ensure product integrity. These quality controls measures are aligned with stringent customer specific technical specifications and are supported by our quality management systems, which are certified under IATF 16949, ISO 9001, ISO 14001, ISO 45001 standards. For details, see "***Government and Other Approvals***" on page 493.

Insurance

Our operations are exposed to various risks inherent in the manufacturing and supply of forged and machined components. In order to mitigate such risks, we maintain insurance policies that are customary for companies engaged in similar manufacturing activities, including, inter alia, burglary insurance, marine insurance covering transit of materials, machinery breakdown insurance, comprehensive insurance and vehicle insurance policies. These insurance policies are renewed periodically, and we review our coverage levels based on our asset base and operational requirements.

We set out below the details of key insurance policies obtained by the Company and its Subsidiary, Adroit Driveshafts Private Limited.

No.	Insurance Company	Description	Date of expiry	Sum Insured (₹ in million)
Adroit Industries (India) Limited				
1.	Future Generali India Insurance Company Limited	Contractors Plant & Machinery Insurance – Policy	December 16, 2026	0.85
2.	Future Generali India Insurance Company Limited	Building including Plinth & Foundation"	March 11, 2027	20.00
3.	Bajaj General Insurance Limited	Comprehensive General Liability Insurance Policy	October 4, 2026	810.60
4.	Shri Ram General Insurance Company Limited	Machinery Breakdown	August 6, 2027	38.31

No.	Insurance Company	Description	Date of expiry	Sum Insured (₹ in million)
5.	Future Generali India Insurance Company Limited	Laghu Lite – Endorsement	March 12, 2027	140.00
Adroit Driveshafts Private Limited				
1.	Future Generali India Insurance Company Limited	Sookshma Lite	May 10, 2027	17.37
2.	Future Generali India Insurance Company Limited	Burglary (Housebreaking) Insurance	May 10, 2027	17.37
3.	Generali Central Insurance Company Limited	Burglary (Housebreaking) Insurance	February 17, 2027	270.00
4.	Generali Central Insurance Company Limited	Machinery Breakdown Insurance	March 26, 2027	276.14
5.	Generali Central Insurance Company Limited	Fire Insurance	February 17, 2027	840.00
6.	Generali Central Insurance Company Limited	Marine insurance- Cargo	January 8, 2027	100.00

Note: Company has also obtained applicable vehicle insurances.

The following table sets forth the net value of our assets and the corresponding insurance coverage for the periods indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Net value of assets (in ₹ million)	1,193.13	1,126.30	1,181.48
Insurance coverage (in ₹ million)	1,339.35	521.78	631.40
Percentage of insurance coverage to net value of assets	112.25	46.33	53.44

Notes: i) Net value of assets is total value of fixed assets and inventories less the value of land.
ii) As certified by our Statutory Auditors vide certificate dated September 16, 2026

*Also see, "**Risk Factors - We may not have adequate insurance coverage to fully protect us against all potential losses, which could adversely affect our business, results of operations, cash flows and financial condition**"* on page 85.

Human Resources

As on July 31, 2026, we together with our Subsidiary, Adroit Driveshafts Private Limited, had an aggregate employee strength 367 permanent employees, comprising 85 permanent employees employed by our Company, and 282 permanent employees employed by our Subsidiary, Adroit Driveshafts Private Limited The following table provides department wise information about our permanent employees.

Particulars	Total number of employees on a consolidated basis	Total number of employees on a standalone basis	
		Adroit Industries (India) Limited	Adroit Driveshafts Private Limited
Accounts and Taxation	14	4	10
Design & Development	5	0	5
Maintenance and IT support	25	2	23
Marketing and Business Excellence	11	3	8
Planning and Production	233	65	168
HR and Admin	30	6	24
Stores and Purchase	11	1	10
Quality Control	28	3	25
Training and Audit	1	0	1
Dispatch and Logistics	9	1	8

Particulars	Total number of employees on a consolidated basis	Total number of employees on a standalone basis	
		Adroit Industries (India) Limited	Adroit Driveshafts Private Limited
Total	**367**	**85**	**282**

Additionally, the Company engages contract labour on a need-based basis depending on production requirements, order volumes, and operational exigencies, and accordingly, the number of such workers may vary on a day-to-day basis. The following table provides details of contractual employees engaged by the Company in the past three Fiscals.

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Number of Contractual Employees	208	123#	4

#During Fiscal 2025, 4-6 contractual workers were engaged from April 2024 to December 2024, followed by an increase in the number of such workers in the subsequent months, with 123 contractual workers as on March 31, 2025.
**For disclosure purposes, the number of contractual employees presented above represents the headcount as on the respective reporting dates and may not be indicative of the actual number of contract workers engaged at any given point during the period.*

As on July 31, 2026, our Company has engaged 213 contract labour. Also see "***Risk Factors – We rely on contract labour for certain of our manufacturing and operational activities, and any disruption in availability, increase in costs or non-compliance with applicable labour laws may adversely affect our business, results of operations, cash flows and financial condition***" on page 92.

The following table sets forth our attrition rate, on consolidated basis, for Fiscal 2026, 2025 and 2024:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Number of Employees Resigned/left	88	110	80
Attrition Rate (%)	24	29	21

**Attrition rate is calculated as overall exits including retired employees divided by average number of employees in the relevant period.*

*Also, see "**Our success is substantially dependent on the continued involvement of our Promoters, Directors, Key Managerial Personnel and members of Senior Management and our work force and any inability to retain or attract such personnel may adversely affect our business, results of operations, cash flows and financial condition**"* on page 92.

Information Technology

Our operations are currently supported by certain digital systems and software platforms used across manufacturing, engineering and business functions, including ERP systems, engineering design software and data analytics tools.

We currently utilise enterprise systems such as TCS iON Manufacturing Solution, which supports the Company accounting and ERP-related operations which include production planning, inventory management, procurement and operational coordination across our manufacturing processes. In addition, we utilise TCS iON E-Invoicing systems to support digital invoicing and statutory compliance with applicable regulatory requirements. Our engineering and product development activities are supported by design and modelling software such as SOLIDWORKS, which enables the development of component designs and engineering models used in manufacturing processes. Further, we utilise digital manufacturing and engineering software such as FORGE® simulation software for forging process simulation and optimisation, and certain smart factory monitoring tools such as Kripya CentralStage to support monitoring of manufacturing operations and production processes.

The Company has implemented measures for data security, cybersecurity and data backup/recovery with respect to its critical business and accounting operations. The Company understands that the TCS iON platform is hosted on secure cloud/server infrastructure and is supported by multiple layers of cybersecurity and access-control mechanisms, including user authentication protocols, role-based access controls, firewall protection, encrypted data transmission, continuous system monitoring and controlled server access measures designed to safeguard business data and system integrity.

Further, TCS iON maintains system redundancy, periodic server monitoring, disaster recovery protocols and backup management processes to support data availability and business continuity in the event of system disruptions or cyber incidents.

At the Company level, periodic backups of business-critical data are also undertaken on a daily basis to ensure operational continuity and recovery support. The Company continuously monitors its information technology environment and undertakes necessary operational measures to ensure data protection, continuity and availability of critical information systems.

Also, see "***Risk Factors – Any disruption, failure or inadequacy of our information technology systems may adversely affect our business and operations. Additionally, challenges in implementation of new digital and automation technologies may impact our operational efficiency***" on page 94.

Health and Safety

We are committed to providing a safe and healthy working environment to our employees. We have a comprehensive onboarding process for newly hired employees to ensure that they acquire the requisite skills. We conduct programs on safety protocols in the workplace, quality processes and skill development. Further, our Company has obtained coverage under the Employees' State Insurance Corporation (ESIC) scheme to provide support to its employees in the event of any work-related accidents or contingencies.

Corporate Social Responsibility

Our Company has constituted a Corporate Social Responsibility (CSR) Committee of the Board of Directors and has duly formulated and adopted a CSR Policy. As part of its CSR initiatives, The Company has undertaken several initiatives aimed at promoting education and cultural development, including the advancement of religious education and culture. It has also actively participated in the Swachh Bharat Abhiyan and engaged in distributing food packets and grains to underprivileged individuals.

As per our Restated Consolidated Financial Information, the Company CSR expenditure is as follows:

(Amount in million,)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Amount required to be spent by the Company during the year	3.28	2.16	1.37
Amount spent during the year	3.28	2.17	1.39
As a percentage of total expense (%)	0.30	0.19	0.13

Intellectual Property

As on the date of this Red Herring Prospectus, our Company has made application for registration of the following trademark with the Registrar of Trademarks under the Trademarks Act, 1999:

Date of Application	Particulars of the Mark	Application Number	Class of Registration	Status
May 16, 2025	'ADROIT'	7010270	7	Formalities Chk Pass
May 16, 2025	Adroit	7010271	7	Formalities Chk Pass

For risk associated with our intellectual property please see, "***Risk Factors – We do not presently own the trademark and logo that we use, and our rights to use, protect and enforce our intellectual property, including pending trademark applications, may be impaired, which could adversely affect our brand, reputation, business and results of operations*** " beginning on page 82.

Properties

The following table sets forth the location and other details of the material properties owned/ leased by us for our business purpose:

Sr. No.	Address of the Premises	Purpose	Date of Sale Deed /Lease Deed/Rent Agreement	Date of Purchase/ Tenure	Purchased/ Leased/Rented from	Owned/ Leased/ Rented	Whether Lessor related to our Company	Total Rent/ Lease
Adroit Industries (India) Limited								
1.	Gala No. 02, Building no. A-2, Ground Floor, Print World Industrial Complex, Mankoli Vehele Road, Vehele Village, Bhiwandi, Thane - 421302, Maharashtra, India.	Registered Office*	July 01, 2023	First obtained for 36 months commencing from July 01, 2023, to June 30, 2026. Extended on December 06, 2025, for 60 months commencing from November 01, 2025, to October 31, 2030.	Sheela Pushparaj Mandon ("**Lessor**")	Leased	No	₹13,343/- per month with a 5% increase in the rent each year.
2.	Plot No. 99, Smart Industrial Park, Industrial Area, Pithampur, District: Dhar, Madhya Pradesh, India	Corporate Office	November 01, 2025	11 months effective from November 01, 2025	Adroit Driveshafts Private Limited ("**Lessor**")	Rented	Yes	₹30,000/- per month
3.	Plots 44-59, Sector D2, Industrial Area, Sanwer Road, Indore - 452015, Madhya Pradesh, India	Sanwer Facility	May 13, 2025	30 years	District Trade and Industries Centre, Indore through its Assistant Manager Aditya Mohan Gupta ("**Lessor**")	Leased	No	₹2,94,430/- annually
4.	Plot no. 5A-1 and 5B, Industrial Area, A.B. Road No. 2, Dewas, Indore, Madhya Pradesh, India	Dewas Facility	September 26, 1997	99 years starting from September 26,1997 to September 26, 2097	Governor of Madhya Pradesh through Managing Director, M.P Audyogik Kendra Vikas Nigam Ujjain Limited) ("**Lessor**")	Leased	No	₹22,953/- per annum for thirty years. The same shall be increased every 30 years provided that the increase on each occasion may not exceed one quarter of the rent fixed for the preceding 30 years.
Adroit Driveshafts Private Limited								
5.	Plot No. 99, Smart Industrial Park, Industrial Area, Pithampur, District: Dhar, Madhya Pradesh, India	Registered Office/ Pithampur Facility#	October 19, 2020	99 years starting from October 19, 2020 to October 18, 2119	Governor of Madhya Pradesh through Executive Director, MPIDC Regional Office, Indore ("**Lessor**")	Leased	No	₹250,569/- per annum along with annual mantainance charges amounting to ₹220,280.
Adroit Driveshafts Canada Limited								
6.	2759-149 Street NW Edmonton T5L4M9 (Canadian Subsidiary Warehouse)	Warehousing	February 16, 2026	March 1, 2026 to December 31, 2026	Complete Shipping Solutions Inc	Rented	No	$500.00 per month minimum storage fee; $16.00 per pallet/portion monthly; $1960.00 Discounted Physical

Sr. No.	Address of the Premises	Purpose	Date of Sale Deed /Lease Deed/Rent Agreement	Date of Purchase/ Tenure	Purchased/ Leased/Rented from	Owned/ Leased/ Rented	Whether Lessor related to our Company	Total Rent/ Lease
								Inventory Count
Adroit Driveshafts USA LLC								
7.	406 Gragson Drive, Memphis, Tennessee 38106	Warehousing	June 16, 2026	June 16, 2026 to June 16, 2029	K & C WAREHOUSE LLC ("ADVANCED")	Rented	No	Eight Dollars (US$8.00) per pallet per calendar month for Inventory stored at the Facility; Twenty Dollars (US$20.00) per inbound shipment; Inbound Handling Fee: Fifty Cents (US$0.50) per carton received and processed; Quality control and Inspection: thirty dollars (US$30.00) per hour; two dollars and twenty-five cents (US$2.25) per order; Pick and pack services: fifty-five cents (US$0.55) per carton; Outbound pallet handling: Seven dollars (US$7.00) per pallet; Ten cents (US$0.10) per label; Pallet wrapping or Banding: two dollars and twenty cents (US$2.20) per pallet; Pallet supply: seven dollars and fifty cents (US$7.50) per pallet. Packaging Materials: actual cost plus seven percent (7%); Container unloading: 20-Foot container (palletized): US$150.00 per container. 20-Foot Container (Floor Loaded): US$300.00 per container. 40-Foot container (palletized):US$250.00 per container. 40-Foot Container (Floor Loaded): US$400.00 per container; Labor charges: Warehouse Labor: US$30.00 per hour; Management Labor:

Sr. No.	Address of the Premises	Purpose	Date of Sale Deed /Lease Deed/Rent Agreement	Date of Purchase/ Tenure	Purchased/ Leased/Rented from	Owned/ Leased/ Rented	Whether Lessor related to our Company	Total Rent/ Lease
								US$35.00 per hour. No labour charges shall be billable unless pre-approved in writing by ADROIT; Cycle counts, special inventory counts and annual inventory counts shall be performed only upon written authorization from Adroit and shall be charged at mutually agreed rates; Warehouse management system user access: US$50.00 per user per month; Rush order processing: US$15.00 per order.

*Note: The lease deed(s) in respect of the above properties situated in India have been duly stamped and registered in accordance with applicable Indian laws. The lease/rental arrangement entered into by our Company with Adroit Driveshafts Private Limited, which is a related party, in respect of our Corporate Office has been entered into in the ordinary course of business and on an arm's length basis. The rent payable under the arrangement has been determined based on mutually agreed commercial terms, having regard to the nature and use of the premises and prevailing market and commercial considerations. The related party transaction has been appropriately disclosed in accordance with applicable laws and the details thereof are set out under "**Restated Consolidated Financial Information – Note 43 – Related Party Disclosures**" on page 427.*

**Our Company has entered into a cost sharing agreement dated December 6, 2025 with Signet Industries Limited, Kozzby International Private Limited and Shri Balaji Starch & Chemicals LLP, pursuant to which the parties have agreed to share the costs relating to the common areas and facilities at the shared office premises at Gala No. 02 & 03, Building No. A-2, Ground Floor, Print World Industrial Complex, Mankoli Velhe, Bhiwandi, Thane, Maharashtra. Under the arrangement, the common expenses, including maintenance and administration costs, generator maintenance, housekeeping, security, electricity, water and other common facilities, are to be shared in proportion to the area occupied by each party. Our Company occupies approximately 200 sq. ft. of the premises and bears 8.33% of the shared costs. The agreement is effective for 60 months commencing from November 1, 2025 and provides for termination by written notice in accordance with its terms.*

[#]Adroit Driveshafts Private Limited has entered into an office premises usage agreement dated November 1, 2025 with Signet Industries Limited, Adroit Industries (India) Limited and Kozzby International Private Limited, pursuant to which Adroit Driveshafts Private Limited, as the owner company, has permitted the other parties to use a portion of its office premises situated at Plot No. 99, Smart Industrial Park, Near NATRIP, Pithampur, Dhar, Madhya Pradesh, for office and administrative purposes. The arrangement is in the nature of a cost-sharing arrangement for common infrastructure and expenses and does not create any lease, tenancy, ownership or possessory rights in favour of the user companies. The user companies are required to contribute towards common expenses, including electricity, water and ancillary services, based on the agreed monthly amounts, which may be reviewed annually or upon significant changes in occupancy, staff strength or actual expenses. The agreement is effective from November 1, 2025 and may be terminated by either party by giving 30 days' written notice.

KEY REGULATIONS AND POLICIES IN INDIA

*In carrying on our business as described in the section titled "**Our Business**" on page* 300*, 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 493.*

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.

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 "EPA")

The EPA has been enacted with the objective of protecting and improving the environment and for matters connected therewith. As per the EPA, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EPA, including the power to direct the closure, prohibition or regulation of any industry, operation or process.

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.

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 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 PCB. The Water Act also provides that the consent of the concerned PCB 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 (the "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 PCB prior to commencing any activity. The state PCB 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.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Waste Rules")

The Hazardous Waste Rules define the term 'hazardous waste' to include any waste which by reason of physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive characteristics cause danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances including waste specified in the schedules to the Hazardous Waste Rules. In terms of the Hazardous Waste Rules, occupiers, being persons who have control over the affairs of a factory or premises or any person in possession of hazardous or other waste, have been, inter alia, made responsible for safe and environmentally sound management of hazardous and other wastes generated in their establishments and are required to obtain license/ authorization from the respective State PCB for handling, generation, collection, storage, packaging, transportation, usage, treatment, processing, recycling, recovery, pre-processing, co-processing, utlization, selling, transferring or disposing hazardous or other waste.

The Noise Pollution (Regulation & Control) Rules 2000 ("Noise Regulation Rules")

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

The Municipal Solid Wastes (Management and Handling) Rules, 2000 ("Waste Management Rules, 2000") as superseded by Solid Waste Management Rules, 2016 ("Waste Management Rules, 2016")

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town, was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 make the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the bye-laws of the local bodies.

The Public Liability Insurance Act, 1991 (the "PLI Act") and the Public Liability Insurance Rules, 1991(the "PLI Rules")

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the PLI Act, the owner or handler is also required to take out an insurance policy insuring against liability. The PLI Act also provides for the establishment of the Environmental Relief Fund, which shall be utilized towards payment of relief granted under the Public Liability Act. The PLI Rules mandate the employer to contribute a sum equal to the premium paid on the insurance policies towards the Environmental Relief Fund.

D. Intellectual Property Laws

The Trademarks Act, 1999 ("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 renewals.

The Patents Act 1970 ("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

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA Rules") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("FDI Policy"), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. The FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e. direct foreign investment and indirect foreign investment) in an Indian company.

Foreign Trade (Development and Regulation) Act, 1992 ("FTDRA"), the Foreign Trade (Regulation) Rules, 1993 ("FTRR") and the Foreign Trade Policy 2015-2020 ("Foreign Trade Policy")

The FTDRA provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTDRA empowers the Central Government to formulate and amend the foreign trade policy. The FTDRA prohibits any person from making an import or export except under an Importer-exporter Code Number ("IEC") granted by the director general or any other authorized person in accordance with the specified procedure. The IEC may be suspended or cancelled if the person who has been granted such IEC contravenes, amongst others, any of the provisions of the FTDRA, or any rules or orders made thereunder, or the foreign policy or any other law pertaining to central excise or customs or foreign exchange. The FTDRA also prescribes the imposition of penalties on any person violating its provisions. The FTRR prescribes the procedure to make an application for grant of a license to import or export goods in accordance with the foreign trade policy, the conditions of such license, and the grounds for refusal of a license. The FTDRA empowers the Central Government to, from time to time, formulate and announce the foreign trade policy. The Foreign Trade Policy came into effect in 2017 and requires all importers and exporters to obtain an IEC. Further, pursuant to the policy, the Director General of Foreign Trade may impose prohibitions or restrictions on the import or export of certain goods, for reasons including the protection of public morals, protection of human, animal or plant life or health, and the conservation of national resources. The Foreign Trade Policy also prescribes restrictions on imports or exports in relation to specific countries, organisations, groups, individuals or products. The Foreign Trade Policy also provides for various schemes, including the export promotions capital goods scheme and duty exemption/remission schemes. India's current Foreign Trade Policy (2015-20) (as extended until September 30, 2022 and thereafter, extended till March 31, 2023) envisages helping exporters leverage benefits of GST, closely monitoring export performances, increasing ease of trading across borders, increasing realization from India's agriculture-based exports and promoting exports from MSMEs and labour-intensive sectors.

Foreign Exchange Management Act, 1999 ("the FEMA") and Rules and Regulations thereunder

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999, read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 (last amended on June 23, 2017). The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make various provisions such as declaration of exports, procedure of exports as well as exemptions.

FEMA Rules

The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 by Notification No. FEMA. 395/2019-RB dated October 17, 2019 ("**FEMA Rules**") to prohibit, restrict, or regulate transfer by or issue security to a person resident outside India. As laid down by the FEMA Rules, no prior consents and approvals are required from the RBI for Foreign Direct Investment ("**FDI**") 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 RBI. At present, the FDI Policy does not prescribe any cap on the foreign investments in the sector in which the Company operates. Therefore, foreign investment up to 100% is permitted in the Company under the automatic route.

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.

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, 1961

Income Tax Act, 1961 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 139(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 Service Tax (GST)

Goods and Services Tax (GST) 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 ("Customs Act")

The Customs Act, as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any company intending to import or export goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under FTDR. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance, GoI.

Professional Tax

Professional tax is a state level tax which is imposed on income earned by way of profession, trade, calling or employment. At present, professional tax is imposed only in Karnataka, Bihar, West Bengal, Andhra Pradesh, Telangana, Maharashtra, Tamil Nadu, Gujarat, Assam, Kerala, Meghalaya, Odisha, Tripura, Madhya Pradesh, and Sikkim.

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.

Municipality Laws

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.

Fire Prevention Laws

State governments have enacted laws that provide for fire prevention and life safety. Such laws may be applicable to our offices and Training Centres and include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance.

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments' acts, and the relevant rules framed thereunder, in each state, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions

Competition Act, 2002

The Competition Act, 2002 came into effect on June 1, 2011, and has been enacted to "prohibit anti-competitive agreements, abuse of dominant positions by enterprises" and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

The Insolvency and Bankruptcy Code, 2016 (the "Code")

The Insolvency and Bankruptcy Code, 2016 cover Insolvency of companies, Limited Liability partnerships (LLPs), unlimited liability partnerships, and individuals. The IBC 2016 has laid down a collective mechanism for resolution of insolvencies in the country by maintaining a delicate balance for all stakeholders to preserve the economic value of the process in a time bound manner. The code empowers any creditor of a Corporate Debtor (CD), irrespective of it being a Financial Creditor (FC) or Operational Creditor (OC) or secured or unsecured creditor, or the Corporate Debtor itself, to make an application before the Adjudicating Authority (AA) to initiate Corporate Insolvency Resolution Process (CIRP) against a Corporate Debtor, at their discretion, in the event of there being a default by the Corporate Debtor in payment of their dues for an amount as specified from time to time. On initiation of the Said CIRP, a resolution to be sought for the company within a time bound time period of 180 days

Companies Act 2013

The Companies Act 2013 is the law covering incorporations, dissolution and the running of companies in India. The Act came into force across India on 12th September 2013 and has a few amendments to the previous act of 1956. It has also introduced new concepts like a One Person Company.

Consumer protection Act, 2019

The Consumer Protection Act provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers' disputes and matters connected therewith. The Consumer Protection Act protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressed forums set up under the Act

Indian Contract Act 1872

The Indian Contract Act 1872 is a comprehensive guide that governs contracts and agreements in India. The act was passed to provide a legal framework for contract law and has been amended several times over the years to keep up with changing economic conditions. The Indian Contract Act of 1872 is a comprehensive legal framework that controls all commercial relationships in India. The act lays down the rules and regulations that need to be followed while entering into a contract and also provides remedies for breach of contract.

Sale of Goods Act, 1930

This Act has been came into force on the 1st day of July,1930. The unrepealed provisions of the Indian Contract Act, 1872, save in so far as they are inconsistent with the express provisions of this Act, shall continue to apply to contracts for the sale of goods. The Act contains the provisions regarding the sale and agreement to sell.

Negotiable Instruments Act, 1881

In India, any negotiable instruments such as cheques are governed by this Act, Section 138 of the Act, makes dishonor of cheques a criminal offence if the cheque is dishonored on the ground of insufficiency of funds in the account maintained by a person who draws the Cheque which is punishable with imprisonment as well as fine.

The Registration Act, 1908 ("Registration Act")

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

Indian Stamp Act, 1899 (the "Stamp Act")

Under the Indian Stamp Act, 1899 (the "Stamp Act") stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

The Arbitration and Conciliation Act, 1996

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

H. 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, Information technology act and other applicable laws and regulations imposed by the Central and State Governments and other authorities for its day-to-day operations.

I. The disclosure sets out the key legal and regulatory framework that becomes applicable to us on and from the date of listing of its securities:

SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") -The SEBI ICDR Regulations govern public issuances and other capital raising activities by companies in India. These regulations prescribe the eligibility criteria, disclosure requirements, issue procedures, pricing norms and post-issue obligations applicable to issuers.

SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") - The PIT Regulations prohibit insider trading and regulate the communication, procurement and disclosure of unpublished price sensitive information. These regulations prescribe compliance and disclosure requirements for listed entities, designated persons and insiders to promote market integrity and investor protection.

SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulations") - SEBI NCS Regulations govern the public issue, private placement, and listing of non-convertible securities, laying down conditions for eligibility, disclosure, and compliance.

SEBI (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008 ("SEBI SDI Regulations") - SEBI SDI Regulations apply to the issuance and listing of securitised debt instruments and security receipts, providing a regulatory framework for securitisation transactions and the entities involved.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") - SEBI LODR Regulations set out the continuous disclosure obligations and corporate governance norms applicable to listed entities to ensure transparency and investor protection.

Securities Contracts (Regulation) Act, 1956 ("SCRA") and the corresponding rules framed thereunder - SCRA Regulates transactions in securities, the functioning of stock exchanges, and provides for the recognition of such exchanges and contracts in securities.

SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 ("FUTP Regulations") - FUTP Regulations prohibit fraudulent, manipulative, and unfair trade practices in the securities market to safeguard investor interests and market integrity.

SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") - Takeover Regulations govern the acquisition of shares or voting rights and control in listed companies, ensuring fairness and transparency in takeover activities.

Any other applicable circulars, guidelines, or directions issued by SEBI from time to time"

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally formed as a partnership firm under the Indian Partnership Act, 1932 under the name 'M/s Adroit Industries India' pursuant to a deed of partnership dated March 09, 1966, and was re-constituted, pursuant to a deed of partnership dated June 02, 1994. 'M/s Adroit Industries India' was thereafter converted from a partnership firm to a public limited company, under Part IX of the erstwhile Companies Act, 1956, as 'Adroit Industries (India) Limited, and a Certificate of Incorporation dated January 09, 1995, was issued by the Deputy Registrar of Companies, Maharashtra, Mumbai.

Changes in the Registered Office

Except as disclosed below, there has been no change in the registered office of our Company since the date of incorporation:

Effective date of change	Details of change	Reasons for change
August 20, 2010	The registered office of our Company was shifted from '429, Vithalbhai Patel Road, Mumbai – 400 004' to '308, Acme Plaza, opposite Sangam Cinema, Andheri Kurla Road, Andheri (East), Mumbai – 400 059, Maharashtra, India'	Administrative convenience
August 01, 2018	The registered office of our Company was shifted from '308, Acme Plaza, opposite Sangam Cinema, Andheri Kurla Road, Andheri (East), Mumbai – 400 059, Maharashtra, India' to '1003, Meadows Building, Sahar Plaza Complex, JB Nagar, Andheri (East), Mumbai – 400 059, Maharashtra, India'	Administrative convenience
September 30, 2023	The registered office of our Company was shifted from '1003, Meadows Building, Sahar Plaza Complex, JB Nagar, Andheri (East), Mumbai – 400 059, Maharashtra, India' to 'Gala No. 02, Building No. A-2, Ground Floor, Print World Industrial Complex, Survey No. 15/1, Mankoli Road, Vehele, Road, Shastrinagar, Bhiwandi, Thane – 421 302, Maharashtra, India'	Administrative convenience

Main objects of our Company

The main object(s) of our Company, as contained in our Memorandum of Association, are as set forth below:

1. To carry on the business of manufacturers, producers, fabricators Casters, Forgers, importers, exporters, buyers, sellers, stockiest, suppliers, distributors, traders, reparlers of all types of Propeller shafts, AxelShafts, Shafts Assembly, Ujoints, S.G. castings, Forgings, Clutch Plates, Brake House, Fuel Lines, Rubber parts of all types, Auto Ca.19 parts, switches, and other items used in automobiles of all types.

2. To carry on the business of manufacturers, producers, fabricators assemblers, importers, exporters, buyers, sellers, stockiest, suppliers, distributors, wholesale and retail dealers, repairers, Cleaners, hirer and lessors of automobile components, parts, Spares, Accessories, Fittings, equipments and tools assemblies, and sub-assemblies and all articles and things which are used, fitted, attached, assembled or required in manufacture of Motor Cars, Motor Vans, Motor Lorries, Motor Trucks, Vehicles, a Motor Launches, Tractor and Trolleys, Aircrafts or other things of a character similar or analogous to the foregoing or any of them or connected or indirectly with them.

3. To carry on the business as manufacturers, traders, moulders, producers, extruders, recyclers, weavers, refiners, fabricators, assemblers, suppliers, processors, stitchers, laminators, salers, stockists and dealers in all classes, kinds, type and nature of:

a. Plastic Processors and dealing with Plastic materials of all types including HDPE, PP, PPCP, LLDPE, LDPE, CPVC, PVC, SAN, Geras, Claims, Riser Pipes, Mini Sprinkler installation stake, Extruders, Houl off, Cutter, Tripping Clut, Water Tank/Vaccum Tank, engineering plastics, calcium carbonate,

b. Fillers, masterbatches, additives & products made from these, such as pipes & fittings, moulded /extruded items, various types of films, irrigation system and Miscellaneous Plastic Machineries.

c. Packing materials and packages made of whatever material/substances and compounds including paper, jute, cotton, rubber, plastic, glass board and wood.

d. Intermediates, derivatives, by-products and substitutes of all or any of them

Amendments to the Memorandum of Association

Set out below are the amendments to our MoA in the last 10 years preceding the date of this Red Herring Prospectus:

Date of Shareholder's resolution/ Effective date	Particulars
April 03, 2017	Clause V of the Memorandum of Association was amended to reflect the alteration of the authorised share capital of our Company from ₹220,000,000 (Rupees two hundred and twenty million) divided into 20,000,000 (twenty million) Equity Shares of ₹10/- each and consisting of 2,000,000 (two million) 5% Non-Cumulative Redeemable Preference Shares of ₹10 each to ₹ 270,000,000 (Rupees two hundred and seventy million) divided into 25,000,000 (twenty-five million) Equity Shares of ₹10/- each and 2,000,000 (two million) 5% Non-Cumulative Redeemable Preference Shares of ₹10/- each.
August 06, 2025	Clause III(A) of the Memorandum of Association was amended to reflect the addition of sub-clauses (3) in the main objects of the Company i.e. To carry on the business as manufacturers, traders, moulders, producers, extruders, recyclers, weavers, refiners, fabricators, assemblers, suppliers, processors, stitchers, laminators, salers, stockists and dealers in all classes, kinds, type and nature of a) Plastic Processors and dealing with Plastic materials of all types including HDPE, PP, PPCP, LLDPE, LDPE, CPVC, PVC, SAN, Geras, Claims, Riser Pipes, Mini Sprinkler installation stake, Extruders, Houl off, Cutter, Tripping Clut, Water Tank/Vaccum Tank, engineering plastics, calcium carbonate, b) fillers, masterbatches, additives & products made from these, such as pipes & fittings, moulded /extruded items, various types of films, irrigation system and Miscellaneous Plastic Machineries. c) Packing materials and packages made of whatever material/substances and compounds including paper, jute, cotton, rubber, plastic, glass board and wood. d) Intermediates, derivatives, by-products and substitutes of all or any of them
December 29, 2025	The new set of Memorandum of Association has been adopted in accordance with the provisions of the Companies Act, 2013, Pursuant to the said Act, the earlier 'Other Objects' and 'Anicillary Objects' clauses have been omitted/modified to align with the requirements of the Companies Act, 2013 and Companies (Incorporation) Rules, as applicable.

Date of Shareholder's resolution/ Effective date	Particulars
	Clause III(A) of the Memorandum of Association was amended to reflect the deletion of the below paragraph from the main object under sub-clause (1) "To convert the business of the partnership fimr M/s. Adroit Industries (India) into a limited Company under the provisions and as per chapter IX of the Companies Act, 1956." Further the existing Clause III(A)(1) has been revised to include '*AxelShafts*' and now Clause III(A)(1) shall be read as set out below: "To carry on the business of manufacturers, producers, fabricators Casters, Forgers, importers, exporters, buyers, sellers, stockiest, suppliers, distributors, traders, reparlers of all types of Propeller shafts, AxelShafts, Shafts Assembly, Ujoints, S.G. castings, Forgings, Clutch Plates, Brake House, Fuel Lines, Rubber parts of all types, Auto Ca.19 parts, switches, and other items used in automobiles of all types."
	Clause V of the Memorandum of Association was amended to reflect the reclassification of the authorised share capital of our Company from ₹ 270,000,000 (Rupees two hundred and seventy million) divided into 25,000,000 (twenty-five million) Equity Shares of ₹10/- each and 2,000,000 (two million) 5% Non-Cumulative Redeemable Preference Shares of ₹10/- each to ₹270,000,000 (Rupees two hundred and seventy million) divided into 27,000,000 (Twenty Seven million) Equity Shares of ₹10/- each.
	Clause V of the Memorandum of Association was amended to reflect the alteration of the authorised share capital of our Company from ₹ 270,000,000 (Rupees two hundred and seventy million) divided into (Twenty Seven million) Equity Shares of ₹10/- each to ₹500,000,000 (Rupees five hundred million) consisting of 50,000,000 (fifty million) Equity Shares of ₹10/- each.

Major events and milestones of our Company

The table below sets forth some of the key events in the history of our Company:

Calendar Year	Events
1995	Incorporation of Company by converting the partnership firm into a public limited company.
	Partnership firm of 'Adroit Industries India'into a public limited company under the name of 'Adroit Industries (India) Limited'.
1996	Acquisition of Dewas Forging Facility to meet the requirement of in-house forging.
2007	Acquisition of the ownership of the Company by the Promoters of our Company from its erstwhile promoters.
2016	Accredited with IATF 16949:2016 Certification
2022	Acquisition of 99.87% stake in Adroit Driveshafts Private Limited ("**ADPL**").
	Incorporation of an overseas wholly-owned subsidiary by the Company in the Canada i.e. Adroit Driveshafts Canada Limited.
	Established Pithampur Facility operated by Adroit Driveshafts Private Limited ("ADPL") for expanding manufacturing of torque transmission component and propeller Shaft.
2025	Lauch Catergory of new product i.e. aluminium driveline components.
2025	SKUs reached to over 5,000
2026	Incorporation of an overseas wholly-owned subsidiary by the Company in the United States of America i.e. Adroit Driveshafts USA LLC.

Awards, Accreditations and Recognitions

As on the date of this Red Herring Prospectus our Company has received the following awards, accreditations and recognition.

Year	Awards and accreditations
2008	Received award for "International Quality Summit Award" by "Business Initiative Directions" in New York.
2024	Adroit Driveshafts Private Limited received a certificate of recognition as a One Star Export House from the Ministry of Commerce and Industry.
2026	Adroit Driveshafts Private Limited received a certificate of Shram Star Rating from Government of Madhya Pradesh Labour Department.

Launch of key products or services, entry into new geographies or exit from existing

For information in relation to our corporate profile including details of our business, activities, services, market, growth, competition, launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation, location of plants, please see the section titled "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 28, 300, and 453, respectively.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

As on the date of this Red Herring Prospectus, there have been no instances of defaults or rescheduling/re-structuring of our Company's current borrowings with financial institutions / banks.

Time and cost overruns in setting up projects

As on the date of this Red Herring Prospectus, there have been no instances of time or cost over-runs in respect of our locations or business operations.

Significant financial or strategic partnerships

As of the date of this Red Herring Prospectus, our Company does not have any significant financial or strategic partnerships.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last ten years

Except stated below, our Company has not made any material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc., in the last 10 years preceding the date of this Red Herring Prospectus.

Acquisition of shares in Adroit Driveshafts Private Limited ("ADPL")

Pursuant to the provisions of the Companies Act, 2013 and in accordance with the special resolution passed by the shareholders at their meeting held on May 14, 2022, the Company subscribed to 99.87% of the issued and paid-up share capital of ADPL through preferential allotment, based on the receipt of the offer letter dated May 16, 2022, for an aggregate consideration of ₹75 million. The allotments were made in multiple tranches, and all such allotments were completed within one year from the date of approval of the shareholders resolution. Prior to the said allotment, Mukesh Sangla and Saurabh Sangla held 50% each of ADPL and were the original promoters of ADPL.

The valuation report dated May 05, 2022 issued by CA Aditya Chokhra, Registered Valuer – Securities or Financial Assets (SFA), adopted the Adjusted Net Asset Value ("**NAV**") Method under the Asset Approach for valuation of the equity shares of ADPL. As per the valuation report, the fair market value of equity shares was determined to be negative, pursuant to which our Company has subscribed to the shares at their face value.

For details of present shareholding details, please see "***Our Subsidiaries***" beginning on page 359.

Shareholders Agreement and other agreements

As on date of this Red Herring Prospectus, our Company is not party to any shareholder's agreements or other agreements other than in the ordinary course of business.

Further, as on the date of this Red Herring Prospectus, there are no inter-se agreements/arrangements or any deeds of assignment, acquisition agreements, shareholders agreement, financing agreements, agreements of like nature with respect to our Company that our Company is a party to and there are no other agreements/arrangement and clauses/covenants with respect to our Company that our Company is a party to, or of which it is aware, which are material and which need to be disclosed or non-disclosure of which may have a bearing on the investment decision in the Offer. Further, there are no clauses/covenants which are adverse/pre-judicial to the interest of the minority/public shareholders of our Company.

Capacity/facility creation, location of plants

For details regarding capacity and locations of our Manufacturing Facility, see "***Our Business – Capacity and Capacity Utilization***" on page 325.

Agreements with our Key Managerial Personnel, Senior Management Personnel, Directors, Promoters or any other employee

As of the date of this Red Herring Prospectus, there are no agreements entered into by a Key Managerial Personnel or Senior Management or Directors or the Promoter 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.

Details of Agreements required to be disclosed under Clause 5A of paragraph A of part A of Schedule III of SEBI Listing Regulations

As on the date of this Red Herring Prospectus, there are no agreements entered into by our Shareholders, Promoters, entities forming part of the Promoter Group, related parties, Directors, Key Managerial Personnel, employees of our Company with our Company or amongst themselves, solely or jointly, which either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company.

Other material agreements

As on the date of this Red Herring Prospectus, our Company has not entered into any material agreements other than in the ordinary course of business of our Company.

Details of Special Rights

There are no special rights available to any shareholder of our Company or any other person.

Holding company

As of the date of this Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiaries

As of the date of this Red Herring Prospectus, our Company has three (3) Subsidiaries.

1. Adroit Driveshafts Private Limited ("ADPL")

Corporate Information

ADPL was incorporated on October 31, 2019, as private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated October 31, 2019, issued by the Registrar of Companies, Gwalior. Its Corporate identification number is U29309MP2019PTC049959, and its registered office is situated at Plot no.99 Smart Industrial Park, Near NATRIP, Pithampur, Dhar- 454 775, Madhya Pradesh, India.

Nature of Business

It is engaged in the manufacturing, production, fabrication, import, export, sale, distribution, and repair of a wide range of automotive components and parts. This includes specific items like propeller shafts, U-joints, clutch plates, and rubber parts, as well as general automobile components, spares, accessories, and equipment used in the manufacture of various vehicles such as cars, trucks, tractors, and even aircraft.

Capital Structure

As on the date of this Red Herring Prospectus, the authorised share capital of ADPL is ₹300,000,000 divided into 30,000,000 Equity Shares of ₹10 each. The issued, subscribed and paid-up share capital of ADPL is ₹75,100,000 divided into 7,510,000 Equity Shares of ₹10 each.

Shareholding Pattern

The shareholding pattern of ADPL as on the date of this Red Herring Prospectus is as follows:

S. No.	Name of the Shareholder	No. of Equity Shares of Face Value of ₹10 each	Percentage of total shareholding (%)
1.	Adroit Industries (India) Limited	7,500,000	99.87*
2.	Mukesh Sangla	5,000	0.07*
3.	Saurabh Sangla	5,000	0.07*
Total		**7,510,000**	**100.00**

**Rounded-off to the closest decimal*

Key financial information

The key financial information / matrices of the ADPL for the relevant periods are set out below:

Particulars	Unit	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from operations(1)	₹ in million	1,278.22	1239.26	1127.57
EBITDA(2)	₹ in million	344.45	264.78	257.84
EBITDA margin(3)	%	26.95	21.37	22.87
Net Profit after tax (PAT)(4)	₹ in million	221.93	143.54	125.14
PAT margin(5)	%	17.36	11.58	11.10
Net Worth(6)	₹ in million	614.11	389.26	242.06
Return on net worth (RoNW)(7)	%	44.24	118.59	71.07
Return on capital employed (RoCE)(8)	%	24.46	18.76	20.00
Debt/Equity(9)	Ratio	1.07	2.16	3.66
Current Ratio(10)	Ratio	1.38	1.37	1.07

Notes: -

(1) Revenue from operations means the Revenue from operations as appearing in the Restated Consolidated Financial Information.

(2) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the fiscal and adding back finance costs, depreciation, and amortization expense and subtracting the other income.

(3) EBITDA Margin is calculated as EBITDA as a percentage of Revenue from Operations.

(4) PAT represents the restated profits of our Company after deducting all expenses.

(5) PAT Margin is calculated as restated Net Profit after Tax for the fiscal divided by Revenue from Operations for that fiscal.

(6) *Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. Accordingly, Net Worth is calculated as aggregate of the equity share capital, instruments entirely equity in nature, share pending issuance, share based payment reserves, securities premium and retained earnings and excludes non-controlling interest.*

(7) *Return on Net Worth (%) is calculated as Net Profit after Tax attributable to owner of the company, as restated for the end of the fiscal divided by average Net worth as at the end of the fiscal. Average net worth means the average of the net worth of current and previous fiscal. Net worth means the aggregate value of the paid-up share capital and other equity (excluding non-controlling interest).*

(8) *Return on Capital Employed (ROCE) = Earnings Before Interest and Taxes (EBIT) divided by Capital Employed, where Capital Employed is computed as the sum of Total Equity (including paid-up share capital, other equity, and non-controlling interest) and Total Debt (including borrowings and lease liabilities).*

(9) *Debt to Equity Ratio = Debt- Equity Ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital and other equity (including non-controlling interest).*

(10) *Current ratio = Current Ratio is calculated by dividing Current assets by Current Liabilities for the fiscal.*

Accumulated profits or losses not accounted for by our Company

As on date of Red Herring Prospectus, there are no accumulated profits or losses of Adroit Driveshafts Private Limited that have not been accounted for by our Company in the Restated Consolidated Financial Information.

2. Adroit Driveshafts Canada Limited ("ADCL")

Corporate Information

ADCL was incorporated on March 10, 2022, under the Business Corporations Act of Alberta vide a certificate of incorporation dated March 10, 2022, issued by the Registrar of Corporations, Government of Alberta. Its Corporate access number is 2024148013 and its registered office is situated at 9622, 77 Avenue Grande Prairie, Alberta T8V 4L6.

Nature of Business

It is engaged in the business of importing and distributing driveshafts, driveline components, and automotive components, and has the requisite power and authority to own, lease, license and use its property and assets and to conduct its business

Capital Structure

As on the date of this Red Herring Prospectus. The nominal and paid-up share capital of ADCL is 100 Class A Shares, each with the face value of $1.00

Shareholding Pattern

The shareholding pattern of ADCL as on the date of this Red Herring Prospectus is as follows

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of total shareholding (%)
1.	Adroit Industries (India) Limited	100	100

Key financial information

The key financial information / matrices of the ADCL for the relevant periods are set out below:

Particulars	Unit	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from operations[1]	₹ in million	70.09	60.40	61.48
EBITDA[2]	₹ in million	12.95	5.63	1.08
EBITDA margin[3]	%	18.47	9.32	1.76
Net Profit after tax (PAT)[4]	₹ in million	12.80	5.41	0.81

Particulars	Unit	Fiscal 2026	Fiscal 2025	Fiscal 2024
PAT margin(5)	%	18.27	8.96	1.32
Net Worth(6)	₹ in million	10.37	(2.43)	(7.84)
Return on net worth (RoNW)(7)	%	322.41	-	-
Return on capital employed (RoCE)(8)	%	124.87	-	-
Debt/Equity(9)	Ratio	-	-	-
Current Ratio(10)	Ratio	1.08	0.98	0.89

The above figures have been converted into Indian Rupees (INR) in accordance with the applicable accounting standards.

Notes: -

(1) Revenue from operations means the Revenue from operations as appearing in the Restated Consolidated Financial Information.

(2) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the fiscal and adding back finance costs, depreciation, and amortization expense and subtracting the other income.

(3) EBITDA Margin is calculated as EBITDA as a percentage of Revenue from Operations.

(4) PAT represents the restated profits of our Company after deducting all expenses.

(5) PAT Margin is calculated as restated Net Profit after Tax for the fiscal divided by Revenue from Operations for that fiscal.

(6) Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. Accordingly, Net Worth is calculated as aggregate of the equity share capital, instruments entirely equity in nature, share pending issuance, share based payment reserves, securities premium and retained earnings and excludes non-controlling interest.

(7) Return on Net Worth (%) is calculated as Net Profit after Tax attributable to owner of the company, as restated for the end of the fiscal divided by average Net worth as at the end of the fiscal. Average net worth means the average of the net worth of current and previous fiscal. Net worth means the aggregate value of the paid-up share capital and other equity (excluding non-controlling interest).

(8) Return on Capital Employed (ROCE) = Earnings Before Interest and Taxes (EBIT) divided by Capital Employed, where Capital Employed is computed as the sum of Total Equity (including paid-up share capital, other equity, and non-controlling interest) and Total Debt (including borrowings and lease liabilities).

(9) Debt to Equity Ratio = Debt- Equity Ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital and other equity (including non-controlling interest).

(10) Current ratio = Current Ratio is calculated by dividing Currents assests by Current Liabilities for the fiscal.

3. Adroit Driveshafts USA LLC ("AD USA")

Corporate Information

AD USA was incorporated on April 03, 2026, under the laws of the province of Texas and its registered office is situated at is situated at 633 E Fernhurst Dr Unit 1001, Katty, TX - 77450.

Nature of Business

It is engaged in the business of importing and distributing driveshafts, driveline components, and automotive components, and has the requisite power and authority to own, lease, license and use its property and assets and to conduct its business.

Capital Structure

As on the date of this Red Herring Prospectus. The nominal and paid-up share capital of AD USA is 100 Shares, each with the face value of $10.00

Shareholding Pattern

The shareholding pattern of AD USA as on the date of this Red Herring Prospectus is as follows

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of total shareholding (%)
1.	Adroit Industries (India) Limited	100	100

Key financial information

AD USA was incorporated in April 2026 and accordingly, no financial metrics of AD USA is not available.

Accumulated profits or losses not accounted for by our Company

As on date of Red Herring Prospectus, there are no accumulated profits or losses of Adroit Driveshafts USA LLC that have not been accounted for by our Company in the Restated Consolidated Financial Information.**Business interests in our Company**

Except in the ordinary course of business and as disclosed, in "***Our Business***" beginning on page 364 and in "***Restated Consolidated Financial Information – note no. 43 – Related Party Transactions***" on page 427, our Subsidiaries have no business interests in our Company.

Other confirmations

The equity shares of our Subsidiaries are not listed on any stock exchanges. Further, none of the securities of our Subsidiaries have been refused listing by any stock exchange in India or abroad, and none of our Subsidiaries failed to meet the listing requirements of any stock exchange in India or abroad.

Joint Venture of our Company

As on the date of this Red Herring Prospectus, our Company does not have any Joint Venture.

Other confirmations

Neither our Promoters nor any of the Key Managerial Personnel, Senior Management, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

No Directors or KMPs of our Company are appointed pursuant any inter-se agreement/agreement to which our Company or any of its Promoters or Shareholders are a party to.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the Company) and the Company, Promoters, Promoter Group, Key Managerial Personnel and Directors.

There is no conflict of interest between the lessor of immovable properties and the Company, Promoters, Promoter Group, Key Managerial Personnel and Directors.

OUR MANAGEMENT

Board of Directors

Subject to the provisions of the Companies Act, our Board shall comprise not less than three (3) Directors and not more than fifteen (15) Directors, provided that the Company may appoint more than fifteen (15) Directors after passing a special resolution in a general meeting.

As on the date of this Red Herring Prospectus, we have five (5) directors on our Board, comprising of one (1) Chairman and Managing Director, four (4) Non-Executive Directors, including three (3) Non-Executive Independent Directors and one (1) Non-Executive Women Independent Director. The present composition of our Board of Directors and its committees are in accordance with the Companies Act, 2013, and SEBI Listing Regulations.

The following table sets forth details regarding our Board as on the date of this Red Herring Prospectus:

Name, date of birth, age, address, occupation, term, period of directorship and DIN	Designation	Directorships in other Companies
Saurabh Sangla **Date of birth**: July 1, 1981 **Age (years):** 45 **Address**: 1-B, Gulmohar Extension, Indore – 452 018, Madhya Pradesh, India **Occupation**: Business **Term**: From October 01, 2024 to September 30, 2027 **Period of directorship**: Since March 13, 2007 **DIN**: 00206069	Chairman and Managing Director	***Indian Companies*** ***<u>Private Companies</u>*** • *Kozzby International Private Limited;* • *Adroit Driveshafts Private Limited;* • *Signet Impex Private Limited;* • *Ornate Impex Private Limited;* • *Prathmesh Vinimay Private Limited* ***<u>Listed Companies</u>*** • *Signet Industries Limited* ***Foreign Companies*** • *Adroit Driveshafts Canada Limited;* • *Adroit Driveshafts USA LLC (Manager)*
Mukesh Sangla **Date of birth**: May 11, 1955 **Age (years):** 71 **Address**: 1-B Gulmohar Extension, Indore – 452 018, Madhya Pradesh, India **Occupation**: Business **Term**: Liable to retire by rotation	Non - Executive Director	***Indian Companies*** ***<u>Private Companies</u>*** • *Kozzby International Private Limited;* • *Adroit Driveshafts Private Limited;* • *Signet Impex Private Limited;* • *Ornate Impex Private Limited;*

Name, date of birth, age, address, occupation, term, period of directorship and DIN	Designation	Directorships in other Companies
Period of directorship: Since March 13, 2007 **DIN**: 00189676		• *Prathmesh Vinimay Private Limited* • *Signet Tradelinks Private Limited* ***Listed Companies*** • *Signet Industries Limited* ***Foreign Companies*** *Adroit Driveshafts Canada Limited*
Surabhi Agrawal **Date of birth**: March 19, 1994 **Age (years):** 31 **Address**: 790-B, Kesar Bagh Road, Scheme 103, Bijalpur, Indore, Madhya Pradesh – 452012, India **Occupation**: Professional **Term**: From June 18, 2026 to June 17, 2031 **Period of directorship**: Since June 18, 2021 **DIN**: 08672180	Non - Executive Independent Director	***Indian Companies*** ***Public Companies*** • *Bluehope Solutions Limited;* • *Globegreen Power Limited;* • *Pensol Industries Limited* ***Listed Companies*** • *Ujaas Energy Limited* ***Foreign Companies*** *Nil*
Anirudha Chauhan **Date of birth**: September 20, 1983 **Age (years):** 42 **Address**: D-23 Fortune Prestige, E-8 Bawadiya Kalan, Bhopal – 462 026, Madhya Pradesh, India **Occupation**: Service **Term**: November 17, 2025, to November 16, 2030 **Period of directorship:** November 17, 2025 **DIN:** 09219724	Non - Executive Independent Director	***Indian Companies*** ***Private Companies*** • *Adroit Driveshafts Private limited* ***Foreign Companies*** *Nil*
Narendra Kumar Maheshwari **Date of birth**: January 15, 1957	Non - Executive Independent Director	***Indian Companies*** *Nil*

Name, date of birth, age, address, occupation, term, period of directorship and DIN	Designation	Directorships in other Companies
Age (years): 69 **Address**: 13, Anurag Nagar, Near Bombay Hospital, Indore- 452 010, Madhya Pradesh, India **Occupation**: Service **Term**: From March 17, 2026, to March 16, 2031 **Period of directorship:** From March 17, 2026 **DIN:** 11607987		***Foreign Companies*** *Nil*

Brief profiles of our Directors

Saurabh Sangla is the Chairman and Managing Director of our Company. He has been associated with the Company since March 13, 2007. He has completed his degree in Bachelor of Science from the University of California. He possesses over 18 years of experience in the manufacturing of plastic products including 8 years in the torque transmission industry. His roles and responsibilities include formulating and implementing policies, providing strategic guidance to the management team, overseeing operational performance, and ensuring the Company's adherence to its business objectives. Apart from the Companies mentioned under other directorships, he has also been associated with Shri Balaji Starch and Chemicals LLP and Swan Irrigation LLP. Further, he has also been appointed as a member of the Governing Council, Fluid Control Research Institute, Palakkad, Kerela on March 12, 2026 for a period of 2 years.

Mukesh Sangla is the Non-Executive Director of our Company. He has been associated with the Company since March 13, 2007. He does not have any formal education. He has over 40 years of experience in industries, including trading of polymers and manufacturing plastic products. He also possess over 18 years of experience in the torque transmission industry having served as the Managing Director since March 13, 2007 till March 27, 2015. Apart from the Companies mentioned under other directorship, he has also been associated with Shri Balaji Starch and Chemicals LLP and Swan Irrigation LLP.

Surabhi Agrawal is the Non-Executive Independent Director of our Company. She has been associated with the Company since June 18, 2021. She has completed her degree in Bachelor of Commerce from Devi Ahilya Vishwavidyalaya, Indore. She is an associate member of the Institute of Company Secretaries of India and holds a certificate of practice since October 12, 2020. She has over 5 years of experience in the field of secretarial compliance.

Anirudha Chauhan is the Non-Executive Independent Director of our Company. He has been associated with the Company since November 17, 2025. He has completed his degree in Bachelor of Commerce and Master of Business Administration (Management Science) from Devi Ahilya Vishwavidyalaya, Indore. He has over 16 years of experience in the fields of finance, economics and accounts. He was previously associated with Dow Jones Consulting India Private Limited as Accounts Manager and with Confederation of Indian Industryas a Director. He was also associated with Centre for Monitoring Indian Economy Private Limited.

Narendra Kumar Maheshwari is the Non-Executive Independent Director of our Company. He has been associated with the Company since March 17, 2026. He has passed the Banking-Oriented Examination conducted by The Indian Institute of Bankers. He has over 16 years of experience in the field of Banking Industry. He was previously associated with State Bank of India and held the position of Assistant General Manager at the time of his retirement.

Relationship between Directors and Key Managerial Personnel or Senior Management

Except as stated below, none of our Directors, Key Managerial Personnel and Senior Management Personnel are related to each other.

Name of the Di	Designation	Related	Relationship
Mukesh Sangla	Non-Executive Director	Saurabh Sangla	Father of Saurabh Sangla
Saurabh Sangla	Chairman & Managing Director	Mukesh Sangla	Son of Mukesh Sangla

Confirmation

Except Mukesh Sangla and Saurabh Sangla, 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 India during the term of their directorship in such companies, in the last five years preceding the date of this Red Herring Prospectus. For further details please refer "***Risk Factors – The equity shares of our Group Company, Signet Industries Limited, were subject to trading restrictions and regulatory proceedings in the past. Any adverse perception or regulatory action in relation to such matters may affect our reputation and business***" on page 72.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchanges, during the term of their directorship in such Companies.

None of our Directors are prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court. Additionally, none of our Directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

Terms of appointment of our Directors

Appointment details of our Chairman and Managing Director

Saurabh Sangla, Chairman and Managing Director

Saurabh Sangla is the Chairman and Managing Director of our Company. He has been associated with our Company since March 13, 2007, as a director. He was re-appointed as Chairman and Managing Director pursuant to a resolution of the Board dated September 05, 2024 and pursuant to a resolution of the Shareholder dated September 28, 2024 for a period of Three (3) w.e.f. October 01, 2024

Particulars	Salary and perquisites
Salary and Other Benefits	Saurabh Sangla shall be entitled to Gross salary amounting up to ₹ 8.40 million annually including Conveyance allowance, House rental allowance, Other Allowances, Leave Travel Allowances, Medical Allowances, Education Allowance, Car Maintenance, Driver Allowance, Petrol Allowance and Contribution to PF and gratuity.

Terms of appointment of our Non-Executive Directors (other than Independent Directors)

Mukesh Sangla

He was appointed as a Non-Executive Director of our Company with effect from March 27, 2015, pursuant to the Board resolution dated March 26, 2015. Pursuant to his terms of appointment, he is not entitled to any remuneration or other benefits.

Terms of appointment of our Non-Executive Independent Directors

As on the date of this Red Herring Prospectus, pursuant to the resolution passed by our Board of Directors on March 17, 2026, our Non-Executive Independent Directors are entitled to receive a (i) sitting fees of ₹ 0.001 million per meeting for attending each meeting of our Board and Committees constituted by the Board of Directors.

Remuneration paid to our Directors

Details of the remuneration paid to our Directors are as follows in Fiscal 2026 are as follows:

(*in ₹ million)*

Name of the Director	Remuneration/ Salary	Sitting Fees	Commission/ Professional fee**	Perquisites	Total Remuneration
Saurabh Sangla*	8.40	-	-	-	8.40
Mukesh Sangla	-	-	-	-	-
Surabhi Agrawal	-	0.05	-	-	0.05
Anirudha Chauhan	-	0.01	-	-	0.01
Narendra Kumar Maheshwari	-	-	-	-	-

**Saurabh Sangla is also the KMP*

***Includes any expense reimbursement provided*

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

Remuneration paid to our Directors from our Subsidiaries or Associate Companies

None of our Directors have received any remuneration from our Subsidiary, including any contingent or deferred compensation accrued for Fiscal 2026

Our Company does not have any associate companies as on date of this Red Herring Prospectus.

Bonus or profit-sharing plan for the Directors

Our Company does not have any bonus or profit-sharing plan for our Directors.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares.

The details of shareholding of our Directors as on the date of this Red Herring Prospectus is set out below.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Saurabh Sangla	1,037,364	2.97
2.	Mukesh Sangla	2,354,354	6.74

* *Rounded off to the closest decimal*

For details of shareholding of our Directors in our Subsidiaries, see "***History and Certain Corporate Matters – Our Subsidiaries – Adroit Driveshafts Private Limited ("ADPL") – Shareholding Pattern***" and "***History and Certain Corporate Matters – Our Subsidiaries – 2. Adroit Driveshafts Canada Limited ("ADCL") – Shareholding Pattern***" on pages 361 and 360.

Arrangement or understanding with major Shareholders, customers, suppliers or others

None of our Directors have been appointed on our Board or as member of Senior Management pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Service contracts with Directors

As on the date of filing of this Red Herring Prospectus, our Company has not entered into any service contracts with the Directors pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and/or deferred compensation payable to our Director

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation payable to our Directors, which does not, form part of their remuneration.

Borrowing Powers of our Board

In accordance with the applicable provisions of the Companies Act and our Articles of Association and pursuant to our Board resolution and the special resolution passed by our shareholders dated December 05, 2025 and December 29, 2025, respectively, our Board is authorized to borrow from time to time any sum or sums of money, where the money /monies to be borrowed, together with the monies already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed the aggregate of our Company's paid-up share capital, free reserves and securities premium, but the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed 5,000 million.

Interests of Directors

Our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them as well as sitting fees, if any, payable to them for attending meetings of our Board or committees thereof, and any commission payable to them.

(i) ***Interest in property***

Our Directors have no interest in any property acquired by our Company, or proposed to be acquired by our Company, or in any transaction for acquisition of land, construction of buildings and supply of machinery.

(ii) ***Business interest***

Except as disclosed in "***Restated Consolidated Financial Information - Note no. 43 - Related Party Transactions***" on page 427, and to the extent of shareholding in our Company, if any, our Directors do not have any other interest in the business of our Company.

(iii) ***Payment of benefits (non-salary related)***

Except as disclosed in this Red Herring Prospectus, no amount or benefit has been paid or given within the two years preceding the date of this Red Herring Prospectus or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as Directors.

(iv) ***Loans to Directors***

Except as disclosed in "***Restated Consolidated Financial Information - Note no. 43 - Related Party Transactions***" on page 427, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

(v) ***Interest in promotion or formation of our Company***

Except for Saurabh Sangla and Mukesh Sangla who are the Promoters of our Company, our Directors have no interests in the promotion of our Company as on the date of this Red Herring Prospectus. In addition, Directors may also be interested to the extent of Equity Shares held by them and their relatives or held by the entities in which they are associated as promoters, directors, partners, or trustees, and to the extent of any dividend paid to them. For details of the Directors' shareholding in our Company, see "***Our Management – Shareholding of Directors in our Company***" on pages 368.

Appointment of relatives of our Directors to any office or place of profit

As on the date of this Red Herring Prospectus, none of the relatives of our Directors hold any office or place of profit in our Company.

Other confirmations

None of our Directors have been declared as Wilful Defaulters.

Neither our Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

Except as disclosed in this Red Herring Prospectus, our Directors are not interested as a member in any firm or company which has any interest in our Company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they are interested as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him / her or by the firm or company in which he / she is interested, in connection with the promotion or formation of our Company.

As on the date of this Red Herring Prospectus, there are no nominee directors or nominee Key Managerial Personnel ("**KMPs**") of our Company appointed or designated pursuant to any nomination rights of any shareholder. Further, there are no other nominees appointed or designated by any shareholder in relation to the management or affairs of our Company.

We further confirm that no shareholder of our Company has any subsisting nomination rights in respect of the appointment of any director or KMP of our Company and, accordingly, there are no nomination rights that would require termination upon listing of the Equity Shares.

Conflict of interest between the suppliers of raw materials and third-party service providers

There is no conflict of interest between the suppliers of raw materials and third-party service providers of the Company and the Directors of our Company.

Conflict of interest between the lessor of the immovable properties of the Company

There is no conflict of interest between the lessor of the immovable properties of the Company and the Directors of our Company.

Confirmation in relation to RBI Circular dated July 1, 2016

Neither our Company nor any of our Directors have been declared as Fraudulent Borrowers by RBI in terms of the RBI circular dated July 1, 2016.

Details of struck-off companies /LLPs in which at the time of struck off the director were associated

Except as stated below, none of our Directors have been directors of struck-off Companies in which, at the time of, strike off, the directors were associated.

Persons	Struck-off Entities	Whether Mandatory/Voluntary	Impact upon the Company	Date of Strike off
Saurabh Sangla Mukesh Sangla	Shalimar Ferrous Metals Private Limited	Voluntary	No impact upon the business of the Company	April 12, 2023
Saurabh Sangla Mukesh Sangla	Adroit Drivelines LLP	Voluntary	No impact upon the business of the Company	December 01, 2023

Changes in our Board during the last three years

The changes in our Board of our Company during the last three years till the date of this Red Herring Prospectus are set forth below.

Name of Director	Date of Change	Nature of Event and Reason
Yashaswi Jharbade	September 05, 2024	Appointment as an Non- Executive Independent Director
Saurabh Sangla	September 05, 2024	Appointment as a Chairman
Saurabh Sangla	October 01, 2024	Re-appoitment as the Managing Director
Rajesh Kumar Logre	May 13, 2025	Appointment as Additional Non- Executive Independent Director
Mamta Sahu	May 13, 2025	Cessation due to pre-occupation of her personal work
Yashaswi Jharbade	November 14, 2025	Cessation due to pre-occupation of her personal work
Anirudha Chauhan	November 17, 2025	Appointment as Additional Non- Executive Independent Director
Rajesh Kumar Logre	August 07, 2025	Cessation due to pre-occupation of her personal work.
Narendra Kumar Maheshwari	March 17, 2026	Appintment as Non-Executive Independent Director
Surabhi Agrawal	June 18, 2026	Re-appointment as the Non-Executive Independent Director

Note: This table does not include changes such as regularization of appointments

Corporate Governance

As on the date of this Red Herring Prospectus, we have five (5) directors on our Board, comprising of one (1) Chairman and Managing Director, four (4) Non-Executive Directors, including three (3) Non-Executive Independent Directors and one (1) Non-Executive Women Independent Director. The present composition of our Board of Directors and its committees are in accordance with the Companies Act, 2013, and SEBI Listing Regulations.

The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act, 2013 and the SEBI Listing Regulations in relation to the composition of our Board and constitution of committees thereof. Our Company undertakes to take all necessary steps to continue to comply with all applicable requirements of the SEBI Listing Regulations and the Companies Act.

Board committees

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:
1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee; and

Details of each of these committees are as follows:

Audit Committee

The Audit Committee was constituted by a resolution of our Board dated March 17, 2026

The Audit Committee currently consists of:
1. Surabhi Agrawal *(Chairperson)*
2. Saurabh Sangla *(Member)*;
3. Narendra Kumar Maheshwari *(Member)*
4. Anirudha Chauhan *(Member)*.

Further, the Company Secretary of our Company shall act as the secretary to the Audit Committee.

The scope, functions and the terms of reference of the Audit Committee is in accordance with the Section 177 of the Companies Act, 2013 and Regulation 18 (3) Securities Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 read with Schedule II Part C.

A. Powers of Audit Committee

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain outside legal or other professional advice;
4. To secure attendance of outsiders with relevant expertise, if it considers necessary; and
5. Such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

B. The role of the audit committee shall include the following

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Formulation of a policy on related party transactions, which shall include materiality of related party transactions;
5. Reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
6. Examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
   a) Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
   b) Changes, if any, in accounting policies and practices and reasons for the same;
   c) Major accounting entries involving estimates based on the exercise of judgment by management;
   d) Significant adjustments made in the financial statements arising out of audit findings;
   e) Compliance with listing and other legal requirements relating to financial statements;
   f) Disclosure of any related party transactions; and
   g) Modified opinion(s) in the draft audit report.

6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
7. 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;
8. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
9. Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;
   Explanation: The term "related party transactions" shall have the same meaning as provided in Clause *2(zc)* of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

10. Scrutiny of inter-corporate loans and investments;

11. Valuation of undertakings or assets of the Company, wherever it is necessary;

12. Evaluation of internal financial controls and risk management systems;

13. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

14. 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;

15. Discussion with internal auditors of any significant findings and follow up there on;

16. 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;

17. 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;

18. Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

19. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;

20. Reviewing the functioning of the whistle blower mechanism;

21. Monitoring the end use of funds raised through public Issues and related matters;

22. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

23. Approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

24. Reviewing the utilization of loans and/or advances from / investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing;

25. Carrying out any other functions required to be carried out as per the terms of reference of the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;

26. Consider and comment on rationale, cost- benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its members; and

27. To review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;

28. Approve all related party transactions and subsequent material modifications;

29. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

30. Such roles as may be prescribed under the Companies Act, SEBI Listing Regulations and other applicable

provisions.

Further, the Audit Committee shall mandatorily review the following:

(a) Management discussion and analysis of financial condition and results of operations;

(b) Management letters / letters of internal control weaknesses issued by the statutory auditors;

(c) Internal audit reports relating to internal control weaknesses; and

(d) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;

(e) Statement of deviations in terms of the SEBI Listing Regulations:
  a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of Regulation 32(1) of the SEBI Listing Regulations; and
  b. Annual statement of funds utilised for purposes other than those stated in the Offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

(f) Review the financial statements, in particular, the investments made by any unlisted subsidiary.

Nomination and Remuneration Committee:

The Nomination and Remuneration committee was constituted by a resolution of our Board dated March 17, 2026

The Nomination and Remuneration Committee currently consists of:
1. Anirudha Chauhan *(Chairperson)*;
2. Mukesh Sangla (Member);
3. Narendra Kumar Maheshwari *(Member);*
4. Surabhi Agrawal *(Member); and*

Further, the Company Secretary of our Company shall act as the secretary to the Nomination and Remuneration Committee.

The scope, functions and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule II Part D (A). The terms of reference of Nomination and Remuneration Committee shall include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the "**Board**" or "**Board of Directors**") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**").

   The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
   i. The level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
   ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   iii. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short-term and long-term performance objectives appropriate to the working of the Company and its goals.

2. Formulation of criteria for evaluation of performance of independent directors and the Board;

3. Devising a policy on Board diversity;

4. Identifying persons who are qualified to become directors and who may be appointed as senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out effective evaluation of performance of Board, its committees and individual directors (including independent directors) to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

5. Analysing, monitoring and reviewing various human resource and compensation matters;

6. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

8. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;

9. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

10. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;

11. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
    a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
    b. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

12. Administering, monitoring and formulating detailed terms and conditions the employee stock option scheme/ plan approved by the Board and the members of the Company in accordance with the terms of such scheme/ plan ("ESOP Scheme"), if any;

13. Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/ or rescinding rules and regulations relating to the administration of the ESOP Scheme;

14. Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.

15. 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.

16. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated March 17, 2026. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations.

The Stakeholders' Relationship Committee currently consists of:
1. Mukesh Sangla *(Chairperson)*;
2. Surabhi Agrawal *(Member)*;
3. Narendra Kumar Maheshwari *(Member)*; and
4. Anirudha Chauhan *(Member)*

Further, the Company Secretary of our Company shall act as the secretary to the Stakeholders' Relationship Committee

Role of Stakeholders' Committee

The role of Stakeholder Relationship Committee, together with its powers, is as follows:

1. Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;

2. Resolving the grievances of the security holders of the listed entity including complaints related to transfer / transmission of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;

3. Review of measures taken for effective exercise of voting rights by members;

4. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

5. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

6. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;

7. 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 members of the company; and

8. Carrying out such other functions as may be specified by the Board from time to time or specified / provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

Corporate Social Responsibility Committee

The CSR Committee was re-constituted by a resolution of our Board dated November 17, 2025, and is in compliance with the Section 135 of the Companies Act, 2013.

The current constitution of the CSR Committee is as follows:
1. Saurabh Sangla *(Chairperson)*;
2. Mukesh Sangla *(Member)*; and
3. Anirudha Chauhan *(Member)*.

The terms of reference of the Corporate Social Responsibility Committee shall include the following:

1. Formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

2. Identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

3. Review and recommend the amount of expenditure to be incurred on the activities referred to in clause (i) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;

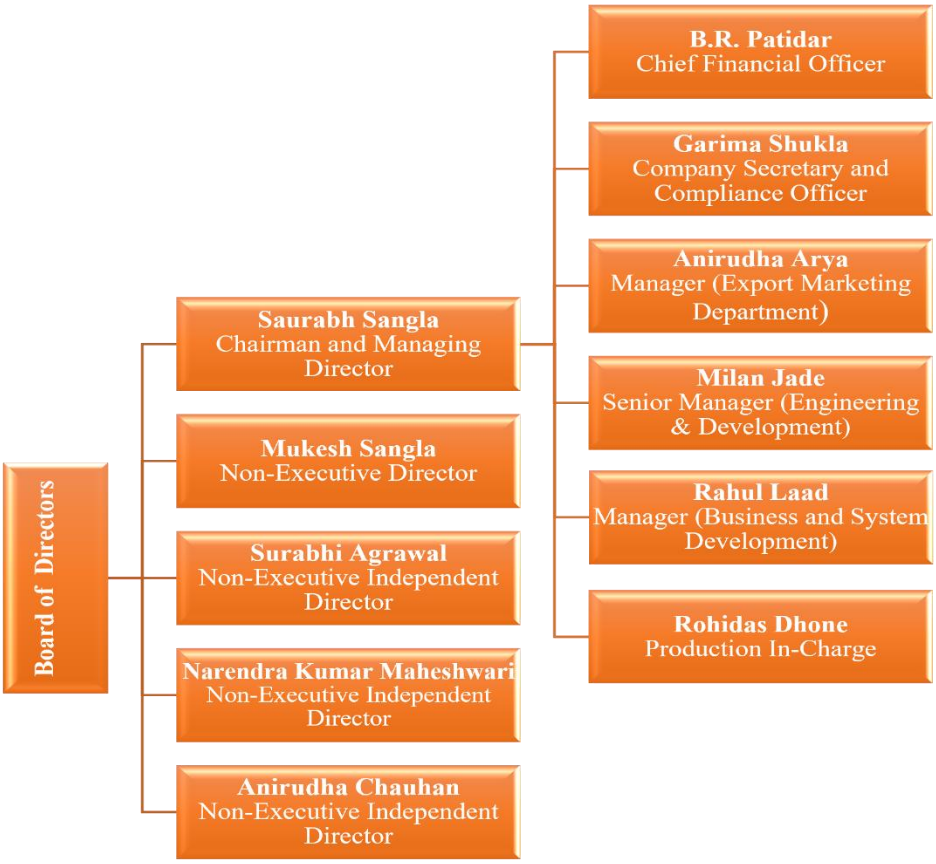
4. Delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

5. Review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

6. Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time; and

7. Exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

Management Organization Structure:



Key Managerial Personnel and Senior Management

Key Managerial Personnel

Other than Saurabh Sangla, Chairman and Managing Director, whose details is provided hereinabove, the details of our Key Managerial Personnel and Senior Management, as on the date of this Red Herring Prospectus are set forth below.

B.R. Patidar is the Chief Financial Officer of our Company and has been associated with the Company since February 12, 2026. He is an associate member the Institute of Chartered Accountants of India. He has completed his degree in Bachelor of Laws from the Devilaya Vishwavidyalaya. He has received a Certificate of Forensic Accounting and Fraud Detection as well as certificate on Information Systems Audit from The Institite of Chartered Accountants of India. He has over 26 years of experience in the field of Accounts and Finance. He was previously associated with Shakti Pumps (India) Limited. His roles and responsibilities include financial strategy & leadership, accouting and financial reporting, budgeting & forecasting and develop and maintain risks and implement mitigation strategies. He received a gross remuneration of ₹0.14 million in Fiscal 2026.

Garima Shukla is the Company Secretary and Compliance Officer of our Company and has been associated with the Company since July 15, 2026. She is an associate member of the Institute of Company Secretaries of India. She has passed his degree in Bachelor of Commerce from Devi Ahilya Vishwavidyalaya. She has over 2.5 years of post qualification experience in the field of secretarial compliance. She was previously associated with Aartech Solonics Limited. Her roles and responsibilities include statutory complaince, board & committee management, ensuring proper corporate governance and co-ordinate with ROC, SEBI, legal advisors, auditors and consultanats. Since she was appointed on July 15, 2026, she has not received any remuneration from the Company in Fiscal 2026.

Senior Management

In addition to the Chief Financial Officer and the Company Secretary and Compliance Officer of our Company, whose details are provided in "***Our Management – Key Managerial Personnel***" on page 378, the details of our other Senior Management are set out below:

Anirudha Arya is the Manager (Export Marketing Department) of our Company and has been associated with our Company since January 27, 2012. He completed his degree in Master of International Business from Devi Ahilya Vishwavidyalaya, Indore. He has over 13 years of experience in the field of business & marketing. He is responsible for export strategy and business development, client relationship management and marketing and promotions. He received a gross remuneration of ₹1.43 million in Fiscal 2026.

Milan Jade is Senior Manager (Engineering & Development) of our Company and has been associated with the company since June 12, 2013. He has passed his Diploma in Mechanical Engineering exam. He has over 30 years of experience in the field of production management and engineering. He was previously associated with SECO Tools India Private Limited, Perfect Pumps Private Limited and Sheryas Auto Engineering Private Limited. His roles and responsibilities include plant and production management, tooling and fixtures expertise and quality and process improvement. He received a gross remuneration of ₹1.78 million in Fiscal 2026.

Rahul Laad is the Manager (Business and System Development) of our Company and has been associated with the Company since October 18, 2016. He has completed his diploma in Mechanical Engineering from Rajiv Gandhi Proudyogiki Vishwavidyalaya. He has over 18 years of experience in the field of plant development, supplier management and global business expansion. He was previously associated with Supreme Engineering Works. His roles and responsibilities include establishing efficient production facilities, developing and maintaining strong supplier networks, and driving strategic initiatives to enhance the Company's global presence and business expansion. He received a gross remuneration of ₹1.48 million in Fiscal 2026.

Rohidas Dhone is Production In-Charge of our Company and has been associated with the Company since January 01, 1998. He has completed his diploma in Mechanical Engineering from the Board of Technical Examinations, State of Maharashtra. He has over 27 years of experience in the administrative department. His roles and responsibilities include overall production activity, ensuring production targets, maintaining quality standards, controlling manpower and co-ordinating with other departments for smooth operations. He received a gross remuneration of ₹1.45 million in Fiscal 2026.

Service Contracts with Key Managerial Personnel and Senior Management

No Key Managerial Personnel and Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Interest of Key Managerial Personnel and Senior Management

For details of the interest of our Managing Director in our Company, see "***Our Management – Interest of Directors***" on page 369.

Other than to the extent of the remuneration, benefits, interest of receiving dividends on the Equity Shares, reimbursement of expenses incurred in the ordinary course of business, our Key Managerial Personnel and Senior Management have no other interest in the equity share capital of the Company.

No loans have been availed by our Key Managerial Personnel and Senior Management from our Company as on the date of this Red Herring Prospectus.

Relationship amongst Key Managerial Personnel and Senior Management

Except as disclosed in the "***Our Management - Relationship between Directors and Key Managerial Personnel or Senior Management***", none of our Key Managerial Personnel and Senior Management are related to each other.

Arrangements and understanding with major Shareholders, customers, suppliers or others pursuant to which our Key Managerial Personnel and Senior Management have been appointed as a Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Conflict of interest between the suppliers of raw materials and third-party service providers

There is no conflict of interest between the suppliers of raw materials and third-party service providers of Company and the Key Managerial Person and Senior Management of our Company.

Conflict of interest between the lessor of the immovable properties of the Company

There is no conflict of interest the between lessor of the immovable properties of the Company and the Key Managerial Person and Senior Management of our Company.

Payment or benefit to officers including Key Managerial Personnel and Senior Management of our Company (non-salary related)

No non-salary related amount or benefit has been paid or given to any officer of our Company including Key Managerial Personnel or Senior Management within the two years preceding the date of filing of this Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Management.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management

There is no bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Shareholding of Key Managerial Personnel and Senior Management

For details in relation to shareholding of Key Managerial Personnel and Senior Management, see "***Our Management - Shareholding of our Directors in our Company***" on page 368.

Changes in Key Managerial Personnel and Senior Management during the last three years

The changes in our Key Managerial Personnel and Senior Management during the last three years till the date of this Red Herring Prospectus are set forth below.

Name of KMP/SMP	Date	Nature of Event and Reason
Prakshi Kalwadia	August 01, 2023	Cessation as Company Secretary and Compliance Officer due to personal and other reasons.
Lokendra Garhwal	September 25, 2024	Appointment as Company Secretary and Compliance Officer
Lokendra Garhwal	December 04, 2025	Cessation as Company Secretary and Compliance Officer due to personal and other reasons.
Sumit Purohit	February 12, 2026	Cessation as Chief Financial Officer due to personal and other reasons.
B.R. Patidar	February 12, 2026	Appointment as Chief Financial Officer
Mradul Jain	February 12, 2026	Appointment as Company Secretary and Compliance Officer
Mradul Jain	July 15, 2026	Cessation as Company Secretary and Compliance Officer due to personal and other reasons.
Garima Shukla	July 15, 2026	Appointment as Company Secretary and Compliance Officer

Attrition of Key Managerial Personnel and Senior Management Personnel

The average attrition of Key Managerial Personnel and Senior Management Personnel is not high in our Company as compared to the industry.

Employee Stock Options and Stock Purchase Schemes

As on date of this Red Herring Prospectus, our Company does not have any Employee Stock Options and other Equity-Based Employee Benefit Schemes.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Saurabh Sangla, Mukesh Sangla, Monika Sangla, Swan Irrigation LLP, Shubhangi Trust and Shreya Trust are the Promoters of our Company. As on the date of this Red Herring Prospectus, our Promoters' shareholding in our Company is as follows:

Sr. No.	Name of the Shareholder	Number of Equity Shares Held	% of Pre-Issue issued, subscribed and paid-up Equity Share capital
1.	Saurabh Sangla	1,037,364	2.97
2.	Mukesh Sangla	2,354,354	6.74
3.	Monika Sangla	1,162,126	3.33
4	Swan Irrigation LLP	1,896,992	5.43
5	Shubhangi Trust	3,486,380	9.99
6	Shreya Trust	7,063,062	20.23
Total		**17,000,278**	**48.70**

For details of the build-up of the Promoters' shareholding in our Company, see "***Capital Structure – Build-up of the Promoter's shareholding in our Company***", on page 164.

Details of our Individual Promoters

Saurabh Sangla

Saurabh Sangla, aged 45 years, is the Promoter, Chairman and Managing Director of our Company.

Permanent Account Number: ANBPS3195G

For the complete profile of Saurabh Sangla, along with details of his residential address, educational qualifications, experience, positions/ posts held in the past and other directorships, other ventures, special achievements, business and other activities, see "***Our Management***" on page 364.

Other ventures promoted: Apart from the entities mentioned below, Saurabh Sangla is not involved in the promotion of any other venture.

1. Kozzby International Private Limited;
2. Adroit Driveshafts Private Limited;
3. Signet Impex Private Limited;
4. Ornate Impex Private Limited;
5. Prathmesh Vinimay Private Limited;
6. Signet Tradelinks Private Limited
7. Signet Industries Limited;
8. Shri Balaji Starch and Chemicals LLP; and
9. Signet Energy

Mukesh Sangla

Mukesh Sangla, aged 71 years, is the Promoter and Non–Executive Director of our Company.

Permanent Account Number: ANAPS5579F.

For the complete profile of Mukesh Sangla, along with details of his residential address, experience, positions/ posts held in the past and other directorships, other ventures, special achievements, business and other activities, see *“**Our Management**”* on page 364.

Other ventures promoted: Apart from the entities mentioned below, Mukesh Sangla is not involved in the promotion of any other venture.

1. Kozzby International Private Limited;
2. Adroit Driveshafts Private Limited;
3. Signet Impex Private Limited;
4. Ornate Impex Private Limited;
5. Prathmesh Vinimay Private Limited;
6. Signet Tradelinks Private Limited;
7. Signet Industries Limited;
8. Shri Balaji Starch And Chemicals LLP;
10. Swan Irrigation LLP; and
11. Signet Energy

Monika Sangla

Monika Sangla, aged 66 years, is the Promoter of our Company.

Date of Birth: November 24, 1958

Permanent Account Number: ANAPS5580Q.

Personal Address: 1-B Gulmohar Extension, Tilaknagar, Indore – 452018, Madhya Pradesh.

Monika Sangla is one of the Promoters of our Company. She has completed her degree in Bachelor of Arts from the University of Indore. She has been associated with Signet Tradelinks Private Limited for over 20 years, serving as a director. She is currently also a Designated Partner in Swan Irrigation LLP and a Partner in Shri Balaji Starch and Chemicals LLP.

Other ventures promoted: Apart from the entities mentioned below, Monika Sangla is not involved in the promotion of any other venture.

1. Signet Energy;
2. Swan Irrigation LLP; and
3. Shri Balaji Starch and Chemicals LLP.

Our Company confirms that the permanent account number, bank account number(s), passport number, Aadhaar card number and driving license number, as applicable, of each of our Promoters (except for driving license numbers of Monika Sangla who have not obtained a driving license) shall be submitted to the Stock Exchange at the time of filing of this Red Herring Prospectus.

Details of our Non-Individual Promoters

Swan Irrigation LLP

Corporate Information

Swan Irrigation LLP ("**Swan**"), one of our Promoter, was incorporated under the Limited Liability Partnership Act 2008 with the Registrar of LLP, Madhya Pradesh, on March 14, 2018. The Registered Office of Swan is situated at 314/3, SDA Compound, Lasudia Mori, Dewas Naka, Indore - 45201, Madhya Pradesh, India. The LLP Identification Number of Swan is AAM-2351.

Present activity of Swan Irrigation LLP

To carry on business as exporters, importers, retailers, merchants, buyers, sellers, brokers. buying agents, selling agents, packers, re- packers, commission agents, factors, distributors, stockiest, agents, traders, manufacturers d.-suppliers of and dealers in all classes and kinds of Drip and Sprinkler Irrigation Systems and Components; PVC, Polyethylene (HDPE, MDPE) & Polypropylene Piping Systems, Plastic Sheets (PVC & PC sheets), Agro Processed Products includes Dehydrated Onions and Vegetables, Processed Fruits (Purees, Concentrates & Juices), Tissue Culture, Hybrid & Grafted Plants, Greenhouses, Poly and Shade Houses, Bio-fertilizers. Green Energy includes Solar Photovoltaic (Solar lighting and appliances, Solar pumping systems), Solar water heating systems and Bio-Energy sources

Permanent Account Number: ADPFS8729J

Change in activities:

There has been no change in the Object of Swan.

Partners

The Partners of Swan as on date of filing of this Red Herring Prospectus are as set out below:

Sr.No.	Name of the Partner	Designation	DIN
1	Mukesh Sangla	Designated Partner	00189676
2	Monika Sangla	Designated Partner	02125064

Capital Contribution

The capital contribution of Swan as on the date of filling of this Red Herring Prospectus is as below:

Sr. No.	Name of Partner	Percentage of Holding
1	Mukesh Sangla	54.51%
2	Monika Sangla	45.49%

Change in control of the Swan Irrigation LLP

There has been no change in control of Swan Irrigation LLP in the three years immediately preceding the date of this Red Herring Prospectus.

Shubhangi Trust

Shubhangi Trust was formed as a private, irrevocable and discretionary trust, pursuant to Trust Deed dated July 12, 2023; Deed of Amendment dated February 08, 2024, and Deed of Amendment dated March 20, 2024. The office of Shubhangi trust is located at 1-B Gulmohar Extension, Tilaknagar, Indore – 452018, Madhya Pradesh, India.

Permanent Account Number: ABHTS6280Q

Trustee

As on date of this Red Herring Prospectus, the trustee of Shubhangi Trust is Mukesh Sangla and Monika Sangla.

Beneficiaries

The beneficiaries of Shubhangi Trust are Mukesh Sangla, Saurabh Sangla and Advika Sangla.

Settlor

The settlor of Shubhangi Trust is Monika Sangla.

Objects and Purpose

The objects and purpose of the trust include the following:

(a) To provide inter alia, a suitable succession planning structure to ensure seamless intergenerational transfer of the Trust Fund amongst the beneficiaries and to ensure harmony and avoid conflicts between the beneficiaries of the trust;
(b) To provide for different needs and requirements of the beneficiaries in accordance with the terms of the deed depending upon changing circumstances of life style their varying needs including as applicable but limited to (i) maintenance; (ii) education; (iii) marriage expense; (iv) medical expense (v) residence; and (vi) other expenses and contingencies of the beneficiaries which the trustees may in their absolute discretion deem fit;
(c) To provide consolidation and preservation of all assets of the Trust; and
(d) To ensure that the trust fund is properly managed and administered in accordance with the provisions of this deed and to undertake other activities of any nature whatsoever, in accordance with the powers available to the Trustee under this Deed and applicable law.

Change in control of the Shubhangi Trust

There has been no change in control of the Shubhangi Trust in the three years immediately preceding the date of this Red Herring Prospectus.

Shreya Trust

Shreya Trust was formed as a private, irrevocable and discretionary trust, pursuant to Trust Deed dated July 01, 2023; Deed of Amendment dated February 08, 2024 and Deed of Amendment dated March 20, 2024. The office of Shreya trust is located at 1-B Gulmohar Extension, Tilaknagar, Indore – 452018, Madhya Pradesh, India.

Permanent Account Number: ABHTS1427R

Trustee

As on date of this Red Herring Prospectus, the trustee of Shreya Trust is Mukesh Sangla and Monika Sangla.

Beneficiaries

The beneficiaries of Shreya Trust are Monika Sangla, Saurabh Sangla and Vanshika Sangla.

Settlor

The settlor of Shreya Trust is Mukesh Sangla

Objects and Purpose

The objects and purpose of the trust include the following:

(a) To provide inter alia, a suitable succession planning structure to ensure seamless intergenerational transfer of the Trust Fund amongst the beneficiaries and to ensure harmony and avoid conflicts between the beneficiaries of the trust;
(b) To provide for different needs and requirements of the beneficiaries in accordance with the terms of the deed depending upon changing circumstances of life style their varying needs including as applicable but limited to (i) maintenance; (ii) education; (iii) marriage expense; (iv) medical expense (v) residence; and (vi) other expenses and contingencies of the beneficiaries which the trustees may in their absolute discretion deem fit;
(c) To provide consolidation and preservation of all assets of the Trust; and
(d) To ensure that the trust fund is properly managed and administered in accordance with the provisions of this deed and to undertake other activities of any nature whatsoever, in accordance with the powers available to the Trustee under this Deed and applicable law.

Change in control of the Shreya Trust

There has been no change in control of the Shreya Trust in the three years immediately preceding the date of this Red Herring Prospectus.

Change in control of our Company

There has been no change in the control of our Company in the five (5) years immediately preceding the date of this Red Herring Prospectus. Further, Saurabh Sangla, Mukesh Sangla, Monika Sangla, Swan Irrigation LLP, Shubhangi Trust and Shreya Trust have been identified as the only Promoters of our Company pursuant to a resolution passed by the Board of our Company dated March 17, 2026. For further details of acquisition of Equity Shares by our Promoters, please see "***Capital Structure – Build-up of the Promoter's shareholding in our Company***", on page 164.

Experience of our Promoter in the business of our Company

Except for our Promoter Monika Sangla, our Individual Promoters, Saurabh Sangla and Mukesh Sangla have adequate experience in the industry in which our Company conducts its business. For further details please see "***Our Management – Brief profiles of our Directors***" on page 366.

Interests of our Promoters

(a) Interest in the promotion of our Company

Our Promoters are interested in our Company to the extent (a) that they are the promoters of our Company; (b) of their respective shareholding in our Company, the shareholding of their relatives and entities in which our Promoters are interested and which hold the Equity Shares, and the dividends payable upon such shareholding, if any; (c) any other distributions in respect of the Equity Shares held by them, their relatives or such entities, if any; (d) of being Directors and Key Managerial Personnel of our Company and the sitting fees / remuneration, benefits and reimbursement of expenses, payable to them as per the terms of their appointment as such, by our Company; and; (e) that our Company has undertaken transactions with them, or their relatives or entities in which our Promoters hold shares or have an interest. For details of the Promoters' shareholding in our Company, see section titled as "***Capital***

Structure – History of the share capital held by our Promoters and the members of our Promoter Group in our Company – Build-up of our Promoters' shareholding in our Company" on pages 132 and 164. For details of the interest of our Promoters as Directors of our Company, see "***Our Management – Interest of Directors***" and "***Restated Consolidated Financial Information – Note 43 – Related Party Disclosures***" on pages 369 and 427, respectively.

(b) Interest in the property (including acquisition of land, construction of building and supply of machinery) of our Company

Our Promoters have no interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Red Herring Prospectus or proposed to be acquired by it as on the date of filing of this Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Further, our Promoters do not have any direct or indirect interest in any property that our Company has taken on lease.

(c) Interest in our Company arising out of being a member of a firm or company

Our Promoters are not interested as a member of a firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any of our Promoters or by such firm or company in connection with the promotion or formation of our Company.

(d) Interest in our Company other than as Promoter

Our Promoters are interested in our Company to the extent of their directorship (and consequently remuneration payable to them and reimbursement of expenses) in our Company and the dividends payable, if any, and any other distribution in respect of their respective shareholding in our Company or the shareholding of their relatives in our Company. Further, certain of our Promoters or their relatives are also shareholders or directors on the board of our Subsidiary and entities who are forming part of our Promoter Group, and may be deemed to be interested to the extent of the payments made by our Company to such Subsidiary and entities who are forming part of our Promoter Group, and the shareholding of such Subsidiary and entities who are forming part of our Promoter Group, if any and dividends declared thereon. For further details, please see sections titled "***Our Management***", "***Capital Structure***" and "***Restated Consolidated Financial Information***" on pages 364, 132 and 395, respectively, our Promoters do not have any other interest in our Company.

Material Guarantees given by our Promoters to third parties with respect to the Equity Shares

Our Promoters have not given any material guarantees to any third party, in respect of the Equity Shares, as on the date of this Red Herring Prospectus.

Payment of amounts or benefits to the Promoters or Promoter Group during the last two years

Except in the ordinary course of business and as stated in the section titled "***Financial Information***" on page 395, there has been no payment of amounts or benefits to our Promoters or Promoter Group during the two years preceding the date of this Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or members of our Promoter Group.

Companies and firms with which our Promoters has disassociated in the last three years

As on the date of this Red Herring Prospectus, our Promoters has not disassociated from any companies or firms in the last three years.

Confirmations

Our Promoters have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI or any other government authority. Further, there are no violations of securities laws committed by our Promoter and members of the Promoter Group in the past, and no proceedings for violation of securities laws are pending against them.

Our Promoters and members of our Promoter Group have not been debarred from accessing the capital market for any reasons by SEBI or any other regulatory or governmental authorities.

Our Promoters are not promoter or director of any other Company which is debarred from accessing capital markets.

Our Promoters are not interested in any other entity which holds any intellectual property rights that are used by our Company.

Our Promoters have not been declared as fugitive economic offender under section 12 of the Fugitive Economic Offender Act, 2018.

Except as disclosed in "***Risk Factors – The equity shares of our Group Company, Signet Industries Limited, were subject to trading restrictions and regulatory proceedings in the past. Any adverse perception or regulatory action in relation to such matters may affect our reputation and business***" on page 72. None of the companies our Promoters are associated with or companies promoted by any of them, have been delisted or suspended in the past.

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested as a member, in cash or shares or otherwise by any person either to induce them to become or qualify them as a director or Promoters or otherwise for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Our Promoters have given personal guarantees respectively, towards financial facilities availed from the Bankers of our Company, therefore, they are interested to the extent of the said guarantees. Further, they have also extended unsecured loans and are therefore also interested to the extent of the said loans. For further information, see "***Financial Indebtedness***" on page 450 and "***Restated Consolidated Financial Information***" on page 395.

Details of companies / firms from which our Promoters have disassociated

None of our Promoters have disassociated themselves from any other company or firms in the 3 (three) years preceding the date of this Red Herring Prospectus.

Other Confirmations

Conflict of interest between the suppliers of raw materials and third-party service providers

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the Company) and the Company, its Promoters and its Promoter Group.

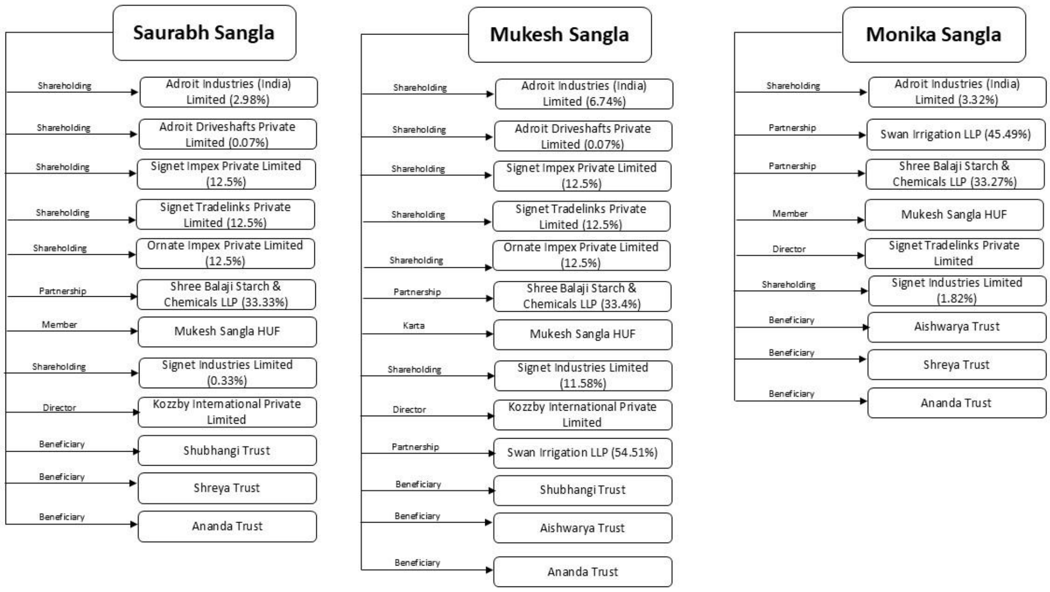
Conflict of interest between the lessor of the immovable properties of the Company

There is no conflict of interest between the lessor of immovable properties and the Company, its Promoters, and its Promoter Group.

Summary of shareholding/control of our controlled entities in relation to our Promoter:

As on the date of this Red Herring Prospectus, the individual Promoters and non-individual Promoters and Promoter Group collectively hold 96.10% of the pre-Issue paid-up Equity Share capital of our Company. The individual Promoters of our Company i.e. Saurabh Sangla, Mukesh Sangla and Monika Sangla has effective control over the affairs of the Company

The following table provides the summary of shareholding/control of our controlled entities in relation to our Promoters.



This table should be read together with the sections titled "***Capital Structure", "Our Group Companies" and "Restated Consolidated Financial Information – Related Party Disclosures***" on pages 132, 391 and 427.

Promoter Group

Persons constituting the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations except the Promoters are set out below:

Natural persons forming part of our Promoter Group (other than our Promoters):

Sr. No.	Name of the Individuals	Relationship
A.	***Saurabh Sangla***	
1.	Mukesh Sangla	Father
2.	Monika Sangla	Mother
3.	Vanshika Sangla	Daughter
4.	Advika Sangla	Daughter
5.	Mahika Sangla	Daughter
6.	Avantika Sangla	Spouse
7.	Sushil Mahabirprasad Gupta	Spouse's Father
8.	Anjana Gupta	Spouse's Mother
9.	Anika Gupta Goenka	Spouse's Sister
10.	Anish Sushil Gupta	Spouse's Brother
B.	***Mukesh Sangla***	
1.	Monika Sangla	Spouse
2.	Saurabh Sangla	Son
3.	Rajendra Kumar Agrawal	Brother
4.	Yashwant Sangla(1)(2)	Brother
5.	Vijaya Goel	Sister
6.	Amritlal Gupta	Spouse's Brother
7.	Mahesh Chandra Gupta	Spouse's Brother
8.	Nagesh Chandra Gupta	Spouse's Brother

Sr. No.	Name of the Individuals	Relationship
C.	***Monika Sangla***	
1.	Mukesh Sangla	Spouse
2.	Saurabh Sangla	Son
3.	Rajendra Kumar Agrawal	Spouse's Brother
4.	Yashwant Sangla(1)(2)	Spouse's Brother
5.	Vijaya Goel	Spouse's Sister
6.	Amritlal Gupta	Brother
7.	Mahesh Chandra Gupta	Brother
8.	Nagesh Chandra Gupta	Brother

(1) Pursuant to Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, an "immediate relative" of a promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or the spouse) is required to form part of the 'Promoter Group'. Accordingly, Our Company had requested Yashwant Sangla (brother of our Promoter Mukesh Sangla and deemed to be a part of the Promoter Group under the SEBI ICDR Regulations) to provide the requisite confirmations and undertakings in respect of himself and any entities, bodies corporate, firms or HUFs in which he may be directly or indirectly interested (collectively, the "Yashwant Sangla Group"), which may qualify as part of the Promoter Group of our Company. However, despite follow-ups, our Company did not receive the required confirmations and undertakings. Accordingly, our Company filed an application dated December 17, 2025, with SEBI (the "Exemption Application") seeking relaxation under Regulation 300(1)(c) of the SEBI ICDR Regulations from strict compliance with the provisions relating to identification and disclosure of the Yashwant Sangla Group as part of the "Promoter Group". Pursuant to its letter dated March 4, 2026 (the "Exemption Response"), SEBI declined to grant the exemptions sought and directed our Company, inter alia, to classify and disclose the Yashwant Sangla Group as part of the Promoter Group and to include applicable disclosures in this Red Herring Prospectus and the Prospectus, based on information available in the public domain.

*As of the date of this Red Herring Prospectus, our Company any has not been able to independently identify all bodies corporate in which twenty percent or more of the equity share capital may be held by the Yashwant Sangla Group. Consequently, our Company may not have identified certain entities that could be considered part of the Promoter Group and may not have been able to include certain factual confirmations required under the SEBI ICDR Regulations. Accordingly, disclosures and confirmations pertaining to the Yashwant Sangla Group have been included in this Red Herring Prospectus only to the extent of information publicly available to our Company, including information accessed from the websites of (i) Watchout Investors (accessible at www.watchoutinvestors.com); (ii) CIBIL (accessible at www.suit.cibil.com), (iii) BSE Limited (list of debarred entities accessible at www.bseindia.com/investors/debent.aspx); and (iv) National Stock Exchange of India Limited (accessible a www.nseindia.com/regulations/member-sebi-debarred-entities), on a 'name search' basis. Accordingly, details in relation to Yashwant Sangla Group, which may qualify as a member of our Promoter Group have not been disclosed in this Red Herring Prospectus. For further details see "**Our Promoters and Promoter Group – Promoter Group**" and "**Risk Factors – Yashwant Sangla, immediate relative of our Promoters and deemed to be a part of the Promoter Group under SEBI ICDR Regulations have not provided consent, information or any confirmations or undertakings pertaining to themselves which are required to be disclosed in relation to the Promoter Group in this Red Herring Prospectus.**" on page 381 and 78, respectively.*

Sr. No.	*Name of the Entity*	*Current Status (active, inactive under liquidation)*
Yashwant Sangla		
1	*Linkson Coal And Minerals Private Limited*	*Active*
2	*Linkson Projects & Infrastructure Private Limited*	*Active*
3	*Linkson International Club & Resorts Private Limited*	*Active*
4	*Lyra Housing And Finance Private Limited*	*Active*
5	*Linkson International Limited*	*Under Liquidation*
6	*Linkson Ispat & Energies Private Limited*	*Dissolved (Liquidated)*
7	*Linkson Marble And Granite Private Limited*	*Struck Off*
8	*Blue Arrow Impex (India)Private Limited*	*Struck Off*
9	*Jagatdhan Tradecomm Private Limited*	*Struck Off*
10	*Rashidhan Vintrade Private Limited*	*Struck Off*
11	*Ritudhan Vincom Private Limited*	*Struck Off*
12	*Subhrashi Trexim Private Limited*	*Struck Off*
13	*Vishawdham Vincom Private Limited*	*Struck Off*
14	*Trimurty Commercial Private Limited*	*Struck Off*

Entities forming part of our Promoter Group (other than our Promoters):

Sr. No.	Name of the Entities	Nature
1.	Signet Industries Limited	Company
2.	Signet Impex Private Limited	Company

Sr. No.	Name of the Entities	Nature
3.	Ornate Impex Private Limited	Company
4.	Kozzby International Private Limited	Company
5.	Signet Tradelinks Private Limited	Company
6.	Prathmesh Vinimay Private Limited	Company
7.	Lucky Commotrade Private Limited	Company
8.	Mangla Realtors Private Limited	Company
9.	Mangla Homes Private Limited	Company
10.	Mangla Shelters Private Limited	Company
11.	Marve Beach Realtors Private Limited	Company
12.	Garden View Realtors Private Limited	Company
13.	Mangla International Private Limited	Company
14.	Subh Mangal Finvest Private Limited	Company
15.	Dahila Estate Developers Private Limited	Company
16.	Shri Balaji Starch & Chemicals LLP	LLP
17.	Ananda Trust	Trust
18.	Aishwarya Trust	Trust
19.	Sangla Charitable Trust	Trust
20.	Saurabh Sangla HUF	HUF
21.	Mukesh Sangla HUF	HUF
23.	Mahabirprasad Gupta HUF	HUF
24.	Sushil Kumar Gupta HUF	HUF
25.	MBK Enterprises	Partnership Firm
26.	Gaurisons	Partnership Firm
27.	Signet Energy	Partnership Firm

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term "***Group Company(ies)***", includes

(i) such companies (other than promoter(s) and subsidiary(ies), if any) with which there were related party transactions during the period for which Restated Consolidated Financial Information is disclosed, in accordance with Ind AS 24, as disclosed in the Restated Consolidated Financial Statement ("**Relevant Period**"), including any additions or deletions in such companies, after the Relevant Period and until the date of the respective offer documents; and

(ii) any other companies considered material by the Board of Directors of the relevant issuer company.

In relation to point (ii) above, our Board, through its resolution dated March 17, 2026, has also considered such companies (other than the companies covered under the schedule of related party transactions as per the Restated Consolidated Financial Information, identified under point (i) above) as material for classification as "group companies", which are members of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and have entered into one or more related party transactions during the last completed financial year and stub period, which individually or in the aggregate, exceed 10% of the restated revenue from operations of our Company, for the last completed financial year, as per the Restated Consolidated Financial Information.

Set forth below, based on the aforementioned criteria, are the details of our Group Company as on the date of this Red Herring Prospectus.

1. Signet Industries Limited
2. Kozzby International Private Limited

Signet Industries Limited

Corporate Information

Signet Industries Limited was incorporated on January 29, 1985 under the Companies Act, 1956. The registered office of Signet Industries Limited is located at Gala no. 02 & 03, Building No. A-2, Gr. Floor, Print World Industrial Complex, Survey no. 15/1, Road, Mankoli Vehele, Village Vehele, Bhiwandi, Shastrinagar (Thane), Thane- 421 302, Bhiwandi, Maharashtra, India. The corporate identity number of Signet Industries Limited is L51900MH1985PLC035202

Financial Information

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revaluation reserves); (ii) sales; (iii) profit/loss after tax; (iv) earnings per share; (v) diluted earnings per shares; and (vi) net asset value in relation to Signet Industries Limited for Fiscal 2026, 2025 and 2024 extracted from its audited financial statements (as applicable) is available at the website of our Company at www.adroitindustries.com/group-companies.

It is clarified that such details available in relation to Signet Industries Limited on the website of our Company do not constitute a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information would be doing so at their own risk. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations.

Kozzby International Private Limited

Corporate Information

Kozzby International Private Limited was incorporated on July 09, 2019, under the Companies Act, 2013. The registered office of Kozzby International Private Limited is located at Gala no. 02, Building No. A-2, Gr. Floor, Print World Industrial Complex, Survey no. 15/1, Road, Mankoli Vehele, Village Vehele, Bhiwandi, Shastrinagar (Thane), Thane- 421 302, Maharashtra, India. The corporate identity number of Kozzby International Private Limited is U29100MH2019PTC327785

Financial Information

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revaluation reserves); (ii) sales; (iii) profit/loss after tax; (iv) earnings per share; (v) diluted earnings per shares; and (vi) net asset value in relation to Kozzby International Private Limited for Fiscal 2026, 2025, and 2024, extracted from its audited financial statements (as applicable) is available at the website of our Company at www.adroitindustries.com/group-companies.

It is clarified that such details available in relation to Kozzby International Private Limited on the website of our Company do not constitute a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information would be doing so at their own risk. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations

Nature and extent of interests of our Group Companies

In the promotion of our Company

Our Group Company does not have an interest in the promotion or formation of our Company.

In the properties acquired by our Company in the past three years before filing this Red Herring Prospectus or proposed to be acquired by our Company

Our Group Company does not have any interest in any property acquired by our Company in the 3 years preceding the date of filing this Red Herring Prospectus or proposed to be acquired by it as on date of this Red Herring Prospectus.

In transactions for acquisition of land, construction of building and supply of machinery

Our Group Company does not have an interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery.

Business interests in our Company

Except as disclosed "***Restated Consolidated Financial Information – Note 43 – Related Party Disclosures***" on page 385, our Group Companies do not have any business interest in our Company.

Related Business Transactions within our Group Companies and significance on the financial performance of our Company

Except as disclosed "***Restated Consolidated Financial Information – Note 43 – Related Party Disclosures***" on page 385, there are no other related business transactions with our Group Company which are significant to the financial performance of our Company.

Common pursuits of our Group Company and our company

Our Group Company, namely Kozzby International Private Limited is engaged to a limited extent, in a similar line of business as ours, and to this limited extent, there are some common pursuits between our Company and Kozzby International Private Limited. Our Company and Kozzby International Private Limited will adopt the necessary procedures and practices as permitted by law to address any situations of conflict as and when they arise. Further, in order to mitigate the risk of any present or future conflict of interest, our Company has entered into a non-compete agreement dated March 23, 2026 with our Kozzby International Private Limited. The agreement restricts Kozzby International Private Limited from engaging in any business activity that competes with the operations of our Company or from soliciting our clients, without the prior written consent of our Company

Litigation

Except as disclosed in "***Outstanding Litigation and Material Developments***" on page 485 as on the date of this Red Herring Prospectus, our Group Company is not party to any pending litigation which will have a material impact on our Company.

Utilisation of Offer Proceeds

There are no material existing or anticipated transactions with our Group Company in relation to utilisation of the Offer Proceeds.

Other Confirmations:

a) Other than Signet Industries Limited, none of the securities of our Group Companies are listed on any stock exchange and none of our Group Companies have made any public or rights issue of securities in the preceding three years.

b) Further, none of our Group Companies has made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Red Herring Prospectus.

c) There is no conflict of interest between the suppliers of raw materials and third - party service providers (which are crucial for operations of the Company) and any of the Group Companies and its directors.

d) Except as disclosed above in this section, there is no conflict of interest between our Group Company and their directors and the lessor of immovable properties of our Company (crucial for operations of our Company).

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by the Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable laws including the Companies Act, 2013 together with the applicable rules notified thereunder and the SEBI Listing Regulations, as amended. Further the Board shall also have the absolute power to declare interim dividend in compliance with the Companies Act and the SEBI Listing Regulations. The dividend distribution policy of our Company was approved and adopted by our Board on March 10, 2026 (the "***Dividend Distribution Policy***").

We may retain all our earnings, if any, for purposes to be decided by our Company, subject to compliance with the provisions of the Companies Act. The quantum of dividend, if any, will depend on a number of factors, including but not limited to financial commitments with respect to outstanding borrowings and interest thereon, financial requirement for business expansion and/or diversification, acquisition, etc., of new businesses, present and future capital expenditure plans of our Company including organic/ inorganic growth opportunities, our Company's liquidity position including its present and expected obligations, cost of borrowings, profits of the Company, past dividend trend of the Company and the industry, other corporate action options including, bonus issue, buy back of shares, and any other relevant or material factor as may be deemed fit by the Board. The external factors on the basis of which our Company may declare the dividend shall, *inter alia*, include the state of economy and capital markets requiring our Company to maintain liquidity, evaluation of whether there are any exceptional circumstances in the global market, regulatory changes including introduction of new or changes in existing tax or regulatory requirements (including dividenddistribution tax) having significant impact on our Company's operations or finances. Additionally, the utilization of retained earnings shall be considered in a manner beneficial to the interest of the Company and its shareholders, based on factors such as strategic and long-term plans of the Company, future equity acquisitions, diversification opportunities, or any other criteria that may be considered relevant by the Board in this regard. In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing documents, our Company is currently a party to or may enter into from time to time.

There is no guarantee that any dividends will be declared or paid in the future. For details in relation to risks involved in this regard, see "***Risk Factors – Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.***" on page 103.

Our Company has not declared and paid any dividend during the period from April 01, 2026, until the date of this Red Herring Prospectus and for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024.

SECTION V – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

(The remainder of this page has been left intentionally blank)

Independent Auditors' Examination Report on the Restated Consolidated Statement of Assets and Liabilities as at 31st March, 2026, 31stMarch, 2025 and 31stMarch, 2024, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Restated Consolidated Statement of Changes in Equity and Restated Consolidated Statement of Cash Flows for the year ended 31st March, 2026, 31st March, 2025 and 31st March, 2024 and the summary of material accounting policies and explanatory notes (collectively, "the Restated Consolidated Financial Information").

To,
The Board of Directors
Adroit Industries (India) Limited
Gala No.02, Building No. A-2, Gr. Floor,
Print World Industrial Complex, Survey No. 15/1 Road,
Mankoli Vehele, Village Vehele,
Thane, Shastrinagar (Thane),
Bhiwandi – 421 302, Maharashtra, India.

Dear Sirs,

1. We Ashok Khasgiwala & Co. LLP, Chartered Accountants ('we 'or 'us') have examined the attached Restated Consolidated Financial Information of **Adroit Industries (India) Limited** (the "Company" or the "Issuer"),as approved by the Board of Directors of the Company at their meeting held on 24.08.2026 for the purpose of inclusion in the Red Herring Prospectus ("RHP") and Prospectus (collectively, the "Offer Documents") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the CompaniesAct,2013 the ("Act")as amended from time to time;

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations");

   c) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note");

Management's Responsibility for the Restated Consolidated Financial Statements

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information which has been approved by the Board for the purpose of inclusion in the Offer documents to be filed with Securities and Exchange Board of India (the **"SEBI**"), Bombay Stock Exchange (BSE) Limited, National Stock Exchange of India ("NSE") and Registrar of Companies, Maharashtra, situated at Mumbai ("ROC") in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the Basis of preparation stated in Note B of the Restated Consolidated 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 Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

Auditor's Responsibilities

3. We have examined the Restated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 13th October 2025, requesting us to carry out the assignment, in connection with the proposed IPO of equity shares 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 Consolidated Financial Information; and

d) The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations, the Guidance Note, in connection with the proposed IPO of equity shares of the Company.

The Company acknowledges that our examination of the Restated Consolidated Financial Information will be conducted in accordance with applicable professional standards and will involve the exercise of professional judgment, including the use of selective testing and reliance on information, explanations and representations provided by the Company.

Due to the inherent limitations of any system of internal control and the nature of assurance engagements, there is an unavoidable risk that material misstatements, errors, fraud or non-compliance with applicable laws and regulations may not be detected, even though the engagement is properly planned and performed.

Further, the preparation of the Restated Consolidated Financial Information involves the use of judgments, estimates and assumptions and may be affected by future events or changes in circumstances. Accordingly, we do not provide any assurance regarding future financial performance or outcomes, nor do we assume any obligation to update our procedures or conclusions for events occurring after the date of our report, unless required by applicable law or professional standards.

Restated Consolidated Financial Information

4. The Restated Consolidated Financial Information have been compiled by the management of the Company from:

The audited consolidated financial statements of the company as at and for the year ended **31st March, 2026 and** audited special purpose Ind AS consolidated financial statements of the company as at and for the year ended**, 31st March, 2025 and 31st March, 2024** each prepared in accordance with the Ind AS prescribed under section133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 31.07.2026 and 10.03.2026 respectively. The Special Purpose Ind AS Consolidated Financial Statements for year ended **31st March, 2025** and **31st March, 2024 (herein after referred as audited special purpose consolidated financial statements)** has been prepared by making adjustments required under Ind AS to the audited IGAAP financial statements of the Company as at and for each of the years ended **31st March, 2025 and 31st March, 2024** (the "Statutory Indian GAAP Financial Statements") prepared in accordance with the Accounting Standards as prescribed under Section133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which were approved by the Board of directors at their meeting held on 07th July, 2025 and 02nd September, 2024, respectively and audited by predecessor auditor.

5. For the purpose of our examination, we have relied on:

Auditors' reports issued by us dated 31.07.2026 and 10.03.2026 on the audited and audited Special Purpose Ind AS Consolidated Financial Statements of the Company as at **31st March, 2026, 31st March, 2025 and 31st March, 2024** as referred in paragraph 4 above.

The comparative financial information of the Company as per IGAAP are based on the financial statements audited by the predecessor auditor whose report for the year ended **31st March, 2025 and 31st March, 2024** dated 07th July, 2025 and 02nd September, 2024, respectively expressed an unmodified opinion on those financial statements.

Our opinion on the financial statements above is not modified in respect of these matters.

Opinion

6. Based on our examination and according to the information and explanations given to us as at 31st March, 2026, 31st March, 2025 and 31st March, 2024, we report that the Restated Consolidated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the fiscals ended 31st March, 2025 and 31st March, 2024 to reflect the same accounting treatments as per the accounting policies and grouping/classifications followed as at 31st March, 2026.

   b) audit report issued by us referred to in Paragraph 5 does not contain any qualifications requiring adjustments, and,

   c) have been prepared in accordance with the Act, SEBI ICDR Regulations and the Guidance Note, as applicable.

7. The differences in the Equity and Profit/ (Loss) as per the Special Purpose Ind AS Consolidated Financial Statements and the Restated Consolidated Financial Information, a reconciliation is furnished as **Note No. –** 54 to the Restated Consolidated Financial Statements

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8. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Special Purpose Ind AS Consolidated Financial Statements mentioned in paragraph 4 above except that:

   Subsequent to the reporting date, the Company incorporated a wholly owned subsidiary in the United States of America in the name and style of "Adroit Driveshafts USA LLC" on 03 April 2026. The subsidiary is held 100% by Adroit Industries India Limited.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the Special Purpose Ind AS Consolidated Financial Statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC)1,Quality Control for Firms that perform Audits and Reviews of Historic Financial Information, and Other Assurance and Related Services Engagements, Issued by ICAI. We hereby confirm that while providing this certificate we have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India.

12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with ROC, SEBI and Stock Exchanges in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Ashok Khasgiwala & Co LLP
Chartered Accountants
ICAI FRN: 000743C/C400037

Ca Avinash Baxi
Partner
Membership No.: 079722
UDIN: 26079722SWBCPE6573
Place: Indore
Date: 24.08.2026

ADROIT INDUSTRIES (INDIA) LIMITED
CIN-U74999MH1995PLC084474
RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(All amounts in Rs millions unless otherwise stated)

	Particulars	Notes	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
I.	**ASSETS**				
(1)	**Non-current assets**				
	(a) Property, Plant and Equipment	1	503.34	548.43	586.67
	(b) Intangible Assets	2	2.32	0.42	0.62
	(c) Right of use assets	3	41.22	41.85	42.48
	(d) Financial Assets				
	(i) Investments	4	214.93	215.72	245.80
	(ii) Loans	5	100.63	9.84	21.51
	(iii) Other Financial Assets	6	13.59	13.11	8.89
	(e) Other Non Current Assets	7	51.55		-
	Total Non-current assets		**927.58**	**829.37**	**905.97**
(2)	**Current assets**				
	(a) Inventories	8	552.29	479.89	527.30
	(b) Financial Assets				
	(i) Trade receivables	9	452.83	398.66	320.60
	(ii) Cash and cash equivalents	10	15.05	11.75	11.71
	(iv) Others	11	0.07	0.96	3.38
	(c) Other Current Assets	12	179.62	149.45	224.89
	Total Current assets		**1,199.86**	**1,040.72**	**1,087.88**
	Total Assets		**2,127.44**	**1,870.09**	**1,993.85**
II.	**EQUITY AND LIABILITIES**				
	EQUITY				
	(a) Equity share capital	13	349.11	174.56	174.56
	(b) Other Equity	14	937.16	860.72	703.66
	Equity attributable to owners of the Company		**1,286.27**	**1,035.28**	**878.22**
	(c) Non Controlling Interest	15	(0.12)	(0.41)	(0.60)
	Total Equity		**1,286.15**	**1,034.87**	**877.62**
	LIABILITIES				
(1)	**Non-Current Liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	16	18.83	83.15	162.88
	(ii) Lease Liabilities	17	2.51	2.51	2.51
	(b) Provisions	18	21.15	10.01	9.36
	(c) Deferred tax liabilities (Net)	19	15.77	19.20	18.00
	Total Non-Current Liabilities		**58.26**	**114.87**	**192.75**
(2)	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings	20	505.17	564.62	655.66
	(ii) Lease Liabilities	21	0.00	0.00	0.00
	(iii) Trade payables	22			
	(a) Total outstanding due of Micro and Small Enterprises		12.00	1.98	-
	(b) Total outstanding due other than (a) above		198.63	106.79	162.40
	(iv) Other financial liabilities	23	26.58	21.95	26.49
	(b) Other current liabilities	24	12.25	10.97	56.29
	(c) Provisions	25	5.47	1.48	1.06
	(d) Current Tax liabilities (net)	26	22.94	12.56	21.58
	Total Current liabilities		**783.04**	**720.35**	**923.48**
	Total Equity and Liabilities		**2,127.44**	**1,870.09**	**1,993.85**

The accompanying notes to accounts forming an integral part to the financial statements **1 to 59**
General information and Material accounting policies **A-C**

AS PER OUR REPORT OF EVEN DATE
FOR ASHOK KHASGIWALA & CO. LLP
CHARTERED ACCOUNTANTS
(Firm Reg. No.: 00743C/0C400037)

FOR AND ON BEHALF OF BOARD OF DIRECTOR OF ADROIT INDUSTRIES (INDIA) LIMITED

CA Avinash Baxi
(Partner)
M.NO. 079722

Saurabh Sangla
Managing Director
DIN - 00206069

Mukesh Sangla
Director
DIN - 00189676

B.R. Patidar
Chief Financial Officer

CS Garima Shukla
Company Secretary

Place: Indore
Date: 24.08.2026

ADROIT INDUSTRIES (INDIA) LIMITED
CIN-U74999MH1995PLC084474
RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(All amounts in Rs millions unless otherwise stated)

	Particulars	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	INCOME				
I	Revenue from Operations	27	1,399.43	1,338.94	1,245.28
II	Other Income	28	30.96	27.16	5.72
			1,430.39	**1,366.10**	**1,251.00**
III	**EXPENSES**				
	Cost of material consumed	29	205.03	227.08	367.13
	Purchases of Stock-in-Trade	30	130.95	125.78	49.06
	Changes in inventories of finished goods, work-in-progress and stock in trade	31	33.07	57.06	(160.16)
	Employee Benefits Expense	32	282.68	235.06	267.70
	Finance Costs	33	46.55	64.55	82.06
	Depreciation and Amortisation Expenses	34	42.48	44.56	40.91
	Other Expenses	35	360.62	383.77	424.70
	Total Expenses		**1,101.36**	**1,137.86**	**1,071.40**
IV	**Profit/(loss) before exceptional items and tax (III-IV)**		**329.03**	**228.24**	**179.60**
V	Exceptional Items		-	-	-
VI	**Profit/(loss) before tax (V-VI)**		**329.03**	**228.24**	**179.60**
VII	**Tax expense**				
	Current Tax		64.80	38.85	30.83
	Deferred Tax		(2.54)	4.50	3.50
	Income Tax related to earlier		5.19	3.45	-
VIII	**Profit/(loss) after tax for the year (VII-VIII)**		**261.58**	**181.44**	**145.27**
IX	**(A) Other Comprehensive Income/(loss)**				
	(i) Items that will not be reclassified to statement of profit or loss				
	Remeasurement of defined benefit obligation		(3.25)	0.89	6.26
	Tax thereon		0.80	(0.20)	(1.16)
	Gain/(Loss) on change in fair value of equity instrument other than subsidiaries		(0.79)	(30.07)	84.97
	Tax thereon		0.09	3.50	(9.90)
	(ii) Items that will be reclassified to statement of profit or loss				
	Foreign Currency Translation difference of foreign operation.		(7.15)	1.69	(0.54)
	Total other comprehensive income		**(10.30)**	**(24.19)**	**79.63**
X	**Total comprehensive income for the year (VIII+IX)**		**251.28**	**157.25**	**224.90**
XI	**Profit/(Loss) for the year attributable to**				
	Owners of the Company		261.29	181.26	145.10
	Non-controlling interests		0.29	0.19	0.16
	Total		**261.58**	**181.44**	**145.27**
	Other Comprehensive Income attributable to				
	Owners of the Company		(10.30)	(24.19)	79.63
	Non-controlling interests		(0.00)	0.00	0.01
	Total		**(10.30)**	**(24.19)**	**79.63**
	Total Comprehensive Income attributable to				
	Owners of the Company		250.99	157.06	224.73
	Non-controlling interests		0.29	0.19	0.17
	Total		**251.28**	**157.25**	**224.90**
XII	**Earnings per equity share of face value of `10 each**				
	Basic and Diluted earnings per share	39			
	a. Basic (in `)		7.48	5.19	4.16
	b. Diluted (in `)		7.48	5.19	4.16

The accompanying notes to accounts forming an integral part to the **1 to 59**
General information and Material accounting policies **A-C**

AS PER OUR REPORT OF EVEN DATE
FOR ASHOK KHASGIWALA & CO. LLP
CHARTERED ACCOUNTANTS
(Firm Reg. No.: 00743C/0C400037)

FOR AND ON BEHALF OF BOARD OF DIRECTOR OF ADROIT INDUSTRIES(INDIA) LIMITED

CA Avinash Baxi
(Partner)
M.NO. 079722

Saurabh Sangla
Managing Director
DIN - 00206069

Mukesh Sangla
Director
DIN - 00189676

B.R. Patidar
Chief Financial Officer

CS Garima Shukla
Company Secretary

Place: Indore
Date: 24.08.2026

ADROIT INDUSTRIES (INDIA) LIMITED
CIN-U74999MH1995PLC084474
RESTATED CONSOLIDATED CASH FLOW STATEMENT

(All amounts in Rs millions unless otherwise stated)

Particulars	For the Year 2025-26	For the Year 2024-25	For the Year 2023-24
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit Before Tax and Exceptional Items	329.03	228.24	179.60
ADJUSTMENT FOR :			
Depreciation	42.48	44.56	40.91
Finance costs	46.06	64.15	81.37
Interest Income	(11.85)	(6.08)	(2.21)
Dividend Received	(2.00)	(2.00)	(2.00)
(Gain)/Loss on sales of Property Plant and Equipment	0.71	-	-
Depreciation Reversal on Subsidy	(6.98)	(17.86)	-
Foreign Currency Translation Reserve	(7.15)	1.69	(0.54)
Provision for Doubtful Debt	(0.28)	0.16	(0.51)
Unrealised (gain) / Loss on foreign currency transaction and translation	3.33	(2.40)	(3.11)
Reversal of Leave Encashment Provision	(0.51)	-	(0.12)
Operating Profit Before Working Capital Change	**392.84**	**310.46**	**293.39**
ADJUSTMENT FOR :			
Inventories	(72.40)	47.41	(160.84)
Trade & Other Receivables	(86.97)	(2.19)	73.18
Trade & Other Payables	120.20	(101.27)	13.41
Cash Flow From Operations	**353.67**	**254.41**	**219.14**
Direct Tax Paid (net of refund)	(59.61)	(51.31)	(19.78)
Net Cash flow from / (used in) Operating Activities	**294.06**	**203.10**	**199.36**
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property Plant and Equipments	(76.89)	(89.58)	(2.86)
Subsidy on PPE	32.35	101.94	-
Sale of Property Plant and Equipments	0.61	-	-
Dividend Received	2.00	2.00	2.00
Interest Received	11.84	6.08	2.21
Bank balances not considered as cash and cash equivalent	-	-	7.58
Intercorporate Loan (Given) / recovered	(90.80)	11.68	(13.50)
Net Cash flow from / (used in) Investing Activities	**(120.89)**	**32.12**	**(4.57)**
CASH FLOW FINANCIAL ACTIVITIES			
Repayment of Borrowings	(123.96)	(170.95)	(330.68)
Proceeds from Borrowings	-	-	215.39
Repayment of Lease Liability	(0.00)	(0.00)	(0.00)
Finance costs	(45.91)	(64.22)	(81.29)
Net Cash Flow From /(used in)Financing Activities	**(169.87)**	**(235.17)**	**(196.58)**
Net Increase/(Decrease) in Cash & Cash Equivalent	**3.30**	**0.04**	**(1.79)**
Cash & Cash Equivalent at Beginning of the Year	11.75	11.71	13.50
	-	-	-
Cash & Cash Equivalent at End of the Year	15.05	11.75	11.71
Increase/(Decrease) in Cash & Cash Equivalent	**3.30**	**0.04**	**(1.79)**
Cash & Cash Equivalent comprises of			
i. Balances with Banks	12.73	9.76	8.18
ii. Cash in hand	2.32	1.99	3.53

AS PER OUR REPORT OF EVEN DATE
FOR ASHOK KHASGIWALA & CO. LLP
CHARTERED ACCOUNTANTS
(Firm Reg. No.: 00743C/0C400037)

FOR AND ON BEHALF OF BOARD OF DIRECTOR OF ADROIT INDUSTRIES(INDIA) LIMITED

CA Avinash Baxi
(Partner)
M.NO. 079722

Saurabh Sangla
Managing Director
DIN - 00206069

Mukesh Sangla
Director
DIN - 00189676

B.R. Patidar
Chief Financial Officer

CS Garima Shukla
Company Secretary

Place: Indore
Date: 24.08.2026

ADROIT INDUSTRIES (INDIA) LIMITED
Restated Consolidated Statement of Changes in Equity (SOCIE)
(All amounts in Rs millions unless otherwise stated)

a. Equity share capital

Particulars	March 31, 2026		March 31, 2025		March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	1,74,55,670	174.56	1,74,55,670	174.56	1,74,55,670	174.56
Changes in Equity share capital during the year			-	-	-	-
Add: Bonus Shares Issued	1,74,55,670	174.56				
Balance at the end of the reporting period	**3,49,11,340**	**349.11**	**1,74,55,670**	**174.56**	**1,74,55,670**	**174.56**

b. Other Equity

Particulars	March 31, 2026							
	Reserves and Surplus				Items of OCI			Total
	Securities Premium	Capital Redemption Reserve	General Reserves	Retained Earnings	Foreign currency translation reserve	Equity Instruments through Other Comprehensive Income	Other Items of Other comprehensive Income (Specific nature)	
Balance at the beginning of the reporting period	24.03	19.11	10.04	915.97	1.15	(117.43)	7.86	860.72
Profit/(Loss) for the year				261.29				261.29
Add: Transfer during the year					(7.15)			(7.15)
Addition/(deletion) during the year in Equity Instrument						(0.70)		(0.70)
Addition/(deletion) during the year in Other OCI items							(2.45)	(2.45)
Less: Bonus Shares Issued	(24.03)			(150.53)				(174.56)
Total comprehensive income for the year	**(24.03)**	**-**	**-**	**110.76**	**(7.15)**	**(0.70)**	**(2.45)**	**76.43**
Balance at the end of the reporting period	**-**	**19.11**	**10.04**	**1,026.73**	**(6.00)**	**(118.13)**	**5.42**	**937.16**

Particulars	'March 31, 2025							
	Reserves and Surplus				Items of OCI			Total
	Securities Premium	Capital Redemption Reserve	General Reserves	Retained Earnings	Foreign currency translation reserve	Equity Instruments through Other Comprehensive Income	Other Items of Other comprehensive Income (Specific nature)	
Balance at the beginning of the reporting period	24.03	19.11	10.04	734.71	(0.55)	(90.86)	7.18	703.66
Profit/(Loss) for the year				181.26				181.26
Add: Transfer during the year					1.69			1.69
Addition/(deletion) during the year in Equity Instrument						(26.57)		(26.57)
Addition/(deletion) during the year in Other OCI items							0.69	0.69
Total comprehensive income for the year	**-**	**-**	**-**	**181.26**	**1.69**	**(26.57)**	**0.69**	**157.06**
Balance at the end of the reporting period	**24.03**	**19.11**	**10.04**	**915.97**	**1.15**	**(117.43)**	**7.86**	**860.72**

Particulars	March 31, 2024							
	Reserves and Surplus				Items of OCI			Total
	Reserves and Surplus	Capital Redemption Reserve	General Reserves	Retained Earnings	Foreign currency translation reserve	Equity Instruments through Other Comprehensive Income	Other Items of Other comprehensive Income (Specific nature)	
Balance at the beginning of the reporting period	24.03	19.11	10.04	589.61	(0.01)	(165.93)	2.08	478.92
Profit/(Loss) for the year				145.10				145.10
Add: Transfer during the year					(0.54)			(0.54)
Addition/(deletion) during the year in Equity Instrument						75.08		75.08
Addition/(deletion) during the year in Other OCI items							5.10	5.10
Total comprehensive income for the year	**-**	**-**	**-**	**145.10**	**(0.54)**	**75.08**	**5.10**	**224.74**
Balance at the end of the reporting period	**24.03**	**19.11**	**10.04**	**734.71**	**(0.55)**	**(90.86)**	**7.18**	**703.66**

The accompanying notes to accounts forming an integral part to the financial statements **1 to 59**

General information and Material accounting policies **A-C**

FOR AND ON BEHALF OF BOARD OF DIRECTOR OF ADROIT INDUSTRIES(INDIA) LIMITED

AS PER OUR REPORT OF EVEN DATE
FOR ASHOK KHASGIWALA & CO. LLP
CHARTERED ACCOUNTANTS
(Firm Reg. No.: 00743C/0C400037)

CA Avinash Baxi
(Partner)
M.NO. 079722

Saurabh Sangla
Managing Director
DIN - 00206069

Mukesh Sangla
Director
DIN - 00189676

Place: Indore
Date: 24.08.2026

B.R. Patidar
Chief Financial Officer

CS Garima Shukla
Company Secretary

ADROIT INDUSTRIES (INDIA) LIMITED

Note: A-C

A. GENERAL INFORMATION

Adroit Industries (India) Limited having CIN -U74999MH1995PLC084474, is a public limited company incorporated under the Companies Act, 1956 on 9th January 1995 having registered office at Gala No.02, Building No. A-2, Gr. Floor, Print World Industrial Complex, Survey No. 15/1 Road, Mankoli Vehele, Village Vehele, Thane, Shastrinagar (Thane), Bhiwandi - 421302, Maharashtra, India. Company is presently engaged in the business of manufacturing of Auto parts & components. The company is limited by shares.

The Company has following Subsidiaries:

a) Adroit Driveshafts Private Limited: 99.87% Holding

b) Adroit Driveshafts Canada Limited: 100% Holding

B. STATEMENT OF MATERIAL ACCOUNTING POLICIES

a) Basis of Preparation and Statement of Compliance

The Restated Consolidated Financial Information of the Group comprise the Restated Consolidated Statement of Assets and Liabilities as at 31st March, 2026, 31st March, 2025 & 31st March, 2024, and the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity, and the Restated Consolidated Statement of Cash Flows for the year ended 31st March, 2026, 31st March, 2025 & 31st March, 2024 the material accounting policies and other explanatory information (collectively, the Restated Consolidated Financial Information).

The Restated Consolidated Financial Information has been prepared on a going concern basis. The accounting policies are applied consistently to all the period/years presented in the Restated Consolidated Financial Information. These Restated Consolidated Financial Information have been compiled / prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI"), in pursuance of the Securities and Exchange Board of India Act, 1992, for the purpose of inclusion in the Red Herring Prospectus (“RHP") and the Prospectus in connection with proposed issue of equity shares of the Company. Accordingly, the Restated Consolidated Financial Information may not be suitable for any other purpose and this report should not be used, referred to or distributed for any other purpose.

These Restated Consolidated Financial Information have been prepared by the Group in terms of the requirements of
a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (“Act”);
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended; and
c) The Guidance Note on Reports in Group Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”) (the “Guidance Note").

The Restated Consolidated Financial Information have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Act, as applicable to the financial statements and other relevant provisions of the Act.

The Restated Financial Information have been compiled by the management of the Company from:
The audited Ind AS financial statements of the company as at and for the year ended 31st March, 2026 and special purpose audited Ind AS financial statements each of the years ended **31st March, 2025 & 31st March, 2024**(together hereinafter referred as the “Special Purpose Ind AS Financial Statements”) each prepared in accordance with the Ind AS prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 31.07.2026 and 10.03.2026 respectively . The Special Purpose Ind AS Financial Statements for year ended **31st March, 2025 & , 31st March, 2024** had been prepared by making adjustments required under Ind AS to the audited IGAAP financial statements of the Company as at and for each of the years ended **31st March, 2025 & 31st March, 2024** (the “Statutory Indian GAAP Financial Statements”) prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which were approved by the Board of directors at their meeting held on 07.07.2025 and 02.09.2024 respectively.

The Restated Consolidated Financial Information:
(a) have been prepared after incorporating adjustments for change in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial years ended 31st March, 2025 & 31st March, 2024 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the year ended 31st March, 2026.
(b) Does not contain any modifications requiring adjustments. Moreover, matters in the Auditor’s report, which do not require any corrective adjustments in the Restated Consolidated Financial Information have been disclosed in Part B of Annexure VII of the Restated Consolidated Financial Information; and
(c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

The Group has applied Ind AS 101 – First-time Adoption of the Indian Accounting Standards. A statement provides an explanation of how the adoption of Ind AS has impacted on the balance sheet and results of operations of the Company.

These consolidated financial statements have been prepared on accrual basis and under the historical cost convention except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below.

An Entity shall classify an asset current when :
(a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
(b) it holds the asset primarily for the purpose of trading;
(c) it expects to realise the asset within twelve months after the reporting period; or
(d) the asset is cash or a cash equivalent (as defined in Ind AS 7) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
An entity shall classify all other assets as non-current
An entity shall classify a liability as current when:
(a) it expects to settle the liability in its normal operating cycle;
(b) it holds the liability primarily for the purpose of trading;
(c) the liability is due to be settled within twelve months after the reporting period; or
(d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. 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.
An entity shall classify all other liabilities as non-current.

Operating cycle
(a) The operating cycle of an entity is the line between the acquisition of assets for processing and their realisation in cash or cash equivalents.
(b) Time between the acquisition of assets for processing and their realisation in cash or a cash equivalents. When the entity's normal operating cycle is not clearly identifiable, it is assumed to be 12 months.
(c) Current assets include assets (such as inventories and trade receivables) that are sold, consumed or realised as part of the normal operating cycle even when they are not expected to be realised within twelve months after the reporting period.
(d) Current Liabilities includes liabilities (such as trade payables, employee salaries payable and other operating costs) that are expected to be settled or due to be settled in the company's normal operating cycle even when they are not expected to be realised within twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Functional and presentation currency
This Restated Consolidated Financial Information has been prepared in Indian Rupee (Rs.) which is the functional currency of the Group. All amounts disclosed in the Restated Consolidated financial information and notes have been rounded off to the nearest million with two decimals, unless otherwise stated.

b) Use of Estimates, Judgments and Assumptions

The preparation of Consolidated financial statements in accordance with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.
All the assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

Significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have significant effect on amount recognized in the consolidated financial statements are:

i. Allowance For Bad And Doubtful Trade Receivable.
ii. Recognition And Measurement Of Provision And Contingencies.
iii. Depreciation/Amortisation And Useful Lives Of Property, Plant And Equipment / Intangible Assets.
iv. Recognition Of Deferred Tax.
v. Income Taxes.
vi. Measurement Of Defined Benefit Obligation.
vii.Impairment Of Non-Financial Assets And Financial Assets.
viii. Fair Value of Financial Instruments.

c) Revenue Recognition

The group recognised revenue i.e. account for a contract with a customer only when all of the following criteria are met:
(a) the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;
(b) the entity can identify each party's rights regarding the goods or services to be transferred;
(c) the entity can identify the payment terms for the goods or services to be transferred;
(d) the contract has commercial substance (i.e. the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and

(e) it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity shall consider only the customer's ability and intention to pay that amount of consideration when it is due. The amount of consideration to which the entity will be entitled may be less than the price stated in the contract if the consideration is variable because the entity may offer the customer a price concession.

Measurement

When (or as) a performance obligation is satisfied, group recognize as revenue the amount of the transaction price (which excludes estimates of variable consideration that are constrained) that is allocated to that performance obligation.

The transaction price is the amount that the entity expects to be entitled to in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, some taxes on sales). The consideration promised may include fixed amounts, variable amounts, or both

i) Sale of Goods

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those goods. Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery of goods, based on contracts with the customers. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Further, the revenue amount is adjusted for the time value of money if that contract contains a significant financing component.
The export incentives to which the Group is entitle, are recognized as income in the year of export of goods on accrual basis, taking into account certainty of realization and its subsequent utilization.

ii) Interest and Dividend

Interest income is recognized on time proportion basis.
Dividend income on investments is accounted for as and when the right to receive the payment is established.

d) Inventories

Raw Material are valued at lower of cost and net realizable value on FIFO basis. Cost of Raw material comprises of cost of purchase and other cost incurred in bringing the inventory to their present condition and location.

Finished Goods are valued at lower of cost and net realizable value on FIFO basis. Cost of Finished goods comprises of cost of Raw Material, cost of conversion and other cost incurred in bringing the inventory to their present condition and location.

Net Realisable value is the estimated selling price in the ordinary course business less estimated cost of completion and estimated cost necessary to make the sale.

e) Property, Plant and Equipment

i) Recognition and Measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses (if any).

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates and including acquisition or construction cost, borrowing costs or any costs directly attributable to bringing the asset to the location

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

ii) Subsequent Expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

iii) Depreciation

Depreciation on property, plant and equipment is provided on Straight Line method (SLM) as per the useful life of the assets in the manner as specified in Schedule II to the Companies Act, 2013. The estimated useful life of assets and estimated residual value is taken as prescribed under Schedule II to the Companies Act, 2013.

Asset Name	**Useful life as per Schedule II**
Building	30 years
Computer	03 years
Plant & Machinery	15 years
Vehicles	08 years
Office Equipments	05 years
Electric Installation	15 years
Furniture	10 years

Depreciation on additions during the year is provided on pro rata basis with reference to date of addition/installation. Depreciation on assets disposed/discarded is charged up to the date on which such asset is sold.

iv) Government Grants

Government Grants and subsidies from Government are recognised when there is reasonable certainty that the grant/subsidy will be received and all attaching conditions will be complied with. Government grant related to income are recognised in the Statement of Profit & Loss on a systematic basis over the period in which the Company recognizes as expenses the related costs for which the grant is intended to compensate.

Government Grants related to assets are presented in the balance sheet by deducting the grant in arriving at the carrying amount of asset .

f) Intangible Assets

i) Recognition and Measurement

Intangible assets are recognised when it is probable that the future economic benefit that are attributable to asset will flow to the company and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated and cumulative impairment. All directly attributable cost and other administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of cost of the intangible assets. As on transition date i.e. April 1, 2022 the same are measured at carrying value adjusted for Ind AS.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, when incurred is recognised in statement of profit or loss.

ii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in statement of profit or loss.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if required.

g) Employee benefits

i) Short Term Employee Benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii) Defined Benefit Plans

The liability for gratuity a defined benefit plan is determined annually by a qualified actuary using the projected unit credit method.
The Group pays gratuity to the employees who have completed five years of service with the Group at the time when the employee leaves the Group as per the
The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees.
Remeasurement of the net defined benefit plans in respect of post-employment are charged to other comprehensive income. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss.

iii) Other Employee Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of obligation as at the Balance sheet date determined based on an actuarial valuation.

iv) Defined Contribution Plan

The Group's payments to the defined contribution plans are recognized as expenses during the period in which the employees perform the services that payment covers. Defined contribution plan comprise of contribution to the employees' provident fund with government, Employees' State Insurance and Pension Scheme.

h) Income Tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to other comprehensive income or a business combination, or items recognised directly in equity.

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Current Tax Assets and liabilities are Offset only if, The Company:

a) has a legally enforceable right to set off the recognised amounts; and

b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets and liabilities are reviewed at the end of each reporting period.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset only if:

a) the entity has a legally enforceable right to set off deferred tax assets against deferred tax liabilities; and

b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

i) Foreign Currency Transactions and Foreign Operations

The Group's Consolidated Financial Statements are presented in Indian Rupee, which is also the parent company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Difference arising on settlement of monetary items are recognised in statement of profit and loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets.

Non-monetary items that are measured based on historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Exchange difference arising out of these transactions are generally recognised in statement of profit and loss.

Exchange differences on monetary items are recognised in Consolidated Statement of Profit and Loss in the period in which they arise except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

j) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalised as part of the cost of that asset till the date it is ready for its intended use or sale. qualifying asset are the assets that necessarily takes a substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

k) Cash and Cash Equivalent

Cash and cash equivalent includes the cash and Cheques in hand, bank balances, demand deposits with bank and other short term, highly liquid investments with original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Bank overdraft are shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement. Book overdraft are shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

l) Cash Flow Statement

Cash flows are reported using indirect method, whereby profit/ (loss) before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flow. The cash flow from operating, investing and financing activities of the Group is segregated based on the available information.

m) Earning Per Share

i) Basic earnings per shares is arrived at based on net profit / (loss) after tax available to equity shareholders divided by Weighted average number of equity shares , adjusted for bonus elements in equity shares issued during the year (if any) and excluding treasury shares.

ii) Diluted earnings per shares is calculated by dividing Profit attributable to equity holders after tax divided by Weighted average number of shares considered for basic earning per shares including potential dilutive equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations

n) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation and there is reliable estimate of the amount of obligation.

A disclosure for contingent liabilities is made where there is a possible obligation arising from past events, the existence of which will be confirmed only on the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arise from past events where it is not probable that an outflow of resources will be required to settle or a reliable estimate of the amount can not be made.

o) Leases

As a Lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As per the requirements of Ind AS 116 the company evaluates whether an arrangement qualifies to be a lease. In identifying a lease the group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extent the lease if the company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

p) Impairment of Non Financial Assets

The Group assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the Group estimates the amount of impairment loss.

For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as cash generating unit

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in statement of profit and loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been in place had there been no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss, taking into account the normal depreciation/amortization.

q) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, interest rate swaps and currency options; and embedded derivatives in the host contract.

i) Financial Assets

1 Classification

The Group classifies financial assets in the following measurement categories :

a. Those measured at amortised cost and

b. Those measured subsequently at fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

2 Initial Recognition and Measurement

All financial assets are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset, are adjusted to fair value in

Measured at Amortised Cost

A financial asset is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Measured at Fair Value Through Other Comprehensive Income (FVOCI)

A financial asset is measured at FVOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Financial assets included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

Financial Asset at Fair Value Through Profit and Loss (FVTPL)

FVTPL is a residual category for financial asset. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is

In addition, the group company may elect to classify a financial asset, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

3 Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from the

a. The rights to receive cash flows from the asset have expired, or

b. The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

c. When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent

d. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and

4 Impairment of Financial Assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.

b) Trade receivables.

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

i. Trade receivables which do not contain a significant financing component.

The application of simplified approach recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ii. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ii) Financial liabilities

1 Classification

The Group classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortised costs.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings, financial guarantee contracts and derivative financial instruments.

Financial liabilities at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

2 Gains or Losses on Liabilities Held For Trading are Recognised in The Profit or Loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

3 Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR
This category generally applies to interest-bearing loans and borrowings.

4 Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

5 Derivative Financial Instruments

Derivative financial instruments(if any)are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

6 Measurement of Fair Values

The Group's accounting policies and disclosures require the measurement of fair values, for financial instruments.
The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).
If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is
The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

r) Basis of Consolidation

a. The Consolidated financial statements relate to Adroit Industries India Ltd (the Company) and its subsidiaries as under :

Entity	Basis of Consolidation	Country of Incorporation	% age of Shareholding of the Company
Adroit Driveshafts Private Limited	Subsidiary	India	100%
Adroit Driveshafts Canada	Subsidiary	Canada	99.87%

b. The consolidated Financial Statements have been prepared in accordance with Ind AS 110 as notified under section 133 of the Companies Act, 2013 read with Rule 4 of Companies (Indian Accounting Standards) Rule 2015 as amended and recognized accounting practices and policies on the following basis :

i) The financial statements of the Company and its subsidiaries have been combined on a line to line basis by adding together like items of assets, liabilities, income and expenses.

iii) Intragroup balances, intragroup transactions and resulting unrealized profits/lossess have been eliminated in full.

iv) Non controlling interest in the net assets of subsidiaries has been separately disclosed in the consolidated financial statements. Non controlling interest in income for the year has been separately disclosed in the statement of profit and loss.

v) Figures pertaining to the subsidiaries have been reclassified to bring them in line with parent Company's financial statements.

vi) The excess of / shortfall in the cost to the Company of its investment over the Company's portion of equity as at the date of investment is recognized in the consolidated financial statements as goodwill / capital reserve. The resultant goodwill , if any, is capitalized.

vii) The Consolidated Financial Statements have been prepared using uniform accounting policy for like transactions and other events in similar circumstances.

C. Recent Accounting Pronouncement

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. The Company applied following amendments for the first-time during the current year which are effective from April 1, 2025.

In August 2025, MCA notified the following amendments applicable w.e.f. April 1, 2025:

1. **Ind AS 1, Presentation of Financial Statements**

The amendment relates to classification of liabilities as current or noncurrent and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. **Ind AS 7, Statement of Cash Flows and Ind AS 107**, **Financial Instruments: Disclosure,**
The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any impact in its financial statements.

3. **Ind AS 12, International Tax Reform** – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively. Based on its evaluation has determined that it does not have any impact in the financial statements.

4. **Ind AS 21 - The Effects of Changes in Foreign Exchange Rates** - In May 2025, MCA notified amendments to Ind AS 21 - applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

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ADROIT INDUSTRIES (INDIA) LIMITED
NOTES FORMING PARTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENT

Note - 1 Property, Plant and Equipment

(All amounts in Rs millions unless otherwise stated)

Particulars	Buildings	Computer	Plant & Equipment	Electric Installation	Furniture	Vehicles	Office Equipments	Total
a. Gross carrying Value (Deemed Cost)								
As at April 01, 2023	193.16	0.88	423.99	13.55	6.62	12.37	1.18	**651.76**
Additions	1.63	-	-	-	-	0.78	-	**2.41**
Deduction/Adjustments(Refer Note A b	-	-	-	-	-	-	-	**-**
As at March 31, 2024	**194.79**	**0.88**	**423.99**	**13.55**	**6.62**	**13.16**	**1.18**	**654.17**
Additions	26.28	-	63.30	-	-	-	-	**89.58**
Deduction/Adjustments(Refer Note A b	27.43	-	67.90	-	-	-	-	**95.33**
As at March 31, 2025	**193.65**	**0.88**	**419.39**	**13.55**	**6.62**	**13.16**	**1.18**	**648.43**
Additions	-	-	23.02	-	-	0.14	0.20	**23.36**
Deduction/Adjustments(Refer Note A b	8.24	-	21.41	-	-	1.29	-	**30.95**
As at March 31, 2026	**185.41**	**0.88**	**420.99**	**13.55**	**6.62**	**12.01**	**1.39**	**640.84**
b. Accumulated depreciation and impairment								
As at April 01, 2023	5.18	0.35	19.03	0.58	0.42	1.56	0.13	**27.25**
Depreciation charge for the year	7.08	0.28	29.37	0.86	0.65	1.84	0.19	**40.26**
Deduction/Adjustments	-	-	-	-	-	-	-	**-**
As at March 31, 2024	**12.27**	**0.63**	**48.39**	**1.44**	**1.07**	**3.39**	**0.31**	**67.51**
Depreciation charge for the year	7.83	0.11	32.28	0.86	0.62	1.87	0.17	**43.73**
Deduction/Adjustments	2.32	-	8.93	-	-	-	-	**11.25**
As at March 31, 2025	**17.78**	**0.74**	**71.74**	**2.30**	**1.68**	**5.27**	**0.49**	**99.99**
Additions	6.29	0.00	32.15	0.86	0.61	1.65	0.21	**41.77**
Deduction/Adjustments	0.74	-	3.22	-	-	0.30	-	**4.26**
As at March 31, 2026	**23.33**	**0.74**	**100.67**	**3.15**	**2.29**	**6.62**	**0.70**	**137.51**
c. Net Carrying Amount								
As at March 31, 2024	**182.52**	**0.25**	**375.60**	**12.10**	**5.55**	**9.76**	**0.87**	**586.67**
As at March 31, 2025	**175.87**	**0.14**	**347.65**	**11.25**	**4.94**	**7.89**	**0.70**	**548.43**
As at March 31, 2026	**162.08**	**0.14**	**320.32**	**10.39**	**4.32**	**5.39**	**0.69**	**503.34**

Note A -Particulars of Subsidy Received by the company included in deduction of Respective Years

Particulars	2025-26	2024-25	2023-24
Building	8.24	**27.43**	**-**
Plant & Machinery	**24.11**	**74.52**	**-**

Notes:-

(i) The company has elected Ind AS 101 exemption and continues with the carrying value for all of its property, plant and equipment as its deemed cost as at the date of transition.

(ii) The Company has not carried out any revaluation of proper plant and equipment for the period ended March 31 2026, March 31, 2025 and March 31, 2024

(iii) The title deeds, comprising all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the leser), are held in the name of the company

(iv) There are no exchange differences adjusted in property, plant & equipment.

(v) There are no impairment losses recognised.

(vi)During the year 2024-25, Company has capitalized Forging tools & Dies of Rs. 44.69 Millions from inventory.

ADROIT INDUSTRIES (INDIA) LIMITED

NOTES FORMING PARTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENT

Note 2 : INTANGIBLE ASSETS

(All amounts in Rs millions unless otherwise stated)

Particulars	Computer Software
Gross Carrying Value	
As at 1st April, 2023	0.19
Additions	0.45
Derecognition	-
As at March 31, 2024	**0.63**
Additions	-
Derecognition	-
As at March 31, 2025	**0.63**
Additions	1.98
Derecognition	-
As at March 31, 2026	**2.61**
	-
Accumulated Amortisation and Impairment	
As at 1st April, 2023	-
Charge for the year	0.02
Derecognition	-
As at March 31, 2024	**0.02**
Charge for the year	0.20
Derecognition	-
	-
As at March 31, 2025	**0.21**
Charge for the year	0.08
Derecognition	-
	-
As at March 31, 2026	**0.29**
Net Carrying Value	
As at March 31, 2024	**0.62**
As at 31st March, 2025	**0.42**
As at 31st March, 2026	**2.32**

ADROIT INDUSTRIES (INDIA) LIMITED
NOTES FORMING PARTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENT

Note 3 : RIGHT OF USE ASSETS

(All amounts in Rs millions unless otherwise stated)

Particulars	Leasehold land I	Leasehold land II	Total
Gross Carrying Value			
As at 01 April, 2023	2.43	41.31	**43.74**
Additions	-	-	-
Derecognition	-	-	-
As at 31st March, 2024	2.43	41.31	**43.74**
Additions	-	-	-
Derecognition	-	-	-
	-	-	-
As at 31st March, 2025	**2.43**	**41.31**	**43.74**
Additions	-	-	-
Derecognition	-	-	-
	-	-	-
As at 31st March, 2026	**2.43**	**41.31**	**43.74**
			-
B. Accumulated Depreciation			-
			-
As at 01 April, 2023	0.03	0.60	**0.63**
Charge for the year	0.03	0.60	**0.63**
Derecognition	-	-	-
As at 31st March, 2024	**0.05**	**1.21**	**1.26**
Charge for the year	0.03	0.60	**0.63**
Derecognition	-	-	-
As at 31st March, 2025	**0.08**	**1.81**	**1.89**
Charge for the year	0.03	0.60	**0.63**
Derecognition	-	-	-
As at 31st March, 2026	**0.10**	**2.42**	**2.52**
			-
Net Carrying Amount			-
As at 31st March, 2024	**2.38**	**40.10**	**42.48**
As at 31st March, 2025	**2.35**	**39.50**	**41.85**
As at 31st March, 2026	**2.33**	**38.89**	**41.22**

Notes:-
(i) The company has adopted Full Retrospective approach to measure the fair value for all of its Right of use assets as per Ind AS 116, Leases, as at the date of transition.
Leasehold Land I-Leasehold land represents recognition of Right-of-Use asset with a corresponding lease liability in accordance with Ind AS 116.
Leasehold Land II-Leasehold land represents lease premium amortized over the lease term other than Right of use assets covered under Ind AS 116.

ADROIT INDUSTRIES (INDIA) LIMITED
NOTES FORMING PARTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENT

(All amounts in Rs millions unless otherwise stated)

Particulars	As at March 31, 2026	As at Mar 31, 2025	As at Mar 31, 2024
Note - 4 Non -Current Investments			
Investment in Equity Instruments - Other than in subsidiary, associate and Joint Venture companies			
(Designated at Fair value through Other Comprehensive Income (FVOCI)			
In Equity Share (Quoted)			
2725000 Equity Share (Previous year 2725000 Equity Share and as at 31st March 2024 2725000 Equity Share) of Signet Industries Limited of Rs.10 each.	119.22	129.68	168.41
Other (Unquoted)			
In Preference Shares (Unquoted)			
3200000 (Previous Year 3200000 and as at 31st March 2024 3200000) 2% Non Convertible, Non Cumulative Redeemable Preference Shares of Signet Industries Limited	95.71	86.04	77.39
	214.93	**215.72**	**245.80**
Agregate amount of Quoted Investments	119.22	129.68	168.41
Market Value of Quoted Investments	119.22	129.68	168.41
Agregate amount of Un quoted Investments	95.71	86.04	77.39
Note - 5 Loans			
Unsecured considered good - Intercorporate Loan	100.63	9.84	21.51
Unsecured considered good - To Related Party	-	-	-
Which have significant increase in credit risk	-	-	-
Credit Impaired	-	-	-
	100.63	**9.84**	**21.51**
Note - 6 Other Financial Assets			
Security Deposits	13.59	13.11	8.89
	13.59	**13.11**	**8.89**
Note - 7 Other Non current Assets			
Capital Advance	51.55		
	51.55	**-**	**-**
Note -8 Inventories			
Raw Materials (including packing material's)	196.21	128.64	107.93
Work-in-progress	56.69	60.36	88.32
Finished goods	185.10	214.50	243.60
Stores,Spares and Consumables	114.29	76.39	87.45
	552.29	**479.89**	**527.30**
i) Inventories are valued at lower of cost and net realisable value, except scrap, which is valued at net realisable value.			
ii) Inventories Hypothecated as security against borrowings (Refer note 20).			
Note - 9 Trade Receivables *			
Unsecured, considered good	453.39	388.25	309.80
Significant increase in credit risk	-	11.25	11.48
	453.39	**399.49**	**321.28**
Less: Allowance for Expected credit loss	0.56	0.84	0.68
	452.83	**398.66**	**320.60**
***(Refer Note-52 for ageing)**			
Note - 10 Cash and Cash Equivalents			
Balances with Banks			
In Current Accounts	12.73	9.76	8.18
Cash in hand	2.32	1.99	3.53
	15.05	**11.75**	**11.71**
Note - 11 Other Financial Assets			
Accrued interest	0.01	-	-
Other Receivable	-	0.09	
Other Advances recoverable	0.06	0.88	3.38
	0.07	**0.96**	**3.38**
Note -12 Other Current Assets			
Advance against supply	36.93	27.51	65.64
Balance with Government Authorities	103.10	96.60	136.93
Advances to Employees	0.09	7.16	3.49
Advance for IPO related expenses	19.70		
Others receivable (Includes license receivable, prepaid expenses etc.)	19.80	18.18	18.84
	179.62	**149.45**	**224.89**

ADROIT INDUSTRIES (INDIA) LIMITED
NOTES FORMING PARTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENT

(All amounts in Rs millions unless otherwise stated)

Particulars	As at March 31, 2026	As at Mar 31, 2025	As at Mar 31, 2024
Note - 13 Equity Share Capital			
(a) **Authorised**			
5,00,00,000 Equity share of Rs. 10/- each (Previous year 2,50,00,000 and As at 31.03.2024 2,50,00,000)	500.00	250.00	250.00
Nil (Previous year 20,00,000, As at 31st March 2024 20,00,000) 5% Non Cumulative Redeemable Preference Shares of Rs. 10/- each	-	20.00	20.00
	500.00	**270.00**	**270.00**
(b) **Issued, Subscribed and paid-up**			
3,49,11,340 Equity share of Rs. 10 each fully paid up (Previous year 1,74,55,670 and As at 31.03.2024 1,74,55,670)	349.11	174.56	174.56
	349.11	**174.56**	**174.56**

The reconciliation of the number of shares and amount outstanding is set out below:

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Equity Shares :						
Equity Shares at the beginning of the year	1,74,55,670	174.56	1,74,55,670	174.56	1,74,55,670	174.56
Add: Shares issued during the year						
Add: Bonus Shares issued during the year	1,74,55,670	174.56				
Equity Shares at the end of the year	**3,49,11,340**	**349.11**	**1,74,55,670**	**174.56**	**1,74,55,670**	**174.56**

1.1 **Terms / Rights attached to Equity Shares :**
The company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend, which is paid as and when declared by Board of Directors. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

1.2 **The details of shareholders' holding more than 5 % Shares**

EQUITY SHARES	As at 31st March, 2026		As at 31st March 2025		As at 31st March 2024	
	No of shares held	% Held	No of shares held	% Held	No of shares held	% Held
Smt. Avantika Sangla	-	-	14,71,666	8.43%	14,71,666	8.43%
Smt. Monika Sangla	-	-	-	-	23,24,253	13.32%
Shri Mukesh Sangla	23,54,354	6.74%	47,08,708	26.98%	47,08,708	26.98%
Mukesh Sangla (HUF)	24,83,066	7.11%	12,41,533	7.11%	12,41,533	7.11%
Ornate Impex Pvt Limited	24,13,194	6.91%	12,06,597	6.91%	12,06,597	6.91%
Shri Saurabh Sangla	-	-	20,74,729	11.89%	20,74,729	11.89%
Shri Balaji Starch and Chemicals LLP	30,98,856	8.88%	15,49,428	8.88%	15,49,428	8.88%
Signet Impex Private Limited	21,00,760	6.02%	10,50,380	6.02%	10,50,380	6.02%
Swan Irrigation LLP	18,96,992	5.43%	9,48,496	5.43%	9,48,496	5.43%
Signet Tradelinks Private Limited	17,59,760	5.04%	8,79,880	5.04%	8,79,880	5.04%
Shubhangi Trust	34,86,380	9.99%	17,43,190	9.99%	-	0.00%
Ananda Trust	29,43,332	8.43%				
Shreya Trust	70,63,062	20.23%				
Aishwarya Trust	31,12,094	8.91%				

1.3 **Shares held by Promoters**

Name of the Promoters	As at 31st March, 2026		As at 31st March 2025		% Change During the Year
	No of shares held	% Held	No of shares held	% Held	
Mukesh Sangla	23,54,354	6.74%	47,08,708	26.98%	-20.23%
Saurabh Sangla	10,37,364	2.97%	20,74,729	11.89%	-8.91%
Monika Sangla	11,62,126	3.33%	5,81,063	3.33%	0.00%
Swan Irrigation LLP	18,96,992	5.43%	9,48,496	5.43%	0.00%
Avantika Sangla	-	0.00%	14,71,666	8.43%	-8.43%
Shubhangi Trust	34,86,380	9.99%	17,43,190	9.99%	0.00%
Shreya Trust	70,63,062	20.23%			20.23%

Name of the Promoters	As at 31st March 2025		As at 31st March 2024		% Change During the Year
	No of shares held	% Held	No of shares held	% Held	
Mukesh Sangla	47,08,708	26.98%	47,08,708	26.98%	0.00%
Saurabh Sangla	20,74,729	11.89%	20,74,729	11.89%	0.00%
Monika Sangla	5,81,063	3.33%	23,24,253	13.32%	-9.99%
Swan Irrigation LLP	9,48,496	5.43%	9,48,496	5.43%	0.00%
Avantika Sangla	14,71,666	8.43%	14,71,666	8.43%	0.00%
Shubhangi Trust	17,43,190	9.99%	-	0.00%	9.99%

1.4 For a period of five years immediately preceding the date of Balance Sheet i.e. 31st March 2026 the company has :-
(i) Not allotted shares as fully paid up pursuant to contract (s) without payment being received in cash.
(ii) Alloted 1,74,55,670 bonus shares during the year 2025-26.
(iii) Not bought back any shares

ADROIT INDUSTRIES (INDIA) LIMITED
NOTES FORMING PARTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENT

(All amounts in Rs millions unless otherwise stated)

Particulars		As at March 31, 2026	As at Mar 31, 2025	As at Mar 31, 2024
Note - 14 Other Equity				
A	Securities Premium	-	24.03	24.03
B	Capital Redemption Reserve	19.11	19.11	19.11
C	Foreign currency translation reserve	(6.00)	1.15	(0.55)
D	General Reserves	10.04	10.04	10.04
E	Equity Instruments through Other Comprehensive Income	(118.13)	(117.43)	(90.86)
F	Other Items of Other Comprehensive Income (DBO)	5.41	7.86	7.18
G	Retained Earnings	1,026.73	915.97	734.71
	TOTAL	**937.16**	**860.72**	**703.66**
A	**Securities Premium**			
	Balance as at the beginning of the year	24.03	24.03	24.03
	Add : Premium on shares issued during the year	-	-	-
	Less: Bonus Shares Issued during the Year	(24.03)		
	Balance as at the end of the year	**-**	**24.03**	**24.03**
B	**Capital Redemption Reserve**			
	Since last year	19.11	19.11	19.11
	Add: Transfer during the year			
	Balance as at the end of the year	**19.11**	**19.11**	**19.11**
C	**Foreign currency translation reserve**			
	Balance at the beginning of the year	1.15	(0.55)	(0.01)
	Add: Transfer during the year	(7.15)	1.69	(0.54)
		(6.00)	**1.15**	**(0.55)**
D	**General Reserves**			
	Since last year	10.04	10.04	10.04
	Add: Transfer during the year	-	-	-
	Balance as at the end of the year	**10.04**	**10.04**	**10.04**
E	**Equity Instruments through Other Comprehensive Income**			
	Balance as at the beginning of the year	(117.43)	(90.86)	(165.93)
	Addition/(deletion) during the year	(0.70)	(26.57)	75.08
	Balance as at the end of the year	**(118.13)**	**(117.43)**	**(90.86)**
F	**Other Items of Other Comprehensive Income (Defined Benefit Obligation)**			
	Balance as at the beginning of the year	7.86	7.18	2.08
	Addition/(deletion) during the year	(2.45)	0.69	5.10
	Balance as at the end of the year	**5.41**	**7.86**	**7.18**
G	**Retained Earnings**			
	Balance as at the beginning of the year	915.97	734.71	589.61
	Add: Net Profit/(Loss) for the year	261.29	181.26	145.10
	Less: Bonus Shares Issued During the Year	(150.53)		
		1,026.73	**915.97**	**734.71**

NATURE AND PURPOSE OF RESERVES:

(I) Securities Premium
Securities Premium Reserve is created on receiving of premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(II) Capital Redemption Reserve
The Capital Redemption Reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(II) Retained Earnings
The same is created out of profits over the years and shall be utilised as per the provisions of the Act.

Particulars	As at March 31, 2026	As at Mar 31, 2025	As at Mar 31, 2024
Note 15 : Non Controlling Interest			
Opening Balance	(0.41)	(0.60)	(0.77)
Add : Share Capital			
Add : Share in Profit for the year	0.29	0.19	0.16
	(0.12)	(0.41)	(0.61)
OCI- Employee Benefit	(0.00)	0.00	0.01
	(0.00)	0.00	0.01
	(0.12)	(0.41)	(0.60)

(Due to rounding off to the nearest million, figures less than the reporting unit appear as zero.)

Particulars		As at March 31, 2026	As at Mar 31, 2025	As at Mar 31, 2024
Note - 16 Borrowings				
A	**Secured**			
	Term Loans from Banks			
	a.From Banks (refer note A below)	79.12	141.00	217.05
	Less : Shown under current maturities of Long Term Debt	60.59	61.51	62.37
		18.53	**79.48**	**154.68**
	b.From Others (refer note B below)	3.81	7.83	11.83
	Less : Shown under current maturities of Long Term Debt	3.51	4.16	3.62
		0.30	**3.67**	**8.21**
		18.83	**83.15**	**162.88**

Note: (i) **Nature of Security and terms of repayment for secured borrowings**
From Bank
Note - A

(a)	Term Loan from EXIM Bank, Sanction Amount Rs. 32.00 Million, Outstanding amount Rs. Nil/- (March 31, 2025: Nil, As at March 31, 2024 Rs. 6.9 Million).Secured by exclusive charge over entire plant and machinery and other movable fixed assets of the company purchased out of the loan and extension of exclusive charge already created in favour of Exim bank over immovable property situated at 5-A1 Industrial area, No.2, A.B Road, Dewas (M.P.) of the company. Personal guarantee's of Directors and others. The loan is repayable in 24 equal quarterly installments of USD 20684.47 each commencing from 1st October 2018 and last instalment is due in 1st July, 2024. Rate of interest Libor (6 month Advance)+ 450 bps p.a (March 31, 2025: Libor (6 month Advance)+ 450 bps p.a , As at March 31, 2024 Libor (6 month Advance) p.a)

(b)	Vehicle loan from SVC Co-operative bank Ltd sanctioned amount Rs. 1.54 Million, Outstanding Rs. Nil/- (March 31, 2025: Nil, As at March 31, 2024 Rs. 0.19 Million) .Repayable in 60 monthly instalements of Rs. 0.03 Million (including interest) commencing from september 2019 and last instalment due in september 2024. Rate of interest 9% p.a (March 31, 2025: 9% p.a , As atMarch 31, 2024 9% p.a)
(c)	Term loan from Kotak Mahindra Bank, sanctioned amount Rs. 39.9 Million, Outstanding Rs. Nill Rs. Nil/- (March 31, 2025: Nil, As at March 31, 2024 Rs.7.33 Millions).First and exclusive hypothecation charge on all existing and future receivables / current assets / movable assets / movable fixed assets of the Borrower except assets exclusively financed by EXIM bank and other banks and First and exclusive Equitable mortgage charge on immoveable industrial property being land and building situated at Plot No. 44 to 59, Sector D-2 , Industrial Area Sanwer Road Indore owned by Adroit Industries (India) Ltd. (Leasehold). The loan is repayable in 48 monthly installments(including moratorium period of 12 months) of Rs. 1.25 Million (including interest) commencing from October 2020 and last instalment due in September 2024. Rate of interest 8% p.a (March 31, 2025: 8% p.a , As at March 31, 2024 8% p.a)
(d)	Vehicle loan from Sarasvat Bank Co. Op Bank Ltdt Rs. 1.05 Million, Outstanding Rs. Nill (March 31, 2025 Rs. Rs.0.28 Million) (As at March 31, 2024 Rs.0.64 Million) .Repayable in 36 monthly instalements of Rs. 0.03 Million (including interest) commencing from January 2023 and last instalment due in December 2025. Rate of interest 7.75% p.a (March 31, 2025: 7.75% p.a , As at March 31, 2024 7.75% p.a)
(e)	Vehicle loan from Sarasvat Bank Co. Op Bank Ltdt Rs. 1.05 Million, Outstanding Rs. Nill (March 31, 2025 Rs. Rs.0.28 Million) (As at AMarch 31, 2024 Rs.0.64 Million) .Repayable in 36 monthly instalements of Rs. 0.03 Million (including interest) commencing from January 2023 and last instalment due in December 2025. Rate of interest 7.75% p.a (March 31, 2025: 7.75% p.a , As at March 31, 2024 7.75% p.a)
(f)	Vehicle loan from Sarasvat Bank Co. Op Bank Ltd. Rs. 0.59 Million, Outstanding Rs. 0.14 Million (March 31, 2025 Rs. 0.35 Million) and (March 31, 2024 Rs. 0.75 Million). Repayable in 36 monthly instalments of Rs. 0.01 Million (including interest) commencing from February 2023 and last instalment due in January 2026. Rate of interest 7.75% p.a (March 31, 2025: 7.75% p.a , March 31, 2024 7.75% p.a , March 31, 2023 7.75% p.a)
	Term loan from Kotak bank is secured by hypothecation of first and exclusive charge on all existing and future receivables / current assets/ moveable assets / moveable fixed assets of the Borrower. Further Equitable mortgage charge on immoveable property being land and building situated at- 5-B, Industrial Area No 2 situated at A. B. Road, Dewas owned by Adroit Industries (India) Limited admeasuring area of 7167.50 sq mt. (Leasehold) and Plot No.99, Smart Industrial Park, Pithampur Industrial Area, Dist: Dhar area 27535 sq mt.
(i)	Term loan from Kotak Mahindra Bank Sanction limit Rs.488.50 Million , Outstanding Rs. 58.43 Million (March 31, 2025 Rs. 105.18 Million) and (As at March 31. 2024 Rs. 151.94 Million). Repayable in 48 monthly installments of Rs. 3.89/- Million each commencing from July 2023. Rate of Interest is 9.80% P.A
(ii)	Term loan from Kotak Mahindra Bank Sanction limit Rs.45.00 Million , Outstanding Rs. 13.50 Million (March 31, 2025 Rs. 22.50 Million and (As at March 31, 2024 Rs. 31.50 Million). Repayable in 60 monthly installments of Rs. 0.75/- Million each commencing from November 2022. Rate of interest 8.40% p.a (March 2025 8.40% p.a)(As at April 2024 8.40% p.a)
(iii)	Term loan from Kotak Mahindra Bank Sanction limit Rs.23.80 Million , Outstanding Rs. 7.26 Million (March 31, 2025 Rs.12.10 Million) and (March 31, 2024 Rs.16.94 Million). Repayable in 60 monthly installments of Rs. 0.40/- Million each commencing from November 2022. Rate of interest 8.35% p.a (March 2025 8.35% p.a)(March 31, 2024 8.35% p.a).
(iv)	Vehicle loan from Kotak Mahindra bank sanctioned amount Rs. 0.70 Million, Outstanding Rs. 0.49 Million (March 31, 2025 Rs. 0.55 Million) (March 31, 2024 Rs. 0.66 Million).Repayable in 60 monthly instalments of Rs. 0.01 Million (including interest) commencing from April 2024 and last instalment due in March 2028.Rate of interest 8.35% p.a (March 2025 7.51% p.a)(March 2024 7.51% p.a)
Note - B	**From Others**
(a)	Vehicle loan from Kotak Mahindra prime sanctioned amount Rs. 0.57 Million, Outstanding Rs. Nill (March 31, 2025 Rs.0.13 Million) (March 31, 2024 Rs. 0.25 Million) Repayable in 60 monthly instalements of Rs. 0.01 Million (including interest) commencing from April 2021 and last instalment due in March 2026. Rate of interest 7.35% p.a (March 31, 2025: 7.35% p.a and As at March 31, 2024 7.35% p.a)
(b)	Term loan from Tata capital financial services Ltd Sanction limit Rs.15.80 Million , Outstanding Rs. 3.81 Million (March 31, 2025 Rs. 7.31 Million) and (March 31, 2024 Rs. 10.82 Million). Repayable in 60 monthly installments of Rs. 0.29/- Million(Including Interest) each commencing from August 2022.Rate of interest LTLR less 9.25% p.a (March 2025 LTLR less 9.25% p.a) and (March 2024 LTLR less 9.25% p.a).
(c)	Vehicle loan from Kotak Mahindra Prime Ltd sanctioned amount Rs. 1.70 Million, Outstanding Rs. NIL (March 31, 2025 Rs. 0.39 Million) and (March 31, 2024 Rs. 0.75 Million).Repayable in 60 monthly instalements of Rs. 0.03 Million (including interest) commencing from April 2021 and last instalment due in March 2026. Rate of interest 7.51% p.a (March 31, 2025: 7.51% p.a , and March 31, 2024 7.51% p.a)

Note - 17 (Lease Liabilities			
Lease Liabilities	2.51	2.51	2.51
	2.51	**2.51**	**2.51**
Note -18 Provisions			
Provision for employee benefits			
For Leave Encashment Gratuity (Refer note- 42B(b))	2.75	3.61	3.92
For Gratuity (Refer note- 42B(a))	18.40	6.40	5.44
	21.15	**10.01**	**9.36**
Note - 19 Deferred Tax Liabilities (Net)			
Deferred Tax Liabilities	37.24	35.02	30.00
Deferred Tax Assets	21.47	15.82	12.00
Net Deferred Tax Liability/(Assets)	**15.77**	**19.20**	**18.00**

ADROIT INDUSTRIES (INDIA) LIMITED
NOTES FORMING PARTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENT

(All amounts in Rs millions unless otherwise stated)

Particulars	As at March 31, 2026	As at Mar 31, 2025	As at Mar 31, 2024
Note - 20 Borrowings			
Secured			
Loans repayable on demand			
Working Capital Loans from bank	441.07	485.49	503.77
Current maturities of long-term debt (Refer note 16)	64.10	65.67	65.99
Unsecured			
Intercorporate Deposits	-	13.47	85.90
	505.17	**564.62**	**655.66**
Note :			
1) Working Capital Loans from Banks are primarily secured against hypothecation of stock of raw materials, work in progress, finished goods, book debts and other current assets (both present & future), extension of equitable mortgage on the immovable properties situated at 44-59, Sector D-2, Sanwer Road Indore, 50-A, and Industrial Area No. 2, A.B. Road Dewas (M.P) as a collateral security. First exclusive charge over land, building, plant and machinery and other movable and immovable fixed assets of the company situated at Industrial area Sanwer Road, Indore and Industrial area Dewas excluding plant & machinery financed by EXIM Bank. Personally guaranteed by Directors of the company and others and building situated at- 5-B, Industrial Area No 2 situated at A. B. Road, Dewas owned by Adroit Industries (India) Limited admeasuring area of 7167.50 sq mt. (Leasehold) and Plot No.99, Smart Industrial Park, Pithampur Industrial Area, Dist: Dhar area 27535 sq mt. and guaranteed by directors of the company.			
2) Working Capital loan is secured by hypothecation of first and exclusive charge on all existing and future receivables / current assets/ moveable assets / moveable fixed assets of the Borrower. Further Equitable mortgage charge on immoveable property being land and building situated at- 5-B, Industrial Area No 2 situated at A. B. Road, Dewas owned by Adroit Industries (India) Limited admeasuring area of 7167.50 sq mt. (Leasehold) and Plot No.99, Smart Industrial Park, Pithampur Industrial Area, Dist: Dhar area 27535 sq mt. and guaranteed by directors of the company.			
Note - 21 Lease Liability			
Lease Liability	0.00	0.00	0.00
	0.00	0.00	0.00
(Due to rounding off to the nearest million, figures less than the reporting unit appear as zero.)			
Note - 22 Trade Payables *			
(a) Total outstanding due of Micro and Small Enterprises	12.00	1.98	-
(b) Total outstanding due other than (a) above	198.63	106.79	162.40
***(Refer Note-53)**			
	210.63	**108.77**	**162.40**
Note - 23 Other Financial Liabilities			
Interest accrued on Borrowing	-	0.04	0.30
Other Liabilities (liab for expense)*	26.58	17.75	19.68
Creditors for capital expenditure	-	4.16	6.51
	26.58	**21.95**	**26.49**
Note:			
(i) There are no amounts due for payment to the Investor Education and Protection Fund under the Companies Act, 2013.			
* other liabilities includes liabilities for expenses, salary payable etc.			
Note - 24 Other Current Liabilities			
Statutory Dues	3.66	4.17	39.34
Contract Liabilities	5.20	5.62	16.59
Deferred Income	3.38	1.18	0.36
Other Liabilites	-		
	12.25	**10.97**	**56.29**
Note - 25 Provisions			
Provision for employee benefits			
(i) for Gratuity (Refer note- 42 (B) (a))	4.82	0.79	0.37
(ii) For Leave Encashment (Refer note- 42 (B) (b))	0.65	0.70	0.69
	5.47	**1.48**	**1.06**
Note - 26 Current Tax liabilities (net)			
Provision for taxation (net off advance tax)	22.94	12.56	21.58
	22.94	**12.56**	**21.58**

ADROIT INDUSTRIES (INDIA) LIMITED

NOTES FORMING PARTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENT

(All amounts in Rs millions unless otherwise stated)

Particulars	For the Year 2025-26	For the Year 2024-25	For the Year 2023-24
Note - 27 Revenue From Operations			
Sales of products (Refer Note-48)	1,345.56	1,273.58	1,178.51
	1,345.56	**1,273.58**	**1,178.51**
Other Operating revenues (Refer Note-48)	53.87	65.36	66.77
	53.87	**65.36**	**66.77**
	1,399.43	**1,338.94**	**1,245.28**
Note - 28 Other Income			
Interest Income	11.85	6.08	2.21
Dividend on long term investments	2.00	2.00	2.00
Net gain on Foreign Currency Transactions and Translations	5.04	-	-
Depriciation Reversed on Subsidy	6.98	17.86	-
Reversal of Allowance for Expected credit loss	0.28	-	0.51
Rent Income	0.84	0.60	-
Reversal of Exces Provision of Leave Enchasment	0.51	-	0.12
Insurance Claim received	0.32	-	-
Miscellaneous Income	3.14	0.62	0.88
	30.96	**27.16**	**5.72**
Note - 29 Cost of Materials Consumed			
Opening Stock	128.64	107.93	155.13
Purchases	272.60	247.78	319.94
	401.24	**355.72**	**475.07**
Less : Closing Stocks	(196.21)	(128.64)	(107.93)
Cost of Material Consumed	**205.03**	**227.08**	**367.13**
Note - 30 Purchases of Stock-in-Trade			
Purchases of Stock-in-Trade	130.95	125.78	49.06
	130.95	**125.78**	**49.06**
Note - 31 Changes in Inventories of Finished Goods, Work-in-Progress and Stock in Trade			
Inventory at the beginning of the Year			
Finished Goods	214.50	243.60	164.37
Work in Progress	60.36	88.32	7.39
Stock In Trade	-	-	-
	274.86	**331.92**	**171.76**
Inventory at the end of the year			
Finished Goods	185.10	214.50	243.60
Work in Progress	56.69	60.36	88.32
Stock In Trade	-	-	-
	241.79	**274.86**	**331.92**
Net (Increase) / Decrease in Inventories	**33.07**	**57.06**	**(160.16)**
Note - 32 Employee Benefits Expense			
Salary, Wages and Bonus	274.86	227.62	259.76
Contribution to Provident and Other Funds	7.73	7.42	7.93
Staff Welfare expenses	0.08	0.02	0.01
	282.68	**235.06**	**267.70**
Note - 33 Finance Costs			
Interest Expenses	45.26	62.23	79.39
Other Borrowing Cost	1.04	2.07	2.42
Interest Expense on lease Liability	0.25	0.25	0.25
	46.55	**64.55**	**82.06**
Note - 34 Depreciation and Amortization Expenses			
Depreciation of Property, Plant & Equipment	41.77	43.73	40.26
Depreciation of Right of Use Asset	0.63	0.63	0.63
Amortisation of Intangible Asset	0.08	0.20	0.02
	42.48	**44.56**	**40.91**

Note - 35 Other Expenses			
Consumption of Stores and spares	114.12	138.11	86.10
Packing Expenses	45.68	41.95	63.05
Job Work Charges	8.84	6.70	14.09
Power & Fuel	58.15	53.53	58.67
Rent	0.90	1.21	0.96
Repairs to Buildings	1.58	1.50	0.81
Repairs others	4.40	3.61	2.13
Brokerage & Commission	15.32	11.58	33.77
Water Charges	1.50	1.21	1.10
Factory Expenses	1.02	1.64	3.77
Insurance	1.29	1.81	2.87
Rates and Taxes	2.72	0.63	0.39
Selling And Distribution Expenses	24.07	34.14	42.46
Freight and forwarding expenses	10.16	2.87	3.16
Security expenses	5.52	3.89	5.09
Travelling & Conveyance Expenses	13.09	9.64	15.05
Net loss on foreign Currency Transactions and Translation	-	38.15	53.78
CSR Expenses	3.28	2.17	1.39
Vehicle Hire charges	11.73	10.04	11.60
Legal and Professional	10.23	2.75	6.12
Allowance for Expected credit loss	-	0.16	-
Bad Debts Write off	11.25	-	-
Warehouse Expenses	6.39	5.12	6.10
Loss on Sales of Property, Plant and Equipment	0.71	-	-
Other Misc. Expenses	8.66	11.36	12.24
	360.62	**383.77**	**424.70**

(All amounts in Rs millions unless otherwise stated)

NOTE: 36 - CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024
a. Contingent Liability			
Income Tax demand disputed in appeals	38.94	35.59	11.51
	Refer Note-1.1 & 1.2	Refer Note-2.1 & 2.2	Refer Note-3
Custom Duty demand disputed in appeals	4.98	4.98	4.66
	Refer Note-4		Refer Note-5
b. Commitments			
Estimated amount of contract remaining to be executed on capital account and not provided for (Net of advance Rs. 51.55 million) (Refer Note -6)	30.09	-	-

Note-1.1 : Contingent Liability of Rs. 0.19 for F.Y. 2007-08, Rs. 3.16 for F.Y. 2013-14 and Rs. 10.62 for F.Y 2014–15, under the Income Tax Act, 1961 are under dispute before the CIT (Appeals).

Note-1.2 : Contingent Liability of Rs. 24.97 related to FY 2022–23 under the Income Tax Act, 1961 is under dispute before the CIT (Appeals).

Note-2.1 : Contingent Liability of Rs. 10.62 for F.Y 2014–15 under the Income Tax Act, 1961 are under dispute before the CIT (Appeals).

Note-2.2 : Contingent Liability of Rs. 24.97 related to FY 2022–23 under the Income Tax Act, 1961 is under dispute before the CIT (Appeals).

Note-3:Contingent liability of Rs. 11.51 for F.Y. 2014–15, 2016–17, and 2017–18 is under dispute before the CIT (Appeals).

Note-4: Contingent liability related to Custom duty of Rs.4.66 for F.Y. 2020-21 is under dispute before the Principlae Commissioner (RA) and Ex Officio Additional Secretary of Govt of India. and Contingent liability of Rs. 0.32 related to F.Y. 2024-25 is under dispute before the Commissioner of Custom (Appeals).

Note-5: Contingent liability related to Custom duty of Rs.4.66 for F.Y. 2020-21 is under dispute before the Principlae Commissioner (RA) and Ex Officio Additional Secretary of Govt of India.

i) It is not practicable to estimate the timing of cash outflows, if any, in respect of above matters due to pending resolution of the arbitration/ appellate proceeding. Further, the liability mentioned in above includes interest except in cases where the Company has determined that the possibility of such levy is remote.

Note-6 Capital commitments towards purchase of Plant and Machinery amount to Rs. 30.09 million, net of advances, against purchase orders aggregating to Rs. 81.63 million.

NOTE: 37 - DISCLOSURE REQUIRED UNDER SECTION 22 OF MICRO, SMALL AMD MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

a. The detail of amount outstanding to Micro and Small Enterprises are as under:

Particular	2025-26	2024-25	2023-24
(i) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act:			
Principal	12.00	1.98	-
Interest due on above	0.89		-
(ii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year:			
(iii)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 MSMED Act:			
(iv)The amount of interest accrued and remaining unpaid at the end of accounting year:	0.89	-	-
(vi)The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006:			

b. The information has been determined to the extent such parties have been identified on the basis of information available with the company.

NOTE: 38 - PAYMENT TO AUDITOR

Particular	2025-26	2024-25	2023-24
a. For Statutory Audit	0.60	0.60	0.60

NOTE: 39 - EARNING PER SHARE (EPS)

Particular	2025-26	2024-25	2023-24
Basic and diluted earnings per share :			
a. Net Profit after tax	261.29	181.26	145.10
b. Weighted average number of equity shares	3,49,11,340	3,49,11,340	3,49,11,340
c. Nominal value of ordinary share (Rs.)	10	10	10
d. Basic and diluted earning per share	7.48	5.19	4.16

Note : Pursuant to the approval of shareholders granted in the extra-ordinary General meeting held on January 14, 2026, the company issued and allotted fully paid up 'bonus share' at par in proportion of 1 new equity share of Rs. 10 each for every 1 existing fully paid up equity share of Rs. 10 each held on the record date of February 9, 2026. Accordingly Earning Per Share (Basic and Diluted) has been adjusted for the previous year.

NOTE: 40 - Corporate Social Responsibility

The expenditure required by the company for complying with the provision for CSR expenditure under section 135 of Companies Act, 2013 are as under:

	Particulars	2025-26	2024-25	2023-24
i.	Amount required to be spent as per section 135 of the act during the year.	3.28	2.16	1.37
ii.	Amount of expenditure incurred	3.28	2.17	1.39
iii.	Shortfall / (Excess) at the end of the year	(0.00)	(0.01)	(0.02)
iv.	Total of previous years shortfall / (Excess)	(0.01)	(0.02)	(0.03)
v.	Reason for shortfall			
vi.	Nature of CSR activities	Educational and cultural development through the promotion of religious education and culture.	CSR Activity for under Swachh Bharat Abhiyan and distributing food packets/ grain to needy people.	Educational and cultural development through the promotion of religious education and culture.
Vii)	Details of Related Party Transaction in relation to CSR activities as per the accounting standard	-	-	-
Viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	-	-	-

Note 41 : Tax Expenses

(All amounts in Rs millions unless otherwise stated)

Tax expenses recognised in the statement of Profit and Loss

I. Income tax related to items recognised directly in profit or loss of the statement of profit and loss during the year	2025-26	2024-25	2023-24
Current Tax on profit for the year	64.80	38.85	30.83
Deferred Tax	(2.54)	4.50	3.50
Income Tax for earlier years	5.19	3.45	-
Tax expenses for the year charged in Profit & Loss (a)	**67.45**	**46.80**	**34.34**
Deferred tax recognized in Other Comprehensive Income (OCI) (b)	(0.89)	(3.30)	11.05
Total Tax expenses for the year (a+b)	**66.56**	**43.50**	**45.39**
Reconciliation of effective tax rate			
Profit before tax	329.03	228.24	179.60
Applicable Tax Rate	0.25	0.25	0.25
Computed tax expense	59.83	42.68	33.03
Adjustments for taxes for	-	-	-
- Allowance for expenses/income	(11.15)	(14.37)	(13.15)
- Disallowance for expenses/income	16.12	10.53	10.95
Other Timing Difference	(3.43)	1.20	14.56
Income Tax for earlier years	5.19	3.45	
Income tax as per statement of profit and loss	**66.56**	**43.50**	**45.39**
Effective Tax Rate	20%	19%	25%

The movement in Deferred tax assets and liabilities during the year period ended March 31st, 2026 ,March 31st, 2025 & March 31st, 2024.

Particulars	Opening Balance	Recognition in Profit or Loss	Recognition in OCI	Closing Balance
For the Year 2025-26				
Deferred Tax Liabilities				
Depreciation on Property, Plant & Equipment's	35.02	2.22	-	37.24
I.	**35.02**	**2.22**	**-**	**37.24**
Deferred Tax Assets				
Provision for Doubtful Debts & advances	0.21	(0.07)	-	0.14
Fair Value of Investment	13.01	-	0.09	13.10
Employee Benefit	2.57	2.77	0.80	6.15
Leases / Right to use assets	0.03	0.00	-	0.03
MSME Balance Disallowed	-	2.06		2.06
II.	**15.82**	**4.76**	**0.89**	**21.47**
Deferred Tax Liabilities (Net)	**19.20**	**(2.54)**	**0.89**	**15.77**
For the Year 2024-25				
Deferred Tax Liabilities				
Depreciation on Property, Plant & Equipment's	30.00	5.02 -		35.02
I.	**30.00**	**5.02**	**-**	**35.02**
Deferred Tax Assets				
Provision for Doubtful Debts & advances	0.17	0.04	-	0.21
Fair Value of Investment	9.50	-	3.50	13.01
Employee Benefit	2.30	0.47	(0.20)	2.57
Leases / Right to use assets	0.02	0.00	-	0.03
II.	**12.00**	**0.52**	**3.30**	**15.82**
Deferred Tax Liabilities (Net)	**18.00**	**4.50**	**(3.30)**	**19.20**
For the Year 2023-24				
Deferred Tax Liabilities				
Depreciation on Property, Plant & Equipment's	25.69	4.31 -		30.00
I.	**25.69**	**4.31**	**-**	**30.00**
Deferred Tax Assets				
Provision for Doubtful Debts & advances	0.30	(0.13)	-	0.17
Fair Value of Investment	19.40	-	(9.90)	9.50
Employee Benefit	2.52	0.93	(1.16)	2.30
Leases / Right to use assets	0.02	0.00	-	0.02
II.	**22.24**	**0.81**	**(11.05)**	**12.00**
Deferred Tax Liabilities (Net)	**3.45**	**3.50**	**11.05**	**18.00**

ADROIT INDUSTRIES (INDIA) LIMITED
NOTES FORMING PARTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENT

NOTE: 42 - DISCLOSURE AS PER IND AS 19 - EMPLOYEE BENEFITS

A. Defined Contribution Plans
Contribution to Defined Contribution plans, recognised as expense for the year is as under:

(All amounts in Rs millions unless otherwise stated)

Particulars	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024
Employer's contribution to Provident Fund	6.78	6.34	6.66
Employer's contribution to ESIC	0.95	1.08	1.27

B. a) Gratuity - Defined Benefit plans

	Particulars	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024
I.	**Reconciliation of defined benefit obligation.**			
	Liability at the beginning of the year	**8.01**	**6.58**	**10.18**
	Current Service Cost	3.45	1.85	1.92
	Past Service Cost- vested	8.85	-	-
	Interest Cost	0.54	0.46	0.74
	Remeasurement due to :	-	-	-
	Actuarial loss/ (gain) arising change in financial assumptions	(1.24)	0.12	0.14
	Actuarial loss/ (gain) arising change in demographic assumptions	-	-	-
	Actuarial loss/ (gain) arising on account of experience adjustments	4.49	(1.01)	(6.40)
	Benefit Paid	-	-	-
	Defined benefit obligation at the end of the year	**24.10**	**8.01**	**6.58**
II.	**Reconciliation of opening and closing balance of fair value of plan assets.**			-
	Fair value of plan assets at the beginning of the year	0.83	0.77	0.72
	Interest on plan assets	0.06	0.05	0.05
	Other	-	-	-
	Contributions Paid by Employer	-	-	-
	Benefit Paid from Fund	-	-	-
	Included in OCI	-	-	-
	actuarial (Gains)/Losses on Obligation for the period	-	-	-
	Return on Plan Assets Excluding Interest Income	0.00	0.00	(0.00)
	Fair value of plan asset at the end of the year	**0.88**	**0.83**	**0.77**
III.	**Amount Recognized in the Balance Sheet**			-
	Present Value of funded defined benefit obligation	24.10	8.01	6.58
	Fair Value of Plan Assets at the end of the year	0.88	0.83	0.77
	Net funded obligation	**23.22**	**7.18**	**5.81**
	Present value of unfunded defined benefit obligation			-
	Amount not recognised due to asset limit			-
	Net defined benefit liability / (asset) recognised in Balance sheet	**23.22**	**7.18**	**5.81**
	Net defined benefit liability / (asset) is bifurcated as below :			-
	Current	4.82	0.79	0.37
	Non - Current	18.40	6.40	5.44
IV.	**Expense Recognised in Statement of Profit & Loss**			
	Current Service Cost	3.45	1.85	1.92
	Net Interest Cost	0.49	0.41	0.68
	Administrative expenses	-	-	-
	Past Service Cost	8.85	-	-
	Actuarial (Gain)/ Loss on settlement	-	-	-
	Expense Recognized in P&L	**12.79**	**2.26**	**2.61**
V.	**Amount Recognised in Other Comprehensive Income (OCI)**			-
	Opening amount recognised in OCI outside profit and loss account			-
	Remeasurement due to :			-
	Changes in financial assumptions	(3.25)	0.89	6.26
	Changes in demographic assumptions	-	-	-
	Experience adjustments	-	-	-
	Actual return on plan assets less interest on plan assets	0.00	0.00	(0.00)
	Closing amount recognised in OCI outside profit and loss account	**(3.25)**	**0.89**	**6.26**
VI.	**Net defined liability / (asset) reconciliation**			-
	Opening Net defined benefit liability / (asset)	7.18	5.81	9.46
	Expense charged to profit and loss account	12.79	2.26	2.61
	Employers Contribution	-	-	-
	Amount recognised outside Profit& loss	3.25	(0.89)	(6.26)
	Impact of liability assumed or settled	-	-	-
	Closing net defined benefit liability /(asset)	**23.22**	**7.18**	**5.81**
				-
	Plan Assets			-
	Plan Assets comprise the following :			-
	Investment in LIC of India	-	-	-
	Insurer managed fund (100 %)	0.88	0.83	0.77
VII.	**Assumptions**			
	The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages)			
	Particulars	**As at 31.03.2026**	**As at 31.03.2025**	**As at 31.03.2024**
	Discount Rate	7.33%	6.78%	6.97%
	Expected Return on Plan Assets	6.78%	6.97%	7.20%
	Salary Escalation Rate	5.00%	5.00%	5.00%
	Attrition Rate	2.00%	2.00%	2.00%
	Morality Rate	100% of IALM 2012-14	100% of IALM 2012-14	100% of IALM 2012-14
	Disability Rate	No explicit provision	No explicit provision	No explicit provision

VIII. Sensitivity analysis
Reasonable possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant, would have affected the defined benefit obligation by the

Particulars	As at 31.03.2026		As at 31.03.2025		As at 31.03.2024	
	1% Increase	**1% Decrease**	**1% Increase**	**1% Decrease**	**1% Increase**	**1% Decrease**
Change in discounting rate	22.21	25.95	5.68	6.59	4.73	5.56
Change in Salary escalation rate	26.12	22.34	6.60	5.68	5.55	4.73
Withdrawal Rate	24.33	23.83	6.14	6.09	5.14	5.09

ADROIT INDUSTRIES (INDIA) LIMITED
NOTES FORMING PARTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENT

NOTE: 43 - RELATED PARTY RELATIONSHIPS, TRANSACTIONS AND BALANCES
Disclosure of transactions with related parties as per Ind AS -24 :

(All amounts in Rs millions unless otherwise stated)

A. List of related parties and their relationships
(i) Key Managerial Personnel & Other Directors

Mukesh Sangla	Non-Executive Director
Saurabh Sangla	Managing Director
Mamta Sahu (Upto 13.05.2025)	Non-Executive Independent Director
Rajesh Kumar Logre (Upto 07.08.2025)	Non-Executive Independent Director
Surabhi Agrawal	Non-Executive Independent Director
Yashaswi Jharbade (Upto 14.11.2025)	Non-Executive Independent Director
Anirudha Chauhan	Non-Executive Independent Director
Sumit Purohit (From 01.04.2025 to 12.02.2026)	Chief Financial Officer
B.R. Patidar (From 12.02.2026 onwards)	Chief Financial Officer
Prakshi Kalwadia (Upto 01.08.2023)	Company Secretary
Lokendra Garwal (From 25.09.2024 to 04.12.2025 onwards)	Company Secretary
Mridul Jain (From 12.02.2026 to 15.07.2026)	Company Secretary
Miss Garima Shukla (From 15.07.2026 onwards)	Company Secretary

(ii) Entity where person, close member or Key Managerial Personnel (KMP) has significant influence and with whom transactions have taken place

Name of Person / entity

Signet Industries Limited	Director has significant influence
Kozzby International Private Limited	Director has substantial interest

B. Transactions carried out with related parties referred in A above

Nature of Transaction	31-03-2026	31-03-2025	31-03-2024
Remuneration			
Saurabh Sangla	8.40	8.40	8.40
Sumit Purohit	1.06	1.12	0.86
B .R Patidar	0.14	-	-
Prakshi Kalwadia	-	-	0.06
Lokendra Garwal	0.47	0.31	-
Mridul Jain	0.16	-	-
Directors Sitting Fees			
Mamta Sahu	0.01	0.02	-
Rajesh Kumar Logre	0.06	-	-
Surabhi Agrawal	0.05	0.10	-
Yashaswi Jharbade	0.03	0.01	-
Anirudha Chauhan	0.01	-	-
Rent Received			
Signet Industries Ltd	0.64	0.60	-
Kozzby International Private Limited	0.20	-	-
Sales			
Signet Industries Ltd	60.09	21.63	84.88
Kozzby International Private Limited	5.14	16.31	10.85
Purchase			
Signet Industries Ltd	38.51	15.98	0.15
PPE Purchase			
Signet Industries Ltd (Refer Note 1)	2.00	-	-
PPE Sales			
Signet Industries Ltd	0.26	-	-

Outstanding Balances	As At 31.03.2026	As At 31.03.2025	As At 31.03.2024
Outstanding Investments in Equity and Preference Shares			
Signet Industries Ltd (Preference Shares)	95.71	86.04	77.39
Signet Industries Ltd (Equity Shares)	119.22	129.68	168.41
Trade Payable			
Signet Industries Ltd	0.00	0.04	2.37
Trade Receivable			
Signet Industries Ltd	3.03	0.05	-
Kozzby International Private Limited	13.92	15.96	0.24

C. Related party transactions with Subsidiaries eliminated for the year while preparing the Restated Consolidated Financial Information

i) Adroit Industries (India) Limited

Nature of Transaction	As At 31.03.2026	As At 31.03.2025	As At 31.03.2024
Sale of Goods			
Adroit Driveshafts Private Limited	368.83	404.71	517.19
Purchase of Goods			
Adroit Driveshafts Private Limited	(1.85)	(13.35)	-
Loan Given			
Adroit Driveshafts Private Limited	85.55	-	-
Interest Income			
Adroit Driveshafts Private Limited	12.79	22.23	22.31
Rent Paid			
Adroit Driveshafts Private Limited	(0.38)	-	-
Corporate Guarantee Commission Income			
Adroit Driveshafts Private Limited	3.35	3.72	2.94
Corporate Guarantee Commission Expense			
Adroit Driveshafts Private Limited	(0.25)	(0.31)	(0.44)

Outstanding Balances	As At 31.03.2026	As At 31.03.2025	As At 31.03.2024
Trade Receivables			
Adroit Driveshafts Private Limited	30.81	21.07	107.27
Adroit Driveshafts Canada Limited	-	-	9.05
Loan given outstanding			
Adroit Driveshafts Private Limited (Refer Note 2)	143.87	242.31	222.30
	-	-	-
Corporate Guarantee given on behalf of Subsidiary			
Adroit Driveshafts Private Limited	669.90	744.40	587.90
Corporate Guarantee received from Subsidiary			
Adroit Driveshafts Private Limited	(50.00)	(62.10)	(87.10)

ii) Adroit Driveshaft Private Limited

Nature of Transaction	As At 31.03.2026	As At 31.03.2025	As At 31.03.2024
Sale of Goods			
Adroit Industries (India) Limited	1.85	13.35	-
Adroit Driveshafts Canada Limited	49.86	39.47	67.38
Purchase of Goods			
Adroit Industries (India) Limited	(368.83)	(404.71)	(517.19)
Loan Taken			
Adroit Industries (India) Limited	(85.55)	-	-
Interest Expenses			
Adroit Industries (India) Limited	(12.79)	(22.23)	(22.31)
Rent Income			
Adroit Industries (India) Limited	0.38	-	-
Corporate Guarantee Commission Income			
Adroit Industries (India) Limited	0.25	0.31	0.44
		-	-
Corporate Guarantee Commission Expense		-	-
Adroit Industries (India) Limited	(3.35)	(3.72)	(2.94)

Outstanding Balances	As At 31.03.2026	As At 31.03.2025	As At 31.03.2024
Trade Payables			
Adroit Industries (India) Limited	(30.81)	(21.07)	(107.27)
Trade Receivables			
Adroit Driveshafts Canada Limited	78.13	62.00	65.64
Loan taken outstanding			
Adroit Industries (India) Limited	(143.87)	(242.31)	(222.30)
Corporate Guarantee received from Holding			
Adroit Industries (India) Limited	(669.90)	(744.40)	(587.90)
Corporate Guarantee given on behalf of Holding			
Adroit Industries (India) Limited	50.00	62.10	87.10

iii) Adroit Driveshaft Canada Limited

Nature of Transaction	As At 31.03.2026	As At 31.03.2025	As At 31.03.2024
Purchase of Goods			
Adroit Driveshafts Private Limited	(49.86)	(39.47)	(67.38)

Outstanding Balances	As At 31.03.2026	As At 31.03.2025	As At 31.03.2024
Trade Payables			
Adroit Driveshafts Private Limited	(78.13)	(62.00)	(65.64)
Adroit Industries (India) Limited	-	-	(9.05)

Note 1: The Company acquired a used single-stage extruder (RPT machine) aggregating to ₹2.00 million from Signet Industries Limited, a related party. The transaction was undertaken at arm's length. The consideration for the used single-stage extruder was determined based on the prevailing market value of comparable second-hand machinery of similar age and condition.

Note 2: The loan represents an unsecured inter-corporate deposit limit of ₹40 crores extended to Adroit Driveshafts Private Limited for meeting its business and operational requirements, pursuant to an agreement dated January 1, 2022, with a tenure of 75 months, which may be extended based on mutual understanding between the parties. Interest rates applicable for the relevant periods were 10% for Fiscal 2024, 10% for Fiscal 2025, and 9% for the period ending March 31, 2026.

ADROIT INDUSTRIES (INDIA) LIMITED
NOTES FORMING PARTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENT

b) Leave Encashment

(All amounts in Rs millions unless otherwise stated)

	Particulars	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024
I.	**Reconciliation of defined benefit obligation.**			
	Liability at the beginning of the year	4.31	4.61	4.37
	Service Cost		-	-
	Current Service Cost	0.69	0.91	1.00
	Past Service Cost - Vested	-	-	-
	Past Service Cost - Unvested	-	-	-
	Interest Expenses	0.28	0.24	0.32
	Cash flows	-	-	-
	Benefit Paid from Plan	-	-	-
	Benefit Paid from Employer	(0.40)	(2.38)	-
	Actuarial Gains and Losses	-	-	-
	a. Effect of changes in demographic assumptions	(0.20)	0.06	-
	b. Effect of changes in financial assumptions	(1.21)	0.87	0.11
	c. Effect of experience adjustments	(0.06)	-	(1.18)
	Defined benefit obligation at the end of the year	**3.40**	**4.31**	**4.61**
II.	**Reconciliation of opening and closing balance of fair value of plan assets.**			-
	Fair value of plan assets at the beginning of the year	-	-	-
	Interest on plan assets	-	-	-
	Other	-	-	-
	Total Employers Contribution	-	-	-
	(i) Employer Contribution	-	-	-
	(ii) Employer direct benefit payments	0.40	2.38	-
	Contributions Paid by Employer	-	-	-
	Benefit Paid from Fund	(0.40)	(2.38)	-
	Included in OCI	-	-	-
	actuarial (Gains)/Losses on Obligation for the period	-	-	-
	Return on Plan Asssets Excluding Interest Income	-	-	-
	Fair value of plan asset at the end of the year		-	-
III.	**Amount Recognized in the Balance Sheet**			-
	Present Value of funded defined benefit obligation	3.40	4.31	4.61
	Fair Value of Plan Assets at the end of the year			-
	Net funded obligation	**3.40**	**4.31**	**4.61**
	Actuarial (Gain)/Loses - on Obligation	(1.48)	0.93	(1.07)
	Actuarial (Gain)/Loses - on Plan Asset			-
	Net defined benefit liability / (asset) recognised in Balance sheet	3.40	4.31	4.61
	Net defined benefit liability / (asset) is bifurcated as below :			-
	Current	**0.65**	**0.70**	**0.69**
	Non - Current	**2.75**	**3.61**	**3.92**
IV.	**Expense Recognised in Statement of Profit & Loss**			-
	Current Service Cost	0.69	0.91	1.00
	Net Interest Cost	0.28	0.24	0.32
	Administrative expenses			-
	Past Service Cost			-
	Actuarial (Gain)/ Loss on settlement	(1.48)	0.93	(1.07)
	Expense Recognized in P&L	**(0.51)**	**2.08**	**0.24**
V.	**Net defined liability / (asset) reconciliation**			**-**
	Opening Net defined benefit liability / (asset)	**4.31**	**4.61**	**4.37**
	Expense charged to profit and loss account	(0.51)	2.08	0.24
	Employers Contribution	(0.40)	(2.38)	-
	Amount recognised outside Profit& loss	-	-	-
	Impact of liability assumed or settled	-	-	-
	Closing net defined benefit liability /(asset)	**3.40**	**4.31**	**4.61**
VI.	**Assumptions**			
	The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages)			
	Particulars	**31-03-2026**	**31-03-2025**	**2023-24**
	Discount Rate	7.64%	6.78%	7.20%
	Expected Return on Plan Assets	0.00%	0.00%	0.00%
	Salary Escalation Rate	5.00%	5.00%	5.00%
	Attrition Rate	2.00%	2.00%	2.00%
	Mortality Rate	100% of IALM 2012-14	100% of IALM 2012-14	100% of IALM 2012-14
	Disability Rate	No explicit provision	No explicit provision	No explicit provision

VIII. Sensitivity analysis

Reasonable possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant, would have affected the defined benefit obligation by the

Particulars	31-03-2026		31-03-2025		2023-24	
	1% Increase	**1% Decrease**	**1% Increase**	**1% Decrease**	**1% Increase**	**1% Decrease**
Change in discounting rate	3.12	3.71	2.07	2.41	1.88	2.22
Change in Salary escalation rate	3.70	3.13	2.40	2.08	2.21	1.88
Withdrawal Rate	3.46	3.33	2.25	2.21	2.06	2.01

ADROIT INDUSTRIES (INDIA) LIMITED
NOTES FORMING PARTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENT

NOTE: 44 - FINANCIAL INSTRUMENTS BY CATEGORY AND FAIR VALUE HIERARCHY

(All amounts in Rs millions unless otherwise stated)

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.
A substantial portion of the Company's long-term debt has been contracted at floating rates of interest, which are reset at short intervals. Accordingly, the carrying value of such long-term debt approximates fair value.

	Carrying amount				Fair value			
(i) March 31, 2026 (Amount)	**FVTPL**	**FVTOCI**	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets								
(i) Investments		214.93	-	214.93	119.22	95.71		**214.93**
(ii) Trade receivables			452.83	452.83				
(iii) Cash and cash equivalents			15.05	15.05				
(v) Loan			100.63	100.63				
(vi) Others			13.66	13.66				
	-	**214.93**	**582.18**	**797.11**	**119.22**	**95.71**	**-**	**214.93**
Financial liabilities								
(i) Borrowings			524.00	524.00				
(ii) Trade payables			210.63	210.63				
(iii) Other Financial liability			26.58	26.58				
(iv) Lease liabilities			2.51	2.51				
	-	**-**	**763.71**	**763.71**	**-**	**-**	**-**	**-**

	Carrying amount				Fair value			
(i) March 31, 2025 (Amount)	**FVTPL**	**FVTOCI**	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets								
(i) Investments		215.72	-	215.72	129.68	86.04		**215.72**
(ii) Trade receivables			398.66	398.66				
(iii) Cash and cash equivalents			11.75	11.75				
(v) Loan			9.84	9.84				
(vi) Others			14.07	14.07				
	-	**215.72**	**434.32**	**650.04**	**129.68**	**86.04**	**-**	**215.72**
Financial liabilities								
(i) Borrowings			647.77	647.77				
(ii) Trade payables			108.77	108.77				
(iii) Other Financial liability			21.95	21.95				
(iv) Lease liabilities			2.51	2.51				
	-	**-**	**780.99**	**780.99**	**-**	**-**	**-**	**-**

	Carrying amount				Fair value			
(i) March 31, 2024 (Amount)	**FVTPL**	**FVTOCI**	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets								

(i) Investments		245.80	-	245.80	168.41	77.39		**245.80**
(ii) Trade receivables			320.60	320.60				
(iii) Cash and cash equivalents			11.71	11.71				
(v) Loan			21.51	21.51				
(vi) Others			12.27	12.27				
	-	**-**	**366.09**	**611.89**	**-**	**-**	**-**	**245.80**
Financial liabilities								
(i) Borrowings			818.55	818.55				
(ii) Trade payables			162.40	162.40				
(iii) Other Financial liability			26.49	26.49				
(iv) Lease liabilities			2.51	2.51				
	-	**-**	**1,009.93**	**1,009.93**	**-**	**-**	**-**	**-**

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

NOTE: 45 - FINANCIAL INSTRUMENTS- FAIR VALUES AND RISK MANAGEMENT

(All amounts in Rs millions unless otherwise stated)

Financial risk management
The Company has exposure to the following risks arising from financial instruments:
(i) Market risk
(a) Currency risk;
(b) Interest rate risk;
(ii) Credit risk ; and
(iii) Liquidity risk ;

Risk management framework

The Company's activities are expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of risks on its financial performance. The Company's risk management assessment policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. These policies and processes are reviewed by management regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee are responsible for overseeing these policies and processes.

Market risk

Market risk is the risk of changes the market prices on account of foreign exchange rates, interest rates and Product prices, which shall affect the Company's income or the value of its holdings of its financial instruments . The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimizing the returns.

Currency risk

The fluctuation in foreign currency exchange rates may have impact on the profit and loss account, where any transaction has more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar and Euro, against the respective functional currencies. The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposure. The Company does not use derivative financial instruments for trading or speculative purposes.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported by the management of the Company is as follows:

Particulars	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024
	Foreign Currency Exposure in INR	Foreign Currency Exposure in INR	Foreign Currency Exposure in INR
Receivable net exposure			
Trade receivables	378.92	327.35	242.43
Receivable net exposure	378.92	327.35	242.43
Payable net exposure			
Trade payables and other financial liabilities			
Payable net exposure	-	-	
Forward exchange contracts against imports and foreign currency payables	-	-	
Payable net exposure	-	-	
Total net exposure on Receivables /(Payables)	378.92	327.35	242.43

A 1% strengthening / weakening of the respective foreign currencies with respect to functional currency of Company would result in increase or decrease in profit or loss as shown in table below. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

Particulars	Profit/(Loss)March 31, 2026		Profit/(Loss) March 31, 2025	
Effect in Indian Rupees	Strengthening	Weakening	Strengthening	Weakening
INR	3.79	(3.79)	3.27	(3.27)

Particulars	Profit/(Loss)March 31, 2024	
Effect in Indian Rupees	Strengthening	Weakening
INR	2.42	(2.42)

i (b) Interest Rate Risk **(All amounts in Rs millions unless otherwise stated)**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company's exposure to the risk of changes in market interest rates relates primarily to the borrowing from bank and financial companies. Currently Company is not using any mitigating factor to cover interest rate risk.

Interest rate risk exposure -variable rate

Particulars	As at 31.03.2026	As at 31.03.2025	As at31.03.2024
Borrowing from bank	520.19	639.94	806.72
Borrowing from Others	3.81	7.83	11.83
	524.00	**647.77**	**818.55**

Interest rate sensitivity

A reasonably possible change of 1% in interest rates at the reporting date would have increased /(decreased) equity and profit or loss by amounts shown below. This analysis assumes that all other variables, in particular, foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

Particulars	Impact on Profit/(loss) before tax	
	1% Increase	1% Decrease
March 31st, 2026		
On account of Variable Rate Borrowings from Banks	(5.24)	5.24
Sensitivity	**(5.24)**	**5.24**
March 31st, 2025		
On account of Variable Rate Borrowings from Banks	(6.48)	6.48
Sensitivity	**(6.48)**	**6.48**
March 31st, 2024		
On account of Variable Rate Borrowings from Banks	(8.19)	8.19
Sensitivity	**(8.19)**	**8.19**

(ii) Credit Risk

(All amounts in Rs millions unless otherwise stated)

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customer. The Company establishes an allowance for doubtful debts and impairment that represents its estimate on expected loss model .

A. Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

Particulars	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024
Past due but not impaired			
Not Due	330.07	265.06	227.01
Past due 0–180 days	118.66	106.64	68.79
Past due 180-360 days	2.34	16.54	4.95
Past due more than 360 days	2.32	11.25	20.53
	453.39	**399.49**	**321.28**

-

Expected credit loss assessment for customers as at March 31, 2026, March 31, 2025 and March 31, 2024.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Impaired amounts are based on lifetime expected losses based on the best estimate of the management. Further, management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. The impairment loss related to several customers that have defaulted on their payments to the Company and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows.

Particulars	Amount
Balance as at April 1, 2025	0.84
Provision for Doubtful debts	
Reversal of Provision for Doubtful debts	(0.28)
Balance as at March 31, 2026	**0.56**

Particulars	Amount
Balance as at April 1, 2024	0.68
Provision for Doubtful debts	0.16
Reversal of Provision for Doubtful debts	
Balance as at March 31, 2025	**0.84**

Particulars	Amount
Balance as at April 1, 2023	1.18
Provision for Doubtful debts	-
Reversal of Provision for Doubtful debts	(0.51)
Balance as at March 31, 2024	**0.68**

(iii) Liquidity risk **(All amounts in Rs millions unless otherwise stated)**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company has obtained fund based lines from various banks. The Company also constantly monitors various funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Exposure to liquidity risk
The table below analyses the Company's financial liabilities into relevant maturities groupings based on their contractual maturities for:
* all non derivative financial liabilities

	As at 31.03.2026	Carrying amount	Contractual cash flows				
A		Total	Total	1 year or less	1-2 years	2-5 years	More than 5 years
(i)	**Non-derivative financial liabilities**						
	Secured Term Loans and Borrowings	524.00	524.00	505.17		18.83	
	Lease Liabilities	2.51	2.51	-			2.51
	Trade Payables	210.63	210.63	210.63			
	Other financial liabilities	26.58	26.58	26.58			
		763.71	**763.71**	**742.38**	**-**	**18.83**	**2.51**

	As at 31.03.2025	Carrying amount	Contractual cash flows				
A		Total	Total	1 year or less	1-2 years	2-5 years	More than 5 years
(i)	**Non-derivative financial liabilities**						
	Secured Term Loans and Borrowings	647.77	647.77	564.62		83.15	
	Lease Liabilities	2.51	2.51	-			2.51
	Trade Payables	108.77	108.77	108.77			
	Other Financial Liabilities	21.95	21.95	21.95			
		780.99	**780.99**	**695.34**	**-**	**83.15**	**2.51**

	As at 31.03.2024	Carrying amount	Contractual cash flows				
B		Total	Total	1 year or less	1-2 years	2-5 years	More than 5 years
(i)	**Non-derivative financial liabilities**						
	Secured term loans and borrowings	818.55	818.55	655.66		162.88	
	Lease Liabilities	2.51	2.51	-			2.51
	Trade payables	162.40	162.40	162.40			
	Other financial liabilities	26.49	26.49	26.49			
		1,009.93	**1,009.93**	**844.55**	**-**	**162.88**	**-**

NOTE: 46 - CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Equity comprises of Equity share capital and other equity.

The Company's policy is to keep the ratio at optimum level. The Company's adjusted net debt to equity ratio was as follows.

A.	Particulars	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024
	Total Debts	524.00	647.77	818.55
	Less : Cash and cash equivalent	15.05	11.75	11.71
	Adjusted net debt	**508.95**	**636.02**	**806.83**
	Total equity	1,286.27	1,035.28	878.22
	Adjusted net debt to adjusted equity ratio	**0.40**	**0.61**	**0.92**

B. Dividends
Amount of Dividends approved during the year by shareholders

Particulars	As at 31.03.2026		As at 31.03.2025		As at 31.03.2024	
	No. of Shares	Figures In Rs.	No. of Shares	Figures In Rs.	No. of Shares	Figures In Rs.
Equity Shares	3,49,11,340	-	1,74,55,670	-	1,74,55,670	-

NOTE: 47 - SEGMENT REPORTING

(All amounts in Rs millions unless otherwise stated)

(a) The Group is in the business of manufacturing / marketing of Auto Parts and Components. This is the only activity performed and is thus also the main source of risks and returns. The Managing Director and Chief Financial Officer of the Group has been identified as the chief operating decision maker (CODM) as defined by Ind AS 108, 'Operating Segments'. Accordingly, the Group has a single reportable and geographical segment. Hence, the relevant disclosures as per Ind AS 108, "Operating Segments" are not applicable to the Group.

(b) Geographical Information

The Group's operating facilities are located in India.

Particulars	2025-26	2024-25	2023-24
Domestic Revenue	186.99	172.12	200.53
Export Revenue*	1,212.44	1,166.83	1,044.75

*Export Revenue represents revenue from outside India.

(c) Revenue from Major Products

The following is an analysis of the Group's segment revenue from continuing operations from its major products :

Particulars	2025-26	2024-25	2023-24
Assembly	409.72	417.07	365.94
Components	861.37	795.03	738.89

(d) Revenue from major customers

Customers contributed 10% or more to the Group's revenue for the year ended 31st March, 2026, 31st March, 2025,31st March, 2024.

Particulars	2025-26	2024-25	2023-24
Major Customer	412.07	311.24	388.66

Note- 48 DISCLOSURE AS PER IND AS 115 : REVENUE FROM CONTACT WITH CUSTOMERS

Revenue from contracts with customers

Particulars	**2025-26**	**2024-25**	**2023-24**
Sale of products	1,345.56	1,273.58	1,178.51
Total Sales	**1,345.56**	**1,273.58**	**1,178.51**
Other Operating Income			
Sale of Scrap	22.00	30.78	32.25
Duty Drawback received	-	0.09	-
Export License Income	-	-	11.19
Export Incentives	17.67	14.34	17.72
Rodtep Income	11.26	13.47	-
JobWork Income	2.94	6.68	5.60
Total Other Operating Income	53.87	65.36	66.77
Total	1,399.43	1,338.94	1,245.28

(a) Disaggregated revenue information
Revenue by geography

Particulars	**2025-26**	**2024-25**	**2023-24**
India	186.99	172.12	200.53
Outside India	1,212.44	1,166.83	1,044.75
Total	1,399.42	1,338.94	1,245.28

Revenue from contracts with customers and reconciliation to Restated Statement of Profit and Loss

Particulars	**2025-26**	**2024-25**	**2023-24**
Total revenue from contracts with customers	1,345.56	1,273.58	1,178.51
Add: Items not included in disaggregated revenue:			
Sale of Scrap	22.00	30.78	32.25
Duty Drawback received	-	0.09	-
Export License Income	-	-	11.19
Export Incentives	17.67	14.34	17.72
Rodtep Income	11.26	13.47	-
JobWork Income	2.94	6.68	5.60
Total	**1,399.43**	**1,338.94**	**1,245.28**

(b) Reconciliation of revenue as recognised in the Restated Statement of Profit and Loss with the contracted price

Particulars	**2025-26**	**2024-25**	**2023-24**
Revenue as per contract price	1,346.00	1,274.80	1,179.37
Less:			
Rebate and discount offered	(0.44)	(1.22)	(0.86)
Total	1,345.56	1,273.58	1,178.51

(c) Contract balances

Particulars	**As at 31.03.2026**	**As at 31.03.2025**	**As at 31.03.2024**
Trade receivables (refer note 9)	453.39	399.49	321.28
Contract liabilities			
Advance received from customers (refer note 24)	5.20	5.62	16.59
Deferred Income	3.38	1.18	0.36

NOTE: 49 - DISCLOSURE ON FINANCIAL AND DERIVATIVE INSTRUMENTS

(All amounts in Rs millions unless otherwise stated)

a. The Company has not entered into any forward contracts during any of the financial years covered by these financial statements.
b. Foreign Currency exposure which are outstanding as at the year end:
a.Receivables in foreign currency against export of materials

As at 31.03.2026		
Currency	**Amount in foreign currency**	**Amount in Millions**
EURO	1,56,320.48	16.90
GBP	88,297.81	10.97
USD	37,01,304.69	349.25
CAD	26,494.07	1.79
As at 31.03.2025		
Currency	**Amount in foreign currency**	**Amount in Millions**
EURO	1,60,783.00	14.83
GBP	48,992.00	5.40
USD	35,79,074.78	305.86
CAD	21,159.99	1.26
As at31.03.2024		
Currency	**Amount in foreign currency**	**Amount in Millions**
EURO	1,13,203.81	10.20
GBP	28,006.85	2.95
USD	27,11,456.56	226.00
CAD	53,317.14	3.28

NOTE: 50 - LEASE

(Where company is lessee)

Right of Use Assets
The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.
The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any Remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the lease term. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable and impairment loss, if any, is recognised in the statement of profit and loss.

Lease Liability

Lease Liability

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows

Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As per the requirements of Ind AS 116 the company evaluates whether an arrangement qualifies to be a lease. In identifying a lease the company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extent the lease if the company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company has adopted Full Retrospective approach to measure the fair value for all of its Right of Use Asset and Lease Liability as per provision of Ind AS 116, Lease , as at the date of transition.

Particulars	**As at March 31, 2026**	**As at March 31, 2025**	**As at March 31, 2024**
Balance as the beginning of the year	**2.51**	**2.51**	**2.51**
Add : Additions			
Less: Repayment	**0.00**	**0.00**	**0.00**
Balance as at the end of the year	**2.51**	**2.51**	**2.51**
Interest Cost	**0.25**	**0.25**	**0.25**
Depreciation on ROU Asset	**0.03**	**0.03**	**0.03**

b. Leasehold land are amortized over period of lease and shown as Right of Use asset under Note 3

NOTE: 51 - Pursuant to disclosure pertaining to section 186(4) of the Companies Act,2013

A. Particulars of loan given and outstanding

Particulars	2025-26			2024-25			2023-24		
	Interest Rate	Loan given	Amount O/S as at 31-03-2026	Interest Rate	Loan given	Amount O/S as at 31-03-2025	Interest Rate	Loan given	Amount O/S as at 31-03-2024
Loan									
Manjeet Cotton Private Limited	12%	-	10.90	12%	-	9.84	12%	-	8.88
Shaktiman Marketing Private Limited	10%	193.53	89.73	10%	113.13	-	10%	99.78	12.63

B. Investment Made:

The same are classified under respective heads (Refer Note 4)

NOTE: 52- TRADE RECEIVABLE AGEING SCHEDULE

Particulars	Not Due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
31^{st} March 2026							
(i) Undisputed Trade receivables – considered good	330.07	118.66	2.34	0.26	2.06		**453.39**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk							**-**
(iii) Undisputed Trade Receivables – credit impaired							**-**
(iv) Disputed Trade Receivables - considered good							**-**
(v) Disputed Trade Receivables – which have significant increase in credit risk							**-**
(vi) Disputed Trade Receivables – credit impaired							**-**
Total	**330.07**	**118.66**	**2.34**	**0.26**	**2.06**	**-**	**453.39**
Less: Allowance of Expected Credit Loss	-	(0.06)	(0.05)	(0.05)	(0.40)		(0.56)
Total Trade Receivables	**330.07**	**118.60**	**2.29**	**0.21**	**1.66**	**-**	**452.83**
31^{st} March 2025							
(i) Undisputed Trade receivables – considered good	265.06	106.64	16.54				**388.25**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk							**-**
(iii) Undisputed Trade Receivables – credit impaired							**-**
(iv) Disputed Trade Receivables - considered good							**-**
(v) Disputed Trade Receivables – which have significant increase in credit risk						11.25	**11.25**
(vi) Disputed Trade Receivables – credit impaired							**-**
Total	**265.06**	**106.64**	**16.54**	**-**	**-**	**11.25**	**399.49**

Less: Allowance of Expected Credit Loss	-	(0.61)	(0.00)			(0.23)	(0.84)
Total Trade Receivables	**265.06**	**106.03**	**16.54**	**-**	**-**	**11.02**	**398.66**
31st March 2024							
(i) Undisputed Trade receivables – considered good	227.01	68.79	4.95	9.05			**309.80**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk							**-**
(iii) Undisputed Trade Receivables – credit impaired							**-**
(iv) Disputed Trade Receivables - considered good							**-**
(v) Disputed Trade Receivables – which have significant increase in credit risk						11.48	**11.48**
(vi) Disputed Trade Receivables – credit impaired							**-**
Total	**227.01**	**68.79**	**4.95**	**9.05**	**-**	**11.48**	**321.28**
Less: Allowance of Expected Credit Loss	-	(0.47)	(0.00)	(0.09)		(0.11)	(0.68)
Total Trade Receivables	**227.01**	**68.32**	**4.95**	**8.96**	**-**	**11.37**	**320.60**

NOTE: 53- TRADE PAYABLE AGEING SCHEDULE

Particulars	**Outstanding for following periods from due date of payment**					
	Not Due	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
31st March 2026						
(i)MSME	7.29	3.97	0.74			**12.00**
(ii)Others	130.70	64.10	3.83			**198.63**
(iii) Disputed dues – MSME						
(iv)Disputed dues – Others						
31st March 2025						
(i)MSME	1.80	0.18	-	-		**1.98**
(ii)Others	53.99	47.45	2.49	2.86		**106.79**
(iii) Disputed dues – MSME						
(iv)Disputed dues – Others						
31st March 2024						
(i) MSME						**-**
(ii)Others	119.56	32.72	4.11	6.00	-	**162.40**
(iii) Disputed dues – MSME						
(iv)Disputed dues – Others						

ADROIT INDUSTRIES (INDIA) LIMITED
NOTES FORMING PARTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENT

Note-54 Reconciliation of Equity & Profit

(All amounts in Rs millions unless otherwise stated)

Reconciliation of Equity

Statement of Adjustments to the Audited Consolidated Financial Statements as at and for the year 31 March 2026 and Special Purpose Ind AS Financial Statements as at and for the years ended 31 March 2025 and 31 March 2024

Particulars	Year ended 31st March , 2026	Year ended 31st March , 2025	Year ended 31st March, 2024
A:Total Equity (as per Audited Consolidated Financial Statements and Special Purpose Ind AS Financial Statement)	937.16	860.72	703.66
B. Adjustment			
Other Adjustment	-	-	-
Equity as per Restated Financial Statements (A+B)	**937.16**	**860.72**	**703.66**

Particulars	Year ended 31st March , 2026	Year ended 31st March , 2025	Year ended 31st March, 2024
A:Total Net Profit (as per Audited Consolidated Financial Statements and Special Purpose Ind AS Financial Statement)	261.58	181.44	145.27
B. Adjustment			
Other Adjustment	-	-	-
Net Profit After Tax as per Restated Financial Statements (A+B)	**261.58**	**181.44**	**145.27**

Particulars	Year ended 31st March , 2026	Year ended 31st March , 2025	Year ended 31st March, 2024
A:Total Comprehensive Income (as per Audited Consolidated Financial Statements and Special Purpose Ind AS Financial Statement)	251.28	155.56	225.44
B. Adjustment			
Foreign Currency Translation Difference	-	1.69	(0.54)
Total Comprehensive Income Restated Financial Statements (A+B)	**251.28**	**157.25**	**224.90**

Note 55- Subsequent Event

Disclosure of the subsequent events after 31st March, 2026 are as under :

Subsequent to the reporting date, the Company incorporated a wholly owned subsidiary in the United States of America in the name and style of "Adroit Driveshafts USA LLC" on 03 April 2026. The subsidiary is held 100% by Adroit Industries India Limited and has been established to support and expand the Company's business operations in the United States of America

Note 56- Foreign exchange earning and outgoing:

Particular	2025-26	2024-25	2023-24
Export at FOB	1,194.84	1,147.96	1,036.66

Note 57- Additional information pursuant to paragraph 2 of Division If of Schedule II to the Companies Act 2013- ''General instructions for the preparation of consolidated of Schedule II financial statements'' of Division II of Schedule III :

As at 31st March 2026	Net assets		Share in profit or loss		Share in OCI		Share in total comprehensive income/loss	
Name of the entity of the group	**% of Consolidated net assets**	**INR**	**% of Consolidated profit or loss**	**INR**	**% of Consolidated OCI**	**INR**	**% of Consolidated total comprehensive income/loss**	**INR**
Holding Company								
Adroit Industries (India) Limited	60.01%	771.88	12.02%	31.42	28.84%	(2.97)	11.32%	28.44
Subsidiaries								
Indian								
Adroit Driveshafts Private Limited	47.74%	614.11	84.93%	221.92	1.74%	(0.18)	88.25%	221.74
Foreign								
Adroit Driveshafts Canada Limited	0.54%	7.00	4.90%	12.80	-	(7.15)	2.25%	5.65
Elimination/Adjustments	-8.30%	(106.72)	-1.75%	(4.56)	-	-	-1.82%	(4.56)
Non Controlling Interest	-	-	-0.11%	(0.29)	0.00%	0.00	-0.11%	(0.29)
Non Controlling Interest (OCI)	0%	(0.01)						
Subtotal	100%	1,286.27	100%	261.29	31%	(10.30)	100%	250.99
Non Controlling Interest		(0.12)		0.29		(0.00)		0.29
Total Attributable to owners	**100%**	**1,286.15**	**100%**	**261.58**	**31%**	**(10.30)**	**100%**	**251.28**

As at 31st March 2025	Net assets		Share in profit or loss		Share in OCI		Share in total comprehensive income/loss	
Name of the entity of the group	**% of Consolidated net assets**	**INR**	**% of Consolidated profit or loss**	**INR**	**% of Consolidated OCI**	**INR**	**% of Consolidated total comprehensive income/loss**	**INR**
Holding Company								
Adroit Industries (India) Limited	71.79%	743.20	19.74%	35.78	101%	(26.14)	6.20%	9.64
Subsidiaries								
Indian								
Adroit Driveshafts Private Limited	37.60%	389.26	79.19%	143.54	-0.97%	0.25	92.44%	143.79
Foreign								
Adroit Driveshafts Canada Limited	-0.12%	(1.29)	2.99%	5.41	0.00%	-	3.48%	5.41
Elimination/Adjustments	-9%	(95.89)	-1.82%	(3.30)	0.00%	-	-2.12%	(3.30)
Non Controlling Interest	-	-	-0.10%	(0.19)	0.00%	(0.00)	-0.12%	(0.19)
Non Controlling Interest (OCI)	0%	(0.01)	-	-	-	-	-	-
Subtotal	100%	1,035.28	100%	181.25	100%	(25.88)	100%	155.36
Non Controlling Interest		(0.41)		0.19		0.00		0.19
Total Attributable to owners	**100%**	**1,034.87**	**100%**	**181.43**	**100%**	**(25.88)**	**100%**	**155.55**

As at 31st March 2024	Net assets		Share in profit or loss		Share in OCI		Share in total comprehensive income/loss	
Name of the entity of the group	**% of Consolidated net assets**	**INR**	**% of Consolidated profit or loss**	**INR**	**% of Consolidated OCI**	**INR**	**% of Consolidated total comprehensive income/loss**	**INR**
Holding Company								
Adroit Industries (India) Limited	83.53%	733.56	14.61%	21.21	95%	75.83	43.04%	97.04
Subsidiaries								
Indian								
Adroit Driveshafts Private Limited	27.56%	242.06	86.23%	125.14	5.42%	4.35	57.43%	129.49
Foreign								
Adroit Driveshafts Canada Limited	-0.96%	(8.39)	0.56%	0.81	-	-	0.36%	0.81

Elimination/Adjustments	-10.14%	(89.00)	-1.29%	(1.88)	-	-	-0.83%	(1.88)
Non Controlling Interest	-	-	-0.11%	(0.16)	-0.01%	(0.01)	-0.07%	(0.17)
Non Controlling Interest (OCI)	0.00%	(0.01)	-	-	-	-	-	-
Subtotal	100%	878.23	100%	145.11	100%	80.18	100%	225.29
Non Controlling Interest		(0.60)		0.16		0.01		0.17
Total Attributable to owners	**100%**	**877.63**	**100%**	**145.28**	**100%**	**80.18**	**100%**	**225.46**

NOTE 58- FINANCIAL RATIOS

Ratio	Numerator	Denominator	Measure	For the year ended March 31, 2026	For the year ended March 31, 2025	% Variance	Reason for Variance
Current Ratio	Current Assets	Current Liabilities	Times	1.53	1.44	6.06%	
Debt-Equity Ratio	Total Debt (Borrowings)	Shareholders' Equity	Times	0.41	0.63	-34.91%	Refer Note 1
Debt Service Coverage Ratio	Earnings available for debt service = Net profit before taxes +Non cash operating expenses (Depreciation and Amortisation)+ Interest +other adjustments like loss on sale of property, plant and equipment	Debt Service = Interest Expenses + Principal repayment of long term borrowings+lease payment	Times	3.76	2.36	59.46%	Refer Note 2
Return on Equity	Net profit after taxes	Average Shareholder's Equity	Percentage	22.54%	18.97%	18.79%	-
Inventory Turnover Ratio	Revenue from Operations	Average Inventory	Times	2.71	2.66	1.99%	-
Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	Times	3.29	3.72	-11.71%	-
Trade Payables Turnover Ratio	Net Credit Purchases	Average Trade Payables	Times	2.53	2.76	-8.29%	-
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	Times	3.36	4.18	-19.67%	-
Net Profit Ratio	Profit after tax	Revenue from Operations	Percentage	18.69%	13.55%	37.93%	Refer Note 3
Return on Capital Employed	Profit before interest and tax	Capital Employed = Tangible net worth+Total Debt+Deferred tax liabilities	Percentage	20.51%	17.06%	20.21%	-
Return on Investment	Income generated from investment	Average investments	Percentage	0.93%	0.87%	7.17%	-

*On an Unannualized basis, the ratios are not directly comparable with the previous year

Reason for variances:

Note 1: Decreases due to the repayment of long-term and short-term borrowings to banks and other lenders.
Note 2: Due to Decrease in borrowing and Increase in profit during the year.
Note 3: Due to Increase in Revenue from operations during the Year.

Ratio	Numerator	Denominator	Measure	For the year ended 31st March , 2025	For the year ended 31st March , 2024	% Variance	Reason for Variance
Current Ratio	Current Assets	Current Liabilities	Times	1.44	1.18	22.64%	
Debt-Equity Ratio	Total Debt (Borrowings)	Shareholders' Equity	Times	0.63	0.94	-32.83%	Refer Note 1
Debt Service Coverage Ratio	Earnings available for debt service = Net profit before taxes +Non cash operating expenses (Depreciation and Amortisation)+ Interest +other adjustments like loss on sale of property, plant and equipment	Debt Service = Interest Expenses + Principal repayment of long term borrowings+lease payment	Times	2.36	1.93	21.96%	
Return on Equity	Net profit after taxes	Average Shareholder's Equity	Percentage	18.97%	18.99%	-0.06%	
Inventory Turnover Ratio	Revenue from Operations	Average Inventory	Times	2.66	2.79	-4.59%	
Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	Times	3.72	3.53	5.47%	
Trade Payables Turnover Ratio	Net Credit Purchases	Average Trade Payables	Times	2.76	2.12	29.90%	Refer Note 2
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	Times	4.18	7.57	-44.82%	Refer Note 3
Net Profit Ratio	Profit after tax	Revenue from Operations	Percentage	13.55%	11.67%	16.16%	
Return on Capital Employed	Profit before interest and tax	Capital Employed = Tangible net worth+Total Debt+Deferred tax liabilities	Percentage	17.06%	15.11%	12.94%	
Return on Investment	Income generated from investment	Average investments	Percentage	0.87%	0.98%	-11.90%	

Reason for variances:

Note 1: Decreases due to the repayment of long-term and short-term borrowings from banks and other lenders.

Note 2: The change is due to higher purchases compared to the previous year and payment of trade payables.

Note 3: The ratio decreased due to an increase in working capital is higher than increase in revenue from operation.

Ratio	Numerator	Denominator	Measure	For the year ended 31st March , 2024	For the year ended 31st March , 2023	% Variance	Reason for Variance
Current Ratio	Current Assets	Current Liabilities	Times	1.18	1.15	2.63%	
Debt-Equity Ratio	Total Debt (Borrowings)	Shareholders' Equity	Times	0.94	1.43	-34.77%	Refer Note 1
Debt Service Coverage Ratio	Earnings available for debt service = Net profit before taxes +Non cash operating expenses (Depreciation and Amortisation)+ Interest +other adjustments like loss on sale of property, plant and equipment	Debt Service = Interest Expenses + Principal repayment of long term borrowings+lease payment	Times	1.93	-0.77	-351.77%	Refer Note 2
Return on Equity	Net profit after taxes	Average Shareholder's Equity	Percentage	18.99%	10.31%	84.22%	Refer Note 3
Inventory Turnover Ratio	Revenue from Operations	Average Inventory	Times	2.79	3.44	-19.07%	Refer Note 3
Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	Times	3.53	3.32	6.42%	Refer Note 3
Trade Payables Turnover Ratio	Net Credit Purchases	Average Trade Payables	Times	2.12	2.35	-9.80%	Refer Note 3
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	Times	7.57	7.99	-5.19%	
Net Profit Ratio	Profit after tax	Revenue from Operations	Percentage	11.67%	6.20%	88.30%	Refer Note 4

Return on Capital Employed	Profit before interest and tax	Capital Employed = Tangible net worth+Total Debt+Deferred tax liabilities	Percentage	15.11%	7.14%	111.64%	Refer Note 5
Return on Investment	Income generated from investment	Average investments	Percentage	0.98%	1.22%	-19.54%	Refer Note 3

Reason for variances:

Note 1: Decrease is due to the repayment of long-term and short-term borrowings from banks and other lenders.

Note 2: Increase is due to higher profit during the year as compared to previous year and repayment of borrowings, resulting in an improvement in the ratio.

Note 3: 31st March, 2023 was the first year of consolidation and average figures for various ratios were considered on the basis of standalone financial statement of previous year and are not comparable.

Note 4: Increase is due to higher profit during the year as compared to previous year , resulting in an improvement in the ratio.

Note 5: Increase is due to higher profit during the year as compared to previous year and repayment of borrowings.

NOTE: 59 - ADDITIONAL REGULATORY INFORMATION

i. The group 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.

ii. The group neither have any Benami property nor any 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 th rules made thereunder.

iii. The group is not declared wilful defaulter by any bank or financial Institution or other lender.

iv. The group does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

v. The group is compliant 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 .

vi. (A) The group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

(B) The group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

vii. The group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search o survey or any other relevant provisions of the Income Tax Act, 1961).

viii. The group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

ix. The group has borrowings from banks or financial institutions on the basis of security of current assets , however company is not required to submit quarterly returns or statements of current assets with banks or financial institutions.

x. There were no registration of charge or satisfaction of charge is pending for registration with ROC.

AS PER OUR REPORT OF EVEN DATE
FOR ASHOK KHASGIWALA & CO. LLP
CHARTERED ACCOUNTANTS
(Firm Reg. No.: 00743C/0C400037)

CA Avinash Baxi
(Partner)
M.NO. 079722

Place: Indore
Date: 24.08.2026

FOR AND ON BEHALF OF BOARD OF DIRECTOR OF ADROIT INDUSTRIES(INDIA) LIMITED

Saurabh Sangla
Managing Director
DIN - 00206069

Mukesh Sangla
Director
DIN - 00189676

B.R. Patidar
Chief Financial Officer

CS Garima Shukla
Company Secretary

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for the years ended March 31, 2026, March 31, 2025 and March 31, 2024, together with all the annexures, schedules and notes thereto ("Financial Information") are available at www.adroitindustries.com. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations.

The Audited Financial Statements and the reports thereon, do not and will not constitute, a part of, (i) this Red Herring Prospectus, or (iii) the Prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements and the reports thereon, should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. Due caution is advised when accessing and placing reliance on any historic or other information available in the public domain. None of our Company, or any entity in which it or its shareholders have significant influence or any of their respective advisors, nor any Book Running Lead Manager 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 are given below:

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

Particulars	As on /For the Fiscal ended		
	Fiscal 2026	Fiscal 2025	Fiscal 2024
Basic EPS (in ₹)(1)	7.48	5.19	4.16
Diluted EPS (in ₹)(2)	7.48	5.19	4.16
EBITDA (in ₹ million)(3)	387.10	310.19	296.85
Net Worth (in ₹ million)(4)	1,286.27	1,035.28	878.22
Return on Net worth (%)(5)	22.51	18.94	18.95
Net asset value per Equity Share (in ₹)(6)	36.84	29.65	25.16

Notes:

(1) Basic earnings per share amounts are calculated by dividing the restated profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding at the end of the fiscal as per Ind AS 33 Earnings per share.

(2) Diluted earnings per share amounts are calculated by dividing the restated profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding at the end of the fiscal plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares per Ind AS 33 Earnings per share.

(3) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the fiscal and adding back finance costs, depreciation, and amortization expense and subtracting the other income.

(4) Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account and instruments entirely in the nature of equity after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. We have calculated net worth by aggregate value of equity share capital, instruments entirely equity in nature, capital redemption reserve, general reserves, retained earnings, securities premium, other comprehensive income (fair value gains/(loss) on equity instruments), foreign currency translation reserve.

(5) Return on Net Worth (%) is calculated as Net Profit after Tax attributable to owner of the company, as restated for the end of the fiscal divided by average Net worth as at the end of the fiscal. Average net worth means the average of the net worth of current and previous financial fiscal. Net worth means the aggregate value of the paid-up share capital and other equity (excluding non-controlling interest).

(6) Net Asset Value per Equity Share is calculated by dividing Net Worth as of the end of relevant fiscal by the weighted average number of equity shares outstanding at the end of the fiscal.

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 'Related Party Disclosures' read with ICDR Regulations, for the Fiscal ended March 31, 2026, March 31, 2025 and March 31, 2024, and as reported in the Restated Consolidated Financial Information, see "***Restated Consolidated Financial Information – Note – 43– Related Party Transactions***" on page 427.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at March 31, 2026, as derived from our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled *"**Management's Discussion and Analysis of Financial Condition and Results of Operations**"*, *"**Restated Consolidated Financial Information**"* and *"**Risk Factors**"* on pages 453, 453 and 28, respectively.

(₹ in million, except ratios)

Particulars	Pre-Offer (as at March 31, 2026)	As Adjusted for the Proposed Offer*
Total Borrowings		
Current Borrowings (A)(2)	441.07	[●]
Non-current Borrowings (including current maturities of long-term borrowings) (B)(1)	82.93	[●]
Total Borrowings (C)=(A)+(B)	**524.00**	[●]
Total Equity		
Equity Share Capital (D)	349.11	[●]
Other Equity (E)(3)	937.16	[●]
Total Equity (F)=(D)+(E)	**1,286.27**	[●]
Non-Current Borrowings/ Total Equity (B)/(F)	**0.06**	[●]
Total Borrowings/ Total Equity (C)/(F)	**0.41**	[●]

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026
**Rounded to two decimal places.*
**The corresponding post-Offer capitalisation data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement. To be updated upon finalization of the Offer Price.*

Notes:
The above terms carry the meaning as per division II of Schedule III to the Companies Act, 2013 (as amended).
The above has been computed on the basis on amounts derived from Restated Consolidated Financial Information.

1. *Non- Current Borrowings include non-current lease liabilities.*
2. *Current Borrowings include current lease liabilities*
3. *Other equity includes Non-Controlling Interest.*

FINANCIAL INDEBTEDNESS

Our Company and Material Subsidiary have availed certain loans and financing facilities in the ordinary course of business purposes such as, *inter alia,* meeting its working capital, capital expenditure and other business requirements. These credit facilities include *inter alia,* secured and unsecured facilities and bank guarantees.

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 the Promoters and members of the promoter group, expansion of business of the Company, effecting changes in the Company's management, ownership, capital structure, shareholding pattern, constitutional documents and Board's composition. Our Board is empowered to borrow monies as may be required for the purpose of the business of our Company, in accordance with applicable laws and our Articles of Association. For details regarding the borrowing powers of our Board, please see "***Our Management- Borrowing Powers***" on page 364.

As on July 31, 2026 the outstanding borrowings of our Company and its material subsidiaries aggregated to ₹ 689.76 million. Set forth below is a brief summary of our borrowings:

Category of borrowings	Sanctioned amount as on July 31, 2026 (*₹ in million*)*	Outstanding amount as on July 31, 2026 *(₹ in million)*
Fund Based Borrowings		
Our Company		
Secured borrowings		
Term Loan	9.90	9.90
Working Capital Limit:		
Cash Credit Facility	50.00	47.59
Total (A)	**59.90**	**57.49**
Our Material Subsidiary		
Secured borrowings		
Term Loan	252.60	153.55
Working Capital:		
Export Packing Credit (EPC) / Packing Credit in Foreign Currency (PCFC) / Foreign Bills Purchase / Foreign Bills Discounting / Foreign Bills for Negotiation / Post-Shipment Credit in Foreign Currency (PSCFC)/ Working Capital Demand Loan (WCDL)/ Cash Credit (CC)	500.00	421.09
Total (B)	**752.60**	**574.64**
Unsecured borrowings		
Loan from Holding Company	250.00	7.63
Adhoc STL*	50.00	50.00
Total (C)	**300.00**	**57.63**
Total borrowings (E) = (A + B + C)	**1,112.50**	**689.76**
Non-Fund based borrowings		
Our Material Subsidiary		
Marked-to-Market facility	25.00	-
Total Non-fund based borrowings (F)	**25.00**	-
Total (E+F)	**1,137.50**	**689.76**

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026
**This Facility is closed as on the date of filing of this Red Herring Prospectus*

Principal terms of the borrowings availed by us:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered by us:

1. ***Interest*****:** The interest rate for the borrowings availed comprises floating rates and is generally linked to the applicable benchmark rate of the respective lender, including MCLR, Repo rate or relevant foreign currency benchmark rates, together with an agreed spread ranging from 0.55% to 3.00%. The interest rate for the fixed-rate borrowings ranges from 8.05% to 9.25%.

   Any delay in payment may attract additional or penal interest in accordance with the respective financing documents. Treasury exposures are subject to marked-to-market ("MTM") adjustments and margin requirements, as applicable.

2. ***Tenor*****:** The tenor of the; (i) cash credit facilities are repayable on demand; (ii) term loan availed by us and our material subsidiary range from 48 to 72 months; (iii) working capital facility – particulary (PCFC facility) availed by our material subsidiary are repayable within 180 days and (iv) Adhoc STL facility availed by our material subsidiary is repayable in 36 days.

3. ***Security:*** Our borrowings are typically secured by way of; (i) First and exclusive hypothecation charge on all existing and future receivables / current assets/ moveable assets / moveable fixed assets of the Borrower; (ii) First and exclusive equitable charge on immovable properties being land and building; (iii) Hypothecation of machinery purchased or to be purchased from the fund; (iv) Personal guarantees; (v) Corporate guarantees

4. ***Pre-payment***: The terms of certain facilities availed by us typically have prepayment provisions which allow for pre-payment of the outstanding loan amount, subject to such prepayment penalties and such other conditions as laid down in the facility agreements, on giving notice and/or obtaining prior approval from the concerned lender, as the case may be. These pre-payment penalties typically range from 2.00% to 4.00% of the outstanding loan amount or of the amount being prepaid.

5. ***Re-payment***: The facilities availed by us are typically repayable in instalments in accordance with the repayment schedules set out in the relevant sanction letters, as applicable, commencing from the date of first disbursement and continuing until their respective maturities.

6. ***Restrictive Covenants***: In terms of our borrowing arrangements, we are required to comply with various financial covenants, restrictive covenants, and conditions restricting certain corporate actions, and we are required to obtain prior consent from the lender and/or intimate the respective lender before carrying out such actions, including, but not limited to, the following:

   (a) at the time of raising any further loans/availing any facility/ies from any other bank or Financial Institution
   (b) raising any further loans/ availing any facility/ies against the assets offered as security for facility/ies of the Bank.
   (c) not open any new current account with any other Bank
   (d) the Bank shall have the first right of refusal for entry into the Working Capital Banking Arrangement of the Borrower for its incremental working capital needs arising out of the expansion / modernization/ diversification program.
   (e) reduction/ change in promoter shareholding/ change in promoter directorship resulting in change in management control
   (f) pledge of shares by promoters which may potentially change management control (if pledge is enforced)
   (g) the Borrower shall not advance or give any loans to or guarantees / letters of comfort on behalf of any other borrower or group companies and promoters, or endorse or in any manner become directly or contingently liable for or in connection with obligations of any person/s
   (h) not sell/dispose its undertaking / fixed assets

Other Terms:

(a) For the CC limit, If average utilization of facility limits for a quarter is below 60% of sanctioned limits, Commitment charges of Rs. 5.50 per day per lac of unutilized limits (or a part thereof) + applicable taxes.

(b) The equipment will be under AMC post completion of the warranty period till the tenor of loan

(c) In case of any fraud / suspected fraud on the part of the borrower, the Bank shall have right to undertake forensic audit at the cost of borrower.

(d) Penal charges shall be additionally applicable for default/overdue or for any breach / noncompliance

(e) of material terms & conditions

The details provided above are indicative and there may be additional terms, conditions and requirements under the specific borrowing arrangements entered into by us.

7. ***Events of default***: Borrowing arrangements entered into by us contain standard events of default, including but not limited to:

(a) DSCR is below a specified limit

(b) PBDIT margin falling below a specified limit

(c) TOL/ATNW is exceeding a specified limit

(d) Debt / EBITDA exceeding a specified limit

(e) Further Diversion of funds to other entities will be considered an EOD

This is an indicative list, and there may be additional terms, the breach of which may amount to an event of default under various borrowing arrangements entered into by us with our respective lenders. The same may lead to certain consequences.

For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see "***Risk Factors** – **We have incurred indebtedness and are subject to certain obligations and restrictive covenants under our financing arrangements. Any inability to comply with such obligations or covenants may adversely affect our business, financial condition, results of operations and cash flows"*** on page 66.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Information which have been included in this Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Consolidated Financial Information for the Fiscals 2026, 2025 and 2024 including the related notes and reports, included in this Red Herring Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI (ICDR) Regulations 2018, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our special purpose audited consolidated financial statements for the respective period and years. Accordingly, the degree to which our Restated Consolidated Financial Information will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Ind AS, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "***Risk Factors***" and "***Forward Looking Statements***" on pages 28 and 27 respectively, and elsewhere in this Red Herring Prospectus.

Our Fiscal ends on March 31 of each year. Accordingly, all references to a particular Fiscal are to the 12 months ended March 31 of that year.

Business Overview

With over four decades of operational experience, we are a vertically integrated manufacturer and supplier of propeller shafts and related torque-transmission components, with in-house capabilities across forging, precision machining, heat treatment, assembly, balancing and testing. As on July 31, 2026, we offer over 5,000 SKUs of torque-transmission components and assemblies forming part of driveline systems.

Our product portfolio primarily comprises precision-machined torque-transmission components and complete propeller shaft assemblies. As part of our integrated manufacturing operations, we also manufacture forged components which are primarily used as intermediate inputs for further machining and assembly within our manufacturing operations. These forgings form part of our vertically integrated production process and support the manufacture of precision-machined torque-transmission components and finished propeller shaft assemblies.

Key Performance Indicators and Non-GAAP Measures

In addition to our financial results determined in accordance with Ind AS, we consider and use those certain non-GAAP financial measures and key performance indicators that are presented below as supplemental measures to review and assess our operating performance. Our management does not consider these non-GAAP financial measures and key performance indicators in isolation or as an alternative to the Restated Financial Information. We present these non-GAAP financial measures and key performance indicators because we believe they are useful to our Company in assessing and evaluating our operating performance, and for internal planning and forecasting purposes. We believe these non-GAAP financial measures and key performance indicators, when taken collectively with the Restated Financial Information, prepared in accordance with Ind AS, may be helpful to investors as an additional tool to evaluate our ongoing operating results and trends and to compare our financial results to prior periods.

Non-GAAP financial information is not recognized under Ind AS and do not have standardized meanings prescribed by Ind AS. In addition, non-GAAP financial measures and key performance indicators used by us may differ from similarly titled non-GAAP measures used by other companies. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements, as further detailed below. In addition, they are subject to inherent limitations as they reflect the exercise of judgment by management about which expenses and income are excluded or included in determining these non-GAAP financial measures. Investors are encouraged to review the related Ind AS financial measures to their most directly comparable Ind AS financial measures included below and to not rely on any single financial measure to evaluate our business. Other companies may calculate non-GAAP metrics differently from the way we calculate these metrics.

For risk relating to our non-GAAP measures, see *"**Risk Factors – This Red Herring Prospectus includes certain Non-GAAP Measures, financial and operational performance indicators and other industry measures related to our operations and financial performance. The Non-GAAP Measures and industry measures may vary from any standard methodology that is applicable across the Propeller Shafts and, therefore, may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.**"* on page 95.

Set forth below are certain non-GAAP measures derived from our Restated Consolidated Financial Information for the Fiscals 2026, 2025 and 2024.

Key Performance Indicators (KPIs)	Unit	Fiscal 2026	Fiscal 2025	Fiscal 2024
Financial KPIs*				
GAAP-Measures				
Revenue from operations[(1)]	₹ in million	1,399.43	1,338.94	1,245.28
Net Profit after tax (PAT)[(4)]	₹ in million	261.58	181.44	145.27
Non-GAAP Measures				
EBITDA[(2)]	₹ in million	387.10	310.19	296.85
EBITDA margin[(3)]	%	27.66	23.17	23.84
Net Profit after tax (PAT)[(4)]	₹ in million	261.58	181.44	145.27
PAT margin[(5)]	%	18.69	13.55	11.67
Net Worth[(6)]	₹ in million	1286.27	1,035.28	878.22
Return on net worth (RoNW)[(7)]	%	22.51	18.94	18.95
Return on capital employed (RoCE)[(8)]	%	19.01	15.76	15.07
Debt/Equity[(9)]	Ratio	0.41	0.63	0.94
Current Ratio[(10)]	Ratio	1.53	1.44	1.18
OPERATIONAL KPIs				
Total number of customers served[(11)]	In number	185	151	130
Repeat customers (count)[(12)]	In number	110	101	83
Repeat customers (% of total)[(13)]	%	59.46	66.89	63.85
Domestic Revenue[(14)]	₹ in million	58.65	45.26	60.07
Export Revenue[(15)]	₹ in million	1212.44	1,166.83	1,044.75
Net Working Capital Days[(16)]	Days	237	238	237
Inventory Days[(17)]	Days	135	137	131
Debtor Days[(18)]	Days	111	98	103
Creditor Days[(19)]	Days	42	37	51

Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026

Notes:

(1) Revenue from operations means the Revenue from operations as appearing in the Restated Consolidated Financial Information.

(2) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the fiscal and adding back finance costs, depreciation, and amortization expense and subtracting the other income.

(3) EBITDA Margin is calculated as EBITDA as a percentage of Revenue from Operations.

(4) PAT represents the restated profits of our Company after deducting all expenses.

(5) *PAT Margin is calculated as restated Net Profit after Tax for the fiscal divided by Revenue from Operations for that fiscal.*
(6) *Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. Accordingly, Net Worth is calculated as aggregate of the equity share capital, instruments entirely equity in nature, share pending issuance, share based payment reserves, securities premium and retained earnings and excludes non-controlling interest.*
(7) *Return on Net Worth (%) is calculated as Net Profit after Tax attributable to owner of the company, as restated for the end of the fiscal divided by average Net worth as at the end of the fiscal. Average net worth means the average of the net worth of current and previous fiscal. Net worth means the aggregate value of the paid-up share capital and other equity (excluding non-controlling interest).*
(8) *Return on Capital Employed (ROCE) = Earnings Before Interest and Taxes (EBIT) divided by Capital Employed, where Capital Employed is computed as the sum of Total Equity (including paid-up share capital, other equity, and non-controlling interest) and Total Debt (including borrowings and lease liabilities).*
(9) *Debt to Equity Ratio = Debt- Equity Ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital and other equity (including non-controlling interest).*
(10) *Current ratio = Current Ratio is calculated by dividing Current assets by Current Liabilities for the fiscal.*
(11) *Total number of customers served represents the total number of customers to whom the Company has supplied products during the relevant fiscal.*
(12) *Repeat customers represents the number of customers during the relevant fiscal who had also transacted with the Company in the immediately preceding fiscal.*
(13) *Repeat customers (% of total) represents repeat customers as a percentage of the total number of customers served during the relevant fiscal.*
(14) *Domestic Revenue represents Sale of Products generated from customers located within India during the relevant fiscal.*
(15) *Export Revenue represents Sale of Products generated from customers located outside India during the relevant fiscal.*
(16) *Net Working Capital Days is arrived at by dividing working capital (current assets excluding cash and cash equivalents less current liabilities excluding short term borrowings and current lease liabilities) by revenue from operations multiplied by the number of days in the fiscal (365).*
(17) *Inventory days is calculated as the number of days in the fiscal (365) divided by (revenue from operations divided by the average inventory at the beginning and end of the fiscal).*
(18) *Debtor days is calculated as the number of days in the fiscal (365) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the fiscal).*
(19) *Creditor days is calculated as the number of days in the fiscal (365) divided by (revenue from operations divided by the average trade payables at the beginning and end of the fiscal).*

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the business activities 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 disclosed below:

- Incorporation of Subsidiary in the United States: Subsequent to the reporting date, our Company incorporated a wholly owned subsidiary, AD USA, on April 3, 2026, under the laws of the State of Texas, United States of America.

  The registered office of AD USA is situated at 633 E Fernhurst Dr, Unit 1001, Katy, TX 77450. AD USA is engaged in the business of importing and distributing driveshafts, driveline components and automotive components and has the requisite power and authority to own, lease, license and use its property and assets and to conduct its business.

  As on the date of this Red Herring Prospectus, the authorised and paid-up share capital of AD USA comprises 100 equity shares of a face value of US$10 each, all of which are held by our Company.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "***Risk Factors***" on page 28. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Major portion of our revenue from Sale of Products is derived from export sales and a significant portion of such export sales is concentrated in the United States. Revenue from outside India aggregated to ₹1,212.44 million, ₹1,166.83 million and ₹1,044.75 million for the Fiscal 2026, Fiscal 2025 and Fiscal

2024 respectively, representing 95.39%, 96.27% and 94.56% of our revenue from Sale of Products for the respective periods. Any adverse developments affecting our export markets, particularly the United States, including recessionary conditions, tariff revisions, changes in trade policy, trade remedy actions, foreign exchange fluctuations or delays in collection of export receivables, could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

2. Our revenue from operations is significantly concentrated among a limited number of customers. Revenue from our top 10 customers aggregated to ₹773.60 miilion, ₹798.84 million and ₹758.00 million for the Fiscal 2026, Fiscal 2025 and Fiscal 2024 respectively, representing 60.86%, 65.91% and 68.61% of our revenue from Sale of Products for the respective periods. We are dependent on such customers for a substantial portion of our revenue and any reduction, modification or termination of business by such customers could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

3. Our manufacturing operations are concentrated at facilities located in the state of Madhya Pradesh, India. Any disruption, slowdown or shutdown at any of such facilities may materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

4. Our downstream operational activities are undertaken through our Subsidiary, Adroit Driveshafts Private Limited ("ADPL"), and we are dependent on the operating income, manufacturing operations and cash flows generated by our Subsidiary.

5. Our business is significantly exposed to foreign currency exchange rate fluctuations, and our Company does not have a hedging policy in place and hence, we may not be able to hedge our risk exposures particularly during volatile foreign currency exchange rates, which may adversely affect our results of operations, cash flows and financial condition.

6. There have been mulitple instances of delays in statutory filings and non-compliances with respect to corporate and regulatory reporting obligations in the past, which may reflect certain weaknesses in our compliance monitoring and internal control processes and may expose us to regulatory actions, penalties and reputational risk

7. Our Company and our Subsidairy, ADPL experienced negative cash flows from certain activities in the past on a consolidated as well as a standalone basis and may continue to do so in the future, which could adversely affect our business, results of operations, cash flows and financial condition.

8. We have made investments and extended inter-corporate loans and advances to certain entities. Any delay in recovery, default, impairment or diminution in value of such exposures may adversely affect our liquidity, cash flows, working capital and financial condition.

9. We are subject to risks arising from interest rate fluctuations, which could reduce our profitability and adversely affect our business, cash flows, financial condition and results of operations.

10. There are outstanding legal proceedings involving our Company, our Directors and our Promoters. Any adverse outcome in such proceedings may adversely affect our reputation, business, results of operations, cash flows and financial condition.

BASIS OF PREPARATION, MEASUREMENT AND MATERIAL ACCOUNTING POLICIES

A. Corporate Overview

Adroit Industries (India) Limited having CIN -U74999MH1995PLC084474, is a public limited company incorporated under the Companies Act, 1956 on 9th January 1995 having registered office at Gala No. 02, Building No. A-2, Gr. Floor, Print World Industrial Complex, Survey No. 15/1, Mankoli Road, Vehele, Shastrinagar, Bhiwandi, Thane – 421 302, Maharashtra, India. Company is presently engaged in the business of manufacturing of Auto parts & components. The company is limited by shares.

The Company has following Subsidiaries:
a) Adroit Driveshafts Private Limited: 99.87% Holding
b) Adroit Driveshafts Canada Limited: 100% Holding

B. Basis of Preparation of Restated Financial Information

The Restated Financial Information comprises of:

Restated Cnosolidated Statement of Assets and Liabilities as on March 31, 2026, March 31, 2025 and March 31, 2024, and the Restated Cnosolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Cnosolidated Statement of changes in Equity, and the Restated Cnosolidated Statement of Cash Flows for March 31, 2026, March 31, 2025 and March 31, 2024, the material accounting policies and other explanatory information (collectively, the Restated Consolidated Financial Information).

The Restated Consolidated Financial Information has been prepared on a going concern basis. The accounting policies are applied consistently to all the period/years presented in the Restated Consolidated Financial Information. These Restated Consolidated Financial Information have been prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI"), in pursuance of the Securities and Exchange Board of India Act, 1992, for the purpose of inclusion in this Red Herring Prospectus (“RHP") and the Prospectus in connection with proposed issue of equity shares of the Company. Accordingly, the Restated Consolidated Financial Information may not be suitable for any other purpose and this report should not be used, referred to or distributed for any other purpose.

These Restated Consolidated Financial Information have been prepared by the Group in terms of the requirements of:

1.Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act");

2.The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended;

3.The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) (the “Guidance Note”).

The Restated Consolidated Financial Information have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Act, as applicable to the financial statements and other relevant provisions of the Act.

The Restated Financial Information have been compiled by the management of the Company from:

The audited Ind AS financial statements of the company as at and for the year ended 31st March, 2026 and special purpose audited Ind AS financial statements each of the years ended 31st March, 2025 & 31st March, 2024(together hereinafter referred as the “Special Purpose Ind AS Financial Statements”) each prepared in accordance with the Ind AS prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 31.07.2026 and 10.03.2026 respectively . The Special Purpose Ind AS Financial Statements for year ended 31st March, 2025 & , 31st March, 2024 had been prepared by making adjustments required under Ind AS to the audited IGAAP financial statements of the Company as at and for each of the years ended 31st March, 2025 & 31st March, 2024 (the “Statutory Indian GAAP Financial Statements”) prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which were approved by the Board of directors at their meeting held on 07.07.2025 and 02.09.2024 respectively.

The Restated Consolidated Financial Information:

(a) have been prepared after incorporating adjustments for change in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial years ended 31 March 2026, 31 March 2025 and 31 March 2024 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the year ended March 31, 2026;

(b) Does not contain any modifications requiring adjustments. Moreover, matters in the Auditor's report, which do not require any corrective adjustments in the Restated Consolidated Financial Information have been disclosed in Part B of Annexure VII of the Restated Consolidated Financial Information; and

(c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

The Group has applied Ind AS 101 – First-time Adoption of the Indian Accounting Standards. A statement provides an explanation of how the adoption of Ind AS has impacted on the balance sheet and results of operations of the Company.

These consolidated financial statements have been prepared on accrual basis and under the historical cost convention except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below.
An Entity shall classify an asset current when :
(a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
(b) it holds the asset primarily for the purpose of trading;
(c) it expects to realise the asset within twelve months after the reporting period; or
(d) the asset is cash or a cash equivalent (as defined in Ind AS 7) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

An entity shall classify all other assets as non-current

An entity shall classify a liability as current when:
(a) it expects to settle the liability in its normal operating cycle;
(b) it holds the liability primarily for the purpose of trading;
(c) the liability is due to be settled within twelve months after the reporting period; or
(d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. 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.

An entity shall classify all other liabilities as non-current.

Operating cycle

(a) The operating cycle of an entity is the line between the acquisition of assets for processing and their realisation in cash or cash equivalents.
(b) Time between the acquisition of assets for processing and their realisation in cash or a cash equivalents. When the entitys's normal operating cycle is not clearly identifiable, it is assumed to be 12 months.
(c) Current assets include assets (such as inventories and trade receivables) that are sold, consumed or realised as part of the normal operating cycle even when they are not expected to be realised within twelve months after the reporting period.
(d) Current Liabilities includes liabilities (such as trade payables, employee salaries payable and other operating costs) that are expected to be settled or due to be settled in the company’s normal operating cycle even when they are not expected to be realised within twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Functional and presentation currency

This Restated Consolidated Financial Information has been prepared in Indian Rupee (Rs.) which is the functional currency of the Group. All amounts disclosed in the Restated Consolidated financial information and notes have been rounded off to the nearest million with two decimals, unless otherwise stated.

a) Use of Estimates, Judgments and Assumptions

The preparation of Consolidated financial statements in accordance with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

All the assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

Significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have significant effect on amount recognized in the consolidated financial statements are:

(i) Allowance For Bad And Doubtful Trade Receivable.
(ii) Recognition And Measurement Of Provision And Contingencies.
(iii) Depreciation/Amortisation And Useful Lives Of Property, Plant And Equipment / Intangible Assets.
(iv) Recognition Of Deferred Tax.
(v) Income Taxes.
(vi) Measurement Of Defined Benefit Obligation.
(vii) Impairment Of Non-Financial Assets And Financial Assets.
(viii) Fair Value of Financial Instruments.

b) Revenue

Recognition

The group recognised revenue i.e. account for a contract with a customer only when all of the following criteria are met:

(i) the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;

(ii) the entity can identify each party's rights regarding the goods or services to be transferred;

(iii) the entity can identify the payment terms for the goods or services to be transferred;

(iv) the contract has commercial substance (i.e. the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and

(v) it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity shall consider only the customer's ability and intention to pay that amount of consideration when it is due. The amount of consideration to which the entity will be entitled may be less than the price stated in the contract if the consideration is variable because the entity may offer the customer a price concession.

Measurement

When (or as) a performance obligation is satisfied, group recognize as revenue the amount of the transaction price (which excludes estimates of variable consideration that are constrained) that is allocated to that performance obligation.

The transaction price is the amount that the entity expects to be entitled to in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, some taxes on sales). The consideration promised may include fixed amounts, variable amounts, or both

i) Sale of Goods

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those goods. Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery of goods, based on contracts with the customers. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Further, the revenue amount is adjusted for the time value of money if that contract contains a significant financing component.

The export incentives to which the Group is entitle, are recognized as income in the year of export of goods on accrual basis, taking into account certainty of realization and its subsequent utilization.

ii) Interest and Dividend

Interest income is recognized on time proportion basis.
Dividend income on investments is accounted for as and when the right to receive the payment is established.

c) Inventories

Raw Materials are valued at lower of cost and net realizable value on FIFO basis. Cost of Raw material comprises of cost of purchase and other cost incurred in bringing the inventory to their present condition and location.

Finished Goods are valued at lower of cost and net realizable value on FIFO basis. Cost of Finished goods comprises of cost of Raw Material, cost of conversion and other cost incurred in bringing the inventory to their present condition and location.

Net Realisable value is the estimated selling price in the ordinary course business less estimated cost of completion and estimated cost necessary to make the sale.

d) Property, Plant and Equipment

i) Recognition and Measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses (if any).

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates and including acquisition or construction cost, borrowing costs or any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

ii) Subsequent Expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

iii) Depreciation

Depreciation on property, plant and equipment is provided on Straight Line method (SLM) as per the useful life of the assets in the manner as specified in Schedule II to the Companies Act, 2013. The estimated useful life of assets and estimated residual value is taken as prescribed under Schedule II to the Companies Act, 2013.

Depreciation on additions during the year is provided on pro rata basis with reference to date of addition/installation. Depreciation on assets disposed/discarded is charged up to the date on which such asset is sold.

Asset Name	Useful life as per Schedule II
Building	30 years
Computer	03 years
Plant & Machinery	15 years
Vehicles	08 years
Office Equipments	05 years
Electric Installation	15 years
Furniture	10 years

iv) Government Grants

Government Grants and subsidies from Government are recognised when there is reasonable certainty that the grant/subsidy will be received and all attaching conditions will be complied with. Government grant related to income are recognised in the Statement of Profit & Loss on a systematic basis over the period in which the Company recognizes as expenses the related costs for which the grant is intended to compensate.

Government Grants related to assets are presented in the balance sheet by deducting the grant in arriving at the carrying amount of asset.

e) Intangible Assets

i) Recognition and Measurement

Intangible assets are recognised when it is probable that the future economic benefit that are attributable to asset will flow to the company and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated and cumulative impairment. All directly attributable cost and other administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of cost of the intangible assets. As on transition date i.e. April 1, 2022 the same are measured at carrying value adjusted for Ind AS.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, when incurred is recognized in statement of profit or loss.

ii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in statement of profit or loss.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if required.

f) Employee benefits

i) Short Term Employee Benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii) Defined Benefit Plans

The liability for gratuity a defined benefit plan is determined annually by a qualified actuary using the projected unit credit method.

The Group pays gratuity to the employees who have completed five years of service with the Group at the time when the employee leaves the Group as The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees.

Remeasurement of the net defined benefit plans in respect of post-employment are charged to other comprehensive income. Net interest expense and

iii) Other Employee Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of obligation as at the Balance sheet date determined based on an actuarial valuation.

iv) Defined Contribution Plan

The Group's payments to the defined contribution plans are recognized as expenses during the period in which the employees perform the services that payment covers. Defined contribution plan comprise of contribution to the employees' provident fund with government, Employees' State Insurance and Pension Scheme.

g) Income Tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to other comprehensive income or a business combination, or items recognised directly in equity.

h) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Current Tax Assets and liabilities are Offset only if, The Company:

a) has a legally enforceable right to set off the recognised amounts; and
b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

i) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets and liabilities are reviewed at the end of each reporting period.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset only if:

a) the entity has a legally enforceable right to set off deferred tax assets against deferred tax liabilities; and
b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

i) Foreign Currency Transactions

The Group's Consolidated Financial Statements are presented in Indian Rupee, which is also the parent company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Difference arising on settlement of monetary items are recognised in statement of profit and loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets.

Non-monetary items that are measured based on historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Exchange difference arising out of these transactions are generally recognised in statement of profit and loss.

Exchange differences on monetary items are recognised in Consolidated Statement of Profit and Loss in the period in which they arise except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

j) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalised as part of the cost of that asset till the date it is ready for its intended use or sale. qualifying asset are the assets that necessarily takes a substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

k) Cash and Cash Equivalent

Cash and cash equivalent includes the cash and Cheques in hand, bank balances, demand deposits with bank and other short term, highly liquid investments with original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Bank overdraft are shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement.

Book overdraft are shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

l) Cash Flow Statement

Cash flows are reported using indirect method, whereby profit/ (loss) before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flow. The cash flow from operating, investing and financing activities of the Group is segregated based on the available information.

m) Earning Per Share

i) Basic earnings per shares is arrived at based on net profit / (loss) after tax available to equity shareholders divided by Weighted average number of equity shares, adjusted for bonus elements in equity shares issued during the year (if any) and excluding treasury shares.

ii) Diluted earnings per shares is calculated by dividing Profit attributable to equity holders after tax divided by Weighted average number of shares considered for basic earning per shares including potential dilutive equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations

n) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation and there is reliable estimate of the amount of obligation.

A disclosure for contingent liabilities is made where there is a possible obligation arising from past events, the existence of which will be confirmed only on the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arise from past events where it is not probable that an outflow of resources will be required to settle or a reliable estimate of the amount can not be made.

o) Leases

As a Lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As per the requirements of Ind AS 116 the company evaluates whether an arrangement qualifies to be a lease. In identifying a lease the group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extent the lease if the company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

p) Impairment of Non Financial Assets

The Group assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the Group estimates the amount of impairment loss.

For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as cash generating unit

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in statement of profit and loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been in place had there been no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss, taking into account the normal depreciation/amortization.

q) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, interest rate swaps and currency options; and embedded derivatives in the host contract.

i) Financial Assets

1) Classification

The Group classifies financial assets in the following measurement categories:

a) Those measured at amortised cost and
b) Those measured subsequently at fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

2) Initial Recognition and Measurement

All financial assets are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset, are adjusted to fair value in the case of financial assets not recorded at fair value through profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Measured at Amortised Cost

A financial asset is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Measured at Fair Value Through Other Comprehensive Income (FVOCI)

A financial asset is measured at FVOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

Financial assets included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are

Financial Asset at Fair Value Through Profit and Loss (FVTPL)

FVTPL is a residual category for financial asset. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the group company may elect to classify a financial asset, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

3) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

a) The rights to receive cash flows from the asset have expired, or

b) The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

c) When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

d) Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

4) Impairment of Financial Assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.

b) Trade receivables.

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

i. Trade receivables which do not contain a significant financing component.
The application of simplified approach recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ii. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ii) Financial liabilities

1) Classification

The Group classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortised costs.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings, financial guarantee contracts and derivative financial instruments.

Financial liabilities at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

2) Gains or Losses on Liabilities Held For Trading are Recognised in The Profit or Loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss.

3) Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

This category generally applies to interest-bearing loans and borrowings.

4) Derecognition

A financial liability is recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

5) Measurement of Fair Values

The Group's accounting policies and disclosures require the measurement of fair values, for financial instruments.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

6) Basis of Consolidation

a) The Consolidated financial statements relate to Adroit Industries India Limited (the Company) and its subsidiaries as under:

Entity	Basis of Consolidation	Country of Incorporation	% age of Shareholding of the Company
Adroit Driveshafts Private Limited	Subsidiary	India	100%
Adroit Driveshafts Canada Limited	Subsidiary	Canada	99.87%

b) The consolidated Financial Statements have been prepared in accordance with Ind AS 110 as notified under section 133 of the Companies Act, 2013 read with Rule 4 of Companies (Indian Accounting Standards) Rule 2015 as amended and recognized accounting practices and policies on the following basis:

I. The financial statements of the Company and its subsidiaries have been combined on a line to line basis by adding together like items of assets, liabilities, income and expenses.

II. Intragroup balances, intragroup transactions and resulting unrealized profits/lossess have been eliminated in full.

III. Non controlling interest in the net assets of subsidiaries has been separately disclosed in the consolidated financial statements. Non controlling interest in income for the year has been separately disclosed in the statement of profit and loss.

IV. Figures pertaining to the subsidiaries have been reclassified to bring them in line with parent Company's financial statements.

V. The excess of / shortfall in the cost to the Company of its investment over the Company's portion of equity as at the date of investment is recognized in the consolidated financial statements as goodwill / capital reserve. The resultant goodwill, if any, is capitalized.

VI. The Consolidated Financial Statements have been prepared using uniform accounting policy for like transactions and other events in similar circumstances.

PRINCIPAL COMPONENTS OF STATEMENT OF PROFIT AND LOSS

Set forth below are the principal components of statement of profit and loss from our continuing operations:

Total Income

Our total income comprises of (i) revenue from operations and (ii) other income.

Revenue from Operations

Revenue from operations comprises of: (i) Sale of Products and (ii) Other Operating Revenues

Other Income

Other income includes (i) Interest Income; (ii) Dividend on long term investments; (iii) Net gain on Foreign Currency Transactions and Translations; (iv) Depreciation Reversed on Subsidy; (v) Reversal of Allowance for Expected credit loss; (vi) Rent Income; (vii) Gain on sales of Property Plant and Equipment; (viii) Reversal of Excess Provision of Leave Encashment; and (ix) Miscellaneous Income

Expenses

Our expenses comprise of: (i) cost of material consumed; (ii) purchase of stock-in-trade; (iii) changes in inventories of finished goods, work in progress and stock-in-trade (iv) employee benefits expenses; (v) finance costs; (vi) depreciation and amortisation expenses; and (vii) other expenses.

Cost of Material Consumed

Cost of Material Consumed denote the sum of inventory at the beginning of fiscal, purchases of raw materials, less inventory at the end of the fiscal.

Purchase of Stock-in-Trade

Purchase of Stock-in-Trade denote the purchases of trading stock made during the fiscal.

Changes in inventories of finished goods, work in progress and stock-in-trade

Changes in inventories of finished goods, work in progress and stock-in-trade denote the difference between inventory at the beginning of the fiscal and inventory at the end of the fiscal.

Employee Benefits Expense

Employee benefits expenses include (i) salary, wages and bonus; (ii) contribution to provident and other funds; and (iii) staff welfare expenses.

Finance Costs

Finance cost includes (i) interest expenses; (ii) other borrowing cost; and (iii) interest expense on lease liability.

Depreciation and Amortization expenses

Depreciation and amortization expenses include (i) Depreciation on tangible assets, and (ii) amortization of intangible assets.

Other Expenses

Other expenses includes:

(i) Consumption of stores and spares, (ii) Packing expenses, (iii) Job work charges, (iv) Power and fuel, (v) Rent, (vi) Repairs to buildings, (vii) Repairs – others, (viii) Brokerage and commission, (ix) Water charges, (x) Factory expenses, (xi) Insurance, (xii) Rates and taxes, (xiii) Selling and distribution expenses, (xiv) Security expenses, (xv) Travelling and conveyance expenses, (xvi) Freight forwarding expenses, (xvii) Net loss on foreign currency transactions and translation, (xviii) CSR expenses, (xix) Vehicle hire charges, (xx) Legal and professional fees, (xxi) Bad debt written off, (xxii) Allowance for expected credit loss, (xxiii) Warehouse expenses, (xxiv) Service charges, (xxv) Loss on property, plant and equipment, and (xxvi) Other miscellaneous expenses.

Our Results of Operations

The following table sets forth selective financial data from our restated statement of profit & loss for the fiscals 2026, 2025 and 2024, the components of which are also expressed as a percentage of revenue from operations for such fiscals:

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	As a % of revenue from operations	Amount	As a % of revenue from operations	Amount	As a % of revenue from operations
Income:						
Revenue from Operations	1,399.43	100.00	1,338.94	100.00	1,245.28	100.00
Other Income	30.96	2.21	27.16	2.03	5.72	0.46
Total Income	**1,430.39**	**102.21**	**1,366.10**	**102.03**	**1,251.00**	**100.46**
Expenses:						
Cost of Material Consumed	205.03	14.65	227.08	16.96	367.13	29.48
Purchase of Stock-in-Trade	130.95	9.36	125.78	9.39	49.06	3.94
Changes in Inventories in Finished Goods, Work-in-Progress and Stock-in-Trade	33.07	2.36	57.06	4.26	(160.16)	(12.86)
Employee Benefits Expense	282.68	20.20	235.06	17.56	267.70	21.50
Finance Costs	46.55	3.33	64.55	4.82	82.06	6.59
Depreciation and Amortization Expenses	42.48	3.04	44.56	3.33	40.91	3.28
Other Expenses	360.62	25.77	383.77	28.66	424.70	34.10
Total Expenses	**1,101.36**	**78.70**	**1,137.86**	**84.98**	**1,071.40**	**86.04**
Profit before tax	**329.03**	**23.51**	**228.24**	**17.05**	**179.60**	**14.42**
Less: Tax Expense						
Current Tax	64.80	4.63	38.85	2.90	30.83	2.48
Deferred Tax	(2.54)	(0.18)	4.50	0.34	3.50	0.28
Income Tax related to earlier	5.19	0.37	3.45	0.26	-	-
Total Tax Expense	**67.45**	**4.82**	**46.80**	**3.50**	**34.33**	**2.76**
Profit / (Loss) for the period	**261.58**	**18.69**	**181.44**	**13.55**	**145.27**	**11.67**

RESULTS OF OPERATIONS INFORMATION FOR THE FISCAL 2026 COMPARED WITH FISCAL 2025

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026	Fiscal 2025	Change in ₹ Million	Change in %
Income:				
Revenue from Operations	1,399.43	1,338.94	60.49	4.52
Other Income	30.96	27.16	3.80	13.99
Total Income	**1,430.39**	**1,366.10**	**64.29**	**4.71**
Expenses				
Cost of Materials Consumed	205.03	227.08	(22.05)	(9.71)
Purchases of Stock-in-Trade	130.95	125.78	5.17	4.11
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	33.07	57.06	(23.99)	(42.04)
Employee Benefits Expense	282.68	235.06	47.62	20.26
Finance Costs	46.55	64.55	(18.00)	(27.89)
Depreciation and Amortization Expenses	42.48	44.56	(2.08)	(4.67)
Other Expenses	360.62	383.77	(23.15)	(6.03)
Total Expenses	**1,101.36**	**1,137.86**	**(36.50)**	**(3.21)**
Profit Before Tax	**329.03**	**228.24**	**100.79**	**44.16**
Less: Tax Expense				
Current Tax	64.80	38.85	25.95	66.80
Deferred Tax	(2.54)	4.50	(7.04)	(156.44)
Income Tax related to earlier	5.19	3.45	1.74	50.43
Total Tax Expense	**67.45**	**46.80**	**20.65**	**44.12**
Profit for the Year	**261.58**	**181.44**	**80.14**	**44.17**

Total Income

Our total income has increased by 4.71% from ₹1,366.10 million in Fiscal 2025 to ₹1,430.39 million in Fiscal 2026, due to an increase in revenue from operations and other income by 4.52% and 13.99%, respectively

Revenue from Operations

Our revenue from operations increased by 4.52% from ₹1,338.94 million in Fiscal 2025 to ₹1,399.43 million in Fiscal 2026. The increase was primarily attributable to increase in sale of propeller shafts and components from ₹1,212.09 million in Fiscal 2025 to ₹1,271.09 million in Fiscal 2026, driven by growth in overall business operations.

The key factors contributing to the increase are set out below:

- **Rise in export revenue**: Our export revenue has increased by ₹45.61 million from ₹1,166.83 million in Fiscal 2025 to ₹1,212.44 million in Fiscal 2026, reflecting continued expansion in our export operations.

- **Progression in our customer base**: Our total number of customers served increased from 151 in Fiscal 2025 to 185 in Fiscal 2026, contributing to higher sales volumes during the year.

- **Broadening of our product portfolio**: During Fiscal 2026, we expanded our product portfolio reflected by an increase in the number of SKUs from 4,452 in Fiscal 2025 to 5,250 in Fiscal 2026.

Other Income

Our other income increased by 13.99% from ₹27.16 million in Fiscal 2025 to ₹30.96 million in Fiscal 2026. This increase was primarily on account of increase in; (i) interest income by ₹5.77 million. (ii) Net gain on Foreign Currency Transactions and Translations by ₹5.04 million and (iii) Miscellaneous Income by ₹2.52 million. The increase was partially set off by decrease depreciation reversed on subsidy by ₹10.88 million.

Total Expenses

Our total expenses have decreased by 3.21% from ₹1,137.86 million in Fiscal 2025 to ₹1,101.36 million in Fiscal 2026. This decrease was primarily on account of decrease in; (i) cost of material consumed by ₹22.05 million, (ii) changes in inventories of finished goods, work-in-progress and stock in trade by ₹23.99 million, (iii) finance costs by ₹18.00 million, (iv) depreciation and amortization expense by ₹2.08 million and (v) other expenses by ₹23.15 million. The decrease was partially offset by increase in (i) purchase of stock-in-trade by ₹5.17 million and (ii) employee benefits expenses by ₹47.62 million.

Cost of Material Consumed and Purchase of Stock-in-Trade

Cost of material consumed decreased by 9.71% from ₹227.08 million in Fiscal 2025 to ₹205.03 million in Fiscal 2026, primarily due to utilization of opening inventories for meeting a portion of sales requirements during the year. The purchases of Stock-in-trade increased from ₹125.78 million in Fiscal 2025 to ₹130.95 million in Fiscal 2026, primarily due to an increase in the purchase of traded goods during the year.

Changes in Inventories of Finished Goods, Work in Progress and Stock-in-Trade

Change in inventories of finished goods, work in progress and stock-in-trade decreased by 42.04% from ₹57.06 million in Fiscal 2025 to ₹33.07 million in Fiscal 2026, due to better inventory management in Fiscal 2026.

Employee Benefit Expenses

Employee Benefit Expenses increased by 20.26% from ₹235.06 million in Fiscal 2025 to ₹282.68 million in Fiscal 2026, primarily attributable to an increase in salaries, wages and bonus by ₹47.24 million.

Finance Cost

Finance costs decreased by 27.89% from ₹64.55 million in Fiscal 2025 to ₹46.55 million in Fiscal 2026, on account of decrease in; (i) interest expenses by ₹16.97 million and (ii) other borrowing costs by ₹1.03 million.

Depreciation and Amortization Expenses

Depreciation and amortization expenses decreased by 4.67% from ₹44.56 million in Fiscal 2025 to ₹42.48 million in Fiscal 2026, primarily on account of a decrease in depreciation on tangible assets by ₹1.96 million

Other Expenses

Other expenses decreased by 6.03% from ₹383.77 million in Fiscal 2025 to ₹360.62 million in Fiscal 2026. This was primarily due to the following reasons:

- The decrease was primarily on account of (i) consumption of stores and spares by ₹23.99 million, (ii) selling and distribution expenses by ₹10.07 million, (iii) net loss on foreign currency transactions and translation by ₹38.15 million, (iv) rent expenses by ₹0.31 million, (v) factory expenses by ₹0.62 million,

(vi) insurance expenses by ₹0.52 million, (vii) allowance for expected credit loss by ₹0.16 million and (viii) other miscellaneous expenses by ₹2.70 million.

- Such decrease in other expenses was partially offset by increase in; (i) bad debts written off by ₹11.25 million; (ii) freight and forwarding expenses by ₹7.29 million; (iii) power and fuel expenses by ₹4.62 million;; (iv) brokerage and commission expenses by ₹3.74 million; (v) packing expenses by ₹3.73 million; (vi) travelling and conveyance expenses by ₹3.45 million; (vii) legal and professional expenses by ₹7.48 million; (viii) job work charges by ₹2.14 million; (ix) rates and taxes by ₹2.09 million; (x) vehicle hire charges by ₹1.69 million; (xi) security expenses by ₹1.63 million; (xii) warehouse expenses by ₹1.27 million; (xiii) CSR expenses by ₹1.11 million; (xiv) repairs others by ₹0.79 million; (xv) loss on sale of property, plant and equipment by ₹0.71 million; (xvi) water charges by ₹0.29 million; and (xvii) repairs to buildings by ₹0.08 million.

Bad debt written off

During Fiscal 2026, the Company recognised a bad debt write-off of ₹11.25 million pertaining to dues from an overseas customer that had been under financial distress and restructuring, with no recovery prospects.

Profit Before Tax

Our total expenses as a percentage of revenue from operations decreased from 84.98% in Fiscal 2025 to 78.70% in Fiscal 2026. Further, other income as a percentage of revenue from operations increased from 2.03% in Fiscal 2025 to 2.21% in Fiscal 2026. Consequently, profit before tax as a percentage of revenue from operations increased from 17.05% in Fiscal 2025 to 23.51% in Fiscal 2026. As a result, profit before tax increased by 44.16%, from ₹228.24 million in Fiscal 2025 to ₹329.03 million in Fiscal 2026.

Tax Expenses

Total tax expense increased by 44.12% from ₹46.80 million in Fiscal 2025 to ₹67.45 million in Fiscal 2026. This increase was primarily attributable to higher current tax of ₹25.95 million due to increase in taxable profits driven by improved business operations during Fiscal 2026.

Profit After Tax

Profit After Tax as a percentage of revenue from operations increased from 13.55% in Fiscal 2025 to 18.69% in Fiscal 2026, resulting in an overall increase of ₹80.14 million, primarily due to higher revenue from operations driven by growth in sales. The Company also benefited from improved cost efficiency, as total expenses decreased by 3.21%, despite revenue from operations increasing by 4.52%. Additionally, other income as a percentage of revenue from operations increased from 2.03% in Fiscal 2025 to 2.21% in Fiscal 2026, further supporting profitability. As a result, profit before tax margin improved from 17.05% in Fiscal 2025 to 23.51% in Fiscal 2026, which translated into a higher PAT despite an increase in total tax expense from ₹46.80 million in Fiscal 2025 to ₹67.45 million in Fiscal 2026.

RESULTS OF OPERATIONS INFORMATION FOR THE FISCAL 2025 COMPARED WITH FISCAL 2024

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2025	Fiscal 2024	Change in ₹ Million	Change in %
Income:				
Revenue from Operations	1,338.94	1,245.28	93.66	7.52
Other Income	27.16	5.72	21.44	374.83
Total Income	**1,366.10**	**1,251.00**	**115.10**	**9.20**
Expenses				
Cost of Materials Consumed	227.08	367.13	(140.05)	(38.15)
Purchases of Stock-in-Trade	125.78	49.06	76.72	156.38
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	57.06	(160.16)	217.22	135.63
Employee Benefits Expense	235.06	267.70	(32.64)	(12.19)
Finance Costs	64.55	82.06	(17.51)	(21.33)
Depreciation and Amortization Expenses	44.56	40.91	3.65	8.93
Other Expenses	383.77	424.70	(40.93)	(9.64)
Total Expenses	**1,137.86**	**1,071.40**	**66.46**	**6.20**
Profit Before Tax	**228.24**	**179.60**	**48.64**	**27.08**
Less: Tax Expense				
Current Tax	38.85	30.83	8.02	26.00
Deferred Tax	4.50	3.50	1.00	28.57
Income Tax related to earlier	3.45	-	3.45	-
Total Tax Expense	**46.80**	**34.33**	**12.47**	**36.33**
Profit for the Year	**181.44**	**145.27**	**36.17**	**24.90**

Total Income

Our total income has increased by 9.20% from ₹1,251.00 million in fiscal 2024 to ₹1,366.10 million in fiscal 2025 due to increase in revenue from operations and other income by 7.52% and 374.95% respectively.

Revenue from Operations

Our revenue from operations increased by 7.52% from ₹1,245.28 million in Fiscal 2024 to ₹1,338.94 million in Fiscal 2025. The increase was primarily attributable to higher sale of propeller shafts by ₹95.07 million, driven by growth in overall business operations. The increase was partially set off by decrease in other operating revenues by ₹1.41 million.

The key factors contributing to the increase are set out below:

- **Rise in export revenue**: Our export revenue has increased by ₹122.08 million from ₹1,044.75 million in Fiscal 2024 to ₹1,166.83 million in Fiscal 2025, reflecting continued expansion in our export operations. However, such increase was partially set off by a decrease in domestic revenue from ₹60.07

million in Fiscal 2024 to ₹45.26 million in Fiscal 2025.

- **Progression in our customer base**: Our total number of customers served increased from 130 in Fiscal 2024 to 151 in Fiscal 2025, contributing to higher sales volumes during the year.

- **Broadening of our product portfolio**: During Fiscal 2025, we expanded our product portfolio reflected by an increase in the number of SKUs from 3,821 in Fiscal 2024 to 4,452 in Fiscal 2025.

Other Income

Our other income was ₹5.72 million in Fiscal 2024 as compared to ₹27.16 million in Fiscal 2025, which has increased by 374.95%, due to increase in depreciation reversed on subsidy by ₹17.86 million, interest income by ₹3.87 million and rental income by ₹0.60 million during the fiscal 2025. The increase was partially set off by decrease in reversal of allowance for expected credit loss by ₹0.51 million, miscellaneous income by ₹0.26 million and reversal of excess provision of leave encashment by ₹0.12 million.

Total Expenses

Our total expenses have increased by 6.20% from ₹1,071.40 million in Fiscal 2024 to ₹1,137.86 million in Fiscal 2025. This increase was primarily on account of increase in; (i) purchase of stock-in-trade by ₹76.72 million, (ii) depreciation and amortization expense by ₹3.65 million and (iii) changes in inventories of finished goods, work-in-progress and stock in trade by ₹217.22 million. The increase was partially offset by decrease in (i) cost of material consumed by ₹140.06 million, (ii) employee benefits expenses by ₹32.64 million, (iii) finance costs by ₹17.51 million and (iv) other expenses by ₹40.93 million.

Cost of Material Consumed and Purchase of Stock-in-Trade

Cost of material consumed decreased by 38.15% from ₹367.13 million in Fiscal 2024 to ₹227.08 million in Fiscal 2025, primarily due to utilization of opening inventories for meeting a portion of sales requirements during the year. Moreover, the company recorded higher purchases of Stock-in-trade which increased from ₹49.06 million in Fiscal 2024 to ₹125.78 million in Fiscal 2025.

Changes in Inventories of Finished Goods, Work in Progress and Stock-in-Trade

Change in inventories of finished goods, work in progress and stock-in-trade increased by 135.63% from ₹(160.16) million in Fiscal 2024 to ₹57.06 million in Fiscal 2025 due to higher accumulation of stock in Fiscal 2024.

Employee Benefit Expenses

Employee Benefit Expenses decreased by 12.19% from ₹267.70 million in Fiscal 2024 to ₹235.06 million in Fiscal 2025 primarily attributable to decrease in salaries and wages (inclusive of bonus, leave encashment and gratuity) by ₹32.14 million and contribution to provident and other funds by ₹0.51 million on account of fall in the number of employees from 390 as on March 31, 2024 to 372 as on March 31, 2025.

Finance Cost

Finance cost decreased by 21.33% from ₹82.06 million in Fiscal 2024 to ₹64.55 million in Fiscal 2025, on account of decrease in; (i) interest on term loans by ₹9.00 million; (ii) interest on vehicle loans by ₹0.14 million; (iii) interest on statutory dues by ₹0.38 million; (iv) interest on others by ₹13.88 million and (v) other borrowing cost by ₹0.35 million. The decrease was partially offset by increase in interest on working capital facilities (PCFC facilities) by ₹6.23 million.

The decrease in finance costs was primarily attributable to repayment of a portion of outstanding borrowings during Fiscal 2025 and the absence of additional borrowings availed during the year, resulting in lower interest expenses.

Depreciation and Amortization Expenses

Depreciation and amortization expenses increased by 8.93% from ₹40.91 million in Fiscal 2024 to ₹44.56 million in Fiscal 2025, primarily on account of increase in depreciation on tangible assets by ₹3.47 million.

Other Expenses

Other expenses decreased by 9.64% from ₹424.70 million in Fiscal 2024 to ₹383.77 million in Fiscal 2025. This was primarily due to the following reasons:

- The decrease was primarily on account of (i) brokerage and commission expenses by ₹22.19 million primarily due to a reduction in the number of sales agents engaged by the Company during Fiscal 2025, resulting in lower brokerage and commission expenses. (ii) packing expenses by ₹21.10 million primarily due to packaging optimization initiatives, including adoption of bulk-packing methodologies and improved packaging efficiency, resulting in lower consumption of packaging materials in Fiscal 2025. (iii) net loss on foreign currency transactions and translation by ₹15.63 million primarily due to lower foreign exchange fluctuations during Fiscal 2025 as compared to Fiscal 2024. (iv) selling and distribution expenses by ₹8.32 million primarily due to a higher proportion of export sales being undertaken on FOB terms then on CIF terms in Fiscal 2025, resulting in lower outward freight and insurance costs. (v) job work charges by ₹7.39 million primarily due to changes in the Company's procurement and processing model, resulting in reduced dependence on third-party job workers in Fiscal 2025. (vi) travelling and conveyance expenses by ₹5.41 million primarily due to lower overseas travel and participation in international exhibitions and trade fairs in Fiscal 2025 compared to Fiscal 2024. (vii) power and fuel expenses by ₹5.14 million primarily due to the absence of certain non-recurring power infrastructure-related expenses incurred in Fiscal 2024. (viii) legal and professional expenses by ₹3.37 million primarily due to the absence of certain non-recurring professional consultancy fees incurred in Fiscal 2024. (ix) factory expenses by ₹2.14 million primarily due to the absence of certain non-recurring professional consultancy fees incurred in Fiscal 2024.

- Such decrease in other expenses was partially offset by increase in; (i) consumption of stores and spares by ₹52.01 million; (ii) repairs- others by ₹1.48 million; (iii) CSR expenses by ₹0.79 million and (iv) Repairs to Buildings by ₹0.69 million

Profit Before Tax

Our total expenses as a percentage of revenue from operations decreased from 86.04% in Fiscal 2024 to 84.98% in Fiscal 2025. Moreover, our other income as a percentage of revenue from operations increased from 0.46% in Fiscal 2024 to 2.03% in Fiscal 2025. As a result, the Profit before tax as a percentage of revenue from operation has increased 14.42% in Fiscal 2024 to 17.05% in Fiscal 2025 resulting an increase of 27.08% from ₹179.60 million in Fiscal 2024 to ₹228.24 million in Fiscal 2025.

Tax Expenses

Our tax expense as a percentage of profit before tax increased from 19.11% in Fiscal 2024 to 20.51% in Fiscal 2025 and accordingly our total tax expense increased by 36.33% from ₹34.33 million in Fiscal 2024 to ₹46.80 million in Fiscal 2025. This increase was primarily attributable to higher current tax of ₹8.02 million due to increase in taxable profits driven by improved business operations during Fiscal 2025. The increase in tax expenses during the period was also attributable to the recognition of income tax pertaining to earlier years amounting to ₹3.45 million. Further, the increase was also attributable to higher deferred tax expense of ₹1.00 million.

Profit After Tax

Profit After Tax as a percentage of revenue from operations increased from 11.67% in Fiscal 2024 to 13.55% in Fiscal 2025 resulting an overall increase of ₹36.17 million, primarily due to higher revenue from operations driven by growth in export sales, expansion of the customer base, and a broader product portfolio. The company also benefited from improved cost efficiency, as total expenses grew at a slower pace than revenue. Additionally, a substantial increase in other income as a percentage of revenue from operation from 0.46% in Fiscal 2024 to

2.03% in Fiscal 2025, further supported profitability. As a result, profit before tax margins improved, which translated into a higher PAT despite a nominal increase in tax expenses.

Cash Flow

The table below summaries our cash flows from our Restated Consolidated Financial Information for the fiscals 2026, 2025 and 2024:

(₹ in million, unless stated otherwise)

Particulars	Fiscal		
	2026	**2025**	**2024**
Net cash flow generated from/ (utilized in) operating activities (A)	294.06	203.10	199.36
Net cash flow generated from/ (utilized in) investing activities (B)	(120.89)	32.12	(4.57)
Net cash flow generated from/ (utilized in) financing activities (C)	(169.87)	(235.17)	(196.58)
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	3.30	0.04	(1.79)
Cash and cash equivalents at the beginning of the year	11.75	11.71	13.50
Cash and cash equivalents at the end of the year	15.05	11.75	11.71

Cash flow from Operating Activities

For the Fiscal ended March 31, 2026

Net cash flow generated from our operating activities was ₹294.06 million for the year ended March 31, 2026. Our operating profit before working capital changes was ₹392.84 million during the period, which was the result of profit before tax of ₹329.03 million adjusted primarily for finance costs of ₹46.06 million, depreciation of ₹42.48 million and provision for doubtful debts of ₹0.28 million, partially offset by interest income of ₹11.85 million, dividend income of ₹2.00 million, loss on sale of property, plant and equipment of ₹0.71 million, depreciation reversal on subsidy of ₹6.98 million and foreign currency translation reserve of ₹7.15 million. This was further adjusted for unrealised gain/loss on foreign currency transactions and translation of ₹3.33 million and reversal of leave encashment provision of ₹0.51 million.

Our movements in working capital primarily consisted of an increase in trade and other payables of ₹120.20 million, partially offset by an increase in trade and other receivables of ₹86.97 million and an increase in inventories of ₹72.40 million. Taxes paid amounted to ₹59.61 million.

For the Fiscal ended March 31, 2025

Net cash flow generated from our operating activities was ₹203.10 million during fiscal 2025. Our operating profit before working capital changes was ₹310.46 million, which was the result of profit before tax of ₹228.24 million adjusted primarily for finance costs of ₹64.15 million and depreciation of ₹44.56 million, partially offset by depreciation reversal on subsidy of ₹17.86 million, interest income of ₹6.08 million, foreign exchange gain of ₹2.40 million and dividend income of ₹2.00 million.

Our movements in working capital primarily consisted of decrease in trade and other payables of ₹101.27 million and increase in trade and other receivables of ₹2.19 million, partially offset by decrease in inventories of ₹47.41 million. Taxes paid amounted to ₹51.31 million.

For the Fiscal ended March 31, 2024

Net cash flow generated from our operating activities was ₹199.36 million during fiscal 2024. Our operating profit before working capital changes was ₹293.39 million, which was the result of profit before tax of ₹179.60 million adjusted primarily for finance costs of ₹81.37 million and depreciation of ₹40.91 million, partially offset by unrealized foreign exchange gain of ₹3.11 million, interest income of ₹2.21 million and dividend income of ₹2.00 million.

Our movements in working capital primarily consisted of increase in inventories of ₹160.84 million, partially offset by decrease in trade and other receivables of ₹73.18 million and increase in trade and other payables of

₹13.41 million. Taxes paid amounted to ₹19.78 million.

Cash flow from Investing Activities

For the Fiscal ended March 31, 2026

Net cash flow used in investing activities was ₹120.89 million for the year ended March 31, 2026. This was primarily attributable to intercorporate loans given of ₹90.80 million and capital expenditure towards purchase of property, plant and equipment of ₹76.89 million, partially offset by subsidy received on property, plant and equipment of ₹32.35 million, interest received of ₹11.84 million, dividend income of ₹2.00 million and proceeds from sale of property, plant and equipment of ₹0.61 million.

For the Fiscal ended March 31, 2025

Net cash flow generated from investing activities was ₹32.12 million during fiscal 2025. This was primarily attributable to subsidy received on property, plant and equipment of ₹101.94 million, intercorporate loans recovered of ₹11.68 million, interest received of ₹6.08 million and dividend income of ₹2.00 million, partially offset by capital expenditure towards purchase of property, plant and equipment of ₹89.58 million.

For the Fiscal ended March 31, 2024

Net cash flow used in investing activities was ₹4.57 million during fiscal 2024. This was primarily attributable to intercorporate loans given of ₹13.50 million and capital expenditure towards purchase of property, plant and equipment of ₹2.86 million and, partially offset by change in bank balances not considered as cash equivalents of ₹7.58 million, interest received of ₹2.21 million and dividend income of ₹2.00 million

Cash flow from Financing Activities

For the Fiscal ended March 31, 2026

Net cash flow used in financing activities was ₹169.87 million during fiscal 2026. This was primarily attributable to repayment of borrowings of ₹123.96 million and finance costs of ₹45.91 million.

For the Fiscal ended March 31, 2025

Net cash flow used in financing activities was ₹235.17 million during fiscal 2025. This was primarily attributable to repayment of borrowings of ₹170.95 million and finance costs of ₹64.22 million.

For the Fiscal ended March 31, 2024

Net cash flow used in financing activities was ₹196.58 million during fiscal 2024. This was primarily attributable to repayment of borrowings of ₹330.68 million and finance costs of ₹81.29 million, partially offset by proceeds from borrowings of ₹215.39 million.

Working Capital

Working capital represents the difference between the Company’s current assets and current liabilities. The principal components of the Company’s working capital include inventories, trade receivables, cash and cash equivalents, other financial assets, other current assets, trade payables, borrowings, other financial liabilities, other current liabilities, provisions and current tax liabilities.

Fiscal 2026 compared to Fiscal 2025

The Company’s working capital increased from ₹873.23 million as at March 31, 2025 to ₹906.94 million as at March 31, 2026, representing an increase of ₹33.71 million. This increase was primarily attributable to an increase in current assets by ₹159.14 million, partially offset by an increase in current liabilities by ₹62.69 million.

Inventory increased by ₹72.40 million from ₹479.89 million in Fiscal 2025 to ₹552.29 million in Fiscal 2026. The inventory build-up was primarily due to inventory being maintained against confirmed orders or customer order forecasts based on past experience. Further, the Company increased inventory levels at its Canada subsidiary warehouse to support faster deliveries.

Trade receivables increased by ₹54.17 million from ₹398.66 million in Fiscal 2025 to ₹452.83 million in Fiscal 2026. The increase in trade receivables was primarily attributable to the Company's expansion into geographically distant markets, including South America, resulting in relatively longer voyage times. Further, a change in customer mix, with certain customers operating on extended credit terms, has also contributed to an increase in the overall receivable cycle.

Other current assets increased by ₹30.17 million from ₹149.45 million in Fiscal 2025 to ₹179.62 million in Fiscal 2026. Cash and cash equivalents increased by ₹3.30 million during the same period.

On the liabilities side, current borrowings decreased by ₹59.45 million from ₹564.62 million in Fiscal 2025 to ₹505.17 million in Fiscal 2026. Trade payables increased by ₹101.86 million from ₹108.77 million in Fiscal 2025 to ₹210.63 million in Fiscal 2026. Other financial liabilities increased by ₹4.63 million, while provisions and current tax liabilities increased by ₹3.99 million and ₹10.38 million, respectively.

Fiscal 2025 compared to Fiscal 2024

The Company's working capital increased from ₹808.35 million as at March 31, 2024 to ₹873.23 million as at March 31, 2025, representing an increase of ₹64.88 million. This increase was primarily attributable to the decrease in current liabilities by ₹203.13 million, partially offset by a decrease in current assets by ₹47.16 million. Inventory decreased by ₹47.41 million from ₹527.30 million in Fiscal 2024 to ₹479.89 million in Fiscal 2025. Trade receivables increased by ₹78.06 million from ₹320.60 million in Fiscal 2024 to ₹398.66 million in Fiscal 2025. Other current assets decreased by ₹75.44 million from ₹224.89 million in Fiscal 2024 to ₹149.45 million in Fiscal 2025.

On the liabilities side, current borrowings decreased by ₹91.04 million from ₹655.66 million in Fiscal 2024 to ₹564.62 million in Fiscal 2025, while trade payables decreased by ₹53.63 million from ₹162.40 million to ₹108.77 million during the same period. Other current liabilities decreased by ₹45.32 million from ₹56.29 million to ₹10.97 million.

Overall, the Company's working capital days remained broadly stable at 237 days in Fiscal 2024, 238 days in Fiscal 2025 and 237 days in Fiscal 2026.

Return on Net Worth

Return on Net Worth remained stable at approximately 18.95% in Fiscal 2024 and Fiscal 2025. The same increased from 18.94% in Fiscal 2025 to 22.51% in Fiscal 2026, primarily attributable to the significant improvement in profitability during the period.

Financial Indebtedness

As on March 31, 2026 the total outstanding borrowings of our Company was ₹524.00 million. The following table sets out the details of the total borrowings outstanding as on March 31, 2026.

(₹ in Million)

Particulars	As at March 31, 2026
Secured	
(i) Term Loan (including current maturities)	82.93
(ii) Working Capital Facilities	441.07
Unsecured	
(iv) Unsecured loans from related parties and others	-
Total Borrowings	**524.00**

In the event, any of our lenders declare an event of default, such current and any future defaults could lead to acceleration of our repayment obligations, termination of one or more of our financing agreements or force us to sell our assets, any of which could adversely affect our business, results of operations and financial condition.

Contingent Liabilities and Commitments

The following table sets forth our contingent liabilities as at March 31, 2026

(₹ in million)

Particulars	As at March 31, 2026
Contingent Liability-	
Income Tax demand disputed in appeals	38.94
Custom Duty demand disputed in appeals	4.98
Commitments-	
Estimated amount of contract remaining to be executed on capital account and not provided for (Net of advance ₹51.55 million)	30.09
Total	**74.01**

Note: The Company has certain disputes, lawsuits and claims, which arise in from time to time in the ordinary course of business. The amount in some of the cases can not be ascertained and in some cases not material.

For details of our contingent liability and guarantees as at March 31, 2026, as per Ind AS 37, see "***Restated Consolidated Financial Information–Note 36 - Contingent Liability & Commitments***" *on page 423*.

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

CONTRACTUAL OBLIGATIONS AND MATURITIES

As on date of this Red Herring Prospectus, our Company does not have any contractual obligations and maturities.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include remuneration paid to KMPs, sales, purchases, machine purchases and rental income.

For details of our related party transactions, please see "***Restated Consolidated Financial Information–Note 43 Related Party Transactions***" on page 427.

Quantitative and Qualitative Disclosure about Market Risks

Our Company's activities are expose to a variety of financial risks, including market risk, currency risk, interest rate risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of risks on its financial performance. The Company's risk management assessment policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. These policies and processes are reviewed by management regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee are responsible for overseeing these policies and processes, which are summarized below:

Market risk

Market risk is the risk of changes the market prices on account of foreign exchange rates, interest rates and Commodity prices, which shall affect the Company's income or the value of its holdings of its financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimizing the returns.

Foreign Currency Risk

The fluctuation in foreign currency exchange rates may have impact on the profit and loss account, where any transaction has more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar and Euro, against the respective functional currencies. The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposure. The Company does not use derivative financial instruments for trading or speculative purposes.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company's exposure to the risk of changes in market interest rates relates primarily to the borrowing from bank and financial companies. Currently Company is not using any mitigating factor to cover interest rate risk.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customer. The Company establishes an allowance for doubtful debts and impairment that represents its estimate on expected loss model. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Impaired amounts are based on lifetime expected losses based on the best estimate of the management. Further, management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. The impairment loss related to several customers that have defaulted on their payments to the Company and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. The Company has obtained fund based lines from various banks. The Company also constantly monitors various funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Effect of Inflation

We are affected by inflation as it has an impact on the material cost, wages, etc. in line with changing inflation rates; we rework our margins so as to absorb the inflationary impact.

Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled "***Restated Consolidated Financial Information***" on page 395, there have been no reservations, qualifications and adverse remarks.

Changes in Accounting Policies

There have been no changes in our accounting policies during the Fiscals 2026, 2025 and 2024.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, during the last three fiscals.

Unusual or Infrequent Events or Transactions

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations. There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in chapter titled "***Risk Factors***" on page 28.

Known Trends or Uncertainties that have had or are expected to have a Material Adverse Impact on Sales, Revenue or Income from Continuing Operations

Our business has been subject, and we expect it to continue to be impacted by the trends identified above in "***Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Factors Affecting our Results of Operations and Financial Condition***" and the uncertainties described in "***Risk Factors***" on pages 455 and 28, respectively. To our knowledge, except as discussed in this Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operation.

Seasonality of Business

There is no seasonality in our business.

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

Other than as described in chapter titled "***Risk Factors***" on page 28 and in this section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

Extent to which Material Increases in Net Sales or Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices

Our business has been affected and we expect that it will continue to be affected by the trends identified above and the uncertainties described in the section "***Risk Factors***" on page 28. Changes in revenue in the last three Fiscals are as described in "***Results of Operations Information for the Fiscal 2026 compared with Fiscal 2025***" and "***Results of Operations Information for the Fiscal 2025 compared with Fiscal 2024***" mentioned above.

Total Turnover of Each Major Industry Segment in which the Issuer Operates

We operate in only one major segment.

Competitive Conditions

We expect competition in our industry from existing and potential competitors to intensify. For further details on competitive conditions that we face across our various business segments, please see "***Our Business***", "***Industry Overview***" and "***Risk Factors***" on pages 300, 226 and 28.

Status of any Publicly Announced New Products or Business Segments

As on the date of this Red Herring Prospectus, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

Significant Dependence on a Single or Few Customers

The percentage of sale of machined products derived from our top customers is given below:

(in ₹ million)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products
Top 1 customer	265.96	20.92	311.24	25.68	133.91	12.12
Top 5 customers	621.65	48.91	622.80	51.38	522.89	47.33
Top 10 customers	773.60	60.86	798.84	65.91	758.00	68.61

Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, as on the date of this Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including any notices received for such criminal proceedings and criminal matters which are at first information report ("**FIR**") stage (even if no cognizance has been taken by any court) involving our Company, the Promoters and Directors (together, the "**Relevant Parties**"), Key Managerial Personnel and Senior Management; (ii) outstanding actions (including all disciplinary actions, penalties, show cause notices, pre-litigation notices and any findings/ observations or warning letters of any of the inspections by SEBI or any other regulatory authority and all penalties) by regulatory authorities and statutory authorities (including any judicial, quasi-judicial, administrative authorities or enforcement authorities) against Relevant Parties, Key Managerial Personnel and Senior Management; (iii) claims related to direct and indirect tax matters in a consolidated manner; giving the number of cases and total amount involving the Relevant Parties, involved provided that tax matters for which the amount involved are equal to or exceed the Materiality Threshold (as further defined in (iv) below), it shall be considered as a material tax matter and will be disclosed separately; and (iv) other pending litigation, including civil and arbitration proceedings, involving the Relevant Parties, where the amount involved in the proceedings, exceeds the materiality threshold based on lower of threshold criteria mentioned below ("**Materiality Threshold**").*

There are no disciplinary actions including penalties imposed by the SEBI or Stock Exchanges against our Promoters in the last five Financial Years, including any outstanding action. Further, there are no findings/ observations of any of the inspections by SEBI or any other regulator involving our Company which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision. In accordance with the Materiality Policy, as on the date of this Red Herring Prospectus, there is no pending litigation involving our Group Companies, which in accordance with the SEBI ICDR Regulations, would be considered to have a 'material impact', if an adverse outcome from such pending litigation would materially and adversely affect the business, prospects, operations, performance, financial position, cash flows or reputation of our Company.

For the purposes of (iv) above, our Board in its meeting held on March 10, 2026 has considered and adopted the Materiality Policy, in terms of which, any outstanding litigation where the aggregate monetary amount of claim/ dispute amount/ liability involved which exceeds the lower of:

(a) two percent of turnover, as per the last annual restated financial statements of the Company i.e. ₹27.99 million; 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 i.e. ₹25.73 million; 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 i.e. ₹9.81 million.

Accordingly, the lowest of the abovementioned criteria, ₹9.81 million, being the amount equivalent to 5% of the average of absolute value of the profit after tax of our Company for the preceding three financial years as per the Restated Consolidated Financial Information, would be considered as the materiality threshold for disclosing material civil litigations in the relevant Offer Documents 'material'.

*Subject to the following also being deemed as material civil litigations ("**Material Civil Litigations**"): (a) all outstanding litigation, i.e., civil litigation/ arbitration proceedings/ consumer cases, involving the Relevant Parties, wherein the monetary amount involved is not quantifiable or which does not exceed the Materiality Threshold or any other outstanding litigation/arbitration proceedings/ consumer cases, the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospectus, financial position or reputation, results of operations of our Company; and/or; and (b) all outstanding litigations, including civil litigation/ arbitration proceedings/ consumer cases involving the Relevant Parties where the decision in such a proceeding is likely to affect the decision in similar proceedings will be considered 'material' even though the amount involved in any individual proceeding does not exceed the Materiality Threshold.*

For the purposes of this section, pre-litigation notices received or sent by any of the Relevant Parties, from/ to third parties (excluding those notices issued by statutory/ regulatory/ governmental/ taxation authorities and notices threatening any criminal action), shall not be considered as litigation until such time that the Relevant Parties are not impleaded as a party in the litigation proceedings before any judicial/ quasi-judicial or arbitral forum.

For the purpose of disclosure of outstanding dues to creditors, our Board in its meeting held on March 17, 2026, has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, a creditor of the Company shall be considered to be 'material' for the purpose of disclosure in the Offer Documents, if the amounts due to such creditor by the Company is equal to or exceeds 5% of the trade payables of the Company as on the date of the most recent financial period for which the restated consolidated financial statements are being included in the Offer Documents. Accordingly, as on March 31, 2026, any outstanding dues exceeding ₹10.53 million have been considered as material outstanding dues for the purposes of identification of material creditors and related information in this section. Further, for outstanding dues to MSMEs, the disclosure is based on information available with our Company regarding status of the creditors under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, read with the rules and notifications thereunder has been relied upon.

All terms defined in a particular litigation disclosure below correspond to that particular litigation only.

<u>Litigation involving our Company</u>

Litigation filed against our Company

<u>Criminal litigations</u>

As of the date of this Red Herring Prospectus, there are no outstanding criminal litigations against our Company.

<u>Material civil litigations</u>

As of the date of this Red Herring Prospectus, there are no material outstanding civil litigations against our Company.

<u>Actions taken by Regulatory or Statutory Authorities</u>

As of the date of this Red Herring Prospectus, there are no actions taken by regulatory or statutory authorities against our Company.

Litigation filed by our Company

<u>Criminal litigations</u>

As of the date of this Red Herring Prospectus, there are no outstanding criminal litigations by our Company.

<u>Material civil litigations</u>

As of the date of this Red Herring Prospectus, there are no outstanding material civil litigations by our Company.

<u>Litigation involving our Promoters</u>

Litigation filed against our Promoters

<u>Criminal litigations</u>

Micro Polypet Private Limited vs. Signet Industries Limited & Mukesh Sangla – C.C. No. 14450/2017

Micro Polypet Private Limited ("**Complainant**") has filed Complaint bearing no. 14450 of 2017 before the

Hon’ble Patiala House Court, New Delhi (“**Hon’ble Court**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 (“**NI Act**”), alleging dishonour of cheque issued by Signet Industries Limited (“**Accused No. 1**”) and its Managing Director, Mukesh Sangla (“**Accused No. 2**”) (collectively referred to as “**Accused**”) towards discharge of an alleged legally enforceable liability arising out of commercial dealings for supply of PET chips. The Complainant states that Accused issued a cheque bearing number 524656 dated January 31, 2017, for ₹5,000,000, which upon presentation was dishonoured with remarks ‘Payment Stopped by Drawer’. Further, despite issuance of legal notice, the amount remained unpaid, thereby constituting an offence punishable under Section 138 of the NI Act. Aggrieved by this, the Complainant has filed the present complaint and prays before the Hon’ble Court to take cognizance of the complaint and for the Accused to be summoned, tried and punished accordingly and to pass any such order as the Hon’ble Court deems fit and proper. Separately, the Accused has filed an application under Section 145(2) of the NI Act read with Section 200 CrPC seeking to cross-examine the Complainant on the ground that the cheques bearing number Nos.524656, 524657, 524658 & 524659 of ₹5,000,000 each were issued as security in the course of business, and that no debt was payable upon presentation as payments had been made after adjustment of commissions, discounts and credit notes. The matter is currently pending, and the next date of hearing is November 26, 2026.

Factory Inspector M.P. Pithampur District Dhar by Government of Madhya Pradesh vs Mukesh Sangla and D.B Pandey – RCT/2306/2022

Government of Madhya Pradesh, through Factory Inspector, Pithampur (“**Plaintiff**”) has filed a complaint bearing no. 2306 of 2022 under section 21, 88, 92 and 05 of the Factories Act, 1948, read with the Madhya Pradesh Factory Rules, 1962 before the Chief Judicial Magistrate, Pithampur, District Dhar against Mukesh Sangla (“**Accused 1**”) and D.B. Pandey (“**Accused 2**”) (collectively referred to as “**Accused**”). The Complaint alleges that on December 3, 2021, a factory worker sustained severe hand injuries while operating a production baling machine at the facility of Signet Industries Limited in Pithampur, Madhya Pradesh, allegedly due to the absence of adequate safety guards and failure to report the accident within the prescribed statutory timeline. The complainant has sought prosecution and penal action under Section 92 of the Factories Act, 1948. The matter is currently pending and the next date of hearing is September 18, 2026.

Central Excise and Customs, Indore vs. Laxmi Pipes and Fittings Private Limited, Sunil Kothari and Mukesh Sangla – Special Case No. SC EOW/3300002/2015

Central Excise and Customs, Indore instituted Special Case No. SC EOW/3300002/2015 before the Court of the Special Judicial Magistrate (CBI & Economic Offences), Indore against Laxmi Pipes and Fittings Private Limited, Sunil Kothari and Mukesh Sangla alleging contravention of the provisions of the Central Excise Act, 1944 in relation to alleged issuance of invoices without actual supply of goods and facilitation of wrongful availment of CENVAT credit. Pursuant to adjudication proceedings, a penalty of ₹5,00,000 was imposed upon Mukesh Sangla. However, by Final Order Nos. 58101–58102/2017 dated November 23, 2017, the Customs, Excise and Service Tax Appellate Tribunal (CESTAT), New Delhi, allowed the appeals, set aside the penalty imposed on Mukesh Sangla and observed, inter alia, that there was no evidence of clandestine receipt of fabricated documents and that he had no role in the alleged fake transactions. Thereafter, Mukesh Sangla filed an application under Section 245(2) of the Code of Criminal Procedure, 1973 (corresponding to Section 268(2) of the Bharatiya Nagarik Suraksha Sanhita, 2023) seeking discharge from the criminal complaint. The said application was dismissed by the Special Judicial Magistrate (CBI & Economic Offences), Indore vide order dated October 8, 2024. Aggrieved thereby, Mukesh Sangla has preferred a criminal revision petition before the District and Sessions Court, Indore challenging the dismissal order, which is presently pending adjudication and the next date of hearing is October 27, 2026.

Quality Construction through Proprietor Bhupendra Dasondhi vs. Signet Industries Limited and Others – UNCR/15638/2026

Quality Construction through its Proprietor Bhupendra Dasondhi ("**Complainant**") has filed an application bearing number UNCR/15638 of 2026 under section 175(3) of the Bharatiya Nagarik Suraksha Sanhita, 2023, before the Judicial Magistrate First Class, Indore (Court of Smt. Srishti Agnihotri, Civil Judge, Junior Division), against Signet Industries Limited ("**Accused 1**"), Mukesh Sangla, Director ("**Accused 2**"), and Saurabh Sangla, Director ("**Accused 3**") (collectively referred to as "**Accused**"). The Complaint alleges that the Complainant, a construction firm, executed construction works, including brick laying, road construction, and boundary wall construction at the Accused 1's factory facility at Plot No. 462, 465, Sector-3, Industrial Area, Pithampur, District

Dhar, Madhya Pradesh, pursuant to a purchase order dated April 21, 2025, for an agreed total cost of ₹7,611,001.18. The Complainant submitted an invoice bearing bill number QC2526/42, dated December 1, 2025, for ₹6,067,291 (inclusive of GST), against which the Accused paid ₹4,031,500 by cheque, leaving an unpaid balance of ₹2,035,791. It is alleged that the Accused abruptly halted the work, withheld the outstanding balance, engaged in criminal conspiracy, business fraud, criminal breach of trust, and issued verbal abuse and death threats. The Complainant had first submitted a written complaint to the Station House Officer, Police Station Bagdun, Pithampur, on January 11, 2026, followed by a complaint to the Station House Officer, Police Station Azad Nagar, Indore, on January 19, 2026, and thereafter to the Police Commissioner, Indore, on January 21, 2026; despite these efforts, no FIR was registered by the police. The Complainant has sought directions to the Station House Officer, Police Station Azad Nagar, Indore, to immediately register an FIR against the Accused. As per the police investigation report submitted by the Station House Officer, Azad Nagar Police Station, dated March 17, 2026, the alleged place of occurrence falls under Police Station Bagdun, Pithampur, District Dhar, and it has been submitted before the court that the inquiry be conducted by the said police station. The matter is currently pending at the stage of "*Appearance of Accused/Surety*," and the next date of hearing is September 19, 2026.

Indra Mohan Jha vs. Signet Industries Limited and Mukesh Sangla – Complaint Case No. 372/2026

Indra Mohan Jha ("**Complainant**") has filed a criminal complaint bearing number 372 of 2026 under sections 316(5), 318(3), and 323 of the Bharatiya Nyaya Sanhita, 2023, before the Judicial Magistrate First Class, Jamshedpur, East Singhbhum (Court of Smt. Archana Mishra) against Signet Industries Limited ("**Accused 1**") and Mukesh Sangla, Managing Director ("**Accused 2**") (collectively referred to as "**Accused**"). The Complaint alleges that the Complainant was appointed as Senior Area Sales Manager (Jamshedpur Area) vide appointment letter dated August 7, 2021, issued by the Accused 1's HR Manager Aarti Harode via email, on a monthly salary of ₹50,000, and rendered services from August 11, 2021 to January 31, 2023, with the last salary payment (for September 2022) received on October 14, 2022. The Complainant contends that the Accused 1 failed to pay his monthly salary for four months (October 2022 to January 2023) amounting to ₹2,00,000, as well as outstanding Travel Allowance and Daily Allowance (T.A./D.A.) dues from April 1, 2022 to January 31, 2023 totalling ₹187,384, bringing the aggregate unpaid dues to ₹387,384. It is alleged that despite serving a statutory legal notice dated October 9, 2023, which was received by the Accused on October 17, 2023, as per postal tracking records, and submitting a written police complaint to Bagbera Police Station, Jamshedpur, on January 29, 2026 (received January 30, 2026), the Accused 1 failed to clear the dues and fraudulently conspired to misappropriate his earned salary and allowances. The matter is currently pending at the "*Inquiry Witness*" stage. The next date of hearing is September 28, 2026.

<u>*Material civil litigations*</u>

The Income Tax Department through Principal Commissioner of Income Tax vs. Shri Mukesh Sangla – ITA No. 192/2022

The Income Tax Department through Principal Commissioner of Income Tax ("**Appellant**") has filed an appeal bearing number 192 of 2022, before the Hon'ble High Court at Madhya Pradesh, Bench at Indore ("**Hon'ble Court**"), under section 260A of the Income Tax Act, 1961, against Mukesh Sangla ("**Respondent**"), challenging the Income Tax Appellate Tribunal ("**ITAT**") order dated March 11, 2022 for deleting the penalty of ₹37,754,812 for AY 2010-2011 levied under section 271(1)(C) of the Income Tax Act, 1961. The Respondent had declared an income of ₹ 1,647,191 post which a search under section 132 was conducted by the Income Tax department and disclosed additional income of ₹122,183,859 in a return filed under section 153A. The Assessing officer imposed penalty for concealment, however the CIT(A) and ITAT set it aside stating that the penalty notice under section 274 was vague and that the returned and assessed income were the same. In the said appeal, the Appellant has alleged that the said penalty was rightly levied and the additional income was disclosed only due to the search action and the ITAT has erred in treating the notice as defective. The Appellant has thus prayed before the Hon'ble Court to allow the appeal of the Appellant with appropriate relief considering the substantial question of law involved in the appeal and to set aside the impugned order passed by the ITAT. The matter was last heard on January 17, 2023, and is currently pending and the next date of hearing is yet to be notified.

Union of India & Ors. vs. Logic Poly Product, Signet Overseas Limited, Mukesh Sangla and Customs and Central Excise Settlement Commission – W.P. No. 10832/2012

Union of India through its Assistant Director, Directorate General of central Excise Intelligence ("**Petitioner**") has filed a writ petition bearing number 10832 of 2012 before the Hon'ble High Court of Madhya Pradesh, Bench at Indore ("**Hon'ble Court**"), under Article 226 and 227 of the Constitution of India, against Logic Poly Product ("**Respondent 1**"), Signet Overseas Limited ("**Respondent 2**"), Mukesh Sangla ("**Respondent 3**") and Customs and Central Excise Settlement Commission ("**Respondent 4**") (collectively referred to as "**Respondent**"). Respondents 1 and 2 are manufactures of molded household and industrial article of plastic and are registered with the Central Excise Department and have been availing CENVAT credit facility. The Petitioners had gathered intelligence that the respondent has been indulging in evasion of excise duty by way of under stating the production of the excisable goods and engaging in their clandestine removal without payment of Central Excise duty The petitioner futher alleges that for manufacturing these clandestinely removed goods the respondent was procuring inputs from the godwons of Respondent 2 and its group companies. On gathering such information the Petitioner conducted search on office premises of all the group companies, factories and godowns of the Respondent and seized certain documents and cash amounting to ₹3,500,000. Post investigation, show cause notices dated May 25, 2008 and April 06, 2009 were issued against the Respondent. Later, final order dated January 20, 2012 passed by the Commissioner Central Excise, Indore, confirmed the duty on the Respondent and imposed penalty. The Respondent aggrieved by the said order made an application before the Settlement Commission, wherein the Settlement Commission passed an order in favour of the Respondent. Hence the Petitioner has filed the present writ petition for quashing the impugned order/judgement passed by the Settlement Commission. The matter was last heard on November 27, 2017 and is currently pending, and the next date of hearing is yet to be notified.

Actions taken by Regulatory or Statutory Authorities

As of the date of this Red Herring Prospectus, there are no pending actions by regulatory and statutory authorities against our Promoters.

Disciplinary action

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five financial years including outstanding actions.

Litigation filed by our Promoters

Criminal litigations

Mukesh Sangla vs Union of India, Laxmi Pipes and Fittings Pvt. Ltd. and Sunil Kothari – CRR/672/2024

Mukesh Sangla ("**Applicant**") has filed a revision application bearing number 672 of 2024, under section 438 read with section 440 of the Bharatiya Nagarik Suraksha Sanhita, 2023 ("**BNSS**"), before the Hon'ble District & Sessions Court, Indore ("**Hon'ble Court**") against Union of India through Customs and Central Excise ("**Respondent 1**"), Laxmi Pipes And Fittings Private Limited ("**Respondent 2**") and Sunil Kothari ("**Respondent 3**") (collectively referred to as "**Respondents**") challenging the Order dated October 08, 2024 passed by the Special Judicial Magistrate, C.B.I & Economic Offences, Indore in Case No. S.C. E.O.W 02/2015 ("Impugned Order"). The proceedings arise out of allegations relating to wrongful availment of CENVAT credit, by Laxmi Pipes and Fittings Private Limited on the basis of alleged bogus invoices purportedly issued without actual supply of goods. Pursuant to adjudication proceedings initiated under the Central Excise Act, 1944, penalty of ₹500,000 had imposed upon the Applicant. However, by Final Order dated November 23, 2017, the Customs, Excise and Service Tax Applellate Tribunal ("**CESTAT**") exonerated the Applicant on merits and set aside the penalty,imposed upon the Applicant and observed, inter alia, that there was no role attributable to the Applicant in the alleged fake transactions.

Subsequently, the Applicant filed an application seeking discharge from the criminal proceedings on the ground that he had already been exonerated in the adjudication proceedings arising from the same set of facts and evidence. The said discharge application came to be rejected by the Impugned Order dated October 8, 2024, against which the present revision application has been filed before the Hon'ble Court.

The matter is currently pending adjudication before the Hon'ble District & Sessions Court, Indore and the next date of hearing is October 26, 2026.

Material civil litigations

As of the date of this Red Herring Prospectus, there are no material outstanding civil litigations initiated by our Promoters.

Litigation involving our Directors (other than Promoters)

Litigation filed against our Directors

Criminal litigations

As of the date of this Red Herring Prospectus, there are no outstanding criminal litigation against our Directors.

Actions taken by Regulatory or Statutory Authorities

As of the date of this Red Herring Prospectus, there are no pending actions by regulatory and statutory authorities against our Directors.

Material civil litigations

As of the date of this Red Herring Prospectus, there are no material outstanding civil litigations against our Directors.

Litigation filed by our Directors

Criminal litigations

As of the date of this Red Herring Prospectus, there are no outstanding criminal litigation instituted by our Directors.

Material civil litigations

As of the date of this Red Herring Prospectus, there are no material outstanding civil litigations instituted by our Directors.

Litigation involving our Subsidiaries

Litigation filed against our Subsidiaries

Criminal litigations

As of the date of this Red Herring Prospectus, there are no outstanding criminal litigations against our Subsidiaries.

Material civil litigations

As of the date of this Red Herring Prospectus, there are no material outstanding civil litigations against our Subsidiaries.

Actions taken by Regulatory or Statutory Authorities

As of the date of this Red Herring Prospectus, there are no actions taken by regulatory or statutory authorities against our Subsidiaries.

Litigation filed by our Subsidiaries

Criminal litigations

As of the date of this Red Herring Prospectus, there are no outstanding criminal litigations by our Subsidiaries.

Material civil litigations

As of the date of this Red Herring Prospectus, there are no outstanding material civil litigations by our Subsidiaries.

Litigation involving our Key Managerial Personnel and Senior Management (Other than Directors and Promoters)

Litigation filed against our Key Managerial Personnel and Senior Management (other than Directors and Promoters)

Criminal litigations

As of the date of this Red Herring Prospectus, there are no outstanding criminal litigation against our Key Managerial Personnel and Senior Management.

Actions taken by Regulatory or Statutory Authorities

As of the date of this Red Herring Prospectus, there are no pending actions by regulatory and statutory authorities against our Key Managerial Personnel and Senior Management.

Litigation filed by our Key Managerial Personnel and Senior Management (Other than Directors and Promoters)

Criminal litigations

As of the date of this Red Herring Prospectus, there are no outstanding criminal litigation instituted by our Key Managerial Personnel and Senior Management.

Claims related to direct and indirect taxes

Except as disclosed below, there are no claims related to direct and indirect taxes, involving the Relevant Parties:

Nature of case	Number of cases	Amount involved (in ₹ million)*
Company		
Direct tax	23	14.97
Indirect tax	2	4.98
Promoters		
Direct tax	8	5.46
Indirect tax	Nil	Nil
Directors (excluding Promoters)		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Subsidiaries		
Direct tax	6	25.77
Indirect tax	Nil	Nil

**To the extent ascertainable and quantifiable*
As certified by our Statutory Auditors vide certificate dated September 16, 2026

Description of tax matters exceeding the Materiality Threshold

Material tax litigation involving our Company

i. Income tax appeal filed by our Company dated April 27, 2017, bearing appeal no. 369326391200118 for assessment year 2015-2016 against order dated December 29, 2017, amounting to ₹10.62 million for disallowance of claim made under section 35(1)(ii) of the Income Tax Act, 1961 and for charging excess interest under section 234B of the Income Tax Act.

Material tax litigation involving our Promoters

As of the date of this Red Herring Prospectus, there are no material outstanding tax litigations involving our Promoters.

Material tax litigation involving our Directors

As on the date of this Red Herring Prospectus, there are no material outstanding tax litigations involving our Directors.

Material tax litigation involving our Subsidiaries

i. Our Subsidiary has received an income tax demand notice under section 156 of the Income Tax Act, 1961 dated March 20, 2025, for Assessment Year 2023-24 amounting to ₹24.97 million. However, our Company has filed an appeal against the said order.

Outstanding dues to creditors

In terms of the Materiality Policy, creditors of our Company to whom an amount exceeding 5% of our total trade payables as of March 31, 2026 based on the Restated Consolidated Financial Information of our Company was outstanding, were considered 'material' creditors. Our total trade payables as of March 31, 2026 was ₹210.63 million and accordingly, creditors to whom outstanding dues as of March 31, 2026 exceed ₹10.53 million have been considered as material creditors for the purposes of disclosure in this Red Herring Prospectus. As of March 31, 2026, there are 3 material creditors of our Company.

Details of outstanding dues towards our material creditors are available on the website of our Company at www.adroitindustries.com.

Based on the Materiality Policy, details of outstanding dues owed as of March 31, 2026 by our Company are set out below:

Type of creditors	Number of creditors	Amount involved *(in ₹ million)*
Material creditors	3	52.32
Micro, Small and Medium Enterprises*	51	12.00
Other creditors	284	146.31
Total	**338**	**210.63**

**As defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*
 # As certified by our Statutory Auditors vide certificate dated September 16, 2026

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 455 there have not arisen, since the date of the last financial information disclosed in this Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*We have set out below an indicative list of approvals obtained by our Company and our Material Subsidiary which are considered material and necessary for the purpose of undertaking this offer and carrying on our present business activities. In view of these key approvals, our Company can undertake this offer 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 28, these material approvals are valid as of the date of this Red Herring Prospectus. For details in connection with the regulatory and legal framework within which we operate, see "**Key Regulations and Policies**" on page 345.*

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.

I. Material approvals obtained in relation to the offer

a. The Board of Directors has, pursuant to a resolution passed at its meeting held on December 05, 2025, authorized the offer, 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 December 29, 2025, authorized the offer 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 National Stock Exhange India Limited & BSE Limited, dated July 10, 2026.

II. Material approvals obtained by our Company and Material Subsidiary in relation to our business and operations

Our Company and our Material Subsidairy 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 incorporated as a public limited company in the name of '*Adroit Industries (India) Limited'* vide certificate of incorporation dated January 09, 1995, issued by the Deputy Registrar of Companies, Maharashtra, Mumbai

B. Tax related approvals obtained by our Company

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue/Re-issue/Renewal/ Valid from	Date of Expiry/ Validity
1.	Permanent Account Number (PAN)	AAACA6850F	Income Tax Department	January 09, 1995	Valid till cancelled
2.	Tax Deduction Account Number (TAN)	PNEA59080A	Income Tax Department	February 26, 2026	Valid till cancelled
3.	GST Registration Certificate – Madhya Pradesh	23AAACA6850F1Z2	Goods and Services Tax Department	July 18, 2018	Valid till cancelled
4.	GST Registration Certificate –	27AAACA6850F1ZU	Goods and Services Tax	April 7, 2026	Valid till cancelled

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue/Re-issue/Renewal/ Valid from	Date of Expiry/ Validity
	Maharashtra		Department		
5.	Registration Certificate – Professional Tax – Maharashtra	27612600231P	Maharashtra Goods and Service Tax Department	February 01, 2025	Valid till cancelled
6.	Enrolment Certificate – Professional Tax – Maharashtra	99615199031P	Maharashtra Goods and Service Tax Department	April 01, 2024	Valid till cancelled
7.	Registration Certificate – Professional Tax – Madhya Pradesh	79239001414	Indore State Tax Department	April 17, 2017	Valid till cancelled
8.	Enrolment Certificate – Professional Tax – Madhya Pradesh	78590200736	Indore State Tax Department	April 18, 2017	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/Re-issue/Renewal/ Valid from	Date of Expiry/ Validity
1.	UDYAM registration certificate	UDYAM-MP-23-0001792	Ministry of Micro, Small and Medium Enterprises	August 24, 2020	Valid till cancelled
2.	Shops and Establishment intimation letter for its registered office	102442272503	Labour Department of Maharashtra	February 28, 2025	Valid till cancelled
3.	Importer Exporter Code	0388015641	Ministry of Commerce and Industry	April 01, 1988	Valid till cancelled
4.	Certificate of registration under sub – section (2) of Section 7 of the Contract Labour (Regulation and Abolition) Act 1970	DEWA260814CP000008	District Labour Office, Dewas, Labour Department, Government of Madhya Pradesh	August 14, 2026	August 31, 2028
5.	LEI registration certificate	335800GUGCRNU8D9S427	Legal Entity Identifier India Limited	December 21, 2025	December 21, 2026
6.	EEPC – Registration Cum Membership Certificate	201/M00329/2022-23	EEPC India (Formerly Engineering Export Promotion Council)	May 14, 2026	March 31, 2027
Manufacturing Facility at Dewas					
7.	Employee Provident Fund Registration Certificate (EPF)	Number/M.P./IN/12300/Applicability Cell/12493	Employees' Provident Fund Organisation, Ministry of Labour and Employment	March 31, 1999	Valid till cancelled
8.	Certificate of registration – ESIC	18-8872-56/insurance-11689	Employees' Provident Fund Organisation, Ministry of Labour and Employment	February 03, 1998	Valid till cancelled

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue/Re-issue/Renewal/ Valid from	Date of Expiry/ Validity
9.	License to work a factory	122/13969/DWS/2m(I)	Jt. Chief Inspector of Factories, Madhya Pradesh	March 14, 2026	December 31, 2026
10.	Certificate of Stability	-	C Shekhar Pamecha (Jain) - *Competent Person*	December 14, 2019	Valid till cancelled
11.	Consent to Establish under section 25 of the Water (Prevention & Control of Pollution) Act 1974, section 21 of the Air (Prevention & Control of Pollution) Act, 1981	CTE-138023	Madhya Pradesh Pollution Control Board	March 26, 2026	March 24, 2031
12.	Consent to operate under section 25 of the Water (Prevention & Control of Pollution) Act 1974, section 21 of the Air (Prevention & Control of Pollution) Act, 1981	AW-135478	Madhya Pradesh Pollution Control Board	January 21, 2026	January 05, 2031
13.	Certificate of Verification under the Madhya Pradesh legal Metrology Rule, 2011 – *for Electronic (Class III Automatic weighing instrument)*	RS/437/2920/986/2026	Officer of the Controller of Legal Metrology, Government of Madhya Pradesh	February 09, 2026	February 09, 2027
14.	Fire NOC	AB-2500000400/FNOC/COL/2025/9496	Commissioner, Dewas Nagar Nigam, Ujjain Division Madhya Pradesh	December 12, 2025	Valid till cancelled
Manufacturing Facility at Sanwer					
15.	Employee Provident Fund Registration Certificate (EPF)	MPIND0023586000	Employees' Provident Fund Organisation, Ministry of Labour and Employment	February 19, 2015	Valid till cancelled
16.	Certificate of registration – ESIC	18000185490000506	Employees' State Insurance Corporation	October 13, 2011	Valid till cancelled
17.	License to work a factory	19/14592/IND/2m(i)	Addl. Chief inspector of Factories	March 04, 2025	December 31, 2026
18.	Certificate of Stability	-	Indore Municipal Corporation Office	August 22, 1995	Valid till cancelled
19.	Consent to establish	3504/TS/MPPCB/2011	Madhya Pradesh Pollution Control Board	April 21, 2011	December 31, 2011
20.	Consolidated consent under section 25 of the Water (Prevention & Control of Pollution) Act 1974, section 21 of the Air	AWH-57464	Madhya Pradesh Pollution Control Board	February 02, 2023	December 31, 2027

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue/Re-issue/Renewal/ Valid from	Date of Expiry/ Validity
	(Prevention & Control of Pollution) Act, 1981				
21.	Authorization under Hazardous and other Wastes (Management & Transboundary Movement) Rules, 2016	AWH-57464	Madhya Pradesh Pollution Control Board	February 02, 2023	January 19, 2028
22.	Fire NOC	AB-2600000074/FNOC/COL/2026/16386	Commissioner, Indore Nagar Nigam, Indore Division Madhya Pradesh	February 07, 2026	Valid till cancelled

III. Material Approvals Related to our Subsidiaries

A. Incorporation details of our Material Subsidiary - Adroit Driveshafts Private Limited

a. Our Subsidiary in the name of *'Adroit Driveshafts Private Limited'* was incorporated vide certificate of incorporation dated October 31, 2019 issued by the Registrar of Companies, Central Registration Centre.

B. Tax related approvals obtained by our Subsidiary

Sr. No.	Nature of Registration/ License	Registration/ License/ Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	AASCA8841J	Income Tax Department	October 31, 2019	Valid till cancelled
2.	Tax Deduction Account Number (TAN)	BPLA20330C	Income Tax Department	February 27, 2026	Valid till cancelled
3.	GST Registration Certificate – Madhya Pradesh	23AASCA8841J1Z8	Goods and Services Tax Department	March 05, 2021	Valid till cancelled
4.	Registration Certificate – Professional Tax	79419026713	Madhya Pradesh State Tax Department	December 04, 2024	Valid till cancelled
5.	Enrolment Certificate – Professional Tax	7894929636	Madhya Pradesh State Tax Department	December 04, 2024	Valid till cancelled

C. Regulatory & Labour / employment related approvals obtained by our Subsidiary:

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	MPIND2718234000	Employees' Provident Fund Organisation, Ministry of Labour and Employment	July 24, 2022	Valid till cancelled
2.	Certificate of registration – ESIC – Madhya Pradesh	18000430990000699	Employees' State Insurance Corporation	July 24, 2022	Valid till cancelled
3.	UDYAM Registration Certificate	UDYAM-MP-17-0012257	Ministry of Micro, Small and Medium	July 14, 2022	Valid till cancelled

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
			Enterprises, Government of India		
4.	Importer-Exporter Code Registration	AASCA8841J	Ministry of Commerce and Industry	December 25, 2021	Valid till cancelled
5.	License to work a factory	163/17353/DHR/2 m(i)	Directorate Industrial Safety and Health, Labour Department	November 30, 2025	December 31, 2028
6.	Consent to establish under section 25 of the Water (Prevention & Control of Pollution) Act, 1974, & under section 21 of the Air (Prevention & Control of Pollution) Act, 1981	CTE-64152	Madhya Pradesh Pollution Control Board	March 27, 2026	February 28, 2031
7.	Consolidated Consent and Authorization, under section 25 of the Water (Prevention & Control of Pollution) Act,1974 & under section 21 of the Air (Prevention & Control of Pollution) Act,1981 and Authorization under Hazardous and other Waste (Management & Transboundary movement) Rules, 2016	AW-56201	Madhya Pradesh Pollution Control Board	June 23, 2022	May 31, 2027
8.	Fire NOC	6100005291/FNOC/COL/2022/3209	Office of Joint Director/Fire Officer Indore, Madhya Pradesh	June 15, 2022	Valid till cancelled
9.	Certificate of Verification under the Madhya Pradesh legal Metrology Rule, 2011 – *for Electronic: (Class III Non-Automatic weighing instruments)*	RS/438/2920/497/2026	Officer of the Controller of Legal Metrology, Government of Madhya Pradesh	February 08, 2026	February 08, 2027
10.	Diesel Generator NOC for 1X380 KVA 415 Volt	No/till/22-23/dhar/457	Office of the Executive Engineer (Electrical) and Divisional Electrical Inspector, Government of Madhya Pradesh	August 16, 2022	Valid till cancelled
11.	Certificate of Registration under the Contract Labour (Regulation and Abolition)	DHAR260206CP000008	Labour Department, Government of Madhya Pradesh	March 12, 2026	December 31, 2028

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
12.	ISO 45001:2018*- Occupational Health and Safety Management	IN241004003	LMS Assessments Limited	October 04, 2024	October 03, 2027
13.	ISO 14001:2015*- Environment Management System	IN24200463B	LMS Assessments Limited	October 03, 2024	October 01, 2027
14.	IATF Registration Certificate	Registration no: 12 111 68311 TMS Certificate no: 0595855	TÜV SÜD Management Service GmbH	January 30, 2026	January 29, 2029
15.	IEM (Industrial Entrepreneur Memorandum) Certificate	IEM/A/19022/2019	Department for Promotion of Industry and Internal Trade	November 14, 2019	Valid rill cancelled
16.	Legal Entity Identifier (LEI)	98450073AF1C136 11C51	LEI Register India Private Limited	April 05, 2026	June 03, 2027

**Manufacturing of Drive Shafts, Propeller Shafts & Machined Parts for Automotive, Construction Equipment Applications*

IV. Material approvals or renewals for which applications are currently pending before relevant authorities

Nil

V. Material approvals expired and renewal yet to be applied for

Nil

VI. Material approvals required but not obtained or applied for

Nil

VII. Intellectual Property

Pending intellectual property related applications

Date of Application	Particulars of the Mark	Application Number	Class of Registration
May 16, 2025	'ADROIT'	7010270	7
May 16, 2025		7010271	7

For risk associated with our intellectual property please see, "***Risk Factors***" beginning on page 28.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board has approved the Offer pursuant to a resolution dated December 05, 2025, and our Shareholders have approved the Fresh Issue pursuant to a special resolution dated December 29, 2025.

The Draft Red Herring Prospectus and the Draft Abridged Prospectus were approved by our Board pursuant to their resolution dated March 30, 2026. Further, our Board has approved this Red Herring Prospectus and the Abridged Prospectus pursuant to its resolution dated September 17, 2026.

The Promoter Group Selling Shareholder has confirmed and approved its participation in the Offer for Sale and has also authorized the sale of the Offered Shares in the Offer for Sale as set our below:

Name of Selling Shareholder	Maximum number of Offered Shares	Date of resolution	Date of consent letter
Mukesh Sangla HUF	1,350,000 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	February 20, 2026	February 20, 2026

Our Board has taken on record the participation/consent of the Selling Shareholder in the Offer for Sale, pursuant to a resolution dated February 20, 2026.

The Equity Shares being offered by the Selling Shareholder in the Offer for Sale have been held by them for a period of at least one year prior to the filing of this Red Herring Prospectus with SEBI, calculated in the manner as set out under Regulation 8 of the SEBI ICDR Regulations and are eligible for being offered in the Offer for Sale.

The Equity Shares proposed to be offered by the Promoter Group Selling Shareholder in the Offer for Sale are free from any lien, encumbrance, transfer restrictions or third-party rights.

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters each dated July 10, 2026, respectively.

Prohibition by the SEBI or other Governmental Authorities

Our Company, our Promoters, the Selling Shareholder, the other members of the Promoter Group and our Directors have not been prohibited from accessing the capital markets 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.

The companies with which our Promoters or Directors are or were associated as promoters, directors or persons in control have not been debarred from accessing capital markets under any order or direction passed by SEBI or any other authority.

None of our Directors are associated with the securities market in any manner and no outstanding action has been initiated against them by SEBI in the five years preceding the date of this Red Herring Prospectus.

Our Company, Promoters or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

Our Promoters or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

All the Equity Shares are fully paid up and there are no partly paid up Equity Shares as on the date of filing of this

Red Herring Prospectus.

The Selling Shareholder confirms that they 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 SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Directors associated with securities market

None of our Directors are associated with the securities market in any manner and no outstanding action has been initiated against our Directors by SEBI in the five years preceding the date of this Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, Promoters, members of the Promoter Group and the Selling Shareholder (to the extent applicable to them) are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, in relation to the Equity Shares of the Company, as on the date of this Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the eligibility criteria provided under Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein as disclosed below.

- Our Company has net tangible assets of at least ₹30.00 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each), i.e., as of and for the Fiscals 2025, 2024 and 2023, of which not more than 50% of the net tangible assets are held in monetary assets.

- Our Company has an average operating profit of ₹150.00 million, calculated on a restated basis, during the preceding three years (of 12 months each), i.e., Fiscals 2025, 2024 and 2023 with operating profit in each of these preceding three years.

- Our Company has a net worth of at least ₹10.00 million, calculated on a restated basis in each of the preceding three full years (of 12 months each), i.e., Fiscals 2025, 2024 and 2023; and

- Our Company has not changed its name in the year immediately preceding the date of this Red Herring Prospectus.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profit and net worth derived from the Restated Consolidated Financial Information included in this Red Herring Prospectus as of and for the three immediately preceding Financial Years are disclosed below.

Derived from the Restated Consolidated Financial Information

Particulars	As of and for the Fiscals ended on March 31,		
	2026	2025	2024
		(*₹ in million*)	
Net tangible assets (A)[(1)]	1,283.82	1,034.45	877.01
Pre-tax operating profit (B)[(2)]	344.62	265.62	255.95
Net worth (C)[(3)]	1,286.27	1,035.28	878.23
Total monetary assets (D)[(4)]	15.05	11.75	11.71
Monetary assets as a percentage of the net tangible assets (D)/(A)	1.17%	1.14%	1.34%

(1) Net tangible assets have been defined in Section 2(1)(gg) of the SEBI ICDR Regulations as the sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38.
(2) Operating Profit = Net profit after Tax + Finance Cost + Tax Expense – Other Income. Net profit/(loss) after tax is excluding Other comprehensive income and prior to allocation of share to Non-controlling Interest.
(3) Net worth has been defined under Section 2(1)(hh) of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting

the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
(4) Monetary assets mean cash and cash equivalents, bank balance other than cash and cash equivalents and non-current bank balances.
Note: As certified by our Statutory Auditors vide certificate dated September 16, 2026

We are currently eligible to undertake the Offer as per Rule 19(2)(b) of the SCRR read with Regulation 6(1) of the SEBI ICDR Regulations, to the extent applicable.

Our Company has operating profit in each of the Fiscals 2026, 2025 and 2024 as indicated in the table above. Our average restated operating profit for Financial Years 2026, 2025 and 2024 is ₹288.73 million.

Further, our Company is in compliance with conditions specified in Regulations 5 and 7(1) of the SEBI ICDR Regulations to the extent applicable and will ensure compliance with Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable. The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, the Promoters, Selling Shareholder, and our Directors 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;

(ii) Our Company, Promoters, members of the Promoter Group, Selling Shareholder, and our Directors are not debarred from accessing the capital markets by SEBI;

(iii) The companies with which our Promoter or Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

(iv) None of our Company, our Promoter or Directors is a Wilful Defaulter or Fraudulent Borrower;

(v) None of our Promoter or Directors have been declared as a Fugitive Economic Offender;

(vi) There are no outstanding convertible securities of our Company or any other rights to convert debentures, loans or other instruments into, or which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Red Herring Prospectus;

(vii) Our Company along with Registrar to the Offer has entered into tripartite agreements dated August 31, 2017, and September 13, 2017, with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;

(viii) The Equity Shares of our Company held by our Promoter, members of the Promoter Group, Directors, Key Managerial Personnel, Senior Management, employees, QIBs, and entities regulated by the financial sector regulators (as defined under the SEBI ICDR Regulations), to the extent applicable, are in dematerialised form;

(ix) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Red Herring Prospectus;

(x) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance;

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000, failing which the entire application monies shall be refunded in accordance with the SEBI ICDR Regulations and timelines specified under other applicable laws. The Selling Shareholder shall not be liable to reimburse our Company for any interest paid by it on behalf of the Selling Shareholder on account of any delay with respect to Allotment of the Offered Shares offered by such Selling Shareholder in the Offer for Sale, or otherwise, unless such delay is solely accountable to such Selling Shareholder.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN 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, CHOICE CAPITAL ADVISORS PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDER ARE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES OR THE EQUITY SHARES BEING OFFERED BY THEM IN THE OFFER FOR SALE, THE BOOK RUNNING LEAD MANAGER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDER DISCHARGE THEIR RESPECTIVE RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM, BEING CHOICE CAPITAL ADVISORS PRIVATE LIMITED, HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 30, 2026 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS AND THIS RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE 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.

Disclaimer from our Company, the Promoter Group Selling Shareholder, our Directors and the Book Running Lead Manager

Our Company, our Directors and the BRLM accept no responsibility for statements made in relation to our Company or the Offer other than those confirmed by them in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. The Selling Shareholder accepts no responsibility for any statements made other than those specifically made by the Selling Shareholder in relation to itself and the Offered Shares. Except when specifically directed in this Red Herring Prospectus, anyone placing reliance on any other source of information, including our Company's website, www.adroitindustries.com or any website of our Promoters, any member of the Promoter Group, Group Companies or affiliates of our Company or the Selling Shareholder, would be doing so at their own risk.

All information, to the extent required in relation to the Offer, shall be made available by our Company, the Selling Shareholder (to the extent that the information required pertains to itself and the Offered Shares) and the BRLM to the public and investors at large and no selective or additional information would be made available by our Company, the Selling Shareholder and the BRLM for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at Bidding Centers or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the 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, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholder, the Underwriters 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 BRLM and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Selling Shareholder, and our Group Companies, and their respective directors and officers, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholder, and their respective group companies, directors, officers, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in Respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, India only.

Bidders eligible under Indian law to participate in the Offer

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), systemically important NBFCs registered with the RBI or trusts under applicable trust law and who are authorized under their constitution to hold and invest in equity shares, insurance companies registered with the IRDAI, permitted provident funds and pension funds, National Investment Fund, insurance funds set up and managed by the army, navy and air force of the Union of India, insurance funds set up and managed by the Department of Posts, Government of India and to NBFC-SI, Eligible FPIs, AIFs, FVCIs, Eligible NRIs and other eligible foreign investors, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, state industrial development corporations and registered multinational and bilateral development financial institutions.

Bidders are advised to ensure that any Bid from them should not exceed investment limits or the maximum number of Equity Shares that could be held by them under applicable law.

Certain persons outside India are restricted from participating in the Offer. For details, see "***Restrictions on Foreign Ownership of Indian Securities***" on page 545.

Selling and Transfer Restrictions

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered, directly or indirectly, and this Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any offer hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, the Selling Shareholder, our Promoters, members of our Promoter Group since the date of this Red Herring Prospectus or that the information contained herein is correct as at any time subsequent to this date.

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Offer are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S.

Each purchaser of the Equity Shares offered in the Offer who does not receive a copy of the preliminary offering memorandum shall be deemed to represent, warrant and acknowledge to and agree with our Company, the Selling Shareholder and the members of the Syndicate that:

- It was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares was originated.

- It did not purchase the Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S).

- It bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to resell or otherwise transfer any of the Equity Shares, it agrees that it will not offer, sell or otherwise transfer the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the U.S. Securities Act.

- It will not sell or transfer any Equity Shares or any economic interest therein, including any offshore derivative instruments, such as participatory notes, issued against the Equity Shares, other than in accordance with applicable laws.

- If it acquired any of the Equity Shares as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.

- If it acquired any of the Equity Shares for one or more managed accounts, that it was authorized in writing by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.

- It agrees to indemnify and hold the Company, the Selling Shareholder and the members of the Syndicate harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.

- It acknowledges that our Company, Selling Shareholder, the Book Running Lead Manager, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, each of the Selling Shareholder and the Book Running Lead Manager, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements onbehalf of such account.

Disclaimer Clause of the BSE

As required, a copy of the Draft Red Herring Prospectus was submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Red Herring Prospectus, is set forth below:

*BSE Limited ("**the Exchange**") has given vide its letter dated July 10, 2026, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:-*

a. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b. *warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or*
c. *take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.*

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer Clause of the NSE

As required, a copy of the Draft Red Herring Prospectus was submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Draft Red Herring Prospectus is set forth below:

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/6860 dated July 10, 2026, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Listing

The Equity Shares offered through this Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for obtaining listing and trading permission to deal in and for an official quotation of the Equity Shares being issued and sold in the Offer. NSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalized.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of this Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within such time prescribed by the SEBI. If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI. For avoidance of doubt, no liability to make any payment of interest shall accrue to any Selling Shareholder unless the delay in making any of the payments hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is solely and directly attributable to such Selling Shareholder. The Selling Shareholder undertakes to provide such reasonable assistance as may be requested by our Company, in relation to the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

Consents

Consents in writing of the Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, legal counsel to our Company as to Indian law, Bankers to our Company, the BRLM, Registrar to the Offer, Statutory Auditor, independent chartered engineer, independent company secretaries in their respective capacities, have been obtained, and such consents have not been withdrawn as on the date of this Red Herring Prospectus. Further, consents in writing of the Syndicate Members, Escrow Collection Bank(s)/ Refund Bank(s)/ Public Offer Account/ Sponsor Bank(s), Monitoring Agency to act in their respective capacities, will be obtained and filed along with a copy of this Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of this Red Herring Prospectus for filing with the RoC.

Experts

Our Company has not obtained any expert opinions other than as disclosed below.

Our Company has received written consent dated March 29, 2026 from Ashok Khasgiwala & Co. LLP, Chartered Accountants, Statutory Auditors to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated August 24, 2026 on the Restated Consolidated Financial Information; and (ii) their report dated September 17, 2026 on the statement of special tax benefits available to our Company, and its shareholders in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent from Sunil Garg, independent chartered engineer, to include their name in this Red Herring Prospectus and be named as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in connection with their certificate dated August 30, 2026 on the installed capacity and capacity utilization of our Company.

Particulars regarding capital issues by our Company and listed group companies, subsidiaries or associate entities during the last three years

As on the date of this Red Herring Prospectus, our Company does not have any listed subsidiaries or associates.

Other than as disclosed in the section titled "***Capital Structure***" beginning on page 132, our Company has not made any capital issues during the three years preceding the date of this Red Herring Prospectus.

Our Company has one listed Group Company, Signet Industries Limited which has not undertaken any capital issue in the last three years preceding the date of this Red Herring Prospectus.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public issue of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Red Herring Prospectus.

Performance vis-à-vis objects – Details of Public or Rights Issues by our Company

Our Company has not made public issues or rights issues during the last five years.

Performance vis-à-vis objects – Details of Public or Rights Issues by listed subsidiaries/listed Promoter of our Company

Our Company does not have any listed subsidiaries or listed promoters.

Price Information of the Past Issues handled by The Book Running Lead Manager

Choice Capital Advisors Private Limited

Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Choice Capital Advisors Private Limited:

PRICE INFORMATION OF THE PAST ISSUES HANDLED BY CHOICE CAPITAL ADVISORS PRIVATE LIMITED

Sr. No.	Issue Name	Issue Size (Mn)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
MAINBOARD IPO								
1	Prostarm Infosystems Limited	1,680.00	105.00	June 3, 2025	125.00	+37.57% (+3.10%)	+82.57% (-0.46%)	+64.09% (+6.15%)
2	Shanti Gold International Limited	3,601.10	199.00	August 1, 2025	227.55	+10.41% (-0.56%)	+14.84% (+5.34%)	+4.27% (+3.16%)
3	Shringar House of Mangalsutra	4,009.20	165.00	September 17, 2025	188.50	+19.46% (+1.50%)	+21.05% (+2.09%)	+13.45% (-7.59%)
4	Advance Agrolife Limited	1,928.42	100.00	Ocotober 8, 2025	113.00	+37.25% (+1.76%)	+32.50% (+4.02%)	-3.74% (-9.38%)
SME IPO								
1	Ramdevbaba Solvent Limited	502.70	85.00	April 23, 2024	112.00	+12.35% (+2.68%)	+7.35% (+9.57%)	+37.76% (+11.11%)
2	RNFI Services Limited	708.10	105.00	July 29, 2024	199.50	+46.62% (+0.87%)	+5.33% (-2.64%)	+196.90% (-7.02%)
3	Esprit Stones Limited	503.50	87.00	August 2, 2024	93.15	+26.78% (+2.10%)	+13.22% (-2.07%)	+51.72% (-6.29%)
4	Utssav CZ Gold Jewels Limited	695.00	110.00	August 7, 2024	110.05	+81.23% (+2.28%)	+99.14% (-0.35%)	+106.95% (-3.85%)
5	GenxAI Analytics Limited	546.64	116.00	June 12, 2026	92.80	(-27.07%) (+2.47%)	-28.79% (-0.61)	- -
6	Sotefin Bharat Limited	897.60	187.00	July 23, 2026	205.00	+33.82% +1.50%	- -	- -

Source: Price Information: www.bseindia.com & www.nseindia.com.

Note:

1. *Based on date of listing.*
2. *CNX NIFTY and BSE SENSEX have been considered as the benchmark index.*
3. *Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.*
4. *In case the 30th /90th /180th calendar day is a holiday or scrips are not traded, then data from previous trading day has been considered.*
5. *N.A. – Period not completed.*
6. *As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings) managed by the Book Running Lead Manager. Hence, disclosures is restricted to last 10 equity issues handled by Book Running Lead Manager.*

Summary statement of price information of past issues

Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Choice Capital Advisors Private Limited

Financial year	Total no. of IPO	Total funds Raised (₹Cr)	Nos of IPOs trading at discount on 30th Calendar Day from listing date			Nos of IPOs trading at premium on 30th Calendar Day from listing date			Nos of IPOs trading at discount on 180th Calendar Day from listing date			Nos of IPOs trading at premium on 180th Calendar Day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	4	2,409.30	-	-	-	1	2	1	-	-	-	3	1	-
2025-26	4	11,218.72	-	-	-	-	2	2	-	-	1	1	-	2
2026-27	2	1,444.24	-	1	-	-	1	-	-	-	-	-	-	-

1) *The information is an on the date of this Red Herring Prospectus*
2) *The information for each of the financial years is based on issues listed during such financial year.*

Track record of past issues handled by the BRLM

For details regarding the track record of the BRLM, as specified in the SEBI circular dated January 10, 2012, bearing reference number CIR/MIRSD/1/2012, please see the websites of the BRLM, as provided in the table below.

S. No.	Name of the BRLM	Website
1.	Choice Capital Advisors Private Limited	www.choiceindia.com

Stock Market Data of Equity Shares

This being an initial public offer of Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as of the date of this Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

In terms of the SEBI ICDR Master Circular, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares.

SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with the SEBI ICDR Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period.

In the event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the BRLM shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount, in addition to the compensation paid by the respective SCSBs, for the period of such delay. Further, in terms of the SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the circular (No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021 issued by the SEBI (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), the following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/ withdrawn/ deleted application	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/ withdrawal/ deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% p.a. of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% p.a. of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock

Scenario	Compensation amount	Compensation period
Delayed unblock for non-Allotted/ partially-Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

All Offer-related grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted.

The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, Bidders shall also enclose a copy of the Acknowledgment Slip or specify the application number duly received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs and the Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders.

Our Company, the Selling Shareholder, the BRLM and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs or the Sponsor Banks including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

The Selling Shareholder has authorized the Company Secretary and Compliance Officer of our Company, and the Registrar to the Offer to redress, on their behalf, any complaints or investor grievances received from Bidders in respect of the Offered Shares.

Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLM giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

Disposal of Investor Grievances by our Company

Our Company has, after filing of the Draft Red Herring Prospectus, obtained authentication on the SCORES in terms of the SEBI circular no. CIR/OIAE/1/2014 dated December 18, 2014, read with the SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019, the SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021, the SEBI circular no. SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022, and the SEBI circular SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023, in relation to redressal of investor grievances though SCORES.

Our Company has also appointed Garima Shukla, Company Secretary of our Company, as the Compliance Officer for the Offer and she may be contacted in case of any pre-Offer or post-Offer related problems. For details, see "***General Information***" beginning on page 123.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary for the redressal of routine investor grievances shall be seven days from the date of receipt of the complaint. In case of non routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has not received any investor grievance during the three years preceding the date of this Red Herring Prospectus and there are no investor complaints pending as of the date of this Red Herring Prospectus.

Our Company has constituted a Stakeholders' Relationship Committee comprising, Mukesh Sangla (Chairperson); Surabhi Agrawal (Member); Narendra Kumar Maheshwari (Member); and Anirudha Chauhan (Member) as members to review and redress shareholder and investor grievances. See "***Our Management–Committees of the Board–Stakeholders' Relationship Committee***" on page 376.

Disposal of investor grievances by listed group companies and listed subsidiary

As of the date of this Red Herring Prospectus, we do not have any listed subsidiaries. Our listed Group Company, Signet Industries Limited has no investor grievances pending, as of the date of this Red Herring Prospectus.

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

Pursuant to Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, an "immediate relative" of a promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or the spouse) is required to form part of the 'Promoter Group'. Accordingly, Our Company had requested Yashwant Sangla (brother of our Promoter Mukesh Sangla and deemed to be a part of the Promoter Group under the SEBI ICDR Regulations) to provide the requisite confirmations and undertakings in respect of himself and any entities, bodies corporate, firms or HUFs in which he may be directly or indirectly interested (collectively, the "Yashwant Sangla Group"), which may qualify as part of the Promoter Group of our Company. However, despite follow-ups, our Company did not receive the required confirmations and undertakings. Accordingly, our Company filed an application dated December 17, 2025, with SEBI (the "Exemption Application") seeking relaxation under Regulation 300(1)(c) of the SEBI ICDR Regulations from strict compliance with the provisions relating to identification and disclosure of the Yashwant Sangla Group as part of the "Promoter Group". Pursuant to its letter dated March 4, 2026 (the "Exemption Response"), SEBI declined to grant the exemptions sought and directed our Company, inter alia, to classify and disclose the Yashwant Sangla Group as part of the Promoter Group and to include applicable disclosures in this Red Herring Prospectus and the Prospectus, based on information available in the public domain.

As of the date of this Red Herring Prospectus, our Company any has not been able to independently identify all bodies corporate in which twenty percent or more of the equity share capital may be held by the Yashwant Sangla Group. Consequently, our Company may not have identified certain entities that could be considered part of the Promoter Group and may not have been able to include certain factual confirmations required under the SEBI ICDR Regulations. Accordingly, disclosures and confirmations pertaining to the Yashwant Sangla Group have been included in this Red Herring Prospectus only to the extent of information publicly available to our Company, including information accessed from the websites of (i) Watchout Investors (accessible at www.watchoutinvestors.com); (ii) CIBIL (accessible at www.suit.cibil.com), (iii) BSE Limited (list of debarred entities accessible at www.bseindia.com/investors/debent.aspx); and (iv) National Stock Exchange of India Limited (accessible a www.nseindia.com/regulations/member-sebi-debarred-entities), on a 'name search' basis. Accordingly, details in relation to Yashwant Sangla Group, which may qualify as a member of our Promoter Group have not been disclosed in this Red Herring Prospectus. For further details see "***Our Promoters and Promoter Group – Promoter Group***" and "***Risk Factors – Yashwant Sangla, immediate relative of our Promoters and deemed to be a part of the Promoter Group under SEBI ICDR Regulations have not provided consent, information or any confirmations or undertakings pertaining to themselves which are required to be disclosed in relation to the Promoter Group in this Red Herring Prospectus.***" on pages 381 and 78, respectively.

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

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

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the Company) and the Company, Promoters, Promoter Group, Group Companies, Key Managerial Personnel and Directors.

There is no conflict of interest between the lessor of immovable properties and the Company, Promoters, Promoter Group, Group Companies, Key Managerial Personnel and Directors.

Our Company, our Promoters and our Promoter Group haved confirm and undertake that they are not involved in any illegal money mobilisation scheme or any prohibited activities in violation of applicable laws.

There has been no instance of issuance of equity shares in the past by the Company or entities forming part of the Promoter Group to more than 49 or 200 investors in violation of:

1. Section 67(3) of Companies Act, 1956; or
2. Relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or
3. The SEBI ICDR Regulations; or
4. The SEBI (Disclosure and Investor Protection) Guidelines, 2000, as applicable.

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, our Memorandum of Association and our Articles of Association, the SEBI Listing Regulations, the terms of this Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by the SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or any other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

Other than (a) listing fees, audit fees and expenses of the statutory auditors (other than to the extent attributable to the Offer) and expenses in relation to product or corporate advertisements of our Company, i.e., any corporate advertisements consistent with the past practices of our Company (other than expenses in relation to the marketing and advertising undertaken specifically for the Offer) which will be solely borne by our Company; and (b) fees and expenses in relation to the legal counsel to the Selling Shareholder which shall be borne by the Selling Shareholder, all costs, charges, fees and expenses associated with and incurred with respect to the Offer, regulatory fees, fees to intermediaries and third parties, shall be shared among our Company and the Selling Shareholder in proportion of the gross proceeds received for the Fresh Issue and the Offered Shares sold by the Selling Shareholder in the Offer for Sale, respectively, as may be applicable in compliance with applicable law. All Offer related fees, costs and expenses to be borne by the Selling Shareholder shall be deducted from their portion of the Offer proceeds and only the balance amount will be paid to the Selling Shareholder. For details in relation to Offer expenses, see "***Objects of the Offer***" beginning on page 182.

Ranking of the Equity Shares

The Equity Shares being Offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the SCRR, our Memorandum of Association and our Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares, including in respect of the right to receive dividend and voting. The Allottees, upon Allotment of Equity Shares, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "***Description of Equity Shares and Terms of the Articles of Association***" beginning on page 547.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of Companies Act, our Memorandum of Association, our Articles of Association and provisions of the SEBI Listing Regulations and other applicable law. Dividends, if any, declared by our Company after the date of Allotment (including pursuant to the transfer of Equity Shares in the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable law. For further details in relation to dividends, see "***Dividend Policy***" and "***Description of Equity Shares and Terms of the Articles of Association***" beginning on pages 394 and 547, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹10 and the price at the lower end of the Price Band is ₹[●] per Equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹[●] per Equity Share ("**Cap Price**"). The Offer Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLM and advertised in all editions of Business Standard, an English national daily newspaper, all editions of Business Standard Hindi, an Hindi national daily newspaper and Mumbai editions of Navsakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares, unless otherwise permitted by law.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by the SEBI from time to time.

Rights of Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- right to receive dividends, if declared;
- right to attend general meetings and exercise voting rights, unless prohibited by law;
- right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- right to receive offers for rights Equity Shares and be allotted bonus Equity Shares, if announced;
- right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- right of free transferability of their Equity Shares, subject to applicable law; and
- such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, our Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "***Description of Equity Shares and Terms of the Articles of Association***" beginning on page 547.

Allotment only in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialized form. The trading of the Equity Shares shall only be in the dematerialized segment of the Stock Exchanges. In this context, the following agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- tripartite agreement dated August 31, 2017 among our Company, NSDL and the Registrar to the Offer; and
- tripartite agreement dated September 13, 2017 among our Company, CDSL and the Registrar to the Offer.

Market lot and trading lot

Since trading of the Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialized form in multiples of [●] Equity Shares subject to a minimum Allotment of [●] Equity Shares. For details of basis of allotment, see "***Offer Procedure***" beginning on page 524.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Period of operation of subscription list

See "– ***Bid/Offer Programme***" on page 515.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Mumbai, India.

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

Nomination Facility to Bidders

In accordance with Section 72 of the Companies Act, 2013 and the relevant rules notified thereunder, the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or
b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other 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 the respective Depository Participant of the Bidder would prevail. If the Bidders wish to change the nomination, they are requested to inform their respective Depository Participant.

Bid/Offer Programme

BID/OFFER OPENS ON	Wednesday, September 23, 2026[(1)]
BID/OFFER CLOSES ON	Friday, September 25, 2026[(2)(3)]

(1) *Our Company may, in consultation with the BRLM, consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be Tuesday, September 22, 2026, i.e., one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.*

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

(3) *The UPI mandate end time and date shall be 5:00 p.m. on the Bid / Offer Closing Date.*

An indicative timetable in respect of the Offer is disclosed below.

Event	Indicative Date
Finalization of Basis of Allotment with the Designated Stock Exchange	Monday, September 28, 2026
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA*	Tuesday, September 29, 2026
Allotment of Equity Shares/ Credit of Equity Shares to dematerialized accounts of Allottees	Tuesday, September 29, 2026
Commencement of trading of the Equity Shares on the Stock Exchanges	Wednesday, September 30, 2026

**In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15 % per annum of the of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs and relevant intermediaries, to the extent applicable.*

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company, the Selling Shareholder 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 Exchanges within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI are taken, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholder confirms that they shall extend all reasonable support and co-operation required by our Company and the BRLM for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI.

Any circulars or notifications from the SEBI after the date of this 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.

SEBI, through the SEBI ICDR Master Circular, has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable mandatorily for all public issues opening on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on a 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 the SEBI ICDR Master Circular.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with listing timelines and activities prescribed by the SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (Other than Bids from Anchor Investors)

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date*	
Submission of electronic applications (online ASBA through 3-in-1 accounts)	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic application (bank ASBA through online channels like internet banking, mobile banking and syndicate ASBA applications through UPI as a payment mechanism where Bid Amount is up to ₹ 0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (syndicate non-retail, non-individual applications of QIBs and NIBs)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (direct bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (syndicate non-retail, non-individual applications where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
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 RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

* *UPI mandate end time and date shall be at 5 p.m. on the Bid/Offer Closing Date.*

QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their Bids.

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders.

On the Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

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 until 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.

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 would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than 1:00 p.m. IST on the Bid/Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, 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 and any revision in Bids will be accepted only during Working Days during the Bid/ Offer Period and revision shall not be accepted on Saturdays, Sundays and public holidays. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the Bid information to the Registrar to the Offer for further processing. Further, as per letter no. list/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public/bank holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

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 as the final data for the purpose of Allotment.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Our Company, 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. Further, the Cap price shall be at least 105% of the Floor Price. 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 in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Banks, as applicable.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue on the Bid/Offer Closing Date; and (ii) minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, if any, in accordance with applicable laws, our Company and the Selling Shareholder shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular. If there is a delay beyond the prescribed time, our Company, its Directors who are officers in default, and the Selling Shareholder shall pay interest at the rate prescribed under the Companies Act, 2013, the SEBI ICDR Regulations, SEBI ICDR Master Circular and other applicable law.

The requirement of minimum subscription is not applicable to the Offer for Sale. In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

After achieving the above minimum subscription, if however, there is under-subscription in achieving the total Offer size, the Equity Shares will be allotted in the following order:

(i) such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue is subscribed;
(ii) upon (i), all the Equity Shares held by the Selling Shareholder and offered for sale in the Offer for Sale will be Allotted (in proportion to the Offered Shares being offered by the Selling Shareholder); and
(iii) once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue.

Under subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company in consultation with the Book Running Lead Manager and subject to applicable law, and the Designated Stock Exchange. Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws. The Selling Shareholder shall not be liable to reimburse our Company for any interest paid by it on behalf of the Selling Shareholder on account of any delay with respect to Allotment of the Offered Shares offered by such Selling Shareholder in the Offer for Sale, or otherwise, unless such delay is solely accountable to such Selling Shareholder.

Arrangements for Disposal of Odd Lots

Since our Equity Shares will be traded in dematerialized form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer Equity Share capital of our Company, lock-in of the Promoters' contribution and the Anchor Investor lock-in as provided in "***Capital Structure***" beginning on page 132 and as provided under our Articles of Association, there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of Equity Shares and on their consolidation/splitting, except as provided in our Articles of Association. For details, see "***Description of Equity Shares and Terms of the Articles of Association***" beginning on page 547.

OFFER STRUCTURE

Initial public offering of up to 11,247,000 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹[●] million, comprising a Fresh Issue of up to 9,897,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million by our Company and an Offer for Sale of up to 1,350,000 Equity Shares of face value of ₹10 each Equity Shares aggregating up to ₹[●] million by Mukesh Sangla HUF ("**Promoter Group Selling Shareholder**").

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process and in compliance with Regulation 32(1) of the SEBI ICDR Regulations.

Particulars	QIBs(3)(4)(5)	Non-Institutional Bidders(5)	Retail Individual Bidders(5)
Number of Equity Shares available for Allotment/ allocation(1)	Not more than [●] Equity Shares of face value ₹10 each	Not less than [●] Equity Shares of face value ₹10 each available for allocation or the Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares of face value ₹10 each available for allocation or the Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for allocation	Not more than 50.00% of the Offer being available for allocation to QIB Bidders. However, up to 5.00% of the Net QIB Portion will be available for allocation on a proportionate basis to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs in the remaining Net QIB Portion.	Not less than 15.00% of the Offer, subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹1.00 million; and (ii) two-thirds of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹1.00 million. Provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders	Not less than 35.00% of the Offer.
Basis of Allotment/allocation if respective category is oversubscribed(1)	Proportionate as follows (excluding the Anchor Investor Portion): a. Up to [●] Equity Shares of	(a) One-third of the Non-Institutional Portion shall be reserved for Bidders with application size	The allotment to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity

Particulars	QIBs(3)(4)(5)	Non-Institutional Bidders(5)	Retail Individual Bidders(5)
	face value of ₹10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and b. up to [●] Equity Shares of face value of ₹10 each 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 of face value of ₹10 each) may be allocated on a discretionary basis to Anchor Investors of which, 40% of the Anchor Investor Portion shall be available for allocation as follows, (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 Bid received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price.(4)	of more than ₹0.20 million and up to ₹1.00 million; and (b) two-thirds of the Non-Institutional Portion shall be reserved for Bidders with application size of more than ₹1.00 million. Provided that the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. For further details, see "***Offer Procedure***" beginning on page 524.	Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For further details, see "***Offer Procedure***" beginning on page 524.
Mode of Bidding(2)	Only through the ASBA process (including the UPI Mechanism, as applicable) (except for Anchor Investors) SEBI through the SEBI ICDR Master Circular, 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 ₹ 0.50 million, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 0.20 million and up to ₹ 0.50 million shall be required to use the UPI Mechanism		
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares of face value ₹10 each that the Bid Amount exceeds ₹0.20 million	Such number of Equity Shares and in multiples of [●] Equity Shares of face value ₹10 each that the Bid Amount exceeds ₹0.20 million	[●] Equity Shares and in multiples of [●] Equity Shares of face value ₹10 each thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹10 each not exceeding the size of the Offer, (excluding the Anchor Portion) subject to applicable limits to each	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹10 each not exceeding the size of the Offer (excluding	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹10 each so that the Bid Amount does not exceed ₹ 0.20 million

Particulars	QIBs(3)(4)(5)	Non-Institutional Bidders(5)	Retail Individual Bidders(5)
	Bidder	the QIB Portion), subject to applicable limits to Bidder	
Bid Lot	[●] Equity Shares of face value ₹10 each and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares of face value ₹10 each and in multiples of one Equity Share thereafter	[●] Equity Shares of face value ₹10 each and in multiples of one Equity Share thereafter subject to availability in the Non-Institutional Portion. However, allotment shall not be less than the minimum Non-Institutional application size	[●] Equity Shares of face value ₹10 each and in multiples of one Equity Share thereafter subject to availability in the Retail Portion
Trading Lot	One Equity Share		
Mode of Allotment	Compulsory in dematerialized form		
Who can apply(6)	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds registered with SEBI, eligible FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with the SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250.00 million, pension fund with minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government, 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.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of *karta*), companies, corporate bodies, scientific institutions, societies, trusts and any individuals, corporate bodies and family offices including FPIs which are individuals, corporate bodies and family offices which are re-categorized as Category II FPIs and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of *karta*).
Terms of Payment	**In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor		

Particulars	QIBs[(3)(4)(5)]	Non-Institutional Bidders[(5)]	Retail Individual Bidders[(5)]
	Investors at the time of submission of their Bids[(7)] **In case of other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Banks through the UPI Mechanism (for RIBs or individual investors Bidding under the Non-Institutional Portion for an amount of more than ₹0.20 million and up to ₹0.50 million) that is specified in the ASBA Form at the time of submission of the ASBA Form.		

(1) *Assuming full subscription in the Offer.*

(2) *Pursuant to the SEBI ICDR Master Circular, the SEBI has mandated that ASBA applications in the Offer will be processed only after the Bid Amounts are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors and all modes through which the Applications are processed, accept ASBA Forms in their electronic book building platform only with a mandatory confirmation on the Bid Amounts blocked.*

(3) *The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price.*

(4) *Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with SEBI ICDR Regulations. 40% of the Anchor Investor Portion shall be reserved as follows: (i) 33.33% for 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, which price shall be determined by our Company in consultation with the BRLM. In case the aggregate demand from Life Insurance Companies and Pension Funds is less than 6.67%, the remaining Equity Shares will be added to the portion allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see "**Offer Procedure**" on page 524.*

(5) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager and the Designated Stock Exchange, on a proportionate basis. However, undersubscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "**Terms of the Offer**" on page 513.*

(6) *If the Bid is submitted in joint names, 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 depository account held in joint names. The signature of only the 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. Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the members of the Syndicate, 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.*

(7) *Anchor Investors are not permitted to use the ASBA process. 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. In case the Offer Price is lower than the Anchor Investor Allocation Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.*

The Bids by FPIs with certain structures as described under "***Offer Procedure - Bids by FPIs***" on page 531 and having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

Subject to valid Bids being received at or above the Offer Price, under subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. Bidders will be required to confirm and will be deemed to have represented to our Company, 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.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in public offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**"), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is also available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids through the UPI Mechanism. The Bidders should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) Issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications; and (xiii) interest in case of delay in Allotment or refund.

*The SEBI by the SEBI ICDR Master Circular, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. Further, SEBI by the SEBI ICDR Master Circular, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Red Herring Prospectus. Furthermore, pursuant to the SEBI ICDR Master Circular, all individual bidders in initial public offerings whose application sizes are up to ₹500,000 shall use the UPI Mechanism.*

*Pursuant to the SEBI ICDR Master Circular, the time period for listing of equity shares pursuant to a public issue has been reduced from six Working Days to three Working Days, and as a result, the final reduced timeline of T+3 days has been made effective using the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**"). Accordingly, subject to any circulars, clarification or notification issued by the SEBI from time to time, this Offer will be undertaken pursuant to the processes and procedures prescribed under UPI Phase III, subject to any circulars, clarifications or notifications which may be issued by the SEBI.*

Pursuant to the SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed by the Registrar along with the SCSBs only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors 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.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the application amount 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.

SEBI pursuant to the SEBI ICDR Master Circular has introduced the disclosure of audiovisual presentation of disclosures made in offer documents. Pursuant to the SEBI ICDR Master Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by finfluencers. Further, investors are advised to rely only on the information contained in the offer document and price band advertisement for making investment decision.

The information herein is subject to amendment/modification/change after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus.

Our Company and the Selling Shareholder do not accept any responsibility for the completeness and accuracy of the information stated in thissection and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus, when filed.

Further, our Company, Selling Shareholder and the Members of the Syndicate are not liable for any adverse occurrence consequent to the implementation of the UPI Mechanism for application in the Offer.

The BRLM shall be the nodal entity for any issues arising out of public issuance process.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulations 31 and 32(1) of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis in accordance with the SEBI ICDR Regulations, of which 40% shall be reserved as follows: (i) 33.33% for 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 Offer Price. In case the aggregate demand from Life Insurance Companies and Pension Funds is less than 6.67%, the remaining Equity Shares will be added to the portion allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

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 at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

All potential Bidders (except Anchor Investors) are required to mandatorily utilize the ASBA process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable.

Investors 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 DP ID, Client ID, the PAN and UPI ID, for UPI Bidders using 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. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

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 with the press releases dated June 25, 2021, September 17, 2021, March 30, 2022, and March 28, 2023.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. The SEBI, through the SEBI ICDR Master Circular, has reduced the time period for listing of equity shares pursuant to a public issue from six Working Days to three Working Days.

This Offer will be undertaken pursuant to the processes and procedures prescribed under UPI Phase III, subject to any circulars, clarifications or notifications which may be issued by the SEBI.

The Offer will be advertised in all editions of Business Standard, a widely circulated English national daily newspaper, in all editions of Business Standard Hindi, a widely circulated Hindi national daily newspaper and in Mumbai editions of Navsakthi, a widely circulated Marathi daily newspaper (Marathi being the regional language of Maharashtra, India where our Registered Office is located) each with wide circulation on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹0.50 million using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the UPI Circulars and the SEBI ICDR Master Circular, 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 and the SEBI ICDR Master Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Offer BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make applications using UPI. Our Company will be required to appoint Sponsor Banks to act as conduits between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the UPI Bidders using the UPI.

Further, pursuant to the SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

a) a syndicate member;
b) a stock broker recognised with a registered stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);
c) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for

this activity);

d) 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).

For further details, refer to the "*General Information Document*" available on the websites of the Stock Exchanges and the BRLM.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres and our Registered. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

For Anchor Investors, copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

UPI Bidders using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than UPI Bidders using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to the SEBI ICDR Master Circular.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked including details as prescribed in the SEBI ICDR Master Circular.

Since the Offer is made under Phase III of the UPI Circulars (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs (other than UPI Bidders) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIBs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

As specified in the SEBI ICDR Master Circular, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. RIB, QIB and NIB and also for all modes through which the applications are processed.

The prescribed colour of the Bid cum Application Form for the various categories is as disclosed below.

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors	White

* *Excluding electronic Bid cum Application Form*

Notes:

(1) Electronic Bid Cum Application Forms and the Abridged Prospectus will also be available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).

(2) 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 submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges 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. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate the UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Banks, NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Offer for analyzing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI ICDR Master Circular.

Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, has mandated that trading members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹500,000 and NIB and QIB bids above ₹200,000, through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 p.m. on the Bid/Offer Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

Further, pursuant to the NSE circular dated August 3, 2022 with reference no. 25/ 2022, the following is applicable to all initial public offers opening on or after September 01, 2022:

a) Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.

b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on

T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.

c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.

d) Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 –Block Request Accepted by Investor/ Client.

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 on compliance with the UPI Circulars.

The Sponsor Banks will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Banks will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Banks and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

The Sponsor Banks shall host a web portals for intermediaries (closed user group) from the date of Bid/Offer Opening Date until 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.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 p.m. for Retail Individual Bidders and 4:00 p.m. for NIB and QIB on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the Bid information to the Registrar to the Offer for further processing.

d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by the Promoters, the members of the Promoter Group, the BRLM the Syndicate Members and persons related to Promoters/the members of the Promoter Group/the BRLM

The BRLM and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion, as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM 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 BRLM nor any associate of the BRLM can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associates of the BRLM;

(ii) insurance companies promoted by entities which are associates of the BRLM;

(iii) AIFs sponsored by the entities which are associates of the BRLM;

(iv) FPIs (other than individuals, corporate bodies and family offices) which are associates of the BRLM; or

(v) pension funds sponsored by entities which are associates of the BRLM

Further, an Anchor Investor shall be deemed to be an associate of the BRLM, if: (a) 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 (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, among the Anchor Investor and the BRLM.

Further, except for the sale of Equity Shares by the Promoter Group Selling Shareholder in the Offer, our Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer.

However, a QIB who has any of the following rights in relation to our Company shall be deemed to be a person related to our Promoters or the members of the Promoter Group of our Company:

(i) rights under a shareholders' agreement or voting agreement entered into with our Promoters or the members of the Promoter Group of our Company;
(ii) veto rights; or
(iii) right to appoint any nominee director on the Board.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or First Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by 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 NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and Eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA NDI Rules. 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 share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company, however the shareholding of each NRI or OCI in our Company shall not exceed 5% of the total paid-up equity share capital of our Company on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time and the total shareholding of all NRIs and OCIs in our Company shall not exceed 24% of the paid-up equity share capital on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (White in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour).

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Offer using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, see "***Restrictions on Foreign Ownership of Indian Securities***" beginning on page 545.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA Non-debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the applicable limit with respect to our Company is 100%.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (Blue in colour).

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case the total holding of an FPI increases beyond 10% of the total paid-up equity share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

The FEMA NDI Rules were enacted on October 17, 2019, in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

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 issue procedure, as prescribed by SEBI from time to time

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of

Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments(as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, *inter alia*, the following conditions:

(i) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(ii) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilise the multi investment manager structure in accordance with the SEBI master circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("**MIM Bids**"). FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "**MIM Structure**"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with 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.

Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus.*"

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Bids by SEBI-registered AIFs, VCFs and FVCIs

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA NDI Rules.

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, *inter alia*, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. While the SEBI VCF Regulations have since been repealed, the funds registered as VCFs under the SEBI VCF Regulations continue to be regulated by such regulations until the existing fund or scheme managed by the fund is wound up. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs, subject to the conditions prescribed by SEBI. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs, subject to the conditions prescribed by SEBI. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, AIFs, FPIs and FVCIs, and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company, the Selling Shareholder or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, 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 this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Master Directions - the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated May 12, 2023, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The banking company is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. A banking company would require a prior approval of the RBI to make investment in a (i) subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i) of the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the banking company; and mutual funds managed by asset management companies controlled by the banking company, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap does not apply to the cases mentioned in (i) and (ii) above. The aggregate equity investment made by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company's paid-up share capital and reserves.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars issued bearing reference numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Systemically Important NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid, without assigning any reason thereof.

Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, read with the Investments – Master Circular dated October 27, 2022, each amended ("**IRDAI Investment Regulations**") are broadly set forth below:

- equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;

- the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

- the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by pension funds registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable laws, with minimum corpus of ₹250 million and provident funds with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefore.

Our Company, in consultation with the BRLM, in its absolute discretion, reserves 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 BRLM may deem fit.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. The information herein is subject to amendment/modification/change after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus and as will be specified in the Prospectus.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

(i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM.
(ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100.00 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.
(iii) 40% of the Anchor Investor Portion shall be reserved as follows: (i) 33.33% for domestic Mutual Funds; and (ii) 6.67% for Life Insurance Companies and Pension Funds.
(iv) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date.
(v) Our Company, in consultation with the BRLM may finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is up to ₹2,500.00 million, subject to a minimum Allotment of ₹50.00 million per Anchor Investor; and (b) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹2,500.00 million, and an additional fifteen Anchor Investors for every additional ₹2,500.00 million or part thereof, subject to minimum Allotment of ₹50.00 million per Anchor Investor.

(vi) Allocation to Anchor Investors will 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 is made, will be made available in the public domain by the BRLM before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(viii) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor pay-in date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(ix) 50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 30 days from the date of Allotment.

(x) Neither the BRLM(s) or any associate of the BRLM (other than mutual funds sponsored by entities which are associate of the BRLM or insurance companies promoted by entities which are associate of the BRLM or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLM or FPIs, other than individuals, corporate bodies and family offices which are associates of the BRLM or pension funds sponsored by entities which are associates of the BRLM) shall apply under the Anchor Investors Portion.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company, the Selling Shareholder and the Book Running Lead Manager are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in this Red Herring Prospectus and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholder and/or the BRLM are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this 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 Exchanges.

General Instructions

Do's:

- Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

- Ensure that you have Bid within the Price Band;
- Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
- Ensure that you (other than the Anchor Investors) have mentioned the correct details of your ASBA Account (i.e., bank account number) in the Bid cum Application Form if you are not a UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
- Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Center (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
- Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023.
- Bidders Bidding shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
- UPI Bidders Bidding using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. 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;
- Ensure that you have funds equal to or more than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
- UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;
- The ASBA bidders shall ensure that bids above ₹0.50 million, are uploaded only by the SCSBs;
- Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the First Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
- Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped Acknowledgment Slip in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
- Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed, and obtain a revised Acknowledgment Slip;
- Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;
- Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular (no. MRD/DoP/Cir-20/2008) dated June 30, 2008 issued by the SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- 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;

- Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
- Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., the relevant documents, including a copy of the power of attorney, if applicable, are submitted;
- Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
- Since the Allotment will be in demat form only, ensure that the depository account is active, the correct DP ID, Client ID, the PAN, and UPI ID (for UPI Bidders Bidding through UPI Mechanism) and PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI Mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI Mechanism) and PAN available in the Depository database;
- In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);
- The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;
- Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process.
- In case of UPI Bidders, once the Sponsor Banks issues the Mandate Request, the UPI Bidders would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
- UPI Bidders Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;
- Ensure that when applying in the Offer using the UPI Mechanism, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
- In case of ASBA Bidders (other than 3-in-1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹0.50 million;
- 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 Banks to authorize blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;
- Anchor Investors should submit the Anchor Investor Application Forms to the BRLM;
- 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;
- 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;
- UPI Bidders Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her/its UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorizes the Sponsor Banks to block the Bid Amount mentioned in the Bid cum Application Form;
- Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 p.m. on the Bid/ Offer Closing Date;

- Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices who are FPIs and registered with SEBI for a Bid Amount of less than ₹0.20 million would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹0.20 million would be considered under the Non-Institutional Portion for allocation in the Offer;
- Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, 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 authorize the UPI Mandate Request raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
- Ensure that the Demographic Details are updated, true and correct in all respects; and

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

- Do not Bid for lower than the minimum Bid size;
- Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
- Do not Bid/revise the Bid Amount to an amount calculated at less than the Floor Price or higher than the Cap Price;
- Do not Bid for a Bid Amount exceeding ₹0.20 million (for Bids by Retail Individual Bidders);
- Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
- Do not pay the Bid Amount in cheques, demand drafts, cash, money order, postal order or by stock invest;
- Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
- Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not submit the Bid for an amount more than funds available in your ASBA account;
- Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidders. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
- Do not submit your Bid after 3.00 p.m. on the Bid/Offer Closing Date;
- Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
- If you are a QIB, do not submit your Bid after 3 p.m. on the Bid/Offer Closing Date for QIBs;
- In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹0.50 million;
- Do not Bid for Equity Shares in excess of what is specified for each category;
- In case of ASBA Bidders and UPI Bidders using UPI mechanism, do not submit more than one Bid cum Application Form per ASBA Account or UPI ID, respectively;
- Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
- Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of Bidder;
- 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;
- Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
- Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations, or under the terms of this Red Herring Prospectus;

- Do not submit the General Index Register (GIR) number instead of the PAN;
- Do not submit incorrect details of the DP ID, Client ID, the PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
- Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms or to our Company;
- Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are RIB and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
- Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
- Anchor Investors should not Bid through the ASBA process;
- Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
- Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
- 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;
- UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;
- Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism; and
- Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "***General Information***" beginning on page 110.

Further, helpline details of the BRLM pursuant to the SEBI ICDR Master Circular are set out in the table below:

S. No.	Name of the BRLM	Helpline (email)	Telephone
1.	Choice Capital Advisors Private Limited	investorgrievances_advisors@choiceindia.com	+91 22 6707 9999/ 7919

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or Sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular no. CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

10. GIR number furnished instead of PAN;
11. Bids by RIBs Bidding in the Retail Portion with Bid Amount of a value of more than ₹0.20 million;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids by QIBs uploaded after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, as applicable to the RTAs in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "***General Information***" beginning on page 123.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares through this Red Herring Prospectus and the 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 one per cent of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the RIBs, NIBs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

The allotment of Equity Shares to each Retail Individual Bidder and Non-Institutional Bidder shall not be less than the minimum bid lot, subject to the availability of shares in the Retail Portion and Non-Institutional Bidder, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Accounts for Anchor Investors

Our Company, in consultation with the BRLM, in its 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 should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Account(s). For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favor of:
(a) In case of resident Anchor Investors: "ADROIT INDUSTRIES (INDIA) LIMITED-Anchor Resident Account"; and

(b) In case of Non-Resident Anchor Investors: "ADROIT INDUSTRIES (INDIA) LIMITED- Anchor Non-Resident Account".

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company, the Selling Shareholder, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing this 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 Buisness Standard, an English national daily newspaper, all editions of Buisness Standard Hindi, an Hindi national daily newspaper and Mumbai editions of Nansakthi, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, India where our Registered Office is located), each with wide circulation.

In the pre-Offer and price band advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment advertisement

The Allotment Advertisement shall be uploaded on the websites of our Company, BRLM and Registrar to the Offer, before 9:00 p.m. IST, on the second Working Day after the Bid/ Offer Closing Date, provided such final listing and trading approval from each of BSE and NSE is received prior to 9:00 p.m. IST on such day. In the event that the final listing and trading approval from each of BSE and NSE is received post 9:00 p.m. IST on the second Working Day after the Bid/ Offer Closing Date, then the Allotment Advertisement shall be uploaded on the websites of our Company, BRLM and Registrar to the Offer, following the receipt of final listing and trading approval from each of BSE and NSE.

Our Company, the BRLM and the Registrar shall publish an allotment advertisement not later than one Working Day after the date of commencement of trading, disclosing the date of commencement of trading in all editions of Business Standard, an English national daily newspaper, all editions of Business Standard Hindi, an Hindi national daily newspaper and Mumbai editions of Navsakthi, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, India where our Registered Office is located), each with wide circulation.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholder and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalization of the Offer Price but prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days of the Bid/Offer Closing Date or such other time as may be prescribed by the SEBI or under any applicable law shall be taken;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid 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;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the 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;
- no further issue of the Equity Shares shall be made until the Equity Shares issued through this Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.;
- it shall not have any recourse to the proceeds of the Fresh Issue until final listing and trading approvals have been received from the Stock Exchanges; and
- if our Company, in consultation with the BRLM withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, it shall be required to file a fresh draft red herring prospectus with the SEBI.

Undertakings by the Selling Shareholder

The Selling Shareholder, severally and not jointly, undertake the following:

- they are the legal and beneficial owners of the respective Equity Shares offered by them in the Offer for Sale;
- the respective Equity Shares offered by them in the Offer for Sale are free and clear of any encumbrances and shall be transferred to the successful Bidders within the time specified under applicable law.
- they have authorized our Company to take such necessary steps in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of Equity Shares offered by them in the Offer for Sale;
- they shall not have any recourse to the proceeds of the Offer for Sale until final listing and trading approvals have been received from the Stock Exchanges;
- they shall comply with all applicable laws, including the Companies Act, the SEBI ICDR Regulations, the FEMA and all applicable circulars, guidelines and regulations issued by the SEBI and the RBI, each in relation to the respective Equity Shares offered by them in the Offer for Sale to the extent that such compliance is the obligation of such Selling Shareholder;
- they shall provide reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLM in redressal of such investor grievances that pertain to their portion of the Offered Shares; and

- they shall provide reasonable assistance to our Company and the BRLM to ensure that the Equity Shares offered by them in the Offer shall be transferred to the successful Bidders within the specified time period under applicable law.

Utilization of Net Proceeds

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilized out of the Net Proceeds shall be disclosed, and continue to be disclosed until the time any part of the proceeds of the Net 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 Net Proceeds, 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.

Withdrawal of the Offer

Our Company, in consultation with the BRLM, reserve the right to not proceed with the Offer, in whole or part thereof, after the Bid/Offer Opening Date but before the Allotment. In the event that our Company, in consultation with the BRLM, decide not to proceed with the Offer, our Company shall issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Offer. In such event, the BRLM through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks, as applicable, to unblock the Bid Amounts in the bank accounts of the ASBA Bidders and the BRLM shall notify the Escrow Collection Bank to release the Bid Amounts of the Anchor Investors and any other investors, as applicable, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

If our Company, in consultation with the BRLM, withdraws the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a fresh issue or offer for sale of Equity Shares, our Company shall file a fresh draft red herring prospectus with the SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final RoC approval of the Prospectus after it is filed with the RoC and (ii) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

In the event of withdrawal of the Offer or the Offer is not successful or consummated, all costs and expenses with respect to the Offer shall be borne by our Company and the Selling Shareholder on a pro rata basis tothe Equity Shares offered by the Company in the Fresh Issue and Equity Shares offered by the Selling Shareholder in the Offer for Sale, respectively and in accordance with applicable law.

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 531.

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 Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company 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 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 THE ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI ICDR Regulations, the Description of Equity Shares and Terms of the Articles of Association are detailed below. Capitalised terms used in this section have the meaning given to them in the Articles of Association. Each provision below is numbered as per the corresponding article number in the Articles of Association and defined terms herein have the meaning given to them in the Articles of Association. No material clause of the Articles of Association set out below has been left out from disclosure which may have a bearing on the Offer with respect to any investment decision or otherwise.

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the Extraordinary General Meeting held on, August 6, 2026 in substitution for and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

Sr. No		Particulars	
1.		No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	**Table F Applicable.**
		Interpretation Clause	
2.		In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a)	"The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	**Act**
	(b)	"These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	**Articles**
	(c)	"Auditors" means and includes those persons appointed as such for the time being of the Company.	**Auditors**
	(d)	"Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	**Capital**
	(e)	"Public Company" means a company within the meaning of Section 2(71) of Companies Act, 2013.	**Company**
	(f)	"Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	**Executor or Administrator**
	(g)	"Legal Representative" means a person who in law represents the estate of a deceased Member.	**Legal Representative**
	(h)	Words importing the masculine gender also include the feminine gender.	**Gender**
	(i)	"In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	**In Writing and Written**

Sr. No	Particulars		
	(j)	The marginal notes hereto shall not affect the construction thereof.	**Marginal notes**
	(k)	“Meeting” or “General Meeting” means a meeting of members.	**Meeting or General Meeting**
	(l)	"Month" means a calendar month.	**Month**
	(m)	"Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	**Annual General Meeting**
	(n)	"Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	**Extra-Ordinary General Meeting**
	(o)	“National Holiday” means and includes a day declared as National Holiday by the Central Government.	**National Holiday**
	(p)	“Non-retiring Directors” means a director not subject to retirement by rotation.	**Non-retiring Directors**
	(q)	"Office” means the registered Office for the time being of the Company.	**Office**
	(r)	“Ordinary Resolution” and “Special Resolution” shall have the meanings assigned thereto by Section 114 of the Act.	**Ordinary and Special Resolution**
	(s)	“Person" shall be deemed to include corporations and firms as well as individuals.	**Person**
	(t)	“Proxy” means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	**Proxy**
	(u)	“The Register of Members” means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	**Register of Members**
	(v)	"Seal" means the common seal for the time being of the Company.	**Seal**
	(w)	Words importing the Singular number include where the context admits or requires the plural number and vice versa.	**Singular number**
	(x)	“The Statutes” means the Companies Act, 2013and every other Act for the time being in force affecting the Company.	**Statutes**
	(y)	“These presents” means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	**These presents**
	(z)	“Variation” shall include abrogation; and “vary” shall include abrogate.	**Variation**
	(aa)	“Year” means the calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.	**Year and Financial Year**
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.		**Expressions in the Act to bear the same meaning in Articles**
	CAPITAL		
3.	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.		**Authorized Capital.**
4.	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to		**Increase of capital by the Company how carried into effect**

Sr. No	Particulars	
	dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64of the Act.	
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	**New Capital same as existing capital**
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	**Non Voting Shares**
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	**Redeemable Preference Shares**
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	**Voting rights of preference shares**
9.	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions-shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid; (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed; (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and (e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by	**Provisions to apply on issue of Redeemable Preference Shares**

Sr. No	Particulars	
	the Company shall not be taken as reducing the amount of its Authorized Share Capital	
10.	The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.	**Reduction of capital**
11.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	**Debentures**
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	**Issue of Sweat Equity Shares**
13.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	**ESOP**
14.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	**Buy Back of shares**
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which 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.	**Consolidation, Sub-Division And Cancellation**
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	**Issue of Depository Receipts**
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	**Issue of Securities**
	MODIFICATION OF CLASS RIGHTS	
18.	(a) If at any time the share capital, by reason of the issue of	**Modification of rights**

Sr. No	Particulars	
	Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.	
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking paripassu therewith.	**New Issue of Shares not to affect rights attached to existing shares of that class.**
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	**Shares at the disposal of the Directors.**
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	**Power to issue shares on preferential basis.**
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	**Shares should be Numbered progressively and no share to be subdivided.**
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	**Acceptance of Shares.**
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company	**Directors may allot shares as full paid-up**

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	as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	**Deposit and call etc.to be a debt payable immediately.**
25.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	**Liability of Members.**
26.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	**Registration of Shares.**
	RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT	
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	CERTIFICATES	
28.	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of	**Share Certificates.**

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	two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue. (b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act. (c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.	
29.	If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf. The provisions of this Article shall mutatis mutandis apply to debentures of the Company.	**Issue of new certificates in place of those defaced, lost or destroyed.**
30.	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such	**The first named joint holder deemed Sole holder.**

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	share and for all incidentals thereof according to the Company's regulations.	
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	**Maximum number of joint holders.**
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	**Company not bound to recognise any interest in share other than that of registered holders.**
32.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	**Installment on shares to be duly paid.**
	UNDERWRITING AND BROKERAGE	
33.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	**Commission**
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	**Brokerage**
	CALLS	
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.	**Directors may make calls**
36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	**Notice of Calls**
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	**Calls to date from resolution.**
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling	**Calls on uniform basis.**

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	under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	**Directors may extend time.**
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	**Calls to carry interest.**
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	**Sums deemed to be calls.**
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	**Proof on trial of suit for money due on shares.**
43.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	**Judgment, decree, partial payment motto proceed for forfeiture.**
44.	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in	**Payments in Anticipation of calls may carry interest**

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	respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits. (b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.	
	LIEN	
45.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	**Company to have Lien on shares.**
46.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	**As to enforcing lien by sale.**
47.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	**Application of proceeds of sale.**
	FORFEITURE AND SURRENDER OF SHARES	
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the	**If call or installment not paid, notice may be given.**

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	payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	
49.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	**Terms of notice.**
50.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	**On default of payment, shares to be forfeited.**
51.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	**Notice of forfeiture to a Member**
52.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	**Forfeited shares to be property of the Company and may be sold etc.**
53.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	**Members still liable to pay money owing at time of forfeiture and interest.**
54.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	**Effect of forfeiture.**

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55.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	**Evidence of Forfeiture.**
56.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	**Title of purchaser and allottee of Forfeited shares.**
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	**Cancellation of share certificate in respect of forfeited shares.**
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	**Forfeiture may be remitted.**
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	**Validity of sale**
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	**Surrender of shares.**
	TRANSFER AND TRANSMISSION OF SHARES	
61.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	**Execution of the instrument of shares.**
62.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares	**Transfer Form.**

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	or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;	
63.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	**Transfer not to be registered except on production of instrument of transfer.**
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. 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;	**Directors may refuse to register transfer.**
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	**Notice of refusal to be given to transferor and transferee.**
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	**No fee on transfer.**
67.	The Board of Directors shall have power on giving not less than seven days pervious notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	**Closure of Register of Members or debentureholder or other security holders.**
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	**Custody of transfer Deeds.**

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69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	**Application for transfer of partly paid shares.**
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	**Notice to transferee.**
71.	(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares. (b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate (c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.	**Recognition of legal representative.**
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72of the Companies Act.	**Titles of Shares of deceased Member**
73.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	**Notice of application when to be given**
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful	**Registration of persons entitled to share otherwise than by transfer.**

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	means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	**(transmission clause).**
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	**Refusal to register nominee.**
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	**Board may require evidence of transmission.**
77.	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 or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	**Company not liable for disregard of a notice prohibiting registration of transfer.**
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	**Form of transfer Outside India.**
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	**No transfer to insolvent etc.**
	NOMINATION	
80.	i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013shall apply in respect of such	**Nomination**

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	nomination. ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination. iv) lf the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.	
81.	A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either- (i) to be registered himself as holder of the security, as the case may be; or (ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made; (iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be; (iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.	**Transmission of Securities by nominee**
	DEMATERIALISATION OF SHARES	
82.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	**Dematerialisation of Securities**
	JOINT HOLDER	
83.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	**Joint Holders**
84.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	**Joint and several liabilities for all payments in respect of shares.**
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may	**Title of survivors.**

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		require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	
	(c)	Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	**Receipts of one sufficient.**
	(d)	only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	**Delivery of certificate and giving of notices to first named holders.**
		SHARE WARRANTS	
85.		The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	**Power to issue share warrants**
86.	(a)	The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.	**Deposit of share warrants**
	(b)	Not more than one person shall be recognized as depositor of the Share warrant.	
	(c)	The Company shall, on two day's written notice, return the deposited share warrant to the depositor.	
87.	(a)	Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.	**Privileges and disabilities of the holders of share warrant**
	(b)	The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.	
88.		The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	**Issue of new share warrant coupons**
		CONVERSION OF SHARES INTO STOCK	
89.		The Company may, by ordinary resolution in General Meeting.	**Conversion of shares into stock or reconversion.**
	a)	convert any fully paid-up shares into stock; and	
	b)	re-convert any stock into fully paid-up shares of any	

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	denomination.	
90.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	**Transfer of stock.**
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	**Rights of stock holders.**
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	**Regulations.**
	BORROWING POWERS	
93.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	**Power to borrow.**
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	**Issue of discount etc. or with special privileges.**
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the	**Securing payment or repayment of Moneys borrowed.**

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	Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	**Bonds, Debentures etc. to be under the control of the Directors.**
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	**Mortgage of uncalled Capital.**
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surely for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	**Indemnity may be given.**
	MEETINGS OF MEMBERS	
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	**Distinction between AGM & EGM.**
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	**Extra-Ordinary General Meeting by Board and by requisition**
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	**When a Director or any two Members may call an Extra Ordinary General Meeting**
101.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	**Meeting not to transact business not mentioned in notice.**
102.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then	**Chairman of General Meeting**

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	the Members present shall elect one of the members to be the Chairman of the meeting.	
103.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	**Business confined to election of Chairman whilst chair is vacant.**
104.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	**Chairman with consent may adjourn meeting.**
105.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	**Chairman's casting vote.**
106.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	**In what case poll taken without adjournment.**
107.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	**Demand for poll not to prevent transaction of other business.**
	VOTES OF MEMBERS	
108.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	**Members in arrears not to vote.**
109.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	**Number of votes each member entitled.**
110.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	**Casting of votes by a member entitled to more than one vote.**
111.	A member of unsound mind, or in respect of whom an order has	**Vote of member of unsound**

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	been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	**mind and of minor**
112.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	**Postal Ballot**
113.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	**E-Voting**
114.	a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof. b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	**Votes of joint members.**
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	**Votes may be given by proxy or by representative**
116.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	**Representation of a body corporate.**
117.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	**Members paying money in advance.**
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	**Members not prohibited if share not held for any specified period.**
118.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously	**Votes in respect of shares of deceased or insolvent members.**

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	admitted his right to vote at such meeting in respect thereof.	
119.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	**No votes by proxy on show of hands.**
120.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	**Appointment of a Proxy.**
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	**Form of proxy.**
122.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	**Validity of votes given by proxy notwithstanding death of a member.**
123.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	**Time for objections to votes.**
124.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	**Chairperson of the Meeting to be the judge of validity of any vote.**
	DIRECTORS	
125.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution. The promoters Director of the Company are : 1. Mr. Mukesh Sangla 2. Mr. Saurabh Sangla -The Promoter Directors of the Company shall be permanent Directors, till he/she resigns.	**Number of Directors**
126.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	**Qualificationshares.**
127.	(a) Subject to the provisions of the Companies Act, 2013and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions	**Nominee Directors.**

Sr. No	Particulars	
	of any law for the time being in force or of any agreement (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled. (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board. (d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.	
128.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	**Appointment of alternate Director.**
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	**Additional Director**
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	**Directors power to fill casual vacancies.**
131.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	**Sitting Fees.**
132.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such	**Travelling expenses Incurred by Director on Company's business.**

Sr. No	Particulars	
	meeting as above specified.	
	PROCEEDING OF THE BOARD OF DIRECTORS	
133.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	**Meetings of Directors.**
134.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	**Chairperson**
135.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	**Questions at Board meeting how decided.**
136.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	**Continuing directors may act notwithstanding any vacancy in the Board**
137.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	**Directors may appoint committee.**
138.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	**Committee Meetings how to be governed.**
139.	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	**Chairperson of Committee Meetings**
140.	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	**Meetings of the Committee**
141.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person	**Acts of Board or Committee shall be valid**

Sr. No	Particulars	
	acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	**notwithstanding defect in appointment.**
	RETIREMENT AND ROTATION OF DIRECTORS	
142.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	**Power to fill casual vacancy**
	POWERS OF THE BOARD	
143.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	**Powers of the Board**
144.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	**Certain powers of the Board**
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	**To acquire any property, rights etc.**
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	**To take on Lease.**
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	**To erect & construct.**

Sr. No	Particulars	
(4)	At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	**To pay for property.**
(5)	To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	**To insure properties of the Company.**
(6)	To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	**To open Bank accounts.**
(7)	To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	**To secure contracts by way of mortgage.**
(8)	To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	**To accept surrender of shares.**
(9)	To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	**To appoint trustees for the Company.**
(10)	To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	**To conduct legal proceedings.**
(11)	To act on behalf of the Company in all matters relating to bankruptcy insolvency.	**Bankruptcy &Insolvency**
(12)	To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	**To issue receipts & give discharge.**
(13)	Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be	**To invest and deal with money of the Company.**

Sr. No	Particulars	
	made and held in the Company's own name.	
(14)	To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	**To give Security by way of indemnity.**
(15)	To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	**To determine signing powers.**
(16)	To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	**Commission or share in profits.**
(17)	To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	**Bonus etc. to employees.**
(18)	To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think	**Transfer to Reserve Funds.**

Sr. No	Particulars	
	proper.	
(19)	To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	**To appoint and remove officers and other employees.**
(20)	At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	**To appoint Attorneys.**
(21)	Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	**To enter into contracts.**
(22)	From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	**To make rules.**
(23)	To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	**To effect contracts etc.**
(24)	To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the	**To apply & obtain concessions licenses etc.**

Sr. No	Particulars	
	Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	
(25)	To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	**To pay commissions or interest.**
(26)	To redeem preference shares.	**To redeem preference shares.**
(27)	To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	**To assist charitable or benevolent institutions.**
(28)	To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.	
(29)	To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
(30)	To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
(31)	To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.	
(32)	To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.	
(33)	From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.	

Sr. No	Particulars	
	(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate. (35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested. (36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit. (37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid. (38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.	
	MANAGING AND WHOLE-TIME DIRECTORS	
145.	a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.	**Powers to appoint Managing/ Wholetime Directors.**
146.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	**Remuneration of Managing or Wholetime Director.**
147.	(1) Subject to control, direction and supervision of the Board of Directors, the day-today management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these	**Powers and duties of Managing Director or Whole-time Director.**

Sr. No	Particulars	
	Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board. (2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers. (3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles. (4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit. (5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.	
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	
148.	a) Subject to the provisions of the Act,— i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. **b)** A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.	**Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer**

Sr. No	Particulars		
	THE SEAL		
149.	(a)	The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.	**The seal, its custody and use.**
	(b)	The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.	
150.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.		**Deeds how executed.**
	DIVIDEND AND RESERVES		
151.	(1)	Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.	**Division of profits.**
	(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.	
	(3)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	
152.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.		**The company in General Meeting may declare Dividends.**
153.	a)	The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.	**Transfer to reserves**
	b)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	

Sr. No	Particulars	
154.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	**Interim Dividend.**
155.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	**Debts may be deducted.**
156.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	**Capital paid up in advance not to earn dividend.**
157.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	**Dividends in proportion to amount paid-up.**
158.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	**Retention of dividends until completion of transfer under Articles.**
159.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	**No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.**
160.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	**Effect of transfer of shares.**
161.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	**Dividend to joint holders.**
162.	a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	**Dividends how remitted.**
163.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	**Notice of dividend.**
164.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	**No interest on Dividends.**
	CAPITALIZATION	
165.	(1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the	**Capitalization.**

Sr. No		Particulars	
		manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	
	(2)	The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:	
	(i)	paying up any amounts for the time being unpaid on any shares held by such members respectively;	
	(ii)	paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or	
	(iii)	partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).	
	(3)	A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.	
	(4)	The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.	
166.	(1)	Whenever such a resolution as aforesaid shall have been passed, the Board shall —	**Fractional Certificates.**
	(a)	make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and	
	(b)	generally to do all acts and things required to give effect thereto.	
	(2)	The Board shall have full power -	
	(a)	to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also	
	(b)	to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.	
	(3)	Any agreement made under such authority shall be effective and binding on all such members.	
	(4)	That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.	
167.	(1)	The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of	**Inspection of Minutes Books of General Meetings.**

Sr. No	Particulars	
	regulated charges. (2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.	
168.	a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.	**Inspection of Accounts**
	FOREIGN REGISTER	
169.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	**Foreign Register.**
	DOCUMENTS AND SERVICE OF NOTICES	
170.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	**Signing of documents & notices to be served or given.**
171.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	**Authentication of documents and proceedings.**
	WINDING UP	
172.	Subject to the provisions of Chapter XX of the Act and rules made thereunder— (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
	INDEMNITY	
173.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or	**Directors' and others right to indemnity.**

Sr. No	Particulars	
	become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	
174.	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	**Not responsible for acts of others**
	SECRECY	
175.	a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	**Secrecy**
	b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	**Access to property information etc.**
176.	1. **Notwithstanding anything to the contrary contained in**	**Lock-in of Equity Shares in**

Sr. No	Particulars	
	these Articles, where any Equity Shares held by persons other than the promoters are required to be locked-in under Regulation 17 of the SEBI ICDR Regulations and such lock-in cannot be created or recorded by the Depositories for any reason whatsoever, including where such Equity Shares are (i) subject to pledge; or (ii) under "freeze balance" or "safe balance", as on a date prior to the commencement of the Lock-in Period, the Company shall have the power to issue instructions to the Depositories directing them to record such Equity Shares as "non-transferable" for the duration of the applicable Lock-in Period. The aforesaid Equity Shares shall be treated as locked-in for the Lock-in Period as specified under the SEBI ICDR Regulations. 2. In **the event of invocation of pledge** of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so transferred to or received by the pledgee upon such invocation shall continue to remain locked-in in the account of the pledgee for the balance Lock-in Period. 3. **In the event of release of pledge** of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so released shall continue to remain locked-in in the account of the pledgor for the balance Lock-in Period. 4. **For the purposes of this Article:** **a."Lock-in Period"** means the period for which the entire pre-issue capital of the Company held by persons other than the promoters, in case of an initial public offering, is locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations; and **"SEBI ICDR Regulations"** shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.	**Connection with Initial Public Offering of the Company**

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Red Herring Prospectus) which are or may be deemed material will be attached to the copy of this Red Herring Prospectus which will be delivered to RoC for registration. Copies of these contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10.00 a.m. and 5.00 p.m. on all Working Days from the date of this Red Herring Prospectus until the Offer Closing Date. Copies of the documents for inspection referred to hereunder, will also be available on the website of our Company at www.adroitindustries.com from the date of this Red Herring Prospectus until the Offer Closing Date (except for such agreements executed after the Offer Closing Date). Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time, if so required, in the interest of our Company, or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions of the Companies Act and other applicable laws.

A. Material Contracts for the Offer

1. Offer Agreement dated March 30, 2026 entered into among our Company, the Promoter Group Selling Shareholder and the BRLM.

2. Registrar Agreement dated March 28, 2026 entered into among our Company, the Promoter Group Selling Shareholder and the Registrar to the Offer.

3. Cash Escrow and Sponsor Bank Agreement dated September 15, 2026 entered into among our Company, the Promoter Group Selling Shareholder, the BRLM, the Syndicate Members, the Registrar to the Offer and the Escrow Collection Bank(s), Sponsor Banks, Public Offer Account Bank and the Refund Bank(s).

4. Syndicate Agreement dated September 15, 2026 entered into among our Company, the Promoter Group Selling Shareholder, the BRLM and the Syndicate Members.

5. Share Escrow Agreement dated September 15, 2026 entered into among our Company, the Promoter Group Selling Shareholder and the Share Escrow Agent.

6. Underwriting Agreement dated [●] entered into among our Company, the Promoter Group Selling Shareholder and the Underwriters.

7. Monitoring Agency Agreement dated September 3, 2026 entered into between our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company, as amended from time to time.

2. Certified true copies of the Patnership Firm of Adroit Industries India registered under Indian Partnership Act, 1932 as amended from time to time.

3. Certificate of incorporation dated January 09, 1995, issued to our Company by the Registrar of Companies, Maharashtra, in the name of '*Adroit Industries (India) Limited*'.

4. Resolution of our Board of Directors dated December 05, 2025 authorizing the Offer and other related matters.

5. Resolution of our Shareholders dated December 29, 2025 authorizing the Offer and other related matters.

6. Resolution of our Board dated February 20, 2026 taking on record the participation of Selling

Shareholder in the Offer for Sale.

7. Resolution of our Board dated March 30, 2026 approving this Draft Red Herring Prospectus and the Draft Abridged Prospectus.

8. Resolution of our Board dated September 17, 2026 approving this Red Herring Prospectus and Abridged Prospectus

9. Consent letters of the Promoter Group Selling Shareholder dated February 20, 2026 for participation in the Offer for Sale, as detailed in "***The Offer***" beginning on page 108.

10. Copies of the annual reports of our Company as of and for the Financial Years 2026, 2025 and 2024.

11. Industry Report titled "*Research Report on Propeller Shaft Industry*" dated March 30, 2026 and updated on September 3, 2026 prepared and issued by CareEdge Research commissioned, and paid for by our Company for an agreed fee, exclusively for the purpose of this Offer and consent letter dated March 30, 2026 issued by CareEdge Research with respect to the Industry report.

12. Consents of our Directors, the BRLM, the Promoter Group Selling Shareholder, the Promoters, the Company Secretary and Compliance Officer, the legal counsel to our Company as to Indian law, Bankers to the Company, Registrar to the Offer, Statutory Auditor and Independent Chartered Engineer in their respective capacities.

13. Written consent dated March 29, 2026 from Ashok Khasgiwala & Co. LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated August 24, 2026 on the Restated Consolidated Financial Statements; and (ii) their report dated September 17, 2026 on the statement of special tax benefits available to our Company.

14. Certificate dated August 30, 2026 from Sunil Garg, independent chartered engineer, in connection with the installed capacity and capacity utilization of our Company and providing their consent to include their name in this Red Herring Prospectus and be named as an "expert" as defined under Section 2(38) of the Companies Act, 2013.

15. Resolution dated September 4, 2026, passed by the Audit Committee approving the KPIs for disclosure;

16. The examination report dated August 24, 2026 of the Statutory Auditors on the Restated Consolidated Financial Information.

17. The report dated September 17, 2026 of the Statutory Auditors, on the statement of special tax benefits available to our Company and its shareholders.

18. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming the eligibility of the Company for the Offer.

19. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming the Capitalisation Statement.

20. Certificate dated September 17, 2026 issued by the Statutory Auditors, for confirming the weighted average price and cost of acquisition of Equity Shares.

21. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming the related party transactions.

22. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming compliance with the rejection criteria under the SEBI General Order, 2012.

23. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming outstanding dues to creditors.

24. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming financial indebtedness.

25. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming defaults and non-payment of statutory dues.

26. Certificate dated September 17, 2026 issued by the Statutory Auditors, for confirming the capital structure.

27. Certificate dated September 17, 2026 issued by the Statutory Auditors, for confirming the basis for the Offer Price.

28. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming bonus issuances.

29. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming loans and advances made by the Company.

30. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming material frauds.

31. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming insurance coverage.

32. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming that the Company is not a wilful defaulter or fraudulent borrower.

33. Certificate dated September 17, 2026 issued by the Statutory Auditors, for confirming the Objects of the Offer.

34. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming tax litigations.

35. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming remuneration paid to Directors and Key Managerial Personnel.

36. Certificate dated September 17, 2026 issued by the Statutory Auditors, for confirming the Key Performance Indicators.

37. Certificate dated September 17, 2026 issued by the Statutory Auditors, for confirming the weighted average cost.

38. Certificate dated September 17, 2026 issued by the Statutory Auditors, for confirming the weighted price of primary and secondary issuance.

39. Certificate dated September 16, 2026 issued by the Statutory Auditors, for confirming the operational numbers.

40. Certificate dated September 17, 2026 issued by the Statutory Auditors, for confirming the capex under the Objects of the Offer.

41. Certificate dated September 17, 2026 issued by the Statutory Auditors, for confirming the loan repayment under the Objects of the Offer.

42. Valuation report issued on May 05, 2022 for determining the fair value of the equity shares of ADPL, by CA Aditya Chokhra, Registered Valuer – Securities or Financial Assets (SFA).

43. Non-compete agreement dated March 23, 2026, between our Company and Kozzby International Private Limited.

44. Tripartite agreement dated August 31, 2017 among our Company, NSDL and the Registrar to the Offer.

45. Tripartite agreement dated September 13, 2017 among our Company, CDSL and the Registrar to the Offer.

46. Due diligence certificate dated March 30, 2026 addressed to the SEBI from the BRLM.

47. In-principle listing approvals each dated July 10, 2026 issued by the BSE and the NSE, respectively.

48. SEBI observation letter no. HO/49/11/11(284)2026-CFD-RAC-DIL4 dated August 07, 2026.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to our Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the 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 Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in Red Herring Prospectus are true and correct.

Saurabh Sangla
Chairman and Managing Director
DIN: 00206069

Date: September 17, 2026
Place: Pithampur, Madhya Pradesh, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the 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 Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in Red Herring Prospectus are true and correct.

Mukesh Sangla
Non-Executive Director
DIN: 00189676

Date: September 17, 2026
Place: Pithampur, Madhya Pradesh, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the 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 Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in Red Herring Prospectus are true and correct.

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Surabhi Agrawal
Independent Director
DIN: 08672180

Date: September 17, 2026
Place: Pithampur, Madhya Pradesh, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the 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 Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in Red Herring Prospectus are true and correct.

Anirudha Chauhan
Independent Director
DIN: 09219724

Date: September 17, 2026
Place: Pithampur, Madhya Pradesh, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the 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 Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in Red Herring Prospectus are true and correct.

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Narendra Kumar Maheswari
Independent Director
DIN: 11607987

Date: September 17, 2026
Place: Pithampur, Madhya Pradesh, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules or guidelines or regulations issued by the Government of India and the rules or guidelines or regulations issued by the 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 Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, Securities and Exchange Board of India Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in Red Herring Prospectus are true and correct.

B.R. Patidar
Chief Financial Officer
Date: September 17, 2026
Place: Pithampur, Madhya Pradesh, India

DECLARATION

The undersigned Selling Shareholder hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Red Herring Prospectus about or in relation to itself, as the Promoter Group Selling Shareholder and its portion of the Offered Shares, are true and correct. The undersigned Promoter Group Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings, including any statements, disclosures and undertakings, made by, or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

Mukesh Sangla HUF
Authorised Signatory: Mukesh Sangla
Date: September 17, 2026
Place: Pithampur, Madhya Pradesh, India