THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY AND IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE TO SECURITIES. **NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION DIRECTLY OR INDIRECTLY OUTSIDE INDIA.**

INITIAL PUBLIC OFFER OF EQUITY SHARES ON THE MAIN BOARD OF THE STOCK EXCHANGES (DEFINED BELOW) IN COMPLIANCE WITH CHAPTER II OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("**SEBI ICDR REGULATIONS**")

PUBLIC ANNOUNCEMENT

(Please scan this QR code to view the DRHP and the Addendum)

TRANSRAIL

TRANSRAIL LIGHTING LIMITED

Our Company was originally incorporated as 'Transrail Lighting Limited' at Mumbai, Maharashtra as a public limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated February 18, 2008, issued by Registrar of Companies, Maharashtra at Mumbai ("**RoC**") and commenced operations pursuant to a certificate of commencement of business dated March 14, 2008. For further details of our Company, see *"History and Certain Corporate Matters – Brief History of our Company"* on page 204 of the draft red herring prospectus dated March 8, 2024, filed with Securities and Exchange Board of India on March 9, 2024 ("**DRHP**").

Registered Office: 501, A,B,C,E Fortune 2000, Block G, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400 051, India; **Tel:** +91 22 6197 9600; **Website:** www.transrail.in;
Contact person: Gandhali Upadhye, Company Secretary and Compliance Officer; **E-mail:** cs@transraillighting.com; **Corporate Identity Number:** U31506MH2008PLC179012

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

NOTICE TO INVESTORS: ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED MARCH 8, 2024 (THE "ADDENDUM")

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY SHARES") OF TRANSRAIL LIGHTING LIMITED (OUR "COMPANY" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹4,500.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE (THE "OFFER FOR SALE") OF UP TO 10,160,000 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION, BY AJANMA HOLDINGS PRIVATE LIMITED ("PROMOTER SELLING SHAREHOLDER") ("OFFERED SHARES"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

Potential Bidders may note the following as a corrigendum cum addendum (**"Addendum"**) to the draft red herring prospectus dated March 8, 2024, filed by our Company with SEBI and the Stock Exchanges (**"DRHP"**):

On June 24, 2024, Asiana Alternative Investment Fund – Scheme: Asiana Fund I (**"Asiana"**), has waived one of its exit options, i.e. buy-back arrangement (the **"Buy-back Termination"**) under Clauses 11.2.1 and 11.2.2 of the share subscription cum shareholders' agreement dated September 26, 2023 (**"SSSA"**), entered into by and amongst our Company, our Promoter Selling Shareholder, and Asiana, read with the amendment agreement dated February 9, 2024 and such arrangement shall be of no further force or effect without any further act or deed required by any party to the SSSA. This Buy-back Termination effected in relation to the provisions of the SSSA shall also be deemed to be a termination under the corresponding provisions of the Articles of Association of our Company.

Accordingly, pursuant to the Buy-back Termination, Asiana's exit option by way of buy-back under Clause 11.2.2 of the SSSA has been terminated in its entirety with effect from June 24, 2024. Accordingly, our Company is no longer required to buy-back the Equity Shares held by Asiana in the event our Company and/or our Promoter Selling Shareholder, are unable to facilitate an exit for Asiana.

Please note that since the buy-back arrangement under Clause 11.2.2 of the SSSA was part of a waterfall mechanism and could only be triggered if the Offer was not consummated within a period of three years and no later than four years from the date of the SSSA and a secondary sale of the Equity Shares of our Company was not facilitated by our Company and AHPL held by Asiana, irrespective of the Buy-back Termination, our Company's obligation to buy-back the Equity Shares held by Asiana was not in operation as on the date of filing of the DRHP, i.e., March 8, 2024.

Based on the above, we confirm that neither our Company, nor any of our Directors or the Book Running Lead Managers have entered into any buy-back arrangements for purchase of Equity Shares from any person.

This Addendum does not purport to, nor does it, reflect all the changes that have occurred from the date of filing of the Draft Red Herring Prospectus and the date of this Addendum. Accordingly, this Addendum does not include all the changes and/or updates that will be included in the Red Herring Prospectus and the Prospectus. Please note that the information included in the Draft Red Herring Prospectus will be suitably updated, including to the extent updated by way of this Addendum, as may be applicable, in the Red Herring Prospectus and the Prospectus. Investors should not rely on the Draft Red Herring Prospectus or this Addendum for any investment decision, and should read the Red Herring Prospectus, as and when it is filed with the RoC, SEBI and the Stock Exchanges before making an investment decision with respect to the Offer.

This Addendum shall be made available to the public for comments, if any, for a period of at least 21 days and will be available on the website of SEBI at www.sebi.gov.in, the website of the Company at, www.transrail.in and the websites of the BRLMs, i.e., Inga Ventures Private Limited at www.ingaventures.com, Axis Capital Limited at www.axiscapital.co.in, HDFC Bank Limited at www.hdfcbank.com and IDBI Capital Markets & Securities Limited at www.idbicapital.com.

Capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the DRHP.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
INGA	AXIS CAPITAL	HDFC BANK We understand your world	IDBI capital	LINK Intime
Inga Ventures Private Limited 1229, Hubtown Solaris N.S. Phadke Marg, Opp. Telli Galli Andheri (East), Mumbai 400 069 Maharashtra, India **Tel:** +91 22 6854 0808 **E-mail:** transrail.ipo@ingaventures.com **Website:** www.ingaventures.com **Investor grievance ID:** investors@ingaventures.com **Contact person:** Kavita Shah **SEBI registration number:** INM000012698	**Axis Capital Limited** 1st Floor, Axis House, C-2 Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai 400 025, Maharashtra, India **Tel:** + 91 22 4325 2183 **E-mail:** transrail.ipo@axiscap.in **Website:** www.axiscapital.co.in **Investor grievance ID:** complaints@axiscap.in **Contact person:** Simran Gadh/ Harish Patel **SEBI registration number:** INM000012029	**HDFC Bank Limited** Investment Banking Group, Unit no. 701, 702 and 702-A, 7th floor, Tower 2 and 3, One International Centre, Senapati Bapat Marg, Prabhadevi, Mumbai 400 013, Maharashtra, India **Tel:** +91 22 3395 8233 **E-mail:** transrail.ipo@hdfcbank.com **Website:** www.hdfcbank.com **Investor grievance ID:** investor.redressal@hdfcbank.com **Contact person:** Dhruv Bhavsar/ Sanjay Chudasama **SEBI Registration number:** INM000011252	**IDBI Capital Markets & Securities Limited** 6th Floor, IDBI Tower, WTC Complex Cuffe Parade, Mumbai 400 005 Maharashtra, India **Tel:** +91 22 4069 1953 **E-mail:** transrail.ipo@idbicapital.com **Investor grievance ID:** redressal@idbicapital.com **Contact person:** Indrajit Bhagat/ Vimal Maniyar **Website:** www.idbicapital.com **SEBI registration number:** INM000010866	**Link Intime India Private Limited** C 101, 1st Floor, 247 Park, L.B.S Marg Vikhroli (West), Mumbai 400 083 Maharashtra, India **Tel:** +91 22 810 811 4949 **E-mail:** transraillighting.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Investor grievance Id:** transraillighting.ipo@linkintime.co.in **Contact person:** Shanti Gopalakrishnan **SEBI registration number:** INR000004058

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the DRHP.

For **TRANSRAIL LIGHTING LIMITED**
On behalf of the Board of Directors
Sd/-
Gandhali Upadhye
Company Secretary and Compliance Officer

Place: Mumbai
Date: July 2, 2024

TRANSRAIL LIGHTING LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the DRHP dated March 8, 2024 with the SEBI on March 9, 2024. The DRHP shall be available on the website of SEBI at www.sebi.gov.in, on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, on the website of the Company at www.transrail.in and on the websites of the BRLMs, i.e. Inga Ventures Private Limited, Axis Capital Limited, HDFC Bank Limited and IDBI Capital Markets & Securities Limited at www.ingaventures.com, www.axiscapital.co.in, www.hdfcbank.com and www.idbicapital.com, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled *'Risk Factors'* on page 29 of the DRHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

This announcement is not an offer of securities for sale in the United States or elsewhere. This announcement has been prepared for publication in India only and is not for publication or distribution, directly or indirectly, in or into the United States. The Equity Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state law of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act or any state law of the United States. Accordingly, the Equity Shares are only being offered and sold outside the United States in *"offshore transactions"* as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. There will be no public offering of the Equity Shares in the United States.

(Please scan this QR code to view the DRHP)

DRAFT RED HERRING PROSPECTUS
Dated: March 8, 2024
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

TRANSRAIL

TRANSRAIL LIGHTING LIMITED

Corporate Identity Number: U31506MH2008PLC179012

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

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

DETAILS OF OFFER TO THE PUBLIC

TYPE	FRESH ISSUE SIZE	SIZE OF THE OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATIONS
Fresh Issue and Offer for Sale	Fresh Issue of up to [●] Equity Shares of face value ₹2 each aggregating up to ₹4,500.00 million	Up to 10,160,000 Equity Shares of face value ₹2 each aggregating up to ₹[●] million	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹[●] million	This Offer is being made in terms of Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). For details in relation to reservation among QIBs, Non-Institutional Bidders, Retail Individual Bidder and Eligible Employees, see "Offer Structure" on page 367.

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

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

[#] *As certified by Nayan Parikh & Co, Chartered Accountant, by way of their certificate dated March 8, 2024.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹2. The Floor Price, Cap Price and Offer Price (determined by our Company, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in *"Basis for Offer Price"* on page 99 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" on page 29.

COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

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

LISTING

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

BOOK RUNNING LEAD MANAGERS

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

REGISTRAR TO THE OFFER

Link Intime India Private Limited	**Contact Person:** Shanti Gopalakrishnan	**Email:** transraillighting.ipo@linkintime.co.in **Tel:** +91 810 811 4949

BID/OFFER PERIOD

ANCHOR INVESTOR BID/ OFFER PERIOD*	[●]	**BID/OFFER OPENS ON**	[●]	**BID/OFFER CLOSES ON**^**	[●]

* *Our Company and the Promoter Selling Shareholder may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

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

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

DRAFT RED HERRING PROSPECTUS
Dated March 8, 2024
(*Please read Section 32 of the Companies Act, 2013)*
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

TRANSRAIL LIGHTING LIMITED

Our Company was originally incorporated as 'Transrail Lighting Limited' at Mumbai, Maharashtra as a public limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated February 18, 2008, issued by RoC and commenced operations pursuant to a certificate of commencement of business dated March 14, 2008. For further details of our Company, see "*History and Certain Corporate Matters – Brief History of our Company*" on page 204.

Registered Office: 501, A,B,C,E Fortune 2000, Block G, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400 051 India;
Tel: +91 22 6197 9600; **Website:** www.transrail.in; **Contact person:** Gandhali Upadhye, Company Secretary and Compliance Officer;
E-mail: cs@transraillighting.com; **Corporate Identity Number:** U31506MH2008PLC179012

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

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY SHARES") OF TRANSRAIL LIGHTING LIMITED (OUR "COMPANY" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹4,500.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE (THE "OFFER FOR SALE") OF UP TO 10,160,000 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION, BY AJANMA HOLDINGS PRIVATE LIMITED ("PROMOTER SELLING SHAREHOLDER") ("OFFERED SHARES"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER A FURTHER ISSUE OF SPECIFIED SECURITIES AS MAY BE PERMITTED UNDER APPLICABLE LAW TO ANY PERSON(S) FOR A CASH CONSIDERATION AGGREGATING UP TO ₹500.00 MILLION, AT ITS DISCRETION, PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE FRESH ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT NOT EXCEEDING 20% OF THE FRESH ISSUE SIZE, SUBJECT TO THE ISSUE COMPLYING WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED ("SCRR").

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹[●] MILLION (CONSTITUTING UP TO [●]% OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹2 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, AND WILL BE ADVERTISED IN ALL EDITIONS OF ENGLISH NATIONAL DAILY NEWSPAPER, [●], ALL EDITIONS OF HINDI NATIONAL DAILY NEWSPAPER, [●], AND [●] EDITIONS OF 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 BSE AND NSE (NSE TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

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

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"), provided that our Company, the Promoter Selling Shareholder may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. One-third of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹0.20 million and up to ₹1.00 million and two-thirds of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹1.00 million provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 371.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹2. The Floor Price, Cap Price and Offer Price (determined by our Company, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "*Basis for Offer Price*" on page 99 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" on page 29.

COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, [●] is the Designated Stock Exchange. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and Section 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 398.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
INGA®	AXIS CAPITAL	HDFC BANK We understand your world	IDBI capital	LINKIntime
Inga Ventures Private Limited 1229, Hubtown Solaris N.S. Phadke Marg, Opp. Telli Galli Andheri (East), Mumbai 400 069 Maharashtra, India **Tel:** +91 22 6854 0808 **E-mail:** transrail.ipo@ingaventures.com **Website:** www.ingaventures.com **Investor grievance ID:** investors@ingaventures.com **Contact person:** Kavita Shah **SEBI registration number:** INM000012698	**Axis Capital Limited** 1st Floor, Axis House, C-2 Wadia International Centre, Pandurang Budhkar Marg Worli, Mumbai 400 025 Maharashtra, India **Tel:** + 91 22 4325 2183 **E-mail:** transrail.ipo@axiscap.in **Website:** www.axiscapital.co.in **Investor grievance ID:** complaints@axiscap.in **Contact person:** Simran Gadh/Harish Patel **SEBI registration number:** INM000012029	**HDFC Bank Limited** Investment Banking Group Unit no. 701, 702 and 702-A, 7th floor, Tower 2 and 3 One International Centre, Senapati Bapat Marg, Prabhadevi, Mumbai 400 013 Maharashtra, India **Tel:** +91 22 3395 8233 **E-mail:** transrail.ipo@hdfcbank.com **Website:** www.hdfcbank.com **Investor grievance ID:** investor.redressal@hdfcbank.com **Contact person:** Dhruv Bhavsar/Sanjay Chudasama **SEBI Registration number:** INM000011252	**IDBI Capital Markets & Securities Limited** 6th Floor, IDBI Tower, WTC Complex Cuffe Parade, Mumbai 400 005 Maharashtra, India **Tel:** +91 22 4069 1953 **E-mail:** transrail.ipo@idbicapital.com **Investor grievance ID:** redressal@idbicapital.com **Contact person:** Indrajit Bhagat/Vimal Maniyar **Website:** www.idbicapital.com **SEBI registration number:** INM000010866	**Link Intime India Private Limited** C 101, 1st Floor, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083 Maharashtra, India **Tel:** +91 22 810 811 4949 **E-mail:** transraillighting.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Investor grievance Id:** transraillighting.ipo@linkintime.co.in **Contact person:** Shanti Gopalakrishnan **SEBI registration number:** INR000004058

BID/OFFER PERIOD			
BID/OFFER OPENS ON*	[●]	**BID/OFFER CLOSES ON**^**	[●]

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

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

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

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

The terms not defined herein but used in "Basis for Offer Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "History and Certain Corporate Matters", "Our Group Companies", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Restated Consolidated Financial Information", "Financial Indebtedness", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Main Provisions of Articles of Association" on pages 99, 107, 111, 198, 204, 236, 310, 240, 307, 337, 371 and 389, respectively, shall have the meanings ascribed to such terms in these respective sections.

General Terms

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

Company Related Terms

Term	Description
Ajanma Holdings	Ajanma Holdings Private Limited (*formerly known as Bilav Software Private Limited*), our Promoter
"Articles of Association" or "AoA" or "Articles"	Articles of association of our Company, as amended
ATSL	Associated Transrail Structures Limited
Audit Committee	Audit committee of our Board, as described in "*Our Management – Committees of the Board*" on page 221
"Auditors" or "Statutory Auditors"	Nayan Parikh & Co., Chartered Accountants
"Board" or "Board of Directors"	Board of Directors of our Company
"Chief Executive Officer" or "CEO"	Chief executive officer of our Company, namely, Randeep Narang
"Chief Financial Officer" or "CFO"	Chief financial officer of our Company, namely, Ajit Pratap Singh
Closing Agreement to the Investment Agreement	Closing agreement dated February 14, 2024 to the Investment cum Shareholders' agreement dated October 27, 2015, to the Share Subscription cum Shareholders' Agreement, entered between our Company, Ajanma Holdings Private Limited (*formerly known as Bilav Software Private Limited*), and Gammon India Limited
Committee(s)	Duly constituted committee(s) of our Board of Directors
Company Secretary and Compliance Officer	Company Secretary and Compliance Officer of our Company, being, Gandhali Upadhye
Corporate Social Responsibility Committee	Corporate social responsibility committee of our Board, as described in "*Our Management – Committees of the Board*" on page 221
Director(s)	Director(s) on our Board
Equity Shares	The equity shares of our Company bearing face value of ₹2 each
ESOP 2019	The erstwhile, Transrail Lighting Limited Employee Stock Options Scheme, 2019
ESOP 2023	Transrail Lighting Employee Stock Option Plan 2023, as described in "*Capital Structure – Employee Stock Option Scheme*" on page 84

Term	Description
Executive Chairman	Executive chairman of our Board, namely, Digambar Chunnilal Bagde
Executive Director(s)	Executive directors of our Company. For details, see "*Our Management*" on page 214
GIL	Gammon India Limited
Group Companies	The group companies of our Company in accordance with the SEBI ICDR Regulations. For details, see "*Our Group Companies*" on page 236
Independent Chartered Engineer	Suvabrata Dasgupta (registration number: M-137099-5)
Independent Director(s)	Independent director(s) on our Board. For details of the Independent Directors, see "*Our Management*" on page 214
Investment Agreement	Investment cum Shareholders' agreement dated October 27, 2015 entered into by and between our Company, Ajanma Holding *(formerly known as Bilav Software Private Limited)* and Gammon India Limited and first amendment to Investment Agreement dated February 12, 2016
IPO Committee	The IPO committee of our Board
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, as described in "*Our Management – Key Managerial Personnel*" on page 228
Managing Director	Managing director of our Company, namely, Randeep Narang
"Memorandum of Association" or "MoA"	Memorandum of association of our Company, as amended
Scheme of Arrangement	Scheme of arrangement of Gammon India Limited, our Company and the respective shareholders of Gammon India Limited and our Company, and creditors of Gammon India Limited approved by the National Company Law Tribunal, Mumbai Bench vide its order dated April 18, 2017
Nomination and Remuneration Committee	Nomination, remuneration and compensation committee of our Board, as described in "*Our Management – Committees of the Board*" on page 221
Non-Executive Nominee Director	The non-executive nominee director of Asiana Alternative Investment Fund – Scheme: Asiana Fund I on our Board, namely, Vita Jalaj Dani
Promoters	Promoters of our Company, being, Ajanma Holdings Private Limited, Digambar Chunnilal Bagde and Sanjay Kumar Verma
Promoter Group	The individuals and the entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in "*Our Promoter and Promoter Group*" on page 231
Registered Office	501, A,B,C,E Fortune 2000, Block G, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400 051 India
"Registrar of Companies" or "RoC"	Registrar of Companies, Maharashtra at Mumbai
Restated Consolidated Financial Information	The restated consolidated financial information of our Company, comprising of the restated consolidated statement of assets and liabilities as at September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, 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 six month period ended September 30, 2023 and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, the summary statement of significant accounting policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI, as amended from time to time
Risk Management Committee	Risk management committee of our Board, as described in "*Our Management – Committees of the Board*" on page 221
"Senior Management" or "Senior Management Personnel"	Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in "*Our Management – Senior Management Personnel*" on page 228
"SSSHA" or "Share Subscription cum Shareholders' Agreement"	Shareholders' agreement dated September 26, 2023 entered into by and among our Company, Asiana Alternative Investment Fund – Scheme: Asiana Fund I, and our Promoters, further amended pursuant to the SSSHA Amendment Agreement
"SSSHA Amendment Agreement" or "Amendment Agreement to SSSHA"	Amendment agreement to the Share Subscription cum Shareholders' Agreement dated February 9, 2024
Shareholder(s)	Equity shareholder(s) of our Company from time to time
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Board, as described in "*Our Management – Committees of the Board*" on page 221
Subsidiaries	The subsidiaries of our Company namely, Transrail International FZE, Transrail Lighting Malaysia SDN. BHD., Transrail Lighting Nigeria Limited and Transrail Structures America Inc. as described in "*History and Certain Corporate Matters – Our Subsidiaries*" on page 207
TIF	Transrail International FZE
TLMSB	Transrail Lighting Malaysia SDN. BHD.

Term	Description
TLNL	Transrail Lighting Nigeria Limited
TSAI	Transrail Structures America Inc.

Offer Related Terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by SEBI in this regard
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
"Allot", "Allotment" or "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares by the Promoter Selling Shareholder pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors during the Anchor Investor Bid/Offer Period in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company, in consultation with the Book Running Lead Managers
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus and Prospectus
"Anchor Investor Bidding Date" or "Anchor Investor Bid/ Offer Period"	The day, being one Working Day prior to the Bid / Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company, in consultation with the Book Running Lead Managers
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders where the Bid Amount will be blocked by the SCSB upon acceptance of the UPI Mandate Request by the UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Offer Bank(s) and Sponsor Banks
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer. For details, see "*Offer Procedure*" on page 371
Bid(s)	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly

Term	Description
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid However, Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid amount shall be Cap Price, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and [●] editions of the Marathi daily newspaper, [●] (Marathi being the regional language of Maharashtra, where our Registered Office is located) In case of any revisions, the extended Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Banks and shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under SEBI ICDR Regulations Our Company, in consultation with the Book Running Lead Managers, 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
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●] which shall be published in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and [●] editions of the Marathi daily newspaper, [●] (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders (except Anchor Investors) can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus, provided that such period shall be kept open for a minimum of three Working Days Our Company, in consultation with the Book Running Lead Managers, 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" or "Applicant"	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding Centres	The centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer namely, Inga Ventures Private Limited, Axis Capital Limited, HDFC Bank Limited and IDBI Capital Markets & Securities Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	The cash escrow and sponsor bank agreement dated [●], to be entered into between our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, the Registrar to the Offer, the Banker(s) to the Offer for, *inter alia*, collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars
Client ID	The client identification number maintained with one of the Depositories in relation to demat account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI RTA Master Circular and the UPI Circulars issued by SEBI and the Stock Exchanges as per the list available on the websites of the Stock Exchanges, as updated from time to time

Term	Description
"Confirmation of Allocation Note" or "CAN"	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, on or after the Anchor Investor Bid/Offer Period
CRISIL	CRISIL Market Intelligence &Analytics, a division of CRISIL Limited
CRISIL Report	The report titled "*Power, Civil Construction and Poles & Lighting – Industry Review and Outlook*" dated January 2024 prepared by CRISIL, which has been commissioned by and paid for by our Company pursuant to an engagement letter with CRISIL issued in July, 2023, exclusively for the purposes of the Offer. The CRISIL Report is available on the website of our Company at https://transrail.in/Investors-Centre/Industry-report.aspx
Cut-off Price	The Offer Price finalised by our Company, in consultation with the Book Running Lead Managers, which shall be any price within the Price Band Only Retail Individual Bidders Bidding in the Retail Portion and Eligible Employees under the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidders' address, name of the Bidders' father or husband, investor status, occupation, bank account details, PAN and UPI ID, where applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where relevant ASBA Bidders can submit the ASBA Forms The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using UPI Mechanism, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to UPI Bidders using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion and Eligible Employees, NIBs bidding with an application size of up to ₹0.50 million (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders with an application size of more than ₹0.50 million (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where relevant ASBA Bidders can submit the ASBA Forms to RTAs The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	[●]
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated March 8, 2024, filed with SEBI and Stock Exchanges 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 Employee	All or any of the following: (a) a permanent employee of our Company working in India, as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a permanent employee of our Company, until the submission of the Bid cum Application Form; and (b) a Director of our Company, whether whole time or not, who is eligible to apply under the Employee Reservation Portion under applicable law as on the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the submission of the Bid cum Application Form, but not including (i) Promoters; (ii) persons belonging to the Promoter Group; and (iii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and

Term	Description
	Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares
Eligible NRI(s)	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 the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Employee Discount	A discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) as may be offered by our Company, in consultation with the Book Running Lead Managers, to Eligible Employees and which shall be announced at least two Working Days prior to the Bid/Offer Opening Date
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares, aggregating to ₹[●] available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5% of the post-Offer Equity Share capital of our Company
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank and in whose favour the Bidders (excluding the ASBA Bidders) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	Bank(s), which are clearing members and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being, [●]
"First Bidder" or "Sole Bidder"	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, not being less than the face value of the Equity Shares at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fresh Issue	Fresh issue of up to [●] Equity Shares aggregating up to ₹4,500.00 million by our Company Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement of aggregating up to ₹500.00 million. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, not exceeding 20% of the Fresh Issue size, subject to the Issue complying with Rule 19(2)(b) of the SCRR
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
"General Information Document" or "GID"	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers
Gross Proceeds	Gross proceeds of the Fresh Issue that will be available to our Company
Materiality Policy	The policy adopted by our Board on March 8, 2024, for identification of material outstanding litigation involving our Company, Directors or Promoters, in accordance with the disclosure requirements under the SEBI ICDR Regulations, for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement to be entered into between and amongst our Company and the Monitoring Agency
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	Up to 5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Proceeds	Proceeds of the Fresh Issue less Offer expenses borne by our Company. For details in relation to use of the Net Proceeds and the Offer expenses, see "*Objects of the Offer*" on page 87
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Net Offer	The Offer less the Employees Reservation Portion
"Non-Institutional Bidders" or "NIBs" OR "NIIs"	All Bidders including FPIs other than individuals, corporate bodies and family offices registered with SEBI that are not QIBs (including Anchor Investors) or RIBs or Eligible Employees and who have Bid for Equity Shares, for an amount of more than ₹0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Net Offer comprising of [●] Equity Shares which shall be available for allocation to NIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price in the following manner: a) One-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million; and b) Two-thirds of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹1.00 million

Term	Description
	Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of NIBs
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
"Non-Resident Indians" or "NRI(s)"	A non-resident Indian as defined under the FEMA Rules
Offer	The initial public offer of up to [●] Equity Shares of face value of ₹2 each for cash at a price of ₹[●] each (including a share premium of ₹[●] per Equity Share), aggregating up to ₹[●] million, comprising of the Fresh Issue and Offer for Sale
Offer Agreement	The offer agreement dated March 8, 2024, entered into between our Company, the Promoter Selling Shareholder and the Book Running Lead Managers, pursuant to which certain arrangements are agreed upon in relation to the Offer
"Offer for Sale" or "Offered Shares"	Offer for Sale of up to 10,160,000 Equity Shares aggregating up to ₹[●] million by Ajanma Holdings Private Limited
Offer Price	The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus The Offer Price will be decided by our Company, in consultation with the Book Running Lead Managers on the Pricing Date A discount of up to [●]% on the Offer Price (equivalent of ₹[●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion. This Employee Discount (if any) will be decided by our Company, in consultation with the Book Running Lead Managers, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Promoter Selling Shareholder. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 87
Pre-IPO Placement	Our Company, in consultation with the Book Running Lead Managers, may consider a further issue of specified securities as may be permitted under applicable law to any person(s) for a cash consideration aggregating up to ₹500.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, not exceeding 20% of the Fresh Issue size, subject to the Issue complying with Rule 19(2)(b) of SCRR
Price Band	The price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including revisions thereof. The Cap Price shall be at least 105% of the Floor Price. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the Book Running Lead Managers, and will be advertised in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and [●] edition of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our registered office is located), each with a wide circulation, at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor price and at the Cap Price, and shall be available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company, in consultation with the Book Running Lead Managers, will finalise the Offer Price
Promoter Selling Shareholder	Ajanma Holdings Private Limited
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, *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	The 'no-lien' and 'non-interest bearing' account to be opened, in accordance with Section 40(3) of the Companies Act, with the Public Offer Bank to receive monies from the Escrow Account and the ASBA Accounts on the Designated Date
Public Offer Banks	The banks which are a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being [●]
"QIBs" or "QIB Bidders" or "Qualified Institutional Buyers"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the Book Running Lead Managers, up to a limit of 60% of the QIB Portion), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price
"Red Herring Prospectus" or "RHP"	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto

Term	Description
	The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	The stock brokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the Book Running Lead Managers and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	Registrar agreement dated March 8, 2024, entered into between our Company, the Promoter Selling Shareholder and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
"Registrar to the Offer" or "Registrar"	Link Intime India Private Limited
"Retail Individual Bidder(s)" or "RIB(s)"	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹0.20 million in any of the bidding options in the Offer (including HUFs applying through their Karta) and Eligible NRIs
Resident Indian	A person resident in India, as defined under FEMA
Retail Portion	The portion of the Offer being not less than 35% of the Net Offer comprising of [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	The form used by Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/Offer Closing Date
"RTAs" or "Registrar and Share Transfer Agents"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations, in terms of the SEBI RTA Master Circular, as per the list available on the websites of the Stock Exchanges, and the UPI Circulars
SCORES	Securities and Exchange Board of India Complaints Redress System
"Self Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://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 Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is available on to the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43. The said list shall be updated on the SEBI website
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement namely, [●]
Share Escrow Agreement	Share escrow agreement dated [●] to be entered into between our Company, the Promoter Selling Shareholder and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Promoter Selling Shareholder for the purposes of credit of such Equity Shares to the demat accounts of the Allottees in accordance with the Basis of Allotment
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Sponsor Banks	[●] and [●], being Bankers to the Offer registered with SEBI, appointed by our Company to act as conduits between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders using the UPI Mechanism, in terms of the UPI Circulars
"Syndicate" or "members of the Syndicate"	Together, the Book Running Lead Managers and the Syndicate Members
Syndicate Agreement	Syndicate agreement to be entered into between our Company, the Promoter Selling Shareholder, the Registrar and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	Intermediaries (other than the Book Running Lead Managers) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer, namely [●]
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the Book Running Lead Managers and the Syndicate Members, to collect ASBA Forms and Revision Forms
Underwriters	[●]
Underwriting Agreement	Underwriting agreement to be entered into between our Company, the Promoter Selling Shareholder and the Underwriters, on or after the Pricing Date, but prior to filing the Prospectus with the RoC
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders Bidding in the Retail Portion, (ii) Eligible Employees, under the Employee Reservation Portion, and (iii) Non-Institutional

Term	Description
	Bidders with an application size of up to ₹0.50 million Bidding in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents Pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹0.50 million shall use UPI Mechanism, shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, read along with SEBI RTA Master Circular, SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS for directing the UPI Bidder to such UPI mobile application) to the UPI Bidder initiated by the Sponsor Banks to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day(s)	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars

Technical, Industry Related Terms or Abbreviations

Term	Description
BOQ	Bill of quantities
CEA	Central Electricity Authority
CKM	Circuit kilometers
CNC	Computer numerical control
Net Debt equity ratio	Net Debt divided by total equity at the end of the relevant period/ year
Debt to EBITDA	Net Debt divided by EBITDA
EBIT	EBIT is calculated as EBITDA minus depreciation and amortization
EBITDA	Earnings before interest, taxes, depreciation, amortization and other income
EBITDA Margin	EBITDA divided by total operating revenue
EDM	Electricidade De Mocambique, E.P.
EHV	Extra high voltage
EPC	Engineering, procurement and construction
ESG	Environmental and social governance
FRP Poles	Fiber reinforced polymer poles
GRP Poles	Glass reinforced polymer poles
HTC	High temperature conductors
HTLS	High-tension low sag
HV	High voltage
KM	Kilometers

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

Conventional and General Terms or Abbreviations

Term	Description
"₹" or "Rs." Or "Rupees" or "INR"	Indian Rupees
AED	United Arab Emirates Dirham
AFN	Afghan Afghani
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds, as defined in, and registered under the SEBI AIF Regulations
BDT	Bangladesh taka
"Bn" or "bn"	Billion
BSE	BSE Limited
BTN	Bhutanese Ngultrum
CAGR	Compounded annual growth rate
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CFA	Central African CFA Franc
CIN	Corporate Identity Number
Companies Act, 1956	The erstwhile Companies Act, 1956 read with the rules, regulations, clarifications and modifications thereunder
"Companies Act" or "Companies Act, 2013"	Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications and modifications made thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020 issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
CSR	Corporate social responsibility
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996

Term	Description
DIN	Director Identification Number
DP ID	Depository Participant's Identification
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion)
EGM	Extraordinary general meeting
EPS	Earnings per Equity Share
ESOP	Employee Stock Option Plan
"EUR" or "€"	Euro
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GHS	Ghanaian cedi
GMD	Gambian dalasi
"GoI" or "Government" or "Central Government"	Government of India
GST	Goods and services tax
HUF	Hindu undivided family
Hz	Hertz
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income-tax Act	The Income-tax Act, 1961
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Indian Accounting Standards) Rules, 2015
India	Republic of India
"Indian GAAP"/ "IGAAP"	Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Accounting Standards) Rules, 2014
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information Technology
IT Act	The Information Technology Act, 2000
JOD	Jordanian dinar
KSH	Kenyan Shilling
kv	Kilovolt
KYC	Know Your Customer
MCA	Ministry of Corporate Affairs, Government of India
"Mn" or "mn"	Million
Mutual Funds	Mutual Funds registered under the SEBI Mutual Fund Regulations
MZN	Mozambican Metical
NACH	National Automated Clearing House
"Naira"/"NGN"	Nigerian Naira
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
"NAV" or "Net Asset Value"	Net asset value
NEFT	National Electronic Fund Transfer
Negotiable Instruments Act	The Negotiable Instruments Act, 1881
NIO	Nicaraguan Cordoba
NPCI	National Payments Corporation of India
NRE	Non- Resident External
NRI	An individual resident outside India, who is a citizen of India.
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
MYR	Malaysian Ringgit
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price to Earnings Ratio
PAN	Permanent Account Number
Philippine peso	Philippine peso
"Pound" or "£"	Pound Sterling
QAR	Qatari riyal,

Term	Description
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
"RoNW" or "Return on Net Worth"	Return on net worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FUTP Regulations	Securities and Exchange Board of India (Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI RTA Master Circular	SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
SEK	Swedish Krona
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
SRD	Suriname dollar
Systemically Important NBFC or NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
SZL	Swazi lilangeni
TAN	Tax deduction account number
THB	Thai Bhat
UGX	Ugandan shilling
U.S. Securities Act	U.S. Securities Act of 1933, as amended
"U.S." or "USA" or "United States"	United States of America including its territories and possessions, any State of the United States, and the District of Columbia
"USD" or "US$"	United States Dollars
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Our Promoters and Promoter Group", "Restated Consolidated Financial Information", "Management's Discussions and Analysis of Financial Position and Results of Operations", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Main Provisions of Articles of Association" on pages 29, 57, 72, 87, 111, 173, 231, 240, 310, 337, 371 and 389, respectively.

Primary business of our Company

We are one of the leading Indian engineering, procurement and construction companies with primary focus on power transmission and distribution business and integrated manufacturing facilities for lattice structures, conductors, and monopoles. We have a track record of four decades in providing comprehensive solutions on a turnkey basis globally and have been a trusted and longstanding partner in the power transmission and distribution sector. Our Company has also reported the highest growth in its revenue from operations at 35.1% among its peers in Financial Year ended March 31, 2023. (*Source: CRISIL Report*) Our business is divided into four verticals, namely (i) power transmission and distribution, (ii) civil construction, (iii) poles and lighting, and (iv) railways.

Industry in which our Company operates

The power transmission and distribution system across India has expanded extensively. The total length of domestic transmission lines rose from 413,407 circuit kilometres ("**CKM**") in Financial Year ended March 31, 2019 to 471,341 CKM in Financial Year ended March 31, 2023. Further, India has the second-largest road network in the world, spanning 6.30 million KM. Large highways/expressways are the key demand drivers for the high mast lighting in India. With more than 20 expressways planned across the country and with award of approximately 5,000 KM of highways every year in the next five Financial Years, the demand for high masts is expected to be supported by road segment. (*Source: CRISIL Report*)

Our Promoters

Our Promoters are Ajanma Holdings Private Limited, Digambar Chunnilal Bagde and Sanjay Kumar Verma. For details, see "*Our Promoters and Promoter Group*" on page 231.

Offer Size

The following table summarizes the details of the Offer. For further details, see "*The Offer*" and "*Offer Structure*" on pages 57 and 367, respectively.

Offer of Equity Shares* (1)(2)	Up to [●] Equity Shares for cash at price of ₹[●] per Equity Share (including a premium of [●] per Equity Share) aggregating up to ₹[●] million
of which:	
(i) Fresh Issue (1)	Up to [●] Equity Shares aggregating up to ₹4,500.00 million
(ii) Offer for Sale (2)	Up to 10,160,000 Equity Shares aggregating up to ₹[●] million
Employee Reservation Portion (3)	Up to [●] Equity Shares aggregating up to ₹[●] million
Net Offer	Up to [●] Equity Shares aggregating up to ₹[●] million

* *Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement by our Company for an aggregate amount not exceeding ₹500.00 million. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers and the Pre-IPO Placement will be completed prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, not exceeding 20% of the Fresh Issue size, subject to compliance with Rule 19(2)(b) of the SCRR.*

(1) *The Fresh Issue has been authorised by a resolution of our Board at their meeting held on February 6, 2024 and a special resolution passed by our Shareholders at their meeting held on February 12, 2024.*

(2) *The Promoter Selling Shareholder has confirmed and authorized its participation in the Offer for Sale in relation the Offered Shares. For details on the authorisation of the Promoter Selling Shareholder the Offered Shares, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 57 and 348, respectively.*

(3) *In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million. The unsubscribed portion, if any, in the Employee Reservation Portion after allocation of up to ₹0.50 million, shall be added to the Net Offer. For further details, see "Offer Procedure" and "Offer Structure" on pages 371 and 367, respectively.*

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

The above table summarises the details of the Offer. For further details of the offer, see "*The Offer*" and "*Offer Structure*" on pages 57 and 367, respectively.

Objects of the Offer

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

(in ₹ million)

Objects	Estimated Amount[(1)*]
Funding incremental working capital requirements of our Company	2,500.00
Funding capital expenditure of our Company	909.02
General corporate purposes[(1)]	[●]
Net Proceeds[(1)]	[●]

(1) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to the filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds from the Fresh Issue.*

* *Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement for an aggregate amount not exceeding ₹ 500.00 million. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, not exceeding 20% of the Fresh Issue size, subject to compliance with the minimum net offer size requirements prescribed under rule 19(2)(b) of the SCRR.*

For further details, see "*Objects of the Offer*" on page 87.

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

Category of Shareholders	No. of Equity Shares held	% of total paid up Equity Share capital
Promoters		
Ajanma Holdings Private Limited*	105,363,690	85.00
Digambar Chunnilal Bagde	1,548,540	1.25
Sanjay Kumar Verma	50,000	0.04
Sub-Total (A)	**106,962,230**	**86.29**
Promoter Group (other than the Promoters)		
Sandhya Digambar Bagde	20,000	0.02
Sub-Total (B)	**20,000**	**0.02**
Total (A+B)	**106,982,230**	**86.31**

* *Also the Promoter Selling Shareholder.*

Aggregate pre-Offer shareholding of the Selling Shareholder

Name of Selling Shareholder	No. of Equity Shares held	% of total paid up Equity Share capital
Ajanma Holdings Private Limited	105,363,690	85.00

* *Also the Promoter Selling Shareholder.*

For further details, see "*Capital Structure*" on page 72.

Summary of Restated Consolidated Financial Information

The following details of our Equity Share capital, Net Worth, total income, profit for the year/ period, basic earnings per Equity Share, diluted earnings per Equity Share, Net Asset Value per Equity Share for equity Shareholders and total borrowings (as per Restated Consolidated Financial Information) as at and for the six months period ended September 30, 2023 and for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021.

(in ₹ million, unless otherwise stated)

Particulars	As at and for the six months period ended	As at and for the Financial Year ended		
	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Equity Share capital	247.93	227.98	227.08	75.69
Net Worth[(1)]	9,253.02	7,091.53	5,993.21	5,041.55
Total income	18,607.68	31,720.34	23,571.99	21,921.73
Profit for the year/period	848.88	1,075.68	647.07	981.81
Basic Earnings per Equity Share*[(2)] (in ₹)	7.44#	9.45	11.62	31.43
Diluted Earnings per Equity Share*[(2)] (in ₹)	7.44#	9.45	11.62	31.43
Net Asset Value per Equity Share (in ₹)* [(3)]	74.64	62.21	52.78	133.21
Total borrowings (as per Restated Consolidated Financial Information)	6,080.74	6,049.22	4,691.17	4,291.31

\# *Not Annualised.*

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

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

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

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

For further details, including reconciliation of non-GAAP measures, see *"Financial Information"* and *"Other Financial Information"* on pages 240 and 302, respectively.

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

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

Summary of Outstanding Litigation

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

Name of entity	Number of Criminal proceedings	Number of Tax proceedings	Number of Statutory or regulatory proceedings	Number of Material civil litigations	Number of Other pending material litigation	Aggregate amount involved* (in ₹ million)
Company						
By our Company	8	N.A.	N.A.	5	1	1,272.25
Against our Company	2	21	2	3	6	1,371.40
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Directors	Nil	Nil	Nil	Nil	Nil	N.A.
Promoters**						
By our Promoters	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Promoters	Nil	Nil	Nil	Nil	Nil	N.A.
Subsidiaries						
By our Subsidiaries	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Subsidiaries	Nil	Nil	Nil	Nil	Nil	N.A.
Group Companies						
By our Group Companies	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Group Companies	Nil	Nil	Nil	Nil	Nil	N.A.

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

** *Other than proceedings involving our Directors.*

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" on page 337.

Risk Factors

Specific attention of the Bidders is invited to "*Risk Factors*" on page 29 to have an informed view before making an investment decision.

Summary of Contingent Liabilities

The summary of our contingent liabilities as per Ind AS 37 derived from our Restated Consolidated Financial Information as at September 30, 2023 are set forth in the table below:

(₹ in million)

	Particulars	As at September 30, 2023
(a)	**Contingent Liabilities**	
	Bank Guarantees issued by the Bankers	1,263.92
	Direct Tax matters for which Company has preferred appeal	297.46
	Indirect Tax matters for which Company has preferred appeal	885.48
	Others	114.95
(b)	**Commitments**	
	Estimated amount of contracts remaining to be executed on Capital Account and not provided for in accounts	44.35
	Other Commitments	155.00

For details on contingent liabilities, as per Ind AS 37, see "*Restated Consolidated Financial Information – Annexure VI – Notes to Restated Consolidated Financial Information - Note 48: Contingent Liabilities and Commitments*" on page 289.

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 as at and for the six months period ended September 2023 and for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 derived from our Restated Consolidated Financial Information is as follows:

Related Party Transaction before inter-company elimination:

(*In ₹ million*)

Particulars	For the six months period ended	For the Financial Years ended		
	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Sale of Products				
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited -Pravesh Construction (joint venture)	517.10	1,535.49	1,101.70	-
Transrail Foundation	-	-	7.46	-
Gammon Engineers and Contractors Private Limited-Transrail Lighting Limited (joint venture)	417.01	2,006.87	2,489.07	1,265.23
Altis-Holding Corporation - Transrail Lighting Limited (joint venture)	442.15	342.70	-	-
Transrail-Hanbaek Company Limited consortium (joint venture)	176.65	175.90	-	-
Transrail Lighting Limited- First Capital Energy & Power Industries Limited (joint venture - Nigeria)	-	-	-	189.43
Gammon Engineers and Contractors Private Limited	-	-	-	1,444.22
Railsys Engineering Private Limited - Transrail Lighting Limited (joint venture)		9.16	17.57	21.80
Purchase of Goods / Services				
Chaturvedi Sk & Fellows	2.00	4.00	4.00	4.00
Adarsha Global Build Projects Private Limited	-	-	-	2.84
Transrail Lighting Limited- First Capital Energy & Power Industries Limited (joint venture - Nigeria)		31.30	-	173.63
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited-Pravesh Construction (joint venture)	7.55	-	-	-
Gammon Engineers and Contractors Private Limited	-	-	-	621.12
Transrail Lighting Nigeria Limited	15.47	30.04	-	-
JLN Yash & Co.	2.20	-	-	-
Freyssinnet Prestressed Concrete Company Limited	11.10	-	-	-
Transrail International FZE	24.86	21.67	-	-
Ajanma Holding Private Limited		-	8.55	-
Interest Expense				
Altis-Holding Corporation -Transrail Lighting Limited (joint venture)	4.04			
Ajanma Holding Private Limited	0.13	-	-	0.71
Gammon Engineers and Contractors Private Limited-Transrail Lighting Limited (joint venture)	-	-	-	18.13
Share of Profit				
Gammon Engineers and Contractors Private Limited-Transrail Lighting Limited (joint venture)	3.89	4.73	4.64	0.01
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited-Pravesh Construction (joint venture)	0.54	1.73	-	-
Railsys Engineering Private Limited - Transrail Lighting Limited (joint venture)	0.31	0.38	-	-
Transrail Lighting Limited-FCEP (joint venture - Nigeria)	3.52	12.22	-	0.14
Burberry Infra Private Limited	47.70	-	-	-
Altis-Holding Corporation -Transrail Lighting Limited (joint venture)	2.09	0.59	-	-
Transrail-Hanbaek Company Limited consortium (joint venture)	32.20		-	-
Share of loss				
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited-Pravesh Construction (joint venture)	-	-	2.17	-
Railsys Engineering Private Limited - Transrail Lighting Limited (joint venture)	-	-	0.07	-
Transrail Lighting Limited-FCEP (joint venture - Nigeria)	-	-	6.99	7.32

Particulars	For the six months period ended	For the Financial Years ended		
	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Burberry Infra Private Limited	-	9.57	0.39	-
Transrail-Hanbaek Company Limited consortium (joint venture)	-	0.35	-	-
Donation				
Transrail Foundation	-	1.00	-	-
Towards Corporate Social Responsibility Expenditure				
Transrail Foundation	-	19.40	-	-
Advances Given				
Transrail Foundation	-	-	23.40	-
Ajanma Holding Private Limited	-	-	2.00	1.50
Transrail Lighting Limited- First Capital Energy & Power Industries Limited (joint venture - Nigeria)	-	-	-	0.41
Gammon Engineers and Contractors Private Limited	-	-	-	224.46
Transrail Lighting Nigeria Limited	-	21.02	-	-
Transrail International FZE	-	-	-	17.98
Adarsha Global Build Projects Private Limited	-	-	-	39.19
Advances Received				
Altis-Holding Corporation -Transrail Lighting Limited (joint venture)	110.34			
Ajanma Holding Private Limited	-	-	-	70.00
Transrail-Hanbaek Company Limited consortium (joint venture)	-	280.00	-	-
Advance adjusted/repaid				
Transrail Foundation	-	22.40	-	-
Transrail Lighting Limited- First Capital Energy & Power Industries Limited (joint venture - Nigeria)	-	7.59	32.46	-
Consortium of Jyoti Structures Limited & Transrail Lighting Limited (CJT) (Bhutan)	-	-	173.48	-
Adarsha Global Build Projects Private Limited	-	-	-	6.24
Transrail International FZE	-	15.83	0.07	-
Transrail Hanbaek Consortium	146.28	34.22	-	-
Transrail Lighting Nigeria Limited	-	3.24	-	-
Ajanma Holding Private Limited	-	-	-	70.00
Purchase of Property, Plant & Equipment				
Gammon Engineers and Contractors Private Limited	-	-	-	49.81
Capital Payment				
Gammon Engineers and Contractors Private Limited	-	-	-	28.63
Security Deposit Given (Net)				
Gammon Engineers and Contractors Private Limited	-	-	-	137.65
Loan Taken				
Ajanma Holding Private Limited	90.00			
Loan Given				
Burberry Infra Private Limited	470.00	125.00	195.00	-
Transrail International FZE	-	22.78	15.14	-
Transrail Lighting Nigeria Limited	-	6.84	57.78	112.59
Transrail Lighting Malaysia SDN BHD	-	0.42	-	0.75
Loan Repaid				
Ajanma Holding Private Limited	90.00	-	-	-
Loan Repayment Received				
Transrail International FZE	-	12.42	-	16.71
Re-Imbursement incurred by us on their behalf				
Transrail-Hanbaek Company Limited consortium (joint venture)	-	2.84	-	-
Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	-	-	37.92	-
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited-Pravesh Construction (joint venture)	0.69	-	-	-
Transrail International FZE	-	-	-	0.33
Transrail Structures America INC	-	-	0.11	0.21
Transrail Lighting Nigeria Limited	0.19	7.13	-	-
Transrail Lighting Malaysia SDN BHD		-	0.00	0.33
Investment Made				
Burberry Infra Private Limited	-	-	0.05	-
Shares issued on ESOP exercised				
Digambar Chunnilal Bagde	-	8.70	-	-

Particulars	For the six months period ended	For the Financial Years ended		
	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Compensation to Key Management Personnel				
Digambar Chunnilal Bagde	-	-	-	-
Short-term employee benefits (including bonus and value of perquisites)	14.14	36.64	28.08	34.16
Employee Stock Options granted	-	-	-	9.69
Randeep Narang				
Short-term employee benefits	13.11	39.79	21.79	13.29
Post employment benefits	0.39	0.39	0.56	0.00
Employee Stock Options granted	0.18	-	-	-
Jeevan Lal Nagori				
Short-term employee benefits	0.83	13.60	8.04	5.42
Sitting fees and commission to directors				
Ravita Punwani	0.35	1.51	0.90	0.44
Srikant Chaturvedi^	0.37	1.51	1.00	1.40
N Sai Mohan	0.17	1.51	1.02	1.42
Jeevan Lal Nagori	0.14	-	0.09	0.66
Aditya Vikram	-	-	0.30	-
Deepak Bhojwani	-	-	0.38	1.38
Sanjay Kumar Verma	0.06	1.18	0.61	0.30
Ashish Gupta	0.16	-	-	-
Vinod Dasari	0.13	-	-	-
Ranjit Jatar	0.16	-	-	-
Major General Dr. Dilawar Singh (Retd.)	0.04	-	-	-
Interest Income				
Transrail International FZE	1.92	3.42	1.15	2.52
Transrail Lighting Nigeria Limited	10.09	19.89	15.49	3.38
Transrail Lighting Malaysia SDN BHD	0.06	0.11	0.04	0.00
Burberry Infra Private Limited	41.49	23.44	0.71	-
Bank/ Corporate Guarantees Outstanding				
Transrail - Universal Cables (UNISTAR) Consortium - Suriname	76.52	-	-	-
Gammon Engineers and Contractors Private Limited-Transrail Lighting Limited (joint venture)	48.46	969.16	633.60	743.64
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited-Pravesh Construction (joint venture)	145.43	274.65	-	-
Altis-Holding Corporation -Transrail Lighting Limited (joint venture)	247.79	319.73	-	-
Transrail Lighting Limited - OJSC Euro-Asian Construction Corporation (joint venture)	100.96	768.20	-	-
Transrail Lighting Limited Hyosung T & D India Private Limited	105.82	105.82	-	-
Railsys Engineering Private Limited - Transrail Lighting Limited (joint venture)	-	-	11.40	51.38
Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	463.69	1,018.85	1,018.80	1,076.22
Transrail SAE Consortium Benin	-	-	-	64.21
Transrail SAE Consortium Tanzania	59.93	59.19	55.00	52.96
Transrail-Hanbaek Company Limited consortium (joint venture)	-	444.81	-	-
Right Issue of Equity Shares Issued During the Year				
Ajanma Holding Private Limited	-	-	290.10	262.71
Digambar Chunnilal Bagde	-	-	2.85	3.25
Deepak Bhojwani	-	-	0.40	0.80
N Sai Mohan	-	-	0.20	0.40
Meha Chaturvedi	-	-	0.40	0.80
Provision for Doubtful Advances				
Consortium of Jyoti Structures Ltd & Transrail Lighting Limited (CJT) (Bhutan)	46.72	46.72	46.72	-
Adarsha Global Build Projects Private Limited	-	-	-	14.62
Transrail Lighting Limited- First Capital Energy & Power Industries Limited (joint venture - Nigeria)	-	-	150.34	150.34
Loans & Advances Receivable				
Transrail Lighting Limited- First Capital Energy & Power Industries Limited (joint venture - Nigeria)	160.12	229.05	401.31	397.99
Burberry Infra Private Limited	790.00	320.00	195.00	-

Particulars	For the six months period ended	For the Financial Years ended		
	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Consortium of Jyoti Structures Limited & Transrail Lighting Limited (CJT) (Bhutan)	46.72	46.72	46.72	182.28
Transrail Lighting Nigeria Limited	201.28	198.83	176.60	113.51
Transrail International FZE	41.75	37.76	25.06	12.38
Transrail Lighting Malaysia SDN BHD	1.25	1.16	0.76	0.73
Railsys Engineering Private Limited - TLL JV (REPL-TLL JV)	4.50	4.50	4.50	4.50
Receivables Outstanding				
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited-Pravesh Construction (joint venture)	81.38	157.86	308.39	-
Gammon Engineers and Contractors Private Limited-Transrail Lighting Limited (joint venture)	920.37	1,025.68	1,327.05	598.45
Transrail Lighting Limited-FCEP (joint venture - Nigeria)	-	-	-	15.80
Altis-Holding Corporation -Transrail Lighting Limited (joint venture)	125.29	149.90	-	-
Transrail Foundation	-	-	32.12	-
Gammon Engineers and Contractors Private Limited	-	-	-	772.61
Railsys Engineering Private Limited - Transrail Lighting Limited (joint venture)	14.45	14.45	27.58	39.00
Ajanma Holdings Private Limited	-	-	-	1.50
Transrail-Hanbaek Company Limited consortium (joint venture)	293.89	139.74	-	-
Transrail Structures America INC	0.85	0.84	0.77	0.64
Transrail Lighting Malaysia SDN BHD	0.74	0.78	0.76	0.74
Transrail Lighting Nigeria Limited	7.22	25.11	0.25	0.42
Transrail International FZE	10.18	13.18	27.93	25.78
Freyssinnet Prestressed Concrete Company Limited	55.17	-	-	-
Interest Receivable				
Burberry Infra Private Limited	41.53	-	0.63	-
Gammon Engineers and Contractors Private Limited	-	-	-	18.67
Transrail Lighting Limited-FCEP (joint venture - Nigeria)	10.83	17.86	18.25	-
Transrail International FZE	5.39	3.43	3.36	1.21
Transrail Lighting Malaysia SDN BHD	0.24	0.16	0.08	0.10
Transrail Lighting Nigeria Limited	50.79	38.33	18.83	3.38
Interest Payable				
Ajanma Holding Private Limited	0.09	-	-	0.65
Altis-Holding Corporation -Transrail Lighting Limited (joint venture)	4.04	-	-	-
Payables Outstanding				
Chaturvedi Sk & Fellows	-	-	1.08	-
Transrail Lighting Limited-Metcon India Realty and Infrastructure Private Limited-Pravesh Construction (joint venture)	7.55			
Altis-Holding Corporation - Transrail Lighting Limited (joint venture)	110.34	-	-	-
Transrail Lighting Limited - First Capital Energy & Power Industries Limited (joint venture - Nigeria)	-	31.30	-	-
Ajanma Holding Private Limited	3.57	3.57	7.07	-
Transrail Hanbaek Company Limited consortium (joint venture)	146.50	245.78	-	-
Transrail International FZE	24.86	-	-	5.82
Transrail Lighting Nigeria Limited	3.33	13.09	-	-
Investments as at				
Burberry Infra Private Limited	0.05	0.05	0.05	-
Transrail International FZE	3.61	3.61	3.61	3.61
Transrail Lighting Malaysia SDN BHD	0.17	0.17	0.17	0.17
Transrail Lighting Nigeria Limited	1.97	1.97	1.97	1.97
Transrail Structures America INC	0.69	0.69	0.69	0.69
Security Deposit Given Outstanding				
Gammon Engineers and Contractors Private Limited	-	-	-	287.65
Payable for Capital Goods				
Gammon Engineers and Contractors Private Limited	-	-	-	39.71

^ This includes Commission paid /payable to M/s Chaturvedi S.K & Fellows, in which Shrikant Chaturvedi is a partner.
Note: All related party transactions entered during the year were in ordinary course of the business and on arm's length basis.

Our related party sales represented 8.35%, 12.83%, 15.34 % and 13.32%, of our total revenue for the six months period ended September 2023 and for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, respectively.

For details of the related party transactions, see "*Restated Consolidated Financial Information - Note 50: Related Party Disclosures*" on page 290.

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

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

Name of the Shareholder	Number of equity shares acquired in the one year preceding the date hereof^	Weighted average price of acquisition per Equity Share (in ₹)*^
Promoters		
Ajanma Holdings Private Limited#	Nil	Nil
Digambar Chunnilal Bagde	30,000	148.74
Sanjay Kumar Verma	50,000	148.76

* *As certified by our Statutory Auditors by way of their certificate dated March 8, 2024.*

Also the Promoter Selling Shareholder.

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

For further details, see *"Capital Structure – Notes to the Capital Structure – Equity share capital history of our Company"* on page 72.

Average cost of acquisition for Promoters / Promoter Selling Shareholder

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

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

***** *As certified by our Statutory Auditors by way of their certificate dated March 8, 2024.*

Also the Promoter Selling Shareholder.

^ *Adjusted pursuant to a resolution passed by our Board on February 6, 2024 and a resolution passed by the Shareholders on February12, 2024, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 24,792,742 equity shares of face value of ₹10 each to 123,963,710 Equity Shares of face value of ₹2 each.*

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

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

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

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

* *As certified by our Statutory Auditors, by way of their certificate dated March 8, 2024.*
\# *Also the Promoter Selling Shareholder.*

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

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

Period	Weighted average cost of acquisition per Equity Share (in ₹)*^#	Cap Price is 'x' times the weighted average cost of acquisition^	Range of acquisition price per Equity Share (Lowest price –Highest price) (in ₹)*
Last one year preceding the date of this Draft Red Herring Prospectus	140.63	[●]	[●]
Last 18 months preceding the date of this Draft Red Herring Prospectus	140.63	[●]	[●]
Last three years preceding the date of this Draft Red Herring Prospectus	20.32	[●]	[●]

***** *As certified by our Statutory Auditors, by way of their certificate dated March 8, 2024.*
^ *To be updated at Prospectus stage.*
\# *Adjusted pursuant to a resolution passed by our Board on February 6, 2024 and a resolution passed by the Shareholders on February 12, 2024, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 24,792,742 equity shares of face value of ₹10 each to 123,963,710 Equity Shares of face value of ₹2 each.*

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

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

Split or consolidation of Equity Shares in the last one year

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

Pursuant to a resolution passed by our Board on February 6, 2024 and a resolution passed by the Shareholders on February 12, 2024, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 24,792,742 equity shares of face value of ₹10 each to 123,963,710 Equity Shares of face value of ₹2 each. For further details, see "*Capital Structure – Notes to the Capital Structure – Equity share capital history of our Company*" on page 72.

Financing Arrangements

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

Details of pre-IPO placement

Our Company, in consultation with the Book Running Lead Managers, may consider a further issue of specified securities as may be permitted under applicable law to any person(s) for a cash consideration aggregating up to ₹500.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, not exceeding 20% of the Fresh Issue size, subject to the Issue complying with Rule 19(2)(b) of SCRR.

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

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

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

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

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

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

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from our Restated Consolidated Financial Information. For further information, see "*Restated Consolidated Financial Information*" and "*Other Financial Information*" on pages 240 and 302, respectively.

Unless the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Consolidated Financial Information, which comprise the restated consolidated statement of assets and liabilities as at September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated statement of cash flow, each for the six months period ended September 30, 2023, and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, the summary statement of significant accounting policies and other explanatory information, prepared as per requirement of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations, as amended and the Guidance Note on 'Reports in Company Prospectuses (Revised 2019)' issued by the Institute of Chartered Accountants of India, as amended from time to time. For further information, see "*Summary of Financial Information*", "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 59, 240 and 310, respectively.

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

There are significant differences between Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited. For risks relating to significant differences between Ind AS and other accounting principles, see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition*" on page 49.

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

Non-Generally Accepted Accounting Principles Financial Measures

Certain non-GAAP measures such as Net Worth, Return on Net Worth, Net Asset Value per Equity Share, Revenue CAGR, EBITDA, EBITDA CAGR, EBITDA Margin, PAT Margin, PAT CAGR, Tangible Net Worth, Capital Employed, Return on Capital Employed, Capital Expenditure, Return on Equity, Debt to Equity Ratio, Net Debt and Net Debt to EBITDA ("**Non-GAAP Measures**") presented in this Draft Red Herring Prospectus are a supplemental and useful measure of our business, performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not standardised terms, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance.

Currency and Units of Presentation

All references to:

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

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

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

Exchange Rates

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

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

(Amount in ₹)

Currency	As of September 30, 2023(1)	As of March 31, 2023	As of March 31, 2022(1)	As of March 31, 2021
1 US$	83.06	82.22	76.42	73.50
1 Euro	87.94	89.61	80.58	86.10
1 Pound	101.56	101.47	99.15	100.68
1 Naira	0.11	0.18	0.18	0.19
1 BDT	0.75	0.76	0.87	0.85
1 CFA / FCFA	0.13	0.14	0.13	0.13
1 BTN	1.00	1.00	1.00	1.00
1 KSH	0.56	0.62	0.65	0.66
1 GHS	7.17	6.89	9.92	12.63
1 JOD	117.22	115.87	106.50	103.30
1 MZN	1.29	1.27	1.17	1.04
1 QAR	22.67	22.32	20.61	19.93
1 SEK	7.62	7.91	8.13	8.40
1 AFN	1.05	0.93	0.85	0.94
1 UGX	0.02	0.02	0.02	0.02
1 NIO	2.25	2.22	2.10	2.07
1 THB	2.27	2.40	2.26	2.34
1 PHP	1.47	1.51	1.45	1.51
1 SZL	4.40	4.57	5.21	4.91
1 GMD	1.27	1.32	1.39	1.42
1 SRD	2.16	2.29	3.63	5.12

(Source: www.fbil.org.in, www.rbi.org.in and www.oanda.com)

(1) *If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed.*

Industry and Market Data

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

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

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

For details of risks in relation to CRISIL Report, see "*Risk Factors – This Draft Red Herring Prospectus contains information from industry sources including the industry report commissioned from CRISIL exclusively for the Offer and paid for by the Company. Investors are advised not to place undue reliance on such information*" on page 47.

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price*" on page 99 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein. Accordingly, no investment decision should be made solely on the basis of such information.

The CRISIL Report is subject to the following disclaimer:

"*CRISIL Market Intelligence & Analytics (CRISIL MI&A), a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). This CRISIL Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this CRISIL Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Without limiting the generality of the foregoing, nothing in the Report is to be construed as*

CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Transrail Lighting Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the CRISIL Report or part thereof outside India. CRISIL MI&A operates independently of, and does not have access to information obtained by CRISIL Ratings Limited, which may, in their regular operations, obtain information of a confidential nature. The views expressed in this CRISIL Report are that of CRISIL MI&A and not of CRISIL Ratings Limited. No part of this Report may be published/reproduced in any form without CRISIL prior written approval."

FORWARD-LOOKING STATEMENTS

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

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

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

- *Our Order Book may not be representative of our possible future results as projects included in our Order Book, particularly for the projects where we have emerged as the lowest bidder, may be cancelled, modified or delayed for reasons which may be considered to be beyond our control;*

- *Since our project management and turnkey EPC contracts have long execution periods and time overruns, project related estimated costs and revenue estimates may vary from the actual costs incurred and actual revenues generated;*

- *Our business is substantially dependent on tenders being floated by government authorities, public sector undertakings and utilities, from which we derive a significant portion of our revenues, i.e. approximately 88% of our revenue from operations for the six months period ended September 30, 2023;*

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

- *In the past, our books of accounts have been inspected by the Ministry of Corporate Affairs ("MCA") and certain non-compliances have been found by the MCA in our books of accounts. We have filed compounding applications with the MCA for such non-compliances. If we are subject to penalties or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected;*

Certain information in "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 111, 173 and 310, respectively of this Draft Red Herring Prospectus has been obtained from the CRISIL Report.

For further details regarding factors that could cause actual results to differ from expectations, see "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 29, 111, 173 and 310, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

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

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

In accordance with regulatory requirements including requirements of the SEBI and as prescribed under applicable law, the Promoter Selling Shareholder, shall ensure that our Company and Book Running Lead Managers are informed of material developments, in relation to statements and undertakings specifically undertaken or confirmed by it in relation to itself as the Promoter Selling Shareholder and the Offered Shares in the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. Only statements and undertakings which are specifically confirmed or undertaken by the Promoter Selling Shareholder in relation to itself as a selling shareholder and the Offered Shares, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such selling shareholder.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occurs, our business, financial condition, results of operations and cash flows could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the effect is not quantifiable and hence have not been disclosed in the applicable risk factors.

Prospective investors should read this section together with "Our Business", "Industry Overview" and "Management's Discussions and Analysis of Financial Condition and Results of Operations" on pages 172, 111 and 310, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors should rely on their own examination of us and the terms of the Offer, including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares. This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties where actual results could materially differ from those anticipated in these forward-looking statements. Please see "Forward-Looking Statements" beginning on page 27.

*Unless otherwise indicated, the industry-related information contained in this Draft Red Herring Prospectus is derived from the industry report titled "Industry Assessment: Power, Civil Construction, and Poles & Lighting" dated January 2024 ("**CRISIL Report**"), which has been commissioned and paid for by our Company for an agreed fee for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. We officially engaged CRISIL in connection with the preparation of the CRISIL Report pursuant to an engagement letter issued in July 2023. Neither we nor any of our Directors or the BRLMs are related parties of CRISIL. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant financial year. There are no material parts, data or information which may be relevant for the Offer that have been left out or changed in any manner. Please see "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" and "- Internal Risk Factors - This Draft Red Herring Prospectus contains information from industry sources including the industry report commissioned from CRISIL exclusively for the Offer and paid for by the Company. Investors are advised not to place undue reliance on such information" on pages 23 and 47, respectively.*

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

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

INTERNAL RISK FACTORS

1. Our Order Book may not be representative of our possible future results as projects included in our Order Book, particularly for the projects where we have emerged as the lowest bidder, may be cancelled, modified or delayed for reasons which may be considered to be beyond our control and such cancellation, modification or delay may materially and adversely affect our business, future prospects, reputation, financial condition and results of operation.

As on September 30, 2023, our Order Book amounted to ₹ 96,204.48 million and sets forth expected revenue of around 40%-50% from ongoing projects in the next twelve months. We prepare our Order Book on the basis of the percentage and value of work completed and the outstanding work in relation to the projects forming part of the Order Book. Further, our Order Book comprises of the projects for which we emerged as the lowest Bidder amongst our competitors and the value of such projects as on September 30, 2023, amounted to ₹ 70,872 million. and in the event, we are not awarded any project for which we have emerged as the lowest bidder due to any reason whatsoever, our actual revenue for a particular period may not meet our forecast for the said period. For instance, in the past our Company had emerged as lowest bidder in a project, but the tender was cancelled and recalled for the project owing to our Company's L1 quoted price being approximately 33.5% higher than the estimates of the department.

Our Order Book, indicates only the outstanding value of work under the relevant contracts existing as of a specific date, being September 30, 2023, and should not be misconstrued to include value of works awarded to our Company subsequent to September 30, 2023.

The Order Book may vary materially if the time taken or amount payable for completion of ongoing projects of our Company changes. In addition, there may be a risk that the actual revenue from operations may vary substantially from the projected value of our Order Book due to cancellation of the projects which have been awarded to us, in terms of the contractual arrangement with our clients.

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

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

2. ***Since our project management and turnkey EPC contracts have long execution periods and time overruns, project related estimated costs and revenue estimates may vary from the actual costs incurred and actual revenues generated which may adversely affect our business, financial condition, results of operations and future prospects.***

Our project management and turnkey EPC contracts involve long execution periods of three to five years to deliver and complete. The time and costs required to complete such projects may increase on account of factors such as price escalation, funding constraints, shortage of materials, equipment, technical constraints, adverse weather conditions, natural disasters, labour disputes, disputes with contractors, accidents, changes in government priorities and policies (including opposition from local communities), changes in market conditions, interest rates, force majeure events, delays in obtaining requisite approvals from the relevant authorities and/or other unforeseeable circumstances, change in plans of our Company, unavailability of labour, strike and/or lock-out, any court order for stay, etc. Our Company executes various projects outside India and is reliant on the services and raw materials sourced from such countries locally. We typically operate in such countries through our branches which are primarily set up for the relevant project by our Company and are responsible for dealing in payments and services to be provided by our Company. Due to long execution periods of our projects, the Indian currency may be prone to depreciation vis-à-vis the local currency which may lead to increase in cost of the project. Further, we also receive a part of our payment from our clients in the local currency, and in the event the Indian currency appreciates vis-à-vis the local currency, we may not be entitled to increase rates for a project. For details, see " – *We are exposed to foreign currency fluctuation risks, particularly in relation to import of raw materials, receivables from our foreign projects and our trade receivables, which may adversely affect our results of operations, financial condition and cash flows*" on page 33. In the past our Company has faced time and cost overruns in certain international projects. For instance, our Company had taken up an EPC project for replacement of conductors in Jordan. The project was expected to be completed in 2019, however due to delays in the granting of the permission by the authorities for deploying technicians abroad, power outage, receipt of requisite engineering approvals, suspensions of works by consultants, shifting of manpower etc. the project was completed in year 2022. Any of these factors may delay or prevent completion of such projects and may lead to unforeseen increases in costs which may result in adverse impact on our affect our revenues, cash flows or operations.

3. ***Our business is substantially dependent on tenders being floated by government authorities, public sector undertakings and utilities, from which we derive a significant portion of our revenues, i.e. approximately 88% of our revenue from operations for the six months period ended September 30, 2023. Any delays in tenders released by the government authorities or no tenders being released by the government entities may have a material adverse effect on our business and results of operations.***

For the six months period ended September 30, 2023, we derived 88% of our revenue from operations from the tenders released by government entities (domestic as well as international). In the event any one or more clients cease to release tenders, our business may be adversely affected. There may be factors other than our performance, which may not be predictable, which could cause loss of clients. Our EPC contracts relating to setting up of transmission towers and conductors and substations and electrification and earthwork for Indian railways are entered into primarily with the public sector undertakings such as state and central government owned entities. Such projects are typically awarded through a competitive bidding process where the tender documents specify certain pre-qualification criteria which may vary from project to project.

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

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

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

We have four manufacturing facilities in India which are located at Vadodara in the state of Gujarat, Deoli in the state of Maharashtra and Silvassa (two units for manufacturing poles and conductors, each) in the union territory of Dadra and Nagar Haveli. For further details, see "*Our Business – Description of our Business – Integrated In-house model*" on page 190. We are dependent on our manufacturing facilities for the fabrication or production of towers, conductors and poles and for galvanizing the towers and poles manufactured by us. Our manufacturing facilities are concentrated in West and Central India and events impacting those geographical areas may disrupt our production and operations. Further, our manufacturing facilities are subject to operating risks, such as the breakdown or failure of equipment, disruption in power supply or processes, severe weather conditions, performance below expected levels of efficiency, obsolescence, logistical issues, labor disputes, natural disasters, industrial accidents, infectious diseases, political instability, the need to comply with the directives of relevant government authorities and the requirement to obtain certain material approvals to operate our manufacturing facilities. For instance, our manufacturing facilities were shut pursuant to the lockdowns imposed during COVID-19 pandemic which impacted approximately 30 days of our total production.

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

5. ***In the past, our books of accounts have been inspected by the Ministry of Corporate Affairs ("MCA") and certain non-compliances have been found by the MCA in our books of accounts. We have filed compounding applications with the MCA for such non-compliances. If we are subject to penalties or other regulatory actions in relation to the non-compliances, our reputation, business and results of operations could be adversely affected.***

MCA had conducted an inspection of our books of accounts, records and other statutory documents on November 19, 2018, under Section 206(5) of the Companies Act, 2013, whereby our Company was required to furnish details in relation to *inter alia* (a) the long term borrowing availed from Gammon India Limited in Financial Year ended March 31, 2014, (b) the various corporate guarantees given by us to various companies since April 1, 2014, (c) liabilities of our Company, (d) loans and advances made by our Company, (e) subcontracting expenses incurred by the Company, (f) provisioning for debts made by our Company. During the course of inspection, MCA found non-compliances in our books of accounts which, *inter alia*, included:

(i) failure to calculate impairment of assets recoverable amount from related party receivables for Financial Year ended March 31, 2018, which is in violation of section 129 of the Companies Act, 2013;

(ii) large amounts of bad debts written off by our Company in Financial Year ended March 31, 2017 and no steps taken by our Company to recover the same in the last two years;

(iii) inability to furnish relevant documentary proof for procurement of funds and valuation certificate for acquisition of our Company by Ajanma Holdings Private Limited in Financial Years ended March 31, 2017 and March 31, 2018; and

(iv) inflation of the profits of the Company by not provisioning for CSR activities in the balance sheet of the Company in Financial Year ended March 31, 2018, which is non-compliant with sections 128, 134 and 135 of the Companies Act, 2013 and improper disclosure of CSR activities in the Board report of the Company in violation of sections 134 and 135 of the Companies Act, 2013.

On December 19, 2023 and December 20, 2023, our Company filed three applications with the MCA pursuant to section 441 of the Companies Act, 2013 for compounding of violations of provision of sections 129, 134 read with 135 and 203 of the Companies Act, 2013, respectively.

There can be no assurance that MCA will compound these offences in a timely manner or at all. In the event that we are subject to any penalties or other regulatory actions in relation to the abovementioned compounding applications, our reputation, business and results of operations could be adversely affected. Further, we cannot assure you that such lapses will not occur in the future and that we will not be subject to further penalties or other regulatory action.

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

We have incurred significant capital expenditure for the six months period ended September 30, 2023 and Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, respectively. Further, in many cases, a significant amount of our working capital is required to finance the purchase of materials before payment is received from our clients and also for the objects of the Offer. Details of our capital expenditure and working capital is set out below:

(in ₹ million)

Particulars	**As at and for the**			
	Six months period ended September 30, 2023	**Financial Year ended March 31, 2023**	**Financial Year ended March 31, 2022**	**Financial Year ended March 31, 2021**
Capital expenditure *	152.57	659.56	707.53	254.23
Working capital	6,168.18	4,616.45	3,939.65	3,245.92

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

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

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

Our sources of additional financing, in the event that we need to draw on them to meet our working capital or capital expenditure needs, may include the incurrence of debt, the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt or issuance of debt securities or a combination of both, our interest and debt repayment obligations will increase, which could have a significant effect on our profitability and cash flows. If we do incur debt in the future, our interest and debt repayment obligations will increase, which may adversely affect our profitability and cash flows. We may also become subject to restrictive covenants in our financing agreements which may restrain us from undertaking capital expenditure and spend on our working capital requirements in a manner which may not be permitted under our financing documents. Please see *"- Our financing agreements contain covenants that limit our flexibility in operating our business. Further, our Company has availed unsecured loans from banks and other financial institutions, which may be recalled on demand. If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders, our lenders may accelerate the repayment schedules, and enforce their respective security interests, leading to a material adverse effect on our business and financial condition."* on page 43. Any issuance of equity to raise additional funds, on the other hand, would result in a dilution of the ownership of existing shareholders and our earnings per Equity Share.

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

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

See "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Qualitative and Quantitative Analysis of Market Risks – Credit Risk*" on page 335.

Our working capital requirements may increase if the payment terms in our agreements with our clients or purchase orders include reduced advance payments or longer payment schedules. These factors may result in increases in the amount of our receivables and short-term borrowings. Continued increases in our working capital requirements or our inability to obtain financing at favorable terms, or at all may have a material adverse effect on our financial condition, results of operations and cash flows.

7. We face certain competitive pressures from the existing competitors and new entrants in both public and private sector. Increased competition and aggressive bidding by such competitors are expected to make our ability to procure business in future more uncertain which may adversely affect our business, financial condition and results of operations.

Our business is highly competitive as we face competition from the competitors in the domestic market as well as in international markets. For details on our listed peers, see "*Basis of Offer Price- Comparison of accounting ratios with listed industry peers*" on page 101. Our Company primarily procures projects on the basis of competitive bidding which entails significant managerial time to prepare bids and proposals for contracts and at times requires us to resort to aggressive pricing to be able to be awarded the contracts. We may not be in a position to aggressively price our services in the future which may result in loss of business and adversely affect our future prospects. With increased competition, our ability to estimate costs to provide services required under the contracts and ability to deliver the project in a timely manner will determine our profitability and competitive position in the market. The possibility exists that our competitors might develop new technologies that might cause our existing technology and offerings to become less competitive. Our ability to anticipate such developments and deploy improved and appropriate technologies through development/acquisitions will determine our competitive position in the market place. Any failure on our part to compete effectively in terms of pricing of our services or providing quality services could have a material adverse effect on our operations and financial condition.

There can be no assurance that we will be able to compete successfully against our competitors as well as new entrants in our industry in the future, or that the companies that are not directly in competition with us now will not compete with us in the future. Accordingly, our business, financial condition, results of operations and future prospects would be adversely and materially affected if we are unable to maintain our competitive advantage and compete successfully against our competitors and any new entrants to our industry in the future.

8. We are exposed to foreign currency fluctuation risks, particularly in relation to import of raw materials, receivables from our foreign projects and our trade receivables, which may adversely affect our results of operations, financial condition and cash flows.

We present our financial statements in Indian Rupees. However, given that we execute projects outside India a significant portion of our business transactions is dealing with in foreign currencies. The breakdown of our revenue from operations on the basis of geography is set out below:

Particulars	Six months period ended September 30, 2023	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	Financial Year ended March 31, 2021
Revenue from operations generated in India (In ₹ million)	8,005.11	14,388.38	14,170.34	16,905.81
Percentage to total revenue from operations (%)	44.14	46.62	62.04	79.03
Revenue from operations generated outside India (In ₹ million)	10,130.20	16,472.99	8,671.08	4,485.05
Percentage to total revenue from operations (%)	55.86	53.38	37.96	20.97

Further, our raw materials such as zinc and aluminium are priced by reference to global benchmarks quoted in US dollars, and hence our expenditures are largely influenced by the value of the US dollar. For details on the exchange rates between the Indian Rupee and the USD, see *"Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors affecting our Financial Condition and Results of Operations – Exchange Rates"* on page 316.

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

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

(in ₹ million)

Name of currency	As at September 30, 2023		As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	Amount	% of total payables and receivables	Amount	% of total payables and receivables	Amount	% of total payables and receivables	Amount	% of total payables and receivables
Trade and other receivables								
U.S. Dollar	5,343.62	71.98%	5,954.90	73.01%	4,951.22	70.30%	1,837.31	52.40%
Euro	649.16	8.74%	423.44	5.19%	571.17	8.11%	125.37	3.58%
British Pound	-	0.00%	-	0.00%	-	0.00%	0.56	0.02%
Bhutanese Ngultrum	-	0.00%	82.8	1.02%	46.73	0.66%	307.33	8.77%
Nigerian Naira	-	-	1.41	0.02%	-	0.00%	115.87	3.30%
Kenyan Shilling	5.30	0.07%	233	2.86%	329.54	4.68%	344.18	9.82%
Franc CFA	-	-	-	-	-	-	73.80	2.10%
Bangladeshi Taka	774.22	10.43%	687.75	8.43%	525.32	7.46%	234.01	6.67%
Ghanaian Cedi	0.62	0.01%	6.81	0.08%	5.2	0.07%	16.08	0.46%
Jordinian Dinar	17.98	0.24%	30.03	0.37%	66.17	0.94%	48.5	1.38%
Mozambican Metical	15.84	0.21%	66.15	0.81%	42.26	0.60%	120.62	3.44%
Qatari Riyal	42.02	0.57%	39.86	0.49%	36.8	0.52%	35.59	1.02%
Swedish Krona	(0.00)	0.00%	7.46	0.09%	58.09	0.82%	80.76	2.30%
Afghan Afghani	13.90	0.19%	12.72	0.16%	8.31	0.12%	123.43	3.52%
Ugandan Shilling	7.25	0.10%	19.3	0.24%	15.96	0.23%	40.83	1.16%
Nicaraguan Cordoba	190.62	2.57%	157.71	1.93%	105.1	1.49%	1.82	0.05%
West African CFA Franc	287.50	3.87%	365.62	4.48%	192.39	2.73%	-	0.00%
Thai Baht	54.02	0.73%	65.72	0.81%	87.97	1.25%	-	0.00%
Philippine Peso	2.22	0.03%	2.05	0.03%	0.44	0.01%	-	0.00%
SZL	10.22	0.14%	-	0.00%	-	0.00%	-	0.00%
GMD	7.77	0.10%	-	0.00%	-	0.00%	-	0.00%
SRD	1.49	0.02%	-	0.00%	-	0.00%	-	0.00%
Total	**7,423.74**	**100%**	**8,156.74**	**100%**	**7,042.70**	**100%**	**3,506.05**	**100%**
Trade and other payables								
U.S. Dollar	2,083.40	73.42%	2,727.69	63.48%	1,550.49	57.86%	1,276.23	59.27%
Euro	42.28	1.49%	473.96	11.03%	15.34	0.57%	57.25	2.66%
Canadian Dollar	-	0.00%	-	0.00%	-	0.00%	50.54	2.35%
Bhutanese Ngultrum	-	0.00%	65.86	1.53%	51.24	1.91%	57.54	2.67%
Kenyan Shilling	11.67	0.41%	237.22	5.52%	301.31	11.24%	308.23	14.32%
Bangladeshi Taka	311.64	10.98%	462.79	10.77%	388.93	14.51%	157.51	7.32%
Ghanaian Cedi	-	0.00%	3.61	0.08%	7.33	0.27%	12.02	0.56%
Jordinian Dinar	-	0.00%	0.48	0.01%	73.13	2.73%	19.75	0.92%
Swedish Krona	-	0.00%	-	0.00%		0.00%	10.24	0.48%
Mozambican Metical	4.47	0.16%	5.48	0.13%	15.85	0.59%	48.22	2.24%
Nicaraguan Cordoba	215.47	7.59%	207.19	4.82%	138.86	5.18%	0.16	0.01%
Ugandan Shilling	8.09	0.29%	10.39	0.24%	19.79	0.74%	16.16	0.75%
Afghan Afghani	33.75	1.19%	27.05	0.63%	62.54	2.33%	130.69	6.07%
West African CFA Franc	108.20	3.81%	75.28	1.75%	19.03	0.71%	8.69	0.40%
Thai Baht	0.03	0.00%	0.21	0.00%	34.07	1.27%	-	0.00%
Philippine Peso	-	0.00%	-	0.00%	1.19	0.04%	-	0.00%
British Pound	-	0.00%	-	0.00%	0.78	0.03%	-	0.00%
Australian Dollar	-	0.00%	-	0.00%	0.06	0.00%	-	0.00%
SZL	4.46	0.16%	-	0.00%	-	0.00%	-	0.00%
GMD	13.54	0.48%	-	0.00%	-	0.00%	-	0.00%
SRD	0.59	0.02%	-	0.00%	-	0.00%	-	0.00%
Total	**2,837.61**	**100.00%**	**4,297.21**	**100%**	**2,679.84**	**100%**	**2,153.13**	**100%**

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

In the past, GIL was our holding company and in Financial Year ended March 31, 2016, it ceased to be our holding company pursuant to acquisition of our equity shares by our Promoter, Ajanma Holdings Private Limited. Our

Company along with GIL had filed an application dated April 10, 2017, before the National Company Law Tribunal, Mumbai bench praying for, amongst other things, the sanction of the Scheme of Arrangement under which GIL transferred its engineering, procurement and construction business in the transmission and distribution sector, including the tower testing facility located at Deoli, Maharashtra, tower manufacturing facilities located at Baroda, division of conductor factory at Silvassa, Dadra and Nagar Haveli, and the tower manufacturing facility at Deoli, Maharashtra, to our Company. Further, GIL continued to hold 25% in our Company in the Financial Year ended March 31, 2016. Owing to the borrowings of GIL, the shareholding of GIL in our Company was pledged to the lenders of GIL which were invoked by such lenders in 2018 and as a result of such invocation, the GIL's shareholding in our Company reduced. As on the date of this Draft Red Herring Prospectus, GIL holds 389,770 Equity Shares aggregating to 0.31% of the issued and paid-up Equity Share capital of our Company. For further details, see "*Capital Structure*" and "*History and Certain Corporate Matters*" on pages 72 and 204, respectively.

Pursuant to the two share purchase agreements, each dated November 23, 2023, our Company sold its shareholding in Burberry Infra Private Limited ("**Burberry**") to Ajanma Holdings and Freyssinet Prestressed Concrete Company Limited. Consequently, as on the date of this Draft Red Herring Prospectus, our Company does not have any shareholding in Burberry. Thereafter, Burberry has subscribed to 10,000,000 optionally convertible debentures and purchased 2,600 equity shares of DIPL, aggregating to 26% of issued and paid-up equity share capital of Deepmala Infra Private Limited ("**DIPL**"), a subsidiary of GIL. Further, Burberry has also acquired management control of DIPL. Owing to the related party transactions with Burberry (as an associate of our Company) in the past three Financial Years and the six months period ended September 30, 2023, as applicable, Burberry has been identified as our Group Company, in terms of the SEBI ICDR Regulations. For details see, *"Restated Consolidated Financial Information-Note 50: Related Party Disclosures"* on page 290. As on the date of this Draft Red Herring Prospectus, Burberry is a member of our Promoter Group.

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

10. Fluctuation in cost of raw materials or any shortages, delay or disruption in the supply of the raw materials we use in our manufacturing process due to factors beyond our control or may have a material adverse effect on our business, financial condition, results of operations and cash flows.

The major raw materials used by our Company include, steel, zinc and aluminum. Our operations are dependent upon the price and availability of the raw materials that we require for the manufacturing of lattice transmission towers, conductors, steel monopoles for transmission and distribution, street light poles, high mast, railway electrification masts, stadium mast, traffic light poles, derrick structures, solar street lights etc. We usually keep inventory of raw materials on a need basis, as purchases are project specific and grades of raw materials/ commodity vary project to project. If we face shortage in raw materials in the future, there can be no assurance that we may be able to acquire the raw materials from the market in a timely manner and at a reasonable price, or at all, and if we are not able to procure raw materials in sufficient quantities, we may not be able to manufacture our products or provide our services according to our pre-determined timeframes or as contracted with our clients, at our previously estimated product costs, or at all. Therefore, any shortage, delay or disruption in supply of any of our raw materials could have an adverse effect on our business, results of operations, cash flows and reputation. The table below sets out the breakdown of total cost of materials consumed and the number of days of inventory in the six months period ended September 30, 2023 and Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021:

Particulars	Six months period ended September 30, 2023*	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	Financial Year ended March 31, 2021
Total cost of materials consumed (in ₹ million)(1)	10,390.08	18,132.03	11,881.52	10,553.40
Percentage contribution of cost of material consumed towards the total expenses (in %)(2)	59.31	59.95	52.42	51.22
Number of days of inventory*(3)	61	59	78	87

* *Not annualized.*

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

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

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

The prices and supply of these raw materials are also affected by, among others, general economic conditions, volatility in commodity markets, competition, production costs and levels, the occurrence of pandemic (such as COVID-19), transportation costs, indirect taxes and import duties, tariffs and currency exchange rate. If we are unable to pass on cost increases to our clients or are unsuccessful in managing the effects of raw material price fluctuations, our business, financial condition, results of operations and cash flows could be materially and adversely affected. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 310.

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

Additionally, suppliers may stop manufacturing raw materials for us on acceptable terms in future and we may be unable to find alternative manufactures in a timely and efficient manner and on acceptable terms or at all. Other risks associated with our reliance on the suppliers to manufacture the raw materials include, quality assurance and timely delivery of the raw materials, misappropriation of our designs, limited ability to manage our inventory, financial and economic condition of the contract manufacturers etc. Moreover, if any of our suppliers suffer any damage to their facilities, theft of materials, encounter financial difficulties, are unable to secure necessary raw materials from their suppliers or suffer any other reduction in efficiency, we may experience significant business disruption. While we have not had any instances in the six months period ended September 30, 2023 and the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021, in the event of any such disruption, we would need to seek and source other qualified suppliers, likely resulting in further delays and increased costs, which could affect our business adversely.

11. Our inability to handle risks associated with executing foreign projects and supplying our products to foreign countries which could negatively affect our business with clients in foreign countries, as well as our operations and assets in such countries.

In the six months period ended September 30, 2023 and the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021, our Company has completed 27 projects across various countries.

Our international operations are subject to risks that are specific to each country and region in which we operate, as well as risks associated with international operations in general. Our international operations are subject to, among other risks and uncertainties, the following:

- social, economic, political, geopolitical conditions and adverse weather conditions, such as natural disasters, civil disturbance, terrorist attacks, war or other military action would affect our business and operations and may also prevent us from production or delivery of our products to our clients;
- compliance with local laws, including legal constraints on ownership and corporate structure, environmental, health, safety, labor and accounting laws, may impose onerous and expensive obligations on our foreign subsidiaries. If we are unable to comply with such laws, our business, results of operations, financial condition and cash flows could be adversely affected;
- understanding of the ground level conditions including costs of labour, material and services and impacts of changes in taxation;
- ability to get access to local materials and services at the rates quoted in the bids;
- unavailability of skilled and unskilled labour in foreign countries;
- changes in foreign laws, regulations and policies, including restrictions on trade, import and export license requirements, and tariffs and taxes, intellectual property enforcement issues and changes in foreign trade and investment policies, may affect our ability to both operate and the way in which we manage our business in the countries in which we operate;
- fluctuations in foreign currency exchange rates against the Indian Rupee, may affect our results of operations, the value of our foreign assets i.e. the relative prices at which we and our competitors undertake projects in the same markets and the cost of certain inventory and non-inventory items required for our operations;
- anti-competitive behavior, money laundering, bribery and corruption by third parties as well as crime and fraud;
- inability to effectively enforce contractual or legal rights and adverse tax consequences; differing accounting standards and interpretations.

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

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

In terms of our EPC contracts and requirement of the government clients, we are required to provide certain financial guarantees such as bid security, advance security, performance bank guarantees, and retention bank guarantees for our projects. We typically issue bank guarantees to the relevant authority with whom the contractual arrangement has been entered into. These guarantees are typically required to be furnished within a few days of the signing of a contract and remain valid up to around 12 to 18 months beyond the scheduled completion period or as required under specific contracts, after the defect liability period prescribed in that contract. In addition, letters of credit are often required to satisfy payment obligations to suppliers and sub-contractors. We may not be able to continue obtaining new financial, performance and retention bank guarantees in sufficient quantities to match our business requirements. If we are unable to provide sufficient collateral to secure the financial bank guarantees, performance bank guarantees, retention bank guarantees or letters of credit, our ability to enter into new contracts or obtain adequate supplies could be limited and could have a material adverse effect on our business, results of operations and financial condition.

Set out below is the amount of bank guarantees/ surety bonds furnished by our Company in the six months period ended September 30, 2023 and Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, respectively.

Particulars	Six months period ended September 30, 2023	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	Financial Year ended March 31, 2021
Amount of bank guarantees furnished (in ₹ million)	34,736.92	30,304,40	21,526.20	19,591.59
Amount of surety bonds furnished (in ₹ million)	200.15	198.52	0.00	0.00

We may be unable to fulfil any or all of our obligations under the contracts entered into by us in relation to our ongoing projects due to unforeseen circumstances which may result in a default under our contracts resulting in invocation of the bank guarantees issued by us. While we have not had any instances in the six months period ended September 30, 2023 and the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021, if any or all the bank guarantees are invoked, it may result in a material adverse effect on our business and financial condition. Also see, "– *We have certain contingent liabilities, which, if they materialize, may or may not adversely affect our results of operations, financial condition and cash flows*" on page 47.

13. We are exposed to claims, penalties and damages resulting from delays in our projects which may have an adverse effect on our business.

We may face delays in our EPC / turnkey projects due to the internal processes/client processes involving periodical approval of project milestones, right of way or foreign approvals and clearances, resulting in delay in project execution, which adversely impacts us, especially if the contract is on a fixed-rate basis. Actual or claimed defects in equipment procured and / or construction quality could give rise to claims, liabilities, costs and expenses, relating to loss of life, personal injury, damage to property, damage to equipment and facilities, pollution, inefficient operating processes, loss of production or suspension of operations. Although in certain cases our suppliers are required to compensate us for certain equipment failures and defects, such arrangements may not fully compensate us for the damage that we suffer as a result of equipment failures and defects or the penalties under our agreements with our clients, and they also do not generally cover indirect losses such as loss of profits or business interruption. We may also face delays due to shortage and pilferage of our materials lying at the sites which may either suffer losses due to theft, pilferage, breakage, mishandling which may require us to replace these materials and consequently resulting in further costs and time being lost for procuring them. Further, while we typically give performance guarantees and other guarantees to our clients in relation to our projects, in case of non-performance due to delay, the said guarantees may be invoked by our clients and such liabilities may become effective. For further details, see *"- We are required to furnish bank guarantees/ surety bonds as part of our business. Our inability to arrange such guarantees or the invocation of such guarantees or our inability to fulfill any or all of the obligations under such bank guarantees / surety bonds may or may not adversely affect our cash flows and financial condition"* on page 36. Any significant operational problems or the temporary unavailability of the machines and equipment could result in delays or incomplete projects or services and adversely affect our results of operations. During the six months period ended September 30, 2023 and Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, our Company has faced certain claims in relation to delay in completion of our projects, which resulted in imposition of penalties aggregating to ₹ 0.00 million, ₹ 2.31 million, ₹ 0.00 million and ₹ 7.64 million, respectively. We cannot assure you whether there will be further delays in our ongoing projects or future projects and we will face penalties in that regard, which may result in an adverse impact on our financial condition, operations and reputation.

14. Our Company has had related party transactions with Gammon Engineers and Contractors Private Limited ("GECPL") which is facing restructuring by its lenders, pursuant to which we propose to acquire a part of its business. Any action against GECPL pursuant to its restructuring may have a material adverse impact on our Company and the proposed acquisition.

We have had related party transactions with GECPL in the six months period ended September 30, 2023 and Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021, as applicable. For details see, *"Restated Consolidated Financial Information- Note 50: Related Party Disclosures"* on page 290. GECPL is currently unable to meet its financial obligations and its lenders are actively pursuing restructuring of GECPL under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019. Our Company along with our Promoter, Ajanma Holdings, are proposing to acquire a part of the business of GECPL for which our Company along with our Promoter, Ajanma Holdings, have submitted an offer to the lenders of GECPL which is subject to approval and acceptance by these lenders. The acquisition will be funded through the internal cash accruals of our Company and Net Proceeds will not be utilized towards the acquisition, in any manner. While we cannot foresee the outcome owing to acquisition of the part of the business of GECPL in the future, we cannot assure you that acquiring the business of GECPL will not have any impact on our financial condition, our business operations or reputation in any manner.

15. We rely on third party logistics providers for transportation of our products and machines to the project site or distribution to our clients. Any delay or disruption or refusal by our third-party logistics providers in timely delivery of our products may affect our business, results of operations and cash flow adversely.

We do not own any trucks, containers, commercial vehicles or marine cargo containers and typically use third-party logistics providers for all our domestic and international transportation needs and as a result incur considerable expenditure.

We have incurred freight and other related expenses for the six months period ended September 30, 2023 and Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021, respectively, details of which are set out below:

Particulars	Six months period ended September 30, 2023	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	Financial Year ended March 31, 2021
Freight and other expenses (in ₹ million)	809.99	1,727.76	1,136.39	822.62
Percentage contribution of freight and other expenses towards the total expenses (in %)	4.62	5.71	5.01	3.99

Since our projects are subject to completion within prescribed timelines under our EPC contracts, our clients rely significantly on timely deliveries of our projects and any delays in transportation of key materials to our project sites can lead to our clients delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such project.

Any service disruption by the logistics service providers as a result of a failure or disruption of their facilities or equipment, technological issues, lower capacity and congestion during peak, shipment volume periods, force majeure, prolonged power outage, third-party sabotages, disputes, employee delinquencies or strikes (including port led strikes), poor port management, political instability, government inspections or regulatory orders mandating service halt or temporary or permanent shutdowns could adversely impact our business operations. The outbreak of an epidemic or a pandemic, such as the outbreak of COVID-19 (including the Delta variant and Omicron variant), may also cause a significant disruption to our business.

Additionally, international shipping prices may be affected due to factors like shipment size, distance, poor transport infrastructure in the recipient countries, extreme weather conditions, blockages, natural disasters, piracy, war and economic and legal sanctions. In the past, our shipments have been delayed and our shipping prices have increased due to capacity constraints, container shortages, abnormal rise in rates of shipping, ECOWAS sanctions and other unforeseen events. Such eventualities may adversely affect our business, financial condition, result of operations and cash flows.

16. We may not always be able to possess and maintain our pre-qualification capability.

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

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

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

Our business and projects require individuals to work under potentially dangerous circumstances or with flammable materials such as zinc ash, acids, petroleum fuels like diesel, light diesel oil, liquefied petroleum gas etc. For example, if improperly handled such materials can serious injury or even kill employees or other persons, and cause damage to our properties and the properties of others. Despite compliance with requisite safety requirements and standards, our operations are subject to significant hazards, including explosions, fires, mechanical failures and other operational problems, discharges or releases of hazardous substances, chemicals or gases and other environmental risks. For further details see, *"Key Regulations and Policies*" on page 198. Our environmental licenses may also be subject to termination in case of occurrence of such incidents at our facilities.

Further, our business and operation involve inherent industrial risks and occupational hazards and are subject to hazards inherent in providing architectural and construction services, such as and including risk of equipment failure. Such inherent industrial risks and occupational hazards may not be eliminated through implementing safety measures. We participate in certain activities presenting risks and dangers, among which are underground excavation and construction, tunneling projects and the use of heavy machinery. Our project sites also involve working at great heights and potentially dangerous locations which can seriously injure or even kill employees or labourers. We depend on machinery and equipment to implement our project. Any manufacturing defect or poor maintenance systems of the machinery may cause strain on our machinery and lead to delays in implementation of our projects.

These hazards can cause personal injury and loss of life or destruction of property and equipment as well as environmental damage. In addition, the loss or shutting down of our manufacturing facilities resulting from any accident in our operations could disrupt our business operations and adversely affect our results of operations, financial condition and reputation. We could also face claims and litigation filed on behalf of persons alleging injury predominantly due to occupational exposure to hazards at our facilities. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our business, financial condition, results of operations and cash flows could be adversely affected. In the past our Company has faced claims in relation to personal injury cause to our workers while working on our projects.

18. We are subject to various laws and extensive government regulations and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required in the ordinary course of our business, including environmental, health and safety laws and other regulations, our business financial condition, results of operations and cash flows may be adversely affected.

We are required to comply with Indian laws, among other things, relating to occupational health and safety (including laws regulating the generation, storage, handling, use and transportation of waste materials, the emission and discharge of hazardous waste materials into soil, air or water, and the health and safety of employees) for our projects and manufacturing facilities. For regulations and policies applicable to our Company, see "*Key Regulations and Policies*" beginning on page 198. Further, we are also required to comply with the laws of the various international jurisdictions in which our Company operates or executes projects. While there have been no instances in the past three Financial Years, there can be no assurance that we will be in compliance at all times with such laws, regulations and the terms and conditions of any such consents or permits. If we violate or fail to comply adequately with these requirements, we could be fined or otherwise sanctioned by the relevant regulators. For further details of pending renewals and pending material approvals, see "*Government and Other Approvals*" on page 346. If we fail to retain, renew or receive any of such approvals, licenses, registrations, permissions or renewals, in a timely manner or at all, our business, financial condition, results of operations, cash flows and prospects may be adversely affected.

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

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

In addition, we may be subject to additional laws, regulations and rules with respect to environment protection, health and safety in the jurisdictions we currently operate. As we expand into new markets, we may be required to comply with various environmental, health and safety laws and regulations. In complying with these additional laws, regulations and rules, we may incur substantial costs, including those relating to maintenance and inspection, development and implementation of emergency procedures and insurance coverage or other additional costs to address environmental incidents or external threats. Our inability to control the costs involved in complying with these and other relevant laws and regulations could have an adverse effect on our business, financial condition, results of operations and cash flows.

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

Our Company, Promoters, Directors, Subsidiaries and Group Companies are involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals or other governmental authorities. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally from us and other parties. Further, an FIR has been filed by the Central Bureau of Investigation, Anti-Corruption Bureau, Lucknow, Uttar Pradesh ("**CBI**") against 189 parties including our Company in relation to the irregularities committed with criminal intent in the implementation of various works relating to "Gomti River Channelization Project" and "Gomti River Front Development" by the Irrigation Department of the Government of Uttar Pradesh. For details, see *"Outstanding Litigation and Material Developments-Litigation against our Company - Criminal litigation"* on page 337. Should any new developments arise, such as any change in applicable Indian law or any rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase expenses and current liabilities. Any adverse decision in such legal proceedings may have a material adverse effect on our business, financial condition, results of operations and cash flows.

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

Name of entity	Number of Criminal proceedings	Number of Tax proceedings	Number of Statutory or regulatory proceedings	Number of Material civil litigations	Number of Other pending material litigation	Aggregate amount involved* (in ₹ million)
Company						
By our Company	8	N.A.	N.A.	5	1	1,272.25
Against our Company	2	21	2	3	6	1,371.40
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Directors	Nil	Nil	Nil	Nil	Nil	N.A.
Promoters**						
By our Promoters	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Promoters	Nil	Nil	Nil	Nil	Nil	N.A.
Subsidiaries						
By our Subsidiaries	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Subsidiaries	Nil	Nil	Nil	Nil	Nil	N.A.
Group Companies						
By our Group Companies	Nil	Nil	Nil	Nil	Nil	N.A.
Against our Group Companies	Nil	Nil	Nil	Nil	Nil	N.A.

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

** *Other than proceedings involving our Directors.*

In the past, our Company has received a show cause notice from RBI dated January 18, 2023 ("**SCN**"), on account of our Company's failure to realize and repatriate to India an aggregate value of ₹6,645.55 million for the goods or software exported by our Company, within the timeline prescribed under Regulation 9 of RBI notification no. FEMA 23(R) made under FEMA. The SCN further stated that RBI has decided to pass an order under Regulation 16 of RBI notification no. FEMA 23(R) made under FEMA and put our Company's name under the caution list of exporters due to such non-compliance as stipulated in the A.P. {D.I.R. Series} Circular No. 74 dated May 26, 2016 read with A.P. {D.I.R. Series} Circular No. 3 dated October 9, 2020, and our Company was directed to submit a written response against such order to be passed by the RBI. Our Company submitted its response to the SCN, stating that, *inter alia*, 41 out of the 602 outstanding bills were submitted with the authorized dealer banks and were pending closure in their banking system and 48 out of the 602 outstanding bills have been realized but the same are not reflected in the export data processing and monitoring system, and certain bills were under dispute with third parties. Further, we submitted that since our Company is an EPC company, majority of our export transactions are covered under approved project export memorandum and are guided by certain milestone payment terms as per the conditions of the turnkey contracts. One of our authorized dealer banks had also submitted to the RBI, *inter alia*, that it was satisfied with the efforts made by our Company towards reduction of pending shipping bills and further submitted that they do not recommend inclusion of our Company's name under the caution list of exporters. RBI took on record the submissions made by our

Company and issued a warning to our Company to strictly adhere to all the FEMA guidelines in the future. As on the date of this Draft Red Herring Prospectus, the name of our Company has not been put under the RBI caution list for exporters and our Company has not received any further communication from RBI and no proceedings have been initiated against our Company in this regard. However, there can be no assurance that RBI will not take any further action against our Company in the future or that we will be able to clear some or all of our shipping bills in the future or at all. Any adverse action in the future or inability of our Company to realize and repatriate the outstanding dues may have a material adverse impact on our business operations and financial condition.

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

The counterparties to a number of our EPC contracts are Indian and foreign government entities and these contracts are usually based on the forms chosen by the such entities. As a result, we have only a limited ability to negotiate the terms of these contracts, which tend to favour the government clients. For instance, the terms laying out our obligations in relation to delivery and completion schedules, specifications for manufacturing and testing of products, guarantees to be furnished by us for the project, right of way, foreign clearances etc., are determined by the government entities and we are not permitted to amend such terms. The contractual terms may present risks to our business, including:

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

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

21. We operate in a labor-intensive industry and are subject to stringent labor laws and any strike, work stoppage or increased wage demand by our employees or any other kind of disputes with our employees could adversely affect our business, financial condition, results of operations and cash flows.

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

As of September 30, 2023, we had a total of 1,575 employees. For details, see *"Our Business - Employees"* on page 195. There can be no assurance that we will not experience any disruptions in our operations due to any disputes with our employees, strike or work stoppage in the future. In addition, work stoppages or slow-downs experienced by our clients or key suppliers could result in slow-downs or closures of our units where our products are included in the end products. If we or one or more of our clients or key suppliers experience a work stoppage, such work stoppage could have an adverse effect on our business, financial condition, cash flows and results of operations. Our Company has outstanding litigation in relation to the payments of employee provident fund in the past. For further details, see *"Outstanding Litigation and Material Developments – Litigation against our Company"* on page 337.

We are also subject to a number of stringent labor laws that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes financial obligations on employers upon retrenchment. For further details see, *"Key Regulations and Policies"* on page 198. If labor laws become more stringent, it may become more difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

In addition, we have entered into contracts with independent contractors under the Contract Labor (Regulation and Abolition) Act, 1970, who in turn engage on-site contract labor for performance of certain of our ancillary operations in India. Although our Company does not engage these laborers directly, we may be held responsible for any wage payments to be made to such laborers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition. If we are unable to renew the contracts with our independent contractors at commercially viable terms or at all, our business, financial condition, results of operations and cash flows could be materially and adversely affected.

22. Information relating to historical installed capacity and estimated capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates and our future production and capacity utilization may vary. Under-utilization or ineffective utilization of our manufacturing capacity may have an adverse effect on our business and future financial performance.

As on September 30, 2023, our Company has four manufacturing facilities with one located in each Vadodara, Gujarat and Deoli, Maharashtra, and two facilities located in Silvassa, Dadra and Nagar Haveli. Information relating to our installed capacity, actual production and capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management and independent chartered engineer, namely, Suvabrata Dasgupta (registration number: M-137099-5), including proposed operations, assumptions relating to availability and quality of raw materials, potential utilization levels and operational efficiencies. The following table sets forth the installed production capacity and the capacity utilization rate at our manufacturing facilities as at September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021.

Manufacturing Facilities	For six months period ended			Financial Year ended								
	September 30, 2023*			March 31, 2023			March 31, 2022			March 31, 2021		
	Average Estimated Half year Available Installed Capacity	Actual Production (From April to Sept) Half year	Capacity Utilisation for Half year	Average Estimated Annual Available Installed Capacity	Actual Production	Capacity Utilisation	Average Estimated Annual Available Installed Capacity	Actual Production	Capacity Utilisation	Average Estimated Annual Available Installed Capacity	Actual Production	Capacity Utilisation
	(MT)	(MT)	(%)	(MT)	(MT)	(%)	(MT)	(MT)	(%)	(MT)	(MT)	(%)
Deoli, Maharashtra[#]	25,000[%]	23,166	92.66	50,000[%]	47,455	94.91	50,000[%]	44,016	88.03	50,000[%]	32,519	65.03[##]
Vadodara, Gujarat[#]	15,000[$$]	13,478	89.85	30,000[$$]	28,200	94.00	30,000[$$]	24,443	81.47	30,000[$$]	27,058	90.13
Silvassa (Pole), Dadra and Nagar Haveli	6,000[@@]	5,057	84.28	12,000[@@]	7,799	64.99	12,000[@@]	9,684	80.70	12,000[@@]	7,884	65.70
Silvassa (Conductor), Dadra and Nagar Haveli[$]	24,000[@]	22,821	95.08	48,000[@]	23,750	49.47	48,000[@]	5,266	10.97[**]	48,000[@]	26,941	56.12

** For the six months period ended September 30, 2023, average estimated capacity shown for half year as actual production shown for half year*

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

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

*** For Financial Year ended March 31, 2022 capacity utilization was low due to low order booked position.*

For Financial Year ended March 31, 2021 capacity utilization stood at 65.03% for the manufacturing facility due to the global pandemic caused by COVID-19 as well the subsequent low order booking during the said financial year period.

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

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

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

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

For further information regarding our manufacturing facilities, including our historical installed capacity and estimated capacity utilization, see "*Our Business – Our In-house Integrated Model*" on page 190. Actual and future manufacturing volumes and capacity utilization may differ significantly from the estimated capacities of our manufacturing facilities.

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

23. Our financing agreements contain covenants that limit our flexibility in operating our business. Further, our Company has availed unsecured loans from banks and other financial institutions, which may be recalled on demand. If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders, our lenders may accelerate the repayment schedules, and enforce their respective security interests, leading to a material adverse effect on our business and financial condition.

As on September 30, 2023, our borrowings, on a consolidated basis, were ₹6,080.74 million. A portion of these borrowings is secured by mortgage of immovable properties, hypothecation of current assets (both present and future) and fixed immovable assets. Our existing financing arrangements contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to, without prior consents from the lenders, engage in acts that may be in our long-term best interest, including restrictions on our ability to, among other matters, change our capital structure, undertake merger or amalgamation, change our ownership and composition of our board of directors, senior management or key managerial personnel, issue further Equity Shares, make certain payments (including payment of dividends, redemption of shares and prepayment of indebtedness), alter the business we conduct or investments to set up new projects or expansion activities, entering into real estate transactions, engaging the services of other banks in the Offer including as investment banks, escrow collection banks, public issue account banks, sponsor banks and refund banks and other intermediaries and other ancillary actions as may be required in relation to the Offer, carry out modifications, amendments or alterations to the constitutional documents of the Company, enter into borrowing arrangements with any other bank, financial institution, company or otherwise, create any charges, lien or encumbrances over our assets or undertaking or any part thereof in favor of any third party, or sell, assign, mortgage or dispose of any fixed assets charged to a lender or wind-up, liquidate or dissolve affairs or take steps for voluntary winding up or liquidation or dissolution.

If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders or if any events of default occur, our lenders may accelerate the repayment schedules or terminate our credit facilities. For the six months period ended September 30, 2023 and Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, we have outstanding unsecured loans amounting to ₹1,317.78 million, ₹835.64 million, ₹245.22 million and ₹38.89 million, respectively, from banks and other financial institutions, which are repayable on demand to them. These loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. In such cases, we may be required to repay the entirety of the unsecured loans together with accrued interest. There can be no assurance that the lenders will not recall such borrowings or if we will be able to repay loans advanced to us in a timely manner or at all. Subsequently, if we are unable to pay our debt, affected lenders could also proceed against any collateral granted to them to secure such indebtedness. Further, such covenant defaults could result in cross-defaults in our other debt financing agreements. In the event our lenders accelerate the repayment of our borrowings, there can be no assurance that we will have sufficient assets to repay our indebtedness.

Additionally, pursuant to the Scheme of Arrangement, our Company was allocated certain borrowings, however, certain lenders thereof did not sign the novation agreements with us for such borrowings. Accordingly, while such lenders have not recorded our Company as a borrower, we have intimated such lenders in relation to the Offer, to the extent practicable. For details, see "*Restated Consolidated Financial Information – Note 19: Other Financial Liabilities*" on page 279.

If our future cash flows from operations and other capital resources become insufficient to pay our debt obligations or our contractual obligations, or to fund our other liquidity needs, we may be forced to sell assets or attempt to restructure or refinance our existing indebtedness. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest or principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our creditworthiness or credit rating, which could harm our ability to incur additional indebtedness on acceptable terms.

24. Our Statutory Auditors have referred to certain instances of fraud in their Companies (Auditor's Report) Order (CARO) report.

Our Statutory Auditors have referred to one instance of fraud that occurred in Financial Year ended March 31, 2021, in their CARO report. During Financial Year ended March 31, 2021, a fraud was committed on our Company by one of our employees which resulted in embezzlement of ₹ 24.40 million caused by the creation and passing bills of vendor for services which was not availed by our Company. The fraud was detected by us, and we have taken appropriate steps to recover the amount from the concerned employee.

There can be no assurance that any similar emphasis of matter or remarks will not form part of our financial statements for the future financial years, or that such remarks will not affect our financial results in future financial years. Investors should consider the remarks and observations in evaluating our financial condition, results of operations and cash flows. Any such remarks or emphasis of matter in the auditor's report and/ or CARO report on our financial statements in the future may also affect our financial condition and the trading price of the Equity Shares.

25. ***Projects undertaken through a joint venture may be delayed on account of the performance of the joint venture partner or, in some cases, losses from the joint venture may have an adverse effect on our business, results of operations and financial condition.***

We enter into various joint ventures as part of our business and operations. The success of these joint ventures depends significantly on the satisfactory performance by our joint venture partner and fulfilment of its obligations. For details, see "*History and Certain Corporate Matters – Joint Ventures*" on page 209. If our joint venture partners fail to perform these obligations satisfactorily, the joint venture may be unable to perform adequately or deliver its contracted services. In such cases we may be required to make additional investments and/ or provide additional services to ensure the adequate performance and delivery of the contracted services as we are subject to joint and several liabilities as a member of the joint venture, in most of our projects. Such additional obligations could result in reduced profits or, in some cases, significant losses for us. The inability of a joint venture partner to continue with a project due to financial or legal difficulties could mean that we would bear increased and possibly sole responsibility for the completion of the project and bear a correspondingly greater share of the financial risk of the project. Further any disputes that may arise between us and our strategic partners may cause delays in completion or the suspension or abandonment of the project. In the event that a claim, arbitration award or judgement is awarded against the consortium, we may be responsible for the entire claim. While there have not been such instances in the past three years, in 2017 our Company was required to complete the project and handover the facilities at its risk and cost due to the failure of one of our partners. We cannot assure that our relationships with our consortium partners in the future will be amicable or that we will have any control over their actions. Further, while we enter into agreements in relation to our business joint ventures, we have not been able to trace the original agreement in relation to one of our business joint ventures, which was transferred to us pursuant to the Scheme of Arrangement. The realization of any of these risks and other factors may have an adverse effect on our business, results of operations and financial condition.

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

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

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

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

Our business is highly dependent on the requirements of power generation companies, which is extremely dynamic and the sector has witnessed significant enhancement of power generation capacity, expanding access to electricity, promoting renewable energy, and implementing innovative policies, over the course of a decade. To keep abreast of the most updated technology and respond effectively to changing preferences and requirements of our clients, we are constantly developing and producing new age products such as HTC and HTLS conductors, integrated solar street lights, decorative poles, FRP poles etc. which cater to the dynamic nature of the power sector of India.

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

28. Our business is expected to become more integrated and our historical results of operations may not be indicative of our future performance and thus affecting our business, financial condition, results of operations and future prospects.

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

The implementation of these strategies depends on several factors including, among other things, favourable Indian and global markets and policies, availability of funds, less competition and our ability to retain and recruit competent employees. Some of the factors are beyond our control and by nature, are subject to uncertainty. There is no assurance that our strategies can be implemented successfully. Any failure or delay in the implementation of any or all of these strategies may have a material adverse effect on our business, profitability and future prospects. There can be no assurance that our revenues or profits will continue to increase or that our profit margin will not significantly decrease or that we will not experience losses from our new businesses. As a result, our historical results of operations may not be indicative of our future performance.

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

We are unable to trace payment challans in respect of (i) certain Form-2/ PAS 3 filed by our Company with the RoC in relation to allotment of equity shares on August 18, 2008, March 30, 2009, November 19, 2011 and March 31, 2013, (ii) the Form-18 filed on June 2, 2008 for our registered office address, being, G-55, MIDC, Butibori, Nagpur 411 108, Maharashtra, (iii) the Form-18 filing for change of our registered office on March 27, 2013 from G-55, MIDC, Butibori, Nagpur 411 108, Maharashtra to R: F, 3rd: W: P: 3/8, Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai 400 038, Maharashtra, (iv) the Form INC 22 filing for change of our registered office on November 24, 2016 from R: F, 3rd: W: P: 3/8, Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai 400 038, Maharashtra to 501 A,B,C,E Fortune 2000, Block G, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, and (v) the Form MGT-14 dated August 28, 2018 for alteration of the Memorandum of Association of our Company. Further, some of the corporate filings such as Form MGT-14 for conversion of optionally convertible debentures in relation to the allotment of equity shares dated October 30, 2017, Form MGT -14 for board resolution dated December 6, 2022 in relation to appointment of our erstwhile chief financial officer, Sanjay Kumar Agrawal, Form MGT – 14 for board resolution dated May 5, 2017 in relation to appointment of our erstwhile company secretary, Anupriya Garg, and MGT 14 for extra ordinary general meeting of our Company dated April 28, 2008 for the issuance of equity shares to Associated Transrail Structures Limited, were filed with the RoC, after the due date under Companies Act. Furthermore, our Company has inadvertently filed Form 2 for the allotment dated November 19, 2011, to reflect that these allotments were made for consideration other cash while cash was received when loan was granted to our Company. For further details, see "*Capital Structure - Notes to the Capital Structure"* on page 73. We have obtained a certificate dated March 8, 2024 from Mehta & Mehta Company Secretaries, independent practicing company secretaries ("**PCS**") in relation to the above pursuant to searches carried out by the PCS at the RoC. While it is unlikely to have a material financial impact on us, we cannot assure you that these form filings were made in a timely manner or at all. Further, we cannot assure you that we will not be subject to any penalties imposed by the competent regulatory authority in connection with these corporate records or filings. While no disputes or regulatory actions have arisen in connection with these filings until date, we cannot assure you that no such actions will be initiated in the future.

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

Our business and the implementation of our strategy is dependent upon our Directors, Key Managerial Personnel and our Senior Management Personnel, who oversee our day-to-day operations, strategy and growth of our business. If one or more members of our Key Managerial Personnel and Senior Management Personnel are unable or unwilling to continue in their present positions, such persons could be difficult to replace in a timely and cost-effective manner. There can be no assurance that we will be able to retain these personnel. The loss of our Key Managerial Personnel or members of our Senior Management or our inability to replace such Key Managerial Personnel or members of our Senior Management may restrict our ability to grow, to execute our strategy, to raise the profile of our brand, to raise funding, to make strategic decisions and to manage the overall running of our operations, which would have an adverse impact on our business, results of operations, financial position and cash flows.

During Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, we have experienced certain changes to our Key Managerial Personnel and our Senior Management Personnel.

The table below indicates the attrition rates of our Key Managerial Personnel and Senior Management Personnel for Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021:

Particulars	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	Financial Year ended March 31, 2021
Attrition rate of Key Managerial Personnel (in %)	20.00	25.00	33.33
Attrition rate of Senior Managerial Personnel (in %)	15.38	53.33	14.29

For details in relation to the changes in our Key Managerial Personnel and our Senior Management team, see *"Our Management – Changes in our Key Managerial Personnel and Senior Management Personnel"* on page 229.

Further, the attrition rate for the employees of our Company for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 was 21.82%, 21.13% and 9.59%, respectively

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

31. Trade receivables, contract assets and inventories form a substantial part of our current assets and net worth. Failure to manage the same could have an adverse effect on our profitability, cash flow and liquidity.

Our business is working capital intensive and hence, Trade Receivables, contract assets and inventories form substantial part of our current assets and net worth. For the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021, the trade receivable, contract assets and inventories on an aggregate basis represent approximately 70.32%, 70.82% and 63.49% of total assets respectively.

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

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

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

Our insurance policies consist of coverage for risks relating to erection all risk, contractors all risk, workmen, employee benefit insurance, professional indemnity, contractor's plant and machinery, motor vehicles policy, marine, stock insurance and public liability insurance. Our company's insurance cover collectively was ₹165,697.14 million as of September 30, 2023. In respect of our tangible assets (excluding land) our insurance coverage stood at ₹5,151.96 million as of September 30, 2023, against net book value of ₹2,768.55 million. Consequently, our Company's insurance cover in respect of its tangible assets (excluding land) was adequately covered. Our company's insurance cover against risks relating to (i) manpower such as, workmen compensation policy, employee benefit policy, and (ii) insurance cover against liability risk such as professional indemnity policy, and public liability policy was ₹6,317.33 million and ₹776.40 million respectively as on September 30, 2023. Our Company's insurance cover relating to other business risks covered under erection all risk, contractors all risk, marine transit policies, cash transit, contractor's Plant and machinery amounted to ₹153,451.45 million, as on September 30, 2023.

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

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

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

Our contingent liabilities for as at September 30, 2023, are as follows:

Particulars	**Amount as of September 30, 2023 (₹ in million)**
Contingent Liabilities	
Bank guarantees issued by the bankers	1,263.92
Indirect tax matters for which Company has preferred appeal	885.48
Direct tax matters for which Company has preferred appeal	297.46
Others	114.95
Total	**2,561.81**

We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future. If any of these contingent liabilities materialize, our financial condition and results of operation may be adversely affected. For further details on our contingent liabilities, see "*Summary of the Offer Document*" and "*Restated Consolidated Financial Information — Note 48: Contingent liabilities and Commitments*" on pages 13 and 289, respectively.

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

In the ordinary course of our business, we have entered into transactions with related parties especially without joint ventures. While we believe that all related party transactions that we have entered into are business transactions conducted on an arms' length basis, there can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties. Furthermore, it is likely that we will continue to enter into related party transactions in the future. The table below sets forth the details of our related party transactions for the six months period ended September 30, 2023 and Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021, respectively.

Particulars	**Six months period ended September 30, 2023**	**Financial Year ended March 31, 2023**	**Financial Year ended March 31, 2022**	**Financial Year ended March 31, 2021**
Revenue from operation with related party (in ₹ million)	1,552.90	4,070.11	3,615.80	2,920.67
Contribution of related party transactions towards the total revenue of operations (%)	8.56	13.19	15.83	13.65

For further details regarding our related party transactions, see the section "*Restated Consolidated Financial Information*" as disclosed on page 240. There can be no assurance that these or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations and future prospects. Further, the transactions we have entered into and any future transactions with our related parties have involved or could potentially involve conflicts of interest which may be detrimental to our Company and against your interest.

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

We have commissioned and paid for a report titled "*Industry Assessment: Power, Civil Construction, and Poles & Lighting*" dated January 2024 issued by CRISIL (the "**CRISIL Report**"), which is exclusively prepared for the purposes of the Offer, which has been used for industry related data that has been disclosed in this Draft Red Herring Prospectus. The CRISIL Report uses certain methodologies for market sizing and forecasting and relies on assumptions which are specified in the CRISIL Report. The CRISIL Report is prepared based on industry information as of specific dates and may no longer be current or reflect current trends and has based its information on estimates, projections, forecasts and assumptions that may prove to be incorrect. CRISIL has advised that while it has taken reasonable care to ensure the accuracy and completeness of the CRISIL Report, it believes that the CRISIL Report presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive, and that the results that can be or are derived from these findings are based on certain assumptions and parameters/ conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged. Further, the CRISIL Report is not a recommendation to invest / disinvest in any company covered in the CRISIL Report. Accordingly, prospective investors should not base their investment decision solely on the information in the CRISIL Report and the investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. For details, see "*Industry Overview*" on page 111.

You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the CRISIL Report before making any investment decision regarding the Offer. For the disclaimers associated with the CRISIL Report, see *"Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation - Industry and Market Data"* on page 25.

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

The Offer includes an offer for sale of up to 10,160,000 Equity Shares by the Promoter Selling Shareholder. The proceeds from the Offer for Sale (net of expenses) will be paid to the Promoter Selling Shareholders and we will not receive any such proceeds. For details, see "*Objects of the Offer*" on page 87.

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

We propose to use the Net Proceeds for funding incremental working capital requirements, funding capital expenditure of our Company and for general corporate purposes. For details, see "*Objects of the Offer*" on page 87. The proposed deployment of Net Proceeds has not been appraised by any bank or financial institution or other independent agency and is based on internal management estimates based on current market conditions and historic level of expenditures. Any variation in the utilization of the Net Proceeds shall be on account of a variety of factors such as our financial condition, business and strategy and external factors such as market conditions and competitive environment, which may not be within the control of our management, and may be subject to various other approvals, which includes, amongst others obtaining prior approval of the Shareholders of the Company.

Various risks and uncertainties, including those set forth in this "*Risk Factors*" section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. Accordingly, the use of the Net Proceeds to fund our growth and for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

38. Although subject to monitoring, our management will have broad discretion in how we apply the Net Proceeds, including interim use of the Net Proceeds, and there is no assurance that the objects of the Offer will be achieved within the time frame expected or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment.

We intend to utilize the Net Proceeds of the Offer as set forth in "*Objects of the Offer*", with respect to funding incremental working capital requirements, funding capital expenditure of our Company and for general corporate purposes. The funding requirements mentioned as a part of the objects of the Offer are based on internal management estimates which in turn, is based on current conditions and is subject to change in light of changes in external circumstances, costs, other financial condition or business strategies. We are yet to place orders for the total capital expenditure. We have not entered into any definitive agreements to utilize the Net Proceeds for this object of the Offer and have relied on the quotations received from third parties for estimation of the cost. While we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. Additionally, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details, see "*Objects of the Offer - Funding capital expenditure requirements of our Company*" on page 91. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. There can be no assurance that we will be able to complete such capital expenditure in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our business, results of operations, financial condition, cash flow and future prospects.

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

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

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

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

Our Registered Office, one of our manufacturing facilities, located in Deoli in Maharashtra, and our central workshop and warehouse, located in Butibori District of Nagpur, have been procured by us on a leasehold basis for 5 years, 95 years and 95 years, respectively. For further details, see *"Our Business – Description of our Business and Operations – Properties"* on page 196. If we are unable to renew certain or all of these leases on commercially reasonable terms or at all and we cannot relocate our manufacturing facilities in a timely manner, we may suffer a disruption in our operations, and our results of operations, financial condition and cash flows may be materially and adversely affected.

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

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

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

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

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

43. Our business is subject to seasonal or climatic fluctuations

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

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

We have not declared dividends in the past, however, the declaration, payment and amount of any future dividends is subject to the discretion of the Board and Shareholders, and will depend upon various factors, *inter alia*, including financial performance including profits of our Company, present and future capital expenditure plans including organic/inorganic growth opportunities, financial commitments, financial requirement for business expansion and/or diversification, acquisition etc. of new businesses in order to strike an optimum balance between rewarding shareholders through dividend and ensuring that sufficient funds are retained for the growth of our Company. The external factors on the basis of which our Company may declare the dividend shall *inter alia* include the state of economy and capital markets, applicable taxes and regulatory changes which include the introduction of new or changes in existing tax or regulatory requirements. Any of these factors may thus restrict our ability to pay dividends in the future. Hence, there can be no assurance that we will be able to pay dividends in the future.

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

Actual or claimed defects in construction quality during the construction of our projects, could give rise to claims, liabilities, costs and expenses. Further, we may not be able to recover such increased costs from our project clients in part, or at all, for any defects observed in the projects or damage caused to the project on account of the fault of our workers. We may further face slight delays in the estimated project completion schedule in respect of such projects on account of additional works required to be undertaken towards rectifying such construction faults, and we may have to appoint additional workforce and resources in order to complete the project within the pre-determined time period, which may result in increased expenditure for our Company, which we may not be able to pass on to our project clients. While any of the aforementioned events which could materially impact our projects or business operations, have not occurred in the past, however we cannot assure you that any claims in respect of the quality of our construction will not arise in the future and would not affect our business or financial condition. While we have not had any instance in the six months period ended September 30, 2023 and the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021, in the event any material events which bring the quality of our services could impact our eligibility to bid for civil construction, irrigation, mining and other projects may be affected, or in the event any defects in our construction trigger the extreme circumstances leading to termination or affect public interest, could lead to termination of our contracts blacklisting of our registration as a civil constructor and therefore could adversely affect our business operations and result of operations.

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

In addition, if there is a client dispute regarding our performance, the client may delay or withhold payment to us. If we were ultimately unable to collect these payments, our profits would be reduced. While there have not been any such instances in the past, however, these claims, liabilities, costs and expenses, if not fully covered, thus could have an adverse effect on our business, financial condition, results of operations, and prospects.

EXTERNAL RISK FACTORS

Risks beyond the control of our Company

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

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

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

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

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

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

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

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

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

In India, our business is governed by various laws and regulations including, amongst others, the Legal Metrology Act, 2009, the Indian Stamp Act, 1899, the Maharashtra Stamp Act, 1958, the Indian Registration Act, 1908, the Environment (Protection) Act, 1986, Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981, The Noise Pollution (Regulation & Control) Rules, 2000, Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 and various laws relating to employment. For details, see "*Key Regulations and Policies*" on page 198. Environmental laws and regulations in India have been increasing in stringency and it is possible that they will become significantly more stringent in the future. If environmental clearances are not obtained in a timely manner or at all, the project may not be in compliance with environmental laws and regulations and/or may be delayed and our overall operating expenses may increase, adversely affecting our business and results of operations. Any failure or alleged failure to comply with the applicable laws, regulations or requirements could subject us to inspection, enforcement actions and penalties imposed by authorities.

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

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations and cash flows. Any unfavorable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

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

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

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

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

- any increase in Indian interest rates or inflation;
- any exchange rate fluctuations;
- any downgrade in the foreign countries sovereign risk or balance of payment crisis or economic crisis;
- inadequate cover or non-availability of export cover for covering export risks to foreign countries;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;

- volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- financial instability in financial markets; and
- other significant regulatory or economic developments in or affecting India or its construction sector.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Risks in relation to the Equity Shares

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

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

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

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

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

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

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

60. Investors may be subject to stamp duty on transfer and taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any capital gain exceeding ₹100,000, realized on the sale of listed equity shares on a Stock Exchange, held for more than 12 months immediately preceding the date of transfer, will be subject to long term capital gains in India at the rate of 10% (plus applicable surcharge and cess). This beneficial provision is, *inter alia*, subject to payment of STT. Further, any gain realized on the sale of listed equity shares in an Indian company, held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess), without indexation benefits.

Further, any gain realized on the sale of the Equity Shares held for a period of 12 months or less immediately preceding the date of transfer, will be subject to short-term capital gains tax in India at the rate of 15% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

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

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

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

Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion)and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Neither the Consolidated FDI Policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change may differ in practice, which may have an adverse effect on our ability to raise foreign capital. We cannot assure you that any required approval from the Reserve Bank of India or any other governmental agency can be obtained on any particular terms or at all. For further details, see *"Restrictions on Foreign Ownership of Indian Securities"* beginning on page 388.

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

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

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

63. The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchanges. Further, the current market price of some securities listed pursuant to initial public offerings which were managed by the Book Running Lead Managers in the past, is below their respective issue prices.

The determination of the Price Band and discount, if any, will be based on various factors and assumptions, and will be determined by our Company, in consultation with the Book Running Lead Managers. Furthermore, the Offer Price of the Equity Shares will be determined by our Company, in consultation with the Book Running Lead Managers through the Book Building Process. These will be based on numerous factors, including those described under "*Basis for Offer Price*" on page 99, and may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchanges.

The price of our Equity Shares upon listing on the Stock Exchanges will be determined by the market and may be influenced by many factors outside of our control. For further details, see " – *The Equity Shares have never been publicly traded, and, after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Offer Price, or at all*." on page 54. Further, the current market price of securities listed pursuant to certain previous initial public offerings managed by the Book Running Lead Managers is below their respective issue prices. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the Book Running Lead Managers*" on page 354.

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

Pursuant to the SEBI ICDR Regulations, Qualified Institutional Buyers and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Similarly, Retail Individual Investors can revise or withdraw their Bids at any time during the Bid/Offer Period and until the Bid/Offer Closing Date, but not thereafter. Therefore, Qualified Institutional Buyers and Non-Institutional Investors will not be able to withdraw or lower their Bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations or otherwise at any stage after the submission of their Bids.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes the Offer details:

Offer of Equity Shares(1)*	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹[●] million
of which	
Fresh Issue(1)	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹4,500.00 million
Offer for Sale(1)(2)	Up to 10,160,000 Equity Shares of face value ₹2 each aggregating up to ₹[●] million
Employee Reservation Portion(3)	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹[●] million
Net Offer	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹[●] million
The Net Offer consists of:	
A) QIB Portion(4)(5)	Not more than [●] Equity Shares of face value ₹2 each
of which:	
Anchor Investor Portion(4)	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹[●] million
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value ₹2 each
of which:	
Mutual Fund Portion (5% of the Net QIB Portion)(5)	[●] Equity Shares of face value ₹2 each
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value ₹2 each
B) Non-Institutional Portion(4)	Not less than [●] Equity Shares of face value ₹2 each aggregating up to ₹[●] million
Of which:	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million	[●] Equity Shares of face value ₹2 each
Two-thirds of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1.00 million	[●] Equity Shares of face value ₹2 each
C) Retail Portion(4)	Not less than [●] Equity Shares of face value ₹2 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 Draft Red Herring Prospectus)	123,963,710 Equity Shares of face value ₹2 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value ₹2 each
Use of Net Proceeds of the Offer	See "*Objects of the Offer*" on page 87 for details regarding the use of Net Proceeds

* *Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement by our Company for an aggregate amount not exceeding ₹500.00 million. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers and the Pre-IPO Placement will be completed prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR.*

(1) *The Offer has been approved by our Board pursuant to the resolution passed at its meeting held on February 6, 2024 and by our Shareholders pursuant to a special resolution passed at their meeting held on February 12, 2024.*

(2) *The Equity Shares being offered by the Promoter Selling Shareholder have been held for a period of at least one year immediately preceding the date of filing this Draft Red Herring Prospectus with the SEBI or are otherwise eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. The Promoter Selling Shareholder has confirmed and authorized its participation in the Offer for Sale as set out below:*

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

(3) *In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employees not exceeding ₹0.50 million. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹0.50 million to each Eligible Employee), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Net Offer and such Bids will not be treated as multiple Bids. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. For further details, see "Offer Structure" on page 367.*

(4) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws. Under-subscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.*

(5) *Our Company, in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than*

Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 371. Allocation to all categories shall be made in accordance with the SEBI ICDR Regulations.

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

The allocation to each of the RIBs shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each of the NIBs shall not be less than the minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the SEBI ICDR Regulations. One-third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million, two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹1.00 million and the unsubscribed portion in either of the above subcategories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see "*Offer Procedure*" on page 371.

For details of the terms of the Offer, see "*Terms of the Offer*" on page 361.

SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Consolidated Financial Information as at and for the six months period ended September 30, 2023 and for the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021.

The Restated Consolidated Financial Information referred to above are presented under "Financial Information" on page 240. The summary of financial information presented below should be read in conjunction with the "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 240 and 310, respectively.

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

RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(₹ in million)

Particulars	As at September 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
ASSETS				
Non-current assets				
Property, plant and equipment	3,487.02	3,604.27	3,254.35	3,057.64
Right of use assets	301.21	183.07	85.33	111.77
Capital work-in-progress	93.60	41.24	172.13	38.52
Other intangible assets	0.96	1.95	2.38	4.53
Financial assets				
(i) Investments	0.05	0.05	0.05	-
(ii)Trade Receivables	-	-	-	-
(iii) Loans	743.14	273.23	281.23	118.60
(iv) Other	715.98	567.32	242.62	403.19
Other Non-current Assets	192.59	320.34	443.33	267.27
Total non-current assets	**5,534.54**	**4,991.47**	**4,481.42**	**4,001.52**
Current assets				
Inventories	3,932.97	3,109.96	2,784.86	2,324.59
Financial assets				
(a) Investments	47.28	32.36	31.55	30.13
(b) Trade receivables	6,472.59	6,448.95	6,397.35	4,909.68
(c) Cash and cash equivalents	1,335.20	1,247.14	575.04	891.05
(d) Other bank balances	816.09	734.05	532.75	466.94
(e) Loan	213.06	283.19	172.13	381.96
(f) others	272.27	247.27	282.45	318.56
Contact assets	17,058.53	14,669.05	10,944.29	6,622.27
Other current assets	4,121.02	2,689.04	2,216.81	1,877.04
	34,269.02	29,461.01	23,937.23	17,822.22
Assets Held for Sale	2.43	2.43	-	-
Total assets	**39,805.99**	**34,454.91**	**28,418.65**	**21,823.74**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	247.93	227.98	227.08	75.69
Other equity	9,628.61	7,485.99	6,402.61	5,602.34
Total equity	**9,876.54**	**7,713.97**	**6,629.69**	**5,678.03**
LIABILITIES				
Non-current liabilities				
Financial liabilities				
(a) Borrowings	1,020.38	1,203.40	1,179.76	984.48
(b) Lease liabilities	173.70	83.16	34.65	46.24
(c) Other financial liabilities	583.70	566.75	532.94	499.14
Provisions	50.83	43.07	44.03	39.55
Deferred Tax Liabilities (net)	0.00	0.00	0.00	0.00
Other non-current liabilities	-	-	-	-
	1,828.61	**1,896.38**	**1,791.38**	**1,569.41**
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	5,060.36	4,845.82	3,511.41	3,306.83
(ii) Lease Liabilities	104.21	80.35	39.37	62.86
(iii) Trade payables				
total outstanding dues of micro enterprises and small enterprises	277.71	286.19	562.33	122.13
total outstanding dues of creditors other than micro enterprises and small enterprises	12,900.33	12,789.15	10,147.27	8,309.48
(iv) Other financial liabilities	533.02	462.81	373.17	283.42
(b) Contract Liabilities	8,406.34	5,409.50	4,602.19	1,853.37
(c) Other Current Liability	220.89	239.22	249.48	265.44
(d) Provisions	597.98	514.71	512.36	319.65
(e) Current Tax Liabilities (Net)	-	216.81	-	53.12
	28,100.84	**24,844.56**	**19,997.58**	**14,576.30**
Total equity and liabilities	**39,805.99**	**34,454.91**	**28,418.65**	**21,823.74**

SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ in million, except per share data)

Particulars	Six months period ended September 30, 2023As	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022	For the Financial Year ended March 31, 2021
INCOME				
Revenue from operations	18,135.31	30,861.37	22,841.42	21,390.86
Other Operating Revenue	332.60	660.19	658.73	464.29
Other income	139.77	198.78	71.84	66.58
Total income	**18,607.68**	**31,720.34**	**23,571.99**	**21,921.73**
EXPENSES				
Cost of materials consumed	10,976.16	18,214.11	12,059.66	9,950.34
Changes in inventories of finished goods and work-in-progress	(586.08)	(82.08)	(178.14)	603.06
Sub-contracting Expenses	1,813.28	3,471.57	3,540.40	3,645.72
Employee benefits expense	965.71	1,790.37	1,594.58	1,355.54
Finance costs	794.03	1,196.94	848.43	941.22
Depreciation and amortisation expense	254.81	458.26	378.39	340.49
Other expenses	3,299.33	5,197.97	4,422.00	3,767.88
Total expenses	**17,517.24**	**30,247.14**	**22,665.32**	**20,604.25**
Profit before share of profit of Joint venture and Tax	**1,090.44**	**1,473.20**	**906.67**	**1,317.48**
Share of Profit/(Loss) of Joint Venture and Associate accounted by using the equity method	90.25	9.74	(4.97)	(7.17)
Profit/(loss) before tax	**1,180.69**	**1,482.94**	**901.70**	**1,310.31**
Tax expense				
(a) Current tax	331.81	389.96	237.03	328.50
(b) Deferred tax Liability / (Asset)	-	-	-	-
(c) (Excess) / Short Provision of Tax	-	17.30	17.60	-
Total tax expense	331.81	407.26	254.64	328.50
Profit/(Loss) for the period/ year	**848.88**	**1,075.68**	**647.07**	**981.81**
Other Comprehensive Income (OCI)				
Other Comprehensive Income to be reclassified to profit or loss in subsequent periods				
Exchange differences on translation of the Financial Statements of Foreign Operations	(82.39)	(1.62)	(0.20)	10.84
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods				
(i) Remeasurement gains/(losses) of net defined benefit plans	(3.79)	2.07	2.69	3.12
(ii) Tax thereon	(1.22)	(0.52)	(0.68)	-
Total other comprehensive income/(loss) for the period/ year, net of tax	**(87.40)**	**(0.07)**	**1.81**	**13.96**
Total comprehensive income/(loss) for the period/ year	**761.48**	**1,075.61**	**648.88**	**995.77**
Earnings per equity share				
Par Value (Rs)	**2.00**	**2.00**	**2.00**	**2.00**
Basic (₹)*	7.44	9.45	11.62	31.43
Diluted (₹)*	7.44	9.45	11.62	31.43

* *Not Annualised.*

SUMMARY STATEMENT OF CASH FLOW

(₹ in million)

Particulars	As at September 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit/(loss) for the year/ period	**1,090.44**	**1,473.20**	**906.67**	**1,317.48**
Adjustments for:				
Depreciation and amortisation expense	254.81	458.26	378.39	340.49
(Profit)/Loss on sale of Property, Plant and Equipment (net)	0.13	20.24	(0.55)	1.03
Interest income	(80.89)	(81.63)	(48.87)	(26.42)
Interest Expense	685.59	1,042.27	668.74	810.89
Interest on lease Liabilities	14.19	15.68	10.72	11.64
Provision on Doubtful debts	0.03	52.01	-	-
Allowance for Expected and lifetime credit loss, net	22.39	42.25	18.86	100.86
Gain on MF	(0.87)	(0.81)	(1.41)	(0.13)
Assets Discarded	-	-	0.35	-
Expense on Employee Stock Option Scheme	1.08	-	-	9.69
Foreign Exchange (Gain) / Loss	81.95	(171.33)	(188.79)	(85.46)
Provision for Expected Contractual Obligation	(65.27)	(35.48)	278.83	15.42
Provision / (Reversal) for Short Supply	(26.39)	46.22	(91.92)	53.80
Sundry Credit Balances Written Back	(19.32)	(83.08)	(124.43)	(130.88)
Bad Debts Written Off	8.35	42.51	163.65	44.75
Deconsolidation of Subsidiary	-	-	-	5.35
Operating profit before working capital changes	**1,966.22**	**2,820.31**	**1,970.24**	**2,468.51**
Changes in working capital				
Adjustments for (increase) / decrease in operating assets:				
Trade receivables	(2,443.86)	(3,861.12)	(5,992.20)	(527.55)
Inventories	(823.00)	(325.11)	(460.27)	362.26
Other assets and other financial assets	(1,516.60)	(381.36)	103.69	(889.29)
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	-	-	-	-
Provisions, other liabilities and other financial liabilities	3,436.76	3,311.70	5,233.76	(74.88)
Cash generated from operations				
Income taxes received/(paid), net	(460.50)	(137.63)	(353.60)	(489.42)
Net cash flow from operating activities (A)	**159.02**	**1,426.79**	**501.62**	**849.63**
B. CASH FLOW FROM INVESTING ACTIVITIES				
Payment for Property, Plant & Equipment	(115.29)	(539.50)	(805.80)	(194.53)
Proceeds from sale of Property, Plant & Equipment	2.65	21.33	47.60	27.74
Movement in Other Bank Balances	(206.77)	(486.57)	(65.42)	70.85
Purchase of Equity Shares in Associate	-	-	(0.05)	-
Purchase of Other Investments	(47.06)	-	-	(30.00)
Sale of Other Investments	33.00			
Interest Received	26.08	62.51	26.88	27.21
Proceeds from sale of Investment in Subsidiary	-	-	-	0.10
Loans and Advances given to Related Parties	(462.03)	(125.00)	(199.37)	(156.51)
Loans and Advances Repaid by Related Parties	-	21.93	182.25	51.91
Net cash flow used in investing activities (B)	**(769.39)**	**(1,045.30)**	**(813.91)**	**(203.23)**
C. CASH FLOW FROM FINANCING ACTIVITIES				
Interest Paid	(684.91)	(998.32)	(639.99)	(752.57)
Proceeds from Issue of Employee Stock Options	-	8.67	-	269.66
Proceeds from Issue of Equity Shares	1,400.01	-	302.78	-
Proceeds from Long Term Borrowings	84.93	1,004.50	1,031.90	354.20
Repayment of Long Term Borrowings	(333.13)	(1,191.15)	(499.12)	(546.01)
Proceeds from / (Repayment of) Short Term Borrowings	279.71	1,544.72	(132.76)	739.62
Interest on Lease Liabilities	(14.19)	(15.68)	(10.72)	(11.64)
Principal Repayment of Lease Liabilities	(33.99)	(62.13)	(55.81)	(27.95)
Net cash flow from/(used in) financing activities(C)	**698.43**	**290.61**	**(3.72)**	**25.31**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**88.06**	**672.10**	**(316.01)**	**671.71**
Cash and cash equivalents at the beginning of the period/ year	1,247.14	575.04	891.05	226.04
Add: Addition/Removal on acquisition/Disposal of subsidiary	-	-	-	(6.71)
Cash and cash equivalents at the end of the period/ year (refer note (i) below)	**1,335.20**	**1,247.14**	**575.04**	**891.05**
Net increase / (decrease) in cash and cash equivalents	**88.06**	**672.10**	**(316.01)**	**671.71**
Notes :				

Particulars			As at September 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(i)		**Cash and cash equivalents comprises of:**				
(S)	(a)	Balances with banks	1,101.60	909.02	193.93	450.09
	(b)	Balance with Bank -Foreign Branches	225.75	271.52	335.12	252.43
	(c)	Fixed Deposits with Banks	-	38.24	40.06	15.88
	(d)	Cash on Hand	**7.85**	6.67	5.93	17.24
	(e)	Cheques on Hand	-	21.69	-	155.06
	(f)	Other Bank Balances	-	-	-	0.35
		Total	**1,335.20**	**1,247.14**	**575.04**	**891.05**

GENERAL INFORMATION

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

Registered Office of our Company

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

Corporate Identity Number: U31506MH2008PLC179012

Registration Number: 179012

For details of our incorporation, changes to our name and change in registered office, see "*History and Certain Corporate Matters*" on page 204.

Registrar of Companies

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

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

Board of Directors

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

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

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

For further details of our Directors, see "*Our Management*" on page 214.

Company Secretary and Compliance Officer

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

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

Book Running Lead Managers

Inga Ventures Private Limited
1229, Hubtown Solaris
N.S. Phadke Marg, Opp. Telli Galli
Andheri (East), Mumbai 400 069
Maharashtra, India
Tel: +91 22 6854 0808
E-mail: transrail.ipo@ingaventures.com
Website: www.ingaventures.com
Investor grievance ID: investors@ingaventures.com
Contact person: Kavita Shah
SEBI Registration Number: INM000012698

Axis Capital Limited
1st Floor, Axis House, C-2 Wadia International Centre
Pandurang Budhkar Marg
Worli, Mumbai 400 025
Maharashtra, India
Tel: + 91 22 4325 2183
E-mail: transrail.ipo@axiscap.in
Website: www.axiscapital.co.in
Investor grievance ID: complaints@axiscap.in
Contact person: Simran Gadh/Harish Patel
SEBI registration no.: INM000012029

HDFC Bank Limited
Investment Banking Group
Unit no. 701, 702 and 702-A
7th floor, Tower 2 and 3
One International Centre, Senapati Bapat Marg
Prabhadevi, Mumbai 400 013
Maharashtra, India
Tel: +91 22 3395 8233
E-mail: transrail.ipo@hdfcbank.com
Website: www.hdfcbank.com
Investor grievance ID: investor.redressal@hdfcbank.com
Contact person: Dhruv Bhavsar / Sanjay Chudasama
SEBI Registration Number: INM000011252

IDBI Capital Markets & Securities Limited
6th Floor, IDBI Tower, WTC Complex
Cuffe Parade, Mumbai 400 005
Maharashtra, India
Tel: +91 22 4069 1953
E-mail: transrail.ipo@idbicapital.com
Investor grievance ID: redressal@idbicapital.com
Contact person: Indrajit Bhagat/ Vimal Maniyar
Website: www.idbicapital.com
SEBI registration number: INM000010866

Legal Counsel to our Company and the Promoter Selling Shareholder

Cyril Amarchand Mangaldas
5th floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Tel: +91 22 2496 4455

Registrar to the Offer

Link Intime India Private Limited
C-101, 1st Floor
247 Park, L.B.S. Marg
Vikhroli West
Mumbai 400 083
Maharashtra, India
Tel: +91 810 811 4949
Email: transraillighting.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor Grievance ID: transraillighting.ipo@linkintime.co.in
Contact person: Shanti Gopalakrishnan
SEBI registration number: INR000004058
URL of SEBI website: https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10

Statutory Auditors to our Company

Nayan Parikh & Co., Chartered Accountants
Office No. 9, Jain Chambers
577, S V Road, Bandra (West)
Mumbai 400 050
Maharashtra India
Tel: +91 22 26400358 / 26400359
E-mail: kn.padmanabhan@npco.in
ICAI Firm Registration Number: 107023W
Peer Review Number: 014542

Change in Statutory Auditors

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

Bankers to the Offer

Escrow Collection Bank(s)

[●]

Refund Bank(s)

[●]

Public Offer Account Bank(s)

[●]

Sponsor Bank(s)

[●]

Bankers to our Company

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

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

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

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

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

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

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

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

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

Indian Bank
210, Mittal Tower, "B" Wing
Nariman Point, Mumbai 400 021
Maharashtra, India
Contact Person: Customer Relation Manager
Tel: 022 40178019
Email: Icbmumbai@indianbank.co.in

Syndicate Members

[●]

Filing

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

Securities and Exchange Board of India
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex Bandra (East), Mumbai 400 051
Maharashtra, India

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

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

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

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

S. No.	Activity	Responsibility	Co-ordination
8.	Retail marketing of the Offer, which will cover, inter alia, • Formulating marketing strategies, preparation of publicity budget • Finalising media, marketing and public relations strategy; • Finalising centres for holding conferences for brokers, etc.; • Follow-up on distribution of publicity and Offer material including the Bid cum Application Form, the RHP/Prospectus and deciding on the quantum of the Offer material; and • Finalising collection centres	Book Running Lead Managers	Axis Capital Limited
9.	Coordination with Stock Exchanges, book building software, bidding terminals and mock trading, payment of 1% security deposit to the designated stock exchange, anchor coordination, anchor CAN and intimation of anchor allocation.	Book Running Lead Managers	HDFC Bank Limited
10.	Managing the book and finalization of pricing in consultation with the Company.	Book Running Lead Managers	Axis Capital Limited
11.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transactions tax on sale of unlisted equity shares by the selling shareholders under the Offer for Sale to the Government and filing of the securities transactions tax return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004. Co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit and submission of all post Offer reports including the initial and final post Offer report to SEBI.	Book Running Lead Managers	IDBI Capital Markets & Securities Limited

IPO Grading

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

Monitoring Agency

Our Company will appoint the monitoring agency, in compliance with the SEBI ICDR Regulations, prior to filing of the Red Herring Prospectus with the RoC.

Appraising Entity

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

Credit Rating

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Designated Intermediaries

Self-Certified Syndicate Banks

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

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

Syndicate SCSB Branches

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

Registered Brokers

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

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Experts to the Offer

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

Our Company has received a written consent dated March 8, 2024 from our Statutory Auditor, namely, Nayan Parikh & Co, Chartered Accountants to include their names as required under section 26 (1) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act (and not under the U.S. Securities Act) to the extent and in their capacity as our Statutory Auditor, and in respect of their (a) examination report dated March 8, 2024 on the Restated Consolidated Financial Information, (b) report dated March 8, 2024 on the statement of special tax benefits available to our Company and its Shareholders.

Our Company has received written consent dated March 8, 2024 from Maheshwari & Co., Chartered Accountants, holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of

Companies Act in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated March 8, 2024, from the independent chartered engineer, namely Suvabrata Dasgupta (registration number: M-137099-5), to include their name in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as a chartered engineer, in relation to their certificate dated March 8, 2024, certifying the installed production capacity of our manufacturing facilities included under "*Our Business – Description of our Business and Operations - Integrated In-house Model* " on page 190.

Illustration of the Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus and the Bid Cum Application Forms and the Revision Forms within the Price Band, which will be decided by our Company, and which will either be included in the Red Herring Prospectus or will be advertised in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, and all editions of Marathi daily newspaper, [●] (Marathi is the regional language of Maharashtra, where our Registered Office is located) each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Managers after the Bid/Offer Closing Date. For details, see "*Offer Procedure*" on page 371.

All Bidders (other than Anchor Investors) shall participate in this Offer mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

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

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

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

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

For further details, see "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" on pages 361, 367 and 371, respectively.

Underwriting Agreement

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

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

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

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

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

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

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

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

CAPITAL STRUCTURE

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

(in ₹, except share data)

		Aggregate value at face value	Aggregate value at Offer Price*
A	**AUTHORISED SHARE CAPITAL(1)**		
	175,000,000 Equity Shares of face value ₹2 each	350,000,000	-
	Total	**350,000,000**	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	123,963,710 Equity Shares of face value ₹2 each	247,927,420	-
	Total	**247,927,420**	-
C	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS(2)(3) (4)**		
	Offer of up to [●] Equity Shares of face value ₹2 each aggregating up to ₹ [●] million(2)(3) (4)	[●]	[●]
	of which		
	Fresh Issue of up to [●] Equity Shares of face value ₹2 each aggregating up to ₹4,500.00 million(2) (4)	[●]	[●]
	Offer for Sale of up to 10,160,000 Equity Shares of face value ₹2 each aggregating up to ₹[●] million(3)	[●]	[●]
	Which includes:		
	Employee Reservation Portion of up to [●] Equity Shares of face value ₹2 each aggregating up to ₹ [●] million(5)	[●]	[●]
	Net Offer of up to [●] Equity Shares of face value ₹2 each aggregating up to ₹ [●] million	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of face value ₹2 each	[●]	[●]
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer (as on the date of this Draft Red Herring Prospectus)		2,266,564,284
	After the Offer		[●]

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

(1) *For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 205.*

(2) *The Offer has been authorized by a resolution of our Board at their meeting held on February 6, 2024, the Fresh Issue has been authorized by a resolution dated February 6, 2024 passed by our Board and by a special resolution passed by our Shareholders at their meeting held on February 12, 2024. Our Board has taken on record the participation of the Promoter Selling Shareholders in the Offer for Sale pursuant to a resolution dated March 6, 2024. For further details, see "Other Regulatory and Statutory Disclosures" on page 348.*

(3) *The Promoter Selling Shareholder confirms that the Equity Shares being offered by it have been held by the Promoter Selling Shareholder for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus with SEBI and are otherwise eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For details of authorisations for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" on page 348.*

(4) *Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement by our Company for an aggregate amount not exceeding ₹500.00 million. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the Book Running Lead Managers and the Pre-IPO Placement will be completed prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR.*

(5) *Eligible Employees Bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹0.50 million. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million. Our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Managers, may offer an Employee Discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) to Eligible Employee(s) Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least two Working Days prior to the Bid / Offer Opening Date. Our Company and the Investor Selling Shareholder may, in consultation with the Book Running Lead Managers, offer an Employee Discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share), which shall be announced two Working Days prior to the Bid/Offer Opening Date.*

Notes to the Capital Structure

1. **(a) equity share capital history of our Company**

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

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

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Names of allottees/ shareholders	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
	Matters – Mergers or amalgamations in the last 10 years" on page 207.					equity shares held by Anurag Chaudhary, 10 equity shares held by Keshav Shanbhag and 10 equity shares held by Mandar Godbole		
October 30, 2017	Allotment pursuant to the Scheme of Arrangement. For further details in relation to the Scheme of Arrangement, see "*History and Certain Corporate Matters – Mergers or amalgamations in the last 10 years" on page 207.*	Other than cash	725,000	10	-	Allotment of 725,000 equity shares to Gammon India Limited pursuant to Scheme of Arrangement. For further details in relation to the scheme of arrangement, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years" on page 207*	925,000	9,250,000
October 30, 2017[$]	Conversion of optionally convertible debentures	Other than cash	275,000	10	N.A.[%]	Allotment of 275,000 equity shares to Gammon India Limited pursuant to the Business Transfer Agreement. For further details of the Business Transfer Agreement, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years" on page 207*	1,200,000	12,000,000
October 30, 2017	Conversion of optionally convertible debentures	Cash[##]	3,000,000	10	159	Allotment of 3,000,000 equity shares to Ajanma Holdings Private Limited pursuant to the Investment Agreement. For further details of the Investment Agreement, see "*History and Certain Corporate Matters – Summary of key agreements" on page 212*	4,200,000	42,000,000
June 20, 2020	Rights issue of equity shares in the ratio of 1 equity shares for every 1 equity share	Cash	3,369,480	10	80[**]	Allotment of 40,618 equity shares to Digambar Chunnilal Bagde, 10,002 equity shares to Deepak Bhojwani, 5,002 equity shares to Narayanarao Sai Mohan, 10,010 equity shares to D Suryanarayana, 10,006 equity shares to Meha Chaturvedi, 10,010 equity shares to Rajesh	7,569,480	75,694,800

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Names of allottees/ shareholders	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
						Neelakantan and 3,283,832 equity shares to Ajanma Holdings Private Limited		
January 5, 2022	Rights Issue of equity shares in the ratio of 2 equity shares for every 1 equity share	Cash	15,138,960	10	20	Allotment of 14,505,074 equity shares to Ajanma Holdings Private Limited, 209,140 equity shares to ICICI Bank Limited, 187,302 equity shares to Canara Bank-Mumbai, 142,472 equity shares to Digambar Chunnilal Bagde, 20,008 equity shares to Deepak Bhojwani, 10,008 equity shares to Narayanarao Sai Mohan, 20,040 equity shares to D Suryanarayana, 20,024 equity shares to Meha Chaturvedi, 20,040 equity shares to Rajesh Neelakantan and 4,852 equity shares to Karnataka Bank Limited	22,708,440	227,084,400
August 1, 2022	Allotment of equity shares pursuant to exercise of stock options under ESOP 2019	Cash	90,000	10	96.33	Allotment of 90,000 equity shares to Digambar Chunnilal Bagde	22,798,440	227,984,400
September 28, 2023	Private Placement	Cash	1,994,302	10	702	Allotment of 1,994,302 equity shares to Asiana Alternative Investment Fund Scheme: Asiana Fund I	24,792,742	247,927,420
February 12, 2024	Pursuant to a resolution passed by our Board on February 6, 2024 and our Shareholders on February 12, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 24,792,742 equity shares of ₹10 each to 123,963,710 Equity Shares of ₹2 each.							
Total							**123,963,710**	**247,927,420**

\# *Our Company had inadvertently filed the Form 2 to reflect that the allotment was made for consideration other than cash. For details, see "Risk Factor - Some of the payment challans in relation to the corporate records pertaining to the allotment of shares and change in registered office of our Company are not traceable and there has been delays in filing of some of the corporate records in the past" on page 45.*

$ *Our Company has filed Form MGT-14 for conversion of optionally convertible debentures in relation to the allotment of equity shares dated October 30, 2017, after the due date under Companies Act, in the past. For details, see "Risk Factor - Some of the payment challans in relation to the corporate records pertaining to the allotment of shares and change in registered office of our Company are not traceable and there has been delays in filing of some of the corporate records in the past." on page 45.*

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

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

% *Pursuant to the Business Transfer Agreement, 275,000 optionally convertible debentures were issued at price of ₹159 each. For further details see "History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years" on page 207.*

(b) Preference Share capital

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

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

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

Date of allotment*	Number of shares allotted	Face value per share (in ₹)	Issue price per share (in ₹)	Reason for allotment	Benefits accrued to our Company
August 18, 2008	2,080,000	10	-	Shares in lieu of purchase of land	Acquisition of non-agricultural land for industrial purposes
October 30, 2017	725,000	10	-	Allotment pursuant to Scheme of Arrangement dated April 18, 2017	Scheme of arrangement of T&D Business of Gammon India Limited into our Company. For further details in relation to the Scheme of Arrangement, see "*History and Certain Corporate Matters – Mergers or amalgamations in the last 10 years*" *on page 207*
October 30, 2017	275,000	10	N.A.%	Conversion of optionally convertible debentures	Allotment of 275,000 equity shares to Gammon India Limited pursuant to the Business Transfer Agreement. For further details of the Business Transfer Agreement, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years*" on page 207.

* *For details on name of allottees, see "– Notes to the capital structure – Equity share capital history of our Company" on page 73.*

% *Pursuant to the Business Transfer Agreement, 275,000 optionally convertible debentures were issued at price of ₹159 each. For further details see "History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years" on page 207.*

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

Other than the allotment of 725,000 equity shares to Gammon India Limited pursuant to the Scheme of Arrangement, our Company has not allotted any securities in terms of any scheme of arrangement under Sections 230 to 234 of the Companies Act or Sections 391 to 394 of the Companies Act, 1956. For details in relation to the Scheme of Arrangement, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations or revaluation of assets in the last ten years" and "– Notes to the Capital Structure*", on pages 207 and 72, respectively.

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

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

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

Except as disclosed above in "*Equity Share capital history of our Company*" on page 72, our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus at a price which may be lower than the Offer Price.

6. **Shareholding pattern of our Company**

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying depository receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)				Number of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+ C)			Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	**Promoter and Promoter Group**	4	106,982,230	-	-	106,982,230	86.31	106,982,230	-	106,982,230	86.31	-	-	-		-	-	106,982,230
(B)	**Public**	18*	16,981,480	-	-	16,981,480	13.69	16,981,480	-	16,981,480	13.69	-	-	-		389,770	0.32	16,981,480
(C)	**Non Promoter-Non Public**															-	-	
(C1)	**Shares underlying depository receipts**	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-
(C2)	**Shares held by employee trusts**	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-
	Total	**22***	**123,963,710**	**-**	**-**	**123,963,710**	**100.00**	**123,963,710**	**-**	**123,963,710**	**100.00**	**-**	**-**	**-**		**389,770**	**0.32**	**123,963,710**

**As per latest Benpos dated March 7, 2024, generated by RTA, total number of shareholders are 22 which includes 2 different folios of "Punjab National Bank"(holding DP ID/Client ID - "IN300812 10501028" and "IN300708 10066727"), hence the number of Shareholders in Public category would be read as 18.*

7. **Details of equity shareholding of the major Shareholders of our Company]**

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

S. No.	Name of the Shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of the Equity Share capital on a fully diluted basis (%)
1.	Ajanma Holdings Private Limited	105,363,690	85.00
2.	Asiana Alternative Investment Fund Scheme: Asiana Fund I	9,971,510	8.04
3.	Canara Bank	2,011,220	1.62
4.	Digambar Chunnilal Bagde	1,548,540	1.25
	Total	**118,894,960**	**95.91**

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

S. No.	Name of the Shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of the Equity Share capital on a fully diluted basis(%)
1.	Ajanma Holdings Private Limited	105,363,690	85.00
2.	Asiana Alternative Investment Fund Scheme: Asiana Fund I	9,971,510	8.04
3.	Canara Bank**	2,011,220	1.62
4.	Digambar Chunnilal Bagde	1,548,540	1.25
	Total	**118,894,960**	**95.91**

*** Including Equity Shares held in two different DP Client IDs being IN301356 20386624 and IN301356 1001195.*

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

S. No.	Name of the Shareholder	Pre-Offer	
		Number of equity shares of face value ₹ 10	Percentage of the Equity Share capital on a fully diluted basis (%)
1.	Ajanma Holdings Private Limited	21,072,738	92.43
2.	Canara Bank**	402,244	1.76
3.	Digambar Chunnilal Bagde	303,708	1.33
	Total	**21,778,690**	**95.52**

*** Including equity shares held in three different DP Client IDs being IN301356 20386624, IN301356 1001195 and IN301156 11194012.*

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

S. No.	Name of the Shareholder	Pre-Offer	
		Number of equity shares of face value ₹ 10	Percentage of the Equity Share capital on a fully diluted basis* (%)
1.	Ajanma Holdings Private Limited	21,072,738	91.35
2.	Canara Bank**	402,244	1.74
	Total	**21,474,982**	**93.09**

**Assuming full conversion of 3,60,000 equity shares to be issued upon exercise of granted stock options under ESOP 2019.*
***Including equity shares held in three different DP Client IDs being IN301356 20386624, IN301356 1001195 and IN301156 11194012.*

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

As on the date of this Draft Red Herring Prospectus, our Promoters, i.e., Ajanma Holdings Private Limited, Digambar Chunnilal Bagde and Sanjay Kumar Verma hold 105,363,690 Equity Shares, 1,548,540 Equity Shares and 50,000 Equity Shares, respectively, representing 85.00%, 1.25% and 0.04%, respectively, of the issued, subscribed and paid-up Equity Share capital of our Company, on a fully diluted basis. The details regarding our Promoter's' shareholding is set forth below.

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

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

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Shares (₹)	Issue price/ transfer price per Equity Shares (₹)	Percentage of the pre-Offer capital (%)	Percentage of fully diluted post-Offer capital (%)^
Ajanma Holdings Private Limited							
March 7, 2016	Transfer of equity shares from Gammon India Limited	23,250,000	Cash	10	1	93.78	[●]
April 18, 2017	Reduction of in paid-up equity shares capital pursuant to the Scheme of Arrangement dated April 18, 2017	(23,100,000)	N.A	10	N.A.	(93.17)	[●]
October 30, 2017	Conversion of optionally convertible debentures	3,000,000	Cash##	10	159	12.10	[●]
May 10, 2019	Transfer of equity shares from Allahabad Bank	43,915	Cash	10	400	0.18	[●]
May 24, 2019	Transfer of Equity Shares to Digambar Chunnilal Bagde	(10)	Cash	10	400	0.00	[●]
	Transfer of equity shares to Meha Chaturvedi	(10)	Cash	10	400	0.00	[●]
	Transfer of equity shares to D. Suryanarayana	(10)	Cash	10	400	0.00	[●]
	Transfer of equity shares to Rajesh Neelakantan	(10)	Cash	10	400	0.00	[●]
June 7, 2019	Transfer of equity shares from Bank of Baroda	89,957	Cash	10	400	0.36	[●]
June 20, 2020	Rights issue of equity shares	3,283,832	Cash	10	80**	13.25	[●]
January 5, 2022	Rights issue of equity shares	14,505,074	Cash	10	20	58.51	[●]
February 12, 2024	Pursuant to a resolution passed by our Board on February 6, 2024 and our Shareholders on February 12, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 24,792,742 equity shares of ₹10 each to 123,963,710 Equity Shares of ₹2 each.						
	Sub-total (A)	**105,363,690**				**85.00**	**[●]**
Digambar Chunnilal Bagde							
February 18, 2008	Initial subscription to the Memorandum of Association	10	Cash	10	10	0.00	[●]
April 18, 2017	Reduction in paid-up equity share capital pursuant to the	(10)	-	10	-	0.00	[●]

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Shares (₹)	Issue price/ transfer price per Equity Shares (₹)	Percentage of the pre-Offer capital (%)	Percentage of fully diluted post-Offer capital (%)^
	scheme of arrangement dated April 18, 2017. For further details in relation to the scheme of arrangement, see "*History and Certain Corporate Matters – Mergers or amalgamations in the last 10 years*" on page 207.						
May 24, 2019	Transfer of equity shares from Ajanma Holdings Private Limited	10	Cash	10	400	0.00	[●]
September 27, 2019	Transfer of equity shares from DBS Bank Limited	30,608	Cash	10	425	0.12	[●]
June 20, 2020	Rights issue of equity shares	40,618	Cash	10	80**	0.16	[●]
January 5, 2022	Rights issue of equity shares	142,472	Cash	10	20	0.57	[●]
August 1, 2022	Allotment of equity shares pursuant to exercise of stock options under ESOP 2019	90,000	Cash	10	96.33	0.36	[●]
August 14, 2023	Transfer of equity shares from Manish Arvind Parikh	6,000	Cash	10	743.70	0.02	[●]
February 12, 2024	Pursuant to a resolution passed by our Board on February 6, 2024 and our Shareholders on February 12, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 24,792,742 equity shares of ₹10 each to 123,963,710 Equity Shares of ₹2 each.						
	Sub-total (B)	**1,548,540**				**1.25**	**[●]**
Sanjay Kumar Verma							
December 27, 2023	Transfer of equity shares from Manish Arvind Parikh	10,000	Cash	10	743.81	0.04	**[●]**
February 12, 2024	Pursuant to a resolution passed by our Board on February 6, 2024 and our Shareholders on February 12, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 24,792,742 equity shares of ₹10 each to 123,963,710 Equity Shares of ₹2 each.						
	Sub-total (C)	**50,000**				**0.04**	**[●]**
	Total (A + B + C)	**106,962,230**				**86.29**	**[●]**

** *These shares were partly paid-up at the time of allotment and were made fully paid-up on May 31, 2021.*
Cash was paid at the time of issuance of the optionally convertible debenture.
^ *Subject to finalization of the Offer Price and Basis of Allotment.*

b) Except as disclosed in "*History of the Equity Share capital held by our Promoters - Build-up of Promoter's equity shareholding in our Company*" on page 78, all the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment of such Equity Shares. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are subject to any pledge.

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

d) *Shareholding of our Promoters and Promoter Group*

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

S. No.	Name of the shareholder	Pre-Offer number of Equity Shares held	Percentage of the pre-Offer Equity share capital (%)	Post-Offer number of Equity Shares*	Percentage of the post-Offer Equity Share capital (%)*
Promoters					
1.	Ajanma Holdings Private Limited [#]	105,363,690	85.00	[●]	[●]
2.	Digambar Chunnilal Bagde[$]	1,548,540	1.25	[●]	[●]
3.	Sanjay Kumar Verma	50,000	0.04	[●]	[●]
Sub-Total (A)		**106,962,230**	**86.29**	**[●]**	**[●]**
Directors of Ajanma Holdings Private Limited					
1.	Jeevan Lal Nagori	Nil	Nil	[●]	[●]
2.	Paul Boskma	Nil	Nil	[●]	[●]
3.	Srikant Chaturvedi	Nil	Nil	[●]	[●]
Sub-Total (B)		**Nil**	**Nil**	**[●]**	**[●]**
Members of our Promoter Group (Other than the Promoters)					
1.	Sandhya Digambar Bagde	20,000	0.02	[●]	[●]
Sub-Total (C)		**20,000**	**0.02**	**[●]**	**[●]**
Total (A+B+C)		**106,982,230**	**86.31**	**[●]**	**[●]**

* *Subject to finalization of the Offer Price and Basis of Allotment.*
\# *Also the Promoter Selling Shareholder.*
$ *Also one of the directors of the Promoter Selling Shareholder.*

9. **Details of Promoters' Contribution and Lock-in**

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

b) The details of the Equity Shares to be locked-in for a period of 18 months, or such other period as prescribed under the SEBI ICDR Regulations from the date of Allotment as Promoters' Contribution are set forth in the table below:

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

* *Subject to finalisation of the Basis of Allotment.*
(1) For a period of 18 months or such other period as prescribed under the SEBI ICDR Regulations from the date of Allotment.
(2) All Equity Shares were fully paid-up at the time of Allotment.

Our Promoters has given their respective consents to include such number of Equity Shares held by them as disclosed above, constituting 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoters' Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under the SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

c) Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "- *History of the Equity Share capital held by our Promoters*" on page 78.

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

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

(ii) did not result from a bonus issue of Equity Shares during the immediately preceding three years from the date of this Draft Red Herring Prospectus, by utilisation of revaluation reserves or unrealised profits of our Company, or from bonus issue against Equity Shares which are otherwise ineligible for Promoters' Contribution;

(iii) are not acquired or subscribed to during the immediately preceding year from the date of this Draft Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iv) are not subject to any pledge or any other encumbrance; and

(v) Further, our Company has not been formed by conversion of a partnership firm or a limited liability partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm.

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

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

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository. Any unsubscribed portion of the Offered Shares would also be locked-in as required under the SEBI ICDR Regulations.

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

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

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

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Offer and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to continuation of the lock-in in the hands of transferee for the remaining period and compliance with the SEBI Takeover Regulations. Such transferee shall not be eligible to transfer until the expiry of the lock -in period and compliance with the Takeover Regulations.

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

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

50.00% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50.00% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

12. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or otherwise. Provided, however, that the foregoing restrictions do not apply to: (a) the issuance of any Equity Shares pursuant to the Offer; and (b) any issuance of Equity Shares pursuant to the exercise of employee stock options granted or which may be granted under the ESOP 2023.

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

14. As on the date of filing of this Draft Red Herring Prospectus, the total number of Shareholders of our Company is 22*.

**As per latest beneficiary position statement dated March, 1 2024, total number of shareholders are 22 which includes 2 different folios of "Punjab National Bank"(holding DP ID/Client ID - "IN300812 10501028" and "IN300708 10066727").*

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

Name	Promoter/Members of the Promoter Group/Director of Promoter/Directors/ Relatives of Directors	Sale/Purchase/Allotment	Number of equity shares	Face value per equity share (In ₹)	Issue Price per equity share (In ₹)	Date of sale/ purchase/ allotment
Promoter						
Sanjay Kumar Verma[#]	Promoter	Purchase of 10,000 equity share of the Company from Manish Arvind Parikh	10,000	10	743.81	December 27, 2023

 # Also our Directors.

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

17. Neither our Company, nor any of our Directors have entered any buy-back arrangements for purchase of Equity Shares from any person. Further, the Book Running Lead Managers have not made any buy-back arrangements for purchase of Equity Shares from any person.

18. There are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus, and all the Equity Shares issued and transferred pursuant to the Offer will be fully paid-up at the time of Allotment.

19. Our Promoters and the members of our Promoter Group shall not participate in the Offer except to the extent of their participation in the Offer for Sale.

20. No person connected with the Offer shall offer or make payment of any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

21. As on the date of this Draft Red Herring Prospectus, except for IDBI Bank Limited which holds 944,370 Equity Shares and IDBI Trusteeship Services Limited which holds 522,850 Equity Shares of our Company (*on behalf of the consortium lead lender, ICICI Bank Limited, one of the lenders of Gammon India Limited on invocation of pledge of shares of our Company*) and are an associate of IDBI Capital Markets & Securities Limited, none of the Book Running Lead Managers and their respective associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) hold any Equity Shares of our Company. For further details see "*Risk Factor - Our Company was a subsidiary of Gammon India Limited ("**GIL**") in the past. Any action taken against GIL pursuant to the proceedings outstanding against GIL, may have an adverse impact on our reputation and business*" on page 34. In compliance with proviso to Regulation 21A (1) of the SEBI (Merchant Bankers) Regulations, 1992, as amended and Regulation 23(3) of the SEBI ICDR Regulations, the Book Running Lead Managers and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future

engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

22. The Book Running Lead Managers or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the Book Running Lead Managers, or insurance companies promoted by entities which are associates of the Lead Manager or alternate investment funds or a FPI (other than individuals, corporate bodies and family offices) or pension funds sponsored by entities which are associates of the Book Running Lead Managers.

23. Except for exercise of options vested under the ESOP 2023, there are no outstanding warrants, options, or rights to convert debentures, loans, or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus.

24. Our Company shall ensure that all transactions in the securities of our Company by our Promoters and the Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Offer shall be intimated to the Stock Exchanges within 24 hours of such transactions.

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

26. **Employee Stock Option Scheme**

Transrail Lighting Employee Stock Option Plan 2023

Our Company, pursuant to the resolution passed by our Board on August 10, 2023 and the resolution passed by our Shareholders on August 25, 2023, adopted the ESOP 2023. The purpose of the ESOP 2023 is (i) to enable our Company and its Subsidiaries to attract, retain and motivate employees for the business of our Company; (ii) to provide our employees with additional incentives and reward opportunities; (iii) to enhance the profitable grants of our Company and to create Shareholder value by aligning the interests of our employees with long term interest of our Company and its Shareholders; (iv) to create a sense of ownership and participation amongst our employees; and (v) to provide employees with wealth creation opportunity. The ESOP 2023 is in compliance with the SEBI SBEB Regulations.

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

Particulars	Total#
Options granted	266,450
Options vested	Nil
Options exercised	Nil
Options forfeited/lapsed/cancelled	21,380
Total number of options in force	245,070

 # As certified by our Statutory Auditors, by way of their certificate dated March 8, 2024.

The details of ESOP 2023 are as provided below:

Particulars	Details#			
	From April 1, 2023 till the date of this Draft Red Herring Prospectus	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	Financial Year ended March 31, 2021
Total options outstanding as at the beginning of the period	Nil	Not Applicable	Not Applicable	Not Applicable
Total options granted	266,450	Not Applicable	Not Applicable	Not Applicable
Exercise price of options in ₹ (as on the date of grant options)	702	Not Applicable	Not Applicable	Not Applicable
Options forfeited/lapsed/cancelled	21,380	Not Applicable	Not Applicable	Not Applicable
Variation of terms of options	None			
Money realized by exercise of options during the year/period	Nil			
Total number of options outstanding in force at the end of period/year	245,070	Not Applicable	Not Applicable	Not Applicable
Total options vested (excluding the options that have been exercised)	Nil	Not Applicable	Not Applicable	Not Applicable
Options exercised	Nil			
The total number of Equity Shares arising as a result of full exercise of granted options (including options that have been exercised) (*) (**)	1,225,350			
Employee wise details of options granted to:				
(i) Key managerial personnel:				
Randeep Narang	40,000	-	-	-

<table>
<tr><th rowspan="2">Particulars</th><th colspan="4">Details#</th></tr>
<tr><th>From April 1, 2023 till the date of this Draft Red Herring Prospectus</th><th>Financial Year ended March 31, 2023</th><th>Financial Year ended March 31, 2022</th><th>Financial Year ended March 31, 2021</th></tr>
<tr><td>Gandhali Upadhye</td><td>4,140</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>(ii) Senior management personnel:</td><td colspan="4"></td></tr>
<tr><td>Raman Rajagopalan</td><td>11,870</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>D Suryaranayana</td><td>11,870</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Rajesh Neelakantan</td><td>11,870</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Ashok Rawat</td><td>8,200</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Chandrakant Majgaonkar</td><td>8,200</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>(iii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year</td><td colspan="4">Nil</td></tr>
<tr><td>(iv) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant</td><td colspan="4">Nil</td></tr>
<tr><td>Lock-in period</td><td colspan="4">Not Applicable</td></tr>
<tr><td>Fully diluted EPS on a pre-Offer basis pursuant to the issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard on ‘EPS’ (in ₹)</td><td colspan="4">Fully diluted EPS as per the Restated Consolidated Financial Information:
<table>
<tr><th>Particulars</th><th>Period ended September 30, 2023</th><th>Financial Year ended March 31, 2023</th><th>Financial Year ended March 31, 2022</th><th>Financial Year ended March 31, 2021</th></tr>
<tr><td>Diluted EPS*</td><td>7.44</td><td>9.45</td><td>11.62</td><td>31.43</td></tr>
<tr><td colspan="5">* Not Annualised.</td></tr>
</table></td></tr>
<tr><td>Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option</td><td colspan="4">Valuation Methodology: Black Scholes Model The inputs and assumptions in the Black Scholes model are as under: Spot price of asset = Rs. 702 per share Strike price = Exercise Price = Rs. 702 per share as per ESOP scheme; Risk free interest rate = 7.173% being 10 year India treasury yield as on September 7, 2023; Volatility 39.25; Time to maturity = 3, 4 and 5 years each for each vesting period of the options. The exercise period is 2 years after vesting; however, the management represents that the exercise date can be considered as immediately after vesting since the options are lucrative in nature It is calculated using 90 days volatility of listed peers of the Company.
Formula:
$C= N(d_1)S_t – N(d_2)Ke^{-rt}$
Where $d_1 = (\ln S_t /K + (r +\sigma^2/2)t)/ \sigma\sqrt{t}$
and $d_2 = d_1 - \sigma\sqrt{t}$
C = call option price
N = CDF of the normal distribution
S_t = spot price of an asset
K = strike price
r= risk – free interest rate
t = time to maturity
σ = volatility of the asset</td></tr>
<tr><td>Impact on the profits and on the Earnings per Equity Share of the last three years if the accounting policies specified in the SEBI SBEB Regulations had been followed, in respect of options granted in the last three years</td><td colspan="4">N.A.</td></tr>
<tr><td>Where our Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of our Company and on the Earnings per Equity Share of our Company</td><td colspan="4">N.A.</td></tr>
<tr><td>Intention of the Key Managerial Personnel, Senior Management Personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options granted to sell their Equity Shares within three months after the date of listing of Equity Shares pursuant to the Offer</td><td colspan="4">N.A.</td></tr>
</table>

Particulars	Details#			
	From April 1, 2023 till the date of this Draft Red Herring Prospectus	**Financial Year ended March 31, 2023**	**Financial Year ended March 31, 2022**	**Financial Year ended March 31, 2021**
Intention to sell Equity Shares arising out of ESOP 2023 within three months after the listing of Equity Shares, by Directors, Key Managerial Personnel, Senior Management Personnel and employees having Equity Shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of our Company.	N.A.			

\# *As certified by our Statutory Auditors, by way of their certificate dated March 8, 2024.*

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

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

OBJECTS OF THE OFFER

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

Offer for Sale

The Offer for Sale is up to 10,160,000 Equity Shares aggregating to ₹[●] million by the Promoter Selling Shareholder. Our Company will not receive any proceeds from the Offer for Sale. Further, the proceeds of the Offer for Sale shall be received by the Promoter Selling Shareholder and will not form part of the Net Proceeds. For further details, see "– Offer related Expenses" on page 96.

Fresh Issue

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

1. Funding incremental working capital requirements of our Company;

2. Funding capital expenditure of our Company; and

3. General corporate purposes.

(collectively, referred to herein as the "**Objects**")

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

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

Net Proceeds

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

S. No.	Particulars	Amount (in ₹ million)
1.	Gross Proceeds of the Fresh Issue(1)	4,500.00
2.	(Less) Estimated expenses in relation to the Fresh Issue (2)(3)	[●]
	Net Proceeds(2)	[●]

(1) *This includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.*
(2) *To be finalised upon determination of Offer Price and will be updated in the Prospectus prior to filing with the RoC.*
(3) *For details, see "- Offer related expenses" on page 96.*

Requirement of Funds and Utilisation of Net Proceeds

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

Particulars	Amount (in ₹ million)*
Funding incremental working capital requirements of our Company	2,500.00
Funding capital expenditure of our Company	909.02
General corporate purposes(1)	[●]
Total*	[●]

(1) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to the filing of the Prospectus with the RoC. The amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.*
* *Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement for an aggregate amount not exceeding ₹ 500.00 million. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, not exceeding 20% of the Fresh Issue size, subject to compliance with the minimum net offer size requirements prescribed under rule 19(2)(b) of the SCRR.*

Proposed deployment of Net Proceeds

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

(in ₹ million)

Particulars	Amount to be funded from the Net Proceeds	Estimated deployment of the Net Proceeds in Financial Year ended March 31, 2025
Funding incremental working capital requirements of our Company	2,500.00	2,500.00
Funding capital expenditure of our Company	909.02	909.02
General corporate purposes(1)	[●]	[●]
Total(1)	[●]	[●]

[(1)] *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to the filing of the Prospectus with the RoC. The amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates, current and valid quotations from vendors and other commercial factors. However, such fund requirements and deployment of funds have not been appraised by any bank or financial institution. Please see "*Risk Factors – Objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval*." on page 48. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business and strategy, competition, and other external factors such as changes in the business environment, market conditions, regulatory frameworks and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure, deployment schedule and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

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

Details of the Objects

1. Funding incremental working capital requirements of our Company

We fund a majority of our working capital requirements in the ordinary course of business from various banks, non-banking financial institutions, inter-corporate loans and internal accruals. As on January 31, 2024, the outstanding amount under the fund based working capital facilities of our Company was ₹6,522.57 million and the outstanding amount under non-fund-based facilities availed by our Company, was ₹45,028.90 million. For details, see *"Financial Indebtedness"* on page 307.

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

Basis of estimation of incremental working capital requirement

Existing working capital

The details of our Company's composition of net current assets or working capital as at September 30, 2023, Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, derived from the audited standalone financial statements for the six months period ended September 30, 2023 and for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, are as under:

(₹ in million)

Particulars	As at September 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
I. Current assets				
(a) Inventories				
(i) Raw Materials	1,731.19	1,594.70	1,415.92	1,114.51
(ii) Work-in-Process	200.69	193.55	145.63	98.37
(iii) Finished Goods (other than those acquired for trading)	1,180.73	694.53	621.50	599.38
(iv) Stores & Spares	433.33	332.90	268.66	287.94
(v) Bought Out & others	365.61	274.88	312.40	198.07
(vi) Scrap	21.42	19.39	20.75	26.32
(b) Financial assets				
(i) Trade receivables	6,472.60	6,448.95	6,397.30	4,909.68
(ii) Fixed deposits held as margin money	816.09	734.05	532.70	466.92
(iii) Other financial assets	279.61	248.28	297.44	326.90
(iv) Contract Assets	17,058.53	14,669.05	10,944.29	6,622.37
(c) Other current assets	4,041.58	2,707.23	2,232.98	1,900.27
Total current assets (I)	**32,601.38**	**27,917.51**	**23,189.57**	**16,550.73**
II. Current liabilities				

Particulars	As at September 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(a) Financial Liabilities				
(i) Trade payables	13,224.44	13,090.20	10,705.71	8,433.59
(ii) Lease and other financial liabilities	637.23	543.16	412.54	346.28
(b) Contract liabilities	8,406.34	5,409.50	4,602.19	1,853.37
(c) Other current liabilities	212.29	223.81	227.72	248.92
(d) Provisions	597.98	514.71	512.36	319.65
(e) Current tax liabilities (Net)	0.00	216.81	0.00	53.12
Total current liabilities (II)	**23,078.28**	**19,998.19**	**16,460.52**	**11,254.93**
Net Working capital requirement (III) = (I) –(II)	**9,523.10**	**7,919.32**	**6,729.05**	**5,295.80**
Existing funding pattern				
A. Short term borrowing	4,526.50	4,246.70	2,702.00	2,834.82
B. Internal accruals/ equity	4,996.60	3,672.62	4,027.05	2,460.98
Total	**9,523.10**	**7,919.32**	**6,729.05**	**5,295.80**

** As certified by our Statutory Auditors by a certificate dated March 8, 2024.*

Future working capital requirements

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

(₹ in million)

Particulars	Financial Years ended	
	March 31, 2024 (Estimated)	March 31, 2025 (Estimated)
Current assets		
(a) Inventories		
(i) Raw materials	2,201.00	3,057.40
(ii) Work-in-process	268.48	410.07
(iii) Finished goods (other than those acquired for trading)	939.68	1,304.76
(iv) Stores and spares	469.84	652.38
(v) Bought out & Others	402.72	559.18
(vi) Scrap	-	-
(b) Financial assets		
(i) Trade receivables	8,743.38	12,249.20
(ii) Fixed Deposits held as margin money	1,134.10	1,534.10
(iii) Other financial assets	260.74	273.71
(c) Contract Assets	19,818.32	27,764.85
(d) Other current assets	3,613.93	5,063.00
Total Current Assets (A)	**37,852.19**	**52,868.66**
Current liabilities		
(a) Financial Liabilities		
(i) Trade payables	17,070.36	21,210.41
(ii) Lease & other financial liabilities	543.10	543.10
(b) Contract liabilities	7,254.90	10,302.20
(c) Other current liabilities	349.74	489.98
(d) Provisions	598.00	598.00
(e) Current tax liabilities (Net)	-	-
Total Current Liabilities (B)	**25,816.10**	**33,143.69**
Net Working Capital Requirements (A-B)	**12,036.08**	**19,724.97**
Existing Funding Pattern		
A. Short term borrowing	4,805.12	5,605.12
B. Usage from IPO Net Proceeds	-	2,500.00
C. Internal Accruals/Equity	7,230.96	11,619.85
Total	**12,036.08**	**19,724.99**

* *As certified by our Statutory Auditors by a certificate dated March 8, 2024.*

Our Company proposes to utilize ₹ 2,500 million from the Net Proceeds towards funding our incremental working capital requirements in the manner set out above.

Key assumptions for working capital projections made by our Company:

Holding levels

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

Particulars	Holding levels on the basis of	Financial Year ended (Actuals)			Financial Year ended (Projected)	
		March 31, 2021	March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025
Assets						
Trade receivables days	Revenue from operations	83	99	75	75	75
Inventory days						
(i) Raw materials	Purchases of Raw material	41	42	32	32	32
(ii) Work-in-process	Material consumed	4	4	4	4	4
(iii) Finished goods (other than those acquired for trading)	Material consumed	22	19	14	14	14
(iv) Consumable Stores & Spares	Material consumed	11	8	7	7	7
(v) Bought Out	Material consumed	7	9	6	6	6
(vi) Scrap	Purchases of raw material	1	1	0	0	0
Fixed Deposits held as margin money	Revenue from operations	8	8	9	10	9
Other Financial Assets	Revenue from operations	6	5	3	2	2
Contract Assets	Revenue from operations	112	170	170	170	170
Other Current Assets	Revenue from operations	32	35	31	31	31
Liabilities						
Trade payables days	Total Direct Expenses	196	233	205	200	175
Lease & Other Financial Liabilities	Revenue from operations	6	6	6	5	3
Contract Liabilities	Total Direct Expenses	43	100	85	85	85
Other Current liabilities	Revenue from operations	4	4	3	3	3
Provisions	Revenue from operations	5	8	6	5	4
Current Tax Liabilities (Net)	Revenue from operations	1	0	3	0	0

Key Assumptions and Justification for Holding levels

Particulars	Assumptions and Justifications
Inventory	The inventory comprises of raw material, work in progress finished goods, consumable stores and spares, boughtout materials and scrap. **Raw material:** The principal items of materials required for execution of contracts are Steel, Aluminium and Zinc. Our Company manufactures various types of towers and structures out of the steel and the same is also galvanised with Zinc. The galvanising plant of our Company requires a constant supply of Zinc, Iron and Steel and hence it is imperative that our Company maintains adequate stock of these items not only to keep up the desired production levels and so as to maintain the overhead levels. The principal items of materials required for construction is Reinforcement steel, Cement, Aggregates and other materials. Further the sites are situated in remote, far-flung and isolated locations in India and internationally and hence it is essential that adequate inventory of materials are always available with the project sites for uninterrupted operations. The turnover period has been maintained in the projections for the Financial Year ended March 31, 2024 and Financial Year ended March 31, 2025 at the same levels as at Financial Year ended March 31, 2023. **Finished Goods:** After Production of the Finished Goods, the contractual requirements of inspection, sorting and packing and its ultimate despatch to the project locations requires a specific lead time to ensure completion of the required formalities. The turnover period has been maintained in the projections for the Financial Year ended March 31, 2024 and Financial Year ended March 31, 2025 at the same levels as at Financial Year ended March 31, 2023. **Other inventory:** The Project sites are situated in remote, far-flung and isolated locations in India and internationally and hence it is essential that adequate inventory of stores and spares and other

Particulars	Assumptions and Justifications
	consumables are always available with the project sites for uninterrupted operations The turnover period has been maintained in the projections for the Financial Year ended March 31, 2024 and Financial Year ended March 31, 2025 at the same levels as at Financial Year ended March 31, 2023. **Work in Progress**: The manufacturing process requires multiple levels of processes on the materials to bring the materials ready for finishing. Therefore, the timeline during which the materials remains under work in progress has been projected across the manufacturing cycle. The turnover period has been maintained in the projections for the Financial Year ended March 31, 2024 and Financial Year ended March 31, 2025 at the same levels as at Financial Year ended March 31, 2023. The overall inventory turn-around days considered are 62 days for Financial Year ended March 31, 2023 which has been maintained at the same levels in proportion to the revenues for the respective period for Financial Year ended March 31, 2024 and Financial Year ended March 31, 2025.
Trade Receivables	Holding levels of trade receivable vary between 75-99 days for the Financial Year ended March 31, 2021, Financial Year ended March 31, 2022 and Financial Year ended March 31, 2023. Our Company has maintained the trade receivables days at the same levels as of Financial Year ended March 31, 2023 of 75 days.
Contract Assets	Holding levels of Contract Assets vary between 112-170 days for the Financial Year ended March 31, 2021, Financial Year ended March 31, 2022 and Financial Year ended March 31, 2023. Our Company has maintained the trade receivables days at the same levels as of Financial Year ended March 31, 2023 of 170 Days.
Other Current Assets	Major portion of other current assets includes Margin Money given to Bankers, Advances to suppliers, balances with government authorities and prepaid expenses. The overall turn-around days for the Other Current Assets considered are 43 days for Financial Year ended March 31, 2023 which has been maintained at the 43 days for Financial Year ended March 31, 2024, 42 Days for Financial Year ended March 31, 2025.
Trade payable	Our Company's trade payables vary between 196-205 days for the Financial Year ended March 31, 2021, Financial Year ended March 31, 2022 and Financial Year ended March 31, 2023. Our Company expect the trade payables to improve due to change in mix of supplies and services payments days to reduce to 200 days in the Financial Year ended March 31, 2024 and 175 days in Financial Year ended March 31, 2025. The major reduction in the number of days is primarily on account of the infusion of the Offer proceeds which would bring about a reduction in the trade payables.
Contract liabilities	Our Company receives advances from the customers. Most of the contracts include 10.00% as mobilisation advance. This is accounted under the head "contract liabilities", which is a major component of other current liabilities. The holding period for contract liabilities was 100 days in the Financial Year ended March 31, 2022 which was reduced to 85 days in Financial Year ended March 31, 2023. The company assumes the holding period to be 85 days for the Financial Year ended March 31, 2024 and Financial Year ended March 31, 2025. Other than contract liabilities the other current liabilities provision for employee benefits and other provisions, which have been maintained at same levels as of Financial Year ended March 31, 2023.

2. Funding capital expenditure requirements of our Company

As on the date of this Draft Red Herring Prospectus, we have four manufacturing units supplying galvanised lattice towers, galvanised monopoles, and conductors. As of September 30, 2023, we have done EPC of 33,500 circuit kilometers ("**CKM**") transmission lines and 30,000 CKM distribution lines, domestically and internationally. We provide EPC services in relation to substations up to 765 kilovolts ("**kV**"). We intend to strengthen our position as one of the leading infrastructure turnkey solutions provider in the EPC space in India and internationally. The Government of India has been clearly focused on development of infrastructure in the country and we intend to harness such opportunities and expand the scope of EPC civil services to focus on projects from the Government of India and other programmes for bridges, tunnels and other transmission solutions. Over the next few years, we will continue to focus on existing projects while seeking opportunities to expand our portfolio into other allied/ancillary infrastructure sectors. We intend to draw on our experience, asset base, market position and ability to execute and manage multiple projects across various geographies, to further grow our portfolio of EPC projects.

We aim to continue investing in existing manufacturing equipment and technologies to build new capabilities to support the production of our portfolio of products. As part of such investment, we will incur expenditure towards the purchase of various types of equipment such as (i) CNC machines; (ii) stringing TSE machines and other equipment. For further details, see "*Our Business – Strategies*" on page 181.

While we propose to utilise up to ₹909.02 million towards procurement of the equipment, plant and machinery, based on our current estimates, the specific number and nature of such equipment, plant and machinery to be procured by our Company may change, depending on our business requirements, from time to time. Accordingly, the details of the equipment, plant and machinery to be procured from the Net Proceeds will be suitably updated at the time of filing the Red Herring Prospectus. An indicative list of such equipment, plant and machinery that we intend to purchase, along with details of the quotations we have received in this respect is set forth below, which has been certified by Suvabrata Dasgupta, Independent Chartered Engineer, (registration number: M-137099-5) pursuant to their certificate dated March 8, 2024 and approved, pursuant to a resolution dated March 8, 2024 passed by our Board:

Detailed break-up of capital expenditure requirements

S. No.	Location/Facility	Description of equipment	Quantity/ Lot/ Set	Amount (₹ in million)#	Name of the vendors	Date of quotations	Period of Validity
1.	Butibori Central Store	PL1700 : Digital Puller, Max pull 160 kN, Max speed 4.5 km/h, rope diameter 28 mm	3	39.32^	TESMEC	November 20, 2023	180 days, i.e. May 18, 2024
2.		FRS 615 : Hydraulic tensioner, Max tension 140 kN, Max speed 5 km/h, Max conductor diameter 40 mm	3	30.80^			
3.		PT1252 : Digital puller tensioner, Max pull/tension 50 kN, Max speed 5 km/h, Max conductor diameter 51 mm	1	9.11^			
4.		ARS523 : Hydraulic puller Max Pull 70 kN, Speed 4 /Hr	5	26.13^			
5.		Motorised Winch Machine Double Capstan 5 tons Make : Advait	100	31.05	Advait Infratech Limited	December 4, 2023	6 months
6.		Compression jointing machine 100 ton Make Kudos	50	30.00			
7.		100T motorized compressor machine with 3 meters length hose pipes	100 set	56.50	Madhav Engineers Private Limited	December 4, 2023	180 days, i.e. June 1, 2024
8.		7 sheave aluminium aerial rollers (working dia – 800 mm)	400	42.00	Hind Gold Automotive Components	December 4, 2023	6 months
9.		5 sheave aluminium aerial rollers (working dia -1000 mm)	300	46.50			
10.		Technical specification for vehicle mounted mobile crane of: Model No. URB K 08 E3	1	4.14	URB Engineering Private Limited	December 1, 2023	6 months
11.		Anti-twisting pilot wire 24 MM	150 km	52.65	Advait Infratech Limited	December 4, 2023	180 days, i.e. June 1, 2024
12.	Conductor Silvassa, Dadra and Nagar Haveli	2 wire line – 13 die RBD (rod breakdown machine)	1 set	20.00	Andhra Machine Industries	December 5, 2023	6 months
13.		Pointing and threading machine	1	0.56			
14.		Pay off stand	2	0.76			
15.		OM Electrically heated aluminium alloy annealing furnace	2	21.00	Om Chem Engineers	December 4, 2023	180 days, i.e. June 1, 2024
16.		AEI rigid wire stranding machine 54 (24+18+12) Bobbins 630 mm Type RPBE-54F-630AH-180	1	65.10	Associated Engineers & Industrials Private Limited	December 2, 2023	6 months
17.		2,200 mm column type rewinding line	1	2.30	Jyoti Engineering Works	December 5, 2023	6 months
18.		Continue casting machine	1 set	29.75	Hind Udyog Private Limited	December 5, 2023	6 months
19.		Cast bar straightener (with pinch roller)	2 set				
20.		Rolling mill (15 stand)	1 set				
21.		Twin coilers	1 set				
22.		Encon oil fired aluminium melting and holding furnaces*	1	23.50	Encon Furnaces (P) Limited	December 7, 2023	6 months
23.		Control panel suitable for above furnace*	1				
24.		Encon Recuperator*	1				

S. No.	Location/Facility	Description of equipment	Quantity/ Lot/ Set	Amount (₹ in million)#	Name of the vendors	Date of quotations	Period of Validity
25.		Encon oil fired hydrallic tilting type holding furnace*	2				
26.		350 KW induction aluminium cast bar heating equipment with required accessories	1	5.00	Inductotherm (India) Private Limited	December 8, 2023	6 months
27.		3T x 15 mtrs. Span x 12 mtrs. lift x 100 mtrs. bay length single girder EOT crane*	1	2.70	S. Cranes Engg. Works	December 4, 2023	6 months
28.		7.5T x 15 mtrs. Span x 12 mtrs. lift x 100 mtrs. bay length double girder EOT crane*	1	4.51			
29.		4000A LT Panel	1	5.54	Pretech Controls LLP	December 2, 2023	6 months
30.		800A PDB Panel	1	1.33			
31.		8+8 LPG (425kg) LOT system 800 Kg/Hr**	1	4.92	Kelvin Energy Solutions	December 5, 2023	6 months
32.		Design, detailing, fabrication and supply of PEB shed including erection, excluding civil work, 84mtrs. x 18mtrs. - PEB shed for Al. rod mill plant Height – 12 mtrs.	1,512 sq. mtrs.	22.68	Innovative Designers and Consultants	January 10, 2024	6 months
33.		Design, detailing, fabrication and supply of PEB Shed including erection. Excluding Civil Work 102 x 15mtrs PEB shed for conducting mfg area, Height – 12 mtrs	1,530 sq. mtrs.	22.95			
34.		Design, detailing, fabrication and supply of PEB Shed including erection. Excluding Civil Work PEB shed (24mtrs x 60 mtrs) Height – 6 mtrs.	1,440 sq. mtrs.	11.52			
35.	Deoli, Maharashtra	Angle bending machine - horizontal and vertical for 150 x 150 x 16 mm Angle section with adjustable die – 50 x 100MT	1 set	3.15	Classic Automotive Industries Private Limited	January 8, 2024	April 31, 2024
36.		Hydraulic shearing machine model: EM HVR 2020	1	3.26	Energy-Mission Machineries (India) Limited	December 14, 2023	180 days
37.		6T x 23.2 mtrs. Span x 6 mtrs. lift x 84 mtrs. bay length single, girder EOT Crane*	3	8.00	S. Cranes Engg. Works	December 5, 2023	6 months
38.		Rooftop solar plant – 550 KW	550	20.71	Reckon Invertors	December 4, 2023	6 months
39.		Rapid 25 T:CNC high-speed drilling line for angles specifically designed for transmission towers (Rapid)	1	39.11^	Ficep S.P.A	November 27, 2023	March 31, 2024
40.		XP 16 T6: high performance CNC line for the processing of angles specifically designed for transmission towers	1	47.24^			
41.		CNC plate drilling machine	1	5.85	Yantra Design	January 8, 2024	6 months
42.	Vadodara, Gujarat	5T x 20 mtrs. Span x 7 mtrs. Lift x 96 mtrs. Bbay length single girder EoT crane*	6	11.90	S. Cranes Engg. Works	December 5, 2023	6 months
43.		Rooftop solar plant – 350 KW	350	13.30	Reckon Invertors	December 4, 2023	6 months
44.		Angle bending machine - horizontal and vertical for 150X150X16 mm angle section with adjustable die - 50X100MT	1	3.15	Classic Automotive Industries Private Limited	January 8, 2024	April 31, 2024

S. No.	Location/Facility	Description of equipment	Quantity/ Lot/ Set	Amount (₹ in million)[#]	Name of the vendors	Date of quotations	Period of Validity
45.		Hot dip galvanizing plant suitable to kettle size 8.0 X 1.0 X 2.4 mtrs.(L x W x D), 50 mm thick*	1	38.50	Radadia Engineering Private Limited	December 6, 2023	6 months
46.		CNC Punching Shearing and Drilling Marking Machine	5 Set	38.84^^	Shandong Fin CNC	December 9, 2023	6 months
47.		Bull brand angle heel milling machine	1	2.65	Press Well Hydraulics	November 24, 2023	6 months
48.		CNC plate drilling machine	1	5.85	Yantra Design	January 8, 2024	6 months
49.		Design, Detailing, Fabrication and Supply of PEB Shed including erection. Excluding Civil Work Finished goods shed (for covered storage) - 115 mtrs. x 40 mtrs.	1	55.20	Innovative Designers and Consultants	January 10, 2024	6 months
			Total	**909.02**			

* *This unit is highly critical as the same is operational in nature, therefore supervision, erection and commissioning also will be required to be done by the vendor itself.*

^ *Assuming exchange rate of ₹89.86 of 1 Euro as on February 29, 2024.*

^^ *Assuming exchange rate of Rs. 82.92 of 1 USD as on February 29, 2024*

\# *Excluding applicable tax implications.*

The purchase of machinery and the proposed deployment is subject to final terms and conditions agreed with the supplier including the finalization of price, payment/credit terms, delivery schedule and other market factors prevailing at that time.

While all the quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus, however, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment in relation to the capital expenditure or such other equipment as may be considered appropriate, according to the business or engineering requirements of such facilities, subject to the total amount to be utilized towards purchase of such equipment not exceeding ₹909.02 million. See, "*Risk Factors – Objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval*." on page 48.

3. General Corporate Purposes

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

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

Means of Finance

We propose to fund the requirements of the Objects detailed above fully from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing identifiable internal accruals.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. The expenses of the Offer include, among others, listing fees, underwriting fees, selling commission, fees payable to the Book Running Lead Managers, fees payable to legal counsels, fees payable to the Registrar to the Offer, Escrow Collection Bank to the Issue and Sponsor Bank(s), including processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to Registered Brokers, collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

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

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

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

Activity	Estimated expenses(1) (in ₹ million)	As a % of total estimated Offer expenses(1)	As a % of the total Offer size(1)
Book Running Lead Managers fees and commissions (including any underwriting commission, brokerage and selling commission)	[●]	[●]	[●]

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

(1) Offer expenses include applicable taxes, where applicable. Offer expenses will be finalised on determination of Offer Price and incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.

(2) Selling commission payable to the SCSBs on the portion for RIBs, Non-Institutional Bidders and Eligible Employees Bidding in the Employee Reservation Portion \ which are directly procured by the SCSBs, would be as follows:

*Portion for RIBs**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Employee Reservation Portion**	*[●]% of the Amount Allotted (plus applicable taxes)*

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

(3) 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.

(4) No additional uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them.

(5) Processing fees payable to the SCSBs on the portion for RIBs, and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

*Portion for RIBs**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Eligible Employees**	*₹[●] per valid Bid cum Application (plus applicable taxes)*

** The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*

(6) Selling commission on the portion for RIBs, Eligible Employees, and Non-Institutional Bidders (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:

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

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

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

(8) Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the portion for RIBs and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

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

(10) Bidding charges payable to the Registered Brokers, RTAs/CDPs on the portion for RIBs Eligible Employees and Non Institutional Bidders which are directly procured by the Registered Broker or RTAs or CDPs and submitted to SCSB for processing, would be as follows:

*Portion for RIBs**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Eligible Employees**	*₹[●] per valid Bid cum Application (plus applicable taxes)*

** Based on valid applications*

Processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:

Members of the Syndicate / RTAs / CDPs	*₹[●] per valid application (plus applicable taxes)*
Sponsor Bank	*₹[●] per valid application (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws*

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

Interim use of Net Proceeds

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

Bridge Loans

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

Monitoring of Utilisation of Funds

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency to monitor the utilisation of the Net Proceeds, including the proceeds proposed to be utilised towards general corporate purposes, prior to filing of the Red Herring Prospectus with the RoC. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Net Proceeds (including in relation to the utilisation of the Net Proceeds towards the general corporate purposes) and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Net Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose and continue to disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilised, till the time any part of the Fresh Issue proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors. Further, in accordance with Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilisation of the Net Proceeds from the objects of the Offer as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the objects of the Offer as stated above. This information will be uploaded onto our website and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Variation in Objects of the Issue

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules and Regulation 59 and Schedule XX of the SEBI ICDR Regulations, our Company shall not vary the Objects unless our Company is authorized to do so by way of a special resolution of its Shareholders and our Company shall include the requisite explanation in the director's report in relation to such variation. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act. The notice shall simultaneously be published in the newspapers, one in English and one in Marathi, the vernacular language of the jurisdiction where our Registered Office is situated. The Promoter will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, and the SEBI ICDR Regulations.

Appraising Agency

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

Other Confirmations

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

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

BASIS FOR OFFER PRICE

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

Bidders should read "*Risk Factors*", "*Our Business*", "*Restated Consolidated Financial Information*", "*Other Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 29, 173, 240, 302 and 310, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors which form the basis for computing the Offer Price are as follows:

- Track record of established presence and growth in power transmission and distribution vertical through our implementation and execution skills;
- Established manufacturing facilities;
- Strong and diversified Order Book;
- Strong in-house designing and engineering;
- Experienced promoter(s) with strong management team, technical expertise and business divisions with specialized domain knowledge;
- Quality assurance;
- Strong and consistent financial performance.

For further details, see "*Our Business – Strengths*" on page 176.

Quantitative Factors

Certain information presented below, relating to our Company, is derived from the Restated Consolidated Financial Information. For further details, see "*Restated Consolidated Financial Information*" on page 240.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

A. Basic and Diluted Earnings Per Equity Share ("EPS"), as adjusted for changes in capital:

As derived from the Restated Consolidated Financial Information:

Financial/Period ended	Basic EPS (in ₹)**	Diluted EPS** (in ₹)	Weight
Financial Year ended March 31, 2023	9.45	9.45	3
Financial Year ended March 31, 2022	11.62	11.62	2
Financial Year ended March 31, 2021	31.43	31.43	1
Weighted Average	**13.84**	**13.84**	-
Six months period ended September 30, 2023*	7.44	7.44	-

* *Not annualized.*

** *Adjusted pursuant to a resolution passed by our Board on February 6, 2024 and a resolution passed by the Shareholders on February 12, 2024, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 24,792,742 equity shares of face value of ₹10 each to 123,963,710 Equity Shares of face value of ₹2 each. In terms of Paragraph 64 of Indian Accounting Standard 33 Earnings per Share, if the number of ordinary shares outstanding increases as a result of share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares. The calculation of basic and diluted EPS has been considered considering the impact of share split as stated above.*

Notes:
1. *The face value of each Equity Share is ₹ 2.*
2. *Basic Earnings per share = Net profit after tax (loss after tax) as restated / Weighted average number of equity shares outstanding during the period/year.*
3. *Diluted Earnings per share = Net profit after tax (loss after tax) as restated / Weighted average number of potential equity shares outstanding during the period/year.*
4. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year /Total of weights.*
5. *Earnings per share calculations are in accordance with the notified Indian Accounting Standard 33 "Earnings per share".*

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share*:

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price Band (no. of times)
Based on Basic EPS as per the Restated Consolidated Financial Information for the Financial Year ended March 31, 2023	[●]	[●]
Based on Diluted EPS as per the Restated Consolidated Financial Information for the Financial Year ended March 31, 2023	[●]	[●]

* *To be updated at the price band stage.*

Notes:

(1) P/E ratio has been computed dividing the price per share by Earnings per Equity Share.

C. Industry P/E ratio

Particulars	P/E Ratio
Highest	106.08
Lowest	19.39
Average	61.63

Notes:

(1) The highest and lowest industry P/E shown above is based on the peer set provided below under "Comparison with listed industry peers". The industry average has been calculated as the arithmetic average P/E of the peer set provided below.

(2) P/E figures for the peer are computed based on closing market price as on February 29, 2024, divided by Basic EPS (on consolidated basis) declared by the peers available from Industry assessment Report for the Financial Year ended March 31, 2023.

D. Return on Net Worth ("RoNW")

As per the Restated Consolidated Financial Information of our Company:

Period ended	RoNW%	Weight
Financial Year ended March 31, 2023	15.17	3
Financial Year ended March 31, 2022	10.80	2
Financial Year ended March 31, 2021	19.47	1
Weighted Average	**14.43**	-
Six months period ended September 30, 2023*	9.17	-

* *Not annualized.*

Notes:

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

(2) Return on Net Worth (%) = Net profit after tax, as restated / Net worth as restated as at period/year end.

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

E. Net Asset Value per Equity Share of face value of ₹2 each

Net Asset Value per Equity Share*	(₹)
As on September 30, 2023	74.64
As on March 31, 2023	62.21
After the Offer	At Floor Price: [●]
	At Cap Price: [●]
Offer Price	[●]

* *Adjusted pursuant to the recommendation and resolution passed at the meeting of the Board of Directors held on February 6, 2024, and the Shareholders in their meeting held on dated 12th February 2024, have approved the split of 1 Equity share of the face value of ₹10 each into 5 equity share of the face value of ₹ 2 each. Hence the calculation of Net Assets Value (NAV) per Equity Share is considering the impact of share split as stated above*

Notes:

(1) Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

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

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

F. Comparison of accounting ratios with listed industry peers

Name of the Company	Standalone/ Consolidated	Total Revenue (₹ in million)	Face Value per Equity Share (₹)	Closing price as on February 29, 2024	P/E (₹)	EPS (Basic) (₹)	EPS (Diluted) (₹)	RoNW (%)	NAV (₹ per share)	Profit after tax (₹)
		Refer note 3	Refer Note 2	Refer Note 1	Refer Note 1	Refer note 3	Refer note 3	Refer note 3	Refer note 3	Refer note 3
Transrail Lighting Limited	Consolidated	30,861	2	N.A.	N.A.	9.45	9.45	15.17%	62.21	1,076.00
KEC International Limited	Consolidated	172,820	2	726.65	106.08	6.85	6.85	4.70%	147.00	1,760.00
Kalpataru Projects International Limited	Consolidated	163,610	2	966.20	33.69	28.68	28.68	9.20%	291.00	4,350.00
Skipper Limited	Consolidated	19,800	1	332.15	96.00	3.46	3.46	4.60%	75.00	360.00
Bajaj Electricals Limited	Consolidated	54,290	2	995.80	53.00	18.79	18.75	11.30%	166.00	2,160.00
Patel Engineering Limited	Consolidated	42,020	1	67.85	19.39	3.50	2.08	6.35%	37.00	1,830.00

Source for Transrail Lighting Limited: Based on the Restated Consolidated Financial Statements for the year ended March 31, 2023 and the CRISIL Report commissioned by and paid for by the Company pursuant to an engagement letter with CRISIL issued in July, 2023

(i) P/E Ratio has been mathematically computed based on the closing market price of equity shares on February 29,2024, divided by the Basic EPS (on consolidated basis) declared by the peers available from CRISIL Report for the Financial Year ending March 31, 2023. The Extracts of the Price as on February 29,2024 is as per the extract of the stock exchanges attached herewith and initialled by us for identification. The PE Ratio is not applicable for our Company.

(ii) Face value per share as at March 31, 2023 has been extracted from annual report of the industry peers provided to us by the management.

(iii) All the financial information for listed industry peer mentioned above is on a consolidated basis and is sourced from the CRISIL Report commissioned by and paid for by our Company pursuant to an engagement letter with CRISIL issued in July, 2023 attached herewith and initialled for identification. The Above information have not been adjusted for any changes in the Outstanding number of shares that have been issued since March 2023 and any corporate actions of any kind resulting in a change in any of the ratios as given above.

(iv) For Transail Lighting Limited
RoNW is computed as net profit after tax (including profit attributable to non-controlling interest) divided by net worth.
Net worth has been computed as sum of paid-up share capital and other equity Excluding Capital Reserve and employee stock option outstanding reserve.
NAV is computed as the closing net worth divided by the closing outstanding number of equity shares.

G. Key Performance Indicators ("KPIs")

The tables below set forth the details of our certain financial data based on our Restated Consolidated Financial Information, certain non-GAAP measures and KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. All the financial data based on our Restated Consolidated Financial Information, certain non-GAAP measures and KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated March 8, 2024. Further, the Audit Committee has noted that no KPIs have been disclosed to any new investors in the last three year preceding the date of this Draft Red Herring Prospectus. The KPIs that have been consistently used by the management to analyse, track and monitor the operational and financial performance of our Company and were presented in the past meetings of our Board and Audit Committee or shared with the shareholders and potential investors during the three years preceding the date of this Draft Red Herring Prospectus, which have been consequently identified as relevant and material KPIs and are disclosed in this "Basis for Offer Price" section, have been identified and verified by the management of our Company in consultation with our Statutory Auditors in accordance with the SEBI ICDR Regulations.

The KPIs disclosed below have been used historically by our Company to understand and analyze its business performance, which in result, help us in analyzing the growth of business in comparison to our peers. The Bidders can refer to the below-mentioned key financial and operational metrics, being a combination of financial and operational key financial and operational metrics, to make an assessment of our Company's performance in various business verticals and make an informed decision.

A list of certain financial data, based on our Restated Consolidated Financial Information and as certified by our Statutory Auditors by way of their certificate dated March 8, 2024, is set out below for the indicated period:

(in ₹ million)

Particulars	Six months period ended September 30, 2023	As at / for the Financial Year ended		
		March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operation (including) and other operating Revenue	18,467.91	31,521.56	23,500.15	21,855.15
Revenue growth	N.A.	34.13%	7.53%	N.A.
EBIDTA	2,089.76	2,939.35	2,056.68	2,525.44
EBIDTA Margin	11.32%	9.32%	8.75%	11.56%

Particulars	Six months period ended September 30, 2023	As at / for the Financial Year ended		
		March 31, 2023	March 31, 2022	March 31, 2021
Profit After Tax	848.88	1,075.68	647.07	981.81
Profit After Tax Margin	4.56%	3.39%	2.75%	4.48%
Net Debt	4,745.55	4,802.08	4,116.13	3,400.27
Debt equity ratio	0.62	0.78	0.71	0.76
Net Debt to EBITDA	2.27	1.63	2.00	1.35
Return on Capital Employed	11.72%*	18.27%	14.94%	22.18%
Working capital days	60	53	61	54
Working Capital Turnover Ratio	2.99*	6.83	5.97	6.73
Vertical wise order intake (1)	17,421.22	64,841.74	34,259.03	37,277.68
Geography wise order intake e(2)	17,421.22	64,841.74	34,259.03	37,277.68
Vertical wise order book(3)	96,204.48	96,192.79	59,075.87	51,795.78
Geography wise order book(4)	96,204.48	96,192.79	59,075.87	51,795.79

**Not annualized*

(1) Vertical wise order intake

(in ₹ million)

Vertical	*Six months period ended September 30, 2023*	*As at / for the Financial Year ended*		
		March 31, 2023	*March 31, 2022*	*March 31, 2021*
Power transmission and distribution	*17,292.91*	*64,335.03*	*26,645.37*	*21,252.65*
Civil construction	*-*	*-*	*2,559.90*	*15,774.61*
Poles and lighting	*128.31*	*506.71*	*426.04*	*250.42*
Railways	*-*	*-*	*4,627.72*	*-*
Total	***17,421.22***	***64,841.74***	***34,259.03***	***37,277.68***

(2) Geography wise order intake

(in ₹ million)

Geography of client	*For the Six months period ended September 30, 2023*	*As at / for the Financial Year ended*		
		March 31, 2023	*March 31, 2023*	*March 31, 2023*
In India	*3,165.22*	*17,354.01*	*14,307.37*	*21,217.30*
Outside India	*14,256.00*	*47,487.73*	*19,951.66*	*16,060.38*
Total	***17,421.22***	***64,841.74***	***34,259.03***	***37,277.68***

(3) Vertical wise order book

(in ₹ million)

Vertical	*For the Six months period ended September 30, 2023*	*As at / for the Financial Year ended*		
		March 31, 2023	*March 31, 2023*	*March 31, 2023*
Power transmission and distribution	*86,589.54*	*84,158.42*	*40,899.02*	*27,524.40*
Civil construction	*8,217.40*	*9,754.61*	*13,181.17*	*22,826.19*
Poles and lighting	*591.57*	*929.97*	*1,661.40*	*1,344.97*
Railways	*805.97*	*1,349.79*	*3,334.28*	*100.22*
Total	***96,204.48***	***96,192.79***	***59,075.87***	***51,795.78***

(4) Geography wise order book

(in ₹ million)

Vertical	*For the six months period ended September 30, 2023*	*As at / for the Financial Year ended*		
		March 31, 2023	*March 31, 2023*	*March 31, 2023*
In India	*31,212.16*	*33,770.10*	*28,615.14*	*35,003.34*
Outside India	*64,992.32*	*62,422.69*	*30,460.73*	*16,792.44*
Total	***96,204.48***	***96,192.79***	***59,075.87***	***51,795.78***

The method of computation of the above KPIs is set out below:

KPI	Formula
Revenue Growth	Revenue Growth (%) represents year on year growth of our business operations in terms of revenue generated by us.
EBIDTA	EBITDA is calculated as restated profit before exceptional items and tax plus finance costs, depreciation and amortisation expense less other income.
EBITDA Margin (%)	EBITDA Margin (%) is the percentage of EBITDA divided by revenue from operation and other operating revenue.
PAT Margin (%)	PAT Margin (%) is calculated as Restated profit (after tax) for the period / year as a % of total revenue.
Net Debt	Total debt minus cash and cash equivalents. Total debt is computed as non-current borrowings plus current borrowings.
Debt equity ratio	Total debt/total equity
Net Debt to EBITDA	Calculated as Net Debt divided by EBITDA.
Return on Capital Employed (ROCE) (%)	ROCE is calculated as EBIT as a percentage of capital employed wherein capital employed refers to sum of total equity and total debt less Intangible assets and right of use assets. EBIT is earning before interest, tax and other income.
Working capital days	Working capital days is calculated as working capital * 365 divided by total revenue. Working capital refers to current assets minus current liability.
Working Capital Turnover Ratio	Working capital turnover ratio is calculated as revenue from operation plus other operating revenue divided by working capital. Working capital refers to current assets minus current liabilities

For reconciliation of certain non-GAAP measures, see "*Other Financial Information – Reconciliation of Non-GAAP Measures"* on page 302.

For details of other performance indicators disclosed elsewhere in this Draft Red Herring Prospectus, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of* Operations" on pages 173 and 310, respectively.

Subject to applicable law, our Company confirms that it shall continue to disclose all the above financial data based on the Restated Consolidated Financial Information, certain non-GAAP measures and KPIs included in this "*Basis for Offer Price*" section, on a periodic basis, at least once in a year (or for any lesser period as determined by our Board of our Company), for a duration that is at least the later of (i) one year after the date of listing of the Equity Shares on the Stock Exchanges; or (ii) till the utilization of the Net Proceeds as disclosed under "*Objects of the Offer*" section on page 87.

H. Description on the historic use of the certain financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these certain financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and KPIs is not intended to be considered in isolation or as a substitute for the restated summary statement. Some of these certain financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These certain financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and KPIs have limitations as analytical tools. Further, these certain financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these certain financial data based on Restated Consolidated Financial Information, certain non-GAAP measures and KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results, when taken collectively with financial measures prepared in accordance with Ind AS. For further details, please see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition*." on page 49.

Explanations for the certain financial data based on Restated Consolidated Financial Information

Financial parameter	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business
Revenue growth	Revenue from Operations growth provides information regarding the growth of our business for the respective period
EBIDTA	EBITDA provides information regarding the operational efficiency of the business
EBIDTA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of our business
Profit After Tax	Profit after tax for the period/year provides information regarding the overall profitability and financial performance of our business
Profit After Tax Margin	Profit Margin is an indicator of the overall profitability and financial performance of our business
Net Debt	Total Debt less cash and cash equivalents. Total Debt is computed as Non-Current Borrowings Plus Current Borrowings
Debt equity ratio	Debt- equity ratio is a gearing ratio which compares shareholder's equity to company debt to assess our company's amount of leverage and financial stability
Net Debt to EBITDA	Net debt to EBITDA ratio is a debt ratio that shows how many years it would take for a company to pay back its debt if net debt and EBITDA are held constant
Return on Capital Employed	Return on capital employed provides how efficiently our Company generates earnings from the capital employed in the business
Working capital days	Days working capital is a metric that measures how many days it takes our company to transform its working capital into cash flows from sales
Working Capital Turnover Ratio	Working capital turnover ratio is the ratio between the revenue from operation of a business and its working capital
Vertical wise order intake	Business-wise order taken during the specified period
Geography wise order intake	Order taken during the specified period within in India and outside India
Vertical wise order book	Unexecuted orders as at specified date

Financial parameter	Explanations
Geography wise order book	Unexecuted orders as at specified date within India and outside India

I. Comparison with listed industry peers

While our peers listed in India (mentioned below), like us, operate in the same industry and may have similar offerings or end use applications, our business may be different in terms of differing business models, different product verticals serviced or focus areas or different geographical presence or serving certain segments or sub-segments of our customer base.

Based on our review of the audited financial statements of such Industry Peers for their last audited financial year i.e. (Financial Year ended March 31, 2023), we confirm: (a) the highest P/E ratio among the Industry Peers was ₹ 106.08, while the lowest P/E ratio was ₹ 19.39, and the average P/E ratio was ₹ 61.63; and (b) the additional details as set forth below:

Particulars	Transrail Lighting Limited	Kalpataru Projects International Limited	KEC International Limited	Skipper Limited	Bajaj Electricals Limited	Patel Engineering Limited
Revenue from Operation	31,521.56	1,63,610.00	172,820.00	19,800.00	54,290.00	42,020.00
Revenue growth	34.13%	10.70%	25.80%	16.00%	12.80%	24.30%
EBIDTA	2,939.35	11,080.00	8,300.00	1,950.00	4,340.00	6,240.00
EBIDTA Margin	9.32%	6.80%	4.80%	9.90%	8.00%	14.90%
Profit After Tax	1,075.68	4,350.00	1,760.00	360.00	2,160.00	1,830.00
Profit After Tax Margin	3.39%	2.70%	1.10%	1.80%	4.00%	4.40%
Net Debt	4,802.08	27,310.00	31,240.00	4,820.00	-3,420.00	15,410.00
Debt equity ratio	0.78	0.58	0.83	0.63	-0.18	0.52
Net Debt to EBITDA	1.63	2.46	3.76	2.47	-0.79	2.47
Return on Capital Employed	18.27%	14.60%	15.70%	13.80%	17.10%	13.10%
Working capital days	53	70	34	65	54	143
Working Capital Turnover Ratio	6.83	5.19	10.69	5.62	6.82	2.55

All the financial information for listed industry peer mentioned above is on a consolidated basis and is sourced from the CRISIL Report commissioned by and paid for by our Company pursuant to an engagement letter with CRISIL issued in July, 2023 attached herewith and initialled for identification. The above information have not been adjusted for any changes in the outstanding number of equity shares that have been issued since March 2023 and any corporate actions of any kind resulting in a change in any of the ratios as given above

J. Price per share of our Company based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")

Details of primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days, is as follows:

Name of Shareholder	Nature of consideration (Cash/ other than cash)	Date of acquisition/ allotment / acquisition	Face Value (in ₹)	No. of shares acquired/ allotted	Acquisition / Issue price per share (including securities premium) (in ₹)	Reason for allotment/ transfer (preferential allotment/ bonus etc.)	Total Cost (in ₹)	Cumulative amount paid for the Equity Shares (in ₹)	Cumulative number of Equity Shares	% of pre-offer share capital
Asiana Alternative Investment Fund Scheme: Asiana Fund I	Cash	September 28, 2023	10	1,994,302	702.00	Preferential Allotment	1,40,00,00,004	1,40,00,00,004	19,94,302	8.04

Name of Shareholder	Nature of consideration (Cash/ other than cash)	Date of acquisition/ allotment / acquisition	Face Value (in ₹)	No. of shares acquired/ allotted	Acquisition / Issue price per share (including securities premium) (in ₹)	Reason for allotment/ transfer (preferential allotment/ bonus etc.)	Total Cost (in ₹)	Cumulative amount paid for the Equity Shares (in ₹)	Cumulative number of Equity Shares	% of pre-offer share capital
Total				**1,994,302**				**1,40,00,00,004**		

K. Price per share of our Company based on secondary sale or acquisition of Equity Shares or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group, the Promoter Selling Shareholder or Shareholders with special rights during the 18 months preceding the date of filing of the DRHP/ RHP, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

Name of Shareholder	Nature of consideration (Cash/ other than cash)	Date of acquisition/ allotment / acquisition	Face Value (in ₹)*	No. of shares acquired/ allotted*	Acquisition / Issue price per share (including securities premium) (in ₹)	Reason for allotment/ transfer (preferential allotment/ bonus etc.)	Total Cost (in ₹)	Cumulative amount paid for the Equity Shares (in ₹)	Cumulative number of Equity Shares*	% of pre-offer share capital
Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total				**NA**				**NA**		

L. Since there are no such transactions to report under J and K, the following are the details of price per share of our Company basis the last five primary or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, the Promoter Selling Shareholder, or Shareholder(s) having the special rights are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions:

Not Applicable.

M. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on primary issuances/ secondary transactions as disclosed in paragraph J and K above, are set below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)#	Floor price (i.e. ₹ [●]*)	Cap price (i.e. ₹[●]*)
Weighted average cost of acquisition (WACA) of Primary Issuances**	140.40	[●]* times	[●]* times
Weighted average cost of acquisition (WACA) of Secondary Transactions	N.A.	[●]* times	[●]* times

* *To be updated at Prospectus.*

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

As certified by our Statutory Auditors, by way of their certificate dated March 8, 2024.

N. Justification for Basis of Offer price

1. The following provides a detailed explanation for the Offer Price/Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by our Promoters, the Promoter Group or other shareholders with special rights by way of primary and secondary transactions as disclosed in paragraph 12 above, in the last 18 months preceding the date of this Draft Red

Herring Prospectus compared to our Company's KPIs and financial ratios for the six month period ended September 30, 2023 and for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021.

[●]*

* *To be included on finalization of Price Band.*

2. ***The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by our Promoters, the Promoter Group or other shareholders with rights to nominate directors by way of primary and secondary transactions as disclosed in paragraph 12 above, in the last 18 months preceding the date of this Draft Red Herring Prospectus in view of external factors, if any.***

[●]*

* *To be included on finalization of Price Band.*

The Offer Price of ₹[●] has been determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with "*Risk Factors*", "*Our Business*" and "*Summary of Restated Consolidated Financial Information*" on pages 29, 173 and 59, respectively, to have a more informed view.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
Transrail Lighting Limited
501, A, B, C, E, Fortune 2000,
Block G, Bandra Kurla Complex,
Bandra East, Mumbai 400051
Maharashtra, India

Dear Sirs/Madams,

Sub: Statement of possible special tax benefit (the "Statement") available to Transrail Lighting Limited (the "Company"), and its shareholders prepared to comply with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 as amended (the "SEBI ICDR Regulations) in connection with the proposed initial public offering of equity shares of face value of ₹2 each (the "Equity Shares") of the Company (such offering, the "Offer")

We, Nayan Parikh & Co., Chartered Accountants, hereby confirm that the enclosed **Annexure A**, prepared by the Company and based on certificates of Tax advisor M/s Vinod Modi & Associates and M/s Sahaj & Associates dated March 8, 2024 and March 8, 2024 respectively and initiated by us for identification purpose ("**Statement**") for the Offer, provides the possible special tax benefits available to the Company, and to its shareholders under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961 as amended by the Finance Act, 2023 i.e. applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25 (collectively referred to as "Direct Taxation Laws"), the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017, Customs Act, 1962, the Customs Tariff Act, 1975 and Foreign Trade Policy 2015-2020, including the amendments, rules, regulations, circulars and notifications issued thereon, as applicable. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company and/or its shareholders identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the **Annexure A**. Any benefits under the taxation laws other than those specified in **Annexure A** are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in the **Annexure A** have not been examined and covered by this statement.

The benefits discussed in the enclosed Statement are not exhaustive. The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

We do not express any opinion or provide any assurance as to whether:

1. the Company or its shareholders will continue to obtain these benefits in the future; or

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

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

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

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

We have conducted our review in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("**ICAI**") which requires that we comply with ethical requirements of the

Code of Ethics issued by the ICAI. We hereby confirm that while providing this statement we have complied with the Code of Ethics issued by the ICAI.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of certificates from the tax advisors.

We hereby consent to the extracts of this certificate and the Statement being used in the Draft Red Herring Prospectus to be filed by the Company in connection with the Offer and Other Offer related materials with the Securities and Exchange Board of India and the concerned stock exchanges.

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

This certificate may be relied on by the BRLMs, their affiliates and legal counsels in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation of the affairs of the Company in connection with the Offer. We hereby consent to this certificate being disclosed by the BRLMs, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to immediately communicate, in writing, any changes to the above information/confirmations to the BRLMs and the Company until the equity shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours faithfully,

For Nayan Parikh & Co.
Chartered Accountants
Firm Registration Number: 107023W

K. N. Padmanabhan
Partner
Membership No.: 036410
Ref No.: NPCO/23-24/244

Place: Mumbai

Dated: March 8, 2024

UDIN: 24036410BKCJRL2885

ANNEXURE A

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS IN INDIA

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term '*special tax benefits*' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in this Annexure. Any benefits under the taxation laws other than those specified in this Annexure are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in this Annexure have not been reviewed and covered by this statement.

I. Special Direct tax benefits available to the Company

There are no possible special tax benefit to the Company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962.

II. Special Indirect tax benefits available to the Company

Company are not availing any special tax benefit under the provisions of the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017, Customs Act, 1962, the Customs Tariff Act, 1975 and Foreign Trade Policy 2015-2020, including the amendments, rules, regulations, circulars and notifications issued thereon, as applicable, such as concessional tax rate or exemption from tax which is contingent upon fulfilment of conditions nor any other similar special tax benefits.

The shareholders of the Company are also not eligible to any special tax benefits under the provisions of the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017, Customs Act, 1962, the Customs Tariff Act, 1975 and Foreign Trade Policy 2015-2020, including the amendments, rules, regulations, circulars and notifications issued thereon, as applicable.

III. Special Direct tax and Indirect tax benefits available to the material subsidiaries

There are no Material subsidiaries.

IV. Special tax benefits available to Shareholders of the Company under the Direct Taxation Laws in India

As per section 112A of the Act, long-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of business trust shall be taxed at 10% (without indexation) of such capital gains subject to fulfilment of prescribed conditions under the Act as well as per Notification No. 60/2018/F.No.370142/9/2017-TPL dated October 01, 2018. It is worthwhile to note that tax shall be levied where such capital gains exceed INR 100,000.

As per Section 111A of the Act, short term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 15% subject to fulfilment of prescribed conditions under the Act.

Notes:

i. The above Statement of Tax benefits sets out the special tax benefits available to the Company, and its shareholders under the tax laws mentioned above in summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

ii. The above Statement covers only above-mentioned tax laws benefits and does not cover any general tax benefits under any other law.

iii. This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

iv. The possible special tax benefits are subject to conditions and eligibility criteria which need to be examined for tax implications.

v. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

vi. This statement does not discuss any tax consequences under any law for the time being in force, as applicable of any country outside India. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible tax consequences that apply to them in any country other than India.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Industry Assessment: Power, Civil Construction, and Poles & Lighting" dated January 2024 (the "**CRISIL Report**") prepared and issued by CRISIL Limited, pursuant to an engagement letter issued in July 2023. The CRISIL Report has been exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. A copy of the CRISIL Report is available on the website of our Company at https://transrail.in/Investors-Centre/Industry-report.aspx. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant Fiscal. For more information, see "Risk Factors – This Draft Red Herring Prospectus contains information from industry sources including the industry report commissioned from CRISIL exclusively for the Offer and paid for by the Company. Investors are advised not to place undue reliance on such information." on page 47. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 25.*

Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in the CRISIL Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

Overview of India's macroeconomy

Economic indicators

As per data released by the National Statistical Office (NSO) in May 2023, India's gross domestic product (GDP) at constant (fiscal 2012) prices was estimated at Rs. 160.06 lakh crore in fiscal 2023 vis-à-vis the first revised estimate for fiscal 2022 of Rs. 149.26 lakh crore, which translated into a growth of 7.2%. This was slower than the 9.1% growth in fiscal 2022.

However, India has overtaken the United Kingdom's economy in terms of size, making it the fifth biggest. In fact, India's GDP growth is estimated to be the highest amongst the top 10 economies.

Table 1:GDP trajectory (% change)

At basic prices	FY18	FY19	FY20	FY21	FY22	FY23E	At market prices	FY18	FY19	FY20	FY21	FY22	FY23E
							GDP	6.8%	6.5%	3.9%	-5.8%	9.1%	7.2%
Agriculture	6.6%	2.1%	5.5%	3.3%	3.5%	4.0%	Private consumption	6.2%	7.1%	5.2%	-6.0%	11.1%	7.5%
Industry	5.9%	5.3%	-1.4%	-3.3%	14.8%	10.0%	Govt. consumption	11.9%	6.7%	3.4%	3.6%	6.6%	0.1%
Manufacturing	7.5%	5.4%	-2.9%	-0.6%	11.1%	1.3%	Fixed investment	7.8%	11.2%	1.6%	-10.4%	14.6%	11.4%
Mining and quarrying	-5.6%	-0.8%	-1.5%	-8.6%	7.1%	4.6%	Exports	4.6%	11.9%	-3.4%	-9.2%	29.3%	13.6%
Services	6.3%	7.2%	6.3%	-7.8%	9.7%	7.2%	Imports	17.4%	8.8%	-0.8%	-13.8%	21.8%	17.1%

E: Estimated
Source: NSO, CEIC, CRISIL Consulting

Trumping Expectations

GDP grew 7.6% on-year in the second quarter compared with 7.8% in the previous quarter. Gross value added (GVA) grew 7.4% compared with 7.8% the previous quarter. Growth was the strongest for industry (13.2%), followed by services (5.8%) and agriculture and allied (1.2%). Within industry, growth improved across segments, with strongest growth in manufacturing (13.9%) and construction (13.3%). In the services sector, growth was highest for public administration, defence and other services (7.6%), followed by financial, real estate and professional services (6.0%), and trade, hotels, transport and communication (THTC; 4.3%). Among demand segments, growth was strongest for government consumption expenditure (12.4%), followed by fixed investment (11.0%). Exports took a positive turn (4.3%). However, private consumption saw the slowest growth (3.1%). Nominal GDP grew 9.1% compared with 8% the previous quarter.

Growth surpassed forecasts in the second quarter, driven by strong government spending and a sharp rise in manufacturing and construction growth. Globally, too, growth beat expectations in major economies such United States (US) and China, contributing to better export earnings for India. However, private consumption was tepid, possibly reflecting hit to agriculture and rural demand.

However, CRISIL Consulting expects growth to slow in the second half of this fiscal, driven by the impact of (1) tightening financial conditions on global growth and exports, (2) weak rains and reservoir levels on domestic agriculture and (3) transmission of the Reserve Bank of India's (RBI) rate hikes to bank lending rates.

Table 2: Industrial segments see strongest growth

Particulars	Demand Side		Particulars	Supply Side	
	Q1 FY24	Q2 FY24		Q1 FY24	Q2 FY24
GDP	7.8%	7.6%	GVA	7.8%	7.4%
GFCE	-0.7%	12.4%	Manufacturing	4.7%	13.9%
PFCE	6.0%	3.1%	Public Administration	7.9%	7.6%
GFCF	8.0%	11.0%	Agri	3.5%	1.2%
Imports	10.1%	16.7%	Mining	5.8%	10.0%
Exports	-7.7%	4.3%	Financial Services	12.2%	6.0%
			Electricity	2.9%	10.1%
			Construction	7.9%	13.3%
			THTC	9.2%	4.3%

Note: GFCE: Government final consumption expenditure, PFCE: Private final consumption expenditure; GFCF: Gross fixed capital formation; GVA: Gross value added; THTC refers to trade, hotels, transport, and communication services; financial services+ refers to financial, real estate and professional services; public ad+ refers to public administration, defence and other services
Source: NSO, CEIC, CRISIL Consulting

Manufacturing and construction lead growth

Among major producing sectors, manufacturing saw the highest growth at 13.9% on-year in the second quarter, a major push from 4.7% in the previous quarter. Resilient domestic demand supported growth, while goods exports were less of a drag relative to the previous quarter. Industrial goods (metals, machinery, infrastructure and construction goods) along with some consumer goods (automobiles and pharmaceuticals) saw highest growth this quarter. Lower input costs on-year (non-food wholesale price index-based inflation averaged -3% in the second quarter) also supported manufacturing GVA. Construction GVA grew (13.3% vs 7.9%) was supported by government capital expenditure (capex) in infrastructure.

Services growth slowed (5.8% vs 10.3%) on a high base of the second quarter last year (9.4%).

- Growth in THTC slowed (4.3% in Q2 versus 9.2% in Q1) as the sector caught up with pre-pandemic levels
- Financial, real estate and professional services slowed to 6% from 12.2%. Financial services performed well with strong credit demand. However, services exports growth moderated 4.6%, on average, in the second quarter, compared with 6.0% the previous quarter.
- Public administration, defence and other services grew 7.6% vs 7.9%.

Agriculture and allied GVA slowed (1.2% vs 3.5%), reflecting monsoon’s hit to agricultural output. Kharif output is estimated to be 4.6% lower than last year, based on the government’s first advance estimates.

Strong government spending keeps domestic demand resilient

Strong government support for consumption and investment: Government final consumption expenditure (GFCE) rose sharply to 12.4% in the second quarter compared with -0.7% in the previous quarter.

Fixed investment, measured by gross fixed capital formation (GFCF), improved (11.0% vs 8.0%). Its share in GDP rose to a fresh decadal high of 35.3%. Government remains the primary driver of GFCF growth this year. Centre’s capex grew 26.4% on-year in the second quarter, while states, which contribute more to government spending, grew stronger at 39.4%. Faster growth could also indicate pickup in private sector investment.

Easing external headwinds: Export growth improved to 4.3% in the second quarter from -7.7%. Improving global growth, especially in the US and China alleviated export distress. However, import growth remained strong at 16.7%, following 10.1% growth in the previous quarter, reflecting stronger domestic demand.

Net exports (exports-imports) continued to drag India’s GDP growth, but lesser in the second quarter relative to the previous quarter.

Tepid private consumption: Private final consumption expenditure (PFCE) slowed to 3.1% on-year compared with 6% the previous quarter. Rural demand seems to be weaker, based on rising demand for work under National Rural Employment Guarantee Act (NREGA), and lower growth in sales of tractors, two-wheelers and FMCG goods production in the second quarter relative to the previous quarter. Uneven monsoon and stubbornly high food inflation may have hit sentiment in rural areas. Delayed festive season may have also postponed consumption.

However, urban demand may have stayed robust, going by improvement seen in passenger vehicle sales, consumer durables and air passenger traffic. Healthy services sector activity augurs well for urban demand, as it accounts for 61.5% of urban employment. Consumer confidence is on an uptrend, based on the RBI’s survey. Retail credit growth remained strong at 18.3%, reflecting modest impact of rate hikes so far.

India, like the US and China, has outperformed growth expectations in July-September 2023. S&P Global revised up its global GDP growth forecast by 20 basis points to 3.3% for 2023 (calendar year), driven by India and China. Expectations of a slowdown due to rising interest rates have been pushed further.

However, downside risks remain on account of the following factors:

Signs of global slowdown: Despite growth being strong in the US so far, S&P has begun to see signs of moderation ahead and a tightening of financial conditions. Growth has already stalled in the eurozone. China continues to face challenges from weak consumer confidence and struggling property sector. Overall, S&P Global expects global growth to slow to 2.8% in 2024. This will weigh on India's export demand in the remainder of this fiscal.

Transmission of the RBI's rate hikes: As the RBI noted in its October monetary policy, bank lending and deposit rates have not increased to the same extent as the repo rate in the current rate hike cycle. It has taken measures to speed up transmission of rate hikes, such as open market sales to reduce excess liquidity, and regulatory measures to temper credit growth (increasing risk weights for unsecured consumer credit and non-bank financial companies). Bank lending rates are already above average seen in the 5 years preceding the pandemic, and further rise in borrowing costs could moderate domestic demand.

Vulnerable rural demand: Rural demand remains vulnerable to weak agricultural output, erratic weather and El Niño this year. While an uneven monsoon hit kharif output, the upcoming rabi crop faces risks from lower groundwater levels. As on November 30, the reservoirs were at only 80% of last year's level. The impact of other rural activities (work demand under NREGA, livestock and fishing) will also have a bearing on rural demand.

Geopolitical risks: Escalation in geopolitical tensions can impact India through spike in crude prices. CRISIL Consulting expects crude prices to range $80-85 per barrel this fiscal.

Government capex is expected to remain a key support to the investment cycle this year. Private investment is also showing signs of pick-up, with rising capacity utilisation in manufacturing.

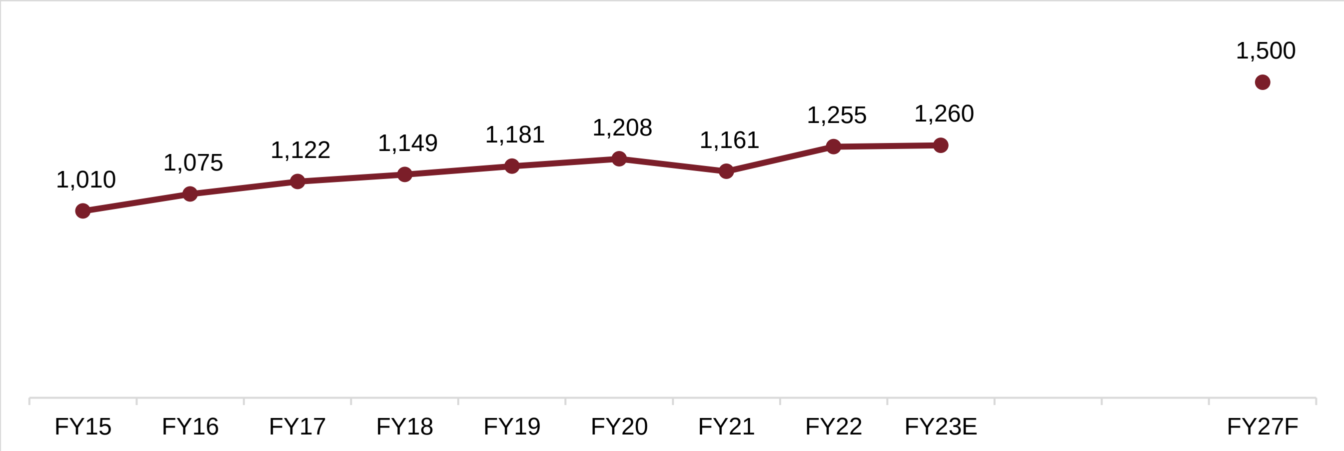
Downside risks are expected to moderate GDP growth in the second half. Despite this, India will end up outperforming other large economies this fiscal. Overall, CRISIL Consulting expects India's real GDP to grow 6.4% this fiscal, compared with 7.2% last year.

Per capita power consumption

Electricity consumption per person rose to 1,161 kWh in fiscal 2021 from 1,075 kWh in fiscal 2016 at a CAGR of 1.6%, primarily because of strengthening of the transmission and distribution (T&D) network as well as large capacity additions. Post successive on-year growth in consumption, demand declined in fiscal 2021, particularly from high-consuming industrial and commercial categories on account of weak economic activity following outbreak of the COVID-19 pandemic. In fiscal 2022, though, per capita consumption rebounded to 1,255 kWh on the back of recovery in power demand, with a similar trend estimated in fiscal 2023.

Between fiscals 2022 and 2027, India's per capita electricity consumption is expected to grow at ~4% CAGR. Per capita consumption is expected to gradually improve in the long term as well, as power demand picks up on the back of improvement in access to electricity, in terms of quality and reliability, on account of intensive rural electrification and reduction in cost of power supply, resulting in realisation of latent demand from the residential segment. Consequently, CRISIL Consulting expects per capita electricity consumption to reach 1,500-1,550 kWh by fiscal 2027.

Figure 1: Per capita electricity consumption



E: Estimated; F: Forecast
Source: Central Electricity Authority of India (CEA), CRISIL Consulting

Atmanirbhar Bharat Abhiyan

Production Linked Incentives (PLIs) in the 14 sectors for the *Atmanirbhar Bharat* vision received outstanding response, with a potential to create 60 lakh new jobs.

The five focus points of the *Atmanirbhar Bharat Abhiyan* are economy, infrastructure, system, vibrant demography and demand. Its five phases are:

Phase I: Businesses, including MSMEs

Phase II: Poor, including migrants and farmers

Phase III: Agriculture

Phase IV: New horizons of growth

Phase V: Government reforms and enablers

Table 3: Sector-wise focus of *Atmanirbhar Bharat*

Sector	Government spend	Key schemes
Renewable energy	Rs. 24,000 crore	• Rs. 4500 crore Production Linked Incentive Scheme 'National Programme on High Efficiency Solar PV Modules'. This was further increased by Rs. 19,500 crore in the budget for fiscal 2023, taking it to Rs. 24,000 crore; in Tranche I 8.7 GW and in Tranche II 39.6 GW capacity were allocated for domestic solar module manufacturing capacity under PLI. • Phase – II of Grid Connected Rooftop Solar Programme for achieving 40 GW capacity from rooftop solar by 2022 • Public procurement (Preference for 'Make in India') to provide for purchase preference (linked with local content) in respect of renewable energy (RE) sector • Implementation of Pradhan Mantri Kisan Urja Suraksha Utthan Mahabhiyan (PM KUSUM) scheme; MNRE, in November 2020, scaled up and expanded the PM KUSUM scheme to add 30.8 GW by 2022 with central financial support of Rs. 34,422 crore. The scheme has been extended till March 31, 2026 • Approved Models & Manufacturers of Solar Photovoltaic Modules (Requirement for Compulsory Registration) Order, 2019 • List of manufacturers and models of solar PV modules recommended under ALMM Order • Scheme of grid connected wind-solar hybrid power projects • Basic customs duty (BCD) of 25% on solar cells and 40% on modules, respectively, effective April 1, 2022
Power distribution companies (discoms)	Nil	• Rs.1.35 lakh crore liquidity infusion for discoms via Power Finance Corporation/ Rural Electrification Corporation (PFC/ REC) against receivables • Rebate for payment to be received by generation companies (gencos) to be passed on to industrial customers • Revamped distribution sector scheme (RDSS) to help discoms improve their operational efficiencies and financial sustainability by providing result-linked financial assistance; outlay of Rs.3,03,758 crore over 5 years i.e., fiscals 2022 to 2026. The outlay includes an estimated Government Budgetary Support (GBS) of Rs.97,631 crore.
Agriculture finance	Nil	• Rs.1 lakh crore agriculture infrastructure financing fund for the development of farm gate infrastructure for farmers • 25 lakh new Kisan Credit Cards distributed with loan disbursement of Rs.25,000 crore • Rs.1.87 lakh crore disbursed through the PM Kisan scheme • Rs.29,500 crore refinancing assistance provided through NABARD

Sector	Government spend	Key schemes
Agriculture procurement and sales	Rs.4,000 crore	● Amendment in the Essential Commodities Act for deregulation of sales of agriculture produce, including field crops, onion and potato ● Working capital limit of Rs.6,700 crore sanctioned for procurement of food grains to state government entities ● Rs.3,500 crore allocated for the distribution of 5 kg rice/wheat and 1 kg pulses to 8 crore non-card holder migrants ● Rs.500 crore allocated under Operation Greens for facilitation of sales of horticulture produce through 50% subsidy on storage and transport
Agri-allied	Rs.72,500 crore	● Additional allocation of Rs.40,000 crore for Mahatma Gandhi National Rural Employment Guarantee Act (MGNREGA) ● Rs.20,000 crore for fisherman over the next five years under Pradhan Mantri Matsya Sampada Yojana ● Rs.13,343 crore for eradication of foot and mouth disease in Indian livestock population ● Rs.15,000 crore for Animal Husbandry Infrastructure Development Fund (AHIDF) ● Rs.4,000 crore for enhanced cultivation of herbal and medicinal plants ● Rs.500 crore for the Indian apiculture industry ● Rs.10,000 crore for formulation of micro food enterprises
Mining	Nil	● Expected to offer 500 mineral blocks, including 50 coal ● Promoting commercial coal mining (ordinance to remove captive end-use restriction passed in January 2020); government to expedite policy formulation and auction process ● Government to allow composite exploration/auction of coal bed methane reserves for extraction ● Rebate offered on revenue sharing quantum to incentivise early operationalisation/ higher produce ● Provision of Rs.50,000 crore for evacuation infrastructure
Heavy electronics & IT hardware	Rs.7,352 Crore	● PLI Scheme for IT Hardware manufacturing herald a new era in laptops, tablets, all-in-one personal computers (PCs) and servers electronics manufacturing ● Extends an incentive of 4% to 2%/1% on net incremental sales (over base year of FY 2019-20) of goods under target segments that are manufactured in India to eligible companies, for a period of four years (FY2021-22 to FY 2024-25) ● Ministry of Electronics and IT approved 14 eligible applicants ● Incentives worth Rs. 7,325 Crore will be provided over four years ● Production worth Rs. 1.61 Lakh Crore and exports worth Rs. 60 thousand Crore estimated in four years. ● It will bring additional investments of Rs. 2,517 Crore and create 36,066 additional employment opportunities in four years

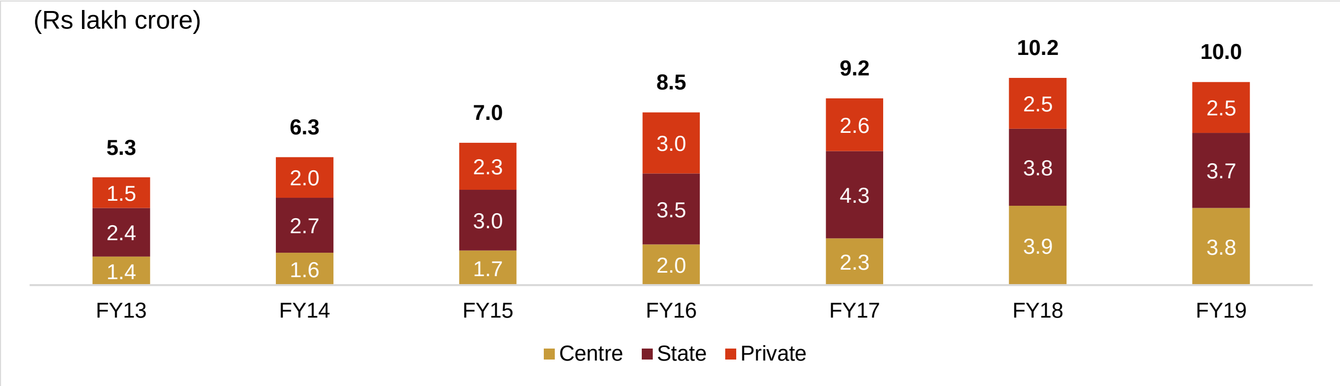
Sector	Government spend	Key schemes
Specialty still	Rs. 6,322 Crore	● Incentives worth Rs.6,322 crores to be provided over five years for manufacturing of specialty steel ● Duration of the scheme will be five years, from 2023-24 to 2027-28 ● There are 3 slabs of PLI incentives, the lowest being 4 % and highest being 12% which has been provided for electrical steel (CRGO). ● Scheme to attract an additional investment of about Rs.40,000 crore ● It is expected that the specialty steel production will become 42 million tonnes by the end of 2026-27
New Energy		● Rs.18,100 crore under PLI scheme for Advanced Chemistry Cell (ACC) Battery Storage in India launched in October to achieve 50 GWh manufacturing capacity ● Green Hydrogen Policy launched in February 2022 to facilitate production of green hydrogen/green ammonia ● PLI scheme on green hydrogen manufacturing with an initial outlay of Rs.19,744 crore with an aim to boost domestic production of green hydrogen

Source: Official portal of the Government of India; various ministries, PIB press releases, CRISIL Consulting

Overview of National Infrastructure Pipeline (NIP)

Over the period from fiscal years 2008 to 2017, India's infrastructure investment was approximately Rs. 60 lakh crore, which is equivalent to $1.1 trillion based on the average exchange rates of those respective years. Specifically, during the 11th Five Year Plan (fiscal years 2008 to 2012), the investment in infrastructure reached Rs. 24 lakh crore, and during the subsequent 12th Five Year Plan (fiscal years 2013 to 2017), it increased to Rs. 36 lakh crore, both figures being measured at current prices.

Figure 2: India's infrastructure investment trend since fiscal 2013



Source: Report of the Task Force National Infrastructure Pipeline (NIP) - DEA, CRISIL Consulting

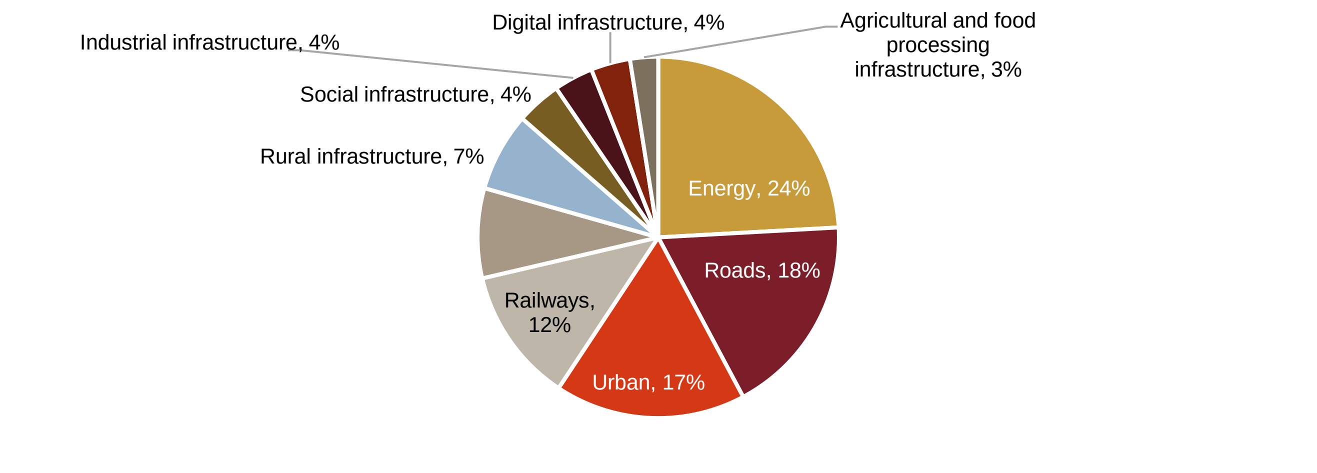
From fiscal years 2013 to 2019, approximately 85% of India's total infrastructure investment was allocated to several key sub-sectors, namely power, roads and bridges, urban development, digital infrastructure, and railways. Funding for power and roads and bridges predominantly came from both the central government and state governments, with some involvement from the private sector. On the other hand, investments in the digital sector were mainly driven by the private sector, while the irrigation sector saw a major share of investments made by the state governments.

In his Independence Day address in 2019, the Hon'ble Prime Minister emphasized a significant investment of Rs. 100 lakh crore in infrastructure projects, encompassing both social and economic aspects, to be spread out over the next five years.

To realize this ambitious goal, a Task Force was established under the approval of the finance minister to devise the National Infrastructure Pipeline (NIP) for each fiscal year, covering the period from FY 2019-20 to FY 2024-25. The Task Force, headed by the Secretary of the Department of Economic Affairs (DEA), comprises members such as the CEO of NITI Aayog, the Secretary of Expenditure, the Secretaries of the Administrative Ministries, and the Additional Secretary of Investments from DEA, along with the Joint Secretary of the Investment Promotion Fund (IPF), DEA, serving as the Member Secretary.

The estimated total capital expenditure in infrastructure sectors in India from fiscal years 2020 to 2025 is approximately Rs. 111 lakh crore.

Figure 3: Sector-wise break-up of capital expenditure of Rs.111 lakh crore during fiscals 2020-2025



Source: Report of the Task Force National Infrastructure Pipeline (NIP) - DEA, CRISIL Consulting

Table 4: Sector-wise annual capital expenditure estimated in infrastructure (Rs.crore)

Ministry/Department	FY20	FY21	FY22	FY23	FY24	FY25	No phasing	FY20-FY25
Energy	233,607	441,522	442,372	468,134	497,768	466,821	139,778	**2,690,003**
Roads	332,559	383,283	356,966	252,780	240,761	332,659	134,815	**2,033,823**
Railways	133,387	262,465	308,800	273,831	221,209	167,870	0	**1,367,563**
Ports	13,357	18,104	20,649	15,863	7,724	10,002	35,495	**121,194**
Airports	18,667	21,655	24,820	21,334	25,386	5,141	26,445	**143,448**
Urban	298,174	462,208	404,134	234,858	217,164	159,862	142,867	**1,919,267**
Digital communication	78,356	61,847	54,538	38,719	38,119	38,093	0	**309,672**
Irrigation	114,463	200,615	175,669	137,358	115,281	70,474	80,612	**894,473**
Rural infrastructure	140,313	176,803	210,811	111,877	107,057	27,055	0	**773,915**
Agriculture and food processing infrastructure	3,570	3,895	3,626	1,923	1,176	649	153,889	**168,727**
Social infrastructure	56,608	78,315	85,044	55,314	46,147	25,945	46,012	**393,386**
Industrial infrastructure	19,070	43,066	44,845	35,129	23,021	10,520	139,306	**314,957**
Total	**1,442,131**	**2,153,779**	**2,132,274**	**1,647,122**	**1,540,813**	**1,315,091**	**899,218**	**1.1130,428**

Source: Report of the Task Force National Infrastructure Pipeline (NIP) - DEA, CRISIL Consulting

India will spend nearly Rs.143 lakh crore on infrastructure in seven fiscals through 2030, more than twice the ~Rs.67 lakh crore spent in the previous seven starting fiscal 2017. Of the total, ~Rs.36.6 lakh crore will be green investments, marking a 5x rise compared with fiscals 2017-2023. While the lion's share will be by the government, the private sector is increasingly focusing on the energy and transportation sectors. The biggest share in green investments, of ~Rs.30.3 lakh crore, will be in renewable energy (RE), followed by Rs.6.3 lakh crore in transportation.

Table 5: Huge investments lined up in Infrastructure

Sector	Total investments (Rs. Lakh Crores)		Green Investments (Rs. Lakh Crores)	
	FY17-FY23E	FY24-FY30P	FY17-FY23E	FY24-FY30P
Core infra	50.4	96.8	NA	NA
Energy	15.5	39.1	6.6	30.3
Transport	0.8	7.0	0.6	6.3
Overall infrastructure	**66.7**	**142.9**	**7.2**	**36.6**

Source: CRISIL Consulting

- **Energy**

  The energy sector comprises conventional power, renewable energy (RE), and petroleum and natural gas. Among these, the power sector receives the most significant portion of infrastructure investments. As India's economy develops, urbanization expands, and electricity access improves, there is a projected rapid growth in energy consumption to meet these demands. Despite this growth, India's per capita energy consumption remains comparatively low, especially when compared to other developing countries. To address this disparity, substantial investments are required in the sector to establish new energy capacities and upgrade existing ones.

  The power sector is expected to witness a total capital expenditure of Rs.1,410,428 crore during fiscal years 2020 to 2025, funded by both the central government and state governments. For the specific projects assigned to Central Public Sector Undertakings (CPSUs) and private players, the estimated expenditure of Rs. 953,895 crore can be broken down as follows: Rs. 326,811 crore for electricity generation projects, Rs. 323,034 crore for electricity distribution projects, and Rs. 304,050 crore for electricity transmission projects. The summary of projects is given below:

Table 6: Summary of key projects under NIP in Power sector

Category	Estimated Capex over FY20–FY25 (Rs.crore)
Generation	**326,811**
NTPC	*119,991*
NHPC	*44,049*
THDC	*10,385*
SJVN	*10,334*
DVC	*2,848*
State (Hydro)	*75,375*
Private (Hydro)	*63,829*
Distribution	**323,034**
DDUGJY, IPDS, Proposed New Scheme	*323,034*
Transmission	**304,050**
PGCIL	*65,500*
DVC	*549*
State	*190,001*
Private	*48,000*
States	**456,533**
Total	**1,410,428**

Source: Report of the Task Force National Infrastructure Pipeline (NIP) - DEA, CRISIL Consulting

Regarding generation, the projects consist of establishing new and expanding existing super thermal power stations like Lara super thermal power station and Barh super thermal power station, along with the development of hydropower plants managed by NHPC, such as Dibang, Tawang – I&II, Teesta – IV, in addition to solar PV plants overseen by THDC.

In the domain of transmission, significant endeavors are being undertaken by Power Grid Corporation of India Limited (PGCIL), which involve projects such as the HVDC Bipole Link connecting the western and southern regions, the interstate Green Energy Corridor Transmission Link, and the construction of substations.

Concerning the distribution segment, numerous initiatives are being implemented under the Integrated Power Development Scheme (IPDS) and Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY). These initiatives aim to strengthen the distribution network in both urban and rural areas, with the ultimate goal of providing uninterrupted power supply.

Table 7: Capital expenditure estimated over FY20 to FY25 in Power sector

Category	FY20	FY21	FY22	FY23	FY24	FY25	Total
Generation	30,056	53,819	63,789	63,474	64,982	50,690	**326,811**
Distribution	21,127	42,000	44,207	60,000	70,000	85,700	**323,034**
Transmission	54,875	53,897	50,712	51,522	51,522	41,522	**304,050**
States	58,081	75,834	63,027	48,491	38,732	33,090	**456,533**
Total	**164,140**	**225,551**	**221,734**	**223,487**	**225,236**	**211,002**	**1,410,428**

Source: Report of the Task Force National Infrastructure Pipeline (NIP) – DEA, CRISIL Consulting

The categories of projects included under renewable energy are solar, wind, small hydro and bio power. The capital expenditure for these projects is estimated at Rs.929,500 crore.

Table 8: Summary of key projects under NIP in Renewable energy sector

Category	Target by Dec 25 (in GW)	Capex over FY20–FY25 (Rs.crore)
Solar	149.70	472,000
Wind	96.99	419,300
Small hydro power	7.00	23,500
Bio power	12.04	14,700
Total	**265.73**	**929,500**

Source: Report of the Task Force National Infrastructure Pipeline (NIP) – DEA, CRISIL Consulting

Table 9: Capital expenditure estimated over FY20 to FY25 in Renewable sector

Category	FY20	FY21	FY22	FY23	FY24	FY25	Total
Total	30,500	151,000	144,000	170,000	217,000	217,000	**929,500**

Source: Report of the Task Force National Infrastructure Pipeline (NIP) – DEA, CRISIL Consulting

- **Railways**

Indian Railways has made substantial investments to improve safety, increase train speeds, enhance freight efficiency, upgrade passenger amenities, and ensure better connectivity. To stay competitive with other transportation modes, there is an immediate requirement to modernize and expand the railway infrastructure. Therefore, involving the private sector becomes crucial to attract additional funds and efficiency, ultimately leading to the enhancement of railway infrastructure.

Table 10: Summary of key projects under NIP in Railways sector

Category	No of projects	Capex over FY20–FY25 (Rs.crore)
New lines/gauge conversion	259	440,072
Capacity augmentation	266	247,985
Dedicated Freight Corridor	7	166,171
Rolling stock	31	275,539
High-speed rail	2	110,647
Others	159	118,406
Total	**724**	**1,358,820**

Source: Report of the Task Force National Infrastructure Pipeline (NIP) - DEA, CRISIL Consulting

There are approximately 259 projects, accounting for around 33% of the estimated capital expenditure, focused on constructing new railway lines or gauge conversion. Another 266 projects, representing about 18% of the estimated capital expenditure, are aimed at augmenting the railway capacity. Additionally, 7 projects, making up approximately 12% of the estimated capital expenditure, are dedicated to constructing Dedicated Freight Corridors (DFC). Furthermore, 31 projects, accounting for approximately 20% of the estimated capital expenditure, are related to the production of locomotives and rolling stocks. Two projects, comprising about 8% of the estimated capital expenditure, are dedicated to the development of a high-speed network. Lastly, 159 projects, representing approximately 9% of the estimated capital expenditure, focus on coach and freight terminals, as well as maintenance sheds.

Table 11: Capital expenditure estimated over FY20 to FY25 in Railway sector

Category	FY20	FY21	FY22	FY23	FY24	FY25	Total
Centre	132,463	260,811	307,466	272,024	219,747	166,309	**1,358,820**
State	924	1,655	1,334	1,808	1,462	1,560	**8,743**
Total	**133,387**	**262,465**	**308,800**	**273,831**	**221,209**	**167,870**	**1,367,563**

Source: Report of the Task Force National Infrastructure Pipeline (NIP) - DEA, CRISIL Consulting

India's power sector

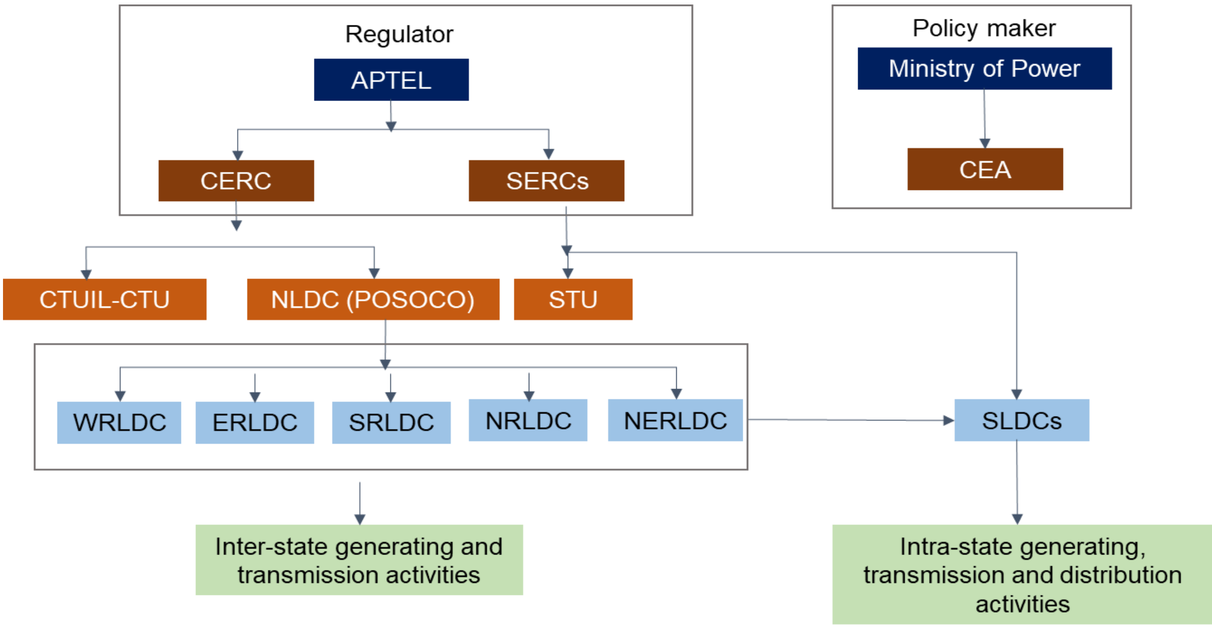
Review of the sector

- **Evolution and structure**

India's power sector is highly diversified, with sources of power generation ranging from conventional (coal, lignite, natural gas, oil, hydro and nuclear power) to viable, non-conventional sources (such as wind, solar, and biomass and municipal waste). T&D infrastructure has expanded over the years for evacuation of power from generating stations to load centres through the intra-state and inter-state transmission system (ISTS).

The sector is highly regulated, with various functions being distributed between multiple implementing agencies. The three chief regulators for the sector are: the Central Electricity Regulatory Commission (CERC), the Central Electricity Authority (CEA), and the State Electricity Regulatory Commissions (SERCs).

Figure 4: Institutional and structural framework



Note: APTEL - The Appellate Tribunal for Electricity; CERC- Central Electricity Regulatory Commission; CEA - Central Electricity Authority; CTUIL: Central Transmission Utility of India Limited; WRLDC - Western Regional Load Despatch Centre; ERLDC - Eastern Regional Load Despatch Centre; SRDLC - Southern Regional Load Despatch Centre; NLDC: National Load Despatch Centre, NRLDC - Northern Regional Load Despatch Centre; NERLDC - North-Eastern Regional Load Despatch Centre; POSOCO: Power System Operation Corporation, SLDC - State Load Despatch Centre; CTU - Central Transmission Utility; STU - State Transmission Utility
Source: CRISIL Consulting

The Ministry of Power (MoP) works in close coordination with the CERC and CEA. While the CERC's role is more of a regulator for approving tariffs of central utilities, approving licenses, etc., the CEA is primarily a technical advisor focused on planning, i.e., estimating power demand and generation and transmission capacity.

▪ **Key policy and regulatory reforms in support of RE growth**

The development of grid interactive renewable power has essentially taken off with the Electricity Act 2003, which mandates the SERCs to promote cogeneration and generation of electricity from renewable energy (RE) sources by providing suitable measures for connectivity with the grid and sale of electricity and fix certain minimum percentages for purchase of renewable power in the area of each distribution licensee. In June 2008, a National Action Plan on Climate Change (NAPCC) was announced, which included eight major national missions, with the one on solar energy the Jawaharlal Nehru National Solar Mission (JNNSM) being central. The JNNSM was launched in January 2010, with a target of 20 GW grid solar power. In June 2015, this target was increased to 100 GW by 2022 and a cumulative target of 175 GW of RE capacity addition by 2022 was set which included 100 GW from solar, 60 GW from wind, 10 GW from bio-power, and 5 GW from small hydropower.

Furthermore, the GoI has committed in the COP 26 summit to reduce its emission to net zero by 2070. To achieve the said target India updated its intended nationally determined contributions (NDCs) in August 2022, for the period up to 2030. India set an ambitious target of achieving 500 GW of non-fossil fuel-based capacity addition, 50% of energy needs from non-fossil fuels, reduction of emissions by 1 billion tonnes between 2021 and 2030 and emissions intensity of the GDP by 45% by 2030. This is expected to provide further impetus to the renewable energy segment.

In the past 5 years, the government has taken several initiatives to promote RE in the country:

- Permitting **foreign direct investment** (FDI) up to 100% under the automatic route
- **Waiver of ISTS charges** for inter-state sale of solar and wind power for projects to be commissioned by June 30, 2025
- Declaration of **trajectory for renewable purchase obligation (RPO)** and energy storage obligation (ESO) wherein trajectory for RPO for wind, hydro purchase obligation (HPO) and other RPOs has been laid down up to fiscal 2030
- Setting up of **ultra-mega renewable energy parks** to provide land and transmission to RE developers on a plug-and-play basis
- Laying of new transmission lines and creating new sub-station capacity for evacuation of renewable power under the **Green Energy Corridor (GEC)** Scheme

- **Standard bidding guidelines** for tariff based competitive bidding process for procurement of power from grid-connected solar PV and wind projects

- **Generation-based incentive** (GBI) is being provided to the wind projects commissioned on or before March 31, 2017

- Electricity (Promoting Renewable Energy through Green Energy Open Access) Rules, 2022 in order to further accelerate the RE programme with the end goal of ensuring access to affordable, reliable, sustainable and green energy for all

- **Letter of credit** (LC) or advance payment to ensure timely payment by distribution licensees to RE generators

- **National Green Hydrogen Mission** for the development of green hydrogen production capacity of at least 5 million tonne per annum (mtpa) with an associated RE capacity addition of about 125 GW in the country

- **Renewable generation obligation** (RGO) issued by MoP for the companies installing new coal/lignite based thermal power plants and having the commercial operation date of the project on or after April 1, 2023. These projects would have to establish/procure an RE capacity of a minimum of 40% of the thermal plant capacity

- **Issued Transmission System plan for integration of over 500 GW RE capacity by 2030** which include 8,120 ckm of high voltage direct current (HVDC) transmission corridors (+800 kV and +350 kV), 25,960 ckm of 765 kV AC lines, 15,758 ckm of 400 kV lines and 1,052 ckm of 220 kV cable at an estimated cost of Rs.2.44 lakh crore. It also includes transmission system required for evacuation of 10 GW offshore wind located in Gujarat and Tamil Nadu at an estimated cost of Rs.0.28 lakh crore.

- **Issuance of bidding trajectory for renewable power bids** aims to achieve a target of 280 GW solar capacity (of the 500 GW of installed capacity from non-fossil sources) by 2030. The bids for 40 GW of solar energy capacity per annum, of the total trajectory of 50 GW RE capacity are to be issued each year from fiscal 2024 through fiscal 2028

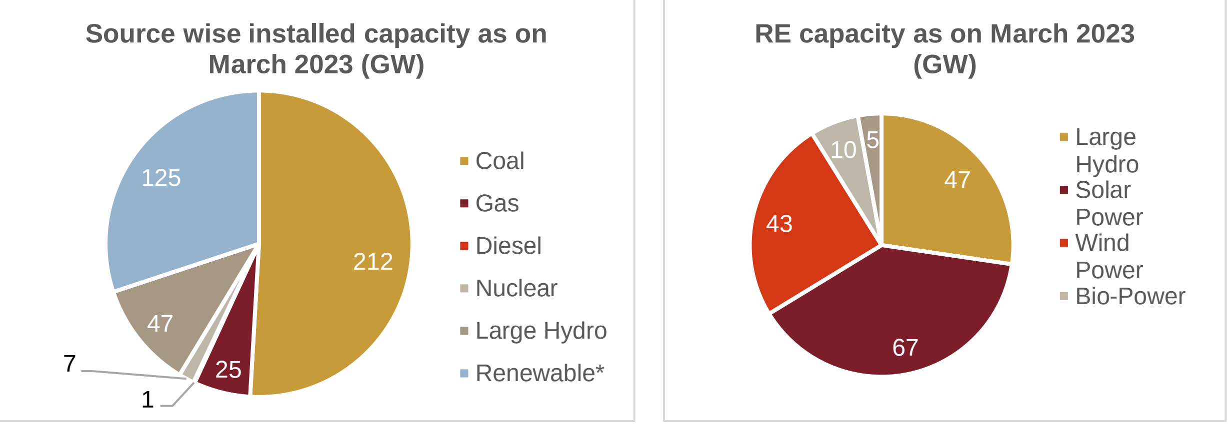
- **The viability gap funding for Battery storage** proposed in the budget for fiscal 2024 with capacity of 4000 MWh. An outlay of Rs.3,500 crore is expected by the central government to support the VGF. Central government also issued guidelines to promote pump storage projects.

Review of power demand-supply scenario in India

- **Power supply mix**

The total installed generation capacity at the end of March 2023 was 416 GW, of which ~89 GW of capacity was added over fiscals 2017-23. The overall installed generation capacity has grown at a CAGR of 6.8% over fiscals 2012–23. Coal and lignite-based installed power generation capacity has maintained its dominant position over the years and accounts for ~51% as of March 2023. However, RE installations (including large hydroelectric projects), have reached ~172 GW capacity as on March 2023, compared with 63 GW as on March 2012, constituting ~41% of total installed generation capacity as of date. This growth has been led by solar power, which rapidly rose to ~67 GW from 0.9 GW over the same period.

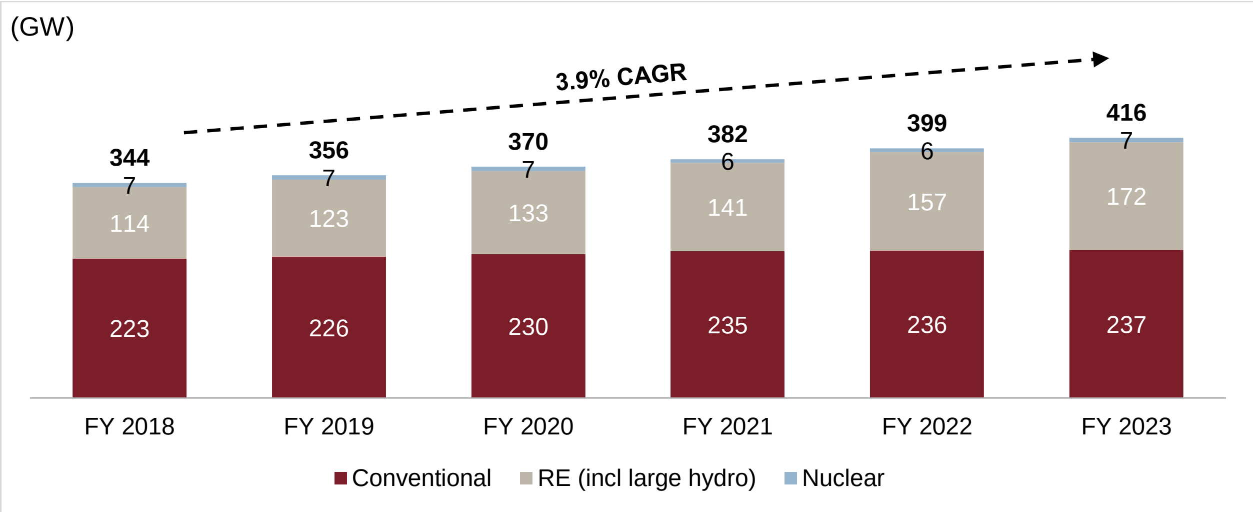
Figure 5: Details of installed capacity



**Renewable capacity excluding large hydro*
Source: CEA, CRISIL Consulting

The Electricity Act, 2003 and competitive bidding for power procurement, implemented in 2006, encouraged the participation of private market participants that have announced large capacity additions. As a result of competitive bidding, capacities of ~22 GW (fiscals 2014-23) were added by the private sector, which accounted for 73.0% of the total additions. Moreover, a strong government thrust on RE and decreasing tariffs (with falling capital costs and improving efficiency) also supported RE capacity additions. Investments from marquee foreign funds have also accelerated growth into the sector. e.g. US investment firm Augment Infrastructure acquired a majority stake in CleanMax Enviro Energy Solutions Pvt. Limited. Copenhagen Infrastructure Fund has signed agreement with Amp Energy India Private Limited for joint equity investment of over USD 200 million (around Rs.1,500 crore) in renewables. PTT group bought stake in Avaada Energy. The Norwegian Climate Investment fund, managed by Norfund, and KLP, Norway's largest pension company, together committed equity and guarantees for a 168 MW wind power plant developed by Enel Green Power in India, Tata Power has signed up for MUFG's Sustainable Trade Finance Facility to expand its clean and green energy portfolio

Figure 6: Evolution of all India installed generation capacity (GW)



Note: 3.9% CAGR is for capacity additions growth between FY18 and FY23
Source: CEA, CRISIL Consulting

In 2014, the GoI set a target to achieve 175 GW of renewable energy in India by fiscal 2022, with a focus on solar energy (100 GW) and wind energy (60 GW), in addition to other renewable energy sources such as small hydro projects, biomass projects and other renewable technologies (~15 GW).

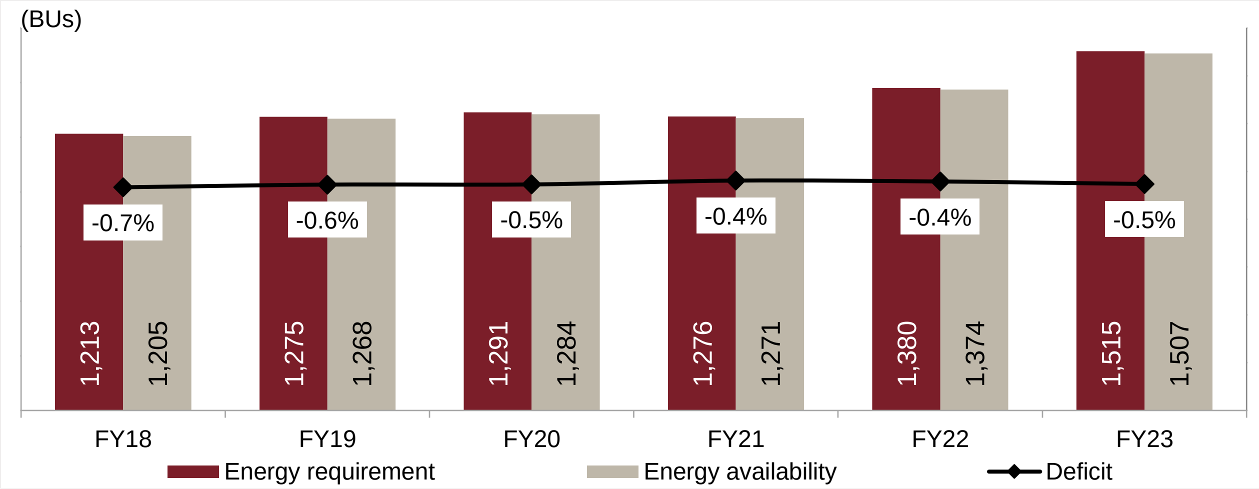
Between fiscal 2014 and 2023, ~69 GW of conventional power and ~93 GW of renewable power generation capacities were added. However, beyond fiscal 2018, only 15 GW of conventional power capacity were added (~2.5 GW of annual capacity addition) as against an average of 11 GW of annual capacity addition witnessed over the past five years (fiscal 2014-2018). Over the same period, ~56 GW of RE capacity was added with an annual capacity addition of 11 GW.

Additions in both wind and solar power were driven by strong government focus, which is evident from fiscal and regulatory incentives, VGF, and execution support in terms of land and evacuation infrastructure. Improved availability of low cost finance through various instruments/sources would also support RE capacity additions. In solar power, in particular, further decreases in capital costs and consequently, tariffs, have driven the capacity additions.

- **Review of power demand-supply gap**

India's electricity requirement has risen at a CAGR of ~4.5% between fiscals 2018 and 2023, while power availability rose at ~4.6% CAGR on the back of strong capacity additions, both in the generation and transmission segments. As a result, the energy deficit declined to 0.5% in fiscal 2023 from 0.7% in fiscal 2018. Strengthening of inter-regional power transmission capacity over the past five years has supported the rapid fall in deficit levels as it reduced supply constraints on account of congestion and lower transmission corridor availability, thereby lowering the deficit to 0.6% in fiscal 2019. For fiscal 2022, the average energy deficit across states and UTs stood at 0.4%.

Figure 7: Aggregate power demand supply (in billion units, or BUs)

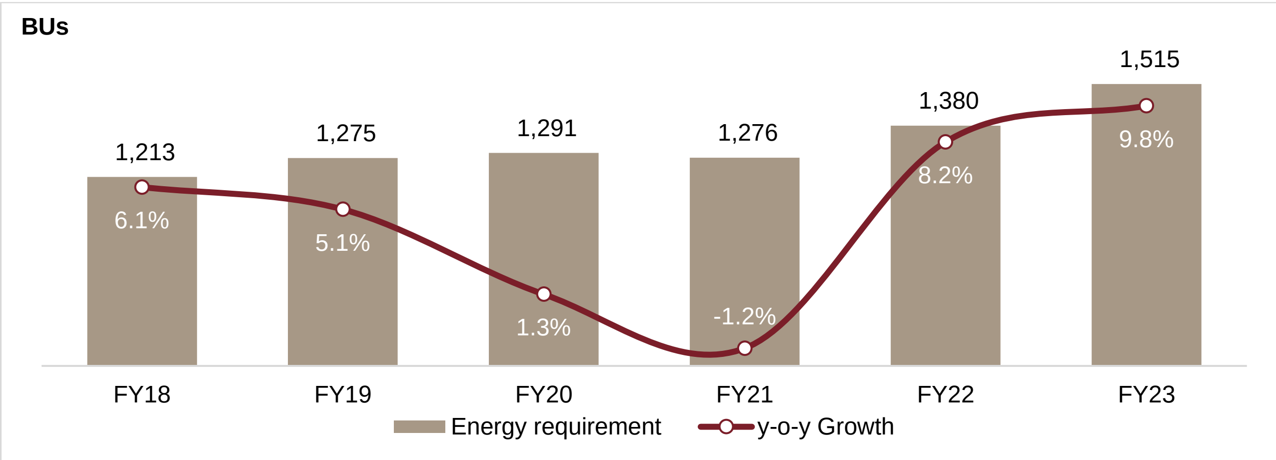


Source: CEA, CRISIL Consulting

In fiscals 2018 and 2019, power demand grew at 6% and 5% on-year, respectively, led by a low base and gradual pickup in consumption across categories, with impetus from electrification of un-electrified households, T&D network expansions, and healthy economic activity. However, in fiscal 2020, power demand grew at a slower 1.3% due to weakening economic activity and extended monsoon. By the end of the fiscal, economic activity and capacity additions (both generation and transmission) slowed further due to the pandemic.

After a minor (1.2%) decline in fiscal 2021, power demand saw a strong rebound in fiscal 2022, registering a ~8% on-year growth on the back of healthy revival in economic activity, and as demand picked up with the lifting of COVID-19 restrictions.

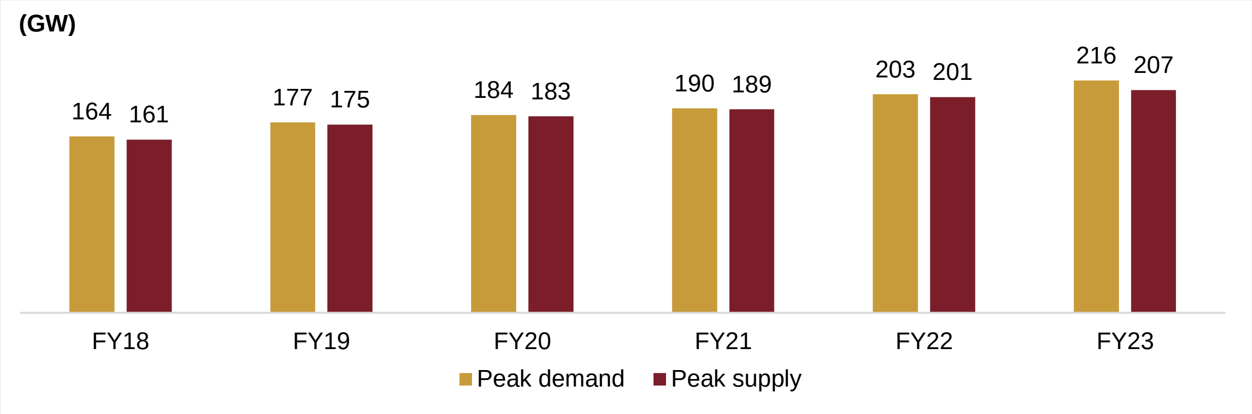
Figure 8: Trend in energy requirement



Source: CEA, CRISIL Consulting

Peak electricity demand in India has grown from 164 GW in fiscal 2017 to 216 GW in fiscal 2023 clocking an average growth rate of 5% in the past six years. Peak demand has managed to constantly rise over the past years during fiscal 2021 which witnessed base demand falling into negative territory. Before the pandemic, electricity demand in India usually peaked in August-September, mostly covering the monsoon season. This spike in peak demand was primarily due to an increase in domestic and commercial load, mainly space cooling load due to high humidity conditions. However, post pandemic, annual peak demand is occurring in the summer season (April-July), due to extreme heatwave conditions. Peak demand touched record high levels of 216 GW in fiscal 2023 during April 2022, attributed to an increase in cooling demand as intense summers scorched several regions of the country. Generation has struggled to keep up with the booming demand, resulting in an increase in peak deficit to 4.3% in fiscal 2023 (up to February) as compared with 1.2% for the same period in fiscal 2022.

Figure 9: Peak power demand and supply



Source: CEA, CRISIL Consulting

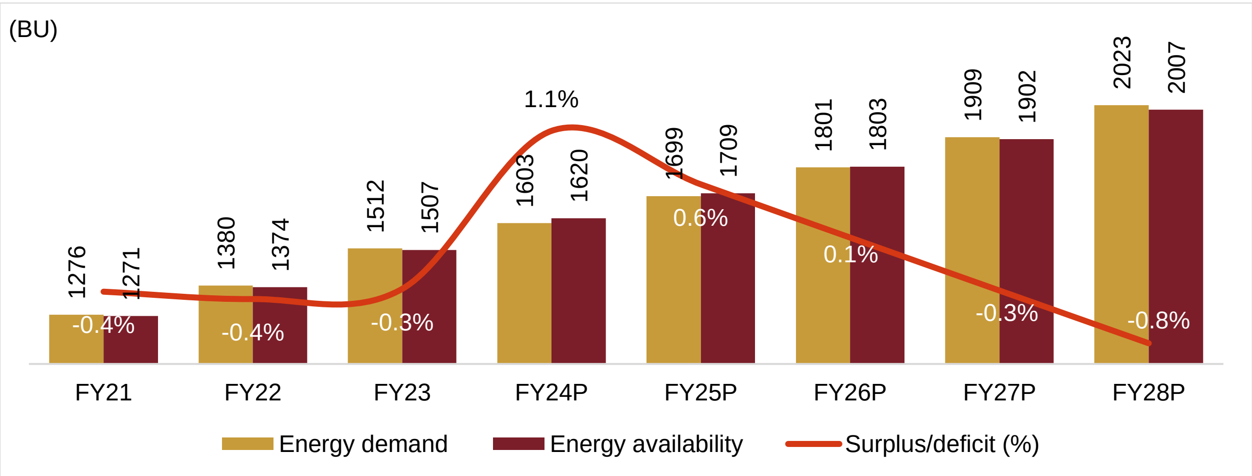
Demand-supply outlook

- **Energy demand-supply forecast, fiscals 2024 to 2028**

Power demand maintained a strong growth momentum in fiscal 2023 logging a double-digit growth of 10% albeit a moderate base of fiscal 2022. Extreme seasonal vagaries, sustained buoyancy in economic activities along with robust industries activities accelerated power demand. Infrastructure-linked capex, strong economic fundamentals along with expansion of the power footprint via strengthening of T&D infrastructure, coupled with major reforms initiated by the GoI for improving the overall health of the power sector, particularly that of state distribution utilities, are expected to improve the quality of power supply, thereby propelling power demand. CRISIL Consulting expects power demand to log a healthy 5.5-6.0% CAGR between fiscals 2024 and 2028, with the growth trajectory sustaining above the long-term historical growth rate of 5% over the next five years.

Further, the power generation is expected to grow at 5.0 – 5.5% CAGR between fiscals 2024 and 2028. The energy availability across fuels has grown at 4.6% CAGR between fiscals 2018 and 2023, reaching 1,507 BU in fiscal 2023. However, coal-based generation has seen a slower growth at ~2.5% CAGR, with its share in total generation falling from ~75% in fiscal 2017 to ~71% in fiscal 2023. Coal generation is expected to remain flat over the medium term as it peaks by fiscal 2028, however, coal generation will remain a key part of the nation's energy supply mix in the long term. On the other hand, generation from renewable sources grew at a strong ~24% CAGR over the period, thus taking its share up to ~12% in fiscal 2023. Renewable generation is poised for strong growth at 17-18% CAGR over the next five years, with robust capacity additions and improving capacity utilisation factor (CUF) across solar and wind plants on the back of technological improvements. Other fossil and other non-fossil-based generation is expected to grow at a muted pace over the period, with their share in generation remaining falling to 3-4% and 12-13% respectively.

Figure 10: Energy demand outlook (fiscals 2021-28)

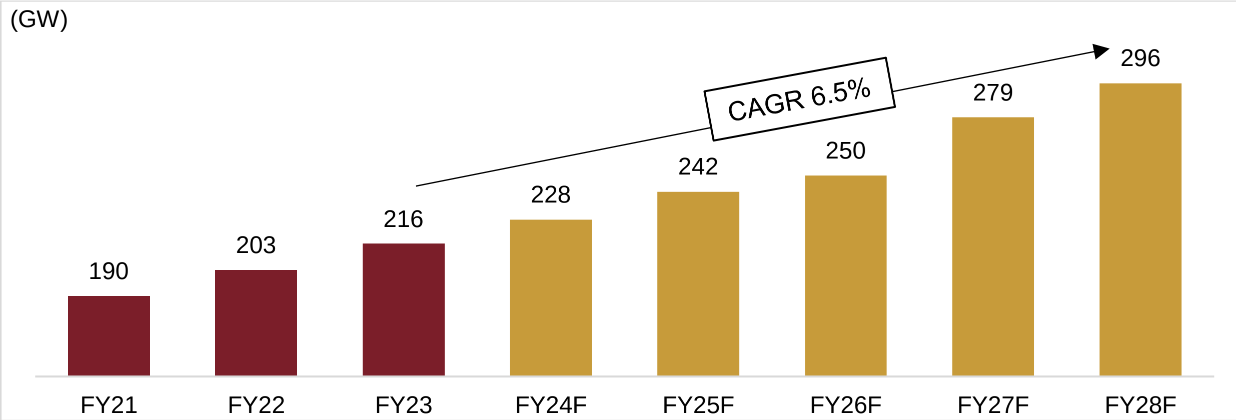


P: Projected,
Source: CEA, CRISIL Consulting

- **Peak demand outlook**

Peak demand has outpaced base demand on several instances. While base demand has grown at a CAGR of nearly 4% over fiscals 2017-22, peak demand has grown at 5%. Even in fiscal 2021 which was marred by the COVID-19 pandemic, base demand entered into negative territory and fell 1.2%, while peak demand grew 3% to 190 GW, which was about half of the country's installed capacity, from almost 184 GW in the prior year. The constant rise in peak demand can be attributed to economic growth, seasonal vagaries, and the increasing daily average temperature India experienced over the last decade. Peak demand is expected to grow annually at ~6.5% over fiscal 2023-28 to nearly 296 GW by fiscal 2028 with expected persistent high temperatures, rising urbanisation, economic growth and infrastructure push leading to higher power consumption.

Figure 11: Peak demand outlook (fiscals 2021-28)



F: Forecast
Source: CEA, CRISIL Consulting

- **Expected capacity installation by fiscal 2028**

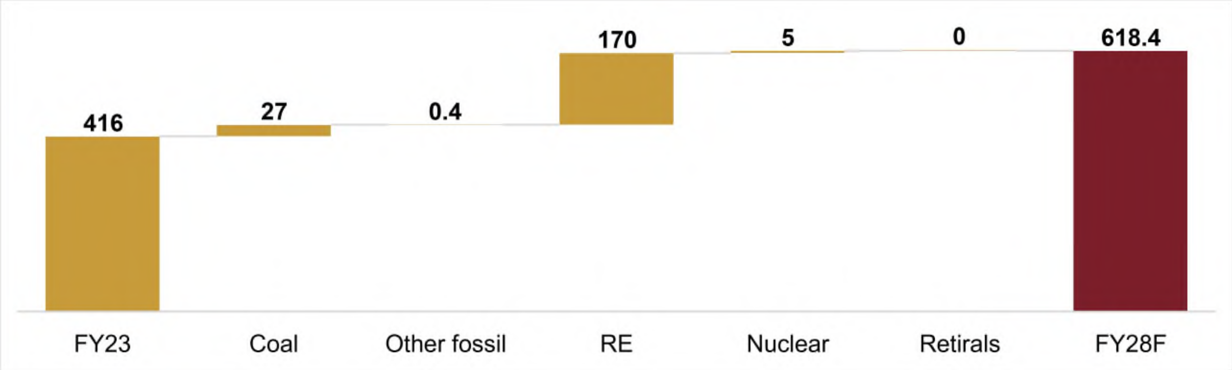
A thermal power generation capacity of ~27 GW was under construction as of April 2023. However, CRISIL Consulting expects only 27-28 GW of coal-based power to be commissioned over fiscals 2024-28. In addition, 16-18 GW of hydro including pumped storage projects (PSP) and 6-7 GW of nuclear capacities are expected to be added. National Thermal Power Corporation (NTPC) will dominate capacity additions, with 8.4-8.8 GW being added over the next five years. NTPC also announced five brownfield expansion projects with a cumulative capacity of ~6.1 GW in fiscal 2023, for which tendering is expected to be carried out over fiscals 2023-25, whereas commissioning is expected to be beyond the next five years. On the other hand, the contribution of private players to conventional capacity additions over fiscals 2024-28 is expected to be 7.8-8.0 GW as compared with ~6.5 GW over the past five years.

Installed generation capacity across fuels reached 416 GW as of fiscal 2023, on the back of healthy renewable capacity additions of ~56 GW over fiscals 2018-23 and is expected to reach 550-600 GW by fiscal 2028 as renewable capacity additions (solar and wind) nearly triple to 166-172 GW over the next five years. Storage-based capacity, consisting of pumped hydro and battery energy storage systems, is likely to reach 24-25 GW by fiscal 2028, driven by PSP and battery energy storage system (BESS) capacity additions of 5-6 GW and 19-20 GW, respectively, over fiscals 2023-28. Also, India's renewed ambitious target of reaching 500 GW of non-fossil fuel capacity by 2030 is likely to involve enhancement of the hydro capacity pipeline to support core renewables such as solar and wind.

The impact of industrialization on big corporates would require transition to environmentally sustainable practices, specifically with regards to reducing carbon emissions and being compliant with Environment, Social and Governance (ESG) standards. This would require companies to expand or install RE based captive power plants which would result in additional capacity installation by private players.

CRISIL Consulting expects 142-147 GW of solar capacity addition between fiscals 2024 and 2028, followed by 24-25 GW through wind. Growth in capacity additions will be driven by government support, with an aggressive tendering roadmap outlined by the government. A few external factors such as an improvement in technology (floating solar and module efficiency), low-cost financing and policy push are enablers. However, a surge in component pricing, additional taxation will increase capital costs consequently affecting the ability of state discoms to offtake power at higher prices.

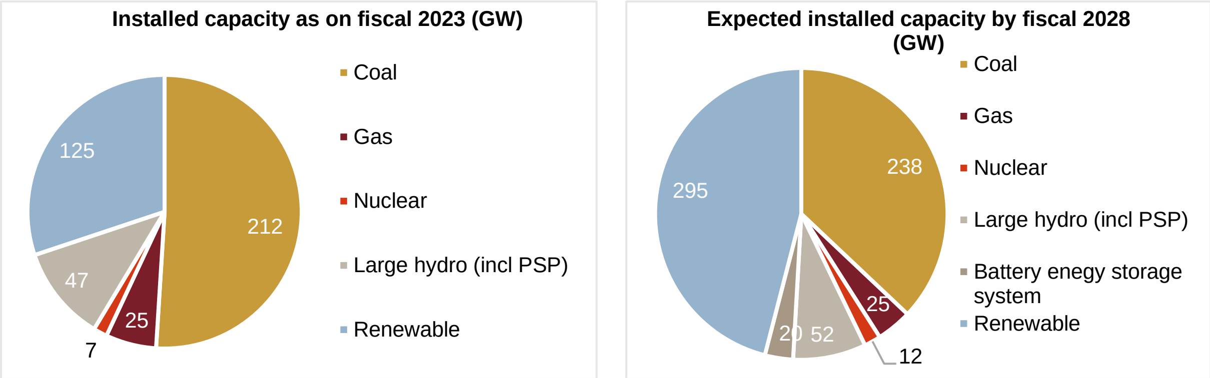
Figure 12: All India installed capacity addition by fiscal 2028 (in GW)



Source: CEA, CRISIL Consulting

The expected installation pipeline would increase the share of renewable capacity (including large hydro and BESS) from 41% in fiscal 2023 to ~57% in fiscal 2028. The share of coal would reduce to 37% from 51% over the same period.

Figure 13: Details of installed capacity

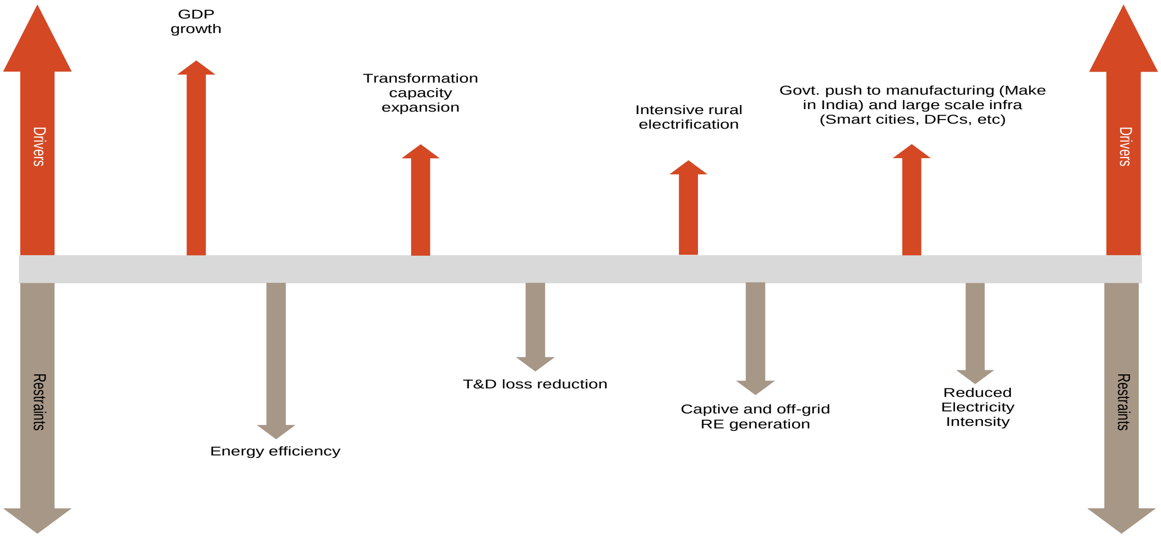


Source: CEA, CRISIL Consulting

- **Long-term drivers and constraints for demand growth**

Power demand is closely associated with a country's GDP. A booming economy automatically leads to a surge in power demand. India is already the fastest-growing economy in the world, with average GDP growth of 5.5% over the past decade. The trickle-down effect of Aatmanirbhar Bharat relief package, government spending on infrastructure through the National Infrastructure Pipeline, commissioning of the dedicated freight corridors, expansion of the services industry, rapid urbanisation, and increased farm income from agriculture-related reforms are key macroeconomic factors fostering power demand. Significant policy initiatives such as 24x7 power for all, Sahaj Bijli Har Ghar Yojana (SAUBHAGYA) scheme to provide electricity connections to all households, green energy corridor to facilitate evacuation of RE power, green city scheme to promote the development of sustainable and eco-friendly cities, Production-Linked Incentive (PLI) scheme and low corporate tax rates among others have aided large scale manufacturing in India, further boosting power demand in the country.

Figure 14: Factors influencing power demand



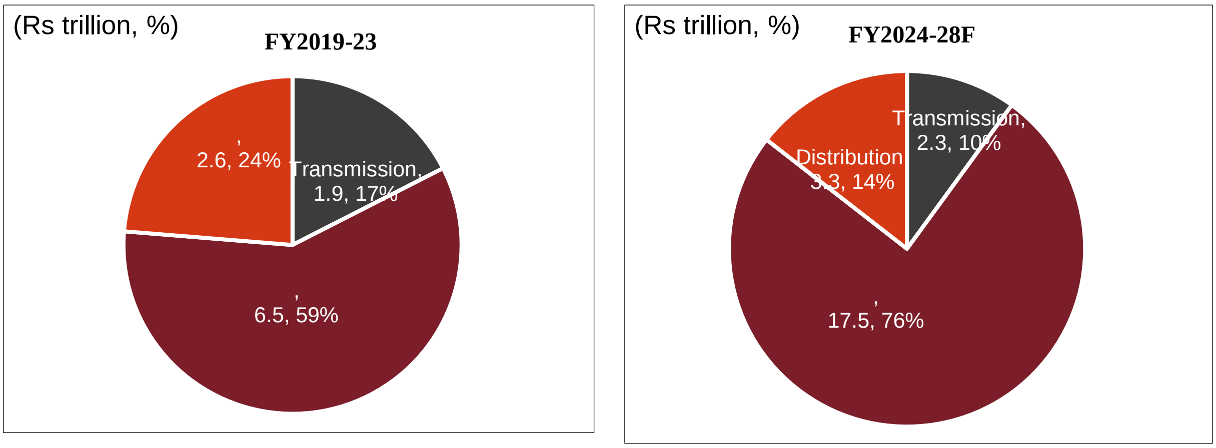
Source: CRISIL Consulting

Apart from macroeconomic factors, power demand would be further fueled by railway electrification, upcoming metro rail projects, growing demand for charging infrastructure due to increased adoption of electric vehicles, higher demand from key infrastructure and manufacturing sectors. However, increasing energy efficiency, a reduction in technical losses over the longer term, and captive as well as off-grid generation from renewables would restrict growth in power demand.

- **Investments in generation, transmission, and distribution infrastructure**

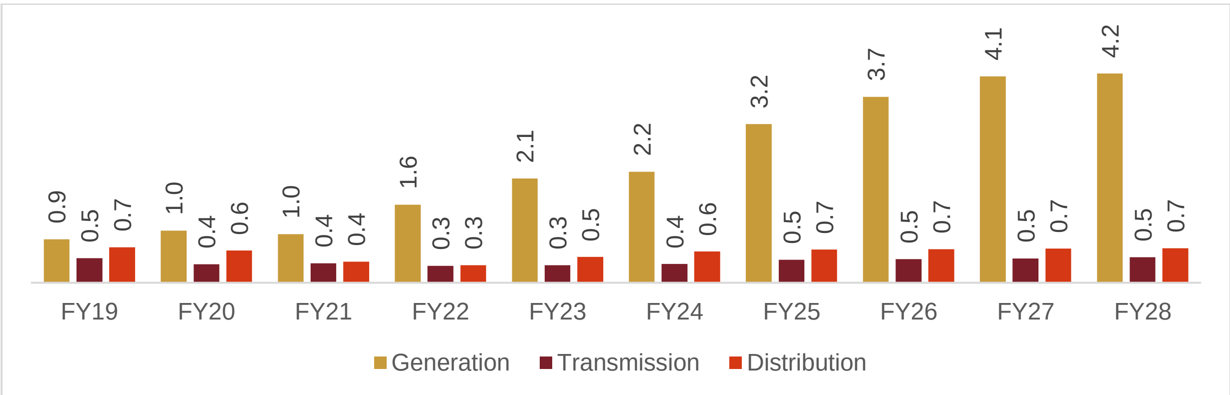
CRISIL Consulting projects investments of Rs.23-23.5 trillion in the power sector over the next five years. The share of investments in generation is expected to increase and that of distribution to decrease over the next five years compared with fiscals 2019-23 due to capacity additions aimed at clean energy.

Figure 15: Segment-wise break-up of total investments shows dominance of the generation segment



The numbers do not include private sector investments in T&D sector
Source: CRISIL Consulting

Figure 16: Year wise break up of investments (Rs. Trillion)



The numbers do not include private sector investments in T&D sector
Source: CRISIL Consulting

Investments in the generation segment are expected to almost triple from ~Rs.6.5 trillion to Rs.17.5 trillion over the next five years driven by renewable and conventional capacity additions of 275-280 GW. Investments in distribution to marginally increase over the next five years from Rs. 2.6 trillion to Rs. 3.3 trillion, on the back of RDSS envisaged over fiscals 2023-26. Transmission sector investments will grow to Rs.2.3 trillion, led by upcoming ISTS and GEC projects.

Overview of power transmission segment

Overview and structure – India

The transmission segment plays a key role in transmitting power continuously to various distribution entities across the country. The transmission sector needs concomitant capacity addition, in line with generation capacity addition, to enable seamless flow of power.

A transmission and distribution (T&D) system comprises transmission lines, substations, switching stations, transformers, and distribution lines. To ensure reliable supply of power and optimal utilisation of generating capacity, a T&D system is organised in a grid which interconnects various generating stations and load centres. This is done to ensure uninterrupted power supply to a load centre, even if there is a failure at the local generating station or a maintenance shutdown. In addition, power can be transmitted through an alternative route if a particular section of the transmission line is unavailable.

In India, the T&D system is a three-tier structure comprising distribution networks, state grids, and regional grids. The distribution networks and state grids are owned and operated by the respective state transmission utilities or state governments (through state electricity departments). Most inter-state and inter-regional transmission links are owned and operated by the PGCIL which facilitates the transfer of power from a surplus region to one with deficit.

The T&D system in India operates at several voltage levels:

- Extra high voltage (EHV): 765 kV, 400 kV and 220 kV
- High voltage: 132 kV and 66 kV
- Medium voltage: 33 kV, 11 kV, 6.6 kV and 3.3 kV
- Low voltage: 1.1 kV, 220 volts and below

Transmission and sub-transmission systems supply power to the distribution system, which, in turn, supply power to end consumers. To facilitate the transfer of power between neighbouring states, state grids are inter-connected through high-voltage transmission links to form a regional grid. There are five regional grids:

- Northern region: Delhi, Haryana, Himachal Pradesh, Jammu and Kashmir, Punjab, Rajasthan, Uttarakhand, and Uttar Pradesh
- Eastern region: Bihar, Jharkhand, Orissa, Sikkim, and West Bengal
- Western region: Dadra and Nagar Haveli, Daman and Diu, Chhattisgarh, Goa, Gujarat, Madhya Pradesh, and Maharashtra
- Southern region: Andhra Pradesh, Karnataka, Kerala, Puducherry, and Tamil Nadu
- North-eastern region: Arunachal Pradesh, Assam, Manipur, Meghalaya, Mizoram, Nagaland, and Tripura

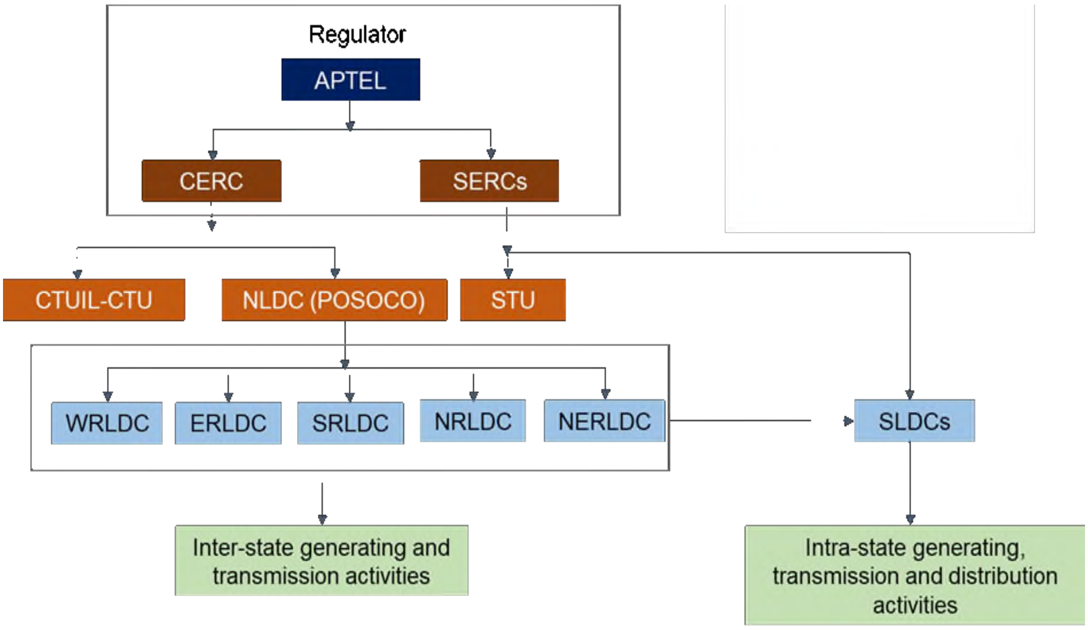
As peak demand for power does not take place at the same time in all states, it results in a surplus in one state and deficit in another. Regional or inter-state grids facilitate the transfer of power from a surplus region to the one facing a deficit. Additionally, they also facilitate the optimal scheduling of maintenance outages and better coordination between power plants.

- **Regulatory overview**

Power transmission regulations in India are governed by various regulatory bodies and frameworks that ensure the efficient and reliable transmission of electricity across the country. The key regulatory and legislative aspects related to power transmission in India include:

Electricity Act, 2003: The Electricity Act, 2003, is the primary legislation governing the power sector in India. It provides the legal framework for generation, transmission, distribution, and trading of electricity.

Figure 17: Transmission sector regulatory framework



Central Electricity Regulatory Commission (CERC): The CERC is the central regulatory authority in India responsible for regulating the power sector, including transmission. It sets tariffs, regulates inter-state electricity transmission, and ensures fair competition in the sector. CERC also oversees the development of the National Grid and interstate transmission.

State Electricity Regulatory Commissions (SERCs): Each Indian state has its own State Electricity Regulatory Commission, which is responsible for regulating power generation, distribution, and transmission within the state. These commissions set tariffs for intrastate transmission and ensure compliance with relevant regulations.

CTU (Central Transmission Utility): CTU is a central-level organization responsible for operating and managing the national or inter-state transmission system. CTUIL operates as the CTU in India

Grid Controller of India Limited (GRID-INDIA): The new name of Power System Operation Corporation Limited (POSOCO) is Grid Controller of India Limited (Grid-India) since November 9, 2022. It is responsible to monitor and ensure round the clock integrated operation of Indian Power System. It consists of 5 Regional Load Despatch Centres (RLDCs) and the National Load Despatch Centre (NLDC).

PGCIL (Power Grid Corporation of India Limited): PGCIL is a Maharatna public sector undertaking in India. It is responsible for the planning, development, and maintenance of the country's high-voltage transmission systems.

STU (State Transmission Utility): STUs are state-level organizations responsible for the planning, development, maintenance, and operation of intra-state transmission systems. They ensure the efficient and reliable transmission of electricity within their respective states.

SLDC (State Load Despatch Centre): It is the nerve centre for State Power System operating. Principal activities include operating State power system in most economical way by economic load despatching, merit order operation.

Tariff Regulations: CERC and SERCs regularly review and set tariffs for transmission services, which include charges for using the transmission network. These tariffs are based on various factors, including capital costs, operational expenses, and return on equity for transmission companies.

Open Access Regulations: The Electricity Act, 2003, promotes open access in the transmission system, allowing consumers to choose their source of power supply and utilize the transmission network efficiently. Regulations related to open access vary by state.

Grid Standards: The Central Electricity Authority (CEA) is responsible for setting and enforcing grid standards and codes to ensure the reliability and safety of the power transmission network.

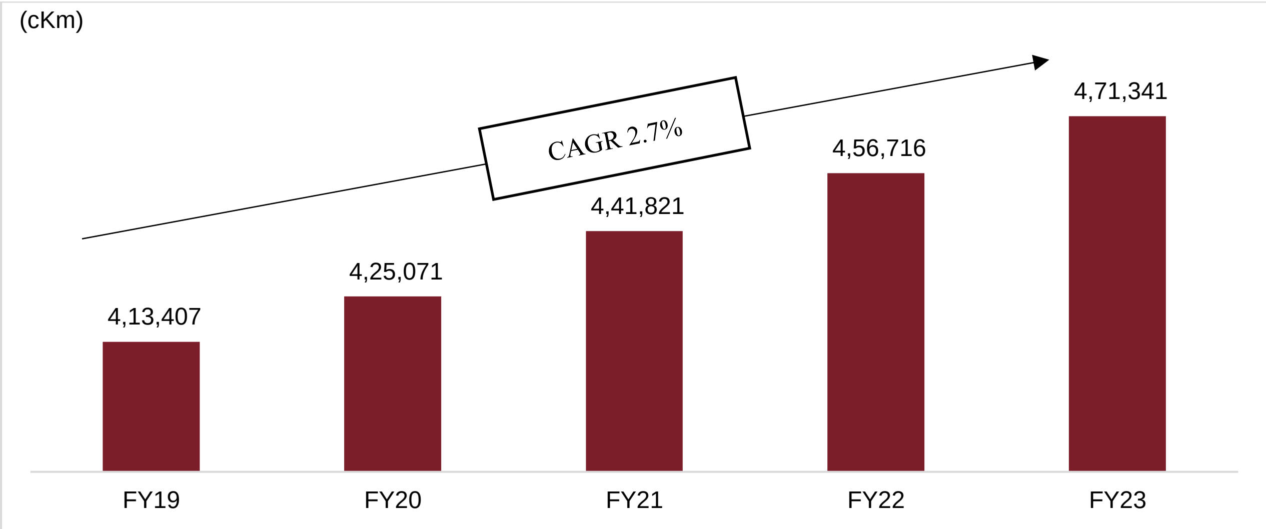
Cross-Border Transmission: India also has cross-border electricity transmission interconnections with neighbouring countries like Nepal, Bhutan, and Bangladesh. These interconnections are governed by bilateral agreements and specific regulatory frameworks.

Transmission Infrastructure Growth

- **Market Review**

Robust generation capacity addition over the years and government's focus on 100% rural electrification through last mile connectivity has led to extensive expansion of the T&D system across the country. The total length of domestic transmission lines rose from 413,407 circuit kilometres (ckm) in fiscal 2019 to 471,341 ckm in fiscal 2023.

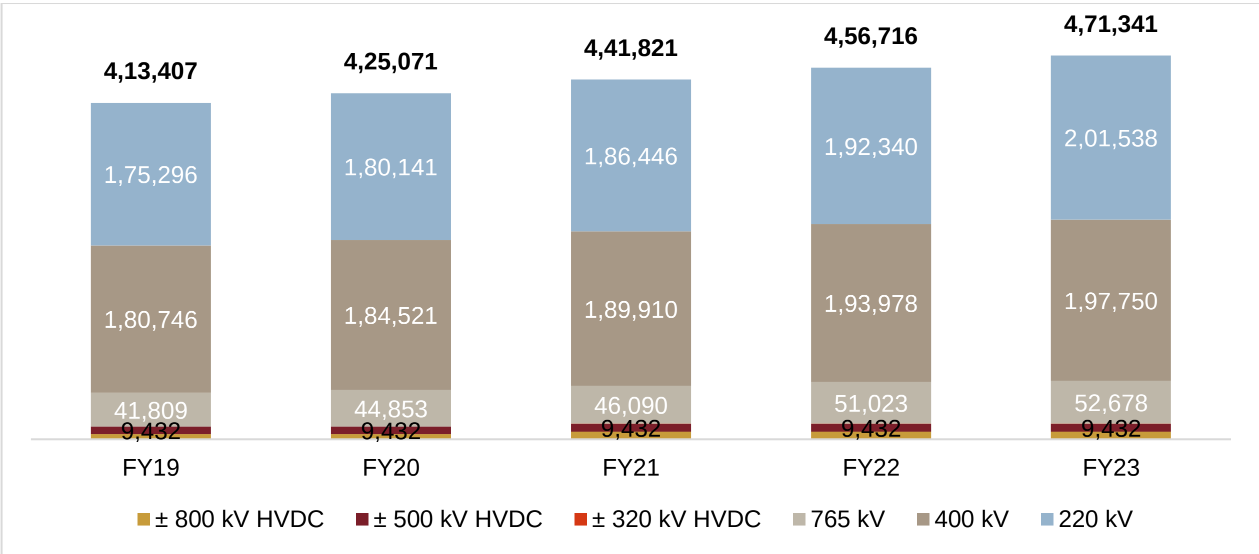
Figure 18: Total transmission line network in the country (220 kV and above)



Source: CEA, CRISIL Consulting

There has been strong growth in the transmission system at higher voltage levels and substation capacities. This is a result of increased requirement of the transmission network to carry bulk power over longer distances and at the same time optimise the right of way, minimise losses and improve grid reliability.

Figure 19: Strong growth in the length of high voltage transmission lines (220 kV and above)



Source: CEA, CRISIL Consulting

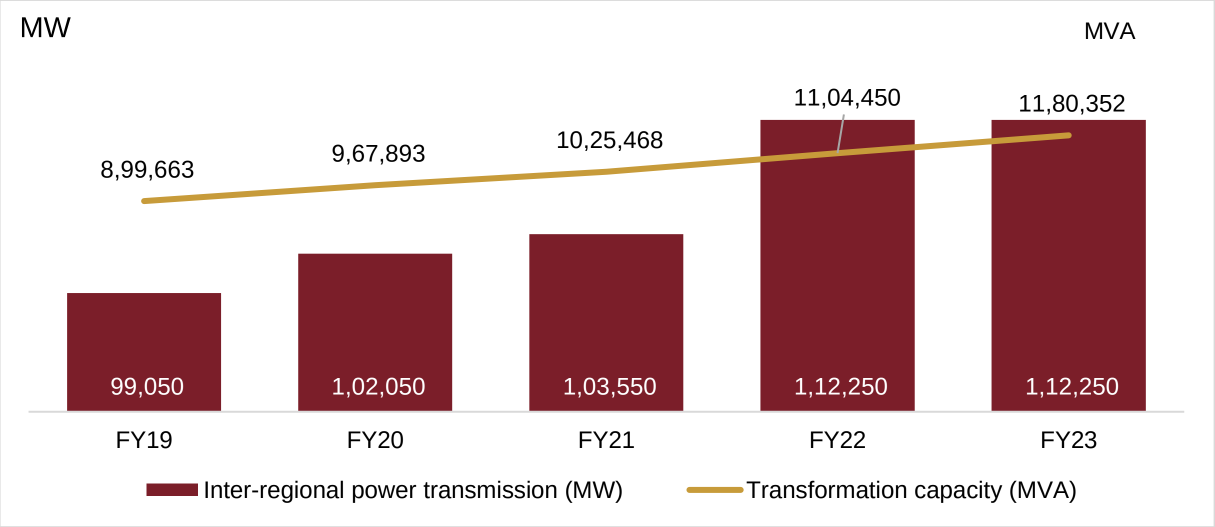
Strong growth of transmission system at higher voltages has grown due to increased requirement of the transmission network to carry bulk power over longer distances and at the same time optimise the right of way, minimise losses, and improve grid reliability.

The transmission sector, a crucial part of the power industry, required more attention to meet the growing demand for electricity and the expanding generation capacity. Existing investments from budgets, internal funds, and PSU loans were insufficient to meet this demand. To address this issue, the Electricity Act allowed private companies to participate in the power transmission sector through a competitive bidding process called tariff-based competitive bidding (TBCB). The National Tariff Policy of 2006 provided guidelines for this process, aiming to promote competition, attract private investment, and increase transparency in constructing transmission infrastructure. India stands out as one of the few countries that have opened its transmission sector to private participation, generating significant interest from private businesses. The Electricity Act, 2003 coupled with TBCB for power procurement, encouraged private participation in the power transmission sector and has supported the growth of transmission lines in India sector.

The total transmission line length (above 220 kV) has increased at 3.3% CAGR from fiscal 2019 to fiscal 2023. This increase can also be attributed to an increase in the commissioning of the 765-KV lines, growing at a CAGR of ~6% over the same period. 765 kV lines have higher transfer capacity and lower technical losses thereby reducing the overall number of lines and rights of way required to deliver equivalent capacity. Performance in a transmission line improves as voltage increases and as 765 kV lines use one of the highest voltage levels, they experience comparatively lesser amount of line loss. 800 kV lines have also shown strong growth momentum, rising at 12.1% CAGR over the last 5 fiscals, majorly owing to strong investments by the central sector.

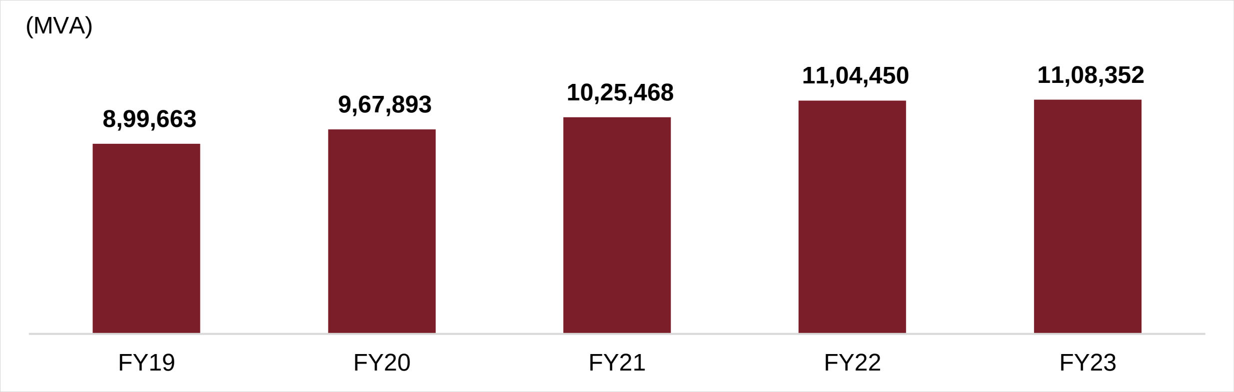
Inter-regional power transmission capacity of the National Grid has grown strongly from 99,050 MW in fiscal 2019 to 112,250 MW in fiscal 2023*, at a CAGR of 3.2%. Subsequently, transformation capacity rose from 899,663 MVA in fiscal 2019 to 1,180,352 MVA in fiscal 2023, growing at a CAGR of ~7.0%.

Figure 20: Growth in transformation capacity and inter-regional power transmission capacity



**Till February 2023*
Source: CEA, CRISIL Consulting

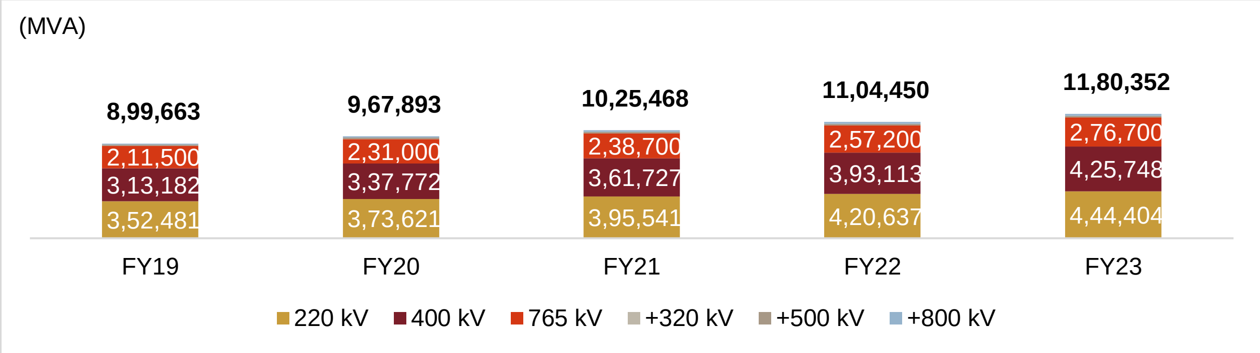
Figure 21: Total substations in the country



Source: CEA, CRISIL Consulting

The growth in sub-station capacities has majorly seen traction in 220 kV, 400 kV and 765 kV segments, contributing to 33%, 40% and 23% of the incremental additions between fiscals 2019 and fiscal 2023.

Figure 22: Robust growth in high voltage sub-station capacity (above 220 kV)



Source: CEA, CRISIL Consulting

- **Plans to increase grid infrastructure**

Report on "Transmission System for Integration of over 500 GW RE Capacity by 2030" published by CEA portrays the broad transmission system roadmap for reliable integration of 537 GW RE capacity by the year 2030.

The length of the transmission lines and sub-station capacity planned under ISTS for integration of additional wind and solar capacity by 2030 has been estimated as 50,890 ckm and 433,575 MVA respectively at an estimated cost of Rs.244,200 crores.

The present inter-regional transmission capacity is 112,250 MW. With the additional inter-regional transmission corridors under implementation/planned, the cumulative inter-regional transmission capacity is likely to be about 150,000 MW in 2030

Table 12: Planned Transmission capacity additions by CEA till 2030

Transmission system type/ voltage class	Unit	Capacity additions till 2030
(a) + 800 kV	ckm	6,200
(b) + 350 kV	ckm	1,920
(c) 765 kV	ckm	25,960
(d) 400 kV	ckm	15,758
(e) 220 kV cable	ckm	1,052
Total transmission lines	**ckm**	**50,890**
(a) + 800 kV	MVA	20,000
(b) + 350 kV	MVA	5,000
(c) 765 kV	MVA	274,500
(d) 400 kV	MVA	134,075
(e) 220 kV cable	MVA	0
Total substations	**MVA**	**433,575**

Source: CEA, CRISIL Consulting

Table 13: Inter-regional capacity addition till 2030

Inter-regional capacity	Capacity additions till 2030 (MW)
West – East	22,790
West – North	62,720
West – South	28,120
North – East	22,530
South – East	7,830
East – Northeast	2,860
Northeast – North	3,000
Total	**149,850**

Source: CEA, CRISIL Consulting

Evolution of Tariff Based Competitive Bidding and PoC mechanism in the transmission segment

Being a critical link in the power sector value chain, the transmission sector needed more attention to cater to the growing power demand and the increasing generation capacity. Investments in the form of budgetary allocations, internal accruals and PSU borrowings were unable to fund this growing need. Keeping this in mind, the Electricity Act permitted private sector participation through the tariff based competitive bidding or TBCB route in the power transmission sector. Guidelines for the TBCB process were laid down in the National Tariff Policy, 2006; The National Tariff Policy, released in January 2006, introduced the guidelines for TBCB for all transmission projects, promoted competition in the construction of the transmission infrastructure, encouraged greater investment by private business in the sector and increased transparency. India is one of the few countries which has opened up its transmission sector for private participation and has garnered significant interest from private business. In May 2018, the government proposed amendments to the national tariff policy 2006, which aims to improve power supply, provide clarity to competitively bid projects, reduce cost burden on consumers and boost renewable energy segment.

Some of the major amendments proposed under the National Tariff policy in May 2018 are as given below:

1. AT&C losses of more than 15% shall not be taken into consideration for tariff determination purpose for tariff orders post FY 2019.

2. AT&C losses shall be brought down to 10% within 3 years from the year of achievement of 15% AT&C loss.

3. Direct benefit transfer (DBT) of power subsides to consumers, rather than cross subsidizing few categories of consumers during tariff determination.

4. Cross subsidization of tariffs across each category of consumers should be brought within +/-20% range of the cost of supply.

5. Provisions for carving out a separate tariff category for charging of electric vehicle infrastructure. Further determined tariffs to be near to the average cost of supply.

6. Cross subsidy surcharge to be paid by the open access consumers for a maximum period of one year from the date of opting for open access.

7. Open access customers must schedule conventional power for at least eight consecutive hours and Renewable power for four consecutive hours to prevent frequent changeover of supply from open access consumers.

Moreover, all future procurement of transmission enhancements is compulsorily being made through the TBCB route, with PGCIL itself bidding through TBCB except for certain high technology projects.

The highlights of TBCB guidelines issued by the MoP are:

1. The transmission line will be awarded under the build-own-operate-and-maintain (BOOM) basis to the successful bidder.

2. Procurement of transmission services will include all activities related to the survey, preparation of DPR, arranging finance, project management, obtaining transmission license, getting RoW and other site clearances, providing compensation for land, engineering and project design, arranging for equipment, material supplies, construction services, testing and commissioning, maintenance and operation of transmission lines and/or switching substations or HVDC links, including terminal stations and HVDC transmission lines.

3. A bid process coordinator (normally central government appoints central PSUs) such as Rural Electrification Corporation (REC) or Power Finance Corporation (PFC), would be appointed for each project as the bid process coordinator (BPC) for procurement of required transmission service. Further, the charges incurred by the BPC under the bidding process would be recovered from the winning bidder.

4. The successful bidder will be designated as the transmission service provider (TSP) and shall seek appropriate license from the regulatory commission if it is not a deemed license. The transmission service agreement (TSA) would be effective from the date of grant of license from the appropriate regulatory commission.

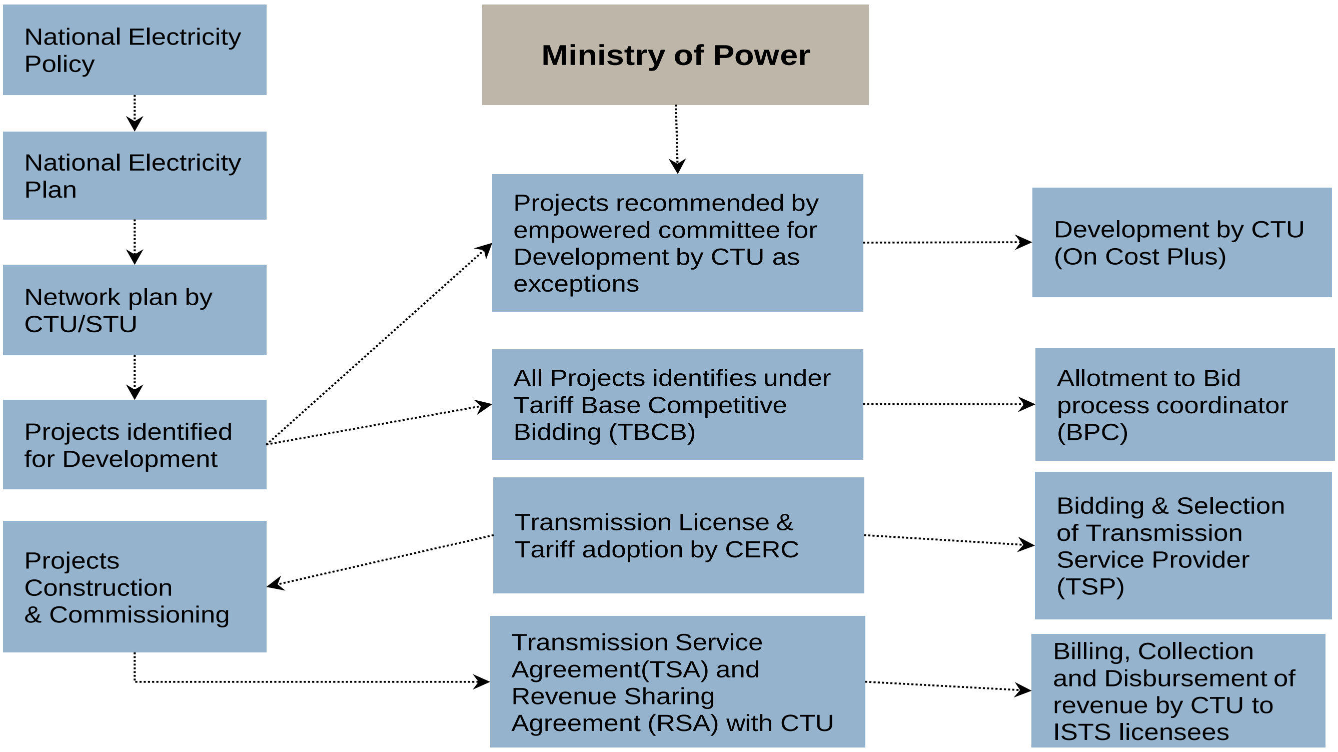
5. The TSP should commission the line as per the schedule specified in the TSA.

6. The TSA shall include an agreement for payment security, which will include a revolving letter of credit of required amount and escrow mechanism.

7. Under tariff-based competitive bidding, technically qualified developers quoting the lowest levelised tariff is awarded the project, as against the erstwhile ‘cost-plus’ model.

Hence in a nutshell, under the TBCB, tariff for projects is not on a cost-plus basis and bidders are required to quote tariff for a period of 35 years for establishing transmission lines. The bidder quoting the lowest levelised tariff is selected. The successful bidder is then required to acquire a special purpose vehicle or SPV incorporated by the bid process coordinator or BPC. Once the process of acquisition is complete, the SPV approaches CERC to obtain a transmission license.

Figure 23: Mechanism of awarding of transmission projects



Source: Ministry of power; CRISIL Consulting.

- **Project awarding under TBCB has increased in the last few fiscals**

  Between 2010-11 and 2014-15, the pace of award of project was slow with only Rs. 180-190 billion (~USD 2.48-2.62 billion) of projects being awarded. However, the pace of award of project has significantly increased. In fact, in 2015-16, projects aggregating to ~Rs. 260 billion (~USD 3.58 billion) were awarded. Awarding of projects through TBCB picked up from fiscal 2017 onwards. In fact, between fiscals 2017 and 2020, projects worth Rs.~312 billion have been awarded by BPCs (REC, PFC). This is sharp contrast with the tenure from fiscals 2011 to 2016 where cumulatively Rs.~400 billion of transmission projects were awarded by the BPCs. Presently, 44 projects, awarded under the TBCB route have been commissioned. Additionally, 33 transmission projects, which have been bid out though TBCM, are under construction.

Investments of Rs.2.3-2.5 trillion expected in transmission segment

To service a large generation installed base, the estimated investment in the transmission sector is expected to cumulatively reach Rs.~2.3 trillion for fiscal 2024-28. Investments in the sector are expected to be driven by the need for a robust and reliable transmission system to support continued generation additions and the strong push to the renewable energy sector as well as rural electrification. Also, strong execution capability coupled with healthy financials of PGCIL will drive investments.

As capacity additions in the country are not evenly distributed geographically, few regions in the country will be in deficit and others in surplus. To cater to this, there will be need to import/export from/to regions. A number of inter-regional transmission corridors have been planned, and some of these high capacity transmission corridors are in various stages of implementation. Newly sanctioned projects under the North-Eastern System Strengthening Scheme and system strengthening schemes focused in the Ladakh region are also expected to augment investments in the transmission segment.

1. North-Eastern region power system improvement project
2. Comprehensive scheme of T&D system in Arunachal Pradesh and Sikkim
3. 220 kV transmission system from Alusteng (Srinagar) to Leh (via Drass, Kargil, Khalsti and Leh Sub-stations in Jammu and Kashmir)

Overall, the inter-regional transmission capacity is expected to increase from ~112 GW in March 2022 to ~145 GW by fiscal 2024

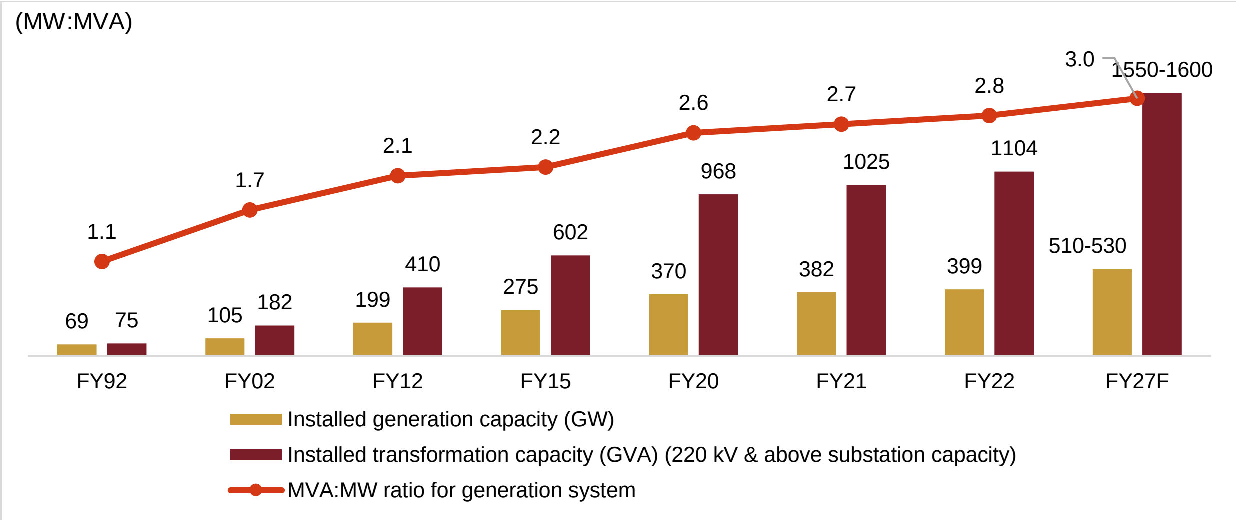
Figure 24: Investment in transmission sector (Rs. Trillion)

The numbers do not include private sector investments in T&D sector
Source: CRISIL Consulting

- **Domestic investments in T&D to be led by intra-state augmentation**

In order to ensure free and uninterrupted flow of power, every MW of new generation capacity needs a certain transformation capacity added to the system. In Indian context, 220 kV and above level transformation to generation addition ratio (MVA: MW) has remained low over the years. At the end of March 1985, this ratio was 1.1 times and has improved to 2.8 times as of March 2022. Lower transformation capacity results in line congestion, which has been visible particularly in inter-state transmission of power. With the government's focus on alleviating congestion, transmission capacities are expected to witness growth in transformation capacity additions during 13th Plan.

Figure 25: Transformation vs generation capacity



Source: CEA, CRISIL Consulting

Consequently, in the transmission line segment, robust growth in HV lines of 400kV and 765kV is expected due to its importance in inter-state transmission lines. Higher voltage level enhances power density, reduces losses, and efficiently delivers bulk power. Moreover, it reduces requirement of right-of-way due to less land requirement, a key challenge facing the transmission sector. Thus, CRISIL Consulting believes the MVA:MW ratio would further improve to around 3.0 by March 2027.

- **Continued state investments and renewable energy integration schemes to support domestic demand; PGCIL ordering to be lumpy**

In contrast to the previous few years, where the central sector used to drive investments in the sector, focus has now shifted to intra-state transmission additions and improving the intra-state transmission network. The rise in investments by states is expected on account of plans to decongest transmission networks so as to accommodate higher renewables, allow ISTS transmission of power and improve grid availability for open access of power.

Demand has been seen in the states of Madhya Pradesh, Andhra Pradesh, Rajasthan, Jharkhand, and Tamil Nadu, with ongoing system strengthening initiatives for the Western and Southern regions in the past few fiscals and is now being witnessed in the Eastern and North-Eastern regions of the country with several strengthening schemes approved for the same.

- **Integration of renewable energy integration to further support domestic demand**

The rapid addition of renewable capacities requires adequate grid infrastructure so as to evacuate incremental power. This has increasingly emerged as a concern, with developers lowering participation in bids where this has been a key issue. Specifically, for wind, majority of the best wind sites are concentrated in few states such as Rajasthan, Gujarat, Tamil Nadu, Andhra Pradesh, and Karnataka, which causes increased congestion in specific regions of these states.

However, nodal agencies (PGCIL, SECI) have planned various schemes to alleviate grid congestion and improve connectivity to RE projects. The grid capacity additions will come under two main schemes, namely the Green Energy Corridor Scheme and Renewable Energy Zones (REZ). This would add ~80 GW of transmission grid capacity to an existing ~24 GW, taking grid capacity planned for RE integration to ~100 GW.

The GEC scheme is aimed at developing specific evacuation corridors for renewable energy in key renewable rich states. The government has planned to integrate renewable energy into the national grid by setting up inter-state and intra-state schemes for evacuation of power from wind and solar projects, termed as green energy corridors. GEC target of ~9,700 ckm of intra-state transmission lines by December 2020 has overshot the timeline both due to operational reasons and covid related restrictions. The constructed lines stood at 8,697 ckm till November 2022, while the interstate transmission units with Phase I of the ISTS program were already completed by PGCIL in 2020. The next growth driver for ISTS projects is the Inter-State transmission system planned for evacuation and grid integration of 66.5 GW REZ spread across the states of Tamil Nadu, Andhra Pradesh, Karnataka, Gujarat, Maharashtra, Rajasthan, and Madhya Pradesh.

PGCIL has also come out with a scheme for setting up grid infrastructure in identified REZ. Under this, key areas with concentration of existing / planned renewable energy projects have been identified in the Western and Southern regions of the country. Out of this, 8 GW of grid capacity will be added for wind projects in the Western region and 9 GW in the Southern region.

Table 14: Intra-state transmission system planned & constructed under Green Energy Corridor project

State	Lines Target (ckm)	Lines constructed (ckm) as of 30 November 2022
Tamil Nadu	1,068	1,068
Rajasthan	1,054	984
Andhra Pradesh	1,073	739
Himachal Pradesh	502	470
Gujarat	1,908	1,429
Karnataka	618	609
Madhya Pradesh	2,773	2,773
Maharashtra	771	625
Total	**9,767**	**8,697**

Source: MNRE, CRISIL Consulting

- **Government plans to increase TBCB to shift focus from PGCIL**

At present private sector participation in the T&D space is low. However, with the introduction of TBCB and viability gap funding (VGF) schemes for intra-state projects, the share of private sector players in the power transmission sector is expected to increase gradually over the long term. This is in a move to shift the burden from PGCIL and increase private sector participation in the sector, although PGCIL is also allowed to bid for the same. Even for the renewable energy projects mentioned above, half are to be awarded via the TBCB route.

A few key players that bid in the recent project allocations were Sterlite Grid Limited, Adani Transmission Limited, Essel Infra Limited, ReNew Transmission Ventures, PGCIL and Kalpataru Power Transmission Limited. With increased awarding of projects under TBCB in the future, private participants shall also be key in driving domestic demand going forward. Overall, 81 projects have been awarded under TBCB. Of these, 44 projects have been commissioned/ready for commissioning, 33 are under construction. Construction of two projects could not be started due to litigations, while one project has been cancelled by CERC and another one is expected to be cancelled as per the request of the transmission service provider. Of the 33 projects under construction, 17 are of PGCIL and the balance are of private players.

- **Key Growth Drivers for growth in transmission sector**

Some of the key growth drivers for the transmission segment in India are:

Widening gap between inter-regional power demand-supply to drive transmission capacity additions

As per CTUIL, the total power generation capacity (including renewable energy and energy storage) at a pan India would rise to ~703 GW in fiscal 2027 from ~416 GW in fiscal 2023. However, the upcoming generation capacity will not be spread evenly across India. Most of the upcoming renewable capacities would be concentrated in the northern (specifically in Rajasthan), western and southern regions of India, while significant thermal capacities would commission close to the coal mines in eastern and central regions of India. The addition of such large quantity of generation capacities would necessitate the investments in transmission segment to supply power to different demand centers.

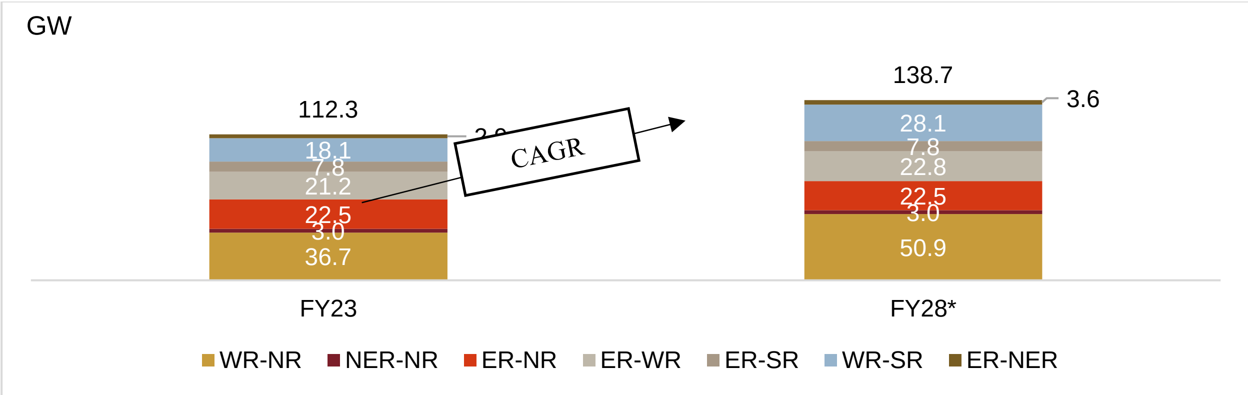
Further, the infirm nature of renewable energy (extreme variations in the power output) would give rise to grid issues unless the generated power is distributed over longer distances and to multiple demand centers via transmission lines. Moreover, there exists significant variation in demand on account of seasonal differences and time of day demand differences, which will necessitate large inter-regional transmission capacities to prevent grid fluctuations.

As a result, to reduce the demand-supply mismatch, government has planned to increase the interregional power transfer capacity to 138,740 MW by FY 2028. Moreover, the share of inter-regional transmission capacity is expected to increase from 13.9% in fiscal 2012 to 20% in fiscal 2028 (inter-regional transmission capacity as a fraction of total installed generation capacity), resulting in growth of investment in the power transmission sector.

To facilitate inter-regional power transfer capabilities from power surplus regions to deficit regions, CTUIL estimates regional power transmission capacity by fiscal 2028 at 138,740 MW.

The inter-regional transmission line corridor expansion requirement, as per CEA estimates, would be as follows:

Figure 26: Inter-regional transmission links and capacity (GW)



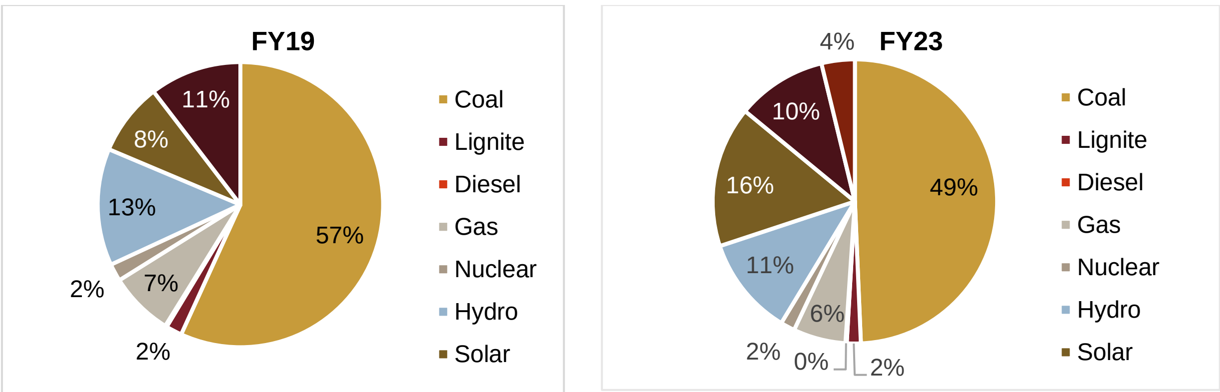
Source: CEA, CTUIL ISTS Rolling plan 2027-28 Report; CRISIL Consulting

To cater to the above import/export requirement, several inter-regional transmission corridors have been planned and some of these high-capacity transmission corridors are in various stages of implementation, taking care of past under investments in grid.

Strong renewable energy capacity additions to also drive transmission capacity

Power generation in India is dominated by coal-based generation, contributing to ~50% of the total installed capacity in India. Further, with ~212 GW installed capacity; the coal-based generation contributes to around 3/4th of total electricity generation in India. However, there has been a staggering growth in installed capacity of Renewable energy sources from 63 GW in fiscal 2012 to 109 GW in fiscal 2019, further reaching to ~172 GW (including large hydro) in March 2023.

Figure 27: Increase in share of renewable energy sources

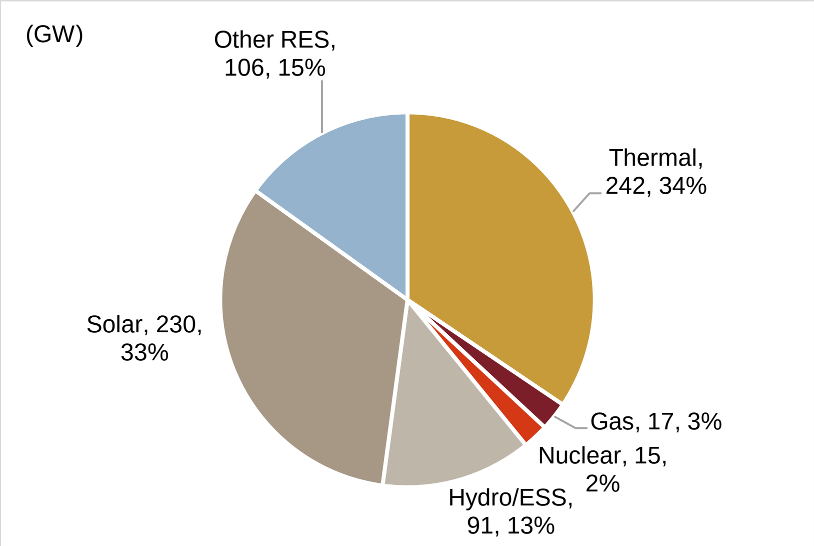


Total installed capacity: 356 GW **Total installed capacity: 416 GW**

Source: CEA, CRISIL Consulting

Furthermore, central government has planned to achieve 500 GW capacity from non-fossil fuel-based energy sources by 2030. Solar and wind will pay a more role in achieving the said target. The share of renewable energy (incl. hydro and energy storage) in the installed capacity mix is expected to reach ~60% in fiscal 2028 from ~38% in fiscal 2023.

Figure 28: Expected installed capacity base in fiscal 2028 (in GW)



Source: CTUIL ISTS Rolling plan 2027-28 Report; CRISIL Consulting

Such multi fold expansion plans also require large scale development in transmission sector. This is mainly because large scale grid connected solar and wind plants are usually located in the far-flung areas, where there is limited existing transmission infrastructure. Moreover, renewable energy is not well distributed across states and is in-firm in nature. Robust transmission planning is required to optimize the high costs, utilization levels and losses associated with transmission system to transmit the power generated to load centers is critical.

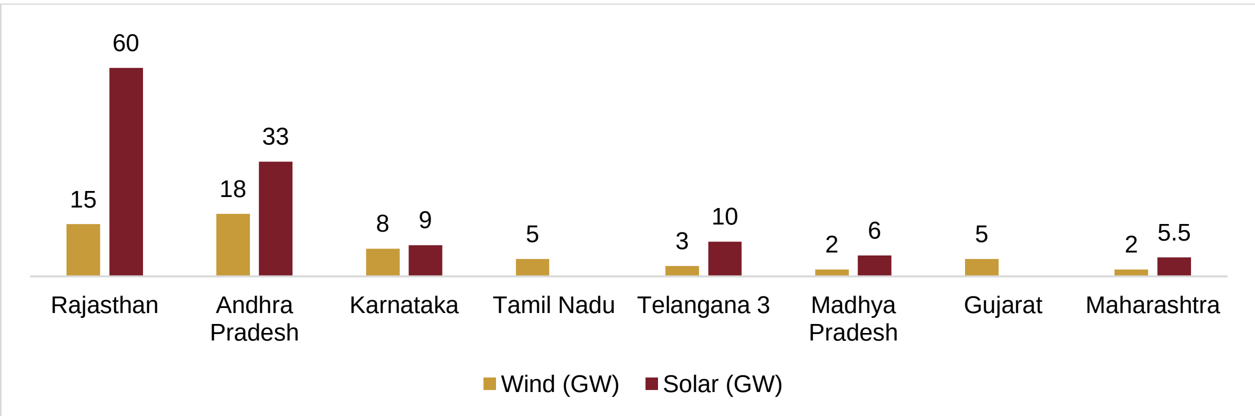
For enabling growth of RE capacity, areas which have high solar and wind energy potential, needs to be connected to ISTS, so that the power generated could be evacuated to the load centres. As the gestation period of wind and solar based electricity generation projects is much less than the gestation period of transmission system, it needs to be planned. As a major step towards achievement of the goal of 500 GW RE capacity, ISTS network has been planned for the projected RE capacity addition by the year 2030.

The RE installed capacity target of 175 GW by the year 2022 comprises of 66.5 GW RE capacity to be connected to ISTS network. Transmission system for integration of 66.5 GW RE capacity has already been planned. Part of the transmission system has been commissioned and the rest is under various stages of implementation/bidding.

In addition to the 66.5 GW RE capacity, transmission system has been planned for 236.6 GW (55.1 GW+181.5 GW) RE capacity.

MNRE/SECI have identified REZs totaling 181.5 GW for likely benefits by the year 2030. These REZ's are located in eight states as detailed below:

Figure 29: Potential RE zones identified by MNRE/SECI (GW)



Source: CEA: Transmission System for Integration of over 500 GW RE Capacity by 2030

Out of 181.5 GW RE capacity, 56 GW RE capacity is likely to be commissioned by March 2025, 62.1 GW RE capacity is likely to be commissioned by December 2027 and 63.4 GW RE capacity is likely to be commissioned by December 2030.

Upgradation of existing lines critical to meet rising power demand in an economical way

India has ~4.71 lakh ckm of transmission network as on April 2023 of which most of the lines are using the Aluminium core steel reinforced (ACSR) conductor. This type of conductor is having lower current carrying capacity and lower withstand temperature (85 ºC) capacity as compared to other latest available technology and substitutes such as ACCC (Aluminium Conductor Composite Core), CCC (Copper clad composite conductors) which are High tension low sag conductors (HTLS). Further these lines have lower efficiency and higher T&D losses. As per World Bank study, T&D losses costs the Indian economy ~1%-1.5% of its GDP, hence CEA in its recent revisions of the National transmission planning has embodied the new technological advancements.

Wherever transmission constraints are felt and enhancement in power transmission capacity in existing corridor becomes necessity, alternative means such as use of higher size conductor, voltage increase technologies, circuit addition, HVDC, dynamic line rating etc. need to be explored. One such emerging technology is the use of new generation High Performance Conductors (HPC), which include High Temperature (HT) conductors and High Temperature Low Sag (HTLS) conductors, and these conductors have been proven successful globally.

Both upgradation and re-conductoring of lines is economically viable as it can augment capacity without the need for heavy investments. Further, upgradation of transmission lines will not result in right of way (RoW) issues as newer technology conductors can easily replace the existing transmission line without modifying or reinforcing the existing lattice. Upgrading transmission network to a higher voltage i.e., from 400 kV capacity to 765 kV capacity increases the power handling capacity of the system four-fold. Other benefits of replacing old conductors with high-capacity new conductors include reduction in losses. Moreover, the gestation period of for upgrading a line is much lesser as compared to erection of a completely new line. Power transmission lines have reaped huge benefits in terms of increased power transmission capacity with such Upgradation efforts.

Use of latest technologies and substitutes such as ACCC, CCC, has already been deployed to reduce line loss and improve power transfer capability of the line.

Improving power scenario and measures to stabilize grid to lead to transmission corridors to neighbouring countries

Power deficit in India has been on a declining trajectory with energy deficit shrinking to 0.5% for fiscal 2023 as compared 3.6% in fiscal 2015. Thus, with healthy availability of power, India is evaluating opportunities to tap neighbouring countries for better integration and synergies.

India and its neighboring countries are interlinking the electricity transmission systems allowing surplus power to be exported to other grid while simultaneously importing large hydro based power from Nepal and Bhutan. Further, India is evaluating to build a platform to establish power exchange beyond its shores, which will act as a neutral and robust price discovery platform to create an orderly marketplace for all buyers and sellers for neighbouring Asian countries.

In order to ensure effective utilisation of regional resources, India is actively planning to inter-connect the national grid with neighbouring countries like Nepal, Bhutan, Sri Lanka and Bangladesh. Nepal is radially connected with India through 11, 33 and 132 kV lines. India and Bhutan have transmission lines of 400, 220 and 132 kV to import ~2,850 MW of power. Further, for transfer of power from upcoming hydroelectric projects in Bhutan, India is implementing two cross-border inter-connection lines of 400 kV each. Between India and Bangladesh, 400 kV DC line connecting Baharampur (India) to Bheramara (Bangladesh) and 765 kV DC line connecting Katihar (India) to Parbotipur (Bangladesh) along with 500 MW HVDC back-to-back terminal at Parbotipur are planned. A feasibility study has been carried out for two 500 MW bi-pole lines between Madurai (India) and New Anuradhapura (Sri Lanka) including submarine cable for the sea portion. Implementation of these transmission projects is expected to support investments in T&D segments over the next six years.

India is linked to its neighboring countries through a network of electrical interconnections, with a total power transfer capacity of approximately 4,230 MW.

Some of the key inter country projects include:

Table 15: Key inter-country power transmission projects

Sl. No.	Name of transmission line	Length (ckm) in Indian territory	Executing Agency	Completion Target
India-Nepal				
1	400 kV DC Muzzafarpur (I) - Dhalkebar (N) by CPTC/NEA	173	CPTC/NEA	Indian portion of the line was ready for charging in Dec'19. However, line was charged and synchronized at rated voltage on 11-11-2020 after readiness of Nepal end.
2	400 kV DC Gorakhpur (New) (I) - New Butwal (N)	240	Planned	NIT has been floated for the Transmission packages on 08-07- 2022

Sl. No.	Name of transmission line	Length (ckm) in Indian territory	Executing Agency	Completion Target
India-Bhutan				
1	400KV D/C Jigmeling - Alipurduar line (Q) (india Side)	326	PGCIL	Commissioned in Jun' 21.
India- Bangladesh				
1	400 kV DC Baharampura (I) - Bheramara (B)-2nd link by PGCIL / BPDB	172	PGCIL	1st ckt synchronised with Bangladesh bay June'21. 2nd ckt synchronised with Bangladesh in Oct'21

Source: CEA; CRISIL Consulting

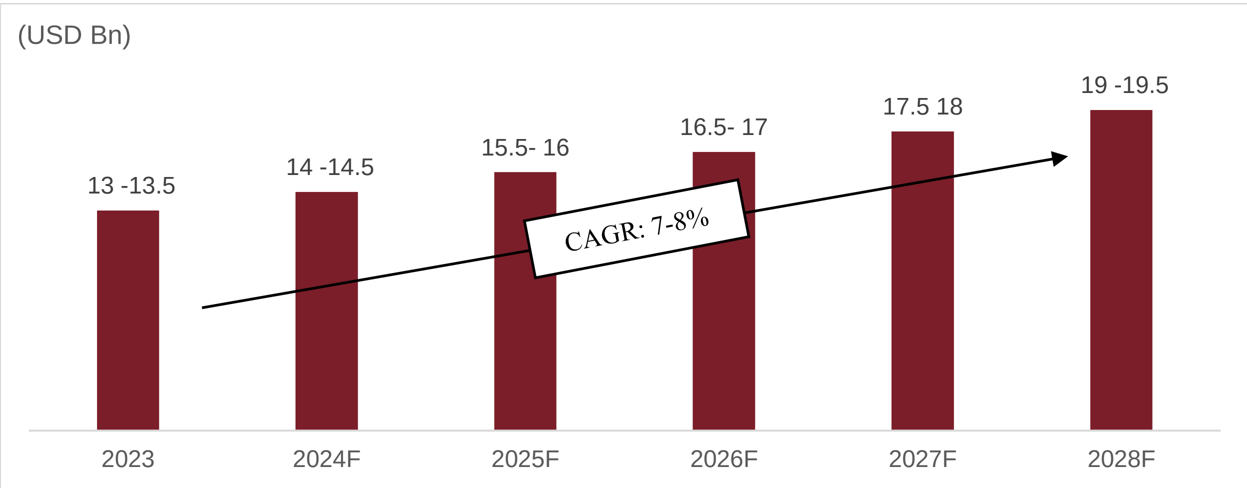
Strong government support to also drive transmission investments

Government support for power transmission is expected to continue. In the past, it has supported the transmission segment through several measures – increasing the concession period of a transmission asset, relaxation of norms to speed up project construction and implementation of UDAY scheme to boost power demand, which in turn, will eventually result in rise in transmission requirements.

Estimated market size in EPC business of T&D sector

With significant investments expected in the T&D sector in India from fiscal 2024 – 2028, the market for EPC for T&D will also improve. EPC involves engineering, procurement and construction of a project. The cost breakup of a T&D infrastructure including EPC vary depending on size, complexity, no. of lines, substations, location, topography of land and prevailing market conditions. Generally, equipment costs account for ~50-60% of total cost. Design and engineering contributes to around 5-10% of the total cost. Civil construction including labor, material and erection work account for around 15-20% of the total cost. Apart from these costs, other costs such as land acquisition, administrative expenses, project management, approvals/clearance, compensations contributes to 15-20% of the total cost. Considering the expected investment in T&D segment, Indian T&D EPC market is estimated at around USD19-19.5 Bn in 2028. The Indian T&D EPC market is expected to experience significant growth in the coming years driven by increasing electricity demand, government initiatives, strong thrust on sustainability and rising adoption of smart grid technologies.

Figure 30: Expected T&D EPC Market for India

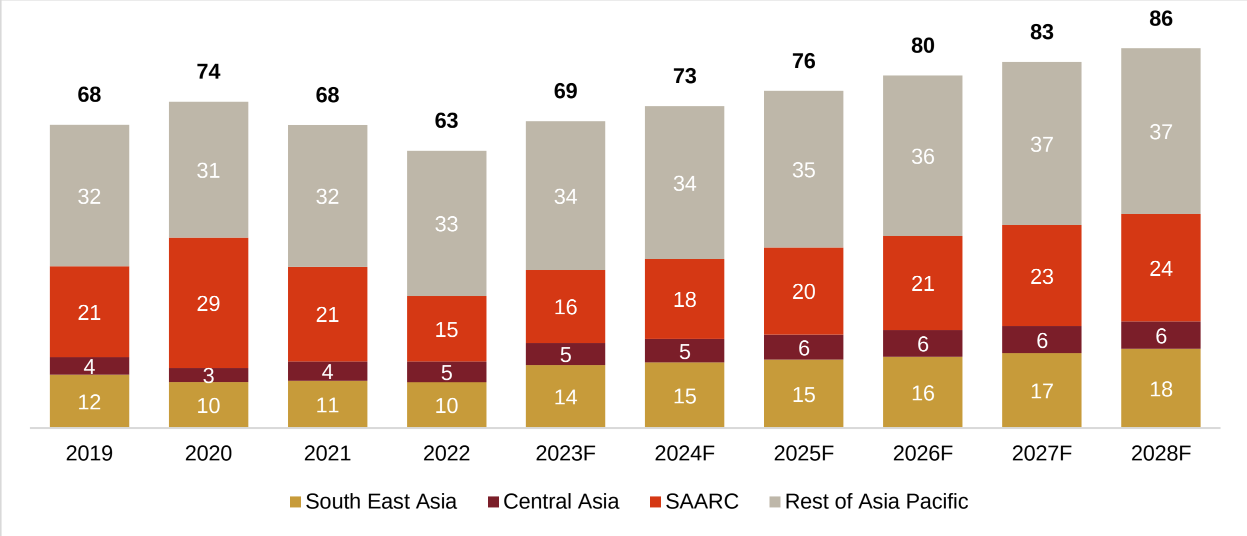


Source: Industry; CRISIL Consulting

Country-wise/Region wise review and outlook on transmission sector

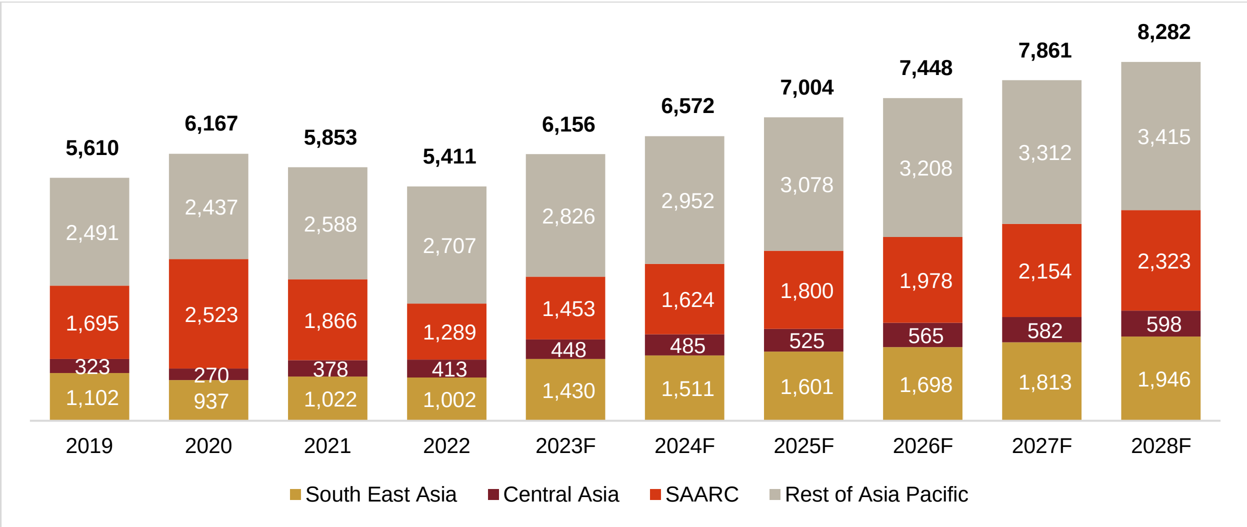
- **Asia Pacific**

Figure 31: Asia Pacific transmission lines y-o-y additions forecast ('000 ckm)



Source: Global Market Insights, CRISIL Consulting

Figure 32: Asia Pacific transmission lines y-o-y investment forecast (USD million)



Source: Global Market Insights, CRISIL Consulting

Key Drivers for Power Transmission Market in Asia Pacific

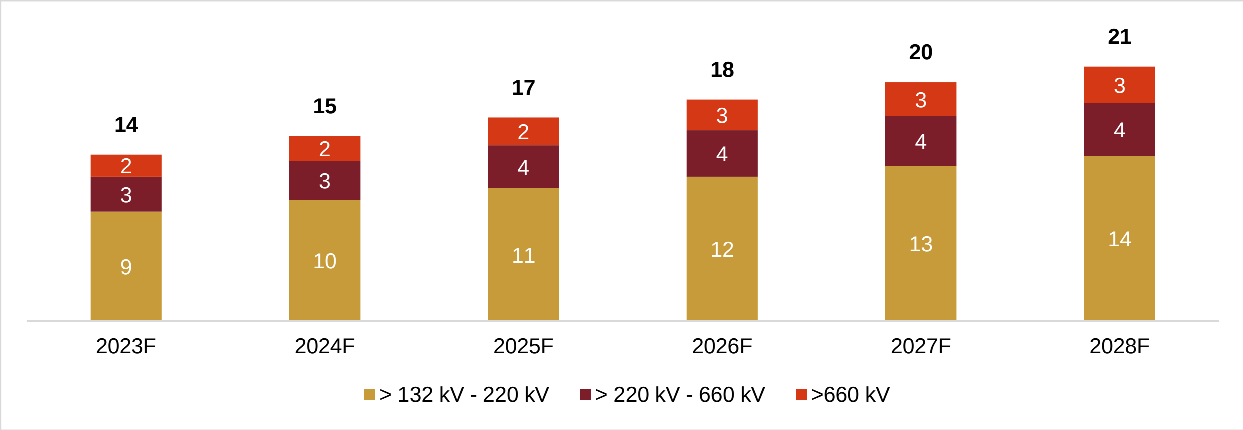
The market trend of increasing transmission & distribution lines across the globe has been characterized by significant growth & development along with certain key factors including the rising electricity demand, renewable energy integration, interconnection projects, government initiatives & investments, and technological advancements, among others. Regions including Asia Pacific and Africa have experienced robust economic growth and rapid urbanization, leading to the increasing demand for electricity.

China is planning to invest over $1 trillion in new transmission lines by 2025. India is planning to invest over $200 billion in new transmission lines by 2027. In Philippines, the Department of Energy (DOE) and the National Transmission Corp. (TransCo) are targeting to complete by end-2023 a smart and green grid plan aimed at ensuring the seamless integration of additional renewable energy capacity to the grid in the coming years. Electricity Generating Authority of Thailand (EGAT) has planned no. of transmission system development and expansion projects for bulk power supply, power purchase from IPPs, transmission system renovation and expansion etc. for a green energy future. Vietnam's National Power Transmission Corp. (EVNNPT) has started eleven 220-500kV transmission power grid projects and energized 11 projects. Vietnam's Ministry of Industry and Trade has proposed that a new public-private partnership bill have provisions allowing private investments in transmission lines and substations connecting power plants with the national grid.

In recent years, India, Indonesia, and China have witnessed largescale investments from leading manufacturers across the globe. The growing demand for manufactured products coupled with the rapid expansion of manufacturing units is compelling industry participants to expand & upgrade operations across the region.

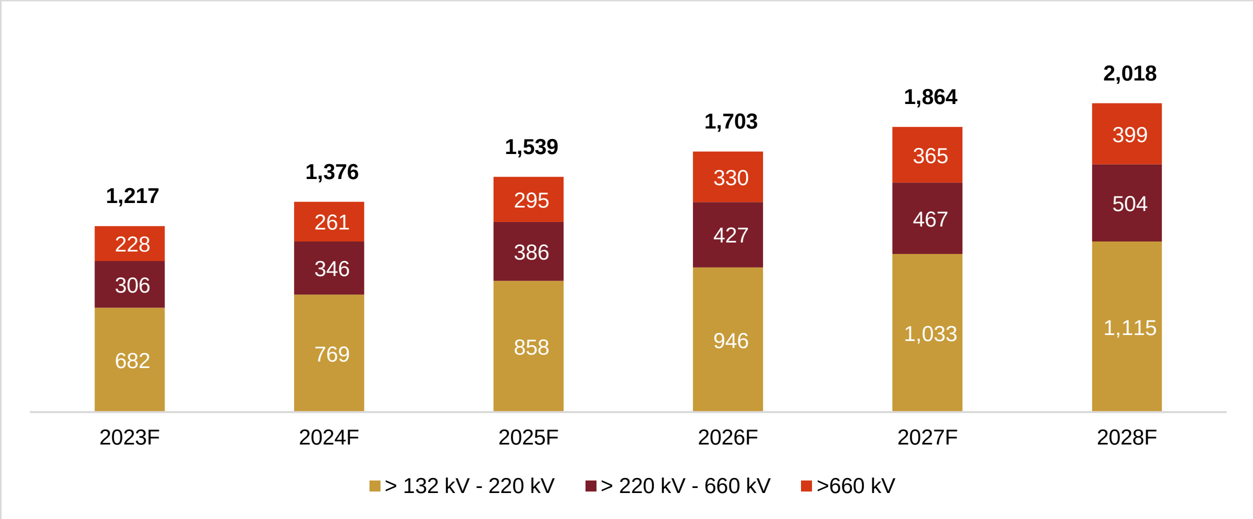
- **India**

Figure 33: India voltage-wise transmission lines y-o-y additions forecast ('000 ckm)



Source: Global Market Insights, CRISIL Consulting

Figure 34: India voltage-wise transmission lines y-o-y investment forecast (USD million)



Source: Global Market Insights, CRISIL Consulting

Key Drivers for Power Transmission Market in India

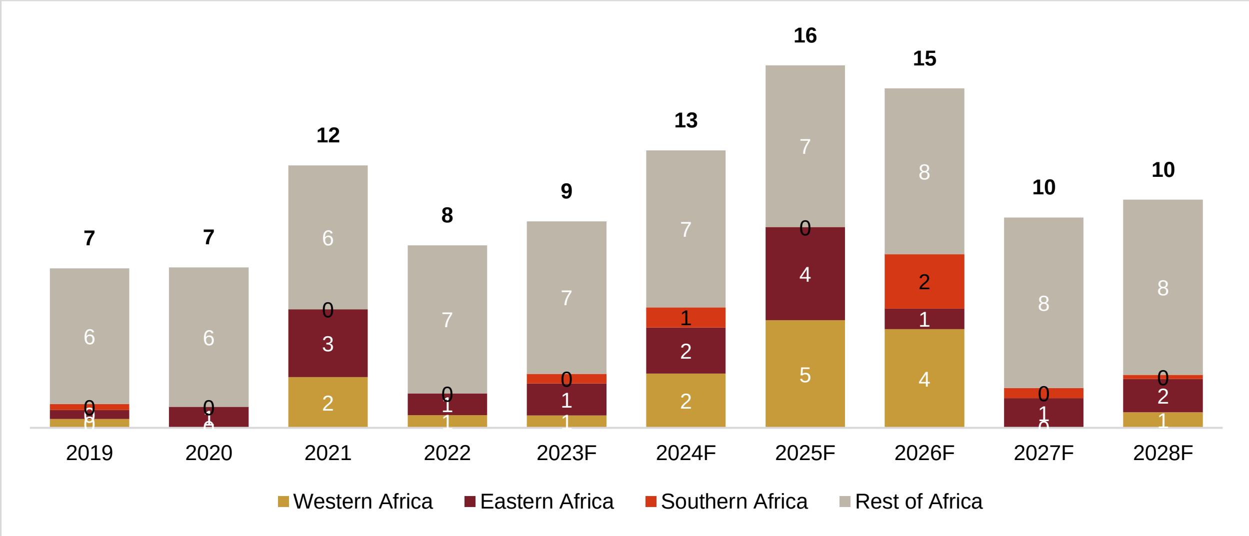
The power transmission sector in the country has grown steadily in recent years, mainly due to the rising demand for electricity and the increasing capacity of power generation plants, particularly renewable energy plants. A major factor driving the further expansion of the grid is the need to evacuate electricity from upcoming renewable energy projects. Green energy corridors and a transmission system for renewable energy zones are already being built to make it easier to integrate renewable energy into the grid.

Report on "Transmission System for Integration of over 500 GW RE Capacity by 2030" published by CEA portrays the broad transmission system roadmap for reliable integration of 537 GW RE capacity by the year 2030.

The length of the transmission lines and sub-station capacity planned under ISTS for integration of additional wind and solar capacity by 2030 has been estimated as 50,890 ckm and 433,575 MVA respectively at an estimated cost of Rs.244,200 crores.

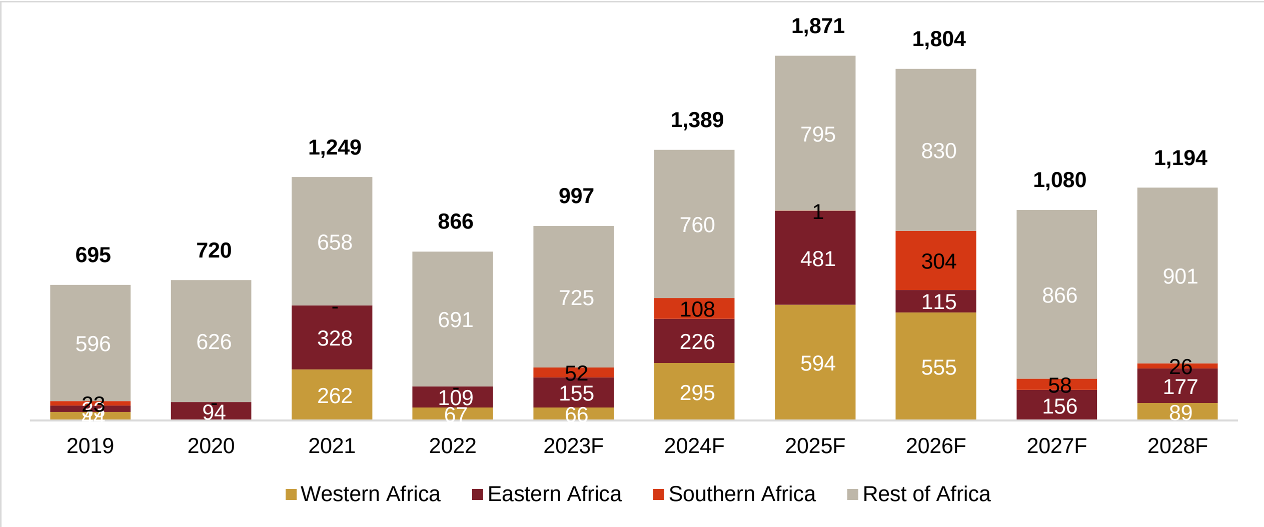
- **Africa**

Figure 35: Africa transmission lines y-o-y additions forecast ('000 ckm)



Source: Global Market Insights, CRISIL Consulting

Figure 36: Africa transmission lines y-o-y investment forecast (USD million)



Source: Global Market Insights, CRISIL Consulting

Key Drivers for Power Transmission Market in Africa

Lack of access to electricity across the African region has influenced public & private investments in the deployment of new transmission & distribution networks across the region. For instance, as per the Africa Energy Outlook 2022 report by the International Energy Agency, at present, 43% of the total population or over 600 million people in the African region, especially in the sub-Saharan Africa region, lack access to electricity, which displays the critical need for electrical infrastructure in Africa. Increasing government initiatives toward energy efficiency and grid resilience coupled with rising Public- Private Partnerships (PPPs) are further slated to complement the business scenario over the projected timeline. For instance, in February 2023, the Government of Kenya entered into a Public-Private Partnership (PPP) with Power Grid Corporation of India Limited to build a 237 km transmission line under the pan-African investment firm, Africa50. This line will lead to the formation of Kenya's first privately-owned electricity transmission line, which will be built on an investment of approximately USD 298 million.

Overview of HTLS and GAP conductors

HTLS conductors, or high-temperature low-sag conductors, are a type of overhead power line conductor that can withstand higher operating temperatures than conventional conductors. This allows them to carry more current and transmit more power, which can be beneficial in areas with high demand or where there are restrictions on the height of transmission towers. HTLS conductors are typically made of a steel core surrounded by an outer layer of high-temperature resistant aluminum alloy. The aluminum alloy is often modified with zirconium or other elements to improve its strength and conductivity at high temperatures. HTLS conductors are available in a variety of types, each with their own advantages and disadvantages. Some of the most common types of HTLS conductors include:

- **TACIR (Thermally Upgraded Aluminum Conductor Steel Reinforced):** This type of conductor is made of a steel core surrounded by an outer layer of high-temperature resistant aluminum alloy. The aluminum alloy is often modified with zirconium or other elements to improve its strength and conductivity at high temperatures. TACIR conductors can operate at temperatures up to 250°C.

- **GTACSR (Galvanized Thermally Upgraded Aluminum Conductor Steel Reinforced):** This type of conductor is similar to TACIR, but it has a galvanized steel core. This makes it more resistant to corrosion, which can extend its lifespan. GTACSR conductors can also operate at temperatures up to 250°C.

- **ZTACIR (Zirconium Thermally Upgraded Aluminum Conductor Steel Reinforced):** This type of conductor is made with a zirconium-modified aluminum alloy. This gives it even better strength and conductivity at high temperatures than TACSR or GTACSR conductors. ZTACIR conductors can operate at temperatures up to 300°C.

- **ACSS (Aluminum Conductor Steel-Cored Stressed):** This type of conductor is made with a steel core surrounded by an outer layer of aluminum strands. The aluminum strands are stressed to improve their strength and conductivity. ACSS conductors can operate at temperatures up to 200°C.

HTLS conductors are a relatively new technology, but they are becoming increasingly popular as the demand for electricity grows. They offer a number of advantages over conventional conductors, including:

- **Increased capacity:** HTLS conductors can carry more current than conventional conductors, which allows them to transmit more power.

- **Reduced sag:** HTLS conductors sag less than conventional conductors at high temperatures, which can help to improve clearances and reduce the need for taller towers.

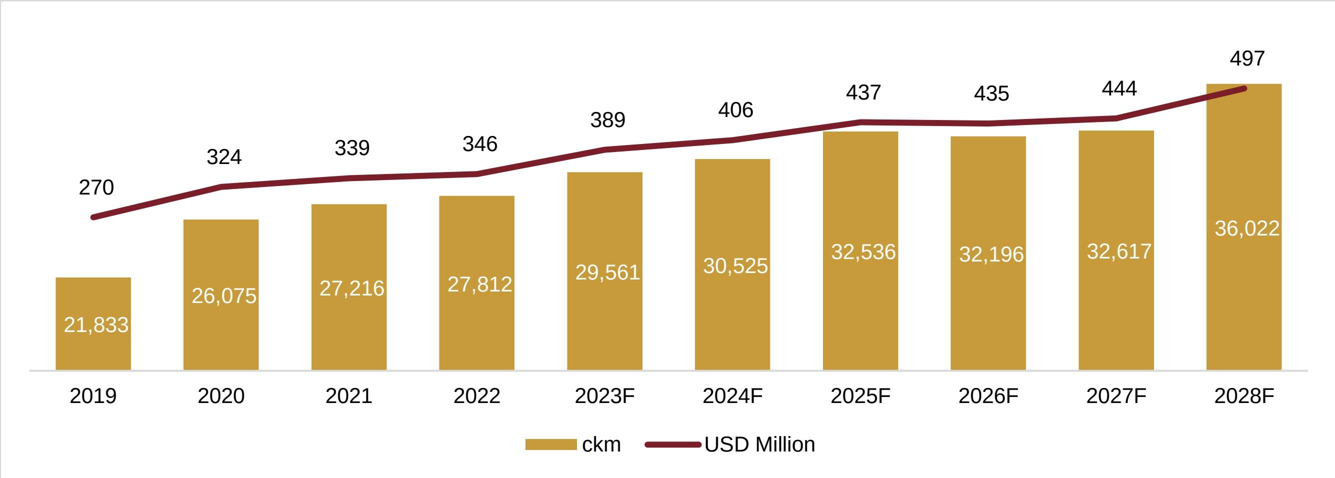
- **Longer lifespan:** HTLS conductors are more resistant to corrosion and wear than conventional conductors, which can extend their lifespan.

A gap conductor is a type of high-temperature low-sag (HTLS) conductor that is made of a steel core surrounded by an outer layer of thermal-resistant aluminum alloy wires. The gap between the steel core and the aluminum alloy wires is filled with a high-temperature resistant grease. This gap allows the steel core to move freely, which gives the conductor its special characteristics.

Conventional conductors continue to dominate the power T&D lines market as these conductors including aluminum conductor steel reinforced (ACSR) and all aluminum conductor (AAC), have been the standard choice for decades due to their proven reliability, widespread availability, and cost-effectiveness. These conductors have a well-established track record in power transmission networks and are widely used in various voltage classes and geographical regions. Although they may have lower ampacity compared to HTCs, their simplicity and familiarity make them a preferred option for many utilities and transmission companies. In addition, the replacement of existing conventional conductors with HTCs requires substantial investment and planning, which may deter some organizations from immediate adoption. However, as the need for higher power transfer capabilities and increased efficiency continues to grow, conventional conductors are witnessing gradual improvements and innovations to address some of their limitations. As the market evolves, a balance between the adoption of advanced HTCs and the continued use of conventional conductors is expected to shape the power transmission landscape in the coming years.

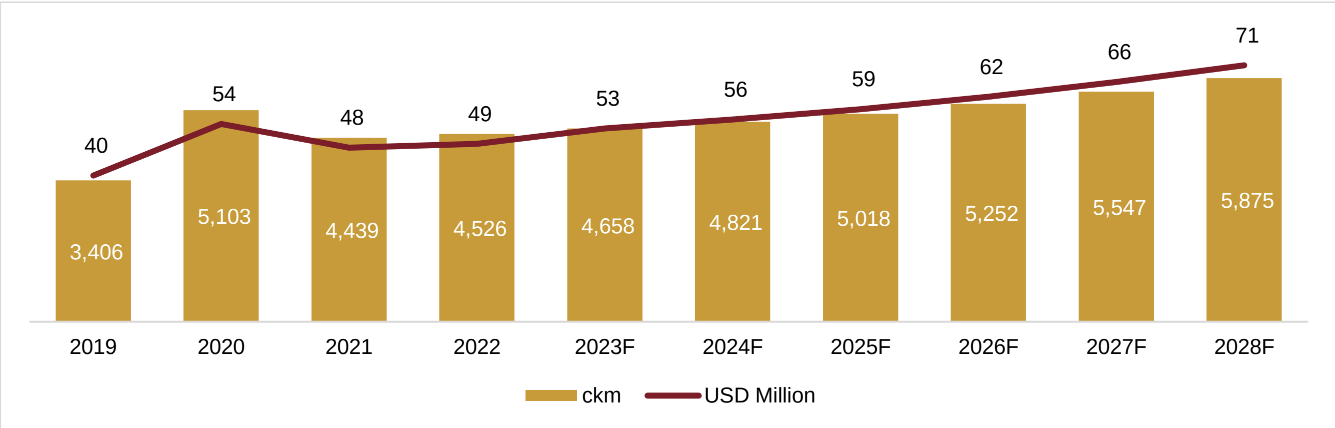
The market trend for High-Temperature Conductors (HTCs) has been experiencing significant growth and interest in recent years. As electricity demand continues to rise and power transmission networks face increasing challenges, there is a growing need for conductors that can handle higher electrical loads and offer enhanced efficiency. HTCs, such as aluminum conductor steel reinforced (ACSR) with aluminum-steel composite cores or advanced materials like aluminum conductor composite core (ACCC), are gaining popularity due to their ability to reduce sagging and increase ampacity. These conductors enable transmission lines to carry more power over longer distances, leading to improved grid reliability and performance. Moreover, as the world transitions to a cleaner and more sustainable energy mix, HTCs play a crucial role in supporting the integration of renewable energy sources into the grid, ensuring efficient power transfer from remote generation sites to population centers. Governments and utilities are increasingly investing in upgrading transmission infrastructure with HTCs, making it one of the key drivers of innovation and modernization in the power T&D industry.

Figure 37: Global HTLS forecast FY19-FY28 (length and investments)



Source: Global Market Insights, CRISIL Consulting

Figure 38: Indian HTLS forecast FY19-FY28 (length and investments)



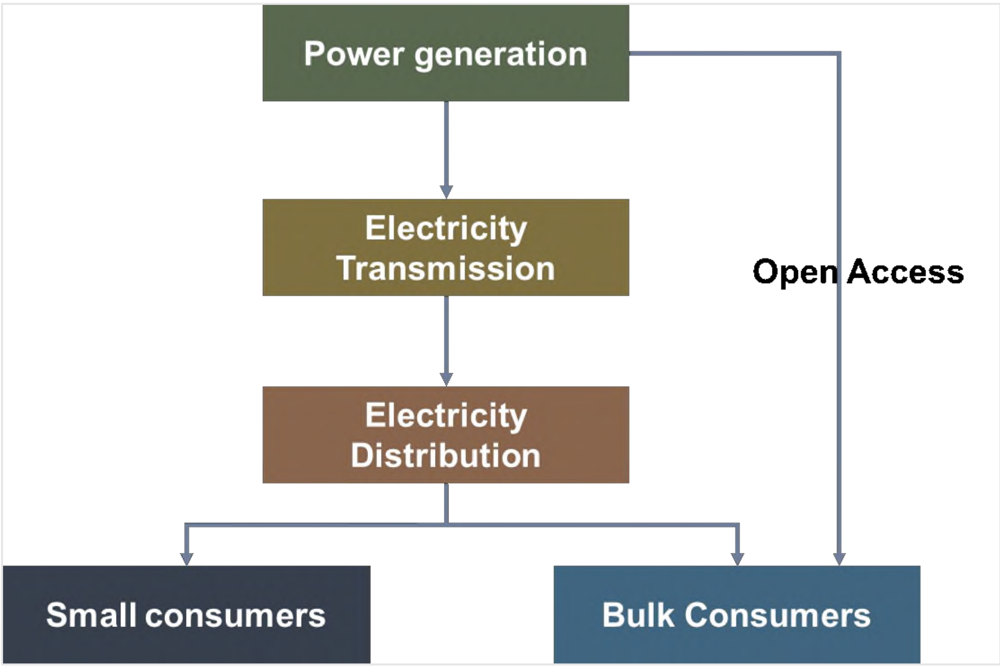
Source: Global Market Insights, CRISIL Consulting

Overview of power distribution sector

Regulatory overview - India

The Government of India facilitates efforts of states to provide power to consumers in an improved manner. Electricity is a concurrent subject & responsibility of distribution rests with states. The Electricity Act, 1910 regulated India's power sector for almost a century. Post-independence, the Electricity (Supply) Act 1948 was introduced. Post 1991, various changes have been introduced for transforming power sector in India. Earlier, State Electricity Boards (SEBs) were largely responsible for power supply with few private sector licensees in urban areas like Mumbai, Delhi, Kolkata etc. In 1998, Central Government introduced Electricity Regulatory Commissions Act, 1998 wherein responsibility of tariff setting vested with regulatory commissions. However, enactment of the Electricity Act 2003 brought major reforms in power sector. The Act de-licensed power generation and also made provision of private transmission licenses and the distribution licensee. Thus, power T&D activity became licensed activity. The SEBs were also unbundled into three separate business segment of generation, T&D segments.

Figure 39: Power sector in India



Source: Industry, CRISIL Consulting

The distribution sector consists of power distribution companies (discoms) responsible for the supply and distribution of energy to consumers such as industrial, commercial, agricultural, domestic, etc. At a national level, MoP and MNRE are responsible for policy making whereas state-level policies are framed by energy/power departments of respective State Governments/ Union Territories. At the state-level, State Electricity Regulatory Commissions (SERCs) are responsible for framing Regulations for power generation, electricity transmission and distribution. Most of the regulations are largely inspired by Centre-level policies/regulations with SERCs modifying them considering state-level issues and prevailing conditions. Some of the key distribution regulations are discussed below:

- State Grid Code Regulations: A single set of technical and commercial regulations, encompassing all the utilities connected to/or using Intra State Transmission System (InSTS) and governing the relationship between various users of InSTS, SLDC (State Load Dispatch Center) and RLDC (Regional Load Dispatch Center).

- Electricity Supply Code and Standards of Performance for Distribution Licensees Regulations: Regulations that govern the distribution of electricity of India by laying down guidelines and standards to be followed by all discoms in order to ensure reliable and efficient supply of electricity to consumers.

- Consumer Grievance Redressal Forum & Electricity Ombudsman Regulations: The CGRF & EO provide a mechanism for consumers to resolve their complaints about electricity supply and ensure the protection of consumers' rights by facilitating fair treatment by discoms.

- General Conditions of Distribution License Regulations: The GCDLR lays down the roles and responsibilities of distribution licensees, the standards of performance that they are required to meet, and the procedure for dealing with consumer complaints. They also specify the financial and technical requirements that distribution licensees must meet to be granted a license.

- Trading License Conditions Regulations: A trading license allows an entity to buy and sell electricity in the wholesale market. These regulations lay down the requirements that the entity must meet to acquire a trading license, as well as the obligations that they must comply with once they have been granted the license.

- Distribution Open Access Regulations: The DOA enables consumers to purchase electricity from sources other than their distribution licensee, such as power exchanges or renewable energy generators, thus giving consumers additional flexibility in sourcing their electricity supply and promoting competition in the electricity market. It includes procedures for consumers to obtain OA to the distribution grid, the charges they must pay, and the rights and obligations of the consumers as well as distribution licensees.

- Multi Year Tariff Regulations: MYT regulations give clarity to transmission licensees, distribution licensees, generating companies, consumers, and other stakeholders with regards to the principles governing determination of revenue requirement and tariffs in each state. They usually cover a period of 3-5 years and are based on factors such as cost of power generation, cost of transmission and distribution, and expected electricity demand. The regulations also include provisions for adjusting tariffs in case of changes in any of these factors.

- Terms and Conditions for Determination of Renewable Energy Tariff Regulations: These provide developers with an estimated tariff that will cover their costs and enable them to make a suitable return on investment, while ensuring that consumers benefit from lower cost of RE power. They generally cover a period of 25 years where the tariff is determined on a levelized basis and can be adjusted periodically to reflect changes in the cost of RE technology, financing cost, and expected demand for RE power.

- Renewable Purchase Obligation Regulations: Entities are required to purchase a certain share of electricity from RE sources, as a percentage of the total consumption of electricity. The total purchase obligation (including solar, wind, hydro and other) as laid down by the Ministry of Power is 27.08% in FY2023-24 and has been set at 43.33% for FY2029-30.

- Forecasting, Scheduling and Deviation Settlement for Solar and Wind Generation Regulations: Solar and wind generators are required to submit day-ahead forecasts of their generation, while specifying the procedures for scheduling and dispatching solar and wind generation. The regulations set out the rules for dealing with contingencies from weather change or deviations from forecasts, by means of penalties for generators that go over and under their targets.

- Net Metering for Roof-top Solar PV Systems Regulations: Net metering allows consumers with rooftop solar PV systems to offset their electricity consumption with their own generation by crediting consumers for the excess electricity they generate and consume and billing them only for the net amount of electricity imported from the grid. Net metering was capped at 10kW in December 2020 which was amended to 500 kW in June 2021.

▪ **Ujwal DISCOM Assurance Yojana (UDAY)**

Distribution is the final and critical link in the power sector value chain. However, the financial position of the distribution sector has significantly deteriorated over the past decade owing to irregular tariff hikes, high aggregate technical and commercial (AT&C) losses, and delays in subsidy payments by state governments. This has adversely impacted power offtake by discoms and led to delays in payments to generation companies. Both the financial and operational performance of discoms started to improve post implementation of Ujwal DISCOM Assurance Yojana (UDAY), but the situation reversed and worsened again once the scheme ended in March 2019.

Under the UDAY scheme, states took over 75% of discom debt as on September 30, 2015, over a period of two years – 50% in fiscal 2016 and 25% in fiscal 2017. The balance 25% was to be converted by lenders into loans or bonds at an interest rate not more than the banks' base rate plus 10 basis points. Alternatively, this debt could be fully/partly issued by the discoms as state guaranteed bonds at prevailing market rates, which were to be equal to or less than the banks' base rate plus 10 bps. The scheme envisaged reduction of the cost of power through measures such as additional supply of domestic coal (at notified prices), coal linkage rationalization through swap agreements, supply of washed and crushed coal, and supply of cheaper power from NTPC and other central public sector units (as part of central allocation of power to states), if available through a higher plant load factor. Implementation was mixed with policy-level support but limited traction on the ground. While coal linkage rationalization under the SHAKTI scheme did benefit several projects, and domestic supply also improved, the effect has been temporary or partial.

▪ **Other distribution reforms planned by the government to revive the sector**

The government plans to implement several policies to resolve the issues of the distribution segment, as it impacts the entire value chain. Key announcements pertaining to this are as follows:

Rs.3 trillion RDSS aiming to improve operational and financial parameters of discoms — In Union Budget 2021-22, the GoI announced the Revamped Distribution Sector Scheme (RDSS) with an outlay of Rs 3.04 trillion, partly funded by the GoI to the tune of Rs.976 billion, aimed at reducing financial stress across discoms. The package, slated to be distributed over the next five years, will subsume other schemes (DDUJY and IPDS) under its ambit. As has been the case with the Atmanirbhar Bharat discom liquidity package, PFC and REC will be the key nodal lenders for disbursal of funds to discoms. The GoI has laid down the guidelines and criteria for availing funding under the scheme, which aims to improve operational efficiency, distribution infrastructure, and governance and compliance standards of state discoms. The key criteria proposed in the scheme are explained below.

Figure 40: Key criteria of RDSS

Parameter	Target/objective under RLRDS	Current status	Potential and Impact
ACS-ARR	National target of zero by fiscal 2025	Avg. ACS-ARR gap has increased from Rs 0.55 per unit in fiscal 2017 to Rs 0.77 per unit in fiscal 2022 due to worsening in fiscal 2021. Exception states were Gujarat, UP, Rajasthan, Andhra Pradesh and Maharashtra, which saw ACS ARR reduction in fiscal 2022 over fiscal 2017	Stringent cost-cutting through shift towards cheaper sources of power such as RE, efficient management of operating costs, capital support through equity infusion and access to low-cost debt is required to be combined with timely tariff hikes in order to achieve the target. Weaker states are likely to remain laggards, however efficient states such as Gujarat Maharashtra and Andhra Pradesh could lead the pack, offsetting performance of weak states.
AT&C losses	National target of 12-15% by fiscal 2025	AT&C losses of states under consideration reduced from 23.2% in fiscal 2017 to 20.7% in fiscal 2022, incentivized by UDAY reforms and improvement in billing and collection efficiency. However, certain states such as Telangana, and Madhya Pradesh have seen an increase in losses. The losses for these states after increasing to 24.2% in fiscal 2021 due to pandemic impact on collection efficiency in fiscal 2021, are likely to moderate to 13-14% by fiscal 2027.	Improvement in billing efficiency through strengthening of distribution network, installation of smart meters, and theft reduction, as well as increase in collection efficiency through pro-consumer payment mechanisms, incentivising timely payments, and improving collection systems could be instrumental in meeting the target. Weaker states such as Uttar Pradesh, Bihar, Madhya Pradesh and Andhra Pradesh, will have to exhibit substantial improvement for achieving the target
Parameter	Target/objective under RLRDS	Current status	Potential and Impact
Tariff Reforms	Cost-reflective tariff to ensure profitability	Historically, tariff hikes have not been in line with increase in power purchase costs (PPC), resulting in under-recovery of costs for state discoms and affecting their profitability.	Cost-reflective tariffs could ensure fair recovery of costs through increased revenue, resulting in improved profitability. However, higher tariffs could translate to increased cost burden on consumers, particularly industrial and commercial categories that are already paying higher tariffs due to cross-subsidisation.
Direct Benefit Transfer (DBT)	Direct transfer of the subsidy to end-consumers	Currently, subsidy is transferred by state governments to respective discoms for power supplied to subsidised consumer categories, typically agri. consumers, with subsidy received-to-booked ratio at 99% in FY22 for states under consideration. However, certain states such as Madhya Pradesh, Karnataka and Telangana are known to have weaker performance than peers. The ratio is expected to remain stable at over 99% considering RDSS mandate of compulsory payment of pending subsidy.	DBT is expected to shift financial burden from discoms to consumers and state governments, with subsidised consumers having to pay designated tariffs, even as state govt. has to make timely direct transfers to concerned consumers. However, states with weaker finances could falter in payments, which could trigger defaults by subsidised consumers, thereby impacting collection efficiency and profitability of respective discoms.
Working capital rationalization	Payables days to Creditors for the year under evaluation to be equal to or less than the projected trajectory	Payables to power gencos remain abysmally high due to weak financial position of state discoms, largely on account of stretched receivables from consumers, particularly economically weaker sections and government departments. Funds disbursed under Atmanirbhar Bharat discom liquidity package have aided repayments to gencos in fiscal 2021 and fiscal 2022, however payables persist at alarmingly high levels.	Timely payments by consumers are essential to improve liquidity position of state discoms', which, in turn, can reduce payables days, thereby improving working capital cycle. Increasing collection efficiency and successful implementation of DBT could be crucial for the same.
Parameter	Target/objective under RLRDS	Current status	Potential and Impact
Hours of Supply (Rural)	Govt. aiming for 24*7 power for all under a parallel program	Rural areas received power supply for an average ~20 hours daily across India as of June 2022.	Reducing leakages in distribution network through timely infrastructure upgrades as well as improving billing and collection efficiency in rural consumers could facilitate achievement of the target.
DT metering and Smart metering	Non-Agri. and Agri. DT metering to be completed by June 2023 and March 2025 respectively Smart metering to be completed by March 2025	DT metering in urban and rural areas has reached 95% and 68% as of July 2021, whereas smart metering has reached ~10%.	100% DT metering and smart metering could enable accurate and timely tracking of power consumed, thereby increasing billing efficiency of discoms, consequently reducing their AT&C losses
Corporate Governance and Compliance	Discoms to publish audited annual accounts by December-end of following fiscal year for the first two years of the scheme, and by September-end from third year onwards Tariff orders to be issued by SERCs by April 1 of new fiscal year	Audited annual accounts are typically published by state discoms after a lag of at least 12 months, whereas tariff orders are issued by SERCs 4-8 months after commencement of a new fiscal year.	Timely filing of tariff orders and annual accounts could ensure efficient implementation of new tariff schedule as well as improve overall governance standards and compliance of discoms.

Source: Ministry of Power, CRISIL Consulting

Electricity Act 2003: The Act consolidated laws relating to generation, transmission, distribution, trading and use of electricity and promoted measures conducive to development of the electricity industry. The Act introduced competition by unbundling State Electricity Boards into generation, transmission, and distribution companies, delicensing generation, facilitating open access, and enabling captive generation and introducing power trading. It increased transparency by establishment of Regulatory Commissions and national Appellate Tribunal. It aided cost recovery and commercial viability by introducing strict provisions to reduce power theft, ensuring competitive procurement, rationalization of tariffs, progressive reduction and elimination of subsidies, and providing push for 100% metering. It further promoted renewable energy by introducing RPOs.

The letter of credit (LC) mechanism was also implemented in August 2019. This order mandated discoms to issue LCs or provide payments upfront before purchase of power. However, the success of this scheme has been limited so far, due to various loopholes utilised by discoms and the lower bargaining power of independent power producers (IPPs).

In June 2022, the MoP notified Late Payment Surcharge and Related Matters Rules, 2022, to tackle the mounting payables to generation companies and transmission companies. The rules provisioned for converting discoms' outstanding dues to these companies into equated monthly instalments (EMIs) for gradual liquidation of these dues. Further, to promote timely payment of current power bills, the power supply would be regulated for discoms that fail to clear their bills one month after the due date of payment or two-and-a-half months after the presentation of the bill by the generating company.

Distribution investments of ~Rs.3.0-3.5 trillion expected over FY2024-28

Investments in distribution will be led primarily by spending under RDSS, bolstered by smart metering investments, leading to cumulative investment in distribution to the tune of ~Rs.3-3.5 trillion over the next five years. In the Union Budget 2021-22, the government announced a RDSS worth Rs.3.04 trillion for state discoms, to be allocated over the next five years.1.65 trillion worth of DPRs have been sanctioned by nodal agencies (PFC and REC) as of June 2022. While the amount is sanctioned, disbursement under the scheme will be contingent upon work undertaken that was proposed under DPR. Fulfilment of the conditions, which primarily involve operational efficiency parameters, strengthening of distribution infrastructure, and regulatory compliance, will entail significant investments in the distribution segment. A total of Rs.2.5 trillion was allocated for loss reduction and smart metering under RDSS, led by Uttar Pradesh, Maharashtra, Tamil Nadu and West Bengal. Investments in the segment are likely to gradually pick up post fiscal 2024 with central and state governments expected to provide the required funding support, led by a thrust on improving electricity access and providing 24x7 power to all. Investments in the segment are likely to gradually pick up fiscal 2024 onwards with central / state government(s) expected to provide the required funding support.

The Integrated Power Development Scheme (IPDS) was launched to strengthen the sub-transmission and distribution network in urban areas, metering of distribution transformers/feeders/consumers in urban areas and IT enablement of the distribution sector. The Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY), which was launched in December 2014, covers works related to strengthening of rural power infrastructure and aims at separation of agricultural and non-agricultural feeders, strengthening and augmentation of the T&D infrastructure in rural areas, including metering of transformers/feeders/consumers and boosting rural electrification, along with decentralized distributed generation. Moreover, several foreign institutions are expected to extend credit to the distribution sector. Asian Development Bank (ADB) approved a $48 million loan to finance the expansion and upgrading of the power distribution system in Assam. In December 2020, ADB approved a $190 million loan to Bangalore Electricity Supply Company Limited for modernizing the power distribution system in Bengaluru by converting 7,200 km of overhead distribution lines to underground cables with parallel installation of 2,800 km of fiber optic communication cables, to protect distribution lines from natural hazards and interference, thereby reducing technical and commercial losses significantly.

Key growth drivers in the distribution sector

Some of the key growth drivers for the distribution segment across regions are:

Increasing energy demand across developing region

Regions such as Asia Pacific and Africa have experienced robust economic growth and rapid urbanization, leading to the increasing demand for electricity. Governments and utilities are investing in the expansion and upgradation of transmission & distribution infrastructure to meet the growing energy needs. In addition, the lack of access to electricity across the African region has influenced public & private investments in the deployment of new networks across the region.

New electrification, refurbishment & retrofit of existing grid infrastructure

The industry is largely being driven by the modernization and revamping of the existing grid infrastructure across various countries & regions including the US and Africa. Rapid grid extension across national borders coupled with the rising tendency of trans-border electricity trading to accomplish electricity access in peri-urban & rural areas will propel product demand. Moreover, shifting focus toward the expansion of power grid networks to remote locations, followed by the continuous integration of sustainable grid infrastructure to ensure security supply will augment the business spectrum.

Growing renewable integration

A wide number of economies including the US, Africa & Asia Pacific have set ambitious targets for renewable energy adoption. The integration of renewable sources, such as solar, wind & hydroelectric power, requires the development of efficient lines to transport clean energy from generation sites to consumption centers. In addition, favorable government incentives & reforms to support the adoption of renewable energy and consequently provide electricity access across rural areas will also considerably drive industry growth. The rapid expansion of renewable networks to cater to rural & remote areas with limited grid access coupled with growing investments by public & private players will further encourage the deployment of renewable energy.

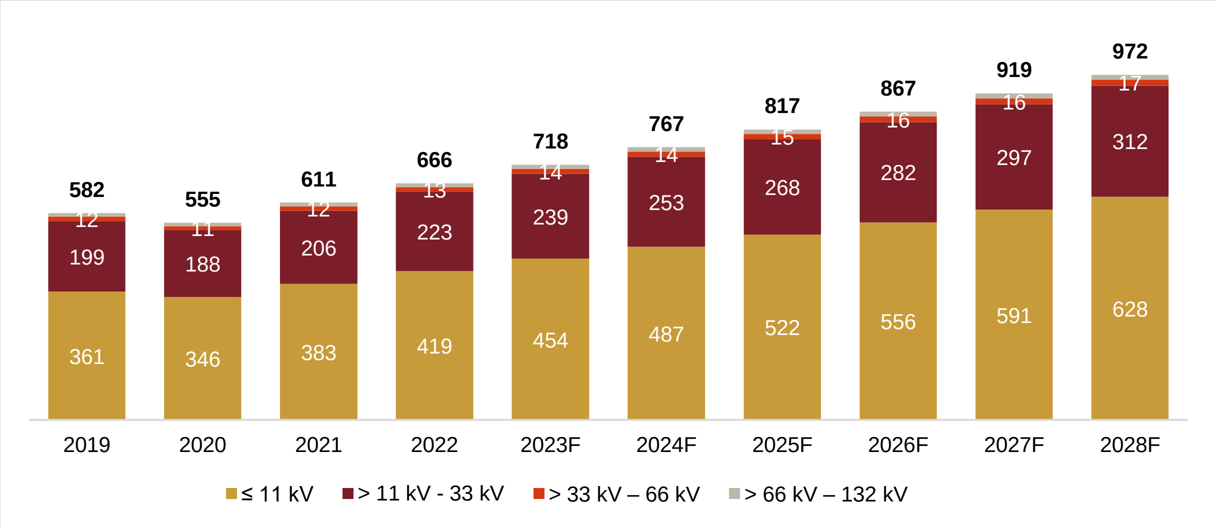
Rising peak load demand

Developing economies across Asia Pacific have consistently been prone to power lags and frequent electricity failures. Rising investments to establish a sustainable electrical network coupled with favorable regulatory reforms pertaining to electrification across grid-isolated areas have been the prime regulatory & competitive focus in the region. The increasing peak load demand across the developed countries of the region is leading to concerns pertaining to grid stability and supply security. The ongoing measures to refurbish conventional grid infrastructure such as the rapid adoption of smart transmission & distribution technologies are augmenting investments and streamlining operational performance.

- **Country – wise/ Region wise review and outlook on distribution sector**

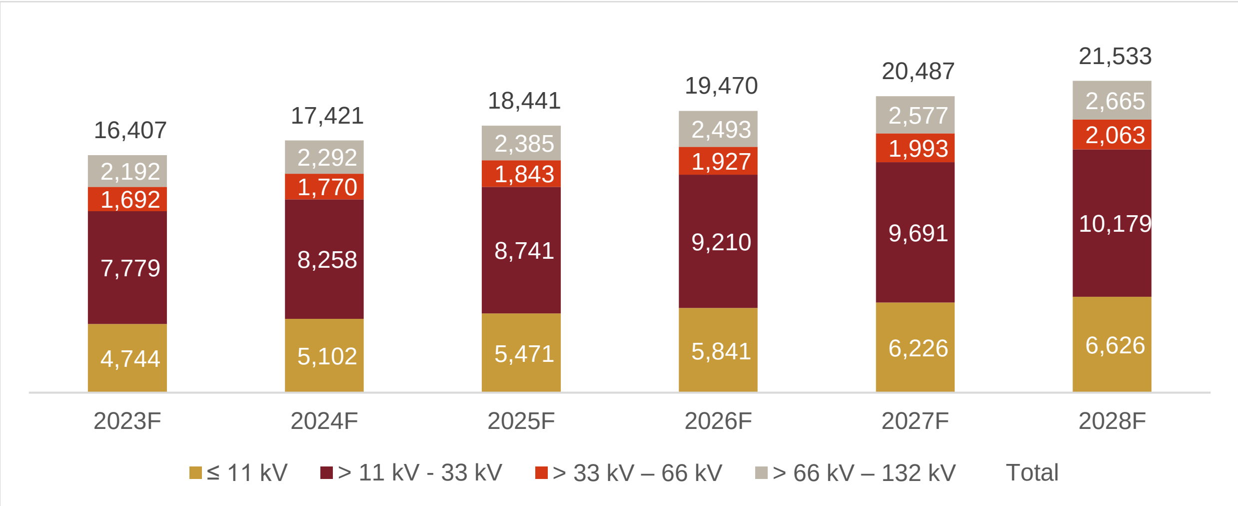
- **India**

Figure 41: India voltage-wise distribution lines y-o-y additions forecast ('000 ckm)



Source: Global Market Insights, CRISIL Consulting

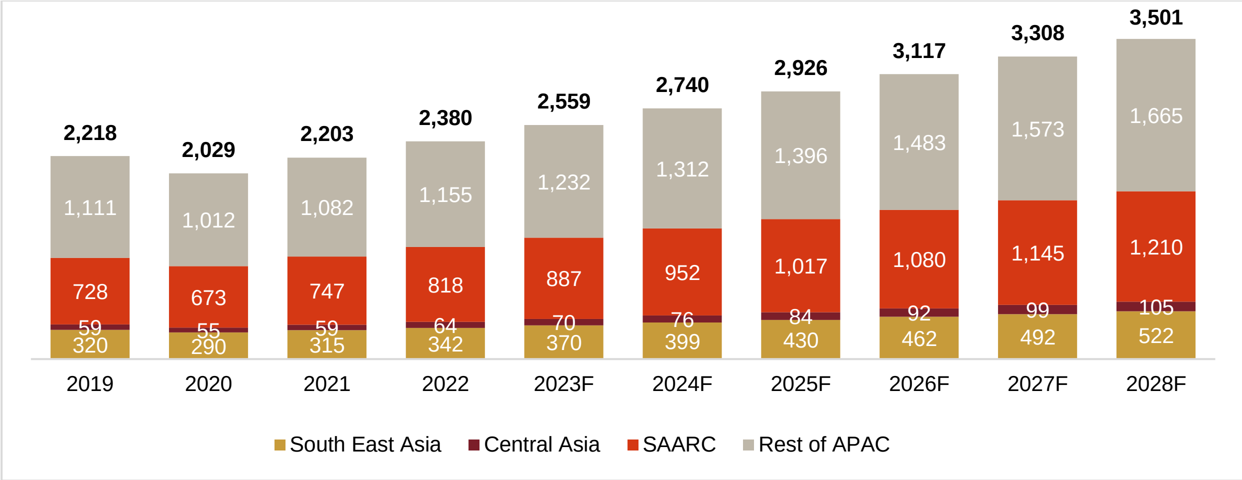
Figure 42: India voltage-wise distribution lines y-o-y investment forecast (USD million)



Source: Global Market Insights, CRISIL Consulting

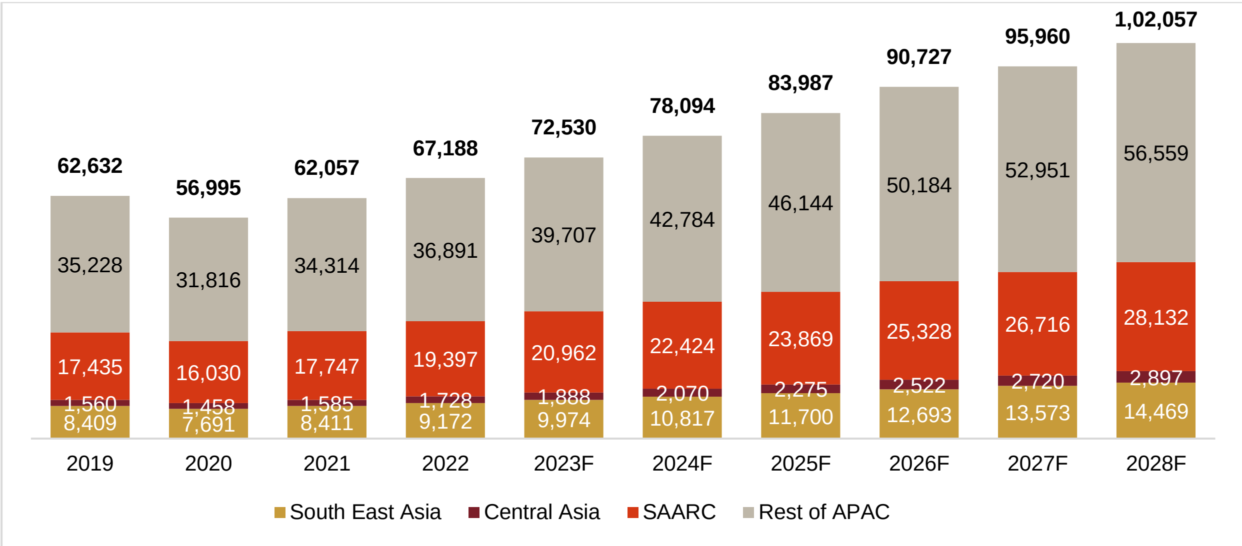
- **Asia Pacific**

Figure 43: Asia Pacific distribution lines y-o-y additions forecast ('000 ckm)



Source: Global Market Insights, CRISIL Consulting

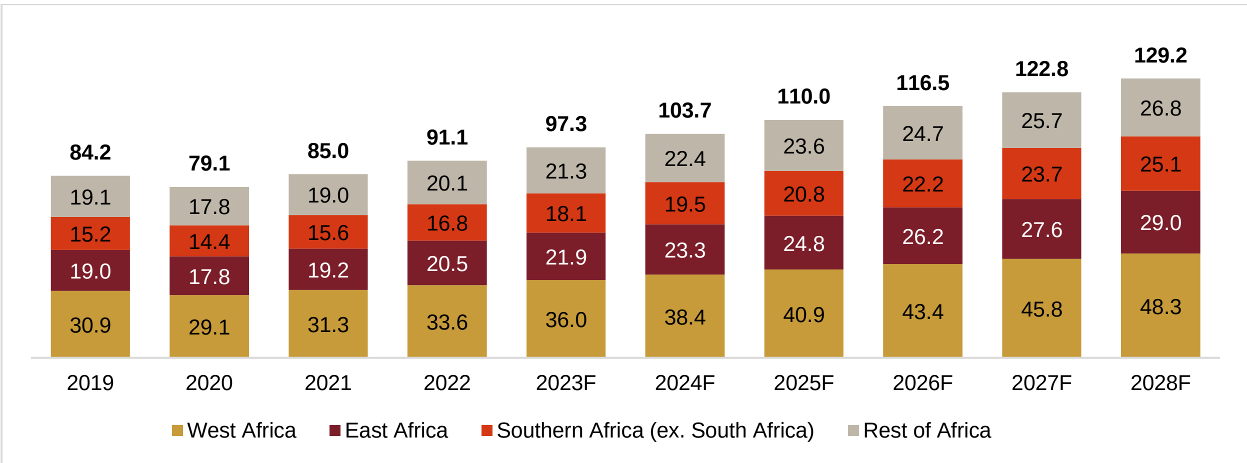
Figure 44: Asia Pacific distribution lines y-o-y investment forecast (USD million)



Source: Global Market Insights, CRISIL Consulting

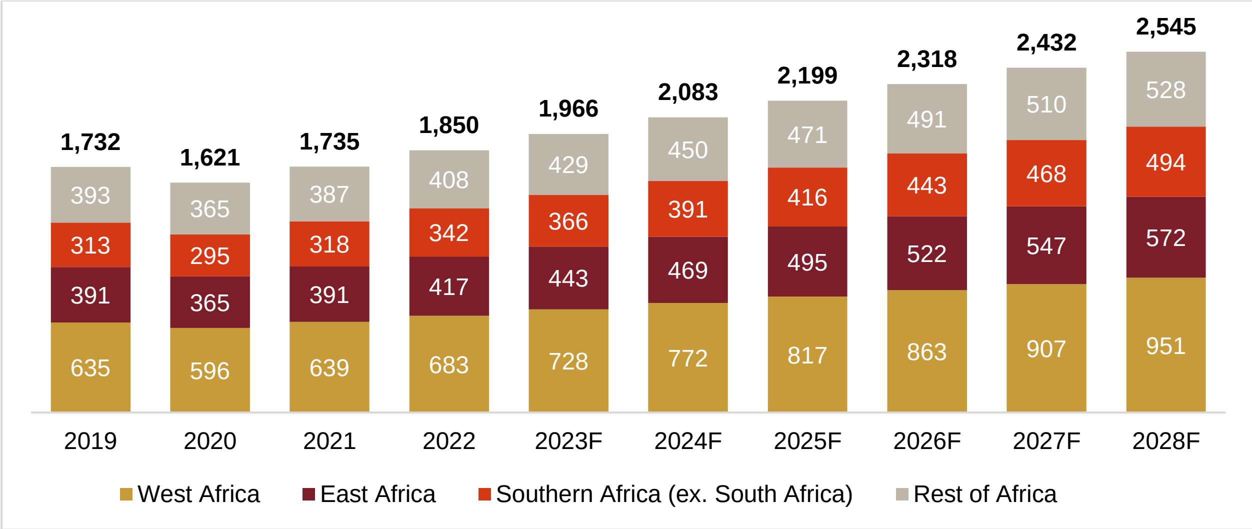
- **Africa**

Figure 45: Africa distribution lines y-o-y additions forecast ('000 ckm)



Source: Global Market Insights, CRISIL Consulting

Figure 46: Africa distribution lines y-o-y investment forecast (USD million)



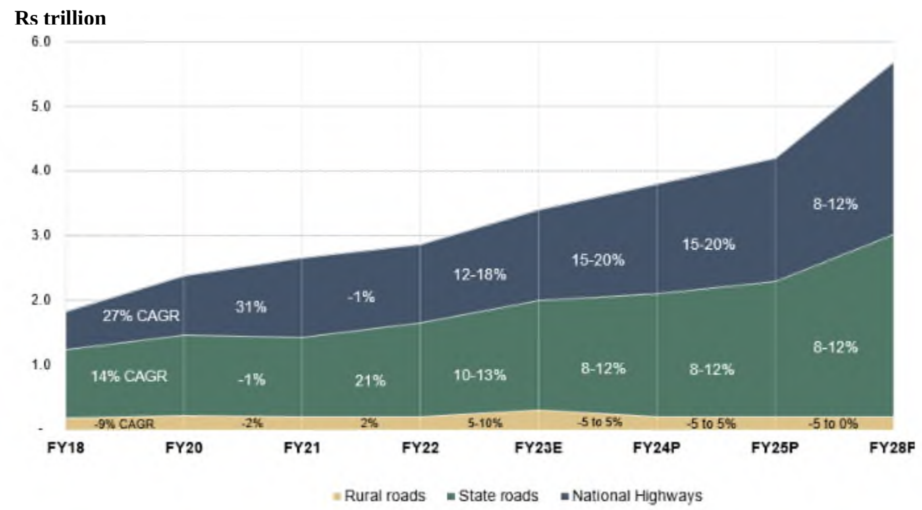
Source: Global Market Insights, CRISIL Consulting

Strong government thrust likely to deliver steady growth in fiscal 2024 for road capex

Overall road sector capex, comprising of National Highways, State Highways & rural roads is estimated to have grown at a CAGR of 14% between fiscals 2018 & 2023. This growth, driven by Bharatmala and increased state spends on roads has been achieved despite brief hiccups such as the pandemic and hampered construction due to elongated monsoons. The outlook of the sector also remains firm supported by higher awarding of previous fiscals, Bharatmala, NIP pipeline of DPR ready projects and steady state capex.

The NH segment contributes around 40-45% of the overall capex. While the execution remained flattish in fiscal 2023 vis-à-vis fiscal 2022, capex grew by 12-18% due to a rise in construction of high value projects and high commodity prices. In fiscal 2024, CRISIL Consulting expects the national highway capex to grow by 15-20% driven primarily by increased execution.

Figure 47: Government spends on road sector



Note: E-Estimated, P-Projected
Source: MoRTH, CRISIL Consulting

Overview of bridges and elevated road projects

With the government increasing the target for investments in national highways over the next five years, construction of bridges and elevated roads is also expected to rise substantially supported by road capex in north-east region, safety and traffic regulation concerns for village / town intersection, and robust connectivity between national highways.

India is one of the fastest growing markets for tunnel construction, with the tunnelling industry witnessing high growth and willingness to adopt advanced technologies. Over the past few years, the size of tunnelling projects has witnessed a substantial increase. Almost all the upcoming tunnel projects are lengthier, have larger diameters, and are of even higher contract values. Increasing investments in tunnel construction have boosted the tunnel equipment market as well. Going forward, as pressure to increase the productive economic and social utilisation of land heightens, there will be greater need to construct underground structures in the metro, water and sewerage, and road sectors.

Data from the MoRTH shows India has in total about 44.4 km of tunnels as of December 2022 in operation compared with 119.3 km under construction and another 191.6 km in the planning stage. The ministry has set a target to complete 355 km of tunnels by 2027.

Key factors that will aid the growth in tunnelling projects are:

- Sharper focus on development of road network in mountainous regions, such as Jammu & Kashmir and Ladakh and the northeast. The Himalayan region itself has more than 30 projects planned.
- More expressways planned across the country. These roads require tunnels to serve their purpose — reduce travel time. With more than 20 expressways planned over the next five years, tunnel construction will also gain momentum
- Availability of advanced technology is crucial to building efficient construction of tunnels

Following are some of the landmark and challenging highway tunnel projects under planning and execution stages:

- Zojila tunnel — It is under construction on the Srinagar-Leh section of the NH 1. It is 14.2 km long and connects Baltal and Minamarg. Built at an altitude of 11,578 m above the sea level, the Zojila tunnel will be India's longest road tunnel. It will ensure safer, all-weather connectivity between Leh, Kargil and Srinagar
- Z-Morh Tunnel — It is under construction on Srinagar-Kargil-Leh highway, 20 km from the Zojila Pass. The 6.5 km long tunnel will connect Gagangir directly to Sonamarg in Kashmir
- Char Dham tunnel, which is 4.5 km long
- Sela Nechiphu Pass tunnel
- Under-water tunnel in the Brahmaputra River in Assam
- Igatpuri Tunnel — The Mumbai-Nagpur expressway will have 6 tunnels. The 7.7-km twin tunnels between Kasara Ghat and Igatpuri will be the longest highway tunnel in Maharashtra
- Mumbai undersea tunnel — Twin tunnels are being built as part of the Mumbai Coastal Road Project. Of their 2.07 km length, a kilometre will be under the sea

Tunnelling opportunity:

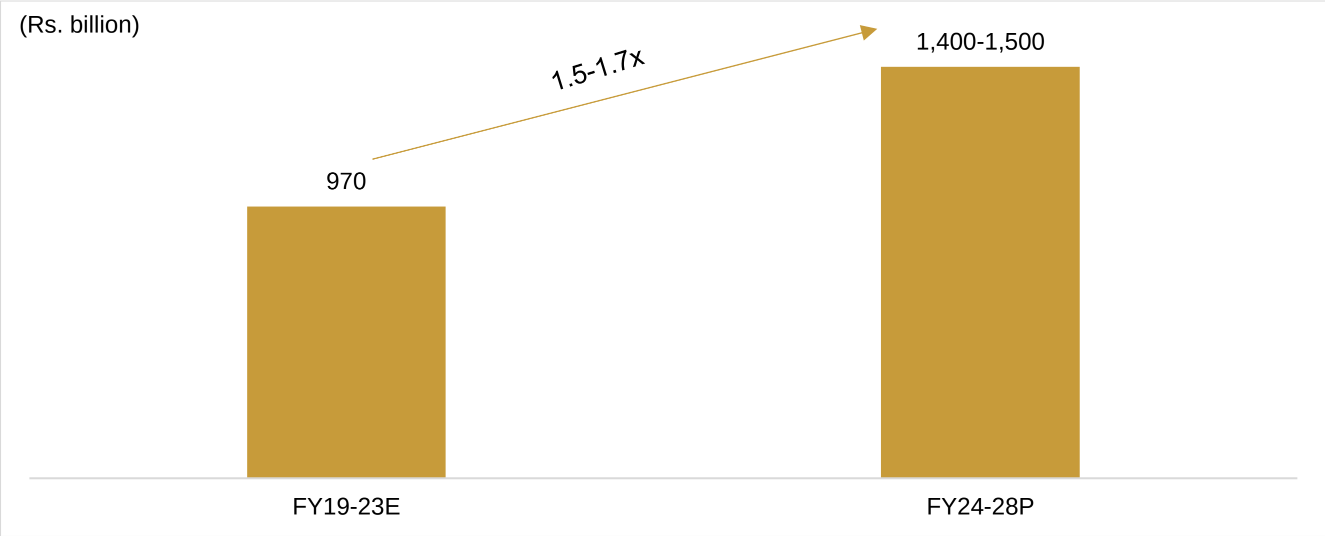
Tunnelling infrastructure opens immense opportunities for contractors, consultants, technology and equipment providers, material suppliers etc. over the long term. The per km cost of tunnel construction can vary between Rs.2,000-3,000 million/Km. With more industry players tying up with international players, either for risk assessment, design or construction technology, risks in project construction will decline and ensure timely completion.

The scope of tunnel projects is also expanding as a result of growing urbanization and the increasing demand for better infrastructure. The roads and highways sector witnessed limited tunnel construction, with some in hilly regions.

Bridge and elevated road construction is expected to see 1.5-1.7x times rise

CRISIL estimates the construction spend on bridges and roads for national highways at Rs. 970 billion between fiscal 2019 and 2023. Going forward, over the next five year that is from fiscal 2024 to 2028, spending on bridges and elevated will be supported by rise in spend on elevated expressways, rise in construction of national highways and robust road network connection. With this CRISIL expects the spending on bridges and roads to increase by 1.5-1.7x times to Rs. 1,400-1,500 Bn between fiscal 2024 and 2028.

Figure 48: Construction of bridge and elevated roads



Note: E-Estimated, P-Projected
Source: MoRTH, CRISIL Consulting

Railways sector in India

Developments and investments in the sector

- **Share of various infrastructure segments in total construction spend**

  The total construction spends in the infrastructure segment over fiscals 2018 to 2022 was Rs.23.4 trillion. Of this, the roads sector accounted for ~Rs.11.7 trillion, while railways contributed to Rs. 3.3 trillion

Table 16: Railways and roads dominated by public funds; to lead growth in infrastructure

	Sector	FY18-FY22 CAGR	FY22 Rs trillion	FY23 Rs trillion	FY24P Y-o-Y Growth	FY23-27P/FY18-22E	Source of funds (FY23E)
	Roads	13%	2.7-2.8	3.1-3.3	20-25%	1.9	Centre State Private 62% 27% 11%
	Power	5%	0.2-0.3	0.3-0.4	10-12%	1.5	25% 31% 44%
	Railways	17%	0.8-0.9	1.1-1.2	12-14%	2.1	84% 16%
	Urban infra	17%	0.8-0.9	1.0-1.1	31-33%	2.4	41% 55% 5%
	Irrigation	2%	0.7-0.8	0.8-0.9	7-9%	1.5	9% 91%
	Other infra	5%	0.2-0.3	0.2-0.3	14-16%	1.6	
	Infrastructure	**12%**	**5.7-5.9**	**6.9-7.1**	**18-20%**	**1.9**	

Source: CRISIL Consulting

The investments in railways have grown at ~17% CAGR from fiscal 2018 to fiscal 2022 and going froward in the period fiscal 2023-2027 investments are expected to be 2.1 times the investments in fiscal 2018 to fiscal 2022 period primarily driven by central government sponsored schemes.

- **Construction spends in railways to record double growth in next five years**

  CRISIL expects a 12-14% rise in investments in railways in fiscal 2024 led by rise in budget allocation for railways, implementation of high value projects such as the Mumbai-Ahmedabad Bullet train, gaining traction in station redevelopment and completion of the freight corridor. The rise is post the expected rise of 32-34% rise in investments in Railways in fiscal 2023 owing to government focus on completion of DFC projects, traction in high-speed rail, investment in newer avenues such as Vande bharat trains and rising focus on station redevelopment program. A construction capex of Rs.6.8-7.2 trillion is seen over the next 5 years compared to 3.1-3.3 trillion over the past 5 years led by investments in network decongestion, dedicated freight corridors and high-speed trains.

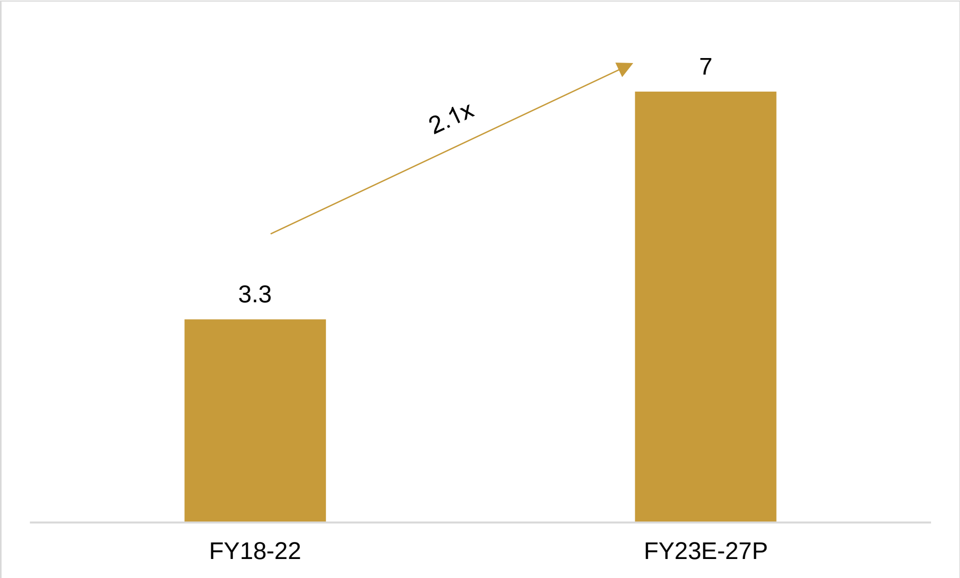
The central government announced a capital outlay of Rs.2.4 trillion for the Indian Railways in the Union Budget 2024 which is 50% higher than the preceding year's revised estimate of Rs.1.6 trillion. The optimistic rise is due to planned investments in manufacture of 400 new generation Vande Bharat trains and development of 100 PM GatiShakti cargo terminals for multimodal logistics during the next three years. The 14% rise is lower than the 17% CAGR in investments over the preceding 5 years (FY18-22E) and based on historical achievement ratio, CRISIL is expecting a 12-14% rise in FY24 with a downward positive revision possible. More than half of the planned outlay is expected to be financed through budgetary support, and the remaining through internal sources and market borrowings/institutional finance.

Spend over next five years hinges on the possibility to attract private participation, however efforts remain futile.

With construction investments over FY23-27P expected almost doubling over the preceding five years, raising funds through external agencies, IEBR and via PPP would be a key monitorable. The railways had initiated the station redevelopment program and the new cargo policy from December 15, 2021 which should aid the ministry in garnering funds for deployment in its core functions of network decongestion/doubling and electrification.

CRISIL expects construction expenditure in railway projects to double between fiscals 2023 and 2027 compared with the preceding five years, fiscals 2018 to 2022.

Figure 49: Construction spend in the railway sector (Rs. trillion)

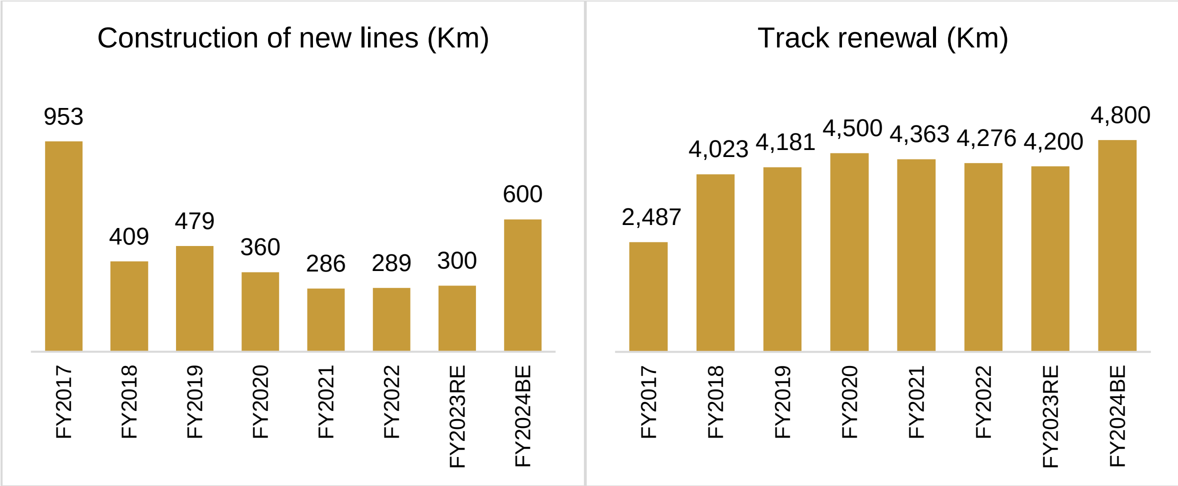


Source: CRISIL Consulting

- **Railway network saw an average of 497 km/year of new line construction and 3,548 km/year of track renewal from fiscal 2014 to fiscal 2022**

Tracks are the basic infrastructure of a railway system and bear the burden of coping with ever-increasing traffic. High-speed and heavy axle load operations on Indian railways have led to the need to upgrade the track structure. Several policy initiatives have been taken to modernize the tracks. Construction of new lines and track renewal is a continuous process of strengthening the enormous network and maintaining efficiency. Construction of new lines picked up pace after fiscals 2016 and 2017 due to infrastructure push by the newly formed BJP government with 953 km of new tracks added to the rail network in fiscal 2017, however in the past three years the pace of construction of new lines have moderated with 286 and 289 km being constructed in fiscal 2021 and fiscal 2022 respectively.

Figure 50: Overview of construction and renewal of railway network over the years



Source: Annual Reports, Indian Railways, CRISIL Consulting

Table 17: Asset acquisition, construction and replacement for FY23 and FY24

Programmes	Rs. million for FY23RE	Rs. million for FY24BE
New line construction	249,140	318,500
Doubling	240,926	307,494
Rolling stock	151,578	375,810
Gauge conversion	32,200	46,000
Level crossing development/Upgradation	7,500	7,500
ROB/RUB	60,000	74,000
Bridge work	12,150	12,550
Signalling/Telecom	24,283	41,982
Track renewal	153,880	172,968
Total	**931,657**	**1,356,804**

Note: RE-Revised Estimate, BE-Budget Estimate
Source: Pink Book, Indian Railways, CRISIL Consulting

Electrification: Railways get power to chug on

Indian Railways has been slowly, but steadily, electrifying its routes, as the benefits of electrification of railway lines are far greater than running with diesel engines. Most importantly, in India, the cost of electrification is cheaper than running trains with diesel.

The focus on electrification is mainly because of the cost benefits compared with diesel

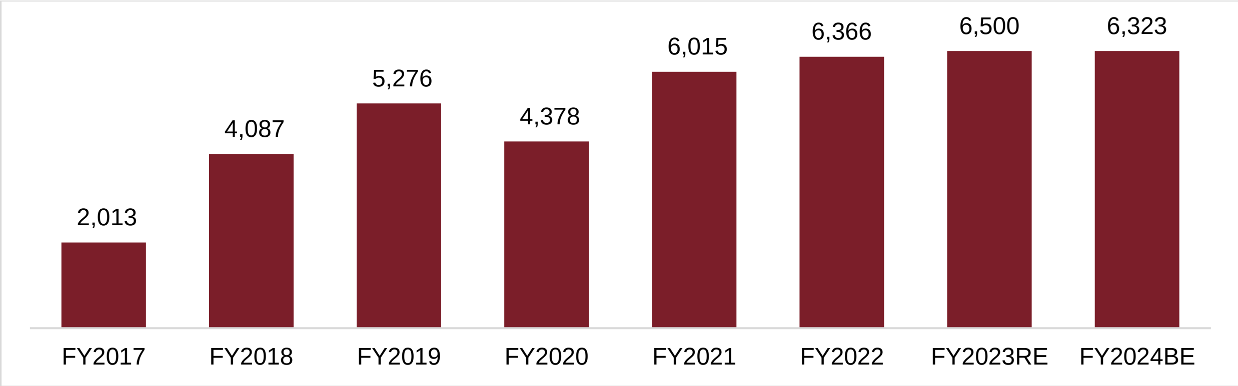
- Marginally capital intensive but lowe line haul cost compared with diesel traction

  Cost of hauling goods by electric engine is nearly half of that by diesel engine

  Every 100 km of electrified section results in saving of annual consumption of more than four million litres of diesel

- Electric multiple units (EMUs) are ideal for suburban services with higher acceleration and braking features required for frequent starts and stops; Mainline EMUs (MEMUs) will be increasingly used for inter-city travel or as feeder trains to mainline trains for higher reliability and on-time runs
- Higher speeds and improved throughput - Electrification frees up 12-19% of additional line capacity owing to faster speeds. Hence, to release the line capacity in dense rail corridors, investment in electrification is justified
- Leads to lower carbon footprint
- Enables haulages of heavier freight and longer passenger trains at higher speeds
- Higher payload-to-tare ratio
- Integration of non-electrified routes with electrified ones for seamless movement

Figure 51: Electrification (km)



Source: Annual Reports, Indian Railways, CRISIL Consulting

As on August, 2023, ~59,524 km i.e. ~92% of the total broad-gauge network has been electrified, whereas the goal is to achieve 100% by 2024

Growth in demand for railway infrastructure

Increasing urbanization and rising income (both urban and rural) are driving growth in the passenger segment. India is projected to account for 40% of the total global share of rail activity by 2050.

Advantage India:

1. Growing Demand: Increasing urbanization & rising income (both urban & rural) is driving growth in the passenger segment. India is projected to account for 40% of the total global share of rail activity by 2050.

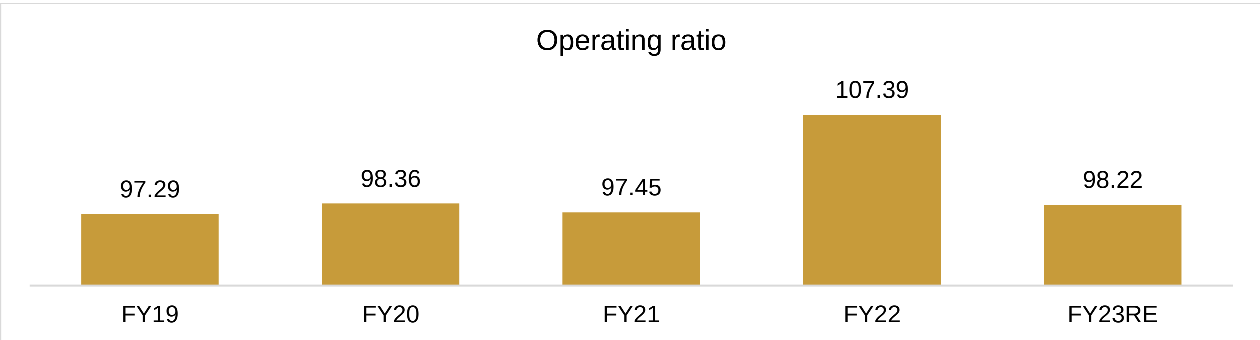
2. Attractive opportunity: Indian Railways is developing & creating technology in areas such as signaling & telecommunication with 3,549 route kms converted to automatic signaling and 1,445 route kms fitted with KAVACH which is a domestically developed Train Collision Avoidance System.

3. Higher Investments: FDI inflows in railway-related components stood at US$1.23 billion from April 2000 to March 2023. Railway infra investment is expected to increase from US$58.96 billion in 2013-17RE to US$124.13 billion by 2018-22E.

- **Rail Budget 2023**

The total Capital Outlay for the Ministry of Railways for the year 2023-24 has been kept at Rs. 2602 billion including Rs. 100 billion as Gross Budgetary Resource contribution for RRSK, Rs. 2 billion for Nirbhaya Fund and Rs. 10 billion from the contribution by IR from their Internal Resources. A Capital outlay of Rs. 2.40 trillion has been provided for the Railways in the General Budget 2023-24. This highest-ever outlay is about 9 times the outlay made for the Railways in 2013-14.

Figure 52: Operating Ratio (%) of IR



Note: RE-Revised Estimate,
Source: Budget Documents, CRISIL Consulting

Indian Railways' operating ratio (OR) declined slightly to 97.45 in fiscal 2021 from 98.36 in fiscal 2020. The OR for fiscal 2022 deteriorated as it climbed to 107.39. The operating ratio is pegged at ~98.22 in fiscal 2023.

Budgetary support and targets

The total Capital Outlay for the Ministry of Railways for the year 2023-24 has been kept at Rs. 2,602 billion. The share of GBS, internal resources (IRs) and extra-budgetary resources (EBRs) in actual expenditure for fiscal 2021, budget estimates for fiscal 2022, revised estimates for fiscal 2023 and budget estimates for fiscal 2024 are shown in the table below.

Table 18: Overview of capital outlay for Ministry of Railways

Particulars	FY21	FY22	RE FY23	BE FY24
GBS (Rs billion)	29,923.0	1,175.1	1,593.0	2,402.0
Percentage of total capex	46.6%	61.8%	64.9%	92.3%
IRs (Rs billion)	20.6	16.5	43.0	30.0
Percentage of total capex	0.9%	0.9%	1.8%	3.0%
EBRs (Rs billion)	1,232.0	710.7	817.0	170.0
Percentage of total capex	52.5%	37.4%	33.3%	0.1%
Total capex (Rs billion)	**1,551.8**	**1,902.7**	**2,453.0**	**2,602.0**

Note: RE-Revised Estimate, BE-Budget Estimate
Source: Budget Documents, CRISIL Consulting

The annual plan outlay of Rs. 2,602 billion for fiscal 2024 comprises GBS of Rs. 2,401 billion, IRs of Rs. 30 billion and EBRs of Rs. 170 billion (consisting of market borrowings, PPP, FDI, etc.)

Outlook on railway sector growth

- **Strengthening supply-side infrastructure**

To cater to this demand, the Indian Railways has to strengthen infrastructure for tracks, rolling stocks, electrification, and identification of new corridors.

The immediate vision of the Indian Railways for fiscal 2030 is divided into two parts *(*i.e., Target & Funds requirement for fiscals 2020-24 for the projects targeted to be commissioned by fiscal 2024 and Target & Funds requirement during fiscals 2020-24 for the projects planned to be commissioned during fiscals 2025-30*).*

Railway lines

For the projects targeted to be completed by fiscal 2024

Table 18: Target & Funds requirement for projects to be completed in fiscal 2024

Plan head	FY23	FY24	Total funds required
	Target km	Target km	Rs million
New lines	300	600	578,641
Gauge conversion	500	150	84,700
Doubling	1,700	2,800	732,755

Source: Vision 2024 document, Indian Railways, CRISIL Consulting

Electrification

As on August, 2023, ~59,524 km i.e. ~92% of the total broad-gauge network has been electrified. The table below shows the work in progress and balance kilometers planned for completion progressively as per the planning given below:

Table 19: Current status and target for electrification

Year	Target of electrification for the year (RKM)	Total route km electrified at the end of the year (RKM)	% Electrification
FY21	6,000	44,802	69.3%
FY22	6,000	50,394	77.9%
FY23	6,500	58,366	90.2%
FY24*	6,323	64,689	100.0%

*Note: RKM- Route kilometres *Target*
Source: Budget documents, Press Information Bureau(PIB), CRISIL Consulting

Rolling stock requirement

Table 20: Overview of rolling stock requirement

Year	Locomotives numbers	Freight wagon numbers	Passenger coaches numbers
FY26	16,799	407,769	60,741
FY31	20,739	545,225	72,115
FY41	31,581	779,071	106,427

Year	Locomotives numbers	Freight wagon numbers	Passenger coaches numbers
FY51	46,017	10,68,130	152,509

Source: Budget documents, CRISIL Consulting

Railway corridors

Table 21: DFCs

Phasing	2026	2031	2041	2051
New DFC corridors	Eastern DFC, 1,324 Km (Under Construction till Sonnagar)	East Coast DFC, 1,265 Km (Kharagpur to Vijayawada)	North South DFC, 1,206 Km (Itarsi to Chennai via Nagpur and Vijayawada)	North South DFC, 751 Km (Palwal to Itarsi)
	Western DFC 1,483 Km (Under Construction)	East West DFC, 2,013 Km (Palghar to Dankuni and EDFC Connectors)		
		Eastern DFC, 515 Km (Sonnagar to Dankuni)		
Total (Km)	**2,807**	**3,278**	**1,206**	**751**

Source: Budget documents, CRISIL Consulting

Table 22: High-speed rail corridors

Phasing	2026	2031	2041	2051
New DFC corridors	Mumbai Ahmedabad, 508 Km (As per NIP also)	Delhi Varanasi via Ajodhya, 855 Km (As per NIP also, Ajodhya included)	Hyderabad Bangalore, 618 Km (New)	Mumbai Nagpur, 789 Km (As per NIP)
		Varanasi to Patna, 250 kms (New)	Nagpur Varanasi, 855 Km (New)	-Mumbai Hyderabad, 709 Km (As per NIP)
		Patna to Kolkata, 530 Km (New)		Patna Guwahati 850 Km (New)
		Delhi Udaipur Ahmedabad 886 Km (As per NIP also)		Delhi Chandigarh Amritsar, 485 Km (As per NIP)
				Amritsar - Pathankot - Jammu, 190 Km (New)
				Chennai to Mysuru via Bangalore, 462 Km (As per NIP)
Total (Km)	**508**	**2,52**	**1,473**	**3,485**

Source: Budget documents, CRISIL Consulting

- **Overview of signal and telecommunication segment in Indian railways**

To enhance safety in train operations and make it efficient, Modern Signaling Systems comprising of Panel Interlocking/Route Relay interlocking /Electronic Interlocking (PI/RRI/EI) with Multi Aspect Colour Light Signals (MACLS) are being installed by Indian Railways. So far till 30th June 2023, 6,443 stations covering about 99% of interlocked Broad Gauge stations on Indian Railways have been provided with such systems, replacing the obsolete Multi Cabin Mechanical Signaling System, thus optimizing operational cost involved in its operation as well as enhancing safety by reducing human intervention. Also, as of 30th June 2023, 3,946 route kilometers have been provided with automatic signaling system.

Table 23: Overview of signalling systems in Indian railways

Particulars	March 2018	March 2019	March 2020	March 2021	March 2022
Panel Interlocking (Stations)	4,130	4,052	3,863	3,747	3,438
Route Relay Interlocking (Stations)	282	228	228	247	226
Electronic Interlocking (Stations)	1,358	1,606	1,927	2,206	2,572

Particulars	March 2018	March 2019	March 2020	March 2021	March 2022
Automatic Signaling (Route Km)	2,901	3,039	3,309	3,447	3,549

Also, for telecommunication, Indian Railways has set up a state of the art, nationwide telecom network for meeting its communication needs. RailTel, a Railways Central Public Sector Enterprise is using surplus capacity of IR Telecom network commercially. As on March 2022, Indian Railways has about 62,652 Route Kilometres of Optical Fibre Cable (OFC) that is carrying Gigabits of traffic. Railways Control Communication which is used for train operation and control is also being transferred to OFC system. This OFC network is also contributing significantly in building National Knowledge Network through RailTel. RailTel also provides RailWire Broadband services

Poles and Lighting

Launch of indigenous innovative products have changed the landscape of lighting industry in India

The lighting industry in India has experienced a period of transition and growth. Its development from the status of an importer of finished products to assembling components and finally to a largely indigenous and self-sufficient producer of lighting systems has been a gradual process, producing today General Service Lamps, Fluorescent Tubes, High Intensity Discharge Lamps, Halogen, Dichroic and Compact Fluorescent Lamps.

The emphasis on the power sector and its phenomenal growth and distribution laid the foundation for the lighting industry in India. In the sixties, serious foreign exchange problem in the country encouraged production of vital lamp components in India. In the nineties, the government liberalization policies saw international players in the lighting field participate actively in the Indian market as well as in exports.

With the ongoing massive rural electrification programme and the emergence of strong middle class, an increment in demand both in quantity and lighting types is likely to occur in the near future with emphasis on energy saving light sources.

Lack of economies of scale coupled with high input costs of raw material and components result in uncompetitive prices impeding export efforts. The trend has however started changing with companies paying attention to improving organizational efficiencies and participating competitively in the international market for lamps as well as components.

There has been an effective widening of the locally produced range of lamps along with advent of electronics in lighting, thereby supplying better, more efficient and cheaper lighting systems with improved aesthetics. The outlook of the industry envisages prospects of growth and development for technologically advanced and cost-effective organizations. Miniaturization, electronic circuitry, newer chemicals, better luminaires are the latest technologies the industry players have adopted to innovate products of larger light output at minimum cost helping energy conservation.

Applications of outdoor lighting

Road and highways: Road and highways lighting is a functional requirement which provides safety and security to motorists and residents as well as pedestrians, but it helps in creating an identity and image. Fixed lighting of public roadways for both vehicles and pedestrians can create a nighttime environment in which people can see comfortably and can quickly and accurately identify objects on the roadway being travelled. Roadway lighting can improve traffic safety, achieve efficient traffic movement, and promote the general use of the facility during darkness and under a wide variety of weather conditions.

As a supplement to vehicular headlight illumination, fixed lighting can enable the motorist to see details more distinctly, locate them with greater certainty, and react safely to roadway and traffic conditions present on or near the roadway facility. Pedestrians must be able to see with sufficient detail to readily negotiate the pedestrian facility and recognize the presence of other pedestrians, vehicles, and objects in their vicinity. Energy-effective Street lighting design integrates efficient lamp technologies, optimum pole spacing, efficient luminaire distribution and pleasing aesthetics.

Stadiums and sports arena: Lighting of sports arenas is important from the viewpoint of providing adequate light, coverage, angles, illuminance, color, etc. The lighting and lighting arrangement have a bearing on the game played and therefore, the design should be according to the requirement of the particular sport.

Utility areas (Railways, Airports, Docks): Some of the key utility areas where outdoor lighting finds application is waterways, quays, jetties; shipyards including docks, repair and construction sites; railway areas and airport aprons. The lighting of harbors and shipyards has to facilitate safe and efficient navigation, handling of cargo, passenger facilities, etc. The lighting function should provide hindrance free light and light free from direct glare caused by reflected light from the water surface.

In railways, areas covered are those for passengers, freight, yards, servicing, maintenance and repair. Descriptions of the visual tasks to be performed in railway areas as well as data are also given. Airport apron floodlighting is located so as to provide adequate illuminances on all apron service areas, with a minimum of glare to pilots of aircraft in flight and on the ground, airport controllers and personnel on the apron. The aiming arrangement of the floodlights should be done in such a way that an aircraft stand receives light from two or more directions to minimize shadows.

Industrial Areas: Well-designed outdoor lighting systems can make important contributions to the aesthetics, efficiency and safety of the public, and to commercial and industrial outdoor environments. it is necessary to take into account the interests and needs of users and to meet the general requirements of the authorities concerned. The objectives of area lighting are to ensure efficient and safe working conditions for personnel, easy and safe movement of vehicles, ships, railway wagons, aircraft, etc. and pedestrians, security of people and property and a pleasing visual environment, particularly for decorative lighting.

City and urban beautification lighting: Outdoor lighting in city beautification in areas such as parks, gardens and monuments have seen traction in recent years and authorities are investing in outdoor lighting of these areas. Investment in urban decorative lighting thus has both social and economic impact. Earlier, a decorative lighting project was expected to enable recognition of the object. Today modern architects use light as an additional tool for showing the buildings at night in a way that is original and quite often different from the daytime view. Hence, decorative lighting is increasingly planned at the very initial stage of a project. This has enabled the designer to place light sources inside the building or construction to bring out additional effects, unlike earlier when light sources were found only on the outside. This approach reinforces the three-dimensional images of architecture.

High masts, solar lighting and sports lighting are some of the key segments in the outdoor lighting

High Masts: High-mast lighting towers are vertical, cantilevered structures that are used to illuminate a relatively large area. Although primarily used for highway intersection lighting, they are also utilized in other large areas such as parking lots, sporting venues, or even penitentiaries. High mast luminaires are usually installed on 40ft-100 ft tall mounting poles and approximately four to six luminaries are installed on each pole. These luminaries are mounted on considerable heights to illuminate large areas uniformly. High masts have seen traction in the recent years especially with roads and highways construction gaining pace in the Indian market. Large highways and expressways are the key demand drivers for the high mast lighting in India. With more than 20 expressways planned across the country and with award of approximately ~5000 km of highways every year in the next five fiscals from fiscal 2023 to fiscal 2028, the demand for high masts is expected to be supported by road segment.

Sports lighting: Sports/stadium lighting is emerging as one of the attractive avenues for the lighting companies as there has been a recent demand surge in the segment. The demand can be attributed to evolving sporting scenario in the country in both indoor and outdoor sports. There has been rapid upgradation in the sports infrastructure in the country owing to rising impetus for hosting various sporting events in the country. Also, with general trend of people taking up sports have spurred the overall demand for sports infrastructure across the country.

Solar lighting: The recent surge in the demand of solar panel installation in rooftops and government's focus on renewable energy have led to the rise in demand for solar cells. Moreover, recent technological advancements have significantly boosted the adoption of solar panels. Apart from installations on the rooftops, solar energy is also used in solar lighting especially in the streetlights in rural and urban areas where streetlights are powered through solar energy. To expand the use of efficient streetlights, Street Light National program (SLNP) was launched by the Government in January 2015 to replace conventional streetlights with smart and energy efficient LED streetlights in the municipal sector across the country.

The Ministry of New and Renewable Energy launched Atal Jyoti Yojana (AJAY) on 20.09.2016 with the main objective to provide Solar Street Lighting Systems for public use at different locations for improvement in quality of life, safety and security. Under AJAY Phase-I, the Parliament Constituencies of the states of Assam, Bihar, Jharkhand, Odisha and Uttar Pradesh were covered. Subsequently, Phase -II of AJAY was launched in December 2018. Coverage of AJAY Phase -II included Parliament Constituencies of the states covered in AJAY Phase-I, Hill States/UTs, North-Eastern States, Island UTs and aspirational district not covered in above mentioned States/UTs. The AJAY Phase-II was closed in April 2020. In the AJAY Phase-I, over 135,000 solar streetlights were installed against sanction of around 145,000 lights. Under AJAY Phase-II over 137,000 solar streetlights have been reported installed against sanction of around 150,000 lights.

Launch of Street Light National Program has aided in betterment of street light infrastructure in India

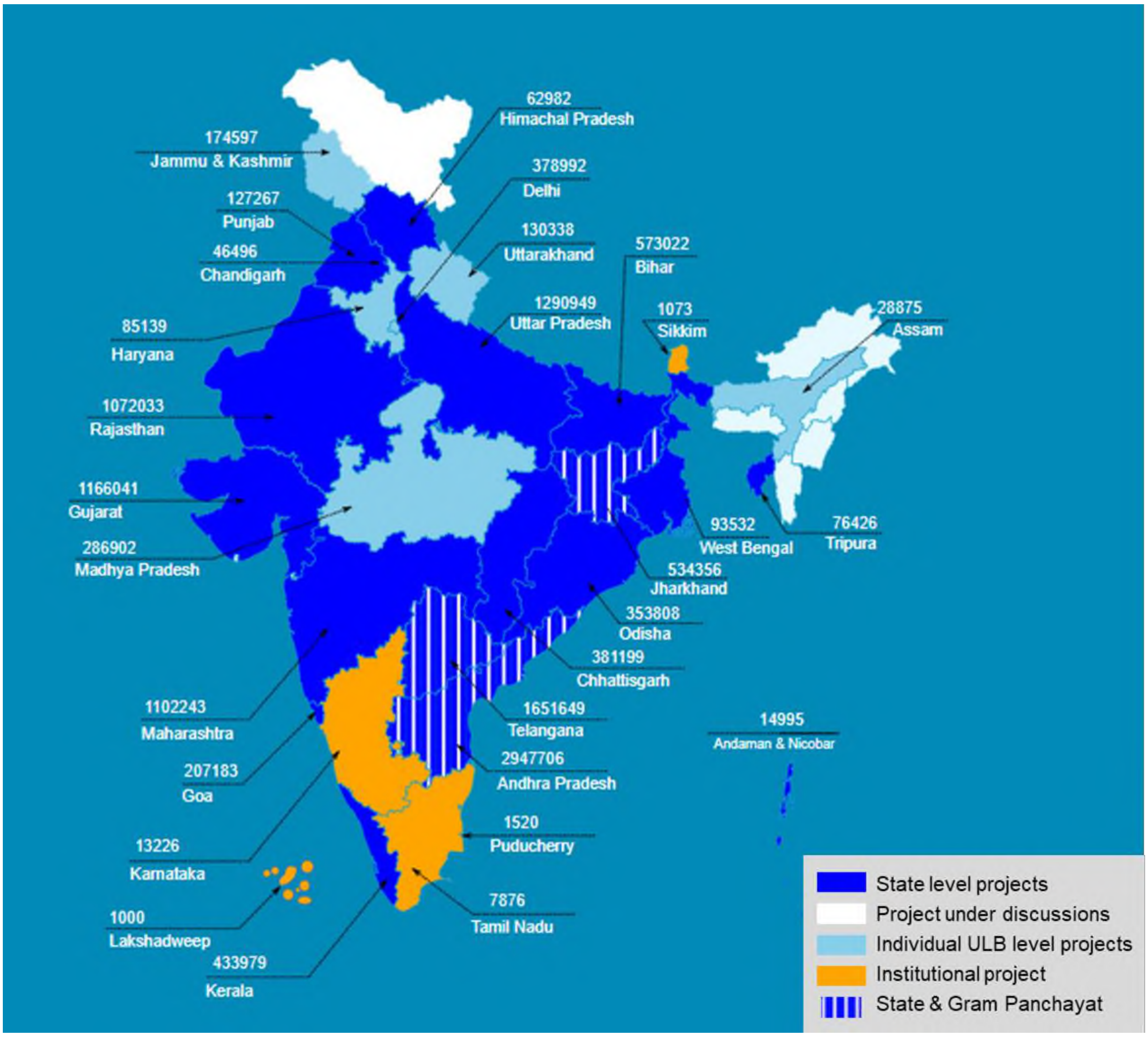
Providing street lighting is one the most important and expensive responsibilities of a city: Lighting can account for 10–38% of the total energy bill in typical cities worldwide (NYCGP 2009). Street lighting is a particularly critical concern for public authorities in developing countries because of its strategic importance for economic and social stability. Inefficient lighting wastes significant financial resources each year, and poor lighting creates unsafe conditions. Energy efficient technologies and design can cut street lighting costs dramatically (often by 25-60%); these savings can eliminate or reduce the need for new generating plants and provide the capital for alternative energy solutions for populations in remote areas. These cost savings can also enable municipalities to expand street lighting to additional areas, increasing access to lighting in low-income and other underserved areas. In addition, improvements in lighting quality and expansion in services can improve safety conditions for both vehicle traffic and pedestrians.

Street lighting infrastructure in most parts of India was observed outdated and its inefficient operation placed a heavy burden not only on municipal budgets but also on utility grid capacity and reliability. To better the situation, the government launched Street Light National Program (SLNP). Under the program, Under SLNP programme, Energy Efficiency Services Limited (EESL) is working across India, to replace the conventional streetlights with energy efficient streetlights. EESL is a joint venture of Public Sector Undertakings (PSUs) under the Ministry of Power, Government of India.

SLNP is the world's largest streetlight replacement programme. Till July 2023, EESL has installed over 13 million LED streetlights in Urban Local Bodies (ULBs) and Gram Panchayats across India. This has resulted in estimated energy savings of over 8.8 billion kWh per year.

Under SLNP, 1576 ULBs have been enrolled, out of these ULBs, work has been completed in 1060 ULBs. EESL is also implementing LED Street lighting projects in Gram Panchayats on the same service model as the SLNP for municipalities with the objective to promote the use of efficient lighting in rural areas.

Figure 53: State-wise installation of LED under SLNP



Source: EESL, CRISIL Consulting

Going forward, EESL has an ambitious plan in the SLNP portfolio where it intends to bring investment to the tune of Rs.80 billion by 2024 by covering entire rural India. It is expected that more than 30 million LED streetlights would be retrofitted/installed by EESL.

Smart city mission has a key focus area in form of street lighting and smart poles

The Government of India has launched the Smart Cities Mission on 25 June 2015. The objective is to promote cities that provide core infrastructure and give a decent quality of life to its citizens, a clean and sustainable environment and application of 'Smart' Solutions. The focus is on sustainable and inclusive development and the idea is to look at compact areas, create a replicable model which will act like a light house to other aspiring cities. Accordingly, the purpose of the Smart Cities Mission is to drive economic growth and improve the quality of life of people by enabling local area development and harnessing technology, especially technology that leads to Smart outcomes. Area-based development will transform existing areas (retrofit and redevelop), including slums, into better planned ones, thereby improving livability of the whole city. New areas (greenfield) are expected to develop around cities in order to accommodate the expanding population in urban areas.

One of the crucial components of a smart city is intelligence and connected lighting. With an appropriate illumination system, the possibilities of connecting light points to the available communication technology as well as to back-end software becomes possible. Though a number of cities in the country lack proper street lighting systems, the concept of smart streetlights to change the cityscape is gradually gaining prominence. In the upcoming smart cities in particular, the installation of smart streetlights is a key focus area. Several cities have already started work on the installation of smart poles and have tendered projects on a public private partnership (PPP) basis.

Competitive landscape in T&D, civil construction and pole & lighting sector

T&D Segment

For peer comparison of Transrail Lighting Limited, CRISIL has considered Tata Projects Limited, KEC International Limited, and Kalpataru Projects International Limited along with global players like Chubu Electric Power, NextEra Energy Inc., and E.ON. However, for the purpose of financial analysis, only publicly listed Indian Companies are considered. The competitors are indicative and not an exhaustive list for comparison.

Various financial parameters, such as operating income, EBITDA, profitability margins, net worth, return ratios, EPS, NAV, working capital, etc. have been considered for the comparison.

Table 24: Operational overview of the peer group

Company	Headquarters	About the company	Operational segments
Transrail Lighting Limited	Mumbai, India	• Incorporated in 1984, Transrail Lighting is the one of the leading Indian EPC companies with integrated manufacturing facilities for lattice structures, conductors, and monopoles. • At present, the company operates in T&D (engineering, testing, and manufacturing), substation (design and material supply), railways (earthwork, tunnelling, bridges, electrification, signaling and telecom), civil construction (bridges and tunnel) and poles & lighting solutions (products and manufacturing). • The company has a footprint in more than 50 countries in Asia, the Americas, Europe, and Africa. • D.C. Bagde is the chairman of the company.	Power transmission & distribution, substation, railways, civil construction, poles & lighting solutions
Tata Projects Limited	Hyderabad, India	• TPL was founded in 1979 is one of the leading EPC in the country operates in energy & industrial infrastructure, urban Infrastructure and services groups while providing turnkey end-to-end project implementing services for complex infrastructure projects under these verticals. • The company has commissioned over 13,000 ckm of transmission lines across multiple voltage levels, in addition to various substations across the country. • TPL has a global presence in over 40 countries, along with more than 220 projects sites across Asia Pacific and Africa.	Power generation T&D, urban infrastructure, oil & gas, space & nuclear, transportation, metals & minerals, and water
KEC International Limited	Mumbai, India	• KEC was founded in 1945 with ~52% of the company's shareholding lying with the promoters as on fiscal 2023. • It is a major player in power T&D EPC with a diversified presence in over 70 countries. KEC provides integrated solutions on a turnkey basis for transmission lines up to 1,200 kV, large size substations, and underground cabling up to 220 kV. It has three manufacturing plants in India located in Maharashtra, Madhya Pradesh and Rajasthan, along with international facilities in Brazil, Dubai and Mexico. • The company has executed 2,624 km of transmission lines and built 268 substation bays as of March 2023.	Power transmission & distribution, railways, civil, urban infrastructure, solar, oil & gas pipelines, and cables.
Kalpataru Projects International Limited	Mumbai, India	• Established in 1981 by Mr. Mofatraj P Munot, KPIL undertakes turnkey contracts for setting up transmission lines and substations for extra high voltage power transmission, providing end-to-end solutions from in-house designs, testing, procurement, fabrication, erection, installation, and commissioning of power transmission lines. It has	EPC for power transmission & distribution, buildings & factories, water supply & irrigation, railways, oil & gas pipelines, urban mobility, highways and airports

Company	Headquarters	About the company	Operational segments
		diversified into civil contracts, railways and oil & gas pipeline construction. • The company has an annual production capacity of ~240,000 MT of transmission towers at its manufacturing facilities in India in addition to an ultra-modern tower testing facility. • KPIL has a presence in 63 countries across 5 continents	
Skipper Limited	Kolkata India	• Established in 1981, Skipper Ltd. has today evolved into one of the world's leading manufacturers for Transmission & Distribution Structures(Towers & Poles) in its Engineering Products segment • Skipper's market reach spans across 40+ countries around the globe from South America, Europe, Africa, the Middle East, South and Southeast Asia and Australia. • With an installed T&D Structure capacity of over 265,000 MTPA, Skipper has the unique advantage of producing 100% of its prime raw material - Mild Steel & High Tensile Angles in-house. • The Company is also engaged in EPC Projects in Power Transmission & Distribution, Telecom infra and Railway Structures in various parts of the country along with other geographies.	Transmission towers, Angles, Fasteners Monopoles, Telecommunication, Towers and Railway Infrastructure Structures, PVC Pipes
Bajel Projects Ltd.	Mumbai, India	• Bajel Projects Ltd.(BPL), incorporated in January 2022 is a wholly owned subsidiary of Bajaj Electricals Ltd (BEL). The EPC business operated under BEL is transferred to BPL as a part of a scheme of demerger announced by BEL. Post demerger, BPL is listed on stock exchanges. • BPL is leading company in the Engineering, Procurement and Construction (EPC) business. • The company operates through its four business verticals - Power Transmission, Power Distribution, Monopoles, International EPC and has its own manufacturing facility with state-of-the-art machineries at Ranjangaon MIDC, Pune.	Power Transmission, Power Distribution, Monopoles, International EPC
Chubu Electric Power	Nagoya, Japan	• Established in 1951, Chubu Electric Power (Chuden) is in the business of generating, transmitting, distributing, and selling electricity, as well as supplying gas. • The T&D segment spans across Asia and Europe. The current renewable energy capacity of Chuden stands at 740 MW with plans to expand to 3.2 GW by 2030	Renewable energy, nuclear power, community support infrastructure
NextEra Energy, Inc.	Florida, United States	• NEE is a key electric power and energy infrastructure company in North America. Its energy infrastructure business is involved in the development, construction, and operation of long-term contracted assets with a focus on clean energy in US and Canada. • The company has a total power generation capacity of 57,634 MW along with over 1,000 substations and ~5147,126 ckm of transmission lines.	Power generation, T&D, battery storage

Company	Headquarters	About the company	Operational segments
E.ON	Essen, Germany	• E.ON Group is one of Europe's largest operators of energy networks and energy infrastructure and a provider of innovative customer solutions. • The company's energy network spans across Germany, Sweden and East-Central Europe comprising Turkey, Czech Republic, Hungary, Romania, Poland, Croatia, and Slovakia. The company operates over 800,000 km of electricity and gas grids in Germany alone.	Power transmission & distribution, customer solutions

Credit ratings of the peers

For Transrail Lighting, on August 21, 2023, CRISIL Ratings accorded long-term rating of CRISIL A and short-term rating of CRISIL A1 for Rs.5,955 million and Rs.44,745 million, respectively.

Table 25: Credit rating of the peers

Companies	Credit rating		Amount (Rs. Mn)		Date	Rating agency
	Long term	Short term	Long term	Short term		
Transrail Lighting	CRISIL A	CRISIL A1	5,955	44,745	21-Aug-2023	CRISIL Ratings
Tata Projects	IND AA	IND A1+	-	2,04,410	16-Jun-2023	India Ratings & Research
KEC International Ltd	ICRA AA-	ICRA A1+	1,500	8,500	21-Feb-23	ICRA
Kalpataru Projects International Ltd	CRISIL AA	CRISIL A1+	26,450	1,80,190	07-Jun-23	CRISIL Ratings
Skipper Limited	ACUITE A-	ACUITE A2+	7,750	1,37,500	02-Aug-2023	Acuite

Source: Company reports, CRISIL Consulting

Civil construction

For peer comparison, CRISIL has considered Transrail Lighting Limited, SPL Infrastructure, Tata Projects Limited, AFCONS Infrastructure Limited, Patel Engineering Limited and SP Singla Constructions Private Limited. However, for the purpose of financial analysis, only publicly listed Indian Companies are considered. The competitors are indicative and not an exhaustive list for comparison. Various financial parameters, such as operating income, EBITA, profitability margins, net worth, return ratios, EPS, NAV, working capital, etc. have been considered for the comparison.

Table 26: Operational overview of the peer group

Company	Headquarters	About the company	Operational segments
Transrail Lighting	Mumbai, Maharashtra	• Incorporated in 1984, Transrail is an EPC company with over three decades of experience in providing comprehensive solutions on a turnkey basis globally. • At present, the company operates in **T&D** (engineering, testing and manufacturing), **substation** (design and material supply), **railways** (earthwork, tunnelling, bridges, electrification, signaling and telecom), **civil construction** (bridges and tunnel) and **poles & lighting solutions** (products and manufacturing) • The company has presence in more than 50 countries across four continents (the Americas, Europe, Africa, and Asia) • D C Bagde is the chairman of the company	Power transmission & distribution, substation, railways, civil construction, poles & lighting solutions
SPL Infrastructure	Chennai, Tamil Nadu	• Established in 1984 and based in Chennai, SPL Infrastructure undertakes civil construction, primarily of roads and bridges • The company operates mainly on EPC contracts • The operations are managed by SP Lakshmanan (founding Chairman) • The company has executed several key infrastructure projects in the past including steel	Roads and flyovers

Company	Headquarters	About the company	Operational segments
		bridges at Marthandam (Tamil Nadu) and Parvathipuram (Tamil Nadu), two of the longest steel bridges in southern India	
Tata Projects	Mumbai, Maharashtra	• Incorporated in 1979, Tata Projects is an EPC company. It operates through three strategic business groups: Energy and industrial infrastructure, urban infrastructure, and services • The company has a presence in power, water, oil & gas, metals & minerals, space & nuclear, transportation, urban infrastructure and industrial sectors • Banali Agrawala is the chairman	Energy & Industrial Infrastructure, Urban Infrastructure
AFCONS Infrastructure	Mumbai, Maharashtra	• Incorporated in 1976, AFCONS Infrastructure is part of the Shapoorji Pallonji Group. It operates in segments such as marine works (including construction of jetties and dry docks), offshore oil and gas, bridges and flyovers, road construction, hydro and tunnelling, pipe laying and general civil engineering works • The company has presence in 14 countries across three continents • K Subramanian is the executive vice-chairman of the company	Urban infrastructure, construction, oil & gas, surface transport, marine & industrial
Patel Engineering	Mumbai, Maharashtra	• Incorporated in 1949, Patel Engineering has operations in sectors of the infrastructure industry such as dams, tunnels, micro-runnels, hydroelectric projects, irrigation projects, highways, roads, bridges, railways, refineries to real estates and townships • It has presence in the roads, railways, and utility projects sectors • Pravin Patel is chairman of the company	Construction, hydro power, transport, water works, micro-tunnelling, urban structures, real estate
SP Singla Constructions	Delhi	• SP Singla Constructions Pvt Limited was incorporated 1996 • Activities include investigative work, designing, engineering and constructing bridges over rivers. It also constructs roads over and under bridges at railway crossings, flyovers, underpasses, and grade-separators across cities in India. • Sat Paul Singla is the chairman of the company	Civil construction

Source: Company website, company annual reports, CRISIL Consulting

Credit ratings of the peers

For Transrail Lighting, on August 21, 2023, CRISIL Ratings accorded long-term rating of CRISIL A and short-term rating of CRISIL A1 for Rs.5,955 million and Rs.44,745 million, respectively.

Table 27: Credit rating for players

Companies	Credit rating		Amount (Rs. Mn)		Date	Rating agency
	Long term	Short term	Long term	Short term		
Transrail Lighting	CRISIL A	CRISIL A1	5,955	44,745	August 21, 2023	CRISIL Ratings
SPL Infrastructure	CRISIL BBB+	CRISIL A2	410	2,390	24-May-2023	CRISIL Ratings
Tata Projects	IND AA	IND A1+	-	204,410	16-June-2023	India Ratings & Research
AFCONS Infrastructure	ICRA A+	ICRA A1	161,500	28,500	01-Sept-2023	ICRA
Patel Engineering	ACUITE BBB+	ACUITE A2	17,208	47,025	30-June-2023	Acuite Ratings
SP Singla Constructions	CRISIL A+	CRISIL A1	4,550	27,950	14-June-2023	CRISIL Ratings

Source: Company website, Credit rating rationale reports, CRISIL Consulting

Pole and lighting sector

For peer comparison, CRISIL has considered Transrail Lighting Limited, Utkarsh India Limited, Valmont Structures Private Limited, Skipper Limited and Bajaj Electricals Limited. However, for the purpose of financial analysis, only publicly listed Indian Companies are considered. The competitors are indicative and not an exhaustive list for comparison. Various financial parameters, such as operating income, EBITA, profitability margins, net worth, return ratios, EPS, NAV, working capital, etc. have been considered for the comparison.

Table 28: Operational overview of the peer group

Company	Head quarters	About company	Operational segments
Transrail Lighting	Mumbai, Maharashtra	• Incorporated in 1984, Transrail is an EPC company with over three decades of experience in providing comprehensive solutions on a turnkey basis globally. • At present, the company operates in **T&D** (engineering, testing and manufacturing), **substation** (design and material supply), **railways** (earthwork, tunnelling, bridges, electrification, signaling and telecom), **civil construction** (bridges and tunnel) and **poles & lighting solutions** (products and manufacturing) • The company has presence in more than 50 countries across four continents (the Americas, Europe, Africa, and Asia) • D C Bagde is the chairman of the company	Power transmission & distribution, substation, railways, civil construction, poles & lighting solutions
Utkarsh India	Kolkata, West Bengal	• Utkarsh India Limited is a leading manufacturer and supplier of high-end engineering products and services in the infrastructure, agriculture and domestic water piping industry. • The company manufactures galvanized steel structures for **road safety, illumination, power transmission and distribution, telecom, railway electrification** and various other structural applications • It is also present in the domestic & agricultural pipes & fittings segment in the eastern India • It has a presence in 27 countries; Sunil Bansal is its chairman	Road safety system, area lighting illumination, telecommunications, Power transmission & distribution, smart City application, water transportation, industrial application
Bajaj Electricals	Mumbai, Maharashtra	• Bajaj Electricals is part of the Bajaj Group. It has operations in consumer products (appliances, fans, lighting), exports, and EPC (illumination, transmission towers and power distribution • Its manufacturers and sells consumer products, power distribution & transmission equipment, and illumination infrastructure • Shekhar Bajaj is the chairman	Consumer products, lighting infrastructure manufacturer, power transmission & distribution
Valmont Structures	Pune, Maharashtra	• Valmont Structures is a wholly owned subsidiary of Valmont Inc. The company designs, manufactures and supplies poles for three broad segments — lighting, telecom and utility • The company began its operations in 2006 • It also manufactures metal Beam crash barrier systems, more commonly known as guardrails, under the highway safety segment, and lattice structures for telecom and utility • Rajinder Singh Kaushal is the whole-time director	Lighting, telecom, utility, highway Safety, smart solutions and metal coatings

Company	Head quarters	About company	Operational segments
Skipper Limited	Kolkata, West Bengal	• Skipper Limited was established in the year 1981, Skipper Limited manufacturers Transmission & Distribution Structures (Towers & Poles) in its Engineering Products segment, • Company also has presence in the Polymer sector as well as capabilities in Infrastructure EPC projects. • Sajan Kumar Bansal is the managing director of the company	Engineering (transmission and telecom towers, poles, Railway electrification, plumbing and sewage

Source: Company website, company annual reports, CRISIL Consulting

Table 29: Key offerings of the peers

Company name	Key offerings in Lighting and pole segment
Transrail Lighting	Flag mast, Decorative Street lighting pole, T&D monopoles, Street lighting pole, High mast, Surveillance and traffic poles, Sports lighting, Signage and gantry structure, Oil and gas structures, telecom monopoles, solar
Utkarsh India	Street and road lighting, Street light pole, Street tubular poles, solar street lighting, stadium & sports lighting, large area & yard lighting
Bajaj Electricals	Street & Road Lighting, Area & Yard Lighting, City Furniture, Sports Lighting, Flag Mast & Specialty Mast, Flag Mast & Specialty Mast
Valmont Structures	Street Light Poles, High Masts, Stadium masts, Signage masts, Smart poles, flag masts, traffic & VMS gantry, Cast iron pole, Decorative pole & access, T&D poles,
Skipper Limited	Lighting poles, distribution poles, Monopoles

Note: The list above is an indicative list and not an exhaustive list
Source: Company website, company annual reports, CRISIL Consulting

Credit ratings of the peers

For Transrail Lighting, on August 21, 2023, CRISIL Ratings accorded long-term rating of CRISIL A and short-term rating of CRISIL A1 for Rs.5,955 million and Rs.44,745 million, respectively.

Table 30: Credit rating of the peers considered

Companies	Credit rating		Amount (Rs. Mn)		Date	Rating agency
	Long term	Short term	Long term	Short term		
Transrail Lighting	**CRISIL A**	**CRISIL A1**	**5,955**	**44,745**	**August 21, 2023**	**CRISIL Ratings**
Utkarsh India	**ACUITEA-**	**ACUITE A2+**	**3,908**	**4,100**	**Oct 6,2022**	**Acuite Ratings & Research Limited**
Bajaj Electricals	**CRISIL AA-**	**CRISIL A1+**	**5,475**	**16,525**	**July 4, 2023**	**CRISIL Ratings**
Skipper Limited	**ACUITE A-**	**ACUITE A2+**	**6,500**	**13,000**	**Oct 3,2022**	**Acuite Ratings & Research Limited**

Source: Company website, company rating rationale reports, CRISIL Consulting

Peer financial comparison-Consolidated

Following tables summarise the various financial parameters considered for peer financial comparison. For the purpose of financial analysis, only publicly listed Indian Companies are considered.

Table 31: Financial Information on Revenue from Operations of Major Companies (Consolidated FY21 to FY23)

Company Name	Revenue from Operations (Rs. Crores)			Revenue from Operations CAGR, FY2021 – FY2023
	FY2021	FY2022	FY2023	
Transrail Lighting	2,121	2,284	3,086	20.6%
Kalpataru Projects	12,949	14,777	16,361	12.4%
KEC International	13,114	12,573	15,413	8.4%
TATA Projects	12,187	13,679	16,948	17.9%
Skipper Ltd	1,582	1,707	1,980	11.9%
Bajaj Electricals Ltd	4,585	4,813	5,429	8.8%
Patel Engineering	1,995	3,380	4,202	45.1%

Source: Company website, company annual reports, CRISIL Consulting

Table 32: Financial Information on EBITDA of Major Companies (Consolidated FY21 to FY23)

Company Name	EBITDA (Rs. Crores)			EBITDA Margin (%)			EBITDA CAGR, FY2021 – FY2023
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023	
Transrail Lighting	240	206	294	11.3%	9.0%	9.5%	10.8%
Kalpataru Projects	1,381	1,093	1,108	10.7%	7.4%	6.8%	-10.4%

Company Name	EBITDA (Rs. Crores)			EBITDA Margin (%)			EBITDA CAGR, FY2021 – FY2023
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023	
KEC International	1,141	904	830	8.7%	7.2%	5.4%	-14.7%
TATA Projects	792	-108	-372	6.5%	-0.8%	-2.2%	NM
Skipper Ltd	144	164	195	9.1%	9.6%	9.9%	16.5%
Bajaj Electricals Ltd	372	318	434	8.1%	6.6%	8.0%	7.9%
Patel Engineering	20	497	624	1.0%	14.7%	14.9%	452.1%

Source: Company website, company annual reports, CRISIL Consulting

Table 33: Financial Information on PAT of Major Companies (Consolidated FY21 to FY23)

Company Name	PAT (Rs. Crores)			PAT Margin (%)			PAT CAGR, FY2021 – FY2023
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023	
Transrail Lighting	102	65	108	4.8%	2.8%	3.5%	2.7%
Kalpataru Projects	662	535	435	5.1%	3.6%	2.7%	-18.9%
KEC International	553	332	176	4.2%	2.6%	1.1%	-43.6%
TATA Projects	126	-620	-852	1.0%	-4.5%	-5.0%	NM
Skipper Ltd	21	25	36	1.4%	1.5%	1.8%	28.8%
Bajaj Electricals Ltd	189	124	216	4.1%	2.6%	4.0%	6.9%
Patel Engineering	-291	72	183	-14.6%	2.1%	4.4%	NM

Source: Company website, company annual reports, CRISIL Consulting

Table 34: Financial Information on Earnings per Share (EPS) of Major Companies (Consolidated FY21 to FY23)

Company Name	EPS-Basic (Rs.)			EPS-Diluted (Rs.)		
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023
Transrail Lighting	163.29	58.11	47.24	163.29	58.11	47.24
Kalpataru Projects	43.65	35.93	28.68	43.65	35.93	28.68
KEC International	21.50	12.92	6.85	21.50	12.92	6.85
TATA Projects	10.35	-50.92	-51.36	10.35	-50.92	-51.36
Skipper Ltd	2.09	2.45	3.46	2.09	2.45	3.46
Bajaj Electricals Ltd	16.54	10.81	18.79	16.49	10.77	18.75
Patel Engineering	-6.78	1.52	3.50	-3.55	1.05	2.08

Source: Company website, company annual reports, CRISIL Consulting

Table 35: Financial Information on Net Worth and Net Asset Value (NAV) per Share of Major Companies (Consolidated FY21 to FY23)

Company Name	Net Worth (Rs. Crores)			NAV per share (Rs.)			NAV per Share (Diluted)
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023	FY2023
Transrail Lighting	572	663	771	916	595	339	339
Kalpataru Projects	3,739	4,279	4,721	251	287	291	291
KEC International	3,360	3,620	3,771	131	141	147	147
TATA Projects	1,401	2,018	2,800	115	166	169	169
Skipper Ltd	708	732	767	69	71	75	75
Bajaj Electricals Ltd	1,578	1,705	1,907	138	149	166	166
Patel Engineering	2,320	2,384	2,888	50	50	37	37

Source: Company website, company annual reports, CRISIL Consulting

Table 36: Financial Information on Net Debt, Debt Equity Ratio and Net Debt/EBITDA of Major Companies (Consolidated FY21 to FY23)

Company Name	Net Debt (Rs. Crores)			Debt Equity Ratio			Net Debt/ EBITDA		
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023
Transrail Lighting	340	412	480	0.60	0.62	0.62	1.42	2.00	1.63
Kalpataru Projects	2,618	2,650	2,731	0.68	0.60	0.58	1.90	2.42	2.46
KEC International	1,679	2,869	3,124	0.50	0.79	0.83	1.47	3.18	3.76
TATA Projects	2,479	2,074	2,243	1.77	1.04	0.86	3.13	-19.22	-6.03
Skipper Ltd	438	566	482	0.62	0.77	0.63	3.04	3.44	2.47
Bajaj Electricals Ltd	425	-74	-342	0.27	-0.04	-0.18	1.14	-0.23	-0.79
Patel Engineering	2,071	2,001	1,541	0.87	0.82	0.52	101.20	4.02	2.47

Source: Company website, company annual reports, CRISIL Consulting

Table 37: Financial Information on Return on Net Worth and Working Capital Days of Major Companies (Consolidated FY21 to FY23)

Company Name	Return on Net Worth			Working Capital Days (No. of days)		
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023
Transrail Lighting	17.8%	9.8%	13.9%	125	135	114
Kalpataru Projects	17.7%	12.5%	9.2%	73	83	70
KEC International	16.5%	9.2%	4.7%	44	46	38

Company Name	Return on Net Worth			Working Capital Days (No. of days)		
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023
TATA Projects	9.0%	-30.7%	-30.4%	59	46	47
Skipper Ltd	3.0%	3.4%	4.6%	72	64	65
Bajaj Electricals Ltd	12.0%	7.3%	11.3%	34	34	54
Patel Engineering	-12.53%	3.02%	6.35%	297	168	143

Source: Company website, company annual reports, CRISIL Consulting

The formula used in the computation of the financial ratios are as follows (for consolidated as well as standalone)

- *EBITDA: Profit for the year before finance costs, tax, depreciation, amortisation, exceptional items and other income (Profit/(loss) before exceptional items and tax Less: Other Income Add: Interest/ Finance Cost Add: Depreciation)*
- *Basic earnings per share: Net Profit after Tax / Weighted Average number of Equity Shares*
- *Net worth: Equity Share capital Add: Other equity*
- *Return on net worth (in%): Net Profit after Tax/ Net worth at the end of the year*
- *Net asset value per equity share: Net worth at the end of the year / Number of Equity Shares outstanding at the end of the year*
- *Net debt: Total debt Less: cash and cash equivalent*
- *Return on Capital Employed: EBIT/Capital employed*
- *Working capital days: (Current assets Less: Current liabilities)/operating revenue * 365*

Peer financial comparison-Standalone

Following tables summarise the various financial parameters considered for peer financial comparison on standalone basis. For the purpose of financial analysis, only publicly listed Indian Companies are considered.

Table 38: Financial Information on Revenue from Operations of Major Companies (Standalone FY21 to FY23)

Company Name	Revenue from Operations (Rs. Crores)			Revenue from Operations CAGR, FY2021 – FY2023
	FY2021	FY2022	FY2023	
Transrail Lighting	2,121	2,284	3,086	20.6%
Kalpataru Projects	11,359	12,407	14,337	12.3%
KEC International	11,852	12,573	15,413	14.0%
TATA Projects	12,011	13,471	16,755	18.1%
Skipper Ltd	1,582	1,707	1,980	11.9%
Bajaj Electricals Ltd	4,646	4,788	5,417	8.0%
Patel Engineering	1,719	3,030	3,817	49.0%
Bajel Projects Ltd.	-	-	540	-

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.
Source: Company website, company annual reports, CRISIL Consulting

Table 39: Financial Information on EBITDA of Major Companies (Standalone FY21 to FY23)

Company Name	EBITDA (Rs. Crores)			EBITDA Margin (%)			EBITDA CAGR, FY2021 – FY2023
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023	
Transrail Lighting	233	207	293	11.0%	9.1%	9.5%	12.3%
Kalpataru Projects	1,145	1,080	1,278	10.1%	8.7%	8.9%	5.6%
KEC International	1,232	1,129	850	10.4%	9.0%	5.5%	-16.9%
TATA Projects	980	-142	-404	8.2%	-1.1%	-2.4%	NM
Skipper Ltd	144	168	193	9.1%	9.8%	9.7%	15.8%
Bajaj Electricals Ltd	374	324	441	8.1%	6.8%	8.1%	8.5%
Patel Engineering	505	427	454	29.4%	14.1%	11.9%	-5.2%
Bajel Projects Ltd.	-	-	223	-	-	41.2%	NA

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.
Source: Company website, company annual reports, CRISIL Consulting

Table 40: Financial Information on PAT of Major Companies (Standalone FY21 to FY23)

Company Name	PAT (Rs. Crores)			PAT Margin (%)			PAT CAGR, FY2021 – FY2023
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023	
Transrail Lighting	102	66	109	4.8%	2.9%	3.5%	3.6%
Kalpataru Projects	631	350	532	5.6%	2.8%	3.7%	-8.2%
KEC International	646	434	180	5.5%	3.5%	1.2%	-47.2%
TATA Projects	125	-631	-860	1.0%	-4.7%	-5.1%	NM

Company Name	PAT (Rs. Crores)			PAT Margin (%)			PAT CAGR, FY2021 – FY2023
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023	
Skipper Ltd	21	29	33	1.3%	1.7%	1.7%	24.6%
Bajaj Electricals Ltd	172	137	231	3.7%	2.9%	4.3%	15.8%
Patel Engineering	-138	56	156	-8.1%	1.8%	4.1%	NM
Bajel Projects Ltd.	-	-	1	-	-	-	-

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.
Source: Company website, company annual reports, CRISIL Consulting

Table 41: Financial Information on Earnings per Share of Major Companies (Standalone FY21 to FY23)

Company Name	EPS-Basic (Rs.)			EPS-Diluted (Rs.)		
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023
Transrail Lighting	163.29	59.68	48.06	163.29	59.68	48.06
Kalpataru Projects	41.58	21.55	32.75	41.58	21.55	32.75
KEC International	25.13	16.90	7.01	25.13	16.90	7.01
TATA Projects	10.31	-51.86	-51.82	10.31	-51.86	-51.82
Skipper Ltd	2.05	2.79	3.19	2.05	2.79	3.19
Bajaj Electricals Ltd	15.05	11.93	20.05	15.00	11.88	20.01
Patel Engineering	-3.23	1.17	2.97	-1.69	0.81	1.77
Bajel Projects Ltd.	-	-	0.1	-	-	0.1

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.
Source: Company website, company annual reports, CRISIL Consulting

Table 42: Financial Information on Net Worth and Net Asset Value (NAV) per Share of Major Companies (Standalone FY21 to FY23)

Company Name	Net Worth (Rs. Crs)			NAV per share (Rs.)			NAV per Share (Diluted)
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023	FY2023
Transrail Lighting	572	670	781	916	601	343	343
Kalpataru Projects	4,574	4,937	5,320	307	304	327	327
KEC International	3,520	3,856	3,964	137	150	154	154
TATA Projects	1,424	2,029	2,801	117	167	169	169
Skipper Ltd	708	736	767	69	72	75	75
Bajaj Electricals Ltd	1,605	1,745	1,961	140	152	171	170
Patel Engineering	2,492	2,353	2,858	54	51	37	37
Bajel Projects Ltd.	-	-	565	-	-	49	49

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.
Source: Company website, company annual reports, CRISIL Consulting

Table 43: Financial Information on Net Debt, Debt Equity Ratio and Net Debt/EBITDA of Major Companies (Standalone FY21 to FY23)

Company Name	Net Debt (Rs. Crs)			Debt Equity Ratio			Net Debt/ EBITDA		
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023
Transrail Lighting	340	414	485	0.59	0.62	0.62	1.46	2.00	1.65
Kalpataru Projects	977	1,792	2,180	0.25	0.36	0.41	0.85	1.66	1.71
KEC International	1,591	2,329	2,634	0.45	0.60	0.66	1.29	2.06	3.10
TATA Projects	2,282	1,926	2,179	1.60	0.96	0.84	2.33	-13.61	-5.39
Skipper Ltd	438	566	482	0.63	0.77	0.63	3.04	3.37	2.50
Bajaj Electricals Ltd	418	-83	-340	0.26	-0.05	-0.17	1.12	-0.26	-0.77
Patel Engineering	1,805	1,799	1,372	0.55	0.76	0.48	3.57	4.21	3.02
Bajel Projects Ltd.	-	-	-	-	-	-	-	-	-

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.; Bajel is a Debt free company.
Source: Company website, company annual reports, CRISIL Consulting

Table 44: Financial Information on Return on Net Worth and Working Capital Days of Major Companies (Standalone FY21 to FY23)

Company Name	Return on Net Worth			Return on Capital Employed			Working Capital Days (No. of days)		
	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023	FY2021	FY2022	FY2023
Transrail Lighting	17.8%	9.9%	14.0%	39.9%	15.5%	19.5%	125	136	115
Kalpataru Projects	13.8%	7.1%	10.0%	19.5%	12.5%	15.9%	58	110	74
KEC International	18.4%	11.3%	4.5%	21.5%	16.3%	11.4%	48	44	35
TATA Projects	8.8%	-31.1%	-30.7%	11.8%	-10.0%	-12.6%	57	44	46
Skipper Ltd	3.0%	3.9%	4.3%	9.0%	9.0%	12.0%	72	64	65
Bajaj Electricals Ltd	10.7%	7.8%	11.8%	13.9%	14.0%	19.5%	35	37	56
Patel Engineering	-5.6%	2.4%	5.4%	39.92%	15.52%	19.48%	247	128	127
Bajel Projects Ltd.	-	-	0.2%	-	-	1.9%	-	-	293

Note: Bajel Projects Limited is a newly incorporated entity and its past Audited figures are not available.
Source: Company website, company annual reports, CRISIL Consulting

Company comparables

Following table summarises the key financials for the fiscal 2023 of the comparable companies for Transrail India.

Table 45: Key financials of the comparable – Standalone (Rs. Crore)

Parameter	Transrail Lighting	Kalpataru Projects	KEC International	TATA Projects	Skipper Ltd	Bajel Projects
	FY2023	FY2023	FY2023	FY2023	FY2023	FY2023
Operating revenue	3,086	14,337	15,413	16,755	1,980	540
Net worth	781	5,320	3,964	2,801	767	656
Equity share capital	23	32	51	83	10	23
Net debt	485	2,180	2,634	2,179	482	NA
Return on net worth	14.0%	10.0%	4.5%	-30.7%	4.3%	0.2%
Revenue growth	35.1%	15.6%	22.6%	24.4%	16.0%	NA
Profit after tax	109	532	180	-860	33	1
Net profit margin	3.5%	3.7%	1.2%	-5.1%	1.7%	0.2%
RoCE	19.5%	15.9%	11.4%	-12.6%	12.0%	1.9%
NAV per share (Rs.)	343	327	154	169	75	49
EPS (Rs.)	48.1	32.7	7.0	-51.8	3.2	0.1

Source: Company website, company annual reports, CRISIL Consulting

From the above comparison, it can be observed that:

- o Of the above companies, Transrail reported the highest revenue growth of 35.1%. Similarly, the net profit margins are higher than some of its peers indicating a stable profitability position.
- o The company operates on a lower capital employed coupled with robust EBITDA levels resulting in a strong ROCE of 19.5% which is the highest amongst the companies disclosed above.
- o Transrail commenced its T&D operations in January 2016 under the guidance of the new promoters. It has reported profits resulting in an increased net-worth on a year-on-year basis and has reached Rs.7,810 million in fiscal 2023.

- Transrail has three-decade-long experience of the management and the integrated services offered by it along with healthy relationships with customers supports business risks. It is one of the most experienced and largest T&D players in the World.
- Transrail is also backward integrated through its manufacturing of towers, poles and conductors, which supports stronger operating margins.
- Transrail is one of the few companies across the globe to have 4 manufacturing facilities of transmission towers (1,01,000 TPA), conductors (60,000 TPA) and poles (25,000 TPA) and a state-of-the-art integrated tower testing station, design capabilities, and a well experienced team capable of erecting and commissioning transmission lines up to 1200kV, distribution lines, substations and railway electrification.
- Transrail has built first ever 500 kV transmission line in Afghanistan/Central Asia
- Transrail is constructing India's longest river bridge with a length of over 10 KM (Kosi River Bridge)
- In August 2023, CRISIL Ratings has revised its outlook on the long-term bank facilities of Transrail Lighting to 'Positive' from 'Stable' and reaffirmed the rating at 'CRISIL A'. The outlook revision reflects strong order book in the T&D segment, providing healthy revenue visibility over the medium term.

OUR BUSINESS

Unless otherwise stated, references in this section to "we", "our" or "us" (including in the context of any financial information) are to our Company along with our Subsidiaries, on a consolidated basis. To obtain a complete understanding of our Company and business, prospective investors should read this section in conjunction with "Risk Factors", "Industry Overview", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 29, 111, 240 and 310, respectively as well as financial and other information contained in this Draft Red Herring Prospectus as a whole. Additionally, please refer to "Definitions and Abbreviations" beginning on page 1 for definition of certain terms used in this section.

*The industry information contained in this section is derived from the industry report titled "Industry Assessment: Power, Civil Construction, and Poles & Lighting" dated January 2024 ("**CRISIL Report**"), which is exclusively prepared for the purposes of the Offer, issued by CRISIL and is commissioned and paid for by our Company. We officially engaged CRISIL in connection with the preparation of the CRISIL Report pursuant to an engagement letter issued in July 2023. We commissioned and paid for the CRISIL Report for the purposes of confirming our understanding of the industry specifically for the purposes of the Offer, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's products, that may be similar to the CRISIL Report.*

Some of the information set out in this section, especially information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward Looking Statements" beginning on page 27 for a discussion of the risks and uncertainties related to those statements and "Risk Factors" beginning on page 29 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated, the financial information included herein is based on our Restated Consolidated Financial Information for the six months period ended September 30, 2023, and Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 240. We have, in this Draft Red Herring Prospectus, included various operational and financial performance indicators, some of which may not be derived from our Restated Consolidated Financial Information. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, and used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.

Our financial year ends on March 31 of every year, so all references to a particular financial year are to the twelve-month period ended March 31 of that year.

OVERVIEW

We are one of the leading Indian engineering, procurement and construction ("**EPC**") companies with primary focus on power transmission and distribution business and integrated manufacturing facilities for lattice structures, conductors, and monopoles. We have a track record of four decades in providing comprehensive solutions on a turnkey basis globally and have been a trusted and longstanding partner in the power transmission and distribution sector. Our Company has also reported the highest growth in its revenue from operations at 35.1% among its peers in Financial Year ended March 31, 2023. (*Source: CRISIL Report*) Our position in the power transmission and distribution sector is owing to the following factors:

- Having a footprint in 58 countries like Bangladesh, Kenya, Tanzania, Niger, Nigeria, Mali, Cameroon, Finland, Poland, Nicaragua etc. including turnkey EPCs or supply projects.
- As of September 30, 2023, we have undertaken EPC of 33,500 circuit kilometers ("**CKM**") transmission lines and 30,000 CKM distribution lines, domestically and internationally. We provide EPC services in relation to substations up to 765 kilovolts ("**kV**").
- Our Company has presence in all the power transmission and distribution segments and majorly in high voltage ("**HV**") and extra high voltage ("**EHV**") segments.

For details, see "– *Strengths*" on page 176.

Other than the power transmission and distribution business, we have other business verticals, such as, civil construction, poles and lighting, and railways. The details of contribution to revenue from operations by each vertical is set out below:

(*Amount in ₹ million, unless otherwise stated*)

Vertical	**For the six months ended September 30, 2023**		**For the Financial Year ended March 31, 2023**		**For the Financial Year ended March 31, 2022**		**For the Financial Year ended March 31, 2021**		**Financial Year ended March 31, 2023- March 31, 2021 CAGR (%)**
	Revenue of operations generated	**% of total revenue of operations**	**Revenue of operations generated**	**% of total revenue of operations**	**Revenue of operations generated**	**% of total revenue of operations**	**Revenue of operations generated**	**% of total revenue of operations**	
Power transmission and distribution	15,450.89	85.20	24,065.58	77.98	15,359.16	67.24	17,416.12	81.42	17.55
Civil construction	1,530.67	8.44	3,317.82	10.75	4,420.31	19.35	2,759.09	12.90	9.66
Railways	551.65	3.04	1,760.93	5.71	1,521.43	6.66	41.36	0.19	552.50
Poles and lighting	602.10	3.32	1,717.04	5.56	1,540.52	6.74	1,174.29	5.49	20.92
Total	**18,135.31**	**100.00**	**30,861.37**	**100.00**	**22,841.42**	**100.00**	**21,390.86**	**100.00**	

Further the details for revenue from operations on the basis of geography, is set out below:

(*Amount in ₹ million*)

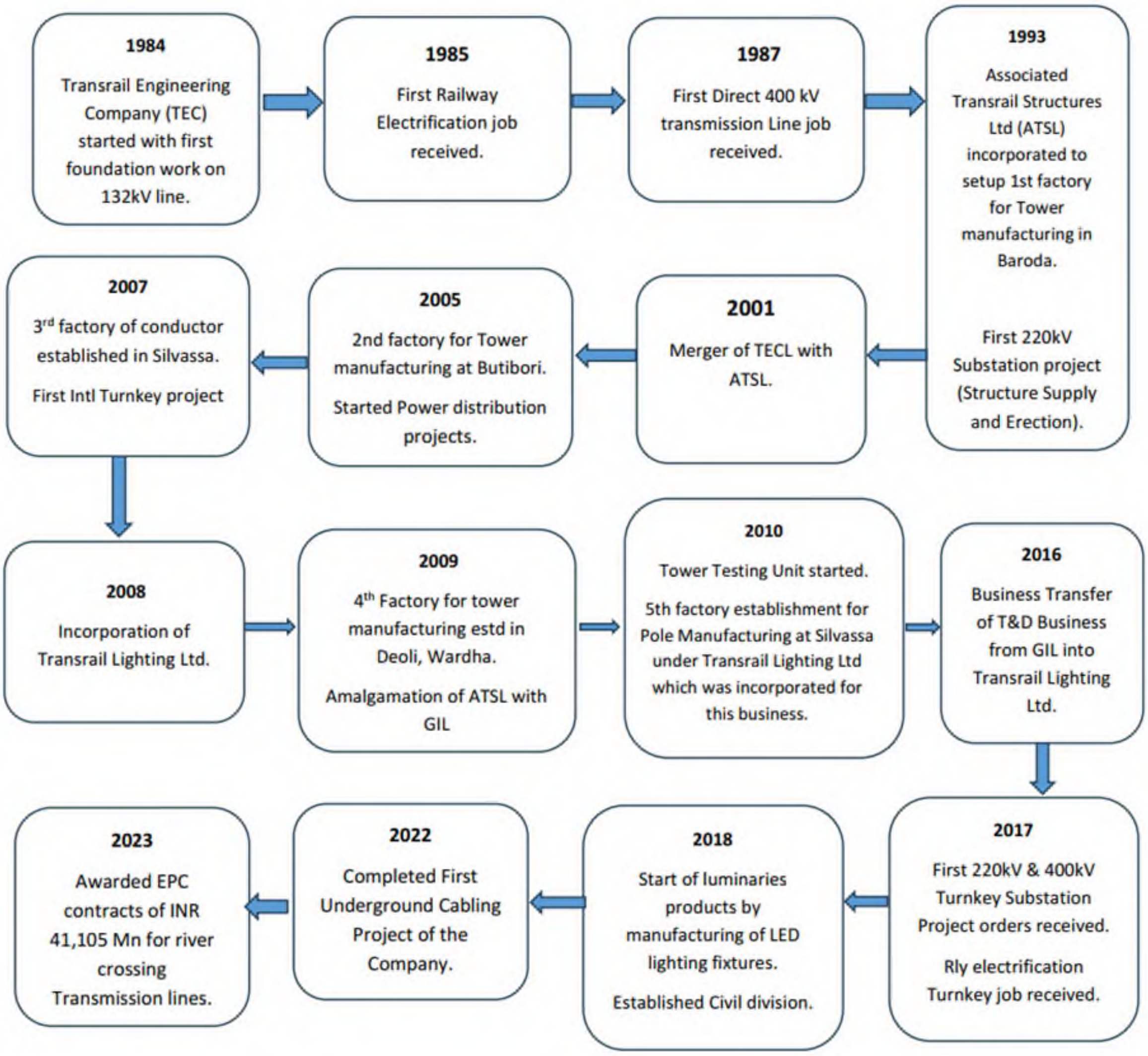
Geography	**For the six months ended September 30, 2023**	**For the Financial Year ended March 31, 2023**	**For the Financial Year ended March 31, 2022**	**For the Financial Year ended March 31, 2021**
In India	8,005.11	14,388.38	14,170.34	16,905.81
Outside India	10,130.20	16,472.99	8,671.08	4,485.05
Total	**18,135.31**	**30,861.37**	**22,841.42**	**21,390.86**

Market opportunity

The power transmission and distribution system across India has expanded extensively. The total length of (i) domestic transmission lines rose from 413,407 CKM in Financial Year ended March 31, 2019 to 471,341 CKM in Financial Year ended March 31, 2023, and (ii) domestic distribution lines rose from 582,100 CKM in Financial Year ended March 31, 2019 to 971,500 CKM in Financial Year ended March 31, 2023. To service a large generation installed base, the estimated investment in the transmission sector is expected to cumulatively reach approximately ₹2.30 trillion for Financial Year 2024-2028. Investments in distribution sector will be led primarily by spending under revamped distribution sector scheme, bolstered by smart metering investments, leading to cumulative investment in distribution to the tune of approximately ₹3.00-3.50 trillion over the next five years. *(Source: CRISIL Report)* Further, internationally, the lack of access to electricity across the African region has influenced public and private investments in the deployment of new transmission and distribution networks across the region. For instance, at present, 43% of the total population in the African region, lack access to electricity, which displays the critical need for electrical infrastructure in Africa. Further, power sector investment in Latin America and the Caribbean is also expected to increase to meet rising electricity demand and to modernise and expand grid infrastructure. (*Source: CRISIL Report)*

Our journey

One of our Promoters, Digambar Chunnilal Bagde, has experience of more than 40 years in the EPC industry and was at the helm of affairs of our Company from its inception. Digambar Chunnilal Bagde was also associated with Transrail Engineering Company Limited and Associated Transrail Structures Limited as promoter of such entities. A brief journey of our milestones is delineated below:



For further details, see "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years*" on page 207.

As on the date of this Draft Red Herring Prospectus, we have four operational manufacturing facilities including one tower testing facility. For details, see "-*Manufacturing Facilities*". Our key services and significant projects include:

- <u>Supply as well as design, engineering, procurement and construction of transmission lines and distribution lines</u> - As of September 30, 2023, we have designed, engineered, procured and constructed 33,500 CKM transmission lines and 30,000 CKM distribution lines, respectively, both domestically and internationally. Our Company operates as EPC service providers and as a supplier of engineered products in the power transmission and distribution segment. We also provide EPC services in relation to air insulated and gas insulated substations. The table below sets forth the orders procured by our Company during the six months period ended September 30, 2023 and Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, in our domestic and international power transmission and distribution business:

Geography of the client	**For the six months period ended September 30, 2023**		**Financial Year ended March 31, 2023**		**Financial Year ended March 31, 2022**		**Financial Year ended March 31, 2021**	
	Amount (in ₹ million)	**% of total orders procured in the power transmission and distribution business**	**Amount (in ₹ million)**	**% of total orders procured in the power transmission and distribution business**	**Amount (in ₹ million)**	**% of total orders procured in the power transmission and distribution business**	**Amount (in ₹ million)**	**% of total orders procured in the power transmission and distribution business**
In India	3,036.91	17.56	16,847.30	26.19	6,693.72	25.12	5,192.26	24.43
Outside India	14,256.00	82.44	47,487.73	73.81	19,951.66	74.88	16,060.39	75.57
Total	**17,292.91**	**100**	**64,335.03**	**100**	**26,645.37**	**100**	**21,252.65**	**100**

- Civil Construction - We provide EPC services including design in relation to bridges, tunnels, elevated roads and cooling towers. We have been awarded with the Kosi bridge project which is the largest civil construction project currently being executed in India by us. We have also emerged as an L1 bidder in two tunnel projects in Jammu and Kashmir. Our civil construction services are majorly provided domestically.

- Poles and Lighting - We have a diverse product manufacturing set-up, including high masts, street poles, luminaries, power transmission and distribution monopoles, stadium lighting, derrick structures, road gantries and signages, flag masts, solar streetlights, decorative poles etc. We operate as both manufacturers as well as supply, installation, testing and commissioning service providers in the poles and lighting segment. Our poles and lighting vertical primarily operates in the Indian markets with select projects internationally. Our products have been used in many landmark projects across India and have also been exported to many countries. A few examples include Mumbai Trans Harbour Link, M. Chinnaswamy cricket stadium in Bengaluru, Samruddhi Highway, LED traffic lights in Mumbai Qatar's sports and decorative lightings, Zambia's Lusaka city de-congestion project etc. Recently, we have expanded our factory by adding a dedicated facility for signages.

- Railway services - We provide several services in relation to railways including overhead electrification, signaling and telecommunication services, earthwork, track linking and other composite works. Our manufacturing units have supplied railway portals and overhead contact rods. Our railways vertical has operations only in India. We have provided services to government undertaking and corporations of the Ministry of Railways in India, in this segment.

Over a period of time, we have steadily invested into backward integration by adding manufacturing units for towers, conductors and poles to our business and have developed the ability to provide comprehensive solutions including designing, manufacturing, procuring, testing and supplying of conductors, towers etc. for our EPC projects and also towards direct supplies. Generally, these products and services cover a substantial part of the EPC value in a typical transmission line project, which reduces our dependency on third-party suppliers.

We cater to a wide client base in India including central public sector undertakings under the Ministry of Power of India, state government run and private power transmission and distribution companies. Further, we have actively diversified and expanded our business across the globe with our overall footprint of supply and service in 58 countries. We generally take export orders which are either funded by multilateral funding agencies or backed by letters of credit. As on September 30, 2023, our Order Book (including the projects where our Company emerged as the lowest bidder) comprises of international projects and domestic projects and is a healthy client mix with typically governmental authorities of various countries such as India, Bangladesh, Kenya, Tanzania, Niger, Nigeria, Mali, Cameroon, Philippines, Suriname, Nicaragua etc. Internationally, some of our biggest clients have been Power Grid Company of Bangladesh and Da Afghanistan Breshna Sherkat in Asia and Kenya Power and Lighting Company, West African Power Pool, Electricidade De Mocambique, E.P. Mozambique etc. in Africa. Further, in the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021, our Company has completed 27 projects across the globe across power transmission and distribution business.

We have shown strong financial performance, which is evident from our growing revenues and increasing orders. Our total revenue increased to ₹31,720.34 million in Financial Year ended March 31, 2023 from ₹21,921.73 million in Financial Year ended March 31, 2021 at a CAGR of 20% while our profit for the year increased to ₹1,075.68 million in Financial Year ended March 31, 2023 from ₹ 981.81 million in Financial Year ended March 31, 2021 at a CAGR of 5%. Further our order intake and Unexecuted Order Book has shown stellar growth. Our Unexecuted Order Book has almost doubled to ₹96,204.48 million (excluding L1's) as on September 30, 2023, from ₹51,796 million (excluding L1 orders) as of March 31, 2021.

STRENGTHS

We believe that the following competitive strengths have positioned us to benefit from the market dynamics and capture expected growth in the industry.

Track record of established presence and growth in power transmission and distribution vertical through our implementation and execution skills

We have completed more than 200 projects in power transmission and distribution vertical, along with comprehensive and extensive project execution capabilities in terms of manpower, supply of materials (including self-manufactured products) and availability of world class machinery, both in India and internationally. With our Company foraying into underground cabling and substations, we have a comprehensive execution profile for overhead transmission lines, monopole lines, underground cables, distribution networks as well as sub-stations. Additionally, we have developed extensive pre-qualifications in power transmission and distribution business owing to our extensive experience in the sector. As of September 30, 2023, we have constructed 33,500 CKM transmission lines (including more than 19,000 CKM of transmission lines which are above 132 kV thereby affirming our position as a reliable EPC partner in the ultra-high voltage ("**UHV**") transmission lines sector. Our in-house tower testing facility has tested more than 463 towers of various configurations. We have constructed India's first 1200 kV transmission lines that are currently charged at 400 kV. Further, we have also constructed distribution networks of 30,000 CKM including projects in India and Africa. Our Company has built substations of up to 400kV. We have also completed more than 300 track kilometers ("**TKM**") of overhead electrification, 80 TKM of track laying and 12 projects in relation to signaling and telecommunications for railway projects in India.

Established manufacturing facilities

Our first manufacturing facility in Vadodara, Gujarat, where we manufacture galvanized lattice steel towers, was established in 1994. The manufacturing facility located in Deoli, Maharashtra, for manufacturing of galvanized steel towers was established in the year 2009. In parallel, we expanded our business by setting up two manufacturing facilities in Silvassa, Dadra and Nagar Haveli, in 2007 and 2010, for manufacturing conductors and poles, respectively. Our factories are fitted with advanced computer numerical control ("**CNC**") machines, plasma / gas-cutting machines, shearing machines, welding facilities, large sized galvanizing baths, wire drawing machines and furnaces. As of September 30, 2023, we have supplied more than 1.30 million metric ton ("**MMT**") of towers, 150,000 kilometer ("**KM**") of conductors and more than 450,000 poles.

Further, our Company has an in-house tower testing facility located in Deoli, Maharashtra which houses our research and development team providing tower testing services with provisions for online viewing of the tower tests. For details, see " – *Properties*" on page 196. Our tower testing facility can test towers with a maximum height of 85 meters and we have tested towers up to 1,200 kV in this facility. We have tested 463 towers in-house as on September 30, 2023. This totals to approximately 12,000 MMT and includes various types of towers such as 392 of self-support, 11 guyed towers, 60 monopoles Out of the aforementioned towers, more than half are for foreign clients including those based out of Canada, Mexico, Malaysia, Philippines, Korea, Oman, Chile, Italy, Botswana, Nigeria, Ethiopia, Mozambique, Bangladesh, Cameroon, Liberia, etc. Some of the key customers are WAAP- West Africa and other central public sector undertakings under the Ministry of Power, state government run and private power transmission and distribution companies.

We also manufacture railway masts and copper rods for our railways vertical and poles and highmasts for our poles and lighting vertical. Our tower manufacturing and testing unit in Deoli, Maharashtra, pole manufacturing unit in Silvassa, Dadra and Nagar Haveli are CE certified and all our in-house testing facilities are NABL accredited. We also manufacture advanced high-tension low sag ("**HTLS**") and high temperature conductors ("**HTC**") at our conductor manufacturing unit in Silvassa, Dadra and Nagar Haveli. We aim to achieve full backward integration and our manufacturing facilities also have the capacity to manufacture the key components of towers, conductors and poles that we typically require in the construction of transmission lines. These manufacturing facilities help us reduce our dependence on third party suppliers for our key products.

We own specialized EPC equipment such as stringing machines, cranes, launching gantries and piling rigs. We have a workshop as well as central store house for machineries at Butibori, Nagpur, where we undertake major repair and maintenance of our EPC equipment ensuring reduced downtime for our operations.

Strong and diversified Order Book

Our Order Book has a healthy balance of international and domestic clients and has consistently witnessed growth over the past few years. We primarily focus on the quality of the products and services provided by us which helps us in honing our strong relationships with our clients. The following table sets forth a vertical wise summary of our Order Book as of September 30, 2023:

Business vertical	**Number of orders**	**Confirmed Unexecuted Order Book (in ₹ million)**	**L1 (in ₹ million)**	**Total (in ₹ million)**	**% of the total Order Book value**
Power transmission and distribution	52	86,589.54	23,878.61	110,468.15	66.12%
Civil construction	4	8,217.40	46,994.00	55,211.40	33.05%
Railways	3	805.97	0.00	805.97	0.48%
Poles and lighting	66	591.57	0.00	591.57	0.35%
Total	**125**	**96,204.48**	**70,872.61**	**167,077.09**	**100.00%**

Some of the leading projects secured by us in Financial Year ended March 31, 2023 also includes construction of river crossing transmission lines in Bangladesh approximately worth ₹41,105 million, L1 for construction of tunnels in Jammu and Kashmir worth approximately ₹44,845 million etc. Further, we generally take export orders which are either funded by multilateral funding agencies or backed by letters of credit, which reduces our risks in relation to any defaults in payments to be received by our Company. The breakdown of our Order Book based on the geography of our clients is set out below:

Geography of the client	**As at September 30, 2023**		**As at March 31, 2023**		**As at March 31, 2022**		**As at March 31, 2021**	
	Amount (in ₹ million)	**% of the Order Book**	**Amount (in ₹ million)**	**% of the Order Book**	**Amount (in ₹ million)**	**% of the Order Book**	**Amount (in ₹ million)**	**% of the Order Book**
India	31,212.16	32.44	33,770.10	35.11	28,615.14	48.44	35,003.34	67.58
International	64,992.32	67.56	62,422.69	64.89	30,460.73	51.56	16,792.43	32.42
Total	**96,204.48**	**100.00**	**96,192.79**	**100.00**	**59,075.87**	**100.00**	**51,795.79**	**100.00**

As of September 30, 2023, we had presence in various countries across the globe and in across various states in India as represented below:

Our Global Footprint

At Transrail Lighting Limited, we have expanded our presence and reach across the lengths and breadths of the globe. We have emerged as a global player with a strong presence in **58 Countries** across the world. On the domestic front, we are pan-India Company, having executed projects in all corners of India.

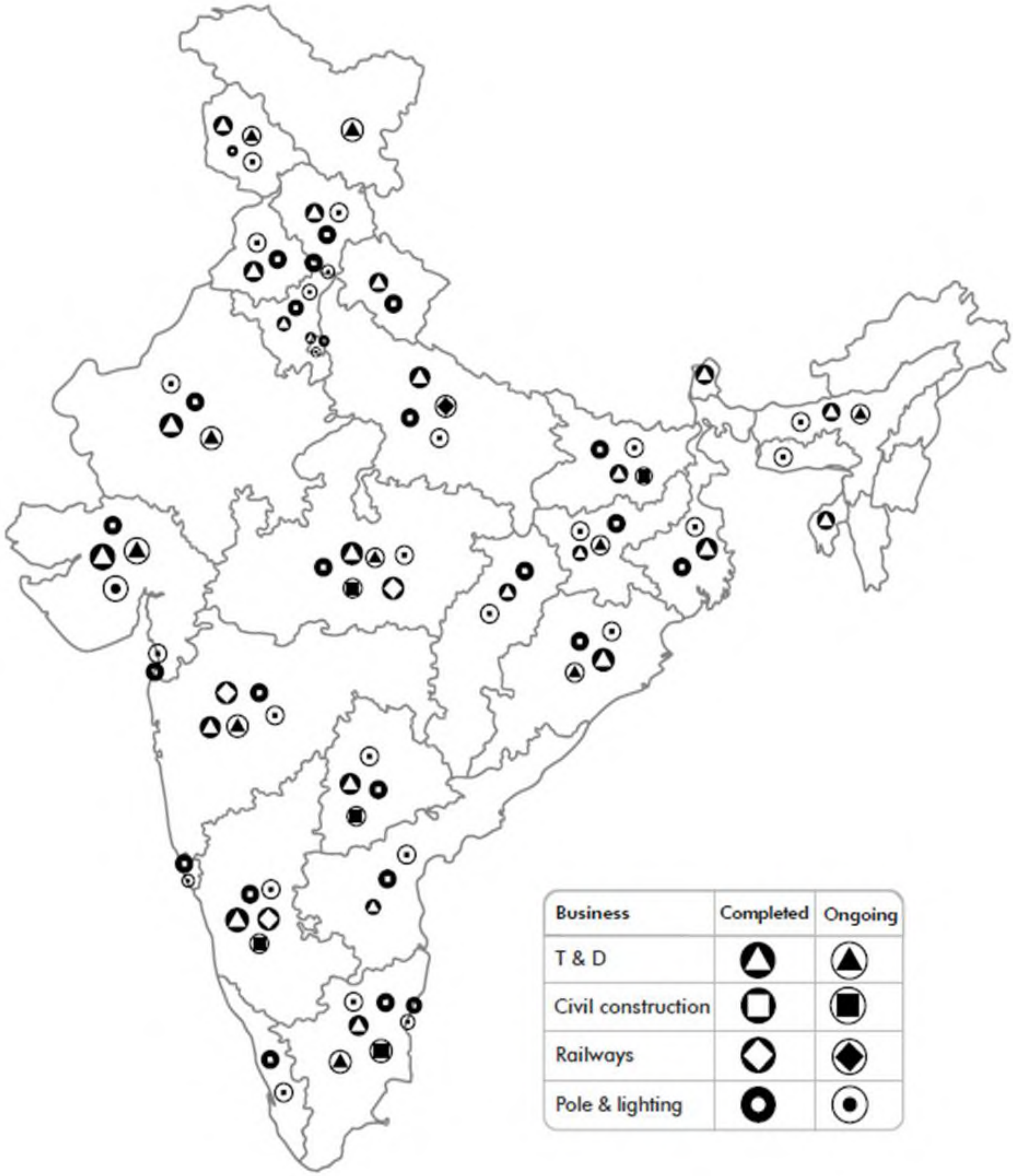
○ Ongoing

Bangladesh
Benin
Bhutan
Cameroon
Eswatini
India
Kenya
Latvia
Mali
Mozambique
Nicaragua
Niger
Nigeria
Oman
Philippines
Sri lanka
Suriname
Tanzania
The Gambia
Thailand
Togo
Burundi

● Completed

Bangladesh
Benin
Bhutan
Afghanistan
Algeria
Bolivia
Botswana
Burkina faso
Canada
Chile
Colombia
Dominican Republic
Ecuador
Egypt
Ethiopia
Finland
Gabon
Ghana
Guatemala
Indonesia
Iraq
Ivory Cost
India
Jordan
Kenya
Kuwait
Liberia
Mozambique
Mexico
Nepal
Namibia
Philippines
Oman
Poland
Qatar
Rwanda
South Koria
Srilanka
Senegal
Somalia
Sweden
Tanzania
Togo
UAE
Uganda
USA
Zambia

Our India Footprint



As one of the leading EPC players in the power transmission and distribution sector, we also leveraged our project management skills and other resources to expand our horizons and foray into other verticals, harnessing growth opportunities in such segments. We have longstanding relationship with some of our top clients such as Power Grid Company of Bangladesh, Kenya Power and Lighting Company etc.

Our global reach has also increased in the last three Financial Years to 58 countries in Financial Year ended March 31, 2023 from 46 countries in Financial Year ended March 31, 2021 in four continents.

Strong in-house designing and engineering

We undertake our EPC business in an integrated manner. Our Company has developed key competencies and resources in-house to deliver a project from conceptualization until completion. We have an experienced team of 83 designers and engineers who are specialists in each segment of our business with a total cumulative experience of more than 17,000 man months. We also have access to industry leading software for design and engineering including software such as PLS Tower, PLS Poles, I tower, Bocad, Staad Pro, PLS Star, PLS CAAD, PLS Lit, DiLux, AGI 32, Autocad 3D etc.

Our Company provides leading-edge solutions in areas such as execution safety, workforce management and quality. One example of such leading-edge solution is the use of light detection and ranging ("**LiDAR**") survey by our Company to survey the surface of the Earth in Niger, Benin and Cameroon. Our in-house integrated model includes a design and engineering team for each business vertical and has contributed to our ability to successfully complete projects on time, without compromising on quality and allowing us to capture a larger proportion of the value chain in the EPC business.

Experienced promoter(s) with strong management team, technical expertise and business divisions with specialized domain knowledge

We have seen robust business growth under the vision, leadership and guidance of one of our Promoters, Digambar Chunnilal Bagde, who has more than 40 years of experience in the EPC industry. In addition to our Promoters, we also have qualified and well-experienced Board of Directors, of which our Managing Director and CEO, Randeep Narang, has over 35 years of experience in the power transmission and distribution industry. We believe that our Promoter(s) and Board of Directors have played a key role in the development of our business and we benefit from their industry knowledge and expertise, vision and leadership.

Additionally, our Senior Management includes qualified, experienced and skilled professionals who have experience across various sectors. We have an in-house team of expert engineers specializing in civil, mechanical and electrical engineering, and a separate design team for each of our business vertical. Further, we have specialists in supply chain, quality assurance, EHS, information technology, finance and general management. As on September 30, 2023, we had 1,575 employees on board which mainly includes engineer and specialists working in various departments. We have respective subject matter experts for each segment of business, and we also have a hub and spoke model to cater to various geographies.

We believe the guidance of our Board and skillset and industrial experience of our Senior Management will enable us to continue to take advantage of future market opportunities and expand into newer markets. Our senior management team is able to leverage our market position with their collective experience and knowledge in the EPC industry, to execute our business strategies and drive our future growth. Our department heads have an average experience of over 22 years in various leadership roles. For further details relating to our Key Managerial Personnel and Senior Managerial Personnel, see *"Our Management – Key Managerial Personnel and Senior Managerial Personnel"* on page 228.

Quality assurance

Our facilities are ISO 9001:2015 certified organization for Quality Management System, ISO 14001:2015 certified for Environmental Management System, ISO 27001:13 certified for Communications Security and ISO 45001:2018 certified for Occupational Health and Safety Management System. We have also received certifications based on external inspections such as CE and NABL.

In addition to the inspections conducted by the external agencies, we also conduct internal inspection and incremental quality control of raw materials used for our projects in order to maintain quality assurance. We believe that strict procedures followed by us help us to ensure timely delivery and competitive prices of our products and services in the market.

Further, in order to derive better insights into the markets for raw materials we maintain strong relationships with our suppliers. This also helps us to manage our raw material supply chain and inventory, resulting in greater predictability of supply and, consequently, a greater ability to meet production schedules and achieve timely delivery of our products and services for our clients.

Strong and consistent financial performance

The significant growth of our business in the six months period ended September 30, 2023, and the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021has contributed significantly to our financial strength. Our total revenue increased at a CAGR of 20% while our profit for the year increased at a CAGR of 5%. Our strong growth even during COVID-19 pandemic period is a strong testament to our resilience and efficiencies.

The table below sets forth certain key financial parameters on a consolidated basis for the periods indicated:

(in ₹ million, except where specified otherwise)

Particulars	**As at / for the six months period ended**	**As at / for the Financial Year ended March 31,**		
	September 30, 2023	**2023**	**2022**	**2021**
Revenue from Operation	18,467.91	31,521.56	23,500.15	21,855.15
Revenue growth	N.A.	34.13%	7.53%	N.A.

Particulars	As at / for the six months period ended	As at / for the Financial Year ended March 31,		
	September 30, 2023	2023	2022	2021
EBITDA$	2,089.76	2,939.35	2,056.68	2,525.44
EBITDA Margin (in %)	11.32	9.32	8.75	11.56
Profit After Tax	848.88	1,075.68	647.07	981.81
Return on Capital Employed (in %)#	11.72%*	18.27%	14.94%	22.18%
Working capital days@	60	53	61	54
Debt equity ratio	0.62	0.78	0.71	0.76
Net Debt to EBITDA	2.27	1.63	2.00	1.35

**Not annualized*
$EBITDA: Profit for the year plus tax expenses plus finance cost plus depreciation and amortization expense less other income
#Return on Capital Employed: Earning before interest and tax/ Capital Employed.
@ Number of days is based on 180 days for September 30, 2023

Our Company has continuously satisfied the minimum financial eligibility criteria for bidding in EPC projects for most of the tenders, which generally comprises of financial parameters such as net worth and profitability. We believe that we have been able to maintain our growth, due to our in-house integrated model, efficient project execution and our prudent bidding strategy. We strive to maintain a robust financial position with emphasis on having a strong balance sheet. Our balance sheet enables us to fund our strategic initiatives, pursue opportunities for growth and better manage unanticipated cash flow variations. Our financial strength enables us to access bank guarantees and letters of credit at reasonable terms.

We have been able to maintain comparatively better margins in the industry because of our self-dependency for major components of power transmission and distribution projects like towers, monopoles and conductors coupled with our frugal and efficient operational practices.

Our Company has received the following credit ratings:

Facilities	Long term rating	Short term rating	Amount (in ₹ million)
CRISIL Ratings Limited	A / Positive	A1	50,700
India Ratings and Research	A+ / Stable	A1 +	4,300

STRATEGIES

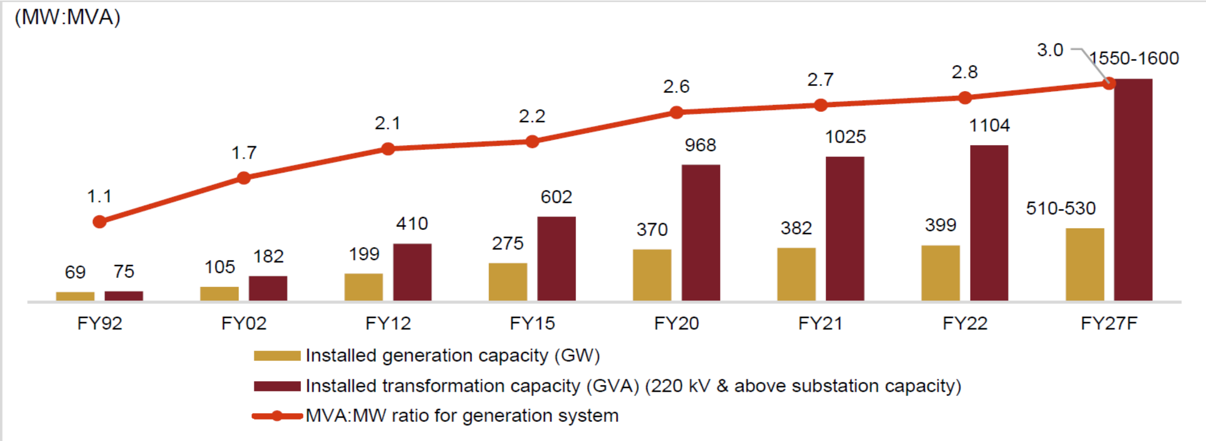
We intend to strengthen our position as one of the leading infrastructure turnkey solutions provider in the EPC space in India and internationally by implementing the following strategies:

Leverage our technical expertise, specialized domain knowledge and experience to expand our core competencies in power transmission and distribution segment, both domestic and international.

Our focus has been streamlined on the engineering, procurement and construction in power transmission and distribution vertical of our business. The power transmission and distribution business vertical contributed approximately 77.98% to our total revenue from operations in the Financial Year ended March 31, 2023. This is supported by backward integration of establishing own manufacturing units for towers, conductors and monopoles.

Robust generation capacity addition over the years and government's focus on 100% rural electrification through last mile connectivity has led to extensive expansion of the power transmission and distribution system across India. The total length of (i) domestic transmission lines rose from 413,407 CKM in Financial Year ended March 31, 2019 to 471,341 CKM in Financial Year ended March 31, 2023, and (ii) domestic distribution lines rose from 582,100 CKM in Financial Year ended March 31, 2019 to 971,500 CKM in Financial Year ended March 31, 2023. The total transmission line length (above 220 kV) has increased at 3.3% CAGR from Financial Year ended March 31, 2019 to Financial Year ended March 31, 2023. This increase can also be attributed to an increase in the commissioning of the 765 kV lines, growing at a CAGR of approximately 6% over the same period. Further, the growth in sub-station capacities have majorly seen traction in 220 kV, 400 kV and 765 kV segments, contributing to 33%, 40% and 23% of the incremental additions between Financial Year 2019 and Financial Year ended March 31, 2023. Investments in distribution sector will be led primarily by spending under revamped distribution sector scheme, bolstered by smart metering investments, leading to cumulative investment in distribution to the tune of approximately ₹3.00-3.50 trillion over the next five years. *(Source: CRISIL Report)*

With the government's focus on alleviating congestion, transmission capacities are expected to witness growth in transformation capacity additions. The figure below shows the growth in the transformation capacity in comparison to the generation capacity in India. *(Source: CRISIL Report)*



Source: CRISIL Report

Planned transmission capacity till the year 2030

Transmission system type/ voltage class	Unit	Capacity additions till 2030
(a) ± 800 kV	ckm	6,200
(b) ± 350 kV	ckm	1,920
(c) 765 kV	ckm	25,960
(d) 400 kV	ckm	15,758
(e) 220 kV cable	ckm	1,052
Total transmission lines	**ckm**	**50,890**
(a) ± 800 kV	MVA	20,000
(b) ± 350 kV	MVA	5,000
(c) 765 kV	MVA	274,500
(d) 400 kV	MVA	134,075
(e) 220 kV cable	MVA	0
Total substations	**MVA**	**433,575**

Source: CEA, CRISIL Consulting

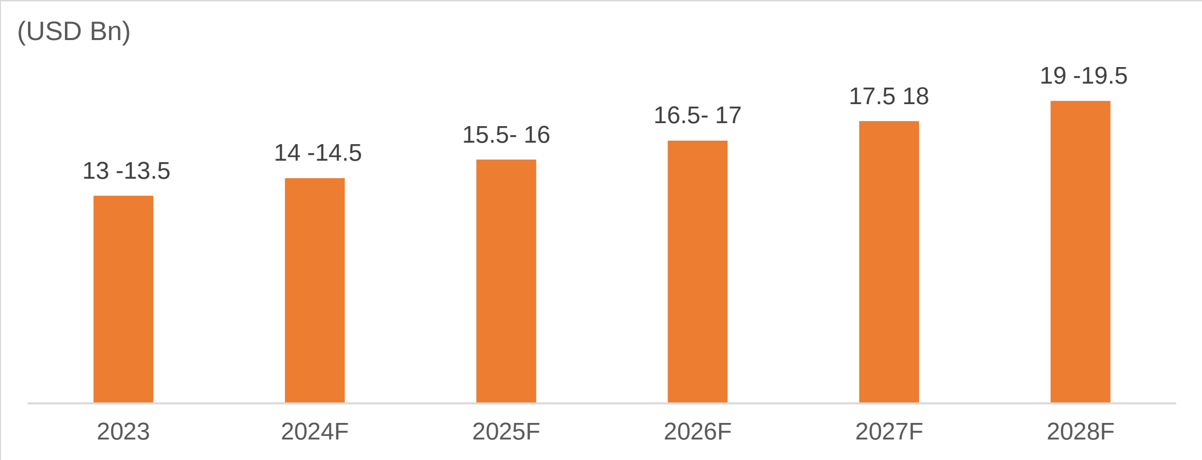
The CEA has published a report on the broad transmission system roadmap for reliable integration of 537 GW RE capacity by the year 2030. As per the report the inter-regional capacity addition till the year 2030 in India will be as follows: *(Source: CRISIL Report)*

Inter-regional capacity	Capacity additions till 2030 (MW)
West – East	22,790
West – North	62,720
West – South	28,120
North – East	22,530
South – East	7,830
East – Northeast	2,860
Northeast – North	3,000
Total	**149,850**

Source: CRISIL Report

With significant investments is expected in the power transmission and distribution sector in India from Financial Year ended March 31, 2024 to Financial Year ended March 31, 2028, the market for EPC for power transmission and distribution will also improve. The cost breakup of a power transmission and distribution infrastructure including EPC vary depending on size, complexity, no. of lines, substations, location, topography of land and prevailing market conditions. Generally, equipment costs account for approximately 50-60% of total cost. Design and engineering contributes to around 5-10% of the total cost. Civil construction including labor, material and erection work account for around 15-20% of the total cost. Apart from these costs, other costs such as land acquisition, administrative expenses, project management, approvals/clearance, compensations contribute to 15-20% of the total cost. Considering the expected investment in power transmission and distribution segment, Indian power transmission and distribution EPC market is estimated at around USD 19-19.5 billion by the year 2028. The Indian power transmission and distribution EPC market is expected to experience significant growth in the coming years driven by increasing electricity demand, government initiatives, strong thrust on sustainability and rising adoption of smart grid technologies. *(Source: CRISIL Report)*

Expected power transmission and distribution EPC Market for India



Source: CRISIL Report

We intend to continue our focus on EPC projects of power transmission and distribution lines including supplies of power transmission and distribution segment products. We intend to continue to expand our product and service portfolio in this segment and add new geographies. We will also further strengthen our substation and underground cabling businesses. The extensive experience of domestic power transmission and distribution projects helped us to expand internationally.

Expand our EPC portfolio into other allied/ancillary infrastructure sectors

We continue to maintain and strengthen our market position of our EPC business in India and internationally. Government of India has been clearly focused on development of infrastructure in the country and we intend to harness such opportunities and expand the scope of EPC civil services to focus on projects from the Government of India and other programmes for bridges, tunnels and other transmission solutions.

With the government increasing the target for investments in national highways over the next five years, construction of bridges and elevated roads is also expected to rise substantially, supported by road capex in north-east region, safety and traffic regulation concerns for village/ town intersection, and robust connectivity between national highways. As of December 2022, India had in total about 44.40 KM of tunnels in operation compared with 119.30 KM under construction and another 191.60 KM in the planning stage. The Ministry of Road Transport and Highways has set the target to complete 355 KM of tunnels by 2027. This tunnelling infrastructure opens immense opportunities for contractors, consultants, technology and equipment providers, material suppliers etc. over the long term. *(Source: CRISIL Report)*

Over the next few years, we will continue to focus on existing projects while seeking opportunities to expand our portfolio into other allied/ancillary infrastructure sectors. We are proposing to acquire BH business of Gammon Engineers and Contractors Private Limited, in order to expand our scope to hydro power projects as well. Further, we are also planning to expand our footprint in the solar EPC industry by including turnkey projects in relation to installation of solar rooftops, solar streetlights, ground mounted solar projects etc. We intend to draw on our experience, asset base, market position and ability to execute and manage multiple projects across various geographies to further grow our portfolio of EPC projects.

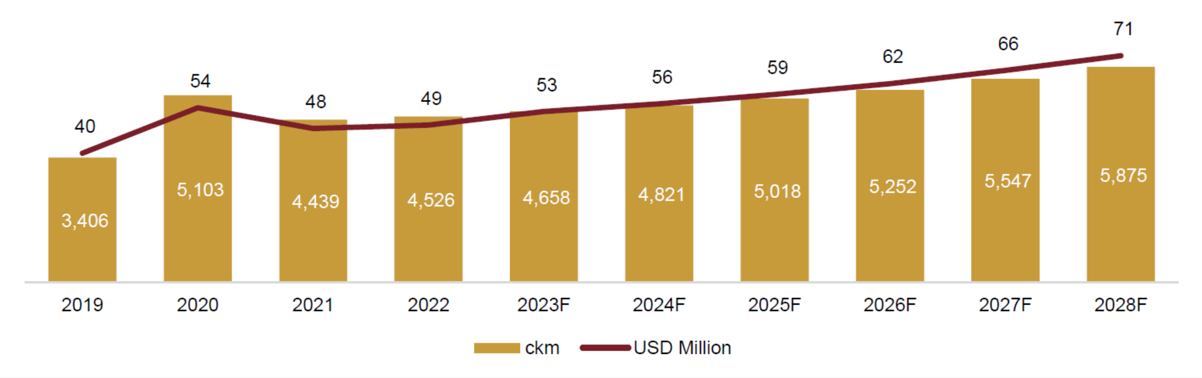
In-house integration has been an integral part of our growth over the years, and we seek to focus on further enhancing our in-house competencies by expanding into various functional aspects of our projects thereby eliminating dependence on third parties. Depending on the nature of projects that we may bid for and win in future, we shall continue to invest in developing our design and engineering capabilities. With experience gained through working and supplying our products in 58 countries for our power transmission and distribution vertical, we are poised for leveraging this expertise to take our other business verticals international. All our other verticals like civil construction, poles and lighting and railways have business prospects internationally and through our network and existing set-up in close to 22 countries we will be able to take the other verticals international.

Focusing on expanding the market for our conductors and to leverage our new age HTLS conductors

We have successfully supplied conductors from our Silvassa factory to various projects around the world. We not only manufacture a very wide range of conventional overhead power conductors but have also successfully enhanced our offerings by adding high temperature conductors ("**HTC**") and HTLS conductors as new products.

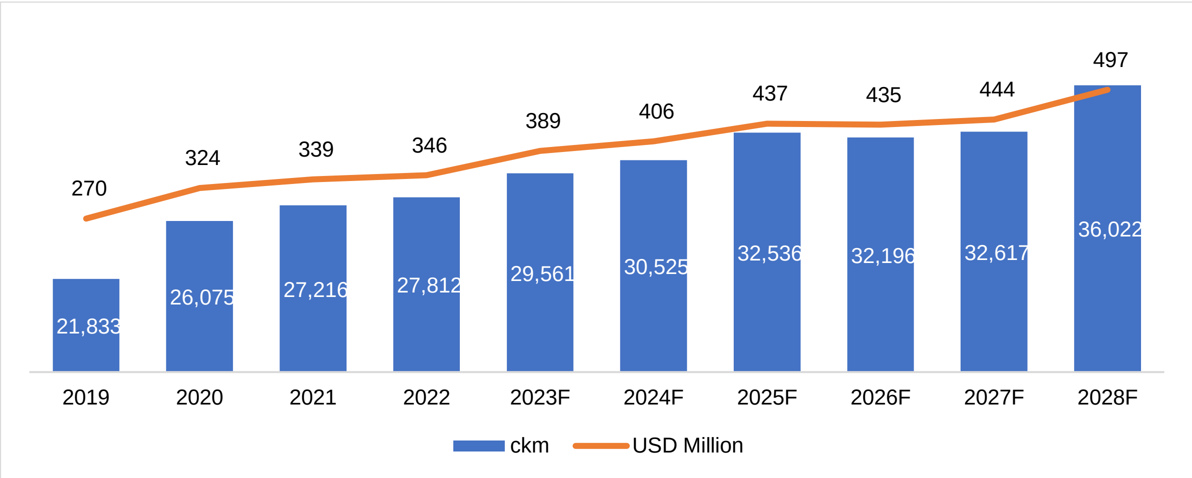
The market trend for HTCs has been experiencing significant growth and interest in recent years. As electricity demand continues to rise and power transmission networks face increasing challenges, there is a growing need for conductors that can handle higher electrical loads and offer enhanced efficiency. Moreover, as the world transitions to a cleaner and more sustainable energy mix, HTCs play a crucial role in supporting the integration of renewable energy sources into the grid, ensuring efficient power transfer from remote generation sites to population centers. Governments and utilities are increasingly investing in upgrading transmission infrastructure with HTCs, making it one of the key drivers of innovation and modernization in the power transmission and distribution industry. *(Source: CRISIL Report)*

The figure below indicates the Indian HTLS forecast for Financial Year ended March 31, 2019 to Financial Year ended March 31, 2028:



Source: CRISIL Report

<u>Global HTLS forecast for FY 2019 to 2028 (length and investments)</u>



Source: CRISIL Consulting

In different parts of the world, various grid owners are finding the use of these conductors more efficient in the long term due to the many advantages they offer over the conventional ones. Their current carrying capacity is higher which makes it useful in cases where only by replacing the conductors and using the same towers and right of way ("**RoW**"), the transmission line can be upgraded to carry more current. The power losses are also lesser in most cases and hence many new lines are using such conductors. While they are a costly alternative when seen in isolation, in comparison with conventional conductors, on an overall basis and in longer term such conductors are generally more efficient. Overall, these are regarded as greener alternative.

Our Company intends to harness the growth opportunity in this segment by successfully manufacturing various kinds of HTC and HTLS conductors like high voltage composite reinforced conductors, solid carbon core product (patented by Epsilon Composite), gap-type aluminium conductor steel reinforced gap conductors, aluminium conductor steel supported etc.

Expanding our international business

We wish to strengthen our presence in selected countries such as West Africa, East Africa, South Asian Association for Regional Cooperation ("**SAARC**") and Southeast Asia by securing more orders and achieving economies of scale. Further, we wish to expand our Company's footprint in current and new international markets by leveraging the resources and experiences achieved by us in the past in similar geographies. These would also include Latin American countries and Middle East and North African countries.

According to CRISIL Report, the market trend of increasing power transmission and distribution lines across the globe has been characterized by significant growth and development along with certain key factors including the rising electricity demand, renewable energy integration, interconnection projects, government initiatives and investments, and technological advancements, among others. Regions including Asia Pacific and Africa have experienced robust economic growth and rapid urbanization, leading to the increasing demand for electricity. China is planning to invest over $1 trillion in new transmission lines by 2025. India is planning to invest over $200 billion in new transmission lines by 2027. In Philippines, the Department of Energy and the National Transmission Corporation are targeting to complete by end-2023 a smart and green grid plan aimed at ensuring the seamless integration of additional renewable energy capacity to the grid in the coming years. Electricity Generating Authority of Thailand has planned number of transmission system development and expansion projects for bulk power supply, power purchase from IPPs, transmission system renovation and expansion etc. for a green energy future. Vietnam's National Power Transmission Corporation has started eleven 220-500kV transmission power grid projects and energized eleven projects. In February 2023, the Government of Kenya entered into a public-private partnership with Power

Grid Corporation of India Limited to build a 237 KM transmission line under the pan-African investment firm, Africa50. This line will lead to the formation of Kenya's first privately-owned electricity transmission line, which will be built on an investment of approximately USD 298 million. *(Source: CRISIL Report)*

We are also exploring developed markets like Australia for our products like towers, conductors and monopoles.

We believe that geographical diversification of our projects will reduce our reliance on particular countries and allow us to capitalise on different growth trends across the globe. We believe that our strategy of focusing on further developing our existing markets as well as expanding into new markets with high growth potential will enable us to effectively target growth opportunities, widen our revenue base, as well as reduce the risk of volatile market conditions and price fluctuations resulting from concentration of resources in a particular geographic region.

We are developing policies and inculcating best practices to ensure business sustainability. We have also increased our focus on environmental and social governance ("**ESG**") in the recent past.

In order to be closer to the customer, faster execution and decision making, business development for new opportunities, we have created a Hub Structure where we are creating centres for each region and placing our senior resources for faster and decentralized mode of working. Further, we shall continue to leverage our domestic strength including the qualification experiences, to further participate in international markets.

Enhancing the Company's pole and lighting business in various product categories

We plan to further strengthen our product portfolio and more importantly increase our geographical footprint for the pole and lighting business vertical of our Company. We have been successful in getting good traction in our newly launched products like traffic lights, signage etc., which we will continue to focus on. Further, we want to take our solar street lighting product range global. We will also focus on adding architectural illumination segment to our already existing poles and lighting business vertical.

DESCRIPTION OF OUR BUSINESS AND OPERATIONS

We provide a comprehensive range of service offerings in the EPC space for a diversified portfolio of businesses like power transmission and distribution including substation projects, specialised civil projects, poles and lighting, and railway projects. Our primary focus is on the power transmission and distribution space. For further details, see "*- Overview*" on page 173.

The key projects completed by us in the last five years for each of our business verticals, based on the project completion cost, are set out below:

Sr. No.	Description of project	Date of completion	Project completion cost (in ₹ million)
Power Transmission and Distribution			
1.	Rural electrification projects under the last mile connectivity program) in Kenya	January 24, 2022	2,715.69
2.	Transmission Line Package TL03 for: (i) Khetri-Jhatikara 765kV D/C line; and (ii) Khetri-Sikar(PG) 400kV D/C line (AL59); associated with transmission system	October 4, 2021	4,989.50
3.	500 kV S/C Aquina to Sheberghan overhead transmission line and 220 kV D/C OHL Sheberghan to Mazar-e-Sharif overhead transmission line (Afghanistan)	November 20, 2020	4,196.00
4.	400 kV D/C Punatsangchu-I to Lhamoizingkha transmission line (Bhutan) (Package B)	November 5, 2019	3,029.20
5.	765kV DC transmission line from Ariyalur to Thiruvalam and LILO of Pugalur-Kalivanthapattu 400 kV DC line	August 30, 2019	9,425.70
6.	10 numbers of 400 kV and 765 kV lines in Central India region	March 31, 2019	8,977.80
Civil Construction			
1.	Tunnel project in Jammu and Kashmir	December 30, 2021	1,974.40
Poles and Lighting			
1.	Signages for Mumbai-Nagpur Samruddhi Expressway	April 10, 2023	108.00
2.	Solar street lighting for Lusaka City decongestion roads	April 22, 2021	330.00
3.	Highmast Pole and Lighting for Udaipur-Chittorgarh road	November 2, 2022	176.00
Railways			
1.	Raiway Electrification (Solapur Hodgi)	March 8, 2022	294.78
2.	Railway Electrification (Katni Shingrauli)	March 4, 2021	765.80

Our Order Book

Our Company's Order Book as of a particular date comprises the estimated revenues from the unexecuted portions of our existing contracts. Further, our Company's Order Book as of a particular date is calculated on the basis of the aggregate contract value of our ongoing projects as of such date reduced by the value of work executed by us until such date, as certified by the relevant client. The manner in which we calculate and present our Company's Order Book information may vary from the manner in which such information is calculated and presented by other companies, including our competitors. For further details, see *"Risk Factors – Our Order Book may not be representative of our possible future results as projects included in* *our Order Book, particularly for the projects where we have emerged as the lowest bidder, may be cancelled, modified or delayed for reasons which may be considered to be beyond our control and such cancellation, modification or delay may materially and adversely affect our business, future prospects, reputation, financial condition and results of operation"* on page 29.

Our diversified portfolio spreads across the following focus areas:

Power Transmission and Distribution

Our power transmission and distribution portfolio includes a wide range of services such as designing, manufacturing, testing, installation and supply of galvanized steel structures for power transmission and distribution. Further, our substation projects are also executed under our power transmission and distribution vertical.

The following table shows our major ongoing domestic and international projects in relation to our power transmission and distribution business including substation projects basis Unexecuted Order Book value:

Sr. No.	Description of the project	Location	Unexecuted Order Book value (in ₹ million)
Domestic Projects			
1.	765 kV Khavda II-B transmission line	Gujarat	2,856
2.	Construction of 400 kV double circuit transmission line of approximately 30 KM from Kishtwar (GIS) pooling station to Kiru HE Project in Jammu and Kashmir using our own make of HTLS conductors	Jammu and Kashmir	2,507
3.	765 kV Khavda RE transmission line	Gujarat	2,010
4.	Khavda transmission line Ahmedabad	Gujarat	2,070
5.	Construction of 765 kV double circuit transmission line of 72 KM from Virudhunagar to Coimbatore (Tamil Nadu)	Tamil Nadu	2,082
International Projects			
1.	Turnkey EPC of 400kV double circuit River Crossing transmission lines - Rooppur Dhaka and Rooppur Gopalganj with a length of 8.99 KM involving 15 Towers locations	Bangladesh	22,136
2.	Turnkey EPC of 230 kV double circuit River Crossing Transmission Lines - Rooppur Dhamrai with a length of 7 KM involving 11 Towers locations	Bangladesh	17,497
3.	Turnkey EPC of 225 kV double circuit Transmission Line of 289 KM from Manantali to Bamako including the extension of the 225/30 sub-station at Manantali and the construction of a new 225/33 kV Sub-Station in Kambila	Mali	2,707
4.	Turnkey EPC of 400 kV double circuit quad bundle River Crossing Transmission Line over Jamuna River (8.25 KM) involving 14 towers locations	Bangladesh	4,638
5.	400kv Kisada-Mbeya TL Lot-2 in Tanzania	Tanzania	5,228

Civil Construction

The civil construction vertical of the Company is focused on construction of bridges, tunnels, elevated roads, and other civil infrastructure projects. Over the years, we have aligned ourselves to contribute towards nation building by bringing in vast project management experience, pool of resources and a passion to create advanced and long- lasting engineering assets. Under the prestigious Bharatmala project, NHAI has awarded construction of India's longest river bridge on the river Kosi in Bihar, to our Company**.** This project involves construction of 10 km of the river bridge which will reduce traffic time within important cities of Bihar by 90 minutes.

The following table shows some of our major ongoing projects in relation to our civil construction business basis value of the projects:

Sr. No.	Description of the project	Location	Unexecuted Order Book value (in ₹ million)
1.	Turnkey EPC of a 10.2 KM long two -lane bridge over Kosi River in the state of Bihar on the NH-527A	Bihar	4,415
2.	Turnkey EPC of 2 NDCT (Natural Draft Cooling Towers) at STPP in Yadadri, Telangana	Telangana	888
3.	Turnkey EPC of 2 NDCT (Natural Draft Cooling Towers) at STPP in Udanguri, Tamil Nadu	Tamil Nadu	949
4.	Turnkey EPC of four lane elevated road of 4.255 KM at Begusrai, Bihar	Bihar	1,965

Poles and Lighting

Our Company entered into the lighting solutions business with a vision to be at the forefront of innovation. We manufacture pole structures for various applications such as high masts, streetlights, solar streetlights, distribution monopoles and stadium masts, transmission monopoles amongst others. These poles are structurally designed to stringent specifications that meet or exceed global standards. In Financial Year ended March 31, 2022, we also introduced products such as decorative cast iron and cast aluminium poles, fiber reinforced polymer poles ("**FRP Poles**"), glass reinforced polymer poles ("**GRP Poles**") and increased the family of light-emitting diode ("**LED**") luminaries in our product line-up. We receive significant export orders to supply poles and lighting solutions from various countries in Africa and Middle East. A few examples of our projects include Mumbai Trans Harbour Link, M. Chinnaswammy cricket stadium in Bengaluru, Jagdishpur-Faizabad Highway leading to Ayodhya, Samruddhi Highway, LED traffic lights in Mumbai, Qatar's sports and decorative lightings, Zambia's Lusaka city de-congestion project etc. The gestation period of such projects received by our poles and lighting vertical is very short as a result none of our projects in our poles and lighting vertical have long term agreements. Over the years, we have strengthened our focus on the supply, installation, testing and commissioning business in the highway lighting portfolio and solar projects. We have a manufacturing tie-up with a luminary manufacturer (small-scale industry) based in India which undertakes contract manufacturing of the luminary portion of the lighting solutions under our brand name.

Railways

We have implemented railway projects involving electrification, earthwork, signalling, and telecommunications, amongst others. Our offerings cater to the civil and electrical needs of railway industry. We have successfully delivered an overhead equipment project and implemented various signaling and telecommunication works. Our recent orders include orders from central public sector undertakings under the Ministry of Railways which will help us to strengthen our reach in the railways business.

The following table shows some of our ongoing projects in relation to our railways business basis value of projects:

Sr. No.	Name of the project	Location	Unexecuted Order Book value (in ₹ million)
1.	Mau - Azamgarh: S and T, OHE work for 44.5 TKM	Azamgarh, Uttar Pradesh	218
2.	Azamgarh – Shaganj: S and T, OHE work for 55.25 TKM	Azamgarh, Uttar Pradesh	449
3.	Phepana – Indara: S and T, OHE work for 50 TKM	Rashra, Uttar Pradesh	135

As of September 30, 2023, we had presence in the railways sector across 2 states in India i.e. Uttar Pradesh and Madhya Pradesh.

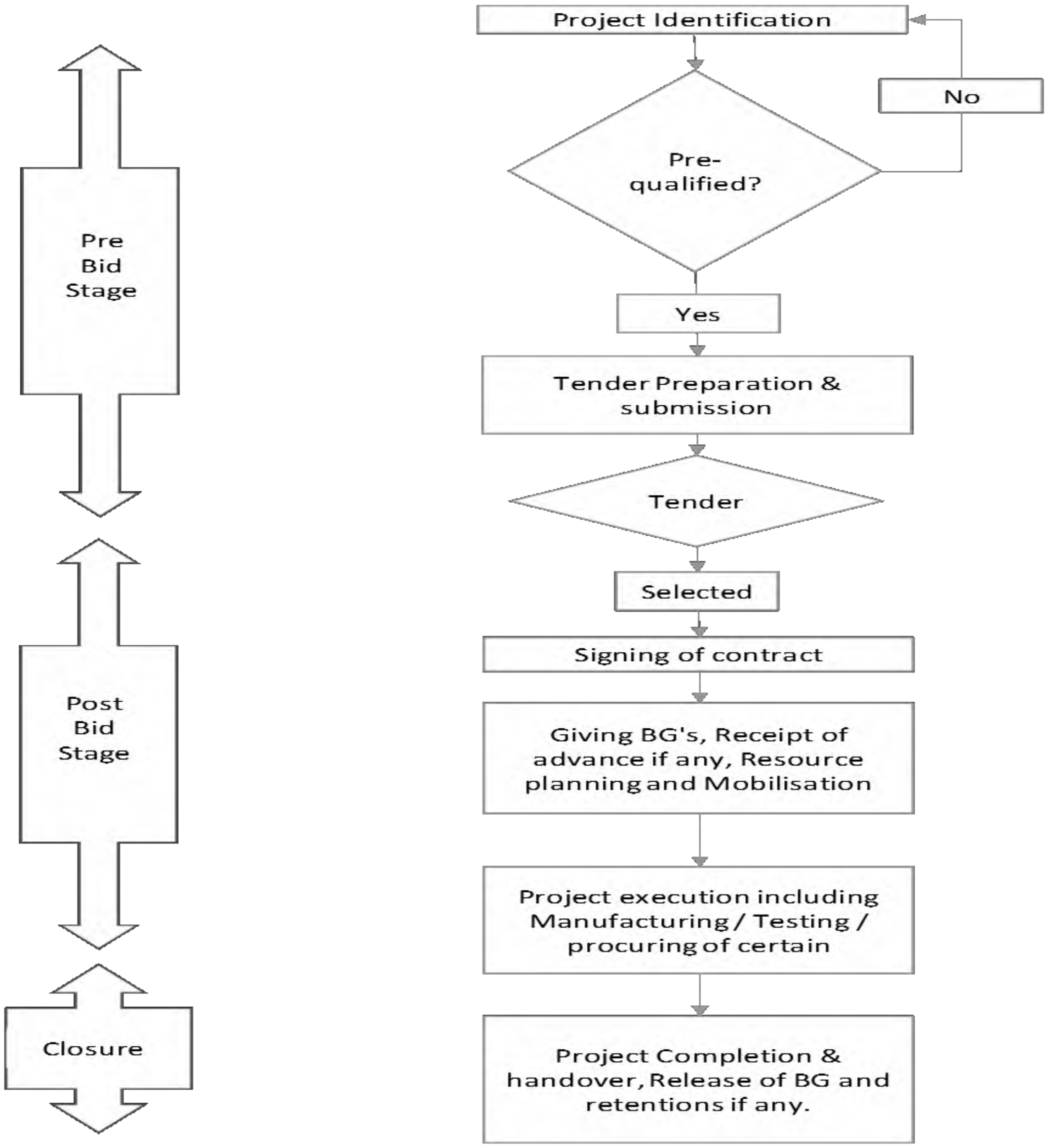
Key highlights of our completed projects in the power transmission and distribution sector

The details of a few of our completed projects in the power transmission and distribution sector as on the date of this Draft Red Herring Prospectus is as below:

Name of client	Scope of project	Location	Outperformance by our Company
Da Afghanistan Breshna Sherkat	Procurement of plant design, supply and install 500kV S/C OHL Aquina to Sheberghan and 220kV D/C OHL Sheberghan to Mazar-e-Sharif	Afghanistan	Our Company finished this project to the client's satisfaction and in compliance with the contract. We overcame all the challenges by proper planning, agile teams, focused approach to finish the project faster, including regular site visits from our head office. Our Company was awarded safety certificates in relation to this project.
Kenya Power and Lighting Company	Rural electrification projects under the last mile connectivity program) in Kenya phase I and II	Kenya	Our Company, through our meticulous planning not only completed the phase I of the last mile connectivity project but was also awarded other lots of the project by Kenya Power and Lighting Company in phase II of the project, based on the competencies of our Company. We mobilized many engineers from India and also hired many locals to ensure this widespread project is completed as per the contractual requirements.

Project Cycle

The various steps involved in the life cycle of a typical project is described below:



<u>*Pre-bid Stage*</u>

Initial Evaluation	Initial survey and design	Technical and Financial bid
✓ Study of the Tender documents. ✓ Country risk assessment ✓ Size of the project. ✓ Potential bottlenecks. ✓ Past experience ✓ Cash flow assessment ✓ Qualification criteria	Site visit to assess: ✓ Terrain, ✓ Soil strata, ✓ Resource availability. ✓ Statutory compliances ✓ Pre-bid meetings Basic design workings for cost inputs.	Technical proposal as per the site survey and design team's inputs and considering the tender requirements. Financial bid preparation including assessment of ✓ Manufacturing cost ✓ Procurement cost ✓ Logistics costs ✓ Construction costs ✓ Overhead costs ✓ Financial costs etc.

Initial Evaluation	Initial survey and design	Technical and Financial bid
		Total bid price assessment after accounting for profitability, contingency buffer and anticipation of competition.

Our Company has a dedicated and focused tender department that is responsible for bidding and pre-qualifications. The tender department is responsible for, *inter alia*, evaluating our Company's credentials in light of the stipulated eligibility criteria. While we endeavor to meet eligibility criteria for projects on our own, in the event we are unable to meet the criteria, we look to form project specific consortiums/ joint venture with other qualified contractors in some cases and strengthen our chances of pre-qualifying and winning the bid for the project.

We secure our EPC projects primarily through a competitive bidding process. Our prospective clients typically publish tenders/advertise for potential projects. Accordingly, our tender department regularly reviews and scans the request for proposals released by our potential clients, in order to identify projects that could be viable for us. After such projects are identified, the tender department seeks necessary approvals of the respective business heads of our Company for the same, which is dependent upon various factors such as the funding quality of the project, geographic location and the degree of complexity in executing the project in such location, the likelihood of additional work, the project cost and profitability estimates and our competitive advantage relative to other likely bidders. Thereafter, we submit bids for the projects that have been identified and approved by our business heads.

Notices inviting bids may either involve a single stage bid or a two-stage bid.

- *Single-stage bid process*: In this process, the client may choose to invite bids through a post-qualification process wherein the contractor is required to submit the financial bid along with the information mentioned above in two separate envelopes. In such a situation, the client typically evaluates the technical bid or pre-qualification application initially and then opens the financial bids only to those contractors who meet the stipulated criteria.

- *Two-stage bid process*: In this process, the contractors who meet the pre-qualifications are shortlisted after due process and then only those who are eligible to bid among the pre-qualified contractors proceed for bidding for the project. The first stage of the two-stage bid process includes obtaining pre-qualification by the contractors such as experience, technical ability and performance, reputation for quality, safety record, financial strength, bonding capacity and size of previous contracts in similar projects. The second stage requires us to submit a financial bid for which our Company typically conducts an in-depth study of the proposed project, which *inter alia* includes, (i) study of the technical and commercial conditions and requirements of the project; (ii) a site visit to determine the site conditions by studying the terrain and access to the site; (iii) local market survey to determine availability and prices of key construction material, labour, and specialist sub-contractors, as the need may arise; and (iv) analysis of the incidence and rates of local taxes and levies (if any) at the project site. This, in addition to the information gathered from the local market survey, is utilized to arrive at the cost of items in the bill of quantities ("**BOQ**"). This estimate is then marked-up to arrive at the bid price which is based on overheads, expenditure and profitability benchmark as per our policies.

Post-bid Stage

Site survey, Design and Budgeting	Procurement plan and mobilization	Project execution and monitoring
✓ Detailed site survey is undertaken which gives inputs for Design and Engineering of the project. ✓ In case of transmission line (**"**TL") projects tower and foundation designs are engineered and applied for testing / approvals. Route alignment is also worked client, so the foundation and tower types are finalised and the final BOQ is prepared. ✓ Detailed execution plan is made for various activities and accordingly resource planning is done. ✓ Zero base budgeting is done based on costing of raw material, sub-contractor requirement, manpower and overhead costs.	✓ Detailed procurement plan is made including manufacturing plan (in case of Tower / conductors if TL project and if being supplied from our factories) depending on the execution plan. ✓ Key Site team is mobilized. ✓ In case of new foreign sites, required statutory registrations are completed and bank accounts are opened. ✓ Hiring of sub-contractors is planned and negotiated. ✓ Equipment requirement is assessed and mobilized or new assets are purchased as per the plan.	✓ Based on construction methodology, the on ground project team initiates the project execution. ✓ We have a Central Planning and Monitoring Group (CPMG) based at respective business headquarters to report and monitor and course correct. ✓ The senior management follows a hands-on approach during the entire project execution reviews the projects extensively including site visits.

We also offer engineering and design services to the clients which award the projects to us on the basis of the tender. In case of projects pertaining to transmission lines, the clients may also require tower testing prior to installation, which is also provided by our Company.

Materials cost form a major part of the total project cost. Therefore, the ability of our supply chain management ("**SCM**") team to ensure adequate and timely supply of the required materials at competitive prices during the tenure of the contract, plays a very important role in overall execution of the contract and profitability for our company. The issuance of a letter of acceptance or letter of intent by the client signifies that we have been awarded the contract. Upon award of a contract, the SCM team is provided with the project details along with the budgeted rates for material, services, cost of logistic, manpower and equipment, post which the SCM team begins procurement discussions with the various vendors. Further, we mobilize manpower and equipment resources and set-up site offices, stores and other ancillary facilities.

Construction activity typically commences once the client approves working designs and construction methodology. The project team immediately identifies and works with the SCM team to procure the key construction materials and services required to commence construction. Based on the contract documents, a detailed schedule of construction activities is prepared. We have a multi-tiered project management system that helps us track the physical and financial progress of work *vis-a-vis* the project schedule. Additionally, the senior management of our Company follow a hands-on approach with respect to the project execution.

Contract closure

Upon completion of a project, typically the client and/or the project management consultant appointed by the client carries out an inspection for the project and certifies the work completed and issues a completion certificate. In some cases where the project is substantially completed, we may get a provisional completion certificate with a punch list of items to be completed. Depending on the terms of the contract, the retention money, which is a portion of the contract money retained by our client either till the end of the project or till the end of the defect liability period, if any is released either immediately or on completion of the defects' liability period. Thereafter, we demobilize the site and reallocate the resources as per our plan and the performance guarantees are released on such EPC contracts as per the terms of the contract.

Defects liability period

Projects usually have a defect liability period which is valid for twelve months from the completion of construction work or eighteen months from supply of materials, whichever is earlier. However, this period can vary from project to project based on client requirement as specified in the contract. During this period the contractor is liable for free of cost repair and replacement of the damages due to workmanship of the materials or construction work.

Summary of our EPC Contracts

Generally, construction contracts that we have entered into in the past fall within the following categories:

- Design and Build Lumpsum Contracts - Design and build contracts provide for a single price for the total amount of work, subject to variations pursuant to changes in the client's project requirements. In design and build contracts, the client supplies conceptual information pertaining to the project and spells out the project requirements and specifications. We are required to (i) design the proposed structure, (ii) estimate the quantities of various items that would be needed to complete the project based on the designs and drawings prepared by our design and engineering team, and (iii) prepare our own BOQ to arrive at the price to be quoted. We are responsible for the execution of the project based on the information provided and technical stipulations laid down by the client at our quoted price. These contracts may have clauses in relation to retention of a part of the contract money until the completion of the contract or until the end of the defect liability period. Escalation clauses might exist in some cases to cover, at least partially, cost overruns.

- Item Rate Contracts - Under item rate contracts, we are required to quote rates for individual items of work on the basis of a schedule of quantities furnished by our client. The design and drawings are provided by the client. Typically, our risk is lower in item rate contracts as, other than escalation in the rates of items quoted by us to the client, we are paid according to the actual amount of work on the basis of the per-unit price quoted. Item rate contracts typically contain price variation or escalation clauses that provide for either reimbursement by the client in the event of a variation in the prices of key materials or a formula that splits the contract into pre-defined components for materials, labour and fuel and links the escalation in amounts payable by the client.

Additionally, under an EPC contract, we are required to provide a guarantee (generally in the form of bank guarantee or insurance bond in some cases) equal to a fixed percentage of the contract price as performance security. During the construction period as well as the defect liability period after the completion of construction, we are required to cure construction defects at our own risk and costs.

Integrated In-house Model

We undertake our EPC business in an integrated manner as we have the key competencies and in-house resources to deliver a project from its conceptualization to completion. Our in-house integrated model includes a design and engineering team, manufacturing facilities for processing of raw materials and construction of the project. The details of our model have been set out below:

A. *Design and Engineering team*

As of September 30, 2023, we have 83 employees in our design and engineering team. Our design and engineering team undertakes designing and testing of a wide range of power transmission and distribution lattice and monopole structures. We have a well-equipped design facility and a talented team of experienced design engineers and detailers. Our design engineers carry out the following activities for the in-house projects and external clients:

Transmission Lines:

- Surveying using latest technologies (GPS, DGPS and total stations);
- Routing using GPS technology, satellite maps and online application;
- Tower spotting using latest technologies to determine route profile and optimal distribution of transmission towers on route profile;
- Review of geotechnical soil investigation;
- Civil – Design of optimum foundation design;
- Design of self-support structures or guyed structures; and
- Electrical – Grounding, clearance, and sag analysis.

Pole and Lighting Solutions:

- Review of geotechnical soil investigation;
- Civil – Design of optimum foundation design;
- Design of high mast or pole structures; and
- Lighting design and optimum lux output to cater to requirements.

Substations:

- Electrical Engineering: Single line diagram, general layout and relevant sections, control and protection, cables calculation, equipment analysis and selection;
- Mechanical Engineering: Gantries and support design structures; and
- Civil Engineering: Equipment foundations and cable trenches and building.

Civil Construction:

- Analysis and design of enabling structures, formwork systems, falsework or scaffolding, shoring works, floating caissons and barges, temporary service bridges;
- Construction methods and planning;
- Technical and commercial evaluation of bought out “bridge deck erection systems” (overhead and underslung launching gantries, segment lifters, form travellers, precast segment moulds, gantry cranes etc.);
- Technical and commercial evaluation of bought out “system formworks”;
- Precast construction yard planning, design and mobilization support; and
- Temporary works coordination.

Railways:

- In-house design expert teams for overhead electrification, traction substations, signalling and telecommunication for outdoor and indoor installation including electronic interlocking.
- Civil infrastructure engineering including railway over bridge, bridges, tunnels and platforms.

- We are equipped with latest software providing computerized engineering solutions, 3D analysis.

The design and engineering team uses the latest software like PLS CADD, PLS Pole, PLS Tower, STAAD Pro, Auto CAD, BOCAD and i-Tower to design lattice towers and monopoles. PLS-CADD is used for tower spotting, while Method-4 is used to optimise quantity estimation. The design drawing data are automatically transferred to CNC machines at the factory.

Our design and engineering team has the competency to design towers compliant to most of the applicable international standards. Some of their latest achievements include successfully designing extra high river crossing towers as well as towers up to 1200 kV. The core expertise lies in conducting voltage upgrade studies through structural analysis of towers/poles in existing lines as well as strengthening for higher voltages and re-conducting. We have successfully designed and tested towers for all geographic and climatic conditions ranging from deserts, hilly terrains, river crossings, valleys, swamps, snow, forests, urban lands, and villages.

B. *<u>Manufacturing Facilities</u>*

We own and operate four integrated manufacturing facilities including one tower testing facility, across India. We procure most of our machinery from countries such as Italy and United Kingdom.

Our primary raw materials include steel angles, steel plates, steel coils, steel wires, zinc and aluminum ingots. We manufacture lattice transmission towers, conductors, steel monopoles for power transmission and distribution, streetlight poles, high mast, railway electrification mast, stadium mast, conductors, traffic light poles, derrick structures, solar streetlights, etc. in our facilities. Our cost of materials consumed in the six months period ended September 30, 2023 and Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021amounted to ₹10,976.16 million, ₹18,214.11 million, ₹12,059.66 million and ₹ 9,950.34 million, respectively.

While we manufacture towers and conductors which are generally around 60% of our transmission line project values, we procure our remaining raw material and ancillary materials from third parties as bought out items which account for almost 10% of our project costs. We source our raw materials from suppliers in India and other countries such as China. We have agreements with several suppliers for aluminum and steel.

We usually buy project specific raw materials (especially steel and aluminum) which once received is usually consumed within 30-45 days. With advanced planning and good working relations with our major suppliers, we are able to source the required raw materials in due time.

The following table sets forth the installed production capacity of our manufacturing facilities and the capacity utilization for the six months period ended September 30, 2023, and Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021:

Manufacturing Facilities	**For six months period ended September 30, 2023***			**Financial Year ended**								
				March 31, 2023			**March 31, 2022**			**March 31, 2021**		
	Average Estimated Half year Available Installed Capacity	**Actual Production (From April to Sept) Half year**	**Capacity Utilisation for Half year**	**Average Estimated Annual Available Installed Capacity**	**Actual Production**	**Capacity Utilisation**	**Average Estimated Annual Available Installed Capacity**	**Actual Production**	**Capacity Utilisation**	**Average Estimated Annual Available Installed Capacity**	**Actual Production**	**Capacity Utilisation**
	(MT)	**(MT)**	**(%)**	**(MT)**	**(MT)**	**(%)**	**(MT)**	**(MT)**	**(%)**	**(MT)**	**(MT)**	**(%)**
Deoli, Maharashtra[#]	25,000[%]	23,166	92.66	50,000[%]	47,455	94.91	50,000[%]	44,016	88.03	50,000[%]	32,519	65.03[##]
Vadodara, Gujarat[#]	15,000[$$]	13,478	89.85	30,000[$$]	28,200	94.00	30,000[$$]	24,443	81.47	30,000[$$]	27,058	90.13
Silvassa (Pole), Dadra and Nagar Haveli	6,000[@@]	5,057	84.28	12,000[@@]	7,799	64.99	12,000[@@]	9,684	80.70	12,000[@@]	7,884	65.70
Silvassa (Conductor), Dadra and Nagar Haveli[$]	24,000[@]	22,821	95.08	48,000[@]	23,750	49.47	48,000[@]	5,266	10.97[**]	48,000[@]	26,941	56.12

As certified by the Independent Chartered Engineer vide their certificate dated March 8, 2024.

* *For the six months period ended September 30, 2023, average estimated capacity shown for half year as actual production shown for half year*

\# *Average estimated annual installed capacity shown above is in terms of 400 kV and above voltage towers fabrication. Actual production shown above is converted in terms of 400 kV and above towers fabrication.*

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

** For Financial Year ended March 31, 2022 capacity utilization was low due to low order booked position .

For Financial Year ended March 31, 2021 capacity utilization stood at 65.03% for the manufacturing facility due to the global pandemic caused by COVID-19 as well the subsequent low order booking during the said financial year period.

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

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

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

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

*(i) Vadodara, Gujarat ("**Vadodara Facility**")*

We commenced operations at our Vadodara Facility in the year 1994. The Vadodara Facility is spread over 11 acres of land and has a capacity of approximately 30,000 MTPA. We manufacture galvanized steel towers at our Vadodara Facility. The Vadodara Facility sources power from Madhya Gujarat Vij Company Limited. We source our water from Central Ground Water Authority, Gujarat.

*(ii) Deoli, Maharashtra ("**Deoli Facility**")*

We commenced operations at our Deoli Facility in the year 2010. The Deoli Facility along with the tower testing facility is spread over 40 acres of land and has a capacity of approximately 50,000 MTPA. We manufacture galvanized lattice towers for transmission lines and test UHV towers / poles up to at our Deoli tower testing unit. It has a capacity to test towers up to height of 85 m, base width up to 30 m and multiple loading combinations. The Deoli Facility is an advanced facility fitted with modern plants, CNC machines and India's largest galvanizing plant and is CE certified for manufacturing products which are supplied to Europe. It is equipped with latest design software of international repute like PLS CADD, PLS Pole, PLS Towers, AutoBocad and i-Tower. Further, the Deoli Facility is also equipped with SCADA software technology. The Deoli Facility sources power from Maharashtra State Electricity Distribution Company Limited. We source our water from Maharashtra Industrial Development Corporation.

*(iii) Silvassa, Dadra and Nagar Haveli ("**Silvassa Facility (Conductor)**" and "**Silvassa Facility (Pole)**", collectively the "**Silvassa Facilities**")*

We commenced operations at our Silvassa Facility (Conductor) in the year 2007 and Silvassa Facility (Pole) in the year 2010, respectively. Silvassa Facility (Conductor) is spread over 16 acres of land and has a capacity of approximately 28,000 MTPA and Silvassa Facility (Pole) is spread over 21 acres of land and has a capacity of approximately 12,000 MTPA. We manufacture all aluminium alloy conductors, aluminium conductor steel reinforced, aluminium conductor aluminium alloy reinforced, high conductivity alloy conductors, ACSR/TW (Trapezoidal) at our Silvassa Facility (Conductor) and high mast, streetlights, stadium mast and derrick structures etc. at our Silvassa Facility (Pole). We have successfully manufactured 91 strand conductor in our Silvassa Facility (Conductor). The Silvassa Facilities sources power from DNH DD Power Distribution Corporation Limited. We source our water from Central Ground Water Authority.

Our Clients

We have a diverse client base comprising public sector undertakings, governmental authorities and private parties. Our clients are from a range of industries including power transmission and distribution, civil construction, railways and poles and lighting.

The table below sets forth a breakup of our domestic operations by amount of revenue from operations and percentage of revenue from operations for the six months period ended September 30, 2023 and the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, on a consolidated basis.

Category of client	Six months period ended September 30, 2023		Financial Year ended March 31, 2023		Financial Year ended March 31, 2022		Financial Year ended March 31, 2021	
	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operation (%)
Central PSU	6,483.48	80.99	9,120.46	63.39	8,477.45	59.83	6,770.52	40.05
State boards	375.27	4.69	859.00	5.97	1,804.48	12.73	4,987.70	29.50
Private parties	1,146.36	14.32	4,408.92	30.64	3,888.41	27.44	5,147.59	30.45
Total revenue from operations generated in India	**8,005.11**	**100.00**	**14,388.38**	**100.00**	**14,170.34**	**100.00**	**16,905.81**	**100.00**

The table below sets forth a breakup of our international operations by amount of revenue from operations and percentage of revenue from operations for the six months period ended September 30, 2023 and the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, on a consolidated basis.

Geographical location of client	Six months period ended September 30, 2023		Financial Year ended March 31, 2023		Financial Year ended March 31, 2022		Financial Year ended March 31, 2021	
	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operation (%)
Asia (other than SAARC)	10.21	0.10	500.37	3.04	1,014.83	11.70	112.77	2.51
Africa	3,376.56	33.33	6,508.06	39.51	1,822.66	21.02	1,958.31	43.66
Americas	240.89	2.38	151.74	0.92	82.29	0.95	306.31	6.83
Europe	1,194.08	11.79	734.73	4.46	691.21	7.97	424.03	9.45
SAARC	5,308.46	52.40	8,578.09	52.07	5,060.08	58.36	1,683.62	37.54
Total revenue from operation generated outside India	**10,130.20**	**100.00**	**16,472.99**	**100.00**	**8,671.07**	**100.00**	**4,485.05**	**100.00**

The table below sets for a breakup of our revenue from operations generated in India and outside India for the six months period ended September 30, 2023 and the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, on a consolidated basis.

Particulars	Six months period ended September 30, 2023		Financial Year ended March 31, 2023		Financial Year ended March 31, 2022		Financial Year ended March 31, 2021	
	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operations (%)	Amount of revenue from operations (in ₹ million)	Percentage of revenue from operation (%)
India	8,005.11	44.14	14,388.38	46.62	14,170.34	62.04	16,905.81	79.03
Outside India	10,130.20	55.86	16,472.99	53.38	8,671.07	37.96	4,485.05	20.97
Total revenue from operations	**18,135.31**	**100.00**	**30,861.37**	**100.00**	**22,841.41**	**100.00**	**21,390.86**	**100.00**

Intellectual Property

We have registered trademarks under the Trade Marks Act, 1999 with the Trade Marks Registry, Mumbai. The details of our registered trademarks are as follows:

Particulars of trademark	Category	Class
TRANSRAIL	Logo	11, 40, 42
"TRANSRAIL"	Name	37

Quality control, process safety and regulatory inspections

Our business success depends on the quality of our products and services, and we believe we have invested in robust manufacturing and documentation practices. We have developed systems to ensure product quality and client satisfaction, which are focused on providing products conforming to applicable standards, meeting client requirements, and minimizing risks and ensuring the safety of our products. We have internal inspections for quality testing at all our facilities. We also have dedicated teams focusing on Field Quality Assurance at our project sites to ensure the quality of our construction. We have established labs for our civil business wherein the labs verify and conduct test for various parameters to ensure and optimize quality.

As of September 30, 2023, our internal quality control team consisted of 124 employees. The members of our quality team conduct stringent quality checks on a periodic basis. In addition, our employees periodically undergo thorough training programs designed to update them on the latest quality norms and standards.

We aim to ensure that our manufacturing facilities are in compliance with applicable regulatory standards. Our facilities are subject to periodic inspections from various regulatory agencies that have issued certifications. The following table sets forth the certifications obtained by us for compliance with quality standards:

Manufacturing facility	Certifications
Vadodara Facility	ISO 9001:2015, ISO 14001:2015, ISO 45001:2018
Deoli Facility	EN 1090-1:2009/A1:2011, ISO 3834-2:2005, ISO 14001: 2015, ISO 45001:2018, ISO 9001:2015, ISO/IEC 17025/ ISO 3824-2: 2021
Silvassa Facility (Conductor)	ISO 14001: 2015, ISO 45001:2018, ISO 9001:2015, ISO/ IEC 17025:2017
Silvassa Facility (Pole)	ISO 3834-2:2005, CWB Certificate for CSA Standard W47.1, ISO 14001: 2015, ISO 45001:2018, ISO 9001:2015, ISO/ IEC 17025:2017

Environmental, health and safety and sustainability initiatives

We aim to comply with applicable health and safety regulations and other requirements in our operations. We aim to minimize the adverse impact of our products and activities on the environment, maintain ecological balance and protect the biodiversity near our manufacturing facilities and our project sites. Further, we continue to and aim to comply with the legislative requirements, requirements of our licenses, approvals, and various certifications and ensure the safety of our employees and people working in our manufacturing facilities or under our management. For further details, see "*Government and Other Approvals"* on page 346. We have an integrated management system policy which is our commitment to protect the environment and prevent pollution, provide safe and healthy working conditions for prevention of work related injury and ill health, eliminate hazards etc. Additionally, our steering committee and executive committee regularly review our environmental, health and safety plans. We have a steering committee for each business vertical and health, safety and environment matters are discussed on a monthly basis in these steering committee meetings.

Awards and accreditations

Over the years we have won several awards and accolades. On December 8, 2023, our Executive Chairman, Digambar Chunnilal Bagde, was felicitated with the 'Award of Excellence in recognition of his achievements in civil and structural engineering' by the Society of Power Engineers, Vadodara Chapter. For further details, see "*History and Certain Corporate Matters – Awards, accreditations and recognitions received by our Company*" on page 206.

Insurance

Our operations are subject to various risks inherent to the EPC industry, as well as natural disasters, spread of communicable diseases, fire, burglary, acts of terrorism and other unforeseen events. Accordingly, we have obtained insurance policies in relation to erection, testing and commissioning of plant and equipment for construction, fire, burglary, motor vehicles, employee's compensation, keyman insurance, directors' liability and marine cargo.

See "*Risk Factors – Our insurance coverage may not be sufficient to cover all risks or losses and failure to recover any damages or indemnity due to us under our contracts, could have a negative impact on our financial condition and results of operations*" on page 46.

Employees

We employed 1,575, 1,525, 1,509, 1,482 personnel as of September 30, 2023, March 31, 2023, March 31, 2022, and March 31, 2021. In addition to our full-time employees, we frequently hire workers on a contractual basis, largely at our manufacturing facility. The breakdown of our Company's permanent employees in different functionalities as of September 30, 2023, has been provided below:

Sr. No.	Particulars	Engineers	Technicians	Others	Total
1.	Projects sites	422	79	333	834
2.	Factories	119	128	98	345
3.	Office	207	17	172	396
	Total	**748**	**224**	**603**	**1,575**

We train our employees on a regular basis to upgrade the level of operational excellence, improve productivity and maintain compliance standards on quality and safety. Our teams include subject matter experts for various business areas who have relevant experience and skill sets.

We engage independent contractors through whom we engage contract labor for operating at our manufacturing facilities. Such contract laborers provided by the independent contractors, carry our variety of functions at our manufacturing facilities, such as production, loading, packing and security services. Our employees on a regular basis, typically carry out supervisory functions in relation to the work carried out by the contract laborers, at our manufacturing facilities. The contracts with the contractors are typically for a fixed term and allow for renewal and termination and include particular clauses which require the contractors to adhere to various compliance matters. We further collect evidence in support of such compliances on the contract workers provided by each contractor to ensure that they satisfy the requirements of local labor laws.

Competition

The EPC industry is very competitive. We secure our projects through a competitive bidding process. In order to bid for a project, we are also required to meet certain pre-qualification criteria. For further details, see *"- Project Cycle", "Industry Overview"* and *"Risk Factors - We face certain competitive pressures from the existing competitors and new entrants in both public and private sector. Increased competition and aggressive bidding by such competitors are expected to make our ability to procure business in future more uncertain which may adversely affect our business, financial condition and results of operations"* on pages 188, 111 and 33, respectively.

Our competition depends on various factors, such as the type of project, total contract value, potential margins, complexity, location of the project and risks relating to revenue generation. While service quality, technical ability, performance record, experience, health and safety records and the availability of skilled personnel and even company brand image and past experience are key factors in client decisions among competitors, price often is the deciding factor in most tender awards.

Information Technology

We have also invested in software and technological tools which are used by our design and engineering team. The details in relation to the specific uses of each of the software and technological tools are as follows:

Sr. No.	Software	Utility/Application
1.	PLS TOWER	Used for tower analysis / design
2.	PLS POLE	Used for pole analysis / design
3.	PLS CADD	Used for tower spotting and profiling
4.	PLS CADD / LITE	Used for tower loadings for PLS
5.	BOCAD	Used for tower drawing and detailing
6.	STAAD PRO	Used for structural analysis / design
7.	iTOWER	Used for tower analysis / design
8.	Global Mapper	Used for survey data collection (ground points)
9.	Autocad Lt	Used for preparation of towers / pole drawings
10.	Autocad	Used for preparation of tower / pole drawings
11.	SAP	SAP software is used to control all types of critical business functions. By integrating and automating key processes, SAP helps organisations to run faster and more efficiently. By storing data centrally, SAP software provides multiple business functions with real-time and accurate insight into operations
12.	Windows	The primary function of the Windows operating system is to manage and organize computer resources such as CPU, RAM, and hard disk. The Windows operating system will complete various tasks such as opening applications, accessing the internet, and printing documents using these resources
13.	Office 2013	Office 2013 is more cloud-based than previous versions; a domain login, Office 365 account, or Microsoft account can now be used to sync Office application settings (including recent documents) between devices, and users can also save documents directly to their OneDrive account
14.	Office 365	Office 365 allows for seamless collaboration and communication, with tools like Microsoft Teams and SharePoint. Additionally, the platform offers cloud storage and security features to keep data safe and easily accessible. With Microsoft 365, businesses can work efficiently and effectively, no matter where they are
15.	MS Project	Used to assist a project manager in developing a schedule, assigning resources to tasks, tracking progress, managing the budget, and analyzing workloads and identification of critical paths

Corporate social responsibility initiatives

We have adopted a corporate social responsibility ("**CSR**") policy in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014. Our CSR initiatives are part of our overall strategy of developing communities and environmental sustainability, as well as creating a protected future for the generations to come. In order to achieve this, our CSR initiatives are aimed towards healthcare and vocational training. In Financial Year ended March 31, 2023, our Company incurred ₹33.16 million towards CSR activities constituting and has further transferred ₹ 23.36 million into the unspent CSR account pertaining to the ongoing CSR projects. Some of the key CSR initiatives undertaken by us include:

(i) *Transrail Aarogya* – Healthcare initiative to promote healthcare facilities for marginalized communities. Under this initiative our Company strengthened community health centers with medical equipment and ambulance services for promoting quality healthcare facilities to vulnerable and marginalized communities across eight states of India, including Maharashtra, Bihar, Gujarat, Rajasthan, Uttar Pradesh, Karnataka, Tamil Nadu and Dadar and Nagar Haveli; and

(ii) *Saksharta* – Education initiative to provide quality education and supportive classes for children. Our Company has promoted quality education under this initiative by strengthening rural schools and supporting children to upgrade their academic level in the Wardha district of Maharashtra.

Properties

Our Registered Office is located at Fortune 2000, A-wing, 5th Floor, Bandra Kurla Complex, Mumbai 400051, Maharashtra, India. Our Registered Office is on a leave and license basis for a period of 60 months starting from April 1, 2023. We also have an office in Nagpur which is held by us on a leave and license basis for a period of 5 years starting from July 1, 2022.

As on the date of this Draft Red Herring Prospectus, the following table sets forth the details of properties for our manufacturing facilities:

Manufacturing Facility	Address	Leased/ Owned	Lease start (Month/Year)	Lease term in Years
Vadodara Facility	Vadadala, Jarod – Samlaya Road, aluka – Savali, Vadodara - 391520	Owned	N.A.	N.A.
Silvassa Facility (Conductor)	Survey No. 227, Khanvel – Kherdi Road, Silvassa, Dadara Nagar Haveli	Owned	N.A.	N.A.
Silvassa Facility (Pole)	Survey No. 178/182 Village – Amboli Silvassa – 396230 Dadara Nagar Haveli	Owned	N.A.	N.A.

Manufacturing Facility	Address	Leased/ Owned	Lease start (Month/Year)	Lease term in Years
Deoli Facility	B – 1/1, MIDC Growth Centre, Deoli, Wardha - 442101	Leased	September 1, 2008	95

We also have a central workshop and warehouse for our major tools and equipment in Butibori District of Nagpur on a leave and license basis for a period of 95 years starting from April 1, 2004. We also have 19 branches across 19 nations through which we run our projects in those nations.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to the business and operations of our Company. For details of government approvals obtained by our Company, see "Government and Other Approvals" on page 346.

The information detailed in this section, is based on the current provisions of applicable statutes, rules, regulations, notifications, memorandums, circulars and policies which are subject to amendments, changes and/or modifications by subsequent legislative, regulatory, administrative or judicial decisions. The information in this section has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been provided in a manner to provide general information to the investors and may not be exhaustive and is neither designed nor intended to be a substitute for professional legal advice.

Key Legislations Applicable to our Company

The Electricity Act, 2003

The Electricity Act, 2003 (the "**Electricity Act**") is the central legislation which covers, amongst others, generation, transmission, distribution, trading and use of electricity. The Electricity Act lays down the measures for the development of the electricity industry and power system. These include promoting competition, protecting interests of consumers and the supply of electricity to all areas, rationalization of electricity tariffs, ensuring transparent policies regarding subsidies, promotion of efficient and environmentally friendly policies, the constitution of the Central Electricity Authority and regulatory commissions and the establishment of an appellate tribunal. The Central Electricity Authority's functions include, inter alia, (a) specifying technical standards for construction of electrical plants, electric lines and connectivity to the grid; (b) specifying grid standards for operation and maintenance of transmission lines; (c) advising the Central Government on matters relating to the National Electricity Policy; and (d) advising the appropriate government and commission on all technical matters relating to the generation, transmission and distribution of electricity. The Electricity Act also provides for a Central Electricity Regulatory Commission ("**CERC**") and a State Electricity Regulatory Commission ("**SERC**") for each state. Among other functions, the CERC is responsible for: (a) regulating of interstate transmission of electricity; (b) determining of tariff for inter-state transmission of electricity; (c) issuing of licenses to function as a transmission licensee with respect to inter-state operations; and (d) specifying and enforcing standards with respect to the quality, continuity and reliability of service by a licensee. SERCs perform similar such functions at the state level.

Under the Electricity Act, the appropriate commission also oversees promotion of co-generation and generation of electricity from renewable sources of energy. The SERCs under the Electricity Act are also required to promote co-generation and generation of electricity from renewable sources of energy by providing suitable measures for connectivity with the grid and sale of electricity to any person, and also specify, for purchase of electricity from such sources, a percentage of the total consumption of electricity in the area of a distribution license. Pursuant to the powers granted under the Electricity Act, various regulations and guidelines have been framed by the CERC for determination of tariff, which include, among others, the Central Electricity Regulatory Commission (Terms and Conditions for Tariff Determination from Renewable Energy Sources) Regulations, 2017 for determination of tariff for renewable power producers.

The Electricity (Amendment) Bill, 2022 (the "**Bill**") was introduced in the Lok Sabha in August 2022. The Bill proposes radical changes in the power distribution sector, by enabling competition, strengthening payment security and providing more powers to regulatory commissions. Further, the Bill provides for minimum tariff ceilings to avoid predatory pricing by power distribution companies as well as a maximum price to protect consumers.

Electricity Rules, 2005

The Electricity Rules, 2005 (the "**Rules**"), as amended, were framed under the Electricity Act and provide the requirements in respect of captive generating plants and generating stations. The authorities constituted under the Rules may give appropriate directions for maintaining the availability of the transmission system of a transmission licensee.

National Electricity Policy, 2005

The GoI notified the National Electricity Policy ("**NEP**") on February 12, 2005, under Section 3 of the Electricity Act. The key objectives of the NEP are amongst other things stipulating guidelines for accelerated development of the power sector, providing supply of electricity to all areas and protecting interests of consumers and other stakeholders. The NEP vests the Central Transmission Utility ("**CTU**") and the State Transmission Utilities ("**STUs**") with the responsibility for transmission system planning and development on the national and regional and the intra-state levels, respectively, and requires the CTU to coordinate with the STUs for eliminating transmission constraints in a cost-effective manner. The NEP provides that the network expansion be planned and implemented keeping in view anticipated transmission needs that would be incident on the system in the open access regime. The NEP encourages private investment in the transmission sector, and states that prior agreement with Beneficiaries would not be a pre-condition for network expansion and the CTU and STUs should undertake network expansion after identifying requirements in consultation with stakeholders and obtaining due regulatory approvals.

As per Section 3 of the Electricity Act 2003, Central Electricity Authority has been entrusted with the responsibility of preparing the National Electricity Plan in accordance with the NEP and to notify such plan once in five years.

National Tariff Policy

National Tariff Policy ("**NTP**") was notified and became effective from January 28, 2016. Among others, NTP seeks to ensure availability of electricity to consumers at reasonable and competitive rates, financial viability of the sector and attract investments and promote generation of electricity from renewable sources. NTP mandates that SERCs must reserve a minimum percentage for purchase of solar and wind energy. Further, NTP also provides exemption of inter-state transmission charges and losses for electricity generated from solar and wind energy sources.

Bureau of Indian Standards Act, 2016 ("Bureau of Indian Standards Act")

The Bureau of Indian Standards Act establishes, publishes and regulates national standards to ensure conformity assessment, standardisation, and quality assurance of goods, articles, processes, systems and services. The Bureau of Indian Standards Act provides for the establishment of a bureau for the standardization, marking and quality certification of goods. The Bureau of Indian Standards Act provides for the functions of the bureau which include, among others (a) adopting as Indian standard, any standard established for any goods, article, process, system or service by any other institution in India or elsewhere; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) making such inspection and taking such samples of any material or substance as may be necessary to see whether any goods, article, process, system or service in relation to which the standard mark has been used conforms to the relevant standard or whether the standard mark has been properly used in relation to any goods, article, process, system or service with or without a license. Further, the Bureau of Indian Standards Act sets out, *inter alia,* liability for use of standard mark on products that do not conform to the relevant Indian Standard.

Bureau of Indian Standards Rules, 2018 ("Bureau of Indian Standards Rules")

The Bureau of Indian Standards Rules have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010

Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010 (the "**Safety and Electric Supply Regulations**") lays down the regulations for safety requirements for electric supply lines and accessories. It requires all relevant specifications prescribed by the Bureau of Indian Standards or the International Electro-Technical Commission to be adhered to. These include all electric supply lines and accessories to: (a) have adequate power ratings and proper insulation; (b) be of adequate mechanical strength for the duty cycle; (c) have a switchgear installation in each conductor of every service line within a consumer's premises; and (d) be encased in a fireproof receptacle.

The Railways Act, 1989 ("Railways Act")

The Railways Act was enacted to consolidate and amend the law relating to railways. The railway administration under Chapter IV of the Railways Act is empowered to, make or construct in or upon, across, under or over any road, railway, tramways, electric supply lines, or telegraph lines, such temporary or permanent inclined-planes, bridges, tunnels, etc. for the purposes of constructing or maintaining a railway, and to do all other acts necessary for making, maintaining, altering or repairing and using the railway. Chapter II-A of the Railways Act provides an institutional framework for development of railway land. Chapter IV-A empowers the Central Government to acquire land for execution of a special railway project for a public purpose, after declaring its intent.

Legal Metrology Act, 2009 ("Metrology Act") and Legal Metrology (Packaged Commodities) Rules, 2011

The Metrology Act was enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Metrology Act states that any transaction/contract relating to goods/class of goods or undertakings shall be as per the weight/measurement/numbers prescribed by the Metrology Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in rules issued by each state.

The Legal Metrology (Packaged Commodities) Rules, 2011, framed under the Metrology Act lays down specific provisions applicable to packages intended for retail sale, wholesale packages and for export and import of packaged commodities and also provides for registration of manufacturers and packers. The said rules also lays down specific provisions for e-commerce transactions and online sale of packaged commodities.

Labour law legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following in an indicative list of labour laws which may be applicable to our Company due to the nature of our business activities:

The Factories Act, 1948 ("Factories Act")

The term 'factory', as defined under the Factories Act, includes any premises which employs or has employed on any day in the previous 12 months, 10 or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 or more workmen are employed at any day during the preceding 12 months and in which any manufacturing process is carried on without the aid of power or is ordinarily so carried on. State Governments have issued rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act mandates the 'occupier' of a factory to ensure the health, safety and welfare of all workers in the factory premises. Further, the 'occupier' of a factory is also required to ensure (i) the safety and proper maintenance of the factory such that it does not pose health risks to persons in the factory premises; (ii) the safe use, handling, storage and transport of factory articles and substances; (iii) provision of adequate instruction, training and supervision to ensure workers' health and safety; and (iv) cleanliness and safe working conditions in the factory premises. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the occupier and manager of the factory may be punished with imprisonment or with a fine or with both.

Other labour related legislations

Depending upon the nature of the activity undertaken by us, the applicable labour enactments other than state-wise shops and establishments acts includes the following:

- The Apprentices Act, 1961;
- The Contract Labour (Regulation and Abolition) Act, 1970;
- The Employee's Compensation Act, 1923;
- The Employees' (Provident Funds and Miscellaneous Provisions) Act, 1952;
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- The Payment of Gratuity Act, 1972;
- The Payment of Bonus Act, 1965;
- The Maternity Benefit Act, 1961;
- The Minimum Wages Act, 1948;
- The Employees' State Insurance Act, 1948;
- The Payment of Wages Act, 1936;
- The Industrial Disputes Act, 1947;
- The Trade Unions Act, 1926;
- Industrial Employment (Standing Orders) Act, 1946;
- Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Equal Remuneration Act, 1976; and
- The Child Labour (Prohibition and Regulation) Act, 1986.

In order to rationalize and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Draft Red Herring Prospectus, namely, (i) the Code on Wages, 2019 which will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976 and the Payment of Wages Act, 1936, (ii) the Industrial Relations Code, 2020 which will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947, (iii) the Code on Social Security, 2020 which will repeal certain enactments including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Maternity Benefit Act, 1961, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 and the Payment of Gratuity Act, 1972 and (iv) the Occupational Safety, Health and

Working Conditions Code, 2020 which will repeal certain enactments including the Factories Act, 1948, Motor Transport Workers Act, 1961 and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019, have come into force upon notification by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India.

Environmental laws

***The Environment (Protection) Act, 1986* (“*EPA*”)**

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit the discharge or emission of any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution.

Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)

The Water Act aims to prevent and control water pollution and to maintain or restore wholesomeness of water. The Water Act provides for one central pollution control board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. Any person intending to establish any industry, operation or process or any treatment and disposal system likely to discharge sewage or other pollution into a water body, is required to obtain the consent of the relevant state pollution control board by making an application.

Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)

The Air Act aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. Such person also cannot discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards laid down by the State Boards. The central pollution control board and the state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 as amended by the Hazardous and Other Wastes (Management and Transboundary Movement) Amendment Rules, 2022 (Collectively, “Hazardous Waste Rules”)

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term “*hazardous waste*” has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an “*occupier*”. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

In addition to the above-mentioned environmental laws, following is an indicative list of the environmental laws which may be applicable to our Company due to the nature of the business activities:

- Plastic Waste Management Rules, 2016;
- Bio-medical Waste management Rules, 2016;
- E-waste (Management) Rules, 2016;
- Ozone Depleting Substances (Regulation and Control) Rules, 2000;
- Noise Pollution (Regulation and Control) Rules, 2000, as amended; and
- Gas Cylinders Rules, 2016.

Further, the Ministry of Environment, Forest and Climate Change, Government of India has also notified the E-Waste (Management) Rules, 2022, which has come into effect on April 1, 2023.

Tax laws

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- Income-tax Act 1961, the Income-tax Rules, 1962, as amended by the Finance Act in respective years;
- Central Goods and Services Tax Act, 2017, the Central Goods and Services Tax Rules, 2017 and various state-wise legislations made thereunder;
- The Integrated Goods and Services Tax Act, 2017 and rules thereof;
- Professional tax-related state-wise legislations;
- Indian Stamp Act, 1899 and various state-wise legislations made thereunder; and
- Customs Act, 1962.

Foreign Investment Laws

The Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder ("FTA")

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code ("**IEC**") number granted by the Director General of Foreign Trade, Ministry of Commerce and Industry. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

The Foreign Exchange Management Act, 1999 ("FEMA") and regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The FEMA Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% percent if a special resolution to that effect is passed by the general body of the Indian company.

The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall not exceed 24 per cent of paid-up equity capital on a fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% shall be called the individual and aggregate limit, respectively.

With effect from April 1, 2020, the aggregate limit shall be the sectoral caps applicable to Indian companies as laid out in paragraph 3(b) of Schedule I of FEMA Rules, with respect to paid-up equity capital on fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants. Further, in accordance with Press Note No. 4 (2020 Series), dated October 15, 2020 issued by the DPIIT, all investments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms as specified by SEBI; and (iv) such other conditions as may be specified by SEBI from time to time.

Intellectual property laws

Certain laws relating to intellectual property rights under the Trade Marks Act, 1999 are applicable to us.

Trade Marks Act, 1999 ("Trade Marks Act")

A trade mark is essentially any mark capable of being represented graphically and distinguishing goods or services of one person from those of others and includes a device, brand, heading, label, ticket, name, signature, word, letter, numeral, shape of goods, packaging or combination of colours or any combination thereof. In India, trade marks enjoy protection under both statutory and common law. Registration of a trade mark grants the owner a right to exclusively use the trade mark as a mark of goods and services and prevents the fraudulent use of marks in India. The Trade Marks Act permits the registration of trade marks for goods and services. Certification trade marks and collective marks can also be registered under the Trade Marks Act. The registrar of Trade Marks is the authority responsible for, among other things, registration of trade marks, settling opposition proceedings and rectification of the register of trade marks. The Trade Marks (Amendment) Act, 2010 has been enacted to cover Indian nationals as well as foreign nationals to secure simultaneous protection of trade marks in other countries. The Trade Marks (Amendment) Rules, 2013 were enacted to give effect to the Trade Mark (Amendment) Act, 2010.

Other applicable laws

In addition to the above, we are also governed by the provisions of the Companies Act and rules framed thereunder, fire-safety related laws, contract act, foreign trade laws and other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for our day to day business, operations and administration.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

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

Changes in our Registered Office

The following table sets forth details of the change in the registered office of our Company since the date of its incorporation:

Date of change	Details of the change in address of registered office	Reason
March 27, 2013	The registered office of our Company was shifted from G-55, MIDC, Butibori, Nagpur 411 108, Maharashtra to R: F, 3rd: W: P: 3/8, Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai 400 038, Maharashtra	Administrative convenience
November 24, 2016	The registered office of our Company was shifted from R: F, 3rd: W: P: 3/8, Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai 400 038, Maharashtra to 501 A,B,C,E Fortune 2000, Block G, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra	Administrative convenience

Main objects of our Company

The main objects contained in our Memorandum of Association are as follows:

1. *"To design, manufacture, test assemble, erect, commission, repair, buy, sell, import, export, hire, exchange, alter or improve or otherwise deal in all kinds of engineering goods such as high, medium and low tension power transmission line polygonal poles, AAC/ ACSR/ GI conductors, lighting poles- decorative, conical, oclagonal or stepped type, fixed platform type High Mast lighting system with lantern carriage, headframes, lowering and raising winches, base hinged lowering and raising masts, and its manually or electrically operated and hydraulically powered counterbalances, mobile lighting masts with diesel genset, antenna masts, traffic light poles, sign poles, windmill masts, transmission lowers, lattice masts, T.V. lowers, railway electrification structures, electric substation structures, cable trays, electrical junction boxes of any type and instruments, equipments, apparatus, machinery and all articles, goods and material required for the purpose of area illumination and for floodlighting or in connection with generation, distribution, supply of electricity or for any other purpose whatsoever and to carry on the business of metal surface treatment of every type including hot dip galvanizing, anodizing, epoxy coating, painting, heat treatment.*

2. *To construct, execute, carry out, equip, improve, work, develop, manufacture, administer, manage or control works and conveniences of all kinds, whether for any Government, Public Body, Local Authority, company/or individual, including, but not restricted to railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric light, telephonic, telegraphic, chimneys, cooling towers and power supply, works, and hotels, warehouses, markets, buildings, solar and/or any other renewable power plant and all other works or conveniences of public or private utility and generally to carry on the business of builders, contractors, EPC contractors, project consultants, reinforced concrete specialists, engineers, architects, surveyors, estimators and designers in all their respective branches either alone or jointly with other companies or persons, works of all descriptions, including plants of all descriptions, factories, mills, refineries, pipelines, gas works, electrical works, power plants, water works, water treatment plants and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and to invest in or acquire interest in companies carrying on the above business.*

3. *To manufacture, process, mine, extract, recycle, refine, alter, improve, trade, buy, sell, import, export and deal in any other way in nickel, copper, aluminium, cobalt, zinc, manganese, lead, gold, silver, brass, and all other ferrous and/or non- ferrous metals, alloys, ash, scrap, chemical compounds and minor metals.*

4. *To manufacture, process, fabricate, draw, roll, re-roll, buy, sell import, export and deal in bars, rods, flats, rounds, ingots, strips, wire, plates, parts, components in all shapes made of ferrous and non-ferrous metals.*

5. *To act as engineering, technical, financial and management consultants and to advice and assist on all aspects of industrial management or activity and to make evaluations, feasibility studies, project reports, forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in power plants, chemical, petrochemical plants, steel and iron manufacturing and processing industries, plants, infrastructure projects of all other kinds, factories and industries of all kinds and supply to and to provide, maintain and operate service facilities, convenience, bureaus and the like for the benefit of any person, company, corporate body, firm,. trust, association, society, government, organisation whatsoever and generally to act as service organisation or for providing generally engineering, administrative, advisory, commercial, management, consultancy, technical, quality control, and other services to persons, companies, corporate bodies, firms trusts, association society, government or organisations,*

whatsoever and to undertake the supervision of any business or organisation and to undertake turnkey projects and to invest or in acquire invest in companies carrying on above business.

6. *To carry on the business as manufacturers, Exporters, Importers, Contractors, Sub-contractors, Sellers, Buyers, lessors or lessee and Agents for equipment for power generation, distribution & transmission for renewable and non-renewable energy plant etc., and to set up wind/solar Farms for the Company and/or for others either singly or jointly and also to generate, acquire by purchase in bulk, accumulate, sell, distribute and supply electricity and other power (subject to and in accordance with the policy / laws in force from time to time).”*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried on and proposed to be carried on by our Company.

Amendments to our Memorandum of Association

The following table set forth details of the amendments to our Memorandum of Association in the last 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution/Effective date	Details of the amendments
July 5, 2018	Clause III(A) of the Memorandum of Association of our Company was amended to insert following sub-clause, after the existing sub-clause 1: *“2. To construct, execute, carry out, equip, improve, work, develop, manufacture, administer, manage or control works and conveniences of all kinds, whether for any Government, Public Body, Local Authority, company/or individual, including, but not restricted to railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric light, telephonic, telegraphic, chimneys, cooling towers and power supply, works, and hotels, warehouses, markets, buildings, solar and/or any other renewable power plant and all other works or conveniences of public or private utility and generally to carry on the business of builders, contractors, EPC contractors, project consultants, reinforced concrete specialists, engineers, architects, surveyors, estimators and designers in all their respective branches either alone or jointly with other companies or persons, works of all descriptions, including plants of all descriptions, factories, mills, refineries, pipelines, gas works, electrical works, power plants, water works, water treatment plants and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and to invest in or acquire interest in companies carrying on the above business.* *3. To manufacture, process, mine, extract, recycle, refine, alter, improve, trade, buy, sell, import, export and deal in any other way in nickel, copper, aluminium, cobalt, zinc, manganese, lead, gold, silver, brass, and all other ferrous and/or non- ferrous metals, alloys, ash, scrap, chemical compounds and minor metals.* *4. To manufacture, process, fabricate, draw, roll, re-roll, buy, sell import, export and deal in bars, rods, flats, rounds, ingots, strips, wire, plates, parts, components in all shapes made of ferrous and non-ferrous metals.* *5. To act as engineering, technical, financial and management consultants and to advice and assist on all aspects of industrial management or activity and to make evaluations, feasibility studies, project reports, forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in power plants, chemical, petrochemical plants, steel and iron manufacturing and processing industries, plants, infrastructure projects of all other kinds, factories and industries of all kinds and supply to and to provide, maintain and operate service facilities, convenience, bureaus and the like for the benefit of any person, company, corporate body, firm,. trust, association, society, government, organisation whatsoever and generally to act as service organisation or for providing generally engineering, administrative, advisory, commercial, management, consultancy, technical, quality control, and other services to persons, companies, corporate bodies, firms trusts, association society, government or organisations, whatsoever and to undertake the supervision of any business or organisation and to undertake turnkey projects and to invest or in acquire invest in companies carrying on above business.* *6. To carry on the business as manufacturers, Exporters, Importers, Contractors, Sub-contractors, Sellers, Buyers, lessors or lessee and Agents for equipment for power generation, distribution & transmission for renewable and non-renewable energy plant etc., and to set up wind/solar Farms for the Company and/or for others either singly or jointly and also to generate, acquire by purchase in bulk, accumulate, sell, distribute and supply electricity and other power (subject to and in accordance with the policy / laws in force from time to time).”*
February 12, 2024	Clause V of the Memorandum of Association was amended to reflect the sub-division of face value of equity shares from ₹10 to ₹2. The authorized share capital of our Company was amended from ₹350,000,000 divided into 35,000,000 equity shares of face value of ₹10 each to 175,000,000 Equity Shares of ₹2 each

Major events and milestones in the history of our Company

The table below sets forth the key events and milestones in the history of our Company:

Financial Year	Particulars
2009	Established transmission tower testing facility in Deoli, Maharashtra

Financial Year	Particulars
2011	Received a license for a factory engaged in the manufacture of fabrication and galvanising of transmission tower, high mast lighting poles, crash barriers and others at Silvassa, Dadra and Nagar Haveli
2012	Received a purchase order for manufacturing and supplying Derrick Structure Material and Fabrication and other fabrications
2016	Transfer of T&D business from Gammon India Limited to our Company that included: (i) amalgamation of tower manufacturing facility in Vadodara, Gujarat and Deoli, Maharashtra established in 1994 and 2010, respectively; (ii) division of conductor factory in Silvassa, Dadra and Nagar Haveli established in 2008; and (iii) transmission tower testing facility in Deoli, Maharashtra established in 2009
2016	Received purchase order for supplies of Aluminium Conductor Steel Reinforced conductors and Aluminium Alloy Conductor Steel Reinforced conductors
2017	Received letter of acceptance for construction of three 220/132/33 kV substations on turnkey basis in Dharsiwa, Kawardha and Dherdehi, Chhattisgarh. We also received letter of acceptance for construction of 400 kV, 220kV and 132kV substations and transmission lines on total turnkey basis under an inter-State transmission system project in India, Green Energy Corridor Phase I in Shajapur and Mandsaur, Madhya Pradesh
2017	Received letter of award for construction of 220 KV D/C transmission line from 220 KV GSS Basni (Jodhpur) to 220 KV GSS NPH (Jodhpur) in Rajasthan, in existing row using 220 KV towers, 220 KV tubular monopoles, 220 KV underground cable
2018	Entered into a supply agreement with consortium of companies in Poland to supply galvanized and painted steel structures
2018	Entered into an agreement to manufacture luminary products including LED lighting fixtures, LED lighting installations, LED luminaries etc. under our trademark
2019	Received a letter of acceptance to design, supply, installation, testing and commissioning of 25 kV, 50 Hz, AC single phase railway electrification work between Katni (excluding)-Bara (including) in Katni-Singrauli section of west central railway
2019	Awarded with a tender by National Highway Authority of India to construct two lane bridge across river Kosi with approach road from Bheja to Bakaur section of NH-527A in Bihar under Backward Area / Religious / Tourist places scheme of Bharatmala Pariyojana Phase-I
2022	Awarded contract under the Power Project Suriname – HV Cables for construction of Electricity System Upgrade and Expansion Project, 110 kV underground cable
2022	Entered into two agreements to design, supply, installation, testing and commissioning of 400kV and 230kV River Crossing Transmission Lines on Turnkey Basis Lot-1 and Lot-2, both dated August 17, 2022, for a consideration of USD 304.97 million and USD 219.274 million, respectively
2023	Entered into a memorandum of understanding to develop the composite High Temperature Low Sag conductors cable market in India and in other countries, including Bhutan, Nepal, Bangladesh, Sri Lanka, Africa, Middle East, Iraq and other nations

Awards, accreditations and recognitions received by our Company

Calendar Year	Award
2014	Awarded the best construction performance special award by Power Grid Corporation of India Limited
2014	Awarded the special category in construction for the year 2014-15 by Power Grid Corporation of India Limited
2015	Awarded the best safety performance for the year 2015-16 by Power Grid Corporation of India Limited
2015	Awarded the best construction performance (Division II Maximum Volume of Work) for the year 2015-16 by Power Grid Corporation of India Limited
2016	Received appreciation for best performance in excise contribution and for extra ordinary contribution in excise by Chief Commissioner of Customs Central Excise and Service Tax, Nagpur Zone
2016	Awarded the best performance safety award for pole and conductor plant by Silvassa Industries Association
2017	Awarded the third position for its contribution in safety implementation for the year 2017-18 by Adani Energy Solutions Limited (*formerly known as Adani Transmission Limited*)
2019	Awarded with consolation certificate for excellent work in the field of Industrial Safety and Health by Labour Department, Directorate Industrial Safety and Health for our plant in Wardha, Maharashtra
2019	Received appreciation for completion of 500 kV Transmission line from Aqina – Sheberghan (88 kms) and 220 kV Transmission line from Sheberghan-Mazar-E-Sharif (156 km) under DABS 011/ICB project from Da Afghanistan Breshna Sherkat in Afghanistan

Time and cost over-runs

Other than in the ordinary course of business, there have been no time and cost over-runs in respect of setting up projects of the Company.

Defaults or re-scheduling, restructuring of borrowings with financial institutions or banks

Other than in the ordinary course of business, there have been no defaults or rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our Company's borrowings, except as permitted under the applicable laws.

Significant financial and/or strategic partners

Our Company does not have any significant financial and/or strategic partners as on the date of this Draft Red Herring Prospectus.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation, location of our manufacturing facilities, see "*Our Business*" on page 173.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Except as given below, our Company has not acquired any business or undertaking and has not undertaken any merger, amalgamation or revaluation of assets in the last 10 years.

Scheme of arrangement between Gammon India Limited ("Transferor Company"), our Company and the respective shareholders of the Transferor Company and our Company, and creditors as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated April 18, 2017

Our Company and the Transferor Company had filed an application dated April 10, 2017 before the National Company Law Tribunal, Mumbai Bench praying for, amongst other things, the sanction of a scheme of arrangement under Sections 391 to 394 of the Companies Act, 1956, read with Sections 100 to 103 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and as amended, which was sanctioned by the National Company Law Tribunal, Mumbai Bench, by way of its order dated April 18, 2017 ("**Scheme of Arrangement**"). As per the Scheme of Arrangement, the Transferor Company transferred its engineering, procurement and construction business in the transmission and distribution sector, including the tower testing facility located at Deoli, Maharashtra and tower manufacturing facilities located at Baroda and Nagpur division of conductor factory at Silvassa, Dadra and Nagar Haveli, and the tower manufacturing facility at Deoli, Maharashtra, to our Company ("**T&D Business**"). T&D Business also included business received pursuant to amalgamation of Associated Transrail Structures Limited with the Transferor Company with effect from April 1, 2008. However, the scope of the T&D Business excluded undertakings of Transferor Company transferred to our Company pursuant to the business transfer agreement dated October 27, 2015 ("**BTA Undertaking**" and the T&D Business excluding BTA Undertaking is defined hereinafter as the "**Transferred Undertaking**").

The Transferred Undertaking was transferred as a going concern with all properties, rights and powers and all debts, liabilities, duties and obligations of the Transferor Company comprised in and/ or pertaining to the Transferred Undertaking as on the appointed date ("**T&D Undertaking**"). The T&D Undertaking was transferred to and vested in our Company for issuance of 725,000 fully paid-up equity shares of ₹10 each to the Transferor Company. The Scheme of Arrangement became effective from April 20, 2017 ("**Effective Date**").

Post the Effective Date, all the employees of the Transferor Company became employees of our Company. Further, all legal proceedings of whatsoever nature by or against Transferor Company pending and/ or arising prior to the Effective Date and relating to the T&D Undertaking, continued to be enforced against the Transferor Company.

Corporate profile of our Company

For details in relation to our corporate profile including details of our business, profile, activities, services, market, growth, competition, technology, and managerial competence, see "*Our Business*", "*Our Management*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Risk Factors*" on pages 173, 214, 310 and 29, respectively.

Our holding company

Ajanma Holdings Private Limited, one of our Promoters, is our holding company. For details, see "*Our Promoter and Promoter Group*" on page 231.

Our subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company has four Subsidiaries. The details of our Subsidiaries are set out below:

Foreign Subsidiaries

1. **Transrail International FZE**

    Corporate information

    TIF was incorporated as a free zone establishment with limited liability pursuant to Emiri Decree No. 6 of 1995 of H.H. Sheik Dr. Sultan Bin Mohammad Al Qasimi, Ruler of Sharjah and rules and regulation issued under Hamriya Free Zone Authority on December 4, 2017. The registered office of TIF is situated at P2-ELOB Office no. E-11F-06, Hamriyah Free Zone – Sharjah, United Arab Emirates.

    TIF is engaged in general trading and all local activities as per local rules and regulations in accordance with the license issued by the Hamriyah Free Zone Authority.

Capital structure

The authorised, issued, subscribed and paid-up share capital of TIF is AED 200,000 divided into 200 equity shares having a face value of AED 1,000 each.

Shareholding pattern

The shareholding pattern of TIF as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of shares of face value AED 1,000 each	Percentage of total equity share capital (%)
1.	Transrail Lighting Limited	200	100.00

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of TIF that have not been accounted for by our Company in the Restated Consolidated Financial Information.

2. **Transrail Lighting Malaysia SDN. BHD.**

Corporate information

TLMSB was incorporated as a private company under the Companies Act, 2016 in Kuala Lumpur, Malaysia on July 26, 2018. The registered office of TLMSB is situated at Suite B13A-4, Tower-B, Lever 13A NorthPoint Offices, Mid Vally City No.1, Medan Syed Putra Utara 59200 Kuala Lumpur W.P. Kuala Lumpur, Malaysia.

TLMSB is engaged in tendering and entering into contracts with any person, firm, corporation, government or statutory, local or other authority and/or to design, manufacturing, test, assemble, erect, commission, repair, buy, sell, import, export, hire exchange, alter or improve or otherwise deal in all kinds of engineering works related to power transmission, distribution, electrification and other engineering, procurement and construction work and exploring new global business opportunities.

Capital structure

The authorised, issued, subscribed and paid-up share capital of TLMSB is MYR 9,800 divided into 980 equity shares having a face value of MYR 10 each.

Shareholding pattern

The shareholding pattern of TLMSB as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of shares of face value MYR 10 each	Percentage of total equity share capital (%)
1.	Transrail Lighting Limited	980	100.00

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of TLMSB that have not been accounted for by our Company in the Restated Consolidated Financial Information.

3. **Transrail Lighting Nigeria Limited**

Corporate information

TLNL was incorporated as a private limited company under the Companies and Allied Matters Act, 1990 of the Federal Republic of Nigeria on May 15, 2018. The registered office of TLNL is situated at Flat no. 6, 2nd Floor, 4346 Senega Street, Off Accra Street, Zone 5, Wuse, Abuja FCT, Abuja FCT, Abuja, Nigeria.

TLNL is engaged in electrical engineering and all business related thereto.

Capital structure

The authorised, issued, subscribed and paid-up share capital of TLNL is NGN 10,000,000 divided into 10,000,000 equity shares having a face value of NGN 1 each.

Shareholding pattern

The shareholding pattern of TLNL as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of shares of face value NGN 1 each	Percentage of total equity share capital (%)
1.	Rajesh Neelakantan*	25,000	00.25
2.	Transrail Lighting Limited	9,975,000	99.75

* *Rajesh Neelakantan holds 25,000 shares as a nominee of our Company.*

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of TLNL that have not been accounted for by our Company in the Restated Consolidated Financial Information.

4. **Transrail Structures America Inc.**

Corporate information

TSAI was incorporated as a corporation incorporated in State of Delaware, pursuant to General Corporation Law of Delaware on October 2, 2018. The registered office of TSAI is situated at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801, U.S.

TSAI is engaged in any lawful act or activity for which corporations may be organised under the General Corporation Law of Delaware.

Capital structure

The authorised, issued, subscribed and paid-up share capital of TSAI is USD 10,000 divided into 1,000 equity shares having a face value of USD 10 each.

Shareholding pattern

The shareholding pattern of TSAI as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of shares of face value USD 10 each	Percentage of total equity share capital (%)
1.	Transrail Lighting Limited	1,000	100.00

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of TSAI that have not been accounted for by our Company in the Restated Consolidated Financial Information.

Joint Ventures

Our Company, from time to time, enters into certain joint venture agreements for the purposes of bidding and execution of projects. These are business joint ventures and not incorporated companies. As a result, no capital contribution has been made for execution of the projects and the obligations of the respective works are accounted individually by the members of the joint venture. Except as set out below, our Company does not have any joint ventures that have been awarded projects, as on the date of this Draft Red Herring Prospectus:

S. No.	Name of the Joint Venture	Name of the partner(s) of the Joint Venture	Project	Company's share in the Joint Venture (%)	Date of the joint venture agreement
1.	ITD Cementation India Limited and Transrail Lighting Joint Venture	ITD Cementation India Limited	Design, Supply, Installation, Testing & Commissioning of Jammu River Crossing Portion of Bogura-Kaliakair 400kV Double Circuit Transmission Line on Turnkey Basis (Package-01, Lot-03)	27.34	August 16, 2023
2.	Altis-Holding Corporation – Transrail Lighting Limited	Altis-Holding Corporation	Construction of 4-lane Elevated Section and at grade improvements at Bengusarai town section of NH-31 from design Chainage 221+047 to 225+302 in the State of Bihar Project	49.00	January 13, 2022
3.	Joint Venture Agreement between our Company, Metcon India Realty and Infrastructure Private Limited ("**Metcon**") and	Metcon and Pravesh Construction	Supply of ballast, track installation & linking (excluding supply of rails and sleepers, thick web switches and special sleepers) S&T and OHE works from Azamgarh (Excluding) Km 44.50 to Shahgunj Km 99.75 Total 55.25 Km Package-B2 in connection with Mau – Shahganj 2nd line Project of Varanasi Division of North	60.00	April 8, 2021

S. No.	Name of the Joint Venture	Name of the partner(s) of the Joint Venture	Project	Company's share in the Joint Venture (%)	Date of the joint venture agreement
	Pravesh Construction (Package-B2)		Easter Railway in the state of Uttar Pradesh India.		
4.	Joint Venture Agreement between our Company, Metcon India Realty and Infrastructure Private Limited ("**Metcon**") and Pravesh Construction (Package-A2)	Metcon and Pravesh Construction	Supply of ballast, track installation & linking (excluding supply of rails and sleepers, thick web switches and special sleepers) S&T and OHE works from Azamgarh (including) Km 44.50 to Shahgunj Km 99.75 Total 55.25 Km Package-A2 in connection with Mau – Shahganj 2nd line Project of Varanasi Division of North Easter Railway in the state of Uttar Pradesh India.	60.00	April 8, 2021
5.	Joint Venture Agreement between our Company, Metcon India Realty and Infrastructure Private Limited ("**Metcon**") and Pravesh Construction (Phephna-Indara)	Metcon and Pravesh Construction	Supply of ballast, track installation & linking (excluding supply of rails and sleepers, thick web switches and special sleepers) S&T and OHE works in connection with Phephna (including)-Indara (including) (50 km) on Varanasi Division of North Easter Railway in the state of Uttar Pradesh India.	60.00	April 8, 2021
6.	Gammon Engineers and Contractors Private Limited – Transrail Lighting Limited	Gammon Engineers and Contractors Private Limited	Construction of 2 Lane Bridge across River Kosi along with approach road from Bheja to Bakaur section of NH-527 A (Design Chainage KM 0+000 to KM 13+300) under BRT scheme of Bharatmala Pariyojana Phase-I S.No-3 of annexure-III (c) of SoP dated 21.12.17 of Morth in the State of Bihar on EPC Mode Project.	95.00	February 26, 2019
7.	Railsys Engineers Private Limited - Transrail Lighting Limited	Railsys Engineers Private Limited	Supply of indoor and outdoor signaling and telecommunication materials, installation, testing and commissioning of works in connection with construction of 2 no.s of new crossing stations (excluding EI), interlocking of 6 manned level crossing gates and replacement of OFC & Quad cables at these locations, in Kanwar Region of Konkan Railways	49.00	December 11, 2018
8.	Transrail Lighting Limited - FCEP JV-Nigeria	First Capital Energy & Power Industries Limited	1. Benin North -Oshogbo 330KV DC transmission line with turn-in and out to new Akure Substattion (260 kilometers) 2. Kano – Katsina 330KV DC transmission line (180 kilometers)	N.A.	December 17, 2010
9.	Transrail Lighting Limited - Hanbaek Company Limited consortium	Hanbaek Company Limited	Design Supply, assembly and commissioning work of the 220KV Kigoma (Rwanda) – Gitega (Burundi) transmission line and posts associates	N.A.	December 6, 2021
10.	Transrail Lighting Limited - Altis-Holding Corporation JV	Altis-Holding Corporation	Construction of fly over bridge from Laukhedi Sewage Pump House to Nagar Nigan Visarjan Ghat Sant Hridaram Nagar (Bairagarh) in Bhopal city district, Bhopal, Madhya Pradesh	80.00	August 29, 2023
11.	Transrail Lighting Limited- Altis-Holding Corporation JV	Altis-Holding Corporation	Development of 6 lane green field (Package-II A) starts from design ch.23+325 to ch. 32+090 around Kanpur city, in state of Uttar Pradesh on EPC mode project	80.00	December 27, 2023
12.	Transrail Lighting Limited- Altis-Holding Corporation JV	Altis-Holding Corporation	Construction of new major bridge over Baghmati and Lakhandei River along with approaches from design km, 16+500 on NH-527C in the state of Bihar on EPC mode	80.00	December 15, 2023

S. No.	Name of the Joint Venture	Name of the partner(s) of the Joint Venture	Project	Company's share in the Joint Venture (%)	Date of the joint venture agreement
13.	Transrail Lighting Limited Altis-Holding Corporation JV	Altis-Holding Corporation	Rehabilitation and augmentation of improvement and up-gradation of newly declared National Highway NH-227B (84 Kosi Parikrama Marg) Package – V Design km 140+960 (Patranga) to km 160+200 (Bahuvan Madar Majha) to two lane with paved shoulder configuration in the state of Uttar Pradesh	80.00	December 27, 2023
14.	Transrail Lighting Limited Altis-Holding Corporation JV	Altis-Holding Corporation	Construction of twin tube uni directional Aizwal bypass tunnel of 2.5 km and its approaches of 2.1 km from km 10.600 to km 15.200 (Package-2) on Sairang – Phaibawk section of NH-6 in the state of Mizoram on EPC mode	80.00	December 22, 2023
15.	Consortium of Transrail Lighting Limited and Universal Cable Limited	Universal Cable Limited	Power project Suriname – Electricity system upgrade and expansion project lot – 3 cables including design, supply and installation of 110kV, in Paramaribo section	N.A.	January 11, 2021
16.	Undertaking by joint venture partners by Transrail Lighting Limited and Hyosung T&D India Private Limited	Hyosung T&D India Private Limited	Design manufacture, supply, erection, testing and commissioning of Equipment Materials stipulated in the Bidding documents under specification no. TBCB/ ERSS-XXV & NERSS-XV/220KV GIS/G7 substation package for (i) extension of 400kV AIS switchgear and creation of 220kV GIS at 400/132kVBanka (POWERGRID) under eastern region strengthening scheme-XXV (ERSS-XXV), (ii) extension of 132kV AIS switchgear and upgradation of existing 132kV Namsai (POWERGRID) S/s to 220kV (with 220kV side as GIS) including 1x50MVAR, 245kV Bus Reactior under North Eastern Region Strengthening scheme-XV (NERSS-XV) and (iii) 2 no. of 220kV GIS line bays at Kathalguri (NEEPCO) switchyard under North Eastern Region Strengthening scheme-XV through tariff based competitive bidding route	N.A.	November 2, 2021
17.	Consortium agreement between Jyoti Structures Limited and Transrail Lighting Limited	Jyoti Structures Limited	Supply and construction of 400 KV D/C Punatsanghhu 1-Sunkosh transmission line (Package -A) no. BPC/D&CD/PHPA/2010/contract -A&B)	N.A.	October 8, 2009 and amended on June 8, 2017
18.	Transrail Lighting Limited SAE Consortium Benin	SAE Power Line SRL	Construction of Lot 1A – 330kV line at Benin, Lot 1C – 161 kV connecting lines at Togo, Lot 2A – double circuit line 161 kV Parakou – Onigbolo and Lot 2B – double circuit line 161 kV Sakete – Tanzoun (Porto-Nove)	N.A.	May 15, 2017
19.	Transrail Lighting Limited and SAE Consortium Tanzania	SAE Power Line SRL	Construction of contract no. ENC106/2007/2-Lot 2 Transmission Line : supply erection and commissioning of 170 km of 220kV transmission line linking Chibata and Dondo from Electricitade de Mocambique EDM	N.A.	July 29, 2016
20.	Transrail Lighting Limited - EVRASCON JV	OJSC Euro-Asian Construction Corporation "EVRASCON"	Construction of Uni-directional Sudhmahadev - Dranga Twin Tube Tunnel and its approach roads on Chenani - Sudhmahadev - Goha road including Uni-directional Tunnel-1and Tunnel 2 on NH-244 in the Union Territory of Jammu and Kashmir	70.00	January 5, 2023

S. No.	Name of the Joint Venture	Name of the partner(s) of the Joint Venture	Project	Company's share in the Joint Venture (%)	Date of the joint venture agreement
21.	Transrail Lighting Limited - EVRASCON JV	OJSC Euro-Asian Construction Corporation "EVRASCON"	Construction of Uni-directional Singhpora - Vailoo Tunnel (Under Sinthanpass) of length 10.331km/10.363km (Tube-1/Tube-2)and its approach road of total length 38.611 km in Union Territory of Jammu and Kashmir on EPC mode	70.00	January 3, 2023

Interest in our Company

None of our Subsidiaries or Joint Ventures have any interest in our Company's business other than as stated in "*Our Business*" and "*Restated Consolidated Financial Information*" on pages 173 and 240, respectively.

Common pursuits

Our Subsidiaries are engaged in business similar to the business of our Company. Our Company would adopt necessary measures and practises as permitted by law and regulatory guidelines to address any conflict situation as and when they arise.

Details of shareholders' agreements

Except as disclosed below, our Company does not have any subsisting shareholders' agreements among our Shareholders vis-a-vis our Company:

Summary of key agreements

Key terms of the shareholders' agreements

Share Subscription cum Shareholders' Agreement dated September 26, 2023 ("SSSHA") entered into by and among our Company, Asiana Alternative Investment Fund – Scheme: Asiana Fund I ("Asiana") and Ajanma Holdings Private Limited (together, the "SSA Parties") as amended by way of the amendment agreement dated February 9, 2024 to SSSHA ("Amendment to SSSHA").

The SSSHA was entered into by and among our Company, Asiana and Ajanma Holdings Private Limited to record terms and conditions for the subscription of 1,994,302 equity shares of face value of ₹ 10 each, on a preferential basis at a price of ₹702.00 per equity share constituting 8.04% of the issued and paid-up equity share capital, for an aggregate amount of ₹1,400 million. As per the terms of the SSSHA, Asiana has, *inter alia*, (a) a right to nominate and appoint one director to our Board till such time Asiana holds at least 5.00% of the Equity Share capital, (b) right to appoint a member of the committees of the Board; (c) right to vote on the reserved matters; (d) access and information rights; (e) pre-emptive and anti-dilution rights and (f) exit rights, including buy-back or a secondary sale. The Company is also required to indemnify Asiana and its nominee director caused by any untrue statement of a material fact contained in any statement or Offer documents filed by the Company, or caused by any omission on part of the Company, to state a fact required to be stated therein. Further, Ajanma Holdings Private Limited is entitled to nominate majority of the Director(s) to our Board under the terms of the SSSHA. All the rights and privileges available to Asiana under the SSSHA shall fall away upon conclusion of the Offer.

Pursuant to the terms of the Amendment to SSSHA, the SSSHA along with all rights of the parties thereunder (except rights available under applicable law, including right to receive dividend and voting right), Asiana has waived and/or suspended certain of its rights, obligations and restrictions that may be triggered under the SSSHA as a result of our Company undertaking the Offer, which, include (i) pre-emptive rights, (ii) anti-dilution rights, and (iii) the information rights of Asiana, to the extent of ensuring compliance with the SEBI Insider Trading Regulations, from the date of filing of the Red Herring Prospectus.

Further, the Amendment to SSSHA shall stand terminated upon the earlier of: (i) March 31, 2025 or such extended cut-off date; and (ii) the date on which our Board decides not to undertake the IPO. In the event of termination of the Amendment to SSSHA, the provisions of the SSSHA, shall, immediately and automatically, stand re-instated and shall be deemed to have been continuing from the date of execution of the Amendment to SSSHA.

Key terms of the other material agreements

Business Transfer Agreement dated October 27, 2015 ("BTA") entered into by and between GIL and our Company, read with first amendment agreement to the BTA dated February 12, 2016 ("Amendment to the BTA")

Pursuant to the terms of the BTA, read with Amendment to the BTA, our Company purchased the division of conductor factory at Silvassa, Dadra and Nagar Haveli and the tower manufacturing facility (excluding the tower testing facility and store of erection and stringing equipment) at Deoli, Wardha district, Maharashtra together with assets, and liabilities as mentioned under clause 2.1 of the Amendment to the BTA (collectively, "**Identified Business**") from GIL, for an aggregate consideration of

₹43.73 million to be discharged by way of issue and transfer of 275,000 unsecured zero coupon optionally convertible debentures ("**OCDs**") of face value of ₹159.00 per debenture to GIL. As part of the BTA, all the assets, benefits and rights forming part of Identified Business were transferred, assigned and conveyed to our Company on January 1, 2016 ("**Effective Date**") and the employees of GIL continued to be the employees of our Company pursuant to transfer of Identified Business, from Effective Date onwards. As per the terms of the BTA, GIL had to fulfil certain conditions precedent, including transfer of leasehold of immovable properties, obtain consent and approvals from Shareholders, lenders for sale and transfer of the Identified Business and conveying encumbrances over the assets to our Company, transfer/novation of contracts with third parties, transfer of insurance policies, licenses or apply for new approvals along with our Company and pay or make adequate provisions for making payment of all amounts due and payable to the continuing employees for the period prior to the date mutually agreed by parties ("**Completion Date**"). The parties were supposed to fulfil conditions precedent before 120 days from date of the BTA ("**Long Stop Date**"). Subsequent to Completion Date, GIL assisted our Company to fulfil certain obligations, including preparing books of account, seek consents from landlord for transfer of leasehold not obtained before Completion date, transfer of accumulations with respect to gratuity fund in respect of continuing employees to the accounts established by our Company. The BTA was governed and construed in accordance with the laws of India.

Details of guarantees given to third parties by our Promoters who are participating in the Offer for Sale

As on the date of this Draft Red Herring Prospectus, there are no outstanding guarantees given by our Promoters to any third party.

Agreements with Key Managerial Personnel or Senior Management, Director, Promoters, or any other employee

None of our Key Managerial Personnel or members of the Senior Management, Director, Promoters, or any other employee have entered into any agreement with the any shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

OUR MANAGEMENT

In terms of the Articles of Association, our Company can have a minimum of six Directors and a maximum of 15(fifteen) Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises of two Executive Directors, three Non-Executive Director (including one Non-Executive Nominee Director) and five Independent Directors, including two women Directors.

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

S. No.	Name, designation, current term, period of directorship, address, occupation, date of birth, DIN and age	Other Directorships
1.	**Digambar Chunnilal Bagde** **Designation:** Executive Chairman **Current Term:** Three years with effect from October 1, 2023 till September 30, 2026 **Period of Directorship:** Director since February 18, 2008 **Address:** A 402, CTS No 757, Skylark, New Kantwadi Road, Pali Hill, Bandra West, Mumbai 400 050, Maharashtra, India **Occupation:** Service **Date of Birth:** January 5, 1950 **DIN:** 00122564 **Age:** 74 years	**Indian Companies:** 1) RMH Ventures Private Limited; and 2) Ajanma Holdings Private Limited. **Foreign Companies:** 1) Transrail Lighting Malaysia SDN; and 2) BHD and Transrail International FZE.
2.	**Randeep Narang** **Designation:** Managing Director and Chief Executive Officer **Current Term:** Five years with effect from December 15, 2020 till December 14, 2025; liable to retire by rotation **Period of Directorship:** Director since December 15, 2020 **Address:** 138, Uday Park, New Delhi, Andrewsganj, S.O. South Delhi 110 049, India **Occupation:** Service **Date of Birth:** March 19, 1962 **DIN:** 07269818 **Age:** 61 years	**Indian Companies:** Nil **Foreign Companies:** Transrail International FZE
3.	**Sanjay Kumar Verma** **Designation:** Non-Executive Director **Current Term:** Three years with effect from September 14, 2023; liable to retire by rotation **Period of Directorship:** Director since December 15, 2020 **Address:** C-61, Second floor, South Extension Part 2, New Delhi 110 049, India **Occupation:** Business **Date of Birth:** March 12, 1973 **DIN:** 08235643 **Age:** 50 years	**Indian Companies:** 1) RMH Ventures Private Limited; 2) Yash Structure Private Limited; 3) H P Professional Services Private Limited; and 4) Skytek Unmanned Aerial Solutions Private Limited. **Foreign Companies:** Nil
4.	**Srikant Chaturvedi**	**Indian Companies:**

S. No.	Name, designation, current term, period of directorship, address, occupation, date of birth, DIN and age	Other Directorships
	Designation: Non-Executive Director **Current Term:** Director with effect from March 7, 2016; liable to retire by rotation **Period of Directorship:** Director since March 7, 2016 **Address:** 110, Magnum Tower, Lokhandwala Complex Andheri West, Mumbai 400 053, Maharashtra, India **Occupation:** Business **Date of Birth:** July 10, 1954 **DIN:** 00651133 **Age:** 69 years	1) Ajanma Holdings Private Limited **Director of a Section 8 Company under the Companies Act** 1) Transrail Foundation **Foreign Companies:** Nil
5.	**Vita Jalaj Dani*** **Designation:** Additional Non-Executive Director^ **Current Term:** Director with effect from February 29, 2024; **Period of Directorship:** Director since February 29, 2024 until the next annual general meeting **Address:** 106, Alhambra, 18 Carmichael Road, Mumbai 400 026, Maharashtra, India **Occupation:** Business **Date of Birth:** July 2, 1970 **DIN:** 00032396 **Age:** 53 years	**Indian Companies:** 1) Dani Finlease Private Limited; 2) Hydra Trading Private Limited; 3) Nirja Commercials Private Limited; 4) 11Sports Private Limited; 5) Chennaiyin F.C. Sports Private Limited; 6) Smiti Holding and Trading Company Private Limited; and 7) Vijal Holding and Trading Company Private Limited. **Foreign Companies:** Nil **Director of a Section 8 Company under the Companies Act** 1) ELMS Sports Foundation; and 2) Dani Foundation
6.	**Vinod Dasari** **Designation:** Independent Director **Current Term:** Three years with effect from August 10, 2023; not liable to retire by rotation **Period of Directorship:** Director since August 10, 2023 **Address:** No 1 Cross Street, Dhandayudhapani Nagar, Kotturpuram, Kotturpuram, Chennai 600 085, Tamil Nadu, India **Occupation:** Business **Date of Birth:** June 28, 1966 **DIN:** 00345657 **Age:** 57 years	**Indian Companies:** 1) Pidilite Industries Limited; 2) Vijayganga Speciality Care Private Limited; 3) Vishay Engineering and Holdings Private Limited; and 4) Waycool Foods and Products Private Limited. **Foreign Companies:** Nil
7.	**Ashish Gupta** **Designation:** Independent Director	**Indian Companies:** 1) Prash Legal Private Limited

S. No.	Name, designation, current term, period of directorship, address, occupation, date of birth, DIN and age	Other Directorships
	Current Term: Three years with effect from August 10, 2023; not liable to retire by rotation **Period of Directorship:** Director since August 10, 2023 **Address:** E-1404, La Royale, GH 1, CISF Road, Indirapuram, Ghaziabad 201 014, Uttar Pradesh, India **Occupation:** Professional **Date of Birth:** April 7, 1969 **DIN:** 07998166 **Age:** 54 years	**Foreign Companies:** Nil
8.	**Ravita Nirmal Punwani** **Designation:** Independent Director **Current Term:** Three years with effect from December 15, 2023; not liable to retire by rotation **Period of Directorship:** Director since December 15, 2023 **Address:** C-4/4, Kripa Nagar, S.V. Road, Irla, Vile parle (West), Mumbai 400 056, Maharashtra, India **Occupation:** Service **Date of Birth:** March 9, 1964 **DIN:** 08990767 **Age:** 59 years	**Indian Companies:** Nil **Foreign Companies:** Nil **Director of a Section 8 Company under the Companies Act** 1) Transrail Foundation
9.	**Ranjit Jatar** **Designation:** Independent Director **Current Term:** Three years with effect from August 10, 2023; not liable to retire by rotation **Period of Directorship:** Director since August 10, 2023 **Address:** Chester building No. 3, Flat No. 502 SR No. 29/2,29/3, Baner, Pune City, 411 045, Maharashtra, India **Occupation:** Service **Date of Birth:** May 11, 1959 **DIN:** 01526405 **Age:** 64 years	**Indian Companies:** 1) Nova Edge Solutions Private Limited **Foreign Companies:** Nil
10.	**Major General Dr. Dilawar Singh (Retd.)** **Designation:** Independent Director **Current Term:** three year with effect from September 14, 2023; not liable to retire by rotation **Period of Directorship:** Director since September 14, 2023 **Address:** Flat No. 707, 7th/F, Plot No. 14, Sea Show CGHS, Dwarka Sector 19 B, Dwarka, South West Delhi 110 075, New Delhi, India **Occupation:** Service **Date of Birth:** October 6, 1957	**Indian Companies:** 1) Paramobility India Private Limited; 2) Tridib Industries Limited; 3) Tilaknagar Industries Limited; and 4) Vinesha Projects Private Limited. **Director of a Section 8 Company under the Companies Act** 1) Global Chambers of Sports Education and Culture Foundation

S. No.	Name, designation, current term, period of directorship, address, occupation, date of birth, DIN and age	Other Directorships
	DIN: 08216047 **Age:** 66 years	**Foreign Companies:** Nil

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

^ *Subject to approval from our Shareholders.*

Brief biographies of our Directors

Digambar Chunnilal Bagde is the Executive Chairman of our Company. He holds a bachelor of engineering degree in civil engineering from the Maharaja Sayajirao, University of Baroda. He has over 40 years of experience in EPC industry. Previously, he was associated with Transrail Engineering Company Limited, as its promoter, Associated Transrail Structures Limited as its promoter and Gammon India Limited as the deputy managing director - transmission and distribution.

Randeep Narang is the Managing Director and Chief Executive Officer of our Company. He holds a bachelor degree in commerce from University of Delhi and a post-graduation diploma in marketing from the Institute of Marketing Management, New Delhi. He has also been awarded a certificate of completion on goodyear advanced management skills program – Asia facilitated by the Mahler Company, Inc. He has over 35 years of experience in marketing and T&D. Previously, he was associated with Bharti Airtel Limited in his capacity as the chief operating officer(west), CEAT Kilani Holdings, Sri Lanka as the managing director for CEAT Sri Lanka and with KEC International Limited as President, T&D (International).

Sanjay Kumar Verma is the Non-Executive Director of our Company. He holds a diploma of master in computer systems and networks from Khaikov State Polytechnical University, Ukraine. He has several years of experience in business administration and consulting, commodity trading and specialised technology. Previously, he was self-employed as consultant on various initiatives including commodity trading for Millenium Consultants. He was a consultant with M/s Arthur D Little India Private Limited assisting in project management and with M/s Fair Commodities Trading S.A assisting in commodity trading. Currently, he also serves as director on the boards of RMH Ventures Private Limited, Yash Structure Private Limited, H P Professional Services Private Limited and Skytek Unmanned Aerial Solutions Private Limited.

Srikant Chaturvedi is the Non-Executive Director of our Company. He holds a bachelor degree in commerce from Kishori Raman College, Mathura, Agra University. He has over 42 years of experience in chartered accountancy. He is also a member of the Institute of Chartered Accountants of India. He is associated with M/s. Chaturvedi S K & Fellows LLP as the partner of the firm.

Vita Jalaj Dani is the Additional Non-Executive Director of our Company. She holds a bachelor degree in arts from St. Xavier's College, Mumbai University. She has several years of experience in executive positions. Currently, she is associated with inter alia Asian Paints Limited, Chennaiyin F.C. Sports Private Limited, Smiti Holdings and Trading Company Private Limited and Hitech Corporation Limited.

Vinod Dasari is the Independent Director of our Company. He holds a master degree in engineering management from Robert R. McCormick School of Engineering and Applied Science, North-western University, U.S.A. He also holds a master's degree in business administration from J.L Kellogg Graduate School of Management from the North-western University. He has several years of experience in executive position. Previously, he was associated with Royal Enfield Motors Limited as the chief executive officer, Ashok Leyland Limited as the managing director and Cummins India Limited as the joint managing director.

Ashish Gupta is the Independent Director of our Company. He holds a bachelor of civil engineering degree from Nagpur University and a bachelor of law degree from Chaudhary Charan Singh University, Meerut. Further, he has a master's degree in business administration from S.P Jain Institute of Management & Research. He has over 30 years of experience in operations. Previously, he was associated with Gammons Engineers & Contractors Private Limited in his capacity as the president – contracts and legal department, Vensar Construction Company Limited in his capacity as the chief operating officer and with Hindustan Construction Company Limited in his capacity as chief operating officer –E&C.

Ravita Nirmal Punwani is the Independent Director of our Company. She holds a bachelor of science degree in home science from the College of Home Science, University of Bombay and a diploma in advertising and public relations from K.C. College of Management Studies. She has several years of experience, with a corporate exposure of ten years in microbiology and public relations. Previously, she was associated with ATV Projects India Limited, Britannia Industries Limited and Hotel Corporation of India Limited. She is also associated with Technical System Corporation, a human resource consulting firm, since 1997 and presently holds the designation of human resource business partner.

Ranjit Jatar is the Independent Director of our Company. He holds a bachelor degree in commerce (honours course) from Shri Ram College of Commerce, University of Delhi. He is also a member of the Institute of Chartered Accountants of India. He has several years of experience in finance. Previously, he was associated with Eicher Motors Limited as senior manager – finance and Pepsico India Holdings Private Limited as country head - Sri Lanka.

Major General Dr. Dilawar Singh (Retd.) is the Independent Director of our Company. He holds a doctorate in philosophy from G.H. Patel Post Graduate Institute of Business Management (M.B.A Programme), Sardar Patel University, Gujarat. He has several years of experience in administrative services. Previously, he was associated with Ministry of Youth Affairs & Sports, Department of Youth Affairs in his capacity as Director General, Nehru Yuva Kendra Sangathan.

Relationship between our Directors

None of our Directors are related to each other.

Confirmations

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any stock exchange during the term of their directorship in such company.

None of our Directors are or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

Other than Vita Jalaj Dani, who has been nominated by Asiana Alternative Investment Fund Scheme: Asiana Fund I to our Board, under the terms of the SSSHA and the SSSHA Amendment Agreement, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on the Board.

Further, our Directors have neither been identified as Wilful Defaulters or Fraudulent Borrowers, as defined under the SEBI ICDR Regulations.

Terms of appointment of our Executive Directors

Digambar Chunnilal Bagde

Pursuant to our Board resolution dated August 10, 2023 and our Shareholders resolution dated September 27, 2023, Digambar Chunnilal Bagde was re-appointed as the Executive Chairman of our Company for a period three years with effect from October 1, 2023. Further, details of his remuneration was determined by the Nomination and Remuneration Committee by its resolution dated August 10, 2023 and in terms of the service agreement dated September 27, 2023, in accordance with the Sections 196, 197 and 203, read with Schedule V of the Companies Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as specified below:

(in ₹ million)

Particulars	Amount (per annum)
Remuneration	
Consolidated basic	18.00
House rent allowance	7.20
Special allowance	11.72
Medical reimbursement	0.02
LTA	0.90
Provident fund	2.16
Total	**40.00**
Perquisites	
1. Company car with fuel and driver, personal accident insurance, retirement benefits, gratuity, mediclaim, mobile bill reimbursement/telephone at residence; and 2. all expenses for travelling, hotel bills, conveyance, miscellaneous expenditure, and incidentals as may be necessary as per our policy while travelling out of station for our Company's business.	

Randeep Narang

Pursuant to our Board resolution and our Shareholders resolution dated September 27, 2021, Randeep Narang was re-designated as the Managing Director and Chief Executive Officer of our Company for a period of five years with effect from December 15, 2020. Further, he receives remuneration from our Company in accordance with a resolution passed by our Board of Directors at their meeting held on May 31, 2023, and a resolution passed by our Shareholders at their annual general meeting held on September 27, 2023, and on such terms and remuneration as provided in the increment letter dated May 31, 2023 entered into by our Company with him, in accordance with the Sections 196, 197 and 203, read with Schedule V of the Companies Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as specified below:

(in ₹ million)

Particulars	Amount (per annum)
Remuneration	
Consolidated basic	9.48
Flexi allowance	12.00
House rent allowance	4.74
LTA	0.19
Bonus - *ex gratia*	0.79
Provident fund	1.14
Gratuity	0.45
Mediclaim premium	0.01

Particulars	Amount (per annum)
Remuneration	
Performance linked incentive	9.50
Total	**38.30**
Perquisites	
1. Fuel reimbursement of own car used for our Company's business on actual basis and reimbursement of drivers' salary up to ₹0.02 million in a particular year which shall be within the overall limits laid down in Section 198 of the Companies Act; 2. Personal accident insurance, mobile reimbursement, in accordance with the rules of our Company; and 3. All expenses for travelling, hotel bills, conveyance, miscellaneous expenditure, and incidentals as may be necessary as per our policy while travelling out of station for our Company's business.	

Payment or benefit to Directors of our Company

Details of the sitting fees or other remuneration paid to our Directors in the Financial Year ended March 31, 2023 are set forth below:

i. *Remuneration to our Executive Directors*

Details of the remuneration paid to our Executive Directors in Financial Year ended March 31, 2023 are set forth below:

(in ₹ million)

S. No.	Name of Executive Director	Remuneration	Commission/ Incentive	Total Compensation
1.	Digambar Chunnilal Bagde	36.64	Nil	36.64
2.	Randeep Narang	28.48	11.70*	40.18

**Special incentive of ₹4.20 million and ₹7.50 million pursuant to our Board resolution dated April 18, 2023 and May 31, 2023, respectively.*

ii. *Remuneration to our Non-Executive Director and Independent Directors*

Pursuant to our Board resolution dated September 14, 2018, each Independent Director is entitled to receive remuneration by way of sitting fees of ₹0.03 million for attending each meeting of our Board and ₹0.02 million for attending each meeting of the committees of our Board, within the limits prescribed under the Companies Act, and the rules made thereunder.

The details of remuneration paid to our Non-Executive Director and our Independent Directors for the Financial Year ended March 31, 2023 are as follows:

(in ₹ million)

S. No.	Name of Director	Sitting Fees	Commission	Total Remuneration
1.	Srikant Chaturvedi	0.51	1.00	1.51
2.	Sanjay Kumar Verma	0.18	1.00	1.18
3.	Ravita Nirmal Punwani	0.51	1.00	1.51
4.	Vinod Dasari*	Not Applicable	Not Applicable	Not Applicable
5.	Ashish Gupta*	Not Applicable	Not Applicable	Not Applicable
6.	Ranjit Jatar*	Not Applicable	Not Applicable	Not Applicable
7.	Major General Dr. Dilawar Singh (Retd.)*	Not Applicable	Not Applicable	Not Applicable
8.	Vita Jalaj Dani*	Not Applicable	Not Applicable	Not Applicable

**Appointed post April 1, 2023*

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to any of our Directors which accrued in Financial Year ended March 31, 2023.

Remuneration paid to our Directors by our Subsidiaries

As on the date of this Draft Red Herring Prospectus, none of our Directors received any remuneration from our Subsidiaries in Financial Year ended March 31, 2023. Further, there is no contingent or deferred compensation payable to any of our Directors by our Subsidiaries which accrued in Financial Year ended March 31, 2023.

Bonus or profit-sharing plan of the Directors

Our Company does not have any bonus or profit-sharing plan for our Directors. For details of the commission and performance bonus payable to them as a part of their respective remuneration, see "- *Terms of appointment of our Executive Directors*" on page 218.

Shareholding of Directors in our Company

As on the date of this Draft Red Herring Prospectus, none of our Directors hold any Equity Shares, except as disclosed below:

Name of the Director	Number of Equity Shares held	Percentage of the pre-Offer Equity Share capital (%)
Digambar Chunnilal Bagde	1,548,540	1.25

Name of the Director	Number of Equity Shares held	Percentage of the pre-Offer Equity Share capital (%)
Sanjay Kumar Verma	50,000	0.04

Our Articles of Association do not require our Directors to hold any qualification shares.

Interests of Directors

All our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or Committees thereof and any commission payable to them. For further details, see "*– Terms of Appointment of our Executive Directors*" and " *– Payment or benefit to Directors of our Company*", on pages 218 and 219, respectively.

Our Directors may also be interested to the extent of Equity Shares and stock options, if any (together with dividends in respect of such Equity Shares), held by them in our Company or held by the entities in which they are associated as directors or partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares. For details, see "*– Shareholding of Directors in our Company*" on page 219.

Except for Sandhya Bagde and Meha Chaturvedi who are the relatives of our Directors, Digambar Chunnilal Bagde and Srikant Chaturvedi, respectively, none of the relatives of our Directors are shareholders of our Company and are deemed to be interested to the extent of the dividends declared on the Equity Shares held by them, if any. For the payments that are made by our Company to such relatives of the Directors, see "*Restated Consolidated Financial Information – Note 50: Related Party Disclosures*" on page 290.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which any of our Directors are interested, by any person, either to induce him to become, or to qualify him as, as a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested, in connection with the promotion or formation of our Company. For details, see *"Restated Consolidated Financial Information – Note 50: Related Party Disclosures*" on page 290.

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except for Digambar Chunnilal Bagde and Sanjay Kumar Verma, who are also the Promoters of our Company, none of our Directors have any interests in the promotion or formation of our Company.

No loans have been availed or extended by our Directors from, or to, our Company or Subsidiaries of our Company.

Service contracts with Directors

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment. For details, see "*–Terms of Appointment of our Executive Directors*" on page 218.

Changes in our Board in the last three years

The details of changes in our Board in the last three years are set forth below.

Name	Date of Change	Reason for change in board
Vita Jalaj Dani	February 29, 2024	Appointed as additional Non-Executive director
Jalaj Dani	February 27, 2024	Resignation due to pre-occupation
Ravita Nirmal Punwani	December 15, 2023	Re-appointed as Additional Director due to expiration of term[1]
Jalaj Dani	October 23, 2023	Appointed as additional director[2]
Digambar Chunnilal Bagde	October 1, 2023	Reappointed as Executive Chairman
Jeevan Lal Nagori	September 27, 2023	Resignation due to expiration of term
Sanjay Kumar Verma	September 14, 2023	Appointed as additional Non-Executive Director[3]
Major General Dr. Dilawar Singh (Retd.)	September 14, 2023	Appointed as additional director[4]
Vinod Dasari	August 10, 2023	Appointed as additional director[4]
Ranjit Jatar	August 10, 2023	Appointed as additional director[4]
Ashish Gupta	August 10, 2023	Appointed as additional director[4]
Narayana Rao Sai Mohan	June 4, 2023	Resignation due to expiration of term
Sanjay Kumar Verma	May 31, 2023	Redesignated as an Independent director
Jeevan Lal Nagori	May 31, 2023	Appointed as additional director
Jeevan Lal Nagori	April 30, 2023	Resignation as Executive Director due to personal reasons
Digambar Chunnilal Bagde	October 1, 2022	Reappointed as Executive Chairman
Aditya Vikram	February 26, 2022	Resignation as a Director of our Company due to personal reasons
Jeevan Lal Nagori	October 30, 2021	Resignation as Executive Director due to personal reasons
Digambar Chunnilal Bagde	October 1, 2021	Reappointed as Executive Chairman
Digambar Chunnilal Bagde	September 27, 2021	Resignation as Managing Director as he was appointed as the Executive Chairman
Deepak Bhojwani	September 13, 2021	Resignation due to expiration of term

1. Regularised as independent director of our Company pursuant to a resolution passed by our Shareholders on February 12, 2024.
2. Regularised as non-executive director pursuant to a resolution passed by our Shareholders on October 27, 2023.
3. Resigned as independent director of our Company pursuant to change in the criteria of 'independence' as provided under section 149(6) of the Companies Act, 2013 and was later appointed as the additional Non-Executive Director. Regularised as non-executive director pursuant to a resolution passed by our Shareholders on September 27, 2023.
4. Regularised as independent director pursuant to a resolution passed by our Shareholders on September 27, 2023.

Borrowing powers of Board

In accordance with our Articles of Association and the applicable provisions of the Companies Act, pursuant to our Board resolution dated May 5, 2022, and Shareholders resolution dated May 27, 2022, our Board has the power to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹100,000 million.

Corporate Governance

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of our Board, including the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations.

Our Board has been constituted in compliance with the Companies Act, 2013, the SEBI Listing Regulations. Our Board functions either as a full board, or through various committees constituted to oversee specific operational areas.

As on the date of this Draft Red Herring Prospectus, our Board comprises of two Executive Directors, three Non-Executive Directors (including one Non-Executive Nominee Director) and five Independent Directors, including two women Directors. In compliance with Section 152 of the Companies Act, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act.

Committees of the Board

Details of the Committees as on the date of this Draft Red Herring Prospectus are set forth below. In addition to the Committees detailed below, our Board may, from time to time constitute other committees for various functions.

Audit Committee

The members of the Audit Committee are:

1. Ranjit Jatar, *Chairman*;

2. Srikant Chaturvedi, *Member*; and

3. Ashish Gupta, *Member*

The Audit Committee was last reconstituted pursuant to our Board resolution dated December 13, 2023. The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to our Board resolution dated December 13, 2023 are set forth below:

(a) oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(b) reviewing and recommending appointment, re-appointment and if required the replacement or removal of auditors of our Company, including the internal auditor, cost auditor and statutory auditor, of our Company and the fixation of audit fee, remuneration, before recommendation to our Board;

(c) approving the auditors (appointed under the Companies Act, 2013) to render any service other than consulting and specialized services along with approval of payment to statutory auditors for the same.;

(d) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to our board for approval, with particular reference to:

    1. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act;

2. changes, if any, in accounting policies and practices and reasons for the same;

3. major accounting entries involving estimates based on the exercise of judgment by management;

4. significant adjustments made in the financial statements arising out of audit findings;

5. compliance with listing and other legal requirements relating to financial statements;

6. disclosure of any related party transactions; and

7. modified opinion(s) in the draft audit report.

(e) reviewing, with the management, the quarterly, half-yearly, nine months, and annual standalone and consolidated financial statements and the financial statements of unlisted subsidiary/joint venture/ associate company, before submission to the board for approval;

(f) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;

(g) reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process;

(h) approval or any subsequent modification of transactions of our Company with related parties approval of any subsequent modification of transactions of our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our Company, subject to the conditions as may be prescribed;

(i) reviewing, at least on a quarterly basis, the details of related party transactions with specific significant related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(j) make necessary changes to the policy on materiality of related party transactions and on dealing with related party transactions and guidelines as may be required, from time to time as it may deem fit;

(k) scrutiny of inter-corporate loans and investments;

(l) valuation of undertakings or assets of the Company, wherever it is necessary, reviewing the valuation report and follow-up thereon;

(m) evaluation of internal financial controls and risk management systems;

(n) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(o) approve the disclosure of the key performance indicators to be disclosed in the documents in relation to the initial public offering of the equity shares of our Company;

(p) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit. reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor of the Company. Formulating in consultation with the Internal Auditor, the scope, functioning, periodicity and methodology for conducting the internal audit ;discussion with internal auditors of any significant findings and follow up there on;

(q) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

(r) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(s) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(t) to review and oversee the functioning of the vigil mechanism and whistle blower mechanism and to whom the directors and employee shall report in case of any concern;

(u) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate; reviewing financial statements and investments made by Unlisted Subsidiary.

(v) carrying out any other functions required to be carried out by the Audit Committee, as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;

(w) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing. Reviewing financial statements and investments made by Unlisted Subsidiary;

(x) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and

(y) To carry out such other functions as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company;

(z) Review and comment upon the report made by the statutory auditors (before submission to the Central Government) with regard to any offence involving fraud committed against the Company by its officers/employees;

(aa) Reviewing and approving quarterly and yearly management representation letters to the statutory auditors; and

(bb) Review compliance with provisions of Securities Exchange Board of India (Prevention of Insider Trading) Regulation, 2015 and shall verify that the systems for internal controls for ensuring compliance to these Regulations, are adequate and are operating effectively, as and when the regulations become applicable.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Vinod Dasari, *Chairman*;

2. Srikant Chaturvedi, *Member*; and

3. Ravita Nirmal Punwani, *Member*

The Nomination and Remuneration Committee was last reconstituted pursuant to our Board resolution dated August 10, 2023. The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to our Board resolution dated December 13, 2023 are set forth below:

a. Formulation of the criteria and specify methodology for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company a policy relating to the remuneration of the directors, key managerial personnel and other employees. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

   i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

   ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

b. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   i. use the services of an external agencies, if required;

   ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and

   iii. consider the time commitments of the candidates.

c. formulation of criteria for evaluation of performance of independent directors and the board of directors/committee of the Board.

d. devising a policy on diversity of board of directors;

e. identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

f. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

g. recommend to the Board, all remuneration packages, in whatever form, payable to directors, senior management. Key Managerial Personnel, as deemed necessary;

h. carrying out any other activities as may be delegated by the Board of Directors and functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time; and

i. The chairman/chairperson of the Nomination and Remuneration Committee shall be present at general meetings of the Company, or in the absence of the chairman/chairperson, any other member of the Nomination and Remuneration Committee authorised by the chairman in this behalf. At annual general meetings the chairman/chairperson shall be present to answer the shareholders' queries, provided however, that it would be up to the chairman to decide who should answer the queries.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. Srikant Chaturvedi, *Chairman*;

2. Randeep Narang, *Member*;

3. Ravita Nirmal Punwani, *Member*; and

4. Gandhali Upadhye, *Member*

The Stakeholders' Relationship Committee was constituted pursuant to our Board resolution dated August 25, 2023. The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to our Board resolution dated December 13, 2023 are set forth below:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

2. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

3. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;

4. carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEB1 Listing Regulations or any other applicable law, as and when amended from time to time.

5. To review of measures taken for effective exercise of voting rights by shareholders.

6. To review correspondence with the shareholders vis-a-vis legal cases and take appropriate decisions in that regard.

Risk Management Committee

The members of the risk management committee are:

1. Srikant Chaturvedi, *Chairman*;

2. Ashish Gupta, *Member*; and

3. Gandhali Upadhye, *Member*

The Risk Management Committee was constituted pursuant to our Board resolution dated December 13, 2023. The scope and functions of the Risk Management Committee are in accordance with the SEBI Listing Regulations and its terms of reference as stipulated pursuant to our Board resolution dated December 13, 2023 are set forth below:

a. To formulate a detailed risk management policy which shall include:

i. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

ii. Measures for risk mitigation including systems and processes for internal control of identified risks; and

iii. Business continuity plan.

b. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

c. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

d. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

e. To keep our board informed about the nature and content of its discussions, recommendations and actions to be taken;

f. The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee; and

g. To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise as and when required.

h. any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Corporate Social Responsibility Committee

The members of the corporate social responsibility committee are:

1. Randeep Narang, *Chairman*;

2. Srikant Chaturvedi, *Member*; and

3. Ravita Nirmal Punwani, *Member*

The corporate social responsibility committee was last reconstituted pursuant to our Board resolution dated May 31, 2023. The scope and functions of the corporate social responsibility committee are in accordance with Section 135 of the Companies Act and its terms of reference as stipulated pursuant to our Board resolution dated December 13, 2023 are set forth below:

a. formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, as amended;

b. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) above;

c. To formulate and recommend to the Board, an annual action plan in pursuance to the Corporate Social Responsibility Policy, which shall include the following namely:

i. the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act, 2013;

ii. the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;

iii. the modalities of utilisation of funds and implementation schedules for the projects or programmes;

iv. monitoring and reporting mechanisms for the projects or programmes; and

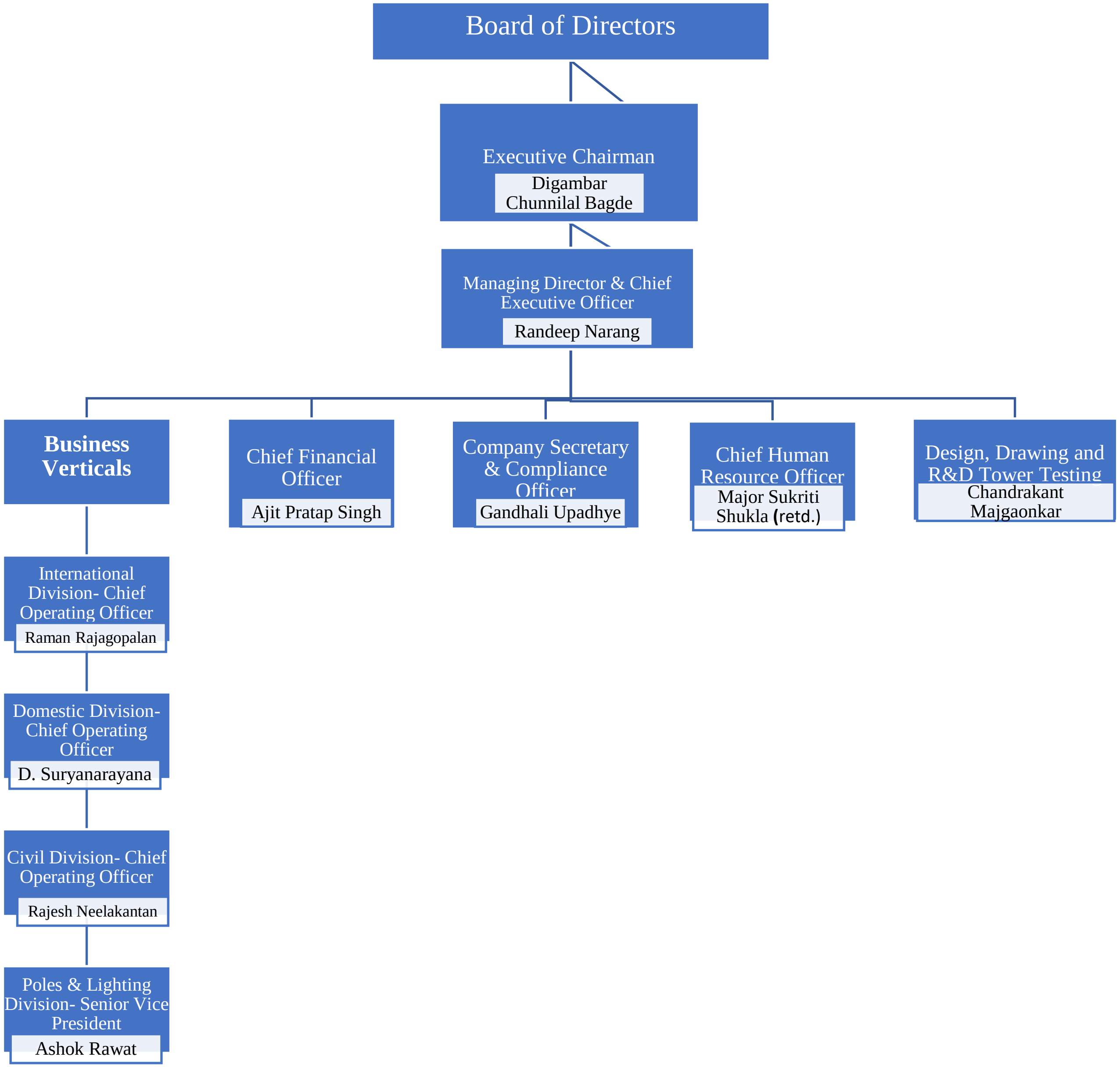
v. details of need and impact assessment, if any, for the projects undertaken by the company.

Provided that our Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect.

d. Monitor the corporate social responsibility policy of the Company and its implementation from time to time; and

e. Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of our Board or as may be directed by our Board from time to time and / or as may be required under applicable law, as and when amended from time to time.

Management Organisation Structure



Key Managerial Personnel

The details of our Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are as follows:

Digambar Chunnilal Bagde is the Executive Chairman of our Company and **Randeep Narang** is the Managing Director and Chief Executive Officer of our Company. For details, see "– *Brief Biographies of our Directors*" on page 217 and for details of compensation paid to them during Financial Year ended March 31, 2023, see "– *Terms of appointment of Directors – Payment or benefit to Directors of our Company – Remuneration to our Executive Directors*" on page 219.

Ajit Pratap Singh is the Chief Financial Officer of our Company. He joined our Company on January 19, 2024 and is responsible for treasury management and accounts and finance in our Company. He holds a bachelor of science degree from Shri Shanu Ji Maharaj University, Kanpur, bachelor of law degree from Chatrapati Shahu Ji Maharaj University, Kanpur, master of science in finance from the Institute of Chartered Financial Analysts of India University, Tripura, post-graduation diploma in business administration from Symbiosis Center of Distance Learning, Pune and has completed the virtual learning programme in strategic management from Indian Institute of Management, Kashipur. He is also a member of the Institute of Company Secretaries of India, Institute of Cost and Works Accountants of India and the Chartered Institute of Public Finance and Accountancy, and a certified management accountant as certified from the Institute of Certified Management Accountants, USA. Previously, he has worked with OPG Power Generation Private Limited, Threads India Limited, Ghazanpar Group, Madhya Pradesh Jaypee Minerals Limited, Vedanta Aluminium Limited, JSW Bengal Steel Limited and South African Coal Mine Holdings. Since Ajit Pratap Singh joined our Company on January 19, 2024, he did not receive any remuneration from our Company in Financial Year ended March 31, 2023.

Gandhali Upadhye is the general manager - legal and Company Secretary and Compliance Officer of our Company. She joined our Company on February 26, 2022 and was later appointed as the Compliance Officer of our Company on December 13, 2023. She is responsible for monitoring compliance with securities laws. She holds a bachelor and a master degree in law from Mumbai University. She is also a fellow member of Institute of Company Secretaries of India. Previously, she has worked with Shapoorji Pallonji and Company Private Limited and the Leela Palaces, Hotels & Resorts (Schloss HMA Private Limited) in her capacity as the company secretary. During Financial Year ended March 31, 2023, she received a remuneration of ₹2.37 million.

Senior Management

In addition to the Company Secretary and the Chief Financial Officer of our Company, whose details are provided in "– *Key Managerial Personnel*" on page 228, the details of our Senior Management, as on the date of this Draft Red Herring Prospectus are as follows:

Raman Rajagopalan is the chief operating officer- international business and chief of supply chain**.** He joined our Company on November 18, 2020 and is currently responsible for order intake including sub-station and vendor development for the international business of our Company. He holds a bachelor degree in electrical and electronics from Bharathidasan University and a post-graduation diploma in materials management from Annamalai University. Previously, he has worked withB G Broadband India Private Limited, Bharti Tel Ventures Limited, Sankalp Retail Venture Stores, Wipro Limited, English Electric Company of India Limited, Bharti Industries Limited and CEAT Kelani International Tyres Private Limited. During Financial Year ended March 31, 2023, he received a remuneration of ₹7.12 million.

D Suryanarayana is the chief operating officer - domestic business of our Company. He joined our Company on February 16, 2007 and is currently responsible for order intake including sub-station for the domestic business of our Company. He holds a diploma in mechanical engineering from C.R. Polytechnic Chilakaluripeta, State Board of Technical Education and Training Andhra Pradesh, Hyderabad. Previously, he has worked with Karuna Cables Limited. During Financial Year ended March 31, 2023, he received a remuneration of ₹11.33 million.

Ashok Rawat is the senior vice president - pole and lightning business of our Company. He joined our Company on July 11, 2019 and is currently responsible for design optimization. He attended bachelor of arts degree from University of Rajasthan and a post graduate diploma in business management from NMIMS Global Access – School of Continuing Education, SVKM's, NMIMS University. He is also a member of the Institution of Mechanical Engineers (India) Previously, he has worked with Bajaj Electrical Limited. During Financial Year ended March 31, 2023, he received a remuneration of ₹5.41 million.

Chandrakant Majgaonkar is the senior vice president- engineering of our Company. He joined our Company on September 27, 2019 and is currently responsible for achieving revenue as per annual operation plan for our domestic and international (sub-station/transmission line) and order book design optimization for our domestic and international (sub-station/transmission line). He holds a bachelor degree in engineering in civil branch from V. J. Technical Institute, University of Bombay. Previously, he has worked with Tata Projects Limited in his capacity as the assistant vice-president- engineering. During Financial Year ended March 31, 2023, he received a remuneration of ₹7.08 million.

Major Sukriti Shukla (retd.) is the chief human resources officer of our Company. She joined our Company on December 27, 2023 and is currently responsible for formulating career development plan for the employees of our Company. She holds master of arts degree in geography from Dayanand Girls College, Kanpur. She has also completed general management program for defence officers from the Indian Institute of Management, Lucknow. Previously, she was associated with the Indian Army, Evita Constructions Private Limited, Bombay Dyeing and Manufacturing Company Limited and Inbrew Beverages Private

Limited. Since Major Sukriti Shukla (retd.) joined our Company on December 27, 2023, she did not receive any remuneration from our Company in Financial Year ended March 31, 2023.

Rajesh Neelakantan is the chief operating officer - civil division of our Company since February 26, 2022. He joined our Company on March 1, 2016 and is currently responsible for achieving revenue as per annual operation plan and order intake for road, bridges including tunnel. He holds a bachelor degree in commerce from S.I.E.S College of Arts, Science & Commerce, University of Bombay. He is also a member of the Institute of Chartered Accountants of India and has passed the information systems audit assessment test conducted by the Institute of Chartered Accountants of India. Previously, he has worked with Natvarlal Vepari & Co., Chartered Accountants and B.F. Pavri & Co., Chartered Accountants. During Financial Year ended March 31, 2023, he received a remuneration of ₹8.58 million.

Confirmations

Except as disclosed in "– *Relationship between our Directors*", none of our Directors are related to any of our Key Managerial Personnel or Senior Management and none of our Key Managerial Personnel or Senior Management are related to each other.

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our other Key Managerial Personnel or Senior Management were selected as key managerial personnel or senior management personnel.

Interest of Key Managerial Personnel and Senior Management

None of the Key Managerial Personnel or Senior Management of our Company have any interests in our Company other than as disclosed in *" – Interest of Directors*" and to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

There is no contingent or deferred compensation accrued for the year payable to the Key Managerial Personnel or Senior Management, even if the compensation is payable at a later date.

No loans have been availed by our Key Management Personnel or Senior Management from our Company as on the date of this Draft Red Herring Prospectus.

For further details of the interest of our Executive Directors in our Company, see "– *Interests of Directors*" on page 220.

Bonus or profit-sharing plans for our Key Managerial Personnel or Senior Management

Other than as disclosed in " – *Bonus or profit-sharing plan of the Directors",* and the annual variable payments which our Key Managerial Personnel or Senior Management are entitle to, our Key Managerial Personnel or Senior Management are not parties to any bonus or profit-sharing plan of our Company.

Shareholding of our Key Managerial Personnel or Senior Management in our Company

Other than as disclosed in *"- Shareholding of Directors in our Company"* and Rajesh Neelakantan, who together with Lalita Rajesh holds 175,300 Equity Shares and D. Suryanarayana who holds 175,300 Equity Shares, none of our Key Managerial Personnel or Senior Management hold any Equity Shares. Further, for the details in relation to the ESOPs held by the Key Managerial Personnel and Senior Managerial, see *"Capital Structure – Employee Stock Option Scheme"* on page 84.

Changes in our Key Managerial Personnel and Senior Management in the three immediately preceding years

Details of the changes in our Key Managerial Personnel and Senior Management in the three immediately preceding years are set forth below:

Name	Date of change	Reason for change
Major Sukriti Shukla (retd.)	December 27, 2023	Appointed as the chief human resources officer
Vikram Madane	November 7, 2023	Resigned as the chief human resources officer
Ajit Pratap Singh	January 19, 2024	Appointed as Chief Financial Officer
Sanjay Kumar Agrawal	January 19, 2024	Resignation as Chief Financial Officer
Gandhali Upadhye	December 13, 2023	Appointed as the Compliance Officer
Sanjay Kumar Agrawal	December 6, 2022	Appointment as Chief Financial Officer
Vasant Mavji Savla	December 6, 2022	Resignation as Chief Financial Officer
Vasant Mavji Savla	February 26, 2022	Appointment as Chief Financial Officer
Anupriya Garg	February 26, 2022	Resignation as General Manager - legal and Company Secretary due to personal reason
Gandhali Upadhye	February 26, 2022	Appointed as General Manager - legal and Company Secretary

Note: This does not include changes in designations.

The attrition of the Key Managerial Personnel and Senior Management of our Company is not high as compared to the industry. For details, see *"Risk Factors – We are highly dependent on our Key Managerial Personnel and our Senior Management*

Personnel for our business. The loss of or our inability to attract or retain such persons could have an adverse effect on our business performance" on page 45.

Payment or benefit to officers of our Company

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors, Key Managerial Personnel, Senior Management, is entitled to any benefits upon termination of employment under any service contract entered into with our Company.

Except as disclosed in "– *Interests of Directors*" on page 220 and stated otherwise in this Draft Red Herring Prospectus and any statutory payments made by our Company, no amount or benefits in kind has been paid or given, in the two years preceding of the date of this Draft Red Herring Prospectus, or is intended to be paid or given to any of our Company's officers including the Key Managerial Personnel and Senior Management except remuneration and re-imbursements for services rendered as Directors, officers or employees of our Company.

Employee stock option schemes

For details of the employee stock option schemes and grant of options made thereunder, see "*Capital Structure - Employee Stock Option Schemes*" on page 84.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters are:

1. Ajanma Holdings Private Limited;
2. Digambar Chunnilal Bagde; and
3. Sanjay Kumar Verma.

As on the date of this Draft Red Herring Prospectus, the shareholding of our Promoters in our Company is as follows:

S. No.	Name of the Promoter	No. of Equity Shares	% of pre-Offer issued, subscribed and paid-up Equity Share Capital
1.	Ajanma Holdings Private Limited	105,363,690	85.00
2.	Digambar Chunnilal Bagde	1,548,540	1.25
3.	Sanjay Kumar Verma	50,000	0.04
	Total	**106,962,230**	**86.29**

* *Based on the beneficiary position statement dated March 7, 2024.*

For details of the build-up of the shareholding of our Promoters in our Company, see "*Capital Structure – Details of shareholding of our Promoters and Promoter Group*", on page 81.

Details of our individual Promoter

Digambar Chunnilal Bagde, aged 74 years, is a Promoter and Executive Chairman of our Company. For a complete profile of Digambar Chunnilal Bagde, i.e., his date of birth, residential address, educational qualifications, professional experience, positions/ posts held in the past, other directorships, other ventures, special achievements, business, financial and other activities, see "*Our Management*" on page 214. He does not have any other ventures which are in the same line of business as our Company, as on the date of this Draft Red Herring Prospectus.

His PAN is AFZPB5346Q.

Sanjay Kumar Verma aged 50 years, is a Promoter and Non-Executive Director of our Company. For a complete profile of Sanjay Kumar Verma, i.e., his date of birth, residential address, educational qualifications, professional experience, positions/ posts held in the past, other directorships, other ventures, special achievements, business, financial and other activities, see "*Our Management*" on page 214. He does not have any other ventures which are in the same line of business as our Company, as on the date of this Draft Red Herring Prospectus.

His PAN is ALYPK1860H.

Our Company confirms that the PAN, driving license number, Aadhar card number, bank account number and passport number of Digambar Chunnilal Bagde and Sanjay Kumar Verma would be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Details of our Corporate Promoter

Ajanma Holdings Private Limited

Ajanma Holdings Private Limited is a private limited company, incorporated on November 21, 1989, under the Companies Act, 1956. Its registered office is situated at 405, 4th Floor, Keshava, Block E, Bandra Kurla Complex, Bandra (East), Mumbai 400

051, Maharashtra, India. The PAN of Ajanma Holdings Private Limited is AAACB0674Q. The CIN of Ajanma Holdings Private Limited is U72200MH1989PTC054330.

It is, *inter alia*, engaged in the business of buying, underwriting and investing in shares, stocks, debentures, bonds or securities as a holding and investment company.

Directors of Ajanma Holdings Private Limited

S. No.	Name of the Director	Designation
1.	Digambar Chunnilal Bagde	Director
2.	Srikant Chaturvedi	Director
3.	Jeevan Lal Nagori	Director
4.	Paul Boskma	Director

Promoters of Ajanma Holdings Private Limited

The promoters of Ajanma Holdings Private Limited are:

(i) Digambar Chunnilal Bagde;

(ii) Sanjay Kumar Verma; and

(iii) Freyssinet Prestressed Concrete Company Limited.

board of directors of Freyssinet Prestressed Concrete Company Limited

a. Sanjay Harbanslal Kapoor;

b. Padmakar Yashvant Manjure;

c. Yunus Hanif Shaikh; and

d. Rajesh Neelakantan.

Capital structure of Ajanma Holdings Private Limited

The authorized share capital of Ajanma Holdings Private Limited as on the date of this Draft Red Herring Prospectus is ₹780.50 million divided into 6,000,000 equity shares of the face value ₹100 each and 1,805,000 preference shares of ₹100 each.

Shareholding Pattern of Ajanma Holdings Private Limited

The equity shareholding pattern of Ajanma Holdings Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the Shareholder	No. of equity shares of the face value ₹100 each	Shareholding (%)
1.	Aviator Global Investments Fund	433,872	46.98
2.	Freyssinet Prestressed Concrete Company Limited	413,400	44.76
3.	Great International Tusker Fund	76,300	8.26
	Total	**923,572**	**100.00**

There are no preference shares issued by Ajanma Holdings Private Limited, as on the date of this Draft Red Herring Prospectus.

Changes in management and control of Ajanma Holdings Private Limited

There has been a change in control in Ajanma Holdings Private Limited during preceding 3 years, as follows:

1. By way of transfer of shares from erstwhile shareholders of Ajanma Holdings Private Limited to Freyssinet Prestressed Concrete Company Limited, and issue and allotment of shares through rights issue; and
2. Pursuant to a shareholder's agreement dated February 7, 2024 between all the existing shareholders of Ajanma Holdings Private Limited, with the effective date of the agreement being September 22, 2023.

Transfer of shares:

Sr. No.	Name of the Transferor	No. of equity shares transferred	Name of the Transferee	Date of transfer	Shareholding (in %)
1.	Aviator Global Investments Fund	10,000	The Freyssinet Prestressed Concrete Company Limited	March 31, 2023	1.08
2.	Kaygee Laboratories Private Limited	40,400		September 22, 2023	4.37
3.	Silvassa Estates Private Limited	40,400		September 22, 2023	4.37
4.	Prashant Godha	10,100		September 22, 2023	1.09

Sr. No.	Name of the Transferor	No. of equity shares transferred	Name of the Transferee	Date of transfer	Shareholding (in %)
5.	Nirmal Jain	10,100		September 22, 2023	1.09

Allotment of equity shares:

Sr. No.	Date of Allotment	Name of the Allottee	Nature of Allotment	No. of equity shares allotted
1.	March 6, 2023	The Great International Tusker Fund	Conversion of Compulsorily Convertible Preference shares into equity shares	10,900
2.	May 29, 2023	Aviator Global Investment Fund	Allotment under Rights Issue	346,832
3.	May 29, 2023	The Fresyssinet Prestressed Concrete Company Limited	Allotment under Rights Issue	302,400

Ajanma Holdings Private Limited is not an original promoter of our Company and have acquired control in our Company since March 7, 2016 as disclosed:

Number of Equity Shares	Cumulative shareholding	Nature of Transaction	Date of Acquisition/ Allotment	Face Value (₹)	Offer Price (₹) Consideration	Date when Shares were Made Fully Paid-up	Percentage of the Pre-Offer Capital
23,250,000*	2,32,500	Transfer of equity shares from Gammon India Limited	March 7, 2016	10.00	10.00	March 7, 2016	93.78
150,000	1,50,000	Reduction of in paid-up equity shares capital pursuant to the Scheme of Arrangement.	April 18, 2017	10.00	10.00	April 18, 2017	0.61
3,000,000	3,150,000	Conversion of optionally convertible debentures	October 30, 2017	10.00	159.00	October 30, 2017	12.10
43,915	3,193,915	Transfer of equity shares from Allahabad Bank	May 10, 2019	10.00	400.00	May 10, 2019	0.18
(10)	3,193,905	Transfer of Equity Shares to Digambar Chunnilal Bagde	May 24, 2019	10.00	400.00	May 24, 2019	0.00
(10)	3,193,895	Transfer of equity shares to Meha Chaturvedi	May 24, 2019	10.00	400.00	May 24, 2019	0.00
(10)	3,193,885	Transfer of equity shares to D. Suryanarayana	May 24, 2019	10.00	400.00	May 24, 2019	0.00
(10)	3,193,875	Transfer of equity shares to Rajesh Neelankantan	May 24, 2019	10.00	400.00	May 24, 2019	0.00
89,957	3,283,832	Transfer of equity shares from Bank of Baroda	June 7, 2019	10.00	393.50	June 7, 2019	0.36
3,283,832	6,567,664	Rights issue of equity shares	June 20, 2020	10.00	80	May 31, 2021	13.25
14,505,074	21,072,738	Rights issue of equity shares	January 5, 2022	10.00	20	January 5, 2022	58.51
Total	**105,363,690**						**85.00**

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

Except as stated below, Ajanma Holdings Private Limited has not changed its activities since the date of its incorporation:

Pursuant to the change in name of Ajanma Holdings Private Limited from the erstwhile "Bilav Software Private Limited" to "Ajanma Holdings Private Limited," in 2016, the following alteration was effected in the Object Clause of the Memorandum of Association of the Company:-

"Clause 1. To carry on the business or businesses of a holding and investment company and to buy, underwrite and to invest in and acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations or securities either singly or jointly with any other person(s), Company or any other entities within the group and to carry out any activity including but not limited to the following within the Group Company:-

To purchase or acquire, hold, trade and further to dispose of any right, stake or controlling interest in the shares, stocks, debentures, debenture stocks, bonds, obligations or securities either singly or jointly with any other person(s) or Company;

To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investment made.

Clause 7. Subject to the provisions of the Companies Act including the rules and regulations therein to borrow and raise monies in any manner for the purpose of any objects of the Company or of any Company in which the Company is interested and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders the power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities."

Our Company confirms that the permanent account number, bank account number, registration number, and address of the Registrar of Companies, where Ajanma Holdings Private Limited is registered, will be submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus with the Stock Exchanges.

Interest of our Promoters

Our Promoters are interested in our Company to the extent: (1) that they have promoted our Company; (2) of their respective shareholding, and (3) to the extent of the shareholding held by their relatives in our Company, directly and indirectly, persons associated with our Promoters, entities in which the Promoters are interested and which hold Equity Shares in our Company and the dividend payable upon such shareholding, if any, and other distributions in respect of the Equity Shares held by them. For further details, see "*Capital Structure*" on page 72.

Further, Digambar Chunnilal Bagde and Sanjay Kumar Verma are also directors on the boards, or are shareholders, members or partners of certain entities forming part of the Promoter Group and may be deemed to be interested to the extent of the payments made by our Company, if any, to such entities forming part of the Promoter Group. For the payments that are made by our Company to certain entities forming part of the Promoter Group, see "*Summary of the Offer Document – Summary of Related Party Transactions*" on page 16.

Our Promoters are not interested in any transaction in acquisition of land, construction of building or supply of machinery.

Our Promoters are not interested as a member of a firm or a company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any of our Promoters or by such firm or company in connection with the promotion or formation of our Company.

As on the date of the Draft Red Herring Prospectus, none of our Promoters have any interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by it as on the date of this Draft Red Herring Prospectus.

Except in the ordinary course of business and as disclosed in "*Other Financial Information - Related Party Transactions" and see "Restated Consolidated Financial Information – Note 50: Related Party Disclosures*" on pages 305 and 290, respectively, there has been no payment of any amount or benefit given to our Promoters or Promoter Group during the two years preceding the date of filing of the Draft Red Herring Prospectus nor is there any intention to pay any amount or give any benefit to our Promoters or Promoter Group as on the date of filing of this Draft Red Herring Prospectus.

Companies or firms with which our Promoters have disassociated in the last three years

Except as set out below, our Promoters have not disassociated themselves from any company or firm during the three years preceding the date of filing of the Draft Red Herring Prospectus:

Name of the Promoter	Name of company or firm from which promoter has disassociated	Reasons for and circumstances leading to disassociation and the terms of such disassociation	Date of disassociation
Ajanma Holdings Private Limited	Gammon Engineers and Contractors Private Limited	Sale of 1st tranche of 26,55,700 equity shares thereby reducing the stake to 17.84%	March 30, 2021
		Sale of 2nd tranche of 21,18,200 equity shares thereby reducing the stake to 14.13%	December 6, 2021
		Sale of 3rd tranche of 30,92,100 equity shares thereby reducing the stake to 8.72%	March 31, 2022
		Sale of 4th tranche of 49,84,002 equity shares thereby reducing the stake to 0.00 %	September 1, 2022

Change in the Management and Control of our Company in last 5 years

While there has been no change in control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus, Digambar Chunnilal Bagde and Sanjay Kumar Verma are not the original Promoters of our Company and have been identified as such, pursuant to our board resolution dated February 6, 2024.

Confirmations

Our Promoters have not been declared as Wilful Defaulters or Fraudulent Borrowers.

Our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been promoters, directors or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Material guarantees

Our Promoters have not given any material guarantee to any third party, with respect to the Equity Shares, as of the date of this Draft Red Herring Prospectus.

Promoter Group

Persons constituting the Promoter Group (other than our Promoters) of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations, are set out below:

Natural persons forming part of our Promoter Group (other than our Promoters):

S. No.	Name of the individuals	Relationship
Digambar Chunnilal Bagde		
1.	Sandhya Digambar Bagde	Wife
2.	Harsh Digambar Bagde	Son
3.	Ruchi Digambar Bagde	Daughter
4.	Mona Shukla Bagde	Daughter
Sanjay Kumar Verma		
5.	Meenakshi Verma	Wife
6.	Pradeep Verma	Brother
7.	Vardhan Verma	Son
8.	Anika Verma	Daughter
9.	Ravi Koul	Spouse's father
10.	Vijay Koul	Spouse's mother
11.	Chander Kala Koul	Spouse's sister

Entities forming part of our Promoter Group (other than our Promoters):

S. No.	Name of the entities
1.	Aviator Global Investments Fund
2.	Burberry Infra Private Limited
3.	D.C. Bagde HUF
4.	Digambar Bagde Ventures LLP
5.	RMH Ventures Private Limited
6.	The Freyssinet Prestressed Concrete Company Limited
7.	K R Eduventure LLP
8.	Skytek Unmanned Aerial Solutions Private Limited

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations and the applicable accounting standards, 'group companies' of our Company shall include (i) the companies (other than our Subsidiaries and Promoter, as applicable) with which there were related party transactions, in accordance with Ind AS 24, as disclosed in the Restated Consolidated Financial Information; and (ii) such other companies as considered material by our Board pursuant to the materiality policy.

For the purposes of (ii) above, our Board in its meeting held on March 8, 2024 has approved that such companies that are a part of the promoter group (*as defined in the SEBI ICDR Regulations*) with which there were transactions in the most recent financial year and stub period, if any, to be included in the Offer Documents ("**Test Period**"), which individually or in the aggregate, exceed 10% of the total restated consolidated Revenue from Operations of our Company for the Test Period, shall also be classified as group companies.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Company Board has identified the following Group Companies*:

1. Burberry Infra Private Limited;

2. Gammon Engineers and Contractors Private Limited;

3. The Freyssinet Prestressed Concrete Company Limited; and

4. Transrail Foundation.

* *Adarsha Global Build Projects Private Limited was a subsidiary of our Company until March 29, 2021. There were no related party transactions with Adarsha Global Build Projects Private Limited after it ceased to be our subsidiary. Accordingly, Adarsha Global Build Projects Private Limited has not been identified as a Group Company of our Company. For further details, see "Restated Consolidated Financial Information – Note 50: Related Party Disclosures" on page 290.*

Details of our Group Companies

1. Burberry Infra Private Limited ("BIPL")

Corporate Identification Number

U70109MH2021PTC360006

Registered Office

The registered office of BIPL is situated at Flat No.2, Jayanti Mantion-2, Ground Floor, Nagar Vikas Society, Near Somalawada, Nagpur 440 015, Maharashtra, India.

Financial information

Certain financial information derived from the audited financial statements of BIPL for Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, respectively, as required by the SEBI ICDR Regulations, is available on our website at https://transrail.in/investors-centre/financials.aspx.

2. Gammon Engineers and Contractors Private Limited ("GECPL")

Corporate Identification Number

U45100MH2014PTC260191

Registered Office

The registered office of GECPL is situated at Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India.

Financial information

Certain financial information derived from the audited financial statements of GECPL for Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, respectively, as required by the SEBI ICDR Regulations, is available on our website at https://transrail.in/investors-centre/financials.aspx

3. The Freyssinet Prestressed Concrete Company Limited ("FPCC")

Corporate Identification Number

U74999MH1954PLC009421

Registered Office

The registered office of FPCC is situated at 6th Floor, Sterling Centre, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra 400018, Maharashtra, India.

Financial information

Certain financial information derived from the audited financial statements of FPCC for Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, respectively, as required by the SEBI ICDR Regulations, is available on our website at https://transrail.in/investors-centre/financials.aspx

4. Transrail Foundation

Corporate Identification Number

U85300MH2021NPL360254

Registered Office

The registered office of Transrail Foundation is situated at 501, A,B,C,E Fortune 2000, Block-G, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Mumbai City, Mumbai, Maharashtra, India.

Financial information

Certain financial information derived from the audited financial statements of Transrail Foundation for Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, respectively, as required by the SEBI ICDR Regulations, is available on our website at https://transrail.in/investors-centre/financials.aspx

Nature and extent of interest of our Group Companies

In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in the properties acquired by us in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on the date of this Draft Red Herring Prospectus.

In transactions for acquisition of land, construction of building and supply of machinery, etc.

Our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery, except in ordinary course business and as disclosed in "*Restated Consolidated Financial Information – Note 50: Related Party Disclosures*" on page 290.

Common pursuits among our Group Companies and our Company

Except as disclosed below, our Group Companies are not involved in any kind of common pursuits with our Company or other Group Companies as on the date of this Draft Red Herring Prospectus.

Name of the Group Company	Nature of Business	Common Pursuits
GECPL	EPC in Transportation including roads, bridges, tunnels, power projects including hydro power, thermal and nuclear power projects, water supply and irrigation projects	Engaged in the EPC Business especially in bridges and tunnels and cooling towers sub-contracted to our Company
BIPL	EPC of residential building projects and as developer of real estate projects	Engaged in EPC Business
FPCC	EPC of repairs and rehabilitation of bridges and structures and contractor for prestressed systems in bridges and other structures	Engaged in EPC Business. Working as a sub-contractor for the Company for pre-stressed systems in bridges

Related business transactions within our Group Companies and significance on the financial performance of our Company

Except transactions between our Company and GECPL, one of our Group Companies, which are in ordinary course business and as disclosed in "*Restated Consolidated Financial Information – Note 50: Related Party Disclosures*" on page 290, there are no other related business transactions with our Group Companies.

Litigation

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Companies which will have a material impact on our Company.

Business interest of our Group Companies

Except in the ordinary course of business and as stated in "*Restated Consolidated Financial Information – Note 50: Related Party Disclosures"* on page 290, none of our Group Companies have any business interest in our Company.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to compliance with the provisions of the Articles of Association and applicable laws, including the Companies Act and the rules made thereunder, each as amended. The dividend distribution policy of our Company was approved and adopted by our Board on August 25, 2023 ("**Dividend Policy**").

The declaration and payment of dividend will depend on a number of internal and external factors. Some of the internal factors on the basis of which our Company may declare dividend shall *inter alia* include financial performance including profits of our Company, present and future capital expenditure plans including organic/inorganic growth opportunities, financial commitments, financial requirement for business expansion and/or diversification, acquisition etc. of new businesses in order to strike an optimum balance between rewarding shareholders through dividend and ensuring that sufficient funds are retained for the growth of our Company. The external factors on the basis of which our Company may declare the dividend shall inter alia include the state of economy and capital markets, applicable taxes and regulatory changes which include the introduction of new or changes in existing tax or regulatory requirements. Accordingly, our Company may not distribute dividend or may distribute a reduced quantum of dividend when there is absence or inadequacy of profits. Our Company may also, from time to time, pay interim dividends.

Our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company may enter into to finance our fund requirements for our business activities. For details in relation to risks involved in this regard, see "*Risk Factors – Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition*" on page 50.

Our Company has not declared and paid any dividend on the equity shares in the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 and the six months period ended September 30, 2023 preceding the date of this Draft Red Herring Prospectus and the period from October 1, 2023 until the date of this Draft Red Herring Prospectus.

SECTION V: FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

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Independent Auditor's
Examination Report on Restated Consolidated Financial Information

The Board of Directors
Transrail Lighting Limited
501 A, B, C, E, Fortune 2000, G Block
Bandra Kurla Complex, Bandra East,
Mumbai - 400051

Dear Sirs,

1. We have examined the attached restated consolidated financial information of Transrail Lighting Limited (the "**Company**") and its subsidiaries (the Company and its subsidiaries together referred to as the "**Group**"), its associates and its joint venture, comprising the restated consolidated statement of assets and liabilities as at September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated statement of cash flow for the six months period ended September 30, 2023 and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, the summary statement of significant accounting policies, and other explanatory information (collectively, the "**Restated Consolidated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on March 8, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus ("**DRHP**"), Red Herring Prospectus ("**RHP**") and the Prospectus (collectively, the "**Offer Documents**") prepared by the Company in connection with its proposed initial public offer of equity shares of the Company and the offer for sale by existing shareholders (the "**Offer**") prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**")
   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"); and

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP, RHP and Prospectus to be filed with Securities and Exchange Board of India, BSE Limited and the National Stock Exchange of India Limited and Registrar of Companies, Maharashtra at Mumbai, as required, in connection with the proposed Offer. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2 (A) to the Restated Consolidated Financial Information. The respective Board of Directors of the Company and the other companies included in the Group and of its associates and joint ventures responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group and its associates and joint ventures complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Information taking into consideration:
   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated July 13, 2023 in connection with the proposed Offer of equity shares the Company.
   b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
   d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Offer.

4. These Restated Consolidated Financial Information have been compiled by the management from:

   a) audited special purpose Interim consolidated financial statements of the Group and its associate and joint ventures as at and for the six months period ended September 30, 2023 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Interim Consolidated Ind AS Financial Statements") which have been approved by the Board of Directors at their meeting held on March 08, 2024.

   b) Audited Consolidated Ind AS financial statements of the Group and its associate and joint ventures as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on May 31, 2023, August 01, 2022 and June 25, 2021, respectively.

5. For the purpose of our examination, we have relied on:

   a) Auditors' reports issued by us dated March 8, 2024, May 31, 2023, August 01, 2022, and June 25, 2021 on the consolidated financial statements of the Group as at and for the six months period ended September 30, 2023 and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 respectively as referred in Paragraph 4 above; and

6. As indicated in our audit reports referred above:

   a) We did not audit the financial statements / financial information of branches included in the Restated Consolidated Financial Information of the Company whose financial statements / financial information reflect total assets, total revenue and net cash inflows/ (outflow) for the relevant years is tabulated below, as considered in the Restated Consolidated Financial Information. The financial statements / financial information of these branches have been audited by the branch auditors whose reports have been furnished to us and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches and our report in terms of sub-section 3 of Section 143 of the Act, in so far as it relates to the aforesaid branches is based solely on the reports of such branch auditors.

(Rs in Millions)

Particulars	As at and for the six months period ended September 30, 2023	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021
Number of Branches*	21	21	14	12
Total assets	4,009.24	2,792.53	2,092.70	1,685.50
Total revenues	1,463.37	2,656.29	1,908.15	1,541.20
Net cash inflow/ (outflow)	115.04	(0.82)	196.82	174.88

* Details of auditors are given in Annexure I attached to this Report.

b) All the above stated branches are located outside India. Their financial results have been prepared in accordance with accounting principles generally accepted in their respective countries.

c) The audited financials stated above have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such branches located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India so as to make these financial statements fit for consolidation. We have audited these conversion adjustments made by the Company's management. Our audit report in so far as it relates to the balances and affairs of such branches located outside India is based on the reports of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

d) As at and for the financial year ended March 31, 2021, the financial statements of one immaterial branch, namely Italy, is based on un-audited management prepared financial statements whose financial statements / financial information reflect (i) total assets of Rs. 117.43 million (ii) total revenue of Rs. 0.04 million; and (iii) net cash flows of Rs. Nil and have been accounted as such and on which no further audit procedures have been carried out by us.

e) As at and for the financial year ended March 31, 2022, the financial statements of three immaterial branches, namely Afghanistan, Bhutan and Italy, are based on un-audited management prepared financial statements whose financial statements / financial information reflect (i) total assets of Rs. 27.40 million (ii) total revenue of Rs.1.33 million; and

(iii) net cash flow of Rs. (104.80) million and have been accounted as such and on which no further audit procedures have been carried out by us.

f) We did not audit the financial statements of subsidiaries whose financial statement reflect total assets, total revenue and net cash inflows/ (outflow) is tabulated below. These financial statements, which have been audited by other auditors, were not prepared in accordance with Ind AS. The management of the Company has furnished to us details of Ind AS adjustments that are required in case of these financials so as to make these financial statements fit for consolidation. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors, review of IndAS adjustments by us and management certification.

(Rs in Millions)

Particulars	**As at and for the six months period ended September 30, 2023**	**As at and for the year ended March 31, 2023**	**As at and for the year ended March 31, 2022**	**As at and for the year ended March 31, 2021**
Number of Subsidiaries *	4	4	4	5
Total assets	165.51	245.53	217.83	345.42
Total revenues	37.33	72.41	15.54	183.39
Net cash inflows/(outflows)	(29.20)	21.77	23.35	(11.75)

* Details of auditors are given in Annexure II attached to this Report.

Our opinion on the consolidated Ind AS financial statements is not modified in respect of this matter.

g) We did not audit share of profit/ loss in its associates and joint ventures included in the consolidated financial statements, for the relevant years as tabulated below, which have been audited by other auditors and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors:

(Rs. in Millions)

Particulars	For the six months period ended September 30, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Number of Associates and Joint Ventures *	4	4	5	-
Share of Profit/(Loss) in its Associate	-	-	(0.39)	-
Share of Profit/(Loss) in its Joint Ventures	36.57	13.99	(4.58)	-

* Details of auditors are given in Annexure III attached to this Report.

h) We did not audit the financial statements of three joint ventures, namely Transrail- FECIP JV, Railsys Engineers P. Ltd. and GECPL – TLL JV whose financial statements reflect loss of Rs. 7.17 million for the financial year ended March 31, 2021 as considered in the consolidated financial statements. These financial statements are un-audited management prepared financial statements and have been accounted as such and on which no further audit procedures have been carried out by us.

Our opinion on the consolidated Ind AS financial statements is not modified in respect of this matter.

i) The Restated Consolidated Financial Information also includes the group's share of net Profit/(loss) for the six months ended September 30, 2023 and for the year ended March 31, 2023, in respect of one associate, namely Burberry Infra Private Limited, as tabulated below. These financial statements, of the associate, have been prepared by the management for consolidation purposes and incorporated in these consolidated financial statements on the basis of the management certification on which we have not carried out any audit procedures. These financial statements are not material to the Group. Our report is not modified on this account.

(Rs. in Millions)

Particulars	For the six months period ended September 30, 2023	For the year ended March 31, 2023
Share of Profit/(Loss) in its Associate	47.70	(9.57)

7. Based on our examination and according to the information and explanations given to us and other auditors for the respective periods/years, we report that the Restated Consolidated Financial Information:
   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, as applicable, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six months period ended September 30, 2023 ;
   b) does not require any adjustment for modification as there is no modification in the underlying audit reports; and
   c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. The Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of audited consolidated financial statements mentioned in paragraph 4 above.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the Board of Directors for inclusion in the, DRHP, RHP and Prospectus to be filed with Securities and Exchange Board of India, BSE Limited and the National Stock Exchange of India Limited and Registrar of Companies, Maharashtra at Mumbai, where applicable, in connection with the proposed Offer. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Nayan Parikh & Co.
Chartered Accountants
Firm Registration No. 107023W

K N Padmanabhan
Partner
M. No. 036410
Mumbai, Dated: March 8, 2024
UDIN: 24036410BKCJRK1641

Annexures to the Examination Report

Annexure I

Details of Branches

S. No.	Name of Branch	Auditor
For the six months period ended September 30, 2023		
1	Afghanistan	Gurbux & Company
2	Bangladesh	Ahmed Mashuque & Co.
3	Benin	Remyoung
4	Bhutan	Gurbux & Company
5	Cameroon	ACN & Company
6	Gambia	Gurbux & Company
7	Ghana	Gurbux & Company
8	Italy	Gurbux & Company
9	Jordan	Gurbux & Company
10	Kenya GIL	Parkash Associates
11	Kenya TLL	Parkash Associates
12	Mali	Gurbux & Company
13	Mozambique	CW Ducker & Associados, Lda
14	Nicaragua	Gurbux & Company
15	Niger	Fiduciaire D'Audit & Consulting
16	Philippines	Gurbux & Company
17	Suriname	Gurbux & Company
18	Thailand	Gurbux & Company
19	Togo	Remyoung SARL
20	Uganda	Gurbux & Company
21	Eswatini	Gurbux & Company
Fiscal Year ended March 31, 2023		
1	Afghanistan	Gurbux & Company
2	Bangladesh	Howladar Yunus & Co.
3	Benin	Rem - Young
4	Bhutan	Gurbux & Company
5	Cameroon	Gurbux & Company
6	Eswatini	FIPS
7	Gambia	Gurbux & Company
8	Ghana	Mazars Ghana
9	Italy	Gurbux & Company
10	Jordan	Michel Sindaha & Co.
11	Kenya GIL	Parkash Associates
12	Kenya TLL	Parkash Associates
13	Mali	Gurbux & Company

S. No.	Name of Branch	Auditor
14	Mozambique	CW Ducker & Associados
15	Nicaragua	Gurbux & Company
16	Niger	FIDEC Niger
17	Philippines	Gurbux & Company
18	Suriname	Gurbux & Company
19	Thailand	Gurbux & Company
20	Togo	Rem-Young Sarl
21	Uganda	Gurbux & Company
S. No.	**Name of Branch**	**Auditor**
Fiscal Year ended March 31, 2022		
1	Bangladesh	Howladar Yunus & Co.
2	Benin	Rem - Young
3	Ghana	Mazars Ghana
4	Jordan	Michel Sindaha & Co.
5	Kenya GIL	Parkash Associates
6	Kenya TLL	Parkash Associates
7	Mali	Gurbux & Company
8	Mozambique	CW Ducker & Associados
9	Nicaragua	Gurbux & Company
10	Niger	KAINUWA AUDIT & CONSULTING
11	Philippines	Gurbux & Company
12	Thailand	Gurbux & Company
13	Togo	REM-YOUNG SARL
14	Uganda	SAPI & ASSOCIATES
S. No.	**Name of Branch**	**Auditor**
Fiscal Year ended March 31, 2021		
1	Afghanistan	Santa Fe Associates International
2	Bangladesh	Howladar Yunus & Co.
3	Benin	Mazars Benin
4	Bhutan	Gurbux & Company
5	Ghana	Mazars Ghana
6	Jordan	Michel Sindaha & Co.
7	Kenya GIL	Parkash Associates
8	Kenya TLL	Parkash Associates
9	Mozambique	CW Ducker & Associados
10	Nicaragua	Gurbux & Company
11	Togo	REM-YOUNG SARL
12	Uganda	EXODUS KAMPALA

Annexure II

Details of Subsidiaries

S. No.	Name of Subsidiary	Auditor
For the six months period ended September 30, 2023		
1	Transrail International FZE	CNK Hussain Alsayegh
2	Transrail Lighting Malaysia SDN BHD	Gurbux & Company
3	Transrail Lighting Nigeria Limited	Issa Shuaib & Co
4	Transrail Structures America INC	Gurbux & Company
Fiscal Year ended March 31, 2023		
1	Transrail International FZE	CNK Hussain Alsayegh
2	Transrail Lighting Malaysia SDN BHD	Gurbux & Company
3	Transrail Lighting Nigeria Limited	Issa Shuaib & Co
4	Transrail Structures America INC	Gurbux & Company
Fiscal Year ended March 31, 2022		
1	Transrail International FZE	CNK Hussain Alsayegh
2	Transrail Lighting Malaysia SDN BHD	Gurbux & Company
3	Transrail Lighting Nigeria Limited	Issa Shuaib & Co
4	Transrail Structures America INC	Gurbux & Company
Fiscal Year ended March 31, 2021		
1	Transrail International FZE	CNK Hussain Alsayegh
2	Transrail Lighting Malaysia SDN BHD	Gurbux & Company
3	Transrail Lighting Nigeria Limited	Issa Shuaib & Co
4	Transrail Structures America INC	Gurbux & Company
5	Adarsha Global Build Projects Private Ltd.	Anil Malani

Annexure III

Details of Associate / Joint Venture

S. No.	Name of Associate /Joint Venture	Auditor
For the six months period ended September 30, 2023		
1	Transrail -FCEPIL JV	John Olugbemiga Oyinlola, M.Sc
2	Railsys Engineers Pvt. Ltd. - Transrail Lighting Ltd. JV	Gurbux & Co.
3	TLL-METCON-PRAVESH JV	Sidharth Gupta & Co.
4	Transrail Hanbaek Consortium	Gurbux & Co.
For the fiscal year ended March 31, 2023		
1	Transrail -FCEPIL JV	Olugbenga Olinlola & Co.
2	Railsys Engineers Pvt. Ltd. - Transrail Lighting Ltd. JV	Kejriwal & Associates
3	TLL-METCON-PRAVESH JV	Kejriwal & Associates
4	Transrail Hanbaek Consortium	Gurbux & Co.
For the fiscal year ended March 31, 2022		
1	Burberry Infra Private Limited	C G S & Associates
2	Transrail -FCEPIL JV	Olugbenga Olinlola & Co.
3	Railsys Engineers Pvt. Ltd. - Transrail Lighting Ltd. JV	C G S & Associates
4	TLL-METCON-PRAVESH JV	C G S & Associates
5	GECPL TLL JV	C G S & Associates

Transrail Lighting Limited
CIN:U31506MH2008PLC179012
Consolidated Statement of Assets and Liabilities
(All figures are Rupees in Million unless otherwise stated)

Particulars	Note Ref.	As at 30-Sep-23	As at 31-Mar-23	As at 31-Mar-22	As at 31-Mar-21
ASSETS					
(1) Non-current assets					
(a) Property, Plant and Equipment	3	3,487.02	3,604.27	3,254.35	3,057.64
(b) Right-of-use Asset	4	301.21	183.07	85.33	111.77
(c) Capital Work-in-Progress	5	93.60	41.24	172.13	38.52
(d) Other Intangible Assets	6	0.96	1.95	2.38	4.53
(e) Financial Assets					
(i) Investments	7	0.05	0.05	0.05	-
(ii) Trade Receivables	8	-	-	-	-
(iii) Loans	9	743.14	273.23	281.23	118.60
(iv) Others	10	715.98	567.32	242.62	403.19
(f) Other Non-current Assets	14	192.59	320.34	443.33	267.27
(g) Deferred Tax Assets (Net)	23	-	-	-	-
		5,534.54	**4,991.47**	**4,481.42**	**4,001.52**
(2) Current Assets					
(a) Inventories	11	3,932.97	3,109.96	2,784.86	2,324.59
(b) Financial assets					
(i) Investments	7	47.28	32.36	31.55	30.13
(ii) Trade Receivables	8	6,472.59	6,448.95	6,397.35	4,909.68
(iii) Cash and Cash Equivalents	12 (a)	1,335.20	1,247.14	575.04	891.05
(iv) Bank Balances other than (iii) above	12 (b)	816.09	734.05	532.75	466.94
(v) Loans	9	213.06	283.19	172.13	381.96
(vi) Others	10	272.27	247.27	282.45	318.56
(c) Contract Assets	13	17,058.53	14,669.05	10,944.29	6,622.27
(d) Other Current Assets	14	4,121.02	2,689.04	2,216.81	1,877.04
		34,269.02	**29,461.01**	**23,937.23**	**17,822.22**
Assets Held for Sale	15	2.43	2.43	-	-
Total Assets		**39,805.99**	**34,454.91**	**28,418.65**	**21,823.74**
EQUITY & LIABILITIES					
Equity					
(a) Equity Share Capital	16	247.93	227.98	227.08	75.69
(b) Other Equity	17	9,628.61	7,485.99	6,402.61	5,602.34
		9,876.54	**7,713.97**	**6,629.69**	**5,678.03**
Liabilities					
(1) Non-current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	18	1,020.38	1,203.40	1,179.76	984.48
(ii) Lease Liabilities	20	173.70	83.16	34.65	46.24
(iii) Other Financial Liabilities	19	583.70	566.75	532.94	499.14
(b) Provisions	22	50.83	43.07	44.03	39.55
(c) Deferred Tax Liabilities (net)	23	-	-	-	-
(d) Other non-current liabilities	24	-	-	-	
		1,828.61	**1,896.38**	**1,791.38**	**1,569.41**
(2) Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	25	5,060.36	4,845.82	3,511.41	3,306.83
(ii) Lease Liabilities	20	104.21	80.35	39.37	62.86
(iii) Trade Payables	26				
Outstanding Dues of Micro & Small Enterprises		277.71	286.19	562.33	122.13
Outstanding Dues other than Micro & Small Enterprises		12,900.33	12,789.15	10,147.27	8,309.48
(iv) Other Financial Liabilities	19	533.02	462.81	373.17	283.42
(b) Contract Liabilities	21	8,406.34	5,409.50	4,602.19	1,853.37
(c) Other Current Liabilities	24	220.89	239.22	249.48	265.44
(d) Provisions	22	597.98	514.71	512.36	319.65
(e) Current Tax Liabilities (Net)	27	-	216.81	-	53.12
		28,100.84	**24,844.56**	**19,997.58**	**14,576.30**
Total Equity and Liabilities		**39,805.99**	**34,454.91**	**28,418.65**	**21,823.74**

The accompanying Notes form an integral part of the Consolidated Financial Statement.

As per our report of even date attached
For Nayan Parikh & Co.
Chartered Accountants
FRN. 107023W

For and on behalf of Board of Directors

K. N. Padmanabhan
Partner
M.No. 036410

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Ajit Pratap Singh
Chief Financial Officer

Gandhali Upadhye
Company Secretary & Compliance Officer

Mumbai, March 08, 2024

Transrail Lighting Limited
CIN:U31506MH2008PLC179012
Statement of Consolidated Profit and Loss
(All figures are Rupees in Million unless otherwise stated)

	Particulars	Note Ref.	Sep-23	2022-23	2021-22	2020-21
I	Revenue from Operations	28	18,135.31	30,861.37	22,841.42	21,390.86
II	Other Operating Revenue	29	332.60	660.19	658.73	464.29
III	Other Income	30	139.77	198.78	71.84	66.58
	Total Revenue		**18,607.68**	**31,720.34**	**23,571.99**	**21,921.73**
IV	Expenses:					
	Cost of Materials Consumed	31	10,976.16	18,214.11	12,059.66	9,950.34
	Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	32	-586.08	(82.08)	(178.14)	603.06
	Sub-contracting Expenses	33	1,813.28	3,471.57	3,540.40	3,645.72
	Employee Benefits Expense	34	965.71	1,790.37	1,594.58	1,355.54
	Finance Costs	35	794.03	1,196.94	848.43	941.22
	Depreciation & Amortisation	36	254.81	458.26	378.39	340.49
	Other Expenses	37	3,299.33	5,197.97	4,422.00	3,767.88
	Total Expenses		**17,517.24**	**30,247.14**	**22,665.32**	**20,604.25**
V	**Profit before share of profit of Joint venture and Tax**		**1,090.44**	**1,473.20**	**906.67**	**1,317.48**
VI	Share of Profit/(Loss) of Joint Venture and Associate accounted by using the equity method		90.25	9.74	(4.97)	(7.17)
VII	**Profit Before Tax**		**1,180.69**	**1,482.94**	**901.70**	**1,310.31**
VIII	Tax Expense	39	331.81	407.26	254.64	328.50
	1. Current Tax		331.81	389.96	237.03	328.50
	2. Deferred Tax Liability / (Asset)		-	-	-	-
	3. (Excess) / Short Provision of Tax			17.30	17.60	-
IX	**Profit for the period**		**848.88**	**1,075.68**	**647.07**	**981.81**
X	**Other Comprehensive Income**					
A	**Other Comprehensive Income to be reclassified to profit or loss in subsequent periods**					
	Exchange differences on translation of the Financial Statements of Foreign Operations		(82.39)	(1.62)	(0.20)	10.84
			(82.39)	(1.62)	(0.20)	10.84
B	**Net other comprehensive income not to be reclassified to profit or loss in subsequent periods**					
	Re-measurement gains/ (losses) on defined benefit plans		-3.79	2.07	2.69	3.12
	Tax thereon		(1.22)	(0.52)	(0.68)	-
			-5.01	1.55	2.01	3.12
	Total Other Comprehensive Income		**(87.40)**	**(0.07)**	**1.81**	**13.96**
XI	**Total Comprehensive Income for the period**		**761.48**	**1,075.61**	**648.88**	**995.77**
	Profit for the year attributable to:					
	Owners of the Company		**848.88**	**1,075.68**	**647.07**	**997.50**
	Non Controlling Interest		-	-	-	**(15.69)**
	Other Comprehensive Income for the year attributable to:					
	Owners of the Company		**(87.40)**	**(0.07)**	**1.81**	**13.96**
	Non Controlling Interest		-	-	-	-
	Total Comprehensive Income for the year attributable to:					
	Owners of the Company		**761.48**	**1,075.61**	**648.88**	**1,011.46**
	Non Controlling Interest - Profit / (Loss)		-	-	-	**(15.69)**
XII	Earning Per Equity Share for Continuing Operations	40				
	(i) Par Value (Rs.)		2.00	2.00	2.00	2.00
	(ii) Basic (Rs.)		7.44	9.45	11.62	31.43
	(iii) Diluted (Rs.)		7.44	9.45	11.62	31.43

The accompanying Notes form an integral part of the Consolidated Financial Statement.

As per our report of even date attached.
For Nayan Parikh & Co.
Chartered Accountants
FRN. 107023W

For and on behalf of Board of Directors

K. N. Padmanabhan
Partner
M.No. 036410

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Ajit Pratap Singh
Chief Financial Officer

Gandhali Upadhye
Company Secretary & Compliance Officer

Mumbai, March 08, 2024

Transrail Lighting Limited
CIN: U31506MH2008PLC179012
Consolidated Statement of Cash Flow
(All figures are Rupees in Million unless otherwise stated)

	Particulars	Sep'23		2022-23		2021-22		2020-21	
A	**CASH FLOW FROM OPERATING ACTIVITIES**								
	Net Profit Before Tax and Extraordinary Items		1,090.44		1,473.20		906.67		1,317.48
	Adjustments for :								
	Depreciation and Amortisation	254.81		458.26		378.39		340.49	
	Interest Income	(80.89)		(81.63)		(48.87)		(26.42)	
	Interest Expenses	685.59		1,042.27		668.74		810.89	
	Interest on Lease Liabilities	14.19		15.68		10.72		11.64	
	Allowance for Expected and Lifetime Credit Loss	22.39		42.25		18.86		100.86	
	Provision for Doubtful Debts	0.03		52.01		-		-	
	Gain on MF	(0.87)		(0.81)		(1.41)		(0.13)	
	Assets Discarded	0.00		-		0.35		-	
	Loss / (Profit) on sale of Property, Plant & Equipment	0.13		20.24		(0.55)		1.03	
	Expense on Employee Stock Option Scheme	1.08		-		-		9.69	
	Foreign Exchange (Gain) / Loss	81.95		(171.33)		(188.79)		(85.46)	
	Provision for Expected Contractual Obligation	(65.27)		(35.48)		278.83		15.42	
	Provision / (Reversal) for Short Supply	(26.39)		46.22		(91.92)		53.80	
	Sundry Credit Balances Written Back	(19.32)		(83.08)		(124.43)		(130.88)	
	Bad Debts Written Off	8.35		42.51		163.65		44.75	
	Deconsolidation of Subsidiary	-		-		-		5.35	
			875.78		1,347.11		1,063.57		1,151.03
	Operating Profit Before Working Capital Changes		**1,966.22**		**2,820.31**		**1,970.24**		**2,468.51**
	Trade Receivables and Contract Assets	(2,443.86)		(3,861.12)		(5,992.20)		(527.55)	
	Inventories	(823.00)		(325.11)		(460.27)		362.26	
	Other Financial, Non Financial Liabilities and Provisions	3,436.76		3,311.70		5,233.76		(74.88)	
	Other Financial and Non Financial Assets	(1,516.60)		(381.36)		103.69		(889.29)	
			(1,346.70)		(1,255.89)		(1,115.02)		(1,129.46)
	CASH GENERATED FROM THE OPERATIONS		619.52		1,564.42		855.21		1,339.05
	Direct Taxes Paid		(460.50)		(137.63)		(353.60)		(489.42)
	Net Cash generated from Operating Activities		**159.02**		**1,426.79**		**501.62**		**849.63**
B	**CASH FLOW FROM INVESTING ACTIVITIES**								
	Payment for Property, Plant & Equipment	(115.26)		(539.50)		(805.80)		(194.53)	
	Proceeds from sale of Property, Plant & Equipments	2.65		21.33		47.60		27.74	
	Movement in Other Bank Balances	(206.77)		(486.57)		(65.42)		70.85	
	Purchase of Equity Shares in Associate	-		-		(0.05)		-	
	Purchase of Other Investments	(47.06)		-		-		(30.00)	
	Sale of Other Investments	33.00							
	Interest Received	26.08		62.51		26.88		27.21	
	Proceeds from sale of Investment in Subsidiary							0.10	
	Loans and Advances given to Related Parties	(462.03)		(125.00)		(199.37)		(156.51)	
	Loans and Advances Repaid by Related Parties	-		21.93		182.25		51.91	
	Net Cash used in Investing Activities		**(769.39)**		**(1,045.30)**		**(813.91)**		**(203.23)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**								
	Interest Paid	(684.91)		(998.32)		(639.99)		(752.57)	
	Proceeds from Issue of Employee Stock Options	-		8.67		-		269.66	
	Proceeds from Issue of Equity Shares	1,400.01				302.78		-	
	Proceeds from Long Term Borrowings	84.93		1,004.50		1,031.90		354.20	
	Repayment of Long Term Borrowings	(333.13)		(1,191.15)		(499.12)		(546.01)	
	Proceeds from / (Repayment of) Short Term Borrowings	279.71		1,544.72		(132.76)		739.62	
	Interest on Lease Liabilities	(14.19)		(15.68)		(10.72)		(11.64)	
	Principal Repayment of Lease Liabilities	(33.99)		(62.13)		(55.81)		(27.95)	
	Net Cash (used in) / from Financing Activities		**698.43**		**290.61**		**(3.72)**		**25.31**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		**88.06**		**672.10**		**(316.01)**		**671.71**
	Balance as at beginning		1,247.14		575.04		891.05		226.04
	Add:Addition/Removal on acquisition/Disposal of subsidiary		-		-		-		(6.71)
	Balance as at closing		1,335.20		1,247.14		575.04		891.05
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		**88.06**		**672.10**		**(316.01)**		**671.71**
	Components of Cash and Cash Equivalents								
	(i) Balances with banks		1,101.60		909.02		193.93		450.09
	(ii) Balance with Bank -Foreign Branches		225.75		271.52		335.12		252.43
	(iii) Fixed Deposits with Banks		-		38.24		40.06		15.88
	(iv) Cash on Hand		7.85		6.67		5.93		17.24
	(v) Cheques on Hand		-		21.69		-		155.06
	(vi) Other Bank Balances				-		-		0.35
			1,335.20		**1,247.14**		**575.04**		**891.05**

Note: Figure in brackets denote outflows

As per our report of even date attached.
For Nayan Parikh & Co.
Chartered Accountants
FRN. 107023W

For and on behalf of Board of Directors

K. N. Padmanabhan
Partner
M.No. 036410

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Ajit Pratap Singh
Chief Financial Officer

Gandhali Upadhye
Company Secretary &
Compliance Officer

Mumbai, March 08, 2024

Transrail Lighting Limited
Consolidated Statement of Changes in Equity
(All figures are Rupees in Million unless otherwise stated)

A Equity Share Capital

Particulars	Sep 30, 2023			March 31, 2023		
	Number of Shares	Face Value	Rs. in Million	Number of Shares	Face Value	Rs. in Million
Equity shares of INR 10 each issued, subscribed and fully paid						
Opening Balance	2,27,98,440	Rs. 10 each	227.98	2,27,08,440	Rs. 10 each	227.08
Addition during the year	19,94,302	Rs. 10 each	19.95	90,000	Rs. 10 each	0.90
Closing Balance	**2,47,92,742**		**247.93**	**2,27,98,440**		**227.98**

Particulars	March 31, 2022			March 31, 2021		
	Number of Shares	Face Value	Rs. in Million	Number of Shares	Face Value	Rs. in Million
Equity shares of INR 10 each issued, subscribed and fully paid						
Opening Balance	75,69,480	Rs. 10 each	75.69	42,00,000	Rs. 10 each	42.00
Addition during the year	1,51,38,960	Rs. 10 each	151.39	33,69,480	Rs. 10 each	33.69
Closing Balance	**2,27,08,440**		**227.08**	**75,69,480**		**75.69**

B Other Equity

Particulars						Other Comprehensive Income	Total Equity
	Security Premium Account	Retained Earning	Capital Reserve	Employee Stock Option Outstanding	Debenture Redemption Reserve	Exchange differences on translation of Foreign Operations	
Closing as on March 31, 2020	**487.98**	**3,158.58**	**622.44**	**4.35**	**46.21**	**25.77**	**4,345.32**
Profit for the year	-	997.50	-	-	-	-	**997.50**
Exchange differences on translation of the financial statements of foreign operations	-	-	-	-	-	10.84	**10.84**
Securities Premium on shares issued	235.86	-	-	-	-	-	**235.86**
Re-measurement gains/ (losses) on defined benefit plans (net of tax)	-	3.12	-	-	-	-	**3.12**
Transferred to debenture redemption reserve (refer note no. 17(ii))	-	44.31	-	-	(44.31)	-	**-**
Deferred compensation during the year	-	-	-	9.69	-	-	**9.69**
Closing as on March 31, 2021	**723.84**	**4,203.51**	**622.44**	**14.04**	**1.90**	**36.61**	**5,602.34**
Profit for the year	-	647.07	-	-	-	-	**647.07**
Exchange differences on Translation of the Financial Statements of Foreign Operations	-	-	-	-	-	(0.20)	**(0.20)**
Securities Premium on shares issued	151.39	-	-	-	-	-	**151.39**
Re-measurement gains/ (losses) on defined benefit plans (net of tax)	-	2.01	-	-	-	-	**2.01**
Transferred from Debenture Redemption Reserve (refer note no. 17(ii))	-	1.50	-	-	(1.50)	-	**-**
Opening as on March 31, 2022	**875.23**	**4,854.09**	**622.44**	**14.04**	**0.40**	**36.41**	**6,402.61**
Profit for the year	-	1,075.68	-	-	-	-	**1,075.68**
Exchange differences on Translation of the Financial Statements of Foreign Operations	-	-	-	-	-	(1.62)	**(1.62)**
Share premium on exercise of ESOP	7.77	-	-	-	-	-	**7.77**
Re-measurement gains/ (losses) on defined benefit plans (net of tax)	-	1.55	-	-	-	-	**1.55**
Transferred from debenture redemption reserve (refer note no. 17(ii))	-	0.40	-		(0.40)	-	**-**
Transferred on exercise of ESOP	3.51	-	-	(3.51)	-	-	**-**
Transferred on lapse of ESOP	-	10.53	-	(10.53)	-	-	**-**
Opening as on March 31, 2023	**886.51**	**5,942.25**	**622.44**	**-**	**-**	**34.79**	**7,485.99**
Profit for the year	-	848.88	-	-	-	-	**848.88**
Share premium on exercise of ESOP	-	-	-	-	-	-	**-**
Exchange differences on Translation of the Financial Statements of Foreign Operations	-	-	-	-	-	(82.39)	**(82.39)**
Deferred compensation during the year				1.08			**1.08**
Re-measurement gains/ (losses) on defined benefit plans (net of tax)	-	(5.01)	-		-	-	**(5.01)**
Securities Premium on shares issued	1,380.06		-	-	-	-	**1,380.06**
Closing as on Sep 30, 2023	**2,266.57**	**6,786.12**	**622.44**	**1.08**	**-**	**(47.60)**	**9,628.61**

Remeasurement of defined benefit plan (net of tax) Rs 5.01 Millions (March'23 Rs. 1.55 Millions ,March 31, 2022: Rs. 2.01 Millions, March 31, 2021: Rs. 3.12 Millions) is recognised as part of retained earnings.

As per our report of even date attached.
For Nayan Parikh & Co.
Chartered Accountants
FRN. 107023W

For and on behalf of Board of Directors

K. N. Padmanabhan
Partner
M.No. 036410

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Ajit Pratap Singh
Chief Financial Officer

Gandhali Upadhye
Company Secretary & Compliance Officer

Mumbai, March 08, 2024

Transrail Lighting Limited

CIN: U31506MH2008PLC179012

Statement of Significant Accounting Policies and Other explanatory Notes for restated consolidated financial Statements for the six month period ended September 30, 2023 and years ended March 31, 2023, March 31, 2022, and March 31, 2021

1. **<u>Company Overview</u>**

Transrail Lighting Limited ("the Company" and "Transrail") is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the company is located at Mumbai, India.

The Company incorporated in 2008, has been an integrated pole manufacturing company with state of art manufacturing capabilities, vast experience and a rich pedigree. Consequent upon the transfer of Transmission and Distribution (T&D) business of M/s. Gammon India Limited ("GIL") to the Company, effective January 1, 2016, the Company is now an integrated transmission and distribution company.

The said T&D undertaking has close to 38 years of experience of executing extra high voltage Transmission and Distribution lines / rural electrification projects on turnkey basis. The company's scope of work includes design, testing, manufacturing and supply of galvanized towers, conductors, and allied construction activities. The Company has built in house capabilities in designing and testing of towers, with a tower manufacturing capacity of 110,000 TPA and a state-of-the-art tower testing facility at Deoli, Wardha District, which can test towers up to 1200 kV. Over the years the company has executed marquee turnkey projects and cemented its position as a renowned T&D player in India. The company is the only player in India having manufacturing capabilities of towers, a Conductor Manufacturing Plant and a Mono Poles Manufacturing plant and an ultra-modern Tower Testing Station. In recent years the company has also embarked into the projects of rural electrification, railway electrification, erection of Sub-Stations and civil construction.

The Company together with its subsidiaries (as detailed in note 2 (b)) is herein after referred to as the “Group”.

2. **Basis of Preparation, Accounting judgements, estimates and assumptions and significant Accounting Policies:**

A. Basis of Preparation

The Restated Consolidated Financial Information of the Company comprises the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2023, March 31, 2023 , March 31, 2022 and March 31, 2021 the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the six months period ended September 30, 2023 and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, the Summary Statement of Significant Accounting Policies, and other explanatory information (Collectively, the “Restated Consolidated Financial Information, as approved by the board of directors of the company as their meeting held on March 08, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus (“DRHP”)/Red Herring Prospectus (“RHP”)/ the Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares (“IPO”) prepared in terms of the requirement of :

a) Section 26 of Part I of chapter III of the Companies Act, 2013 (“the Act”)
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

These Restated Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") under the historical cost convention except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under section 133 of the Companies Act, 2013 (to the extent notified), read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS compliant Schedule III).

The Restated Consolidated Financial Information have been prepared so as to contain information / disclosures and to the information compiled by the management from:

- Audited special purpose interim consolidated financial statements of the company as at and for the six months period ended September 30, 2023 prepared in accordance with recognition and measurement Principles of India Accounting Standard (Ind AS) 34 "Interim Financial reporting", specified under section 133 of the Act and Other accounting principles generally accepted in India ("The Special Purpose Interim Consolidated Financial Statement") which have been approved by the Board of Directors at their meeting held on March 08, 2024.
- Audited Consolidated Ind AS financial statements of the Company as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on May 31, 2023, August 01, 2022 and June 25, 2021 respectively.

The functional currency of the Company is Indian Rupee. Therefore, the Financial Statements have been presented in INR ("Rs.") and all amounts have been rounded off to the nearest Millions, except where otherwise stated.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B. Basis of Consolidation

- The consolidated financial statements relates to Transrail Lighting Limited and its Subsidiary Companies (referred to as Group) and Associates and Joint Venture during six months ended September 30, 2023 and the years ended March 31, 2023, March 31, 2022 and March 31, 2021. The consolidated financial statements have been prepared in accordance with Indian Accounting Standard - 110 "Consolidated Financial Statement", Indian Accounting Standard - 28 "Investment in Associate and Joint Ventures" of the Companies (Indian Accounting Standard) Rules 2015. The Consolidated Financial Statements have been prepared on the following basis: -

- The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain/loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the company, are excluded.

- In case of foreign subsidiaries, revenue items are consolidated at average rate prevailing during the year. All Assets and Liabilities are converted at the rates prevailing at the end of the year. Exchange gain or loss on conversion arising on consolidation is recognized under foreign currency translation reserve.

- The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the reporting dates. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are entities controlled by the Group. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. The financial statements of each of the subsidiaries, joint ventures and associates used for the purpose of consolidation are drawn up to same reporting date as that of the Company.

- Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet, respectively.

- Associates are entities over which the Group has significant influence but not control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting as per Indian Accounting Standard - 28 ''Investment in Associate and Joint venture''. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the acquisition date. The Group's investment in associates includes goodwill identified on acquisition.

- The difference between the cost to the Company of its investments in the subsidiary / associates / joint ventures over the Company's portion of equity is recognized in the financial statement as Goodwill on consolidation or Capital Reserve.

- "Under IND AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

- Joint operations: The Group recognises its direct right to the assets, liabilities, contingent liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings.

- Joint ventures Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

The following subsidiaries, associates and Joint ventures have been considered while preparing the consolidated financial statement.

Name of Entity	**Country of Incorporation**		**% of ownership interest either directly or through subsidiaries**		
		As at 30-September-2023	**As at 31-March-2023**	**As at 31-March-2022**	**As at 31-March-2021**
Transrail International FZE	UAE	100.00%	100.00%	100.00%	100.00%
Transrail Lighting Malaysia SDN BHD	Malaysia	100.00%	100.00%	100.00%	100.00%
Transrail Structures America INC	USA	100.00%	100.00%	100.00%	100.00%
Transrail Lighting Nigeria Limited	Nigeria	100.00%	100.00%	100.00%	100.00%

Name of Entity	Country of Incorporation	% of ownership interest either directly or through subsidiaries			
		As at 30-September-2023	As at 31-March-2023	As at 31-March-2022	As at 31-March-2021
ii) Transrail Lighting Ltd - First Capital Energy & Power Ind Ltd JV (Nigeria)	Joint venture	30%	30%	30%	30%
Railsys Engineers Pvt. Ltd. - Transrial lighting Ltd. JV - "REPL-TLL JV"	Joint Venture	51%	51%	51%	51%
TLL Metcon Pravesh JV	Joint Venture	60%	60%	60%	-
Transrail Hanbaek Consortium	Joint Venture	100%	100%	-	-
GECPL-TLL JV	Joint Venture	95%	95%	95%	95%
ALTIS-TLL-JV	Joint Venture	49%	49%	-	-
Burberry Infra Private Limited	Associate	50%	50%	-	-

C. Use of estimates and judgments

The preparation of the Restated financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of Restated financial statements and reported amounts of revenues and expenses during the periods. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of circumstances surrounding the estimates. Changes in estimates are reflected in the Restated financial statement in the period in which changes are made and if material, their effects are disclosed in the notes to the Restated financial statements.

D. Operating cycle for current and non-current classification

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance set out in Schedule III to the Act. Operating cycle for the business activities of the Group covers the duration of the project / contract / service including the defect liability period, wherever applicable, and extends up to the realization of receivables (including retention monies) within the credit period normally applicable to the respective project. Operating cycle for pure supply contracts and other businesses are considered as twelve months.

E. Critical accounting estimates

The financial statements require management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in the financial statements have been disclosed here under:

i. **Judgements**

In the process of applying the Group's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the Consolidated financial statements.

ii. **Taxes**

Deferred tax assets are recognized for unabsorbed tax losses to the extent that it is probable that taxable profit will be available against which the losses can be set-off. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits.

iii. **Defined benefit plans (gratuity benefits)**

The cost of defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

iv. **Non-current asset held for sale**

Assets held for sale are measured at the lower of carrying amount or fair value less costs to sell. The determination of fair value less costs to sell includes use of management estimates and assumptions. The fair value of the asset held for sale has been estimated using valuation techniques (mainly income and market approach), which include unobservable inputs.

v. **Revenue Recognition**

The Group uses the percentage of completion method in accounting for its construction contracts. The use of the percentage of completion method requires the Group to estimate the expenditure to be incurred on the project till the completion of the project. The percentage of work completed is determined in the proportion of the expenditure incurred on the project till each reporting date to total expected expenditure on the project. Provision for estimated foreseeable losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

F. SIGNIFICANT ACCOUNTING POLICIES

a) Revenue Recognition

The Group derives revenues primarily from Engineering, Procurement and Construction business.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Revenue from Operations, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. The Group determines the percentage-of-completion on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue from the sale of distinct manufactured / traded material is recognised upfront at the point in time when the control over the material is transferred to the customer.

Revenue from rendering of services is recognized in the accounting period when the service is rendered and the right to receive the revenue is established.

Revenues in excess of invoicing are classified as Contract assets while invoicing in excess of revenues are classified as contract liabilities (which can be referred as Advances from Customers).

'Advance payments received from customers for which no services are rendered are also presented under 'Advance from Customers'

In arrangements for supply and erection contracts performed over a period of time, the Group has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. Although there may be separate contracts with customers for supply of parts and erection of towers, it is accounted for as a single contract as they are bid and negotiated as a package with a single commercial objective and the consideration for one contract depends on the price and performance of the other contract. The goods and services promised are a single performance obligation.

The Group presents revenues net of indirect taxes in its Statement of Profit and Loss.

Interest Income
Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Export Benefits
Duty Drawback claims are recognized based on the entitlement under relevant scheme / laws.

Other Revenues
All other revenues are recognized on accrual basis.

b) Property, Plant and Equipment (PPE)
The Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment, if any.

The Group depreciates the assets on straight line method in accordance with the useful life prescribed in Schedule II of the Act except for erection tools and tackles which are depreciated over the period of 2 and 5 years based on the technical evaluation of the same. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Non-current Assets held for sale
A Non-Current Asset is classified as held for sale if its carrying amount will be recovered principally through sale rather than through its continuing use, is available for immediate sale in its present condition, subject only to terms that are usual and customary for sale, it is highly probable that sale will take place within next 1 year and sale will not be abandoned.

c) Intangible assets
Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.
Intangible assets consist of rights and licenses which are mortised over the useful life on a straight line basis.

d) Leases
The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a year of time in exchange for consideration.

The Group, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Group has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate.

For short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

e) Financial Instruments

Initial Recognition
The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provision of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are recorded at transaction price. Fair value is the price

that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

a) financial instruments at mortised cost

b) financial instruments at fair value through other comprehensive income (FVTOCI)

c) financial instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

Financial Assets at amortized cost

A Financial instrument is measured at the amortized cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the statement of profit or loss.

Financial Assets at FVTOCI

A financial asset is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit & loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Asset at FVTPL

Any financial asset which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

De-recognition

A financial asset is derecognized when:

► The rights to receive cash flows from the asset have expired, or

► The Group has transferred its rights to receive cash flows from the asset and the transfer qualifies for de-recognition under Ind AS 109.

f) Financial Liabilities

Initial recognition and measurement.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognized in the statement of profit & loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ losses are not subsequently transferred to the statement of profit & loss. However, the group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Group has not designated any financial liability as at fair value through the statement of profit & loss.

Loans and borrowings
This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Hedge accounting
The Group designates certain hedging instruments, which include derivatives, embedded derivatives and non-derivatives in respect of foreign currency risk, commodity price risk as cash flow hedges. Hedges of foreign exchange risk and commodity price risk for highly probable forecast transactions are accounted for as cash flow hedges. Hedges of the fair value of recognised assets or liabilities or a firm commitment are accounted for as fair value hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk. Note 42 sets out details of the fair values of the derivative instruments used for hedging purposes.

Fair value hedges
Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in profit or loss, together with any changes in fair value of the hedged asset or liability that are attributable to the hedged risk. The gain or loss is recognised in profit or loss.

Where the hedged item subsequently results in the recognition of a non-financial asset, both the deferred hedging gains and losses and the deferred time value of the option contracts, if any, are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss through cost of material consumed.

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to (effective portion as described above) are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity (but not as a reclassification adjustment) and included in the initial measurement of the cost of the non-financial asset or nonfinancial liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the Statement of Profit and Loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the Statement of Profit and Loss.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Fair Value Measurement

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

g) Impairment

Impairment of Financial Assets

The Group recognizes the loss allowance using the expected credit loss (ECL) model for financial assets which are not valued through the statement of profit and loss account.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the statement of profit and loss.

h) Impairment of Non-Financial Assets

Assets with an indefinite useful life and goodwill are not amortized / depreciated and are tested annually for impairment. Assets subject to amortization / depreciation are tested for impairment provided that an event or change in circumstances indicates that their carrying amount might not be recoverable. An impairment loss is recognized in the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the difference between asset's fair value less sale costs and value in use. For the purposes of assessing impairment, assets are aggregated at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

Non-financial assets other than Goodwill for which impairment losses have been recognized are tested at each balance sheet date in the event that the loss has reversed.

The Group, on an annual basis, tests Goodwill for impairment, and if any impairment indicators are identified tests other non-financial assets, in accordance with the accounting policy. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates and sensitivity analysis is performed on the most relevant variables included in the estimates, paying particular attention to situations in which potential impairment indicators may be identified.

i) Provisions, Contingent Liabilities, Contingent Assets.

General

The group recognizes a provision when it has a present legal or constructive obligation as a result of past events; it is likely that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required to settle the obligation is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are carried at the present value of forecast payments that are expected to be required to settle the obligation, using a rate before taxes that reflects the current market assessment of the time value of money and the specific risks of the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Provision for Contractual Obligation

The group is exposed to shortages in the supply and rectification of erection services of the materials which generally are identified during the course of the execution of the project. These shortages are due to various aspects like theft, pilferage and other losses. The group therefore records the costs, net of any claims, at the time related revenues are recorded in the statement of profit & loss.

The group estimates such costs based on historical experience and estimates are reviewed on an annual basis for any material changes in assumptions and likelihood of occurrence.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

j) Foreign Currencies

Transactions and Balances

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognized in Other Comprehensive Income (OCI) in the Consolidated financial statements of the reporting entity. The foreign operations are accounted in the Consolidated financial statements as a non-integral operation.
- Exchange differences arising on monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation are recognized in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to statement of profit & loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

k) Share based payments

The Group operates equity-settled share based remuneration plans for its employees.

For share settled share based payments, a liability is recognised for the services acquired, measured initially at the fair value of the liability. All goods and services received in exchange for the grant of any share based payment are measured at their fair values on the grant date. Grant date is the date when the Group and employees have shared an understanding of terms and conditions on the arrangement.

Where employees are rewarded using share based payments, the fair value of employees services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions All share based remuneration is ultimately recognised as an expense in profit or loss. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

l) Taxes

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be refunded from or paid to 0the taxation authorities. The tax rates and the tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the domicile country. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). The management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and makes provisions wherever appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and the tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

m) Inventories

Inventories are valued at the lower of cost and net realizable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

► Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average.

► Work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost of direct material is determined on weighted average. Work In Progress on construction contracts reflects value of material inputs and expenses incurred on contracts including profits recognized based on percentage completion method on estimated profits in evaluated jobs.

► Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average.

► Consumable Stores and construction materials are valued and stated at lower of cost or net realizable value.

► Finished Goods are valued at cost or net realizable value, whichever is lower. Costs are determined on weighted average method.

► Scrap are valued at net realizable value.

n) Retirement and other employee benefits

Retirement benefit in the form of provident fund, family pension fund and employee state insurance contribution is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund, family pension fund and employee state insurance contribution. The group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Group operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund and / or creation of provision for unfunded portion of defined gratuity.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets

(excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.
Past service costs are recognized in the statement of profit & loss on the earlier of:
► The date of the plan amendment or curtailment, and
► The date that the Group recognizes related restructuring costs
Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognizes the following changes in the net defined benefit obligation as an expense in the Consolidated statement of profit and loss:
- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Termination Benefits
Termination benefits are payable as a result of the group's decision to terminate employment before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The group recognizes these benefits when it has demonstrably undertaken to terminate current employees' employment in accordance with a formal detailed plan that cannot be withdrawn, or to provide severance indemnities as a result of an offer made to encourage voluntary redundancy. Benefits that will not be paid within 12 months of the balance sheet date are discounted to their present value.

o) Cash and Cash Equivalents
Cash and cash equivalents include cash in hand, demand deposits in banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within bank borrowings in current liabilities on the balance sheet.

p) Trade and Other Receivables
Trade receivables are amounts due from customers related to goods sold or services rendered in the ordinary course of business. If the receivables are expected to be collected in a year or less (or in the operation cycle if longer), they are classified as current assets. Otherwise, they are recorded as non-current assets.
Trade receivables are initially recognized at fair value and are subsequently measured at amortized cost using the effective interest rate method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due in accordance with the original terms of the receivables. The existence of significant financial difficulties on the part of the debtor, the probability that the debtor will become bankrupt or undertake a financial restructuring, and late payment or default are considered to be indicators of the impairment of a receivable. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The asset's carrying amount is written down as the provision is applied and the loss is recognized in the statement of profit and loss. When a receivable is uncollectable, the provision for receivables is made in statement of profit & loss. Subsequent recoveries of receivables written off are recognized in the statement of profit & loss for the year in which the recovery takes place.

q) Cash Flow Statement
Cash flows are reported using the indirect method, whereby the profit for the period is adjusted for the effects of the transactions of a non-cash nature, any deferrals or past and future operating cash flows, and items of incomes and expenses associated with investing and financing cash flows. The cash flows from operating and investing activities of the group are segregated.

r) Operating Cycle

Assets and liabilities relating to long term projects/ contracts are classified as current/non-current based on the individual life cycle of the respective contract / project as the operating cycle. In case of pure supply contracts and other businesses, the operating cycle is considered as twelve months.

s) Borrowing Costs

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for its intended use are added to the cost of those assets.

Interest income earned on temporary investment of specific borrowing pending their deployment is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

t) Onerous Contracts

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract. An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).”

u) Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Group by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(All figures are Rupees in Million unless otherwise stated)

Property, Plant and Equipment, Right of Use Assets, Capital Work in Progress and Intangible Assets schedule

3 Property, Plant and Equipments

Particulars	Land - Free Hold	Land - Lease hold	Building - Factory & Office	Plant & Machinery	Electric Installation	Furniture & Fixtures	Vehicles	Office Equipment	Computer	SPC Tools	Total
Gross Block											
As at March 31, 2019	**282.52**	**471.72**	**1,270.15**	**1,788.16**	**31.72**	**33.73**	**79.58**	**16.37**	**24.92**	**73.47**	**4,072.34**
Addition on acquisition of subsidiary	-	-	-	52.68	0.02	0.17	4.53	3.17	0.21	-	60.78
Addition	-	-	36.72	182.78	0.66	2.41	6.51	1.95	6.84	5.35	243.22
Disposals	-	-	-	3.71	-	0.78	4.00	0.45	0.16	-	9.10
As at March 31, 2020	**282.52**	**471.72**	**1,306.87**	**2,019.91**	**32.40**	**35.53**	**86.62**	**21.04**	**31.81**	**78.82**	**4,367.24**
Additions	-	-	7.87	271.35	5.55	5.94	7.96	3.02	13.29	12.94	327.92
Disposals	-	-	4.33	22.99	-	-	0.91	9.42	1.14	0.51	39.29
Removal on disposal of subsidiary	-	-	-	38.93	0.42	0.25	4.90	1.32	0.41	-	46.23
As at March 31, 2021	**282.52**	**471.72**	**1,310.41**	**2,229.34**	**37.53**	**41.22**	**88.77**	**13.32**	**43.55**	**91.25**	**4,609.63**
Additions	-	-	3.81	505.46	0.17	11.53	29.60	8.36	13.75	1.11	573.79
Disposals	-	-	40.97	12.05	-	0.56	4.49	0.00	0.11	0.17	58.35
As at March 31, 2022	**282.52**	**471.72**	**1,273.25**	**2,722.75**	**37.70**	**52.19**	**113.88**	**21.68**	**57.19**	**92.19**	**5,125.07**
Additions	-	-	8.41	726.46	0.79	4.74	15.73	9.08	14.06	11.06	790.33
Disposals	-	-	-	88.02	-	-	11.48	0.04	0.10	46.34	145.98
Held For Sale	-	-	2.87	-	-	-	-	-	-	-	2.87
As at March 31, 2023	**282.52**	**471.72**	**1,278.79**	**3,361.19**	**38.49**	**56.93**	**118.13**	**30.72**	**71.15**	**56.91**	**5,766.55**
Additions	-	-	2.02	76.89	0.44	2.25	6.20	5.17	2.78	4.32	100.07
Disposals	-	-	-	2.61	-	0.58	-	0.06	0.09	-	3.34
As at Sep 30, 2023	**282.52**	**471.72**	**1,280.81**	**3,435.47**	**38.92**	**58.60**	**124.33**	**35.83**	**73.84**	**61.23**	**5,863.28**
Accumulated Depreciation											
As at Mar 31, 2019	**-**	**16.85**	**175.97**	**667.29**	**22.73**	**17.05**	**21.74**	**7.78**	**12.65**	**60.95**	**1,003.01**
Addition on acquisition of subsidiary	-	-	-	6.21	0.00	0.12	0.67	0.29	0.17	-	7.46
Charge for the year	-	5.24	42.03	204.51	4.64	4.41	9.73	2.88	6.57	7.64	287.65
Disposals for the year	-	-	-	2.43	-	0.58	3.46	0.45	0.15	-	7.07
As at March 31, 2020	**-**	**22.09**	**218.00**	**875.58**	**27.37**	**21.00**	**28.68**	**10.50**	**19.24**	**68.59**	**1,291.05**
Charge for the year	-	5.24	40.76	217.39	2.62	3.93	9.93	2.88	7.70	2.40	292.85
Disposals for the year	-	-	-	5.44	-	0.42	3.92	0.47	0.28	-	10.53
Removal on disposal of subsidiary	-	-	-	18.14	0.04	0.18	1.96	0.74	0.32	-	21.38
As at March 31, 2021	**-**	**27.33**	**258.76**	**1,069.39**	**29.95**	**24.33**	**32.73**	**12.17**	**26.34**	**70.99**	**1,551.99**
Charge for the year	-	5.24	37.19	254.35	1.35	2.85	9.97	3.61	10.01	4.36	328.93
Disposals for the year	-	-	1.86	4.66	-	0.13	3.37	(0.03)	0.05	0.16	10.20
As at March 31, 2022	**-**	**32.57**	**294.09**	**1,319.08**	**31.30**	**27.05**	**39.33**	**15.81**	**36.30**	**75.19**	**1,870.72**
Charge for the year	-	5.24	36.70	317.13	1.10	3.07	12.86	4.57	11.48	4.20	396.35
Disposals for the year	-	-	-	51.78	-	-	8.55	-	0.06	44.02	104.41
Held For Sale	-	-	0.38	-	-	-	-	-	-	-	0.38
As at March 31, 2023	**-**	**37.81**	**330.41**	**1,584.43**	**32.40**	**30.12**	**43.64**	**20.38**	**47.72**	**35.37**	**2,162.28**
Charge for the year	-	2.62	18.37	171.45	0.55	1.74	6.28	2.36	6.26	4.89	214.53
Disposals for the year	-	-	-	-	-	0.40	-	0.09	0.06	-	0.55
As at Sep 30, 2023	**-**	**40.43**	**348.78**	**1,755.88**	**32.95**	**31.45**	**49.92**	**22.65**	**53.93**	**40.26**	**2,376.25**
Net Block as at March 31, 2021	**282.52**	**444.39**	**1,051.65**	**1,159.95**	**7.58**	**16.89**	**56.04**	**1.15**	**17.21**	**20.26**	**3,057.64**
Net Block as at March 31, 2022	**282.52**	**439.15**	**979.16**	**1,403.67**	**6.40**	**25.14**	**74.55**	**5.87**	**20.89**	**17.00**	**3,254.35**
Net Block as at March 31, 2023	**282.52**	**433.91**	**948.38**	**1,776.76**	**6.09**	**26.81**	**74.49**	**10.34**	**23.43**	**21.54**	**3,604.27**
Net Block as at Sep 30, 2023	**282.52**	**431.29**	**932.03**	**1,679.59**	**5.98**	**27.14**	**74.41**	**13.18**	**19.92**	**20.97**	**3,487.02**

In respect of Property, Plant and Equipment the management has carried out an exercise for determining the impairment and is of the opinion that no impairment has taken place in respect of Property, Plant and Equipment.

4 Right-of-use Assets

Particulars	Plant & Equipment	Office Premises	Total
Gross Block			
As at March 31, 2019	-	-	-
Addition	-	114.31	114.31
Disposals	-	-	-
As at March 31, 2020	**-**	**114.31**	**114.31**
Additions	55.42	18.74	74.16
Disposals	-	-	-
As at March 31, 2021	**55.42**	**133.05**	**188.47**
Additions	4.80	15.93	20.73
Disposals	-	-	-
As at March 31, 2022	**60.22**	**148.98**	**209.20**
Additions	-	159.10	159.10
Disposals	-	-	-
As at March 31, 2023	**60.22**	**308.08**	**368.30**
Additions	-	156.71	156.71
Disposals	-	-	-
As at Sep 30, 2023	**60.22**	**464.79**	**525.01**
Accumalated Depreciation			
As at March 31, 2019	-	-	-
Charge for the year	-	33.14	33.14
Disposals	-	-	-
As at March 31, 2020	**-**	**33.14**	**33.14**
Charge for the year	5.70	37.86	43.56
Disposals	-	-	-
As at March 31, 2021	**5.70**	**71.00**	**76.70**
Charge for the year	3.88	43.29	47.17
Disposals	-	-	-
As at March 31, 2022	**9.58**	**114.29**	**123.87**
Charge for the year	6.69	54.67	61.36
Disposals	-	-	-
As at March 31, 2023	**16.27**	**168.96**	**185.23**
Charge for the year	3.35	35.81	39.16
Disposals	-	-0.59	(0.59)
As at Sep 30, 2023	**19.62**	**204.18**	**223.80**
Net block as at March 31, 2021	**49.72**	**62.05**	**111.77**
Net block as at March 31, 2022	**50.64**	**34.68**	**85.33**
Net Block as at March 31, 2023	**43.95**	**139.11**	**183.07**
Net Block as at Sep 30, 2023	**40.60**	**260.61**	**301.21**

5 Capital Work in Progress

Particulars	Rs
As at Apr 01, 2019	36.12
Addition	132.69
Capitalized during the year	56.60
As at March 31, 2020	**112.20**
Additions	139.79
Capitalized during the year	213.48
As at March 31, 2021	**38.52**
Additions	140.01
Capitalized during the year	6.40
As at March 31, 2022	**172.13**
Addition	287.89
Capitalized during the year	418.78
As at March 31, 2023	**41.24**
Addition	52.90
Capitalized during the year	0.54
As at Sep 30, 2023	**93.60**

Capital Work in Progress Ageing:

Particular	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years	Total CWIP
Projects in Progress					
As at March 31, 2021	5.51	29.85	2.19	0.97	38.52
As at March 31, 2022	144.16	0.71	24.07	3.19	172.13
As at March 31, 2023	24.20	2.00	-	15.04	41.24
As at Sep 30, 2023	75.80	2.80	-	15.04	93.64

Capital Work in Progress Completion Overdue:

Projects in Progress	To be completed in			
	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years
As at Sep 30, 2023				
Plant & Equipment	17.00	-	-	-

Projects in Progress	To be completed in			
	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years
As at March 31, 2023				
Plant & Equipment	17.00	-	-	-

Projects in Progress	To be completed in			
	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years
As at March 31, 2022				
Building - Factory & Office	4.06	-	-	-
Building - Factory & Office	1.41	-	-	-
Plant & Equipment	28.65	-	-	-

Projects in Progress	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years
As at March 31, 2021				
Building - Factory & Office	-	4.10	-	-
Building - Factory & Office	-	1.40	-	0.01
Plant & Equipment	-	26.70	-	-

6 Intangible Assets

Particulars	Computer Software
Gross Block	
As at Mar 31, 2019	33.13
Addition	-
Disposals	-
Other Adjustments	-
As at March 31, 2020	**33.13**
Additions	-
Disposals	0.01
Other Adjustments	-
As at March 31, 2021	**33.12**
Additions	0.13
Disposals	-
Other Adjustments	-
As at March 31, 2022	**33.25**
Additions	0.12
Disposals	-
Other Adjustments	-
As at March 31, 2023	**33.37**
Additions	0.14
Disposals	-
Other Adjustments	-
As at Sep 30, 2023	**33.51**
Accumalated Depreciation	
As at Mar 31, 2019	17.50
Charge for the year	7.02
Disposals for the year	-
As at March 31, 2020	**24.52**
Charge for the year	4.08
Disposals for the year	0.01
As at March 31, 2021	**28.59**
Charge for the year	2.28
Disposals for the year	-
As at March 31, 2022	**30.87**
Charge for the year	0.55
Disposals for the year	
As at March 31, 2023	**31.42**
Charge for the year	1.13
Disposals for the year	-
As at Sep 30, 2023	**32.55**
Net Block as at March 31, 2021	**4.53**
Net Block as at March 31, 2022	**2.38**
Net Block as at March 31, 2023	**1.95**
Net Block as at Sep 30, 2023	**0.96**

Range of remaining period of amortisation as at March 31,2021 of Intangible assets is as below:

Asset	Range of remaining period of amortisation			
	< 5 Year	5-10 Year	> 10 Year	Net Block
Computer Software	4.52	0.01		4.53
Total	**4.52**	**0.01**	**-**	**4.53**

Range of remaining period of amortisation as at March 31,2022 of Intangible assets is as below:

Asset	Range of remaining period of amortisation			
	< 5 Year	5-10 Year	> 10 Year	Net Block
Computer Software	1.46	0.92	-	2.38
Total	**1.46**	**0.92**	**-**	**2.38**

Range of remaining period of amortisation as at March 31,2023 of Intangible assets is as below:

Asset	Range of remaining period of amortisation			
	< 5 Year	5-10 Year	> 10 Year	Net Block
Computer Software	1.02	0.93	-	1.95
Total	**1.02**	**0.93**	**-**	**1.95**

Range of remaining period of amortisation as at Sep 30,2023 of Intangible assets is as below:

Asset	Range of remaining period of amortisation			
	< 5 Year	5-10 Year	> 10 Year	Net Block
Computer Software	0.96	-	-	0.96
Total	**0.96**	**-**	**-**	**0.96**

(All figures are Rupees in Million unless otherwise stated)

7 Financial Assets-Investments

	Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
		Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
i)	**Investment in Equity shares of Associate Company (Unquoted)**								
	Burberry Infra Private Limited 5,000 Shares (Mar 2023 - 5,000, March 31, 2022: 5,000, March 31, 2021: Nil) of Rs 10 each	0.05	-	0.05	-	0.05	-	-	-
ii)	**Investment in Mutual Funds ***								
a	- Baroda BNP Paribas Banking & PSU Bond Fund 19,99,900.00 Units (March '23 19,99,900.00 Units, March 31, 2022: 19,99,900.00, March 31, 2021: 19,99,900.00) of Rs 10.00 each	-		-	21.41	-	20.91	-	20.00
b	- Aditya Birla Mutual Fund Sunlife Government Securities Fund 1,60,289.76 Units(March 2023 1,60,289.76 Units, March 31, 2022: 1,60,289.76, March 31, 2021: 211,60,289.76) of Rs. 62.38 each	-	-	-	10.95	-	10.64	-	10.13
c	- Aditya Birla Mutual Fund 1,55,344.706 Units (PY Nil) of Rs 304.36 each	-	47.28	-	-				
	Total	**0.05**	**47.28**	**0.05**	**32.36**	**0.05**	**31.55**	**-**	**30.13**
	Disclosure:-								
	i) Investment Carried at Amortised Cost	0.05	-	0.05	-	0.05	-	-	-
	ii) Investment Carried at Fair Value through Profit & Loss	-	47.28	-	32.36	-	31.55	-	30.13

All the above investments are fully paid up.
Aggregate Value of Unquoted Investments Rs 0.05 Million (March 2023 Rs 0.05 Million, P.Y. 21-22 Rs. 0.05 Million and P.Y. 20-21 NIL)
Aggregate Value of Quoted Investments Rs 47.28 Million (March 2023 Rs 32.36 Million,P.Y. 21-22 Rs. 31.55 Million and P.Y. 20-21 Rs. 30.13 Million)
Market Value of Quoted Investments Rs 47.28 Million (March 2023 Rs 32.36 Million,P.Y. 21-22 Rs. 31.55 Million and P.Y. 20-21 Rs. 30.13 Million)
*The units of mutual funds are marked as lien against the credit facility taken from Aditya Birla Finance Ltd.

8 Financial Assets -Trade Receivables

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Unsecured, considered good unless otherwise stated								
Considered good	-	6,596.49	-	6,543.95	-	6,492.14	-	5,002.69
Credit Impaired [Refer note 8 (b)]	-	183.97	-	179.17	-	147.97	-	243.37
Less: - Provision for Credit Impaired	-	(183.97)	-	(179.17)	-	(147.97)	-	(243.37)
		6,596.49		6,543.95		6,492.14	-	5,002.69
Less :- Allowance for Expected Credit Loss [Refer note 8 (b)]	-	(123.90)	-	(95.00)	-	(94.79)	-	(93.01)
Total	**-**	**6,472.59**	**-**	**6,448.95**	**-**	**6,397.35**	**-**	**4,909.68**

a) Trade Receivables Ageing Schedule
(Ageing from bill date)

(i) As at Sep 30, 2023

Range of outstanding period	Undisputed			
	Considered Good	Significant increase in credit risk	Credit impaired	Total
Less than 6 months	3,650.37	-	3.33	3,653.70
6 months - 1 year	1,932.41	-	12.07	1,944.48
1-2 year	470.06	-	-	470.06
2-3 year	118.77	-	26.66	145.43
> 3 years	424.88	-	141.91	566.80
Total	**6,596.49**	**-**	**183.97**	**6,780.46**

(ii) As at March 31, 2023

Range of outstanding period	Undisputed			
	Considered Good	Significant increase in credit risk	Credit impaired	Total
Less than 6 months	5,087.88	-	-	5,087.88
6 months - 1 year	619.92	-	-	619.92
1-2 year	314.12	-	14.65	328.77
2-3 year	139.70	-	2.85	142.55
> 3 years	382.33	-	161.67	544.00
Total	**6,543.95**	**-**	**179.17**	**6,723.12**

(iii) As at March 31, 2022

Range of outstanding period	Undisputed			
	Considered Good	Significant increase in credit risk	Credit impaired	Total
Less than 6 months	4,851.07	-	-	4,851.07
6 months - 1 year	621.35	-	-	621.35
1-2 year	429.83	-	3.04	432.87
2-3 year	152.35	-	1.19	153.54
> 3 years	437.54	-	143.74	581.28
Total	**6,492.14**	**-**	**147.97**	**6,640.11**

(iiii) As at March 31, 2021

Range of outstanding period	Undisputed			
	Considered Good	Significant increase in credit risk	Credit impaired	Total
Less than 6 months	3,432.69	-	16.36	3,449.05
6 months - 1 year	487.35	-	0.90	488.25
1-2 year	402.13	-	1.19	403.32
2-3 year	369.62	-	44.67	414.28
> 3 years	310.90	-	180.25	491.15
Total	**5,002.69**	**-**	**243.37**	**5,246.06**

b) Credit Impaired & Expected Credit Loss
The Company estimates impairment under the simplified approach. Accordingly, it does not track the changes in credit risk of trade receivables. The impairment amount represents lifetime expected credit loss. In view thereof, the additional disclosures for changes in credit risk and credit impaired are not disclosed.

Movement in the Credit Loss Allowance	As at Sep-23	As at Mar-23	As at Mar-22	As at Mar-21
Opening Balance	95.00	94.79	93.01	39.83
Add Created during the year	28.90	0.21	1.78	53.18
Closing Balance	**123.90**	**95.00**	**94.79**	**93.01**

c) Trade receivables includes amount of Rs 1432.55 Million (March'23 Rs 1484.79 Million, March 31, 2022: Rs. 1671.75 Million, March 31, 2021: Rs. 1410.06 Million) due from related parties. Refer note 50.
d) Trade receivables includes amount of Rs. Nil. (March 31, 2022: Rs. Nil,March 31, 2022: Rs. 8.72 Million, March 31, 2021: Rs. Nil) due from companies in which director is a director and member.

9 **Loans**

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Loans - Unsecured								
Related Parties								
Considered Good	743.12	211.50	273.12	280.43	280.71	169.67	118.16	316.15
Credit Impaired	-	46.72	-	46.72	150.43	46.72	150.43	-
Less : Impairment Provision	-	(46.72)	-	(46.72)	(150.43)	(46.72)	(150.43)	-
Others								
Considered Good			-	-	-	-	-	64.30
Staff Loans	0.02	1.56	0.11	2.76	0.52	2.46	0.44	1.51
Control Account	-	0.00	-	-				
Total	**743.14**	**213.06**	**273.23**	**283.19**	**281.23**	**172.13**	**118.60**	**381.96**

Details of Related Parties	As at Sep-23		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Loans - Unsecured								
Considered Good								
Transrail Lighting Limited - First Capital Energy & Power Ind Ltd JV-Nigeria (TLL-FCEP Joint operation)	73.62	86.50	73.62	155.43	81.21	169.67	113.66	133.90
Consortium of Jyoti and Transrail ("CJT")	-	-	-	-	-	-	-	182.25
Railsys & Transrail JV	4.50	-	4.50	-	4.50	-	4.50	-
Burberry Infra Private Limited	665.00	125.00	195.00	125.00	195.00	-	-	-
	743.12	**211.50**	**273.12**	**280.43**	**280.71**	**169.67**	**118.16**	**316.15**
Credit Impaired								
Transrail Lighting Limited - First Capital Energy & Power Ind Ltd JV-Nigeria (TLL-FCEP Joint operation)	-	-	-	-	150.43	-	150.43	-
Consortium of Jyoti and Transrail ("CJT")	-	46.72	-	46.72	-	46.72	-	-

a) During the year 2022-23 the company has given a long term loan of Rs 470 Millions (P.Y. 2022-23 Rs 125.00 Million) to its associate M/s Burberry Infra Private Ltd.

b) During the year 2021-22 company had given a loan of Rs 195.0 Million to its associate M/s Burberry Infra Private Ltd. for strategic purpose.

c) Loans or Advances in the nature of loans granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are without specifying any terms or period of repayment.

Type of Borrower	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Outstanding Loan	% to (A)	Outstanding Loan	% to (A)	Outstanding Loan	% to (A)	Outstanding Loan	% to (A)
Promoters	-	-	-	-	-	-		-
Directors	-	-	-	-	-	-		-
KMPs	-	-	-	-	-	-		-
Related Parties	211.34	21.07%	280.27	46.47%	452.53	69.57%	584.74	89.82%
Total Loans and Advances to Promoter, Director, KMP and Related parties	**211.34**		**280.27**		**452.53**		**584.74**	
Total Loans and Advances in the nature of Loan and Advances (A)	**1,002.93**		**603.14**		**650.50**		**650.99**	

d) The Group has advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) , the details of which is tabulated hereunder ;

Name of the Intermediary (Relationship)	Amount & Date	Name of the Beneficiary (Relationship)	Amount & Date
2022-23			
Burberry Infra Private Limited (Associate) (CIN: U70109MH2021PTC360006)	Rs. 125.00 Million March 31, 2023	Deepmala Infrastructure Private Limited (Not a related party) (CIN: U45201MH2007PTC174676)	Rs. 125.00 Million March 31, 2023

Name of the Intermediary (Relationship)	Amount & Date	Name of the Beneficiary (Relationship)	Amount & Date
April'23 - Sep'23			
Burberry Infra Private Limited (Associate) (CIN: U70109MH2021PTC360006)	Rs 470.00 Million April'23-Sep'23	Deepmala Infrastructure Private Limited (Not a related party) (CIN: U45201MH2007PTC174676)	Rs 470.00 Million April'23-Sep'23

e) During the year the Company had given loan to its associate, M/s Burberry Infra Private Ltd. of Rs. 195.00 Million on March 25, 2022 with the understanding that the said amount will be advanced as earnest money deposit towards strategic acquisition which had not concluded as at the end of the year.

f) The Company has complied with the provisions of Foreign Exchange Management Act, 1999 wherever applicable and the transaction are not violative of the Prevention of Money Laundering Act, 2002.

10 **Other Financial Assets**

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
(Unsecured, considered good unless otherwise stated)								
Related Parties	-	-	-	-	-	-	287.65	-
Security Deposits	229.47	84.34	231.59	79.55	201.97	107.46	74.96	163.78
Interest Receivable					-	-		
Related Parties	33.97	18.41	-	17.86	-	18.88	-	18.70
Others	2.35	68.15	10.28	39.27	0.47	31.48	-	10.13
Insurance & Other Claims Receivable	-	48.08	-	47.23	-	47.23	-	47.23
Receivable from Related Party	-	2.84	-	2.84	-	23.40	-	-
Mark to Market Gain on Hedge Contracts	-	45.83	-	45.98	-	33.64	-	33.73
Bank Deposits with Remaining Maturity more than 12 months	450.19	-	325.45	-	40.18	-	40.58	-
Crop Compensation & Others	-	4.62	-	14.54	-	20.36	-	44.99
Total	**715.98**	**272.27**	**567.32**	**247.27**	**242.62**	**282.45**	**403.19**	**318.56**

Details of Related Parties

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Security Deposits								
Gammon Engineers & Contractors Pvt Ltd	-	-	-	-	-	-	287.65	
Interest Receivable								
Gammon Engineers & Contractors Pvt Ltd								18.70
Transrail Lighting Limited - First Capital Energy & Power Ind Ltd JV-Nigeria (TLL-FCEP Joint operation)	-	10.85	-	17.86	-	18.25	-	-
Burberry Infra Private Ltd	33.97	7.56	-	-	-	0.63	-	-
Other Receivable								
Transrail Lighting Foundation	-	-	-	-	-	23.40	-	-
Transrail Hanbaek Consortium	-	2.84	-	2.84	-	-	-	-

11 **Inventories**

Particulars	As at Sep 30, 2023	As at March 31, 2023	As at Mar-22	As at Mar-21
Raw Material In hand	1,731.19	1,594.71	1,415.92	1,114.51
Work In Progress	200.69	193.55	145.63	98.37
Finished Goods		-	-	-
a) In hand	1,180.73	694.53	621.50	496.51
b) In transit	-	-	-	102.87
Consumable Stores & Spares	433.33	332.90	268.66	287.94
Bought Out Components	365.61	274.88	312.40	198.07
Others - Scrap	21.42	19.39	20.75	26.32
Total	**3,932.97**	**3,109.96**	**2,784.86**	**2,324.59**

The disclosure of inventories recognised as an expense in accordance with paragraph 36 of Ind AS 2 is as follows:

Particulars	As at Sep 30, 2023	As at March 31, 2023	As at Mar-22	As at Mar-21
Inventory write down	8.68	25.68	19.60	15.90
Total	**8.68**	**25.68**	**19.60**	**15.90**

12 Cash and Bank Balance

12 (a) Cash & Cash Equivalents

	Particulars	As at Sep 30, 2023	As at March 31, 2023	As at Mar-22	As at Mar-21
		Current	Current	Current	Current
i)	Balances with Banks	1,101.60	909.02	193.93	450.44
ii)	Balance with Bank -Foreign Branches	225.75	271.52	335.12	252.43
iii)	Fixed Deposits with Banks	-	38.24	40.06	15.88
iv)	Cheques on Hand	-	21.69	-	155.06
v)	Cash on Hand	7.85	6.67	5.93	17.24
	Total	**1,335.20**	**1,247.14**	**575.04**	**891.05**

12 (b) Bank Balances other than Cash and Cash Equivalents

	Particulars	As at Sep 30, 2023	As at March 31, 2023	As at Mar-22	As at Mar-21
		Current	Current	Current	Current
a)	Fixed Deposits held as margin money	816.09	734.05	532.75	449.31
b)	Other Bank Balances with repatriation restrictions	-	-	-	17.63
	Total	**816.09**	**734.05**	**532.75**	**466.94**

13 Contract Assets

Particulars	As at Sep 30, 2023	As at March 31, 2023	As at Mar-22	As at Mar-21
	Current	Current	Current	Current
Considered Good	17,144.03	14,763.95	11,032.83	6,681.73
Credit Impaired	118.87	118.87	114.40	149.79
	17,262.90	14,882.82	11,147.22	6,831.52
Less: - Provision for Credit Impaired	(118.87)	(118.87)	(114.40)	(149.79)
	17,144.03	14,763.95	11,032.83	6,681.73
Less :- Allowance For Expected Credit Loss [Refer note 8 (b)]	(85.50)	(94.90)	(88.54)	(59.46)
Total	**17,058.53**	**14,669.05**	**10,944.29**	**6,622.27**

Movement in the Credit Loss Allowance	As at Sep 30, 2023	As at March 31, 2023	As at Mar-22	As at Mar-21
Opening Balance	94.90	88.54	59.46	35.27
Add : Created during the year	(9.40)	6.36	29.08	24.19
Less : Released during the year	-	-	-	-
Closing Balance	**85.50**	**94.90**	**88.54**	**59.46**

Contract Assets represents unbilled revenue and retention due to contractual conditions.

14 Other Assets (Unsecured, considered good)

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Capital Advances	8.87	-	49.20	-	161.65	-	4.28	-
Advance to Suppliers								
Related Parties								
Considered Good	-	-	-	-	-	-	-	225.96
Others								
Considered Good	-	2,335.29	-	1,411.61	-	834.94	-	837.13
Credit Impaired	1.77	88.64	1.77	88.64	1.77	36.63	1.77	36.63
Less : Impairment Provision	(1.77)	(88.64)	(1.77)	(88.64)	(1.77)	(36.63)	(1.77)	(36.63)
Others								
Taxes Paid Net of Provisions	48.67	-	136.79	-	183.37	-	128.15	-
Prepaid Expenses	13.99	500.60	34.96	253.40	-	243.84	-	116.17
Balances with Tax Authorities	121.06	1,000.42	99.39	821.96	98.31	893.11	134.84	365.45
Deferred Input Tax Credit	-	160.32	-	163.97	-	228.81	-	316.27
Staff Advances	-	18.92	-	13.30	-	11.76	-	11.76
Deffered Tax Assets	-							
Receivable on account of share of profit in Joint Ventures and Associate	-	86.60	-	-				
Others	-	18.87	-	24.80	-	4.35	-	4.30
Total	**192.59**	**4,121.02**	**320.34**	**2,689.04**	**443.33**	**2,216.81**	**267.27**	**1,877.04**

15 Assets Held for Sale

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Office Premises	-	2.43	-	2.43	-	-	-	-
Total	**-**	**2.43**	**-**	**2.43**	**-**	**-**	**-**	**-**

The Company's 3 office premises are classified as "Held for Sale" as they meet the criteria laid down under IND AS 105

16 Equity Share Capital

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount
Face Value (in Rs.)		Rs. 10 each		Rs. 10 each		Rs. 10 each		Rs. 10 each
Class of Shares		Equity Shares		Equity Shares		Equity Shares		Equity Shares
Authorised Capital	**3,50,00,000**	**350.00**	**3,50,00,000**	**350.00**	**3,50,00,000**	**350.00**	**3,50,00,000**	**350.00**
Issued, Subscribed and Paid up Capital	2,47,92,742	247.93	2,27,98,440	227.98	2,27,08,440	227.08	75,69,480	75.69
Total	**2,47,92,742**	**247.93**	**2,27,98,440**	**227.98**	**2,27,08,440**	**227.08**	**75,69,480**	**75.69**

Disclosures:

i) Reconciliation of Shares

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount
Shares outstanding at the beginning of the period	2,27,98,440	227.98	2,27,08,440	227.08	75,69,480	75.69	42,00,000	42.00
Issued under Rights Issue (Refer note (c) and (d) below)	-	-	-	-	1,51,38,960	151.39	33,69,480	33.69
Issued during the year (Refer note (d) & (e) below)	19,94,302	19.95	90,000	0.90	-	-	-	-
Shares outstanding at the end of the period	**2,47,92,742**	**247.93**	**2,27,98,440**	**227.98**	**2,27,08,440**	**227.08**	**75,69,480**	**75.69**

a) During the year 2017-18, following were issued for consideration other than cash:
i) Pursuant to the Scheme of Arrangement and in accordance with the directions of the NCLT the company has issued 7,25,000 Equity shares of Rs 10 each to Gammon India Limited (GIL).
ii) The company has alloted 2,75,000 OFCD's date 30th October 2017 to Gammon India Limited as per the share holders agreement entered into between the company and Gammon India Limited. Gammon India Limited had informed the company that it wished to exercise their rights to convert the aforesaid OFCD's in equity shares. Accordingly, the company issued & alloted 2,75,000 equity shares to Gammon India Limited.

b) Pursuant to the conversion of the Optionally Convertible Debentures on 30th October 2017, 30,00,000 equity shares have been issued to Ajanma Holdings Private Limited and Gammon India Limited and an amount of Rs. 487.98 Million has been credited to Securities Premium Account.

c) During the year 2020-21 the Company has issued 33,69,480 equity shares of face value of Rs. 10 each on right basis ('Rights Equity Shares') to the Eligible Equity Shareholders at an issue price of Rs. 80 per Rights Equity Share (including premium of Rs. 70 per Rights Equity Share). In accordance with the terms of issue, Rs. 20 i.e. 25% of the Issue Price per Rights Equity Share (including a premium of Rs. 17.50 per share), was received on application, Rs. 20 i.e. 25% of the Issue Price per Rights Equity Share (including a premium of Rs. 17.50 per share), was received on allotment. The Board had made First and final call of Rs. 40 per Rights Equity Share (including a premium of Rs. 35 per share) on shareholders which has been received.

d) During the year 2021-22, the Company issued 1,51,38,960 equity shares of face value of Rs. 10 each at the premium of Rs. 10 each on right basis ('Rights Equity Shares').

e) During the year 2022-23, the Company issued 90,000 equity shares of face value of Rs. 10 each at the premium of Rs. 86.33 each on exercise of ESOP. (Refer Note No 49).

f) During the period ending 30th September 2023, the Company issued 19,94,302 equity shares of face value of Rs 10 each at the premium of Rs 692 each by way of a Preferential Issue on a Private Placement basis.

ii) Details of Shareholding by Holding company

Name of Shareholder	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
-Ajanma Holdings Pvt. Ltd.	2,10,72,738	85.00%	2,10,72,738	92.43%	2,10,72,738	92.80%	65,67,664	86.77%

iii) Details of Shareholding in excess of 5%

Name of Shareholder	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
-Ajanma Holdings Pvt. Ltd.	2,10,72,738	85.00%	2,10,72,738	92.43%	2,10,72,738	92.80%	65,67,664	86.77%
Asiana Alternative Investment Fund Scheme Asiana Fund I	19,94,302	8.04%						

iv) Details of Shareholdings by the Promoter

Name of the Promoter	As at Sep 30, 2023	As at Mar-23	As at Mar-22	As at Mar-21
Ajanma Holdings Private Limited				
No of Shares	2,10,72,738	2,10,72,738	2,10,72,738	65,67,664
% of total shares	85.00%	92.43%	92.80%	86.77%
% change	**0.00%**	**0.00%**	**63.88%**	**43.38%**

v) Rights and obligations of shareholders

As per the records of the Company, including its register of shareholders / members and other declarations, if any, received from shareholders, the shareholding as shown in clause (ii) above represents legal as well as beneficial ownership of the shares.

vi) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 each. Each holder of equity share is entitled to one vote per share. The distribution will be in proportion to the number of equity shares held by the shareholders.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets, if any, of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

17 Other Equity

Particulars	As at Sep 30, 2023	As at March 31, 2023	As at Mar-22	As at Mar-21
Retained Earnings (Surplus)	6,786.12	5,942.25	4,854.09	4,203.51
Security Premium	2,266.57	886.51	875.23	723.84
Capital Reserve	622.44	622.44	622.44	622.44
Debenture Redemption Reserve	-	-	0.40	1.90
Employee Stock Option Outstanding	1.08	-	14.04	14.04
Other Comprehensive Income	(47.60)	34.79	36.41	36.61
Total	**9,628.61**	**7,485.99**	**6,402.61**	**5,602.34**

i) Capital Reserve

As per the order of the National Company Law Tribunal dated March 30, 2017, the issued, paid-up and subscribed share capital of the Company of Rs. 310.00 Million comprising of 31,000,000 equity shares of Rs. 10 each has been reduced to Rs. 2.00 Million comprising of 200,000 equity shares of Rs. 10 each/- upon the Scheme of Arrangement becoming effective. The Scheme of Arrangement is effective from January 1, 2016, the appointed date stated in the scheme, in term of the provision of Section 232(6) of the Companies Act, 2013. As provided in the scheme, the reduced amount of Rs. 308.00 Million, has been utilized for adjusting the debit balance in the profit and loss account of the Company and excess, if any shall be credited to the capital reserve account of the Company. Accordingly, the existing issued, subscribed and paid up Share capital stands reduced to Rs. 2.00 Million and an amount of Rs. 116.70 Million has been credited to the opening surplus account and the balance amount of Rs. 191.30 Million has been credited to Capital Reserve account.

18 Long Term Borrowings

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current Maturities	Non Current	Current Maturities
Non Convertible Debentures Secured								
Placed with Banks and Financial Institutions	-	-	-	-	-	3.87	7.94	10.04
Term Loans from Banks-Secured								
Rupee Term Loan (RTL) -1	-	-	-	18.85	25.96	62.73	99.64	65.47
Rupee Term Loan (RTL) -3	-	-	-	1.98	9.09	16.30	14.44	19.04
Funded Interest Term Loan (FITL)	-	-	-	24.71	35.55	102.52	144.55	97.83
Working Capital Term Loan (WCTL)	-	-	-	39.69	76.95	288.45	363.71	279.74
Emergency Credit Line Guarantee Scheme (ECLGS)	339.67	202.26	440.80	202.26	643.06	165.94	354.20	-
Emergency Credit Line Guarantee Scheme (ECLGS 2.0 Extension)	375.76	40.54	364.70	-	177.10	-	-	-
Indian Bank	38.08	31.41	25.31	10.85	-	-	-	-
Term Loans from Others-Secured								
Axis Finance Ltd	58.08	193.56	129.85	243.56	212.05	169.64	-	-
Mahindra & Mahindra Financial Services Ltd.	208.79	66.20	242.74	57.24	-	-	-	-
Total	**1,020.38**	**533.97**	**1,203.40**	**599.14**	**1,179.76**	**809.45**	**984.48**	**472.12**

a) The company entered into a Business Transfer Agreement (BTA) with Gammon India Limited (GIL) pursuant to which long term borrowings amounting to Rs 2001.30 Million and short term borrowings of Rs 299.90 Million of GIL were transferred to the Company. Further pursuant to the Scheme of Arrangement and order of NCLT dated 30th March 2017, long term borrowing amounting to Rs 933.50 Million and short term borrowings amounting to Rs 1817.50 Million were transferred to the Company upon execution of novation agreement with lenders effective from January 1, 2016. The carve out of the borrowing pursuant to the BTA has been substantially completed except few lenders. Carve out of Non Convertible Debentures, though agreed upon by GIL and the company, is yet to be approved and executed by the debenture holders. The security for the borrowings assumed under the Scheme of Arrangement has been created.

b) **Securities for Term Loans and NCD as per Novation agreement with the lenders :**

Rupee Term Loan-1 (RTL1), Working Capital Term Loan (WCTL) and Funded Interest Term Loan (FITL) thereon -

i) 1st pari-passu charge on the entire Property, Plant and Equipments (movable and immovable), both present and future of the Company.

ii) 2nd pari-passu charge on the entire Current Assets, Loans and Advances, long term trade receivables and other assets pertaining to the Company.

Non Convertible Debentures

i) First ranking pari passu security interest on entire Property, Plant and Equipments (movable and immovable), both present and future of the company.

Rupee Term Loan-3 (RTL3)

ii) 2nd pari-passu charge on the entire Property, Plant and Equipments (movable and immovable), both present and future of the Company.

c) **Emergency Credit Line Guarantee Scheme (ECLGS) & ECLGS 2.0 Extension**

i) Pari passu 1st charge on assets created of the credit facilities being extended

ii) Pari passu 2nd charge with the existing credit facilities in terms of cash flows (including repayments) and security.

iii) ECLGS loans carry an interest rate ranging from 7.95 % to 9.25%.

d) **Axis Finance Ltd. - Capex Loan 1**

Exclusive charge on the machinery and equipment's so financed upto 1.25 times and demand promissory note, loan carries an interest rate of 11%. Loan is repayable in quarterly equal instalment within 21 months

e) **Axis Finance Ltd. - Capex Loan 2**

Exclusive charge on the machinery and equipment's so financed upto 1.25 times and demand promissory note, loan carries an interest rate of 11%. Loan is repayable in equal instalment within 36 months

f) **Indian Bank Capex Loan**

Exclusive charge on the machinery and equipment's so financed upto 1.25 times , loan carries an interest rate of 11%. Loan is repayable in 10 equal quartely instalment within 30 months after Moratorium of 6 months.

g) **Mahindra & Mahindra Financial Services Ltd. Working Capital Term Loan**

a. First Pari-passu charge along with existing term lenders on entire fixed assets of the company (both movable and immovable & both present and future) owned by the company

b. Second Pari-passu charge on entire current assets of the borrower company (present and future) with existing working capital lenders

c. Demand Promissory Note for the entire loan along with the interest

Repayment schedule

d. Loan shall be repayable in 48 Equated Monthly Instalments (EMI) repayments commencing at the end of first month from the date of first disbursement of the loan. Loan carries a rate of interest of 11%.

h) **Repayment Terms**

Type of Loan	Repayment Schedule
RTL-1, RTL -3 , WCTL	Repayable in 11 quarterly unequal instalments commencing on 15 October 2020 and ending on 15 April 2023.
NCD	Repayable in 11 quarterly instalments of Rs.2.6 Million commencing on 15th April 2020 and ending on 15th October, 2022.
FITL	Repayable in 21 quarterly unequal ballooning instalments commencing on 15 April 2018 and ending on 15 April 2023.
ECLGS Loan	Repayable in 48 equal monthly instalments commencing in April 2022 after an initial moratorium of one year.
ECLGS Loan 2.0 ext	Repayable in 48 equal monthly instalments commencing in April 2024 after an initial moratorium of two years
Axis Finance Capex Loan 1	Repayable in quarterly equal instalment within 21 months commencing in December 2022 and ending on June 2024
Axis Finance Capex Loan 2	Repayable in equal instalment within 36 months commencing in February 2023 and ending on January 2026
Indian Bank Capex Loan	Repayable in 10 equal quartely instalment within 30 months after Moratorium of 6 months commencing in September 2023 and ending on January 2026
M&MFSL WCTL Loan	Repayable in 48 Equated Monthly Instalments (EMI) repayments commencing in May 2023 and ending on April 2027

i) **Maturity profile of Term Loans and NCD**

Period	As at Sep 30, 2023	As at March 31, 2023	As at Mar-22	As at Mar-21
0 - 1 years	533.97	599.14	809.45	472.12
1 - 2 Years	438.70	466.37	519.37	573.91
2 - 3 years	342.29	418.59	288.93	233.46
3 - 4 years	156.50	214.50	246.52	88.56
4 - 5 years	63.54	98.86	80.59	88.55
More than 5 years	19.35	5.08	44.35	-
TOTAL	**1,554.35**	**1,802.54**	**1,989.21**	**1,456.60**

j) **Reconciliation of Cash Flows from Financing Activities**

Particulars	Non-current Borrowings (Including Current Maturities)	Current Borrowings	Total
Opening balance as on 01 April 2020	**1,583.90**	**2,108.62**	**3,692.52**
Proceeds from / (Repayment of) Short Term Borrowings	-	726.10	726.10
Loan taken during the year	354.20	-	354.20
Interest converted to loan	64.42	-	64.42
Repayment of Loan	-545.92		(545.92)
As at March 31, 2021	**1,456.60**	**2,834.72**	**4,291.32**
Proceeds from / (Repayment of) Short Term Borrowings	-	(132.76)	(132.76)
Loan taken during the year	1,031.90	-	1,031.90
Interest converted to loan		-	-
Repayment of Loan	(499.29)	-	(499.29)
As at March 31, 2022	**1,989.21**	**2,701.96**	**4,691.17**
Loan Taken during the year	1,004.50	-	**1,004.50**
Repayment of Loan	(1,191.15)	-	**(1,191.15)**
Proceeds from / (Repayment of) Short Term Borrowings	-	1,544.73	**1,544.73**
As at March 31, 2023	**1,802.56**	**4,246.69**	**6,049.25**
Proceeds from / (Repayment of) Short Term Borrowings	-	279.71	**279.71**
Loan Taken during the year	84.93	-	**84.93**
Repayment of Loan	(333.14)	-	**(333.14)**
As at Sep 30, 2023	**1,554.35**	**4,526.40**	**6,080.75**

k) The group has taken fresh loans during the year and have used the borrowings taken from banks and financial institutions for the specific purpose for which they were taken.

l) The Director/Promoter have not given any guarantee for loan.

m) During the year the company has paid all the interest and instalments on time.

n) **Registration of charges or Satisfaction with Registrar of Companies**

Registration of Charge

As at Sep 30, 2023, the Company do not have any charge which is yet to be registered with ROC beyond the statutory period.

Satisfaction of Charge

There are charges disclosed as outstanding of Rs. 1340.00 Million as at Sep 30, 2023 in respect of borrowings which have been repaid long back. subsequentaly the Company was able to clear the satisfaction of charge during Oct'23.

19 Other Financial Liabilities

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Liabilities under Court Scheme & BTA*	583.70	-	566.75	-	532.94	-	499.14	-
Payable for Capital goods	-	-					-	
- Micro and Small Enterprises	-	10.98	-	15.30	-	0.99	-	1.01
- Others	-	27.99	-	26.71	-	33.38	-	39.29
Interest accrued	-	122.42	-	121.73	-	77.78	-	49.02
Mark to Market loss on Hedge Contract	-	-						
Employee Liability	-	371.63	-	299.07	-	261.02	-	194.10
Total	**583.70**	**533.02**	**566.75**	**462.81**	**532.94**	**373.17**	**499.14**	**283.42**

* Pursuant to the approval of Scheme of arrangement by NCLT and BTA agreement between Gammon India Limited & Transrail Lighting Limited (TLL) ,there are allocation of borrowings transferred to the company . The company and lenders also entered in to various agreement for creation of security, but there are certain lenders (Insurance companies) who have not signed the novation agreements. Since the Insurance companies have not recorded TLL as a borrower, the company is unable to discharge their liabilities, including interest. In accordance with Legal advise sought in this matter, the Company has disclosed the aforesaid liability on account of NCDs including interest thereon as Non Current Financial Liability under Court Scheme & BTA pending settlement of Novation issue and recognitions by the holders of NCDs to the novation. Due to reason mentioned above same is not shown as default.

20 Lease Liabilities

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Lease Liabilities - Property, Plant and Equipment	0.92	16.91	8.08	16.91	20.79	17.33	24.72	15.55
Lease Liabilities - Office Premises	172.78	87.30	75.08	63.44	13.86	22.04	21.52	47.31
Total	**173.70**	**104.21**	**83.16**	**80.35**	**34.65**	**39.37**	**46.24**	**62.86**

21 Contract Liabilities

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
i) Adjustable Receipts	-	269.93	-	360.57	-	339.28	-	320.46
ii) Advance from Customer	-	8,136.41	-	5,048.93	-	4,262.91	-	1,532.91
Total	**-**	**8,406.34**	**-**	**5,409.50**	**-**	**4,602.19**	**-**	**1,853.37**

22 Provisions

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Provision for employee benefits								
Provision for Gratuity	-	44.24	-	31.48	-	19.45	-	10.03
Provision for Leave Encashment	50.83	4.24	43.07	5.13	44.03	4.59	39.55	2.80
Provision for Income Tax	-	24.18	-	24.18	-	17.95	-	8.57
Others	-							
Provision for Contractual Obligation (refer note (A) below)	-	160.47	-	153.60	-	129.23	-	221.15
Provision for expected loss on long term contracts	-	364.85	-	300.32	-	341.14	-	77.10
Total	**50.83**	**597.98**	**43.07**	**514.71**	**44.03**	**512.36**	**39.55**	**319.65**

A) A provision is recognised for the expected amount of shortages on materials to be supplied to the client, rectification and replacement of services performed pursuant to the contract with the client. Assumption used to calculate the provisions is based on past experience and management estimates.

Particulars	As at Sep 30, 2023	2022-23	2021-22	2020-21
Provision for Contractual Obligation				
Opening	153.60	129.23	221.15	173.06
Provided during the period	33.26	46.32	-	53.80
Utilised/(Reversed) during the period	(26.39)	(21.95)	(92.02)	(5.70)
Closing balance	**160.47**	**153.60**	**129.23**	**221.15**

B) The disclosures required under Ind AS 19 "Employee Benefits" are given below:

(i) Defined Benefit Plan

a The Company has an obligation to provide to the eligible employees defined benefit plans such as gratuity. The gratuity plan provides for a lump-sum payment to vested employees at retirement, death, while in employment or on termination of employment of an amount equivalent to 15 days of salary payable for each completed year of service or part thereof. Vesting occurs upon completion of 5 consecutive years of service. The measurement date used for determining retirement benefit for gratuity is Sep 30,2023.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The Company has defined benefit plans for gratuity which is funded through Life Insurance Corporation of India (LIC) group gratuity scheme.

b These plans typically expose the company to the actuarial risks, investment risks, interest rate risk, liquidity risk and salary risk

Actuarial Risk

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

Liquidity Risk

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cash flows.

Market risk

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

Legislative Risk

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligations and the same will have to be recognized immediately in the year when any such amendment is effective.

Particulars	**As at Sep 30, 2023**	**As at March 31, 2023**	**As at Mar-22**	**As at Mar-21**
	Gratuity Funded	**Gratuity Funded**	**Gratuity Funded**	**Gratuity Funded**
a) Reconciliation of opening and closing balances of Defined benefit				
Defined Benefit obligation at the beginning of the year	97.55	90.93	83.66	79.10
Obligation in respect of transferred employees	-	-	-	(1.40)
Current Service Cost	7.08	13.77	12.13	11.33
Interest Cost	3.57	6.41	5.59	5.15
Actuarial (Gain) /Loss	4.53	(3.10)	(3.25)	(3.76)
Benefits paid	(0.83)	(10.46)	(7.20)	(6.76)
Defined Benefit obligation at the year end	**111.89**	**97.55**	**90.93**	**83.66**
b) Reconciliation of opening and closing balances of fair value of plan assets*				
Fair Value of plan assets at the beginning of the year	66.07	71.48	73.63	55.14
Removal on disposal of subsidiary	-			(0.10)
Interest Income	2.65	5.51	5.31	3.98
Return on Plan assets excluding amounts Included in Interest Income	(0.48)	(1.03)	(0.56)	(0.64)
Employer Contribution	0.25	0.57	0.30	22.01
Benefits Paid	(0.83)	(10.46)	(7.20)	(6.76)
Fair Value of Plan Assets at the year end	**67.65**	**66.07**	**71.48**	**73.63**
*100% planned assets are invested in policy of Insurance				
c) Reconciliation of fair value of assets and obligations				
Fair Value of Plan Assets at end of the year	67.65	66.07	71.48	73.63
Present value of obligation as at the end of year	(111.89)	(97.55)	(90.93)	(83.66)
Amount recognized in Balance Sheet	**(44.24)**	**(31.48)**	**(19.46)**	**(10.04)**
d) Expenses recognized during the year (Under the head " Employee Benefits Expense")				
Current Service Cost	7.08	13.77	12.13	11.33
Interest Cost	0.92	0.90	0.28	1.16
Net Cost	**8.00**	**14.67**	**12.41**	**12.50**
Other Comprehensive Income for the Period				
Components of actuarial (gain)/losses on obligation				
Due to experience adjustments	4.53	(3.10)	(3.25)	(3.76)
Return on plan assets excluding amount including in interest income	0.48	1.03	0.56	0.64
Actuarial (Gain)/Loss	-			
Amount recognised in Other Comprehensive (Income) / Expense	**5.01**	**(2.07)**	**(2.69)**	**(3.12)**

Actuarial assumptions	**As at Sep 30, 2023**	**As at March 31, 2023**	**As at Mar-22**	**As at Mar-21**
Mortality Table	**Gratuity Funded**	**Gratuity Funded**	**Gratuity Funded**	**Gratuity Funded**
Discount rate (per annum)	7.41%	7.50%	7.25%	6.85%
Withdrawal Rates	5% p.a. at younger ages reducing to 1% p.a. at older ages	5% p.a. at younger ages reducing to 1% p.a. at older ages	5% p.a. at younger ages reducing to 1% p.a. at older ages	5% p.a. at younger ages reducing to 1% p.a. at older ages
Rate of escalation in salary (per annum)	6.00%	6.00%	6.00%	6.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

A quantitative Sensitivity analysis for significant assumption as at Sep 30, 2023 and March 31, 2023, March 31, 2022 and March 31, 2021

Gratuity Plan	**As at Sep 30, 2023**		**As at March 31, 2023**		**As at Mar-22**		**As at Mar-21**	
Assumptions	**Discount rate**		**Discount rate**		**Discount rate**		**Discount rate**	
Sensitivity level	**0.5% increase**	**0.5% decrease**	**0.5% increase**	**0.5% decrease**	**0.5% increase**	**0.5% decrease**	**0.5% increase**	**0.5% decrease**
Impact on defined benefit obligation	106.26	118.02	92.55	103.00	86.11	96.22	79.05	88.72
	Salary Growth Rate		**Salary Growth Rate**		**Salary Growth Rate**		**Salary Growth Rate**	
Sensitivity level	**0.5% increase**	**0.5% decrease**	**0.5% increase**	**0.5% decrease**	**0.5% increase**	**0.5% decrease**	**0.5% increase**	**0.5% decrease**
Impact on defined benefit obligation	117.46	106.50	102.70	92.66	95.84	86.20	88.36	79.21
	Withdrawal Rate		**Withdrawal rate**		**Withdrawal rate**		**Withdrawal rate**	
Sensitivity level	**10% Increase**	**10% decrease**	**10% Increase**	**10% decrease**	**10% Increase**	**10% decrease**	**10% Increase**	**10% decrease**
Impact on defined benefit obligation	112.23	111.55	97.86	97.25	91.20	90.69	83.84	83.51

The sensitivity analysis above has been determined based on method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumption occurring at the end of reporting period.

Maturity Profile of the defined benefit obligation

	As at Sep 30, 2023	**As at Mar-23**	**As at Mar-22**	**As at Mar-21**
Within next 12 months	5.88	4.91	5.18	4.19
Between 2-5 years	28.47	23.72	22.18	19.82
Between 6 - 10 years	45.95	37.27	33.31	27.99
Total expected payments	**80.30**	**65.90**	**60.67**	**52.00**

The Expected contribution for the FY 2023-24 is Rs 49.16 Million. (P.Y. March'23 Rs 49.10 Million ,March 31, 2022: Rs. 13.80 Million, March 31, 2021: Rs. 10.00 Million)

(ii) Defined contribution plans

Contribution to Defined Contribution Plan recognized / charged off for the year are as under:-

	April'23 to Sep'23	**2022-2023**	**2021-2022**	**2021-2022**
Employer's Contribution to Provident Fund	24.86	44.71	40.84	33.45

23 Deferred tax Asset (Net)

Particulars	**As at Sep 30, 2023**	**As at March 31, 2023**	**As at Mar-22**	**As at Mar-21**
Deferred tax liabilities:				
Property, Plant and Equipment	262.54	273.67	280.04	290.89
Right-of-use Asset	75.81	46.07	21.47	28.13
	338.35	**319.74**	**301.51**	**319.02**

Deferred tax assets:				
Provision for Trade Receivable and Loans	151.23	145.11	121.39	146.55
Tax allowances u/s 43B	-	11.76	58.56	36.38
Tax Losses	-	-	12.69	12.69
Employee Benefits and others tax disallowance	187.12	162.87	108.87	123.41
	338.35	**319.74**	**301.51**	**319.02**
Deferred tax Asset (Net)	**-**	**-**	**-**	**-**

The holding company has accounted for Deferred Tax Asset on tax disallowances on a prudent basis only to the extent of Deferred Tax Liability as there is reasonable probability of future taxable income to the extent of reversal of temporary tax differences.

24 Other Liabilities

Particulars	As at Sep-23		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Security Deposits	-	11.17	-	11.27	-	10.97	-	11.97
Duties and Taxes	-	125.83	-	141.04	-	136.88	-	212.03
Payable on account of share of loss in Joint Ventures and Associate	-	8.34	-	11.99	-	21.73	-	16.76
Others	-	75.55	-	74.92	-	79.89	-	24.68
Total	**-**	**220.89**	**-**	**239.22**	**-**	**249.48**	**-**	**265.44**

25 Short Term Borrowings

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Loans Repayable on Demand:								
From Banks								
Cash Credit from Consortium Bankers	-	307.52	-	676.71	-	561.91	-	939.68
Working Capital Demand Loan (WCDL)	-	2,901.09	-	2,734.33	-	1,894.83	-	1,856.15
From Others								
Purchase Financing Facility	-	1,317.78	-	835.64	-	245.22	-	38.89
Current Maturities of Term Loans	-	533.97	-	599.14	-	809.45		472.12
Total	**-**	**5,060.36**	**-**	**4,845.82**	**-**	**3,511.41**	**-**	**3,306.83**
Secured		**3,742.58**		**4,010.18**		**3,266.09**		**3,268.05**
Unsecured		**1,317.78**		**835.64**		**245.22**		**38.89**

i) Cash Credit facility & WCDL carries an interest rate ranging from 10.20% to 14.60% .
ii) Securities - Cash Credit/WDCL from Consortium Bankers :
a) 1st pari-passu charge on the entire Current Assets, Loans and Advances, Long Term Trade Receivables and other assets of the Company.
b) 2nd pari-passu charge over the entire Property, Plant and Equipments (immovable and movable) both present and future of the Company.
iii) Lien is marked on the units of Mutual Fund of Rs. 47.28 Million against the Purchase Finance Facility taken from Aditya Birla Finance Ltd. and to that extent it is secured.
iv) Borrowings from banks and financial institution on the basis of security of current assets -
Quaterly returns filed by the company with bank or financial institution are largely in agreement with books of accounts except insignificant changes as per the details and for the reasons detailed in Annexure I.
v) The company have not made any default for any category of borrowings.

26 Trade Payables

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Trade Payables								
- Micro and Small Enterprises	-	277.71	-	286.19	-	562.33	-	122.13
- Others	-	5,828.53	-	6,260.22	-	5,231.12	-	4,438.47
- Acceptance (Refer Note 26 (b))	-	7,071.80	-	6,528.93	-	4,916.15	-	3,871.01
Total	**-**	**13,178.04**	**-**	**13,075.34**	**-**	**10,709.60**	**-**	**8,431.61**

a) **Trade Payables Ageing Schedule**
(Ageing from due date of payment)
As at Sep 30, 2023

Range of outstanding period	MSME		OTHERS		
	Undisputed	Disputed	Undisputed	Disputed	Total
Unbilled	-	-	1,394.81	-	1,394.81
Not Due	52.81	-	9,189.69	-	9,242.49
Less than 1 year	173.95	-	1,325.37	-	1,499.32
1-2 years	21.07	-	308.40	-	329.47
2-3 year	22.16	-	198.60	-	220.76
> 3 years	7.72	-	483.46	-	491.18
Total	**277.71**		**12,900.33**	**-**	**13,178.03**

As at March 31, 2023

Range of outstanding period	MSME		OTHERS		
	Undisputed	Disputed	Undisputed	Disputed	Total
Unbilled	-	-	1,055.24	-	1,055.24
Not Due	116.95	-	9,373.40	-	9,490.35
Less than 1 year	145.02	-	1,379.68	-	1,524.71
1-2 years	9.80	-	207.43	-	217.23
2-3 year	6.63	-	200.12	-	206.75
> 3 years	7.79	-	573.28	-	581.07
Total	**286.19**	**-**	**12,789.15**	**-**	**13,075.34**

As at March 31, 2022

Range of outstanding period	MSME		Others		
	Undisputed	Disputed	Undisputed	Disputed	Total
Unbilled	-	-	1,012.26	-	1,012.26
Not Due	0.74	-	4,414.21	-	4,414.94
Less than 1 year	508.97	-	3,925.99	-	4,434.97
1-2 years	34.67	-	292.13	-	326.80
2-3 year	11.28	-	158.19	-	169.47
> 3 years	6.67	-	344.49	-	351.16
Total	**562.33**	**-**	**10,147.27**	**-**	**10,709.60**

As at March 31, 2021

Range of outstanding period	MSME		Others		
	Undisputed	Disputed	Undisputed	Disputed	Total
Unbilled	-	-	510.89	-	510.89
Not Due	2.20	-	28.55	-	30.75
Less than 1 year	99.17	-	6,760.13	-	6,859.31
1-2 years	13.12	-	265.35	-	278.47
2-3 year	6.22	-	222.62	-	228.84
> 3 years	1.42	-	521.94	-	523.36
Total	**122.13**	**-**	**8,309.48**	**-**	**8,431.61**

a) Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management under the MSME Act 2006. This has been relied upon by the auditors.

b) **MSME Disclosure**

	Details of dues to micro and small enterprises as defined under MSME Act, 2006	**As at Sep 30, 2023**	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
i	Principal amount due	288.69	301.48	597.72	122.13
ii	Interest due on above	13.84	11.43	6.58	1.43
iii	Amount of interest paid in terms of Sec 16 of the Micro, Small and Medium Enterprise Development Act, 2006	-	-	-	
	- Principal amount paid beyond appointed day	1,261.14	1,490.11	625.84	498.80
	- Interest paid thereon	-	-	-	-
iv	Amount of interest due and payable for the period of delay	5.32	25.79	14.02	15.93
v	Amount of interest accrued and remaining unpaid as at year end	115.69	96.52	59.30	38.70

c) Acceptance includes an amount of Rs 5455.40 Million (P.Y. March'23 Rs. 5066.50 Million,March 31, 2022: Rs. 3629.99 Million, March 31, 2021: Rs. 3637.74 Million) under Letter of credit opened by the lenders of the Company which is secured by the underlying materials and forms part of secured facility and an amount of Rs 1616.41 Million (P. Y. March'23 Rs. 1462.43 Million, March 31, 2022: Rs.1286.16 Million, March 31, 2021: Rs. 233.27 Million) being other acceptances being unsecured.

27 Current Tax Liability

Particulars	As at Sep 30, 2023		As at March 31, 2023		As at Mar-22		As at Mar-21	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Current Tax Liability - net of taxes paid	-	-	-	216.81	-	-	-	53.12
Total	**-**	**-**	**-**	**216.81**	**-**	**-**	**-**	**53.12**

28 Revenue from Operations

Particulars	For the Six month period ended Sep 30,	2022-23	2021-22	2020-21
Sale of Products	1,362.45	2,007.77	2,067.76	2,508.52
Income From EPC Contracts	16,701.31	28,747.08	20,558.48	18,717.63
Sale of Services	71.55	106.52	215.18	164.71
Total	**18,135.31**	**30,861.37**	**22,841.42**	**21,390.86**

Disclosure in accordance with Ind AS - 115 "Revenue from Contracts with Customers", of the Companies (Indian Accounting Standards) Rules, 2015

a) Method used to determine the contract revenue :
Method used to determine the stage of completion of contract :

i) **Revenue disaggregation by type of Service is as follows:**

Major Service Type	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
EPC Contract	16,701.31	28,747.08	20,558.48	18,717.63
Sale of Products / Services	1,434.00	2,114.29	2,282.94	2,673.23
Total	**18,135.31**	**30,861.37**	**22,841.42**	**21,390.86**

ii) **Revenue disaggregation by geographical regions is as follows:**

	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
- In India	8,005.11	14,388.38	14,170.34	16,905.81
- Outside India	10,130.20	16,472.99	8,671.08	4,485.05
Total	**18,135.31**	**30,861.37**	**22,841.42**	**21,390.86**

iii) **Revenue disaggregation by Customer Type is as follows:**

Customer Type	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
Government Companies*	15,945.46	25,414.62	18,509.69	15,186.74
Non Government Companies	2,189.85	5,446.75	4,331.73	6,204.12
Total	**18,135.31**	**30,861.37**	**22,841.42**	**21,390.86**

* Government Companies include the Indian as well as foreign government companies

iv) Contracts are both fixed and variable price contract and changes will result due to Force Majeure / arbitration claims, Price Variation and Quantity Escalation.

b) Movement in Contract Liability

Particulars	Opening	Adjusted during the period	Received during the period	Closing
Sep'23	5,409.50	(671.15)	3,667.99	8,406.34
March'23	4,602.19	(1,737.45)	2,544.76	5,409.50
March '22	1,853.37	(992.88)	3,741.70	4,602.19
March '21	2,206.97	(3,293.02)	2,939.43	1,853.37

c) Performance obligation and remaining performance obligation

Transrail Lighting Limited - The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is Rs. Rs 96204.48 Million. The projects which substantially involve transmission and distribution projects have execution life cycle of 18 to 30 months. The Civil EPC projects have an execution life cycle of 24 to 36 months. Out of the balance unsatisfied contracts, the Company expects to approximately execute 40% to 50% as revenue in the next 12 months depending upon the progress on such contracts. The balance unsatisfied performance obligation would be completed in the subsequent year.

d) Contract Price Reconciliation in respect of EPC Contracts

	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
Contract Price	16,411.94	27,575.17	20,093.79	18,651.72
Add / Less : Adjustments	-	-	-	-
Escalations & other Variations	289.37	1,171.91	464.69	65.91
Revenue Recognised	**16,701.31**	**28,747.08**	**20,558.48**	**18,717.63**

29 Other Operating Revenue

Particulars	For the Six month period ended Sep 30,	2022-23	2021-22	2020-21
Sale of Scrap	185.83	392.82	370.50	225.30
Job Work	51.16	74.95	75.67	42.29
Export Incentive	70.55	99.94	64.55	60.72
Sundry Credit Balances written back	19.32	83.08	124.43	130.88
Others	5.74	9.40	23.58	5.10
Total	**332.60**	**660.19**	**658.73**	**464.29**

30 Other Income

Particulars	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
Interest income	80.89	81.63	48.87	26.42
Profit on sale of Assets	0.02	-	0.55	-
Reversal of Provision	-	35.48	-	-
Gain on Mutual Fund	0.87	0.81	1.41	0.13
Miscellaneous Income	57.99	80.87	21.01	40.03
Total	**139.77**	**198.78**	**71.84**	**66.58**

31 Cost of Materials Consumed

Particulars	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
Material Consumed (Factory)				
Opening Stock	785.30	706.60	553.14	654.38
Add : Purchases (Net of Discount)	9,353.06	13,299.21	8,367.86	8,105.77
Less : Closing Stock	(982.87)	(785.30)	(706.60)	(553.14)
Material Consumed	**9,155.49**	**13,220.51**	**8,214.40**	**8,207.01**
Materials Consumed (Sites)				
Opening Stock	809.41	709.32	563.48	399.17
Add : Purchases (Net of Discount)	1,759.58	5,093.69	3,991.10	1,910.64
Less : Removal on disposal of subsidiary	-	-	-	(3.00)
Less : Closing Stock	(748.32)	(809.41)	(709.32)	(563.48)
Material Consumed	**1,820.67**	**4,993.60**	**3,845.26**	**1,743.33**
Total	**10,976.16**	**18,214.11**	**12,059.66**	**9,950.34**

32 Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade

Particulars	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
Inventory Adjustments - WIP				
Work In Progress at Opening	193.55	145.63	98.37	230.94
Work In Progress at Closing	(200.69)	(193.55)	(145.63)	(98.37)
Inventory Adjustments - FG				
Stock at Commencement	713.93	642.25	625.70	1,046.58
Less : Stock at Closing	(1,202.14)	(713.93)	(642.25)	(625.70)
Inventory Adjustments - Bought out Material				
Stock at Commencement	274.88	312.40	198.07	247.68
Less : Stock at Closing	(365.61)	(274.88)	(312.40)	(198.07)
Total	**(586.08)**	**(82.08)**	**(178.14)**	**603.06**

33 Sub-contracting Expenses

Particulars	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
Sub-contracting Expenses	1,813.28	3,471.57	3,540.40	3,645.72
Total	**1,813.28**	**3,471.57**	**3,540.40**	**3,645.72**

34 Employee Benefits Expense

Particulars	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
Salaries, Bonus, Perquisites etc.	923.96	1,708.35	1,521.09	1,286.55
Contribution to Employees Welfare Funds	29.94	53.41	47.48	37.59
Expense on Employee Stock Option Scheme	1.08	-	-	9.69
Staff Welfare Expenses	10.73	28.61	26.01	21.71
Total	**965.71**	**1,790.37**	**1,594.58**	**1,355.54**

35 Finance Costs

Particulars	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
Interest Expense	660.62	990.04	668.74	810.89
Interest on Lease Liability	14.19	15.68	10.72	11.64
Interest on Direct and Indirect Tax	10.46	14.68	31.50	32.65
Interest - Others	24.97	52.23	59.45	46.10
Other Borrowing Cost	83.79	124.31	78.02	39.94
Total	**794.03**	**1,196.94**	**848.43**	**941.22**

36 Depreciation & Amortisation

Particulars	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
Depreciation on Property, Plant and Equipment	214.53	396.35	328.93	292.85
Depreciation on Right-of-use Asset	39.15	61.36	47.17	43.56
Amortisation	1.13	0.55	2.28	4.08
Total	**254.81**	**458.26**	**378.39**	**340.49**

37 Other Expenses

Particulars	For the Six month period ended Sep 30,	2022-23	2021-22	2020-21
Consumption of Stores and Spares	357.77	629.33	528.30	971.49
Bank Charges & Bank Guarantee charges	400.61	690.34	537.20	436.02
Power & Fuel	58.02	97.36	78.89	92.69
Rent	151.91	244.93	197.97	184.21
Rates & Taxes	86.98	223.28	75.13	82.51
Repairs & Maintenance				
-Building	8.91	18.21	17.76	2.99
-Machinery	13.74	38.49	24.58	25.74
-Others	20.02	18.55	17.38	17.41
Security Expenses	62.36	94.97	67.77	80.16
Printing & Postage	9.47	20.82	19.52	17.67
Sundry Debit Balances Written off	8.32	27.65	80.12	7.43
Bad Debts Written off	0.03	14.86	83.53	37.32
Allowance for Expected and Lifetime Credit Loss	22.39	42.25	18.86	100.86
Provision for Doubtful Debts	0.03	52.01	-	-
Loss on Sale of Investment in Subsidiary	-	-	-	5.35
Assets Discarded	0.00	-	0.35	-
Provision for Expected Contractual Obligation	65.27	-	278.83	15.42
Corporate Social Responsibility Expenditure	11.04	29.85	27.16	21.98
Insurance	331.65	204.23	171.56	107.65
Director Sitting Fees and Commission	1.57	5.71	4.28	5.60
Donation	0.08	1.06	0.15	0.28
Travelling Expenses	82.47	133.88	115.00	56.62
Vehicle Expenses	126.94	220.68	203.07	309.05
Project Consultancy Charges	35.60	209.85	416.50	92.24
Freight & Other Expenses	809.99	1,727.76	1,136.39	822.62
Net Foreign Exchange (Gain) / Loss	81.95	(171.33)	(188.79)	(85.46)
Professional Fees	259.07	241.02	212.57	157.85
Remuneration to Auditors				
- Audit Fees	9.05	6.00	6.00	6.25
- Certification & Others	-	0.42	0.69	0.56
Foreign Branch Auditors Fees	1.26	3.30	2.76	3.06
Loss on Sale Property, Plant and Equipment	0.13	20.24	-	1.03
Component Auditors Fees	1.18	0.39	0.25	0.16
Other Expenses	281.52	351.86	288.22	191.12
Total	**3,299.33**	**5,197.97**	**4,422.00**	**3,767.88**

38 Corporate Social Responsibility Expenditure (CSR)

The company is covered under section 135 of the Companies Act, 2013 the following is the disclosed with regard to CSR activities:-

	Particulars	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
1	Gross amount required to be spent by the company during the year		19.53	23.36	21.98
2	Amount approved by the Board to be spent during the year		19.53	23.40	21.50
	- Ongoing		19.53	23.40	15.50
	- Other than ongoing		-	-	6.00
3	Amount spent during the year on:				
(a)	Construction/acquisition of any asset		-	-	-
(b)	On purposes other than (a) above				
	i) For 22-23		5.10	-	
	ii) For 21-22		17.74	-	-
	iii) For 20-21		10.32	15.50	6.47
	ii) For earlier years		-	3.78	-
	Total		**33.16**	**19.28**	**6.47**
4	Shortfall at the end of the year,		14.43	23.36	15.52

	Particulars	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
5	Total of previous years shortfall,		-	-	-
6	Reason for shortfall		NA	NA	NA
7	Nature of CSR activities-				

	Particulars	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
(a)	Disaster management, including relief, rehabilitation and reconstruction activities		-	3.41	2.81
(b)	Social causes including education and health care		20.21	15.37	3.65
(c)	Ensuring animal welfare		0.50	0.50	-
(d)	Rural Development		12.45	-	
	Total		**33.16**	**19.28**	**6.47**

8 Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,

Name of the related party	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
Transrail Foundation	-	19.35	-	-

9 The movement in the provision during the year is disclosed hereunder:

	Particulars	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
(a)	Opening Provision		23.36	15.50	-
(b)	Spent during the year		(17.74)	(15.50)	-
(c)	Created during the year		14.43	23.36	15.50
(d)	Closing Provision		**20.05**	**23.36**	**15.50**

10 Disclosures under section 135(6)

A **In case of S. 135(6) (Ongoing Projects)**

	Particulars	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
(a)	Opening Balance				
	- With Company		23.36	15.52	-
	- In Separate CSR unspent account		-	-	-
(b)	Amount transferred from Companys Bank account to Separate CSR unspent account		23.36	15.52	
(c)	Amount required to be spent during the year		19.53	23.36	15.52
(d)	Amount spent during the year				
	- From Company's Bank Account		5.10	-	-
	- From Separate CSR unspent account		17.74	15.50	-
(e)	Carryforward to future years		14.43	23.36	15.52
(f)	Excess Spent during the year		-	-	-
(g)	Closing Balance				
	- With Company		14.43	23.36	15.52
	- In Separate CSR unspent account		2.90		
	- With Implementing Agency		2.82	-	-

39 **Tax Expenses**

Particulars	For the Six month period ended Sep 30, 2023	2022-23	2021-22	2020-21
Reconciliation of statutory rate of tax and effective rate of tax:				
1. Current tax-Domestic	331.81	390.00	237.03	328.50
2. Deferred Tax Liability / (Asset)		-	-	-
3. Excess provision of earlier years		17.30	17.60	-
Total	**331.81**	**407.30**	**254.63**	**328.50**
Accounting Profit before Income Tax	1,090.44	1,473.20	906.60	1,317.53
At India's statutory income tax rate	25.17%	25.17%	25.17%	25.17%
Tax on long term capital gain		23.30%	23.30%	23.30%
Tax on profit	274.44	**370.78**	228.17	331.60
Effect of non deductible expense	180.91	259.68	148.36	166.68
Effect of deductible expenses	(123.54)	(247.37)	(142.68)	(191.79)
Additional provisions on foreign branches	-		-	14.09
Additional provisions on prudence	-	6.91	3.18	7.92
Current tax expense for the year	**331.81**	**390.00**	**237.03**	**328.50**

Significant Components of Deferred Tax for the year ended Sep 30, 2023

Particulars	Opening	Recognised in Profit and Loss	Closing
Property, Plant and Equipment	(273.67)	11.13	(262.54)
Right-of-use Assets	(46.07)	(29.74)	(75.81)
Provision for Trade Receivable and Loans	145.11	6.12	151.23
Employee benefit and other tax disallowances	174.63	12.49	187.12
	-	-	

Significant Components of Deferred Tax for the year ended March 31, 2023

Particulars	Opening	Recognised in Profit and Loss	Closing
Property, Plant and Equipment	(280.04)	6.37	(273.67)
Right-of-use Assets	(21.47)	(24.60)	(46.07)
Provision for Trade Receivable and Loans	121.39	23.72	145.11
Employee benefit and other tax disallowances	180.12	(5.49)	174.63
		-	

Significant Components of Deferred Tax for the year ended March 31, 2022

Particulars	Opening	Recognised in Profit and Loss	Closing
Property, Plant and Equipment	(290.89)	10.85	(280.04)
Right-of-use Assets	(28.13)	6.66	(21.47)
Provision for Trade Receivable and Loans	146.55	(25.15)	121.39
Employee benefit and other tax disallowances	172.48	7.64	180.12
		-	

Significant Components of Deferred Tax for the year ended March 31,2021

Particulars	Opening	Recognised in Profit and Loss	Closing Balance
Property, Plant and Equipment	(300.29)	6.76	(293.54)
Right-of-use Assets	(20.43)	(7.70)	(28.13)
Provision for Trade Receivable and Loans	120.01	27.30	147.32
Short Term Capital Loss	-	12.69	12.69
Employee benefit and other tax disallowances	201.12	(39.46)	161.66
	0.42	**(0.42)**	**-**

40 Earning Per Share

Earnings Per Share (EPS) = Net Profit attributable to Shareholders / Weighted Number of Shares Outstanding

Particulars	For the Six month period ended Sep 30, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Net Profit attributable to the Equity Share holders (Rs. in Million)	848.88	1,075.68	647.07	981.81
Outstanding Number of Equity Shares at the beginning of the year	11,39,92,200	11,35,42,200	3,78,47,400	2,10,00,000
Share Issued during the year	99,71,510	4,50,000	7,56,94,800	1,68,47,400
Closing number of shares at the end of year	12,39,63,710	11,39,92,200	11,35,42,200	3,78,47,400
Weighted Number of Shares during the period – Basic	11,41,55,667	11,38,41,789	5,56,82,339	3,12,35,372
Weighted Number of Shares during the period – Diluted	11,41,55,667	11,38,41,789	5,56,82,339	3,12,35,372
Earning Per Share – Basic (Rs.)	**7.44**	**9.45**	**11.62**	**31.43**
Earning Per Share – Diluted (Rs.)	**7.44**	**9.45**	**11.62**	**31.43**

Note:

i) Pursuant to the recommendation and resolution passed at the meeting of the Board of Directors, the Shareholders in their meeting held on dated 12th February 2024 has approved the split of 1 Equity share of the face value of Rs. 10/- each into 5 equity share of the face value of Rs. 2/- each.

In terms of Paragraph 64 of Indian Accounting Standard 33 Earnings per Share, if the number of ordinary shares outstanding increases as a result of share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares. The calculation of basic and diluted EPS has been considered considering the impact of share split as stated above

ii) Basic EPS and Diluted EPS for the six month period ended September 30,

iii) The number of right shares issued in the year 2020-21 and 2021-22 and the number of shares under ESOP in the year 2022-23 are adjusted accordingly to reflect the same at Rs. 2/- each to provide comparability.

41 Disclosure in accordance with Ind AS – 116 "Leases", of the Companies (Indian Accounting Standards) Rules, 2015

A) For changes in the carrying value of right-of-use assets for the period ended Sep 30, 2023. Refer Note 4

B) The details of the contractual maturities of lease liabilities on an undiscounted basis are as follows:

Particulars	30-Sep-23	March 31, 2023	March 31, 2022	March 31, 2021
Less than one year	104.21	80.35	39.28	62.86
One to five years	235.29	107.20	45.06	63.17
More than five years	-	-	-	-
Total	**339.50**	**187.55**	**84.34**	**126.03**

C) The following is the movement in lease liabilities

Particulars	30-Sep-23	March 31, 2023	March 31, 2022	March 31, 2021
Balance at the beginning	163.51	74.02	109.00	79.86
Addition in liability during the year	151.50	151.62	20.18	73.67
Interest on lease liabilities	14.19	15.68	10.72	10.05
Payment of lease liabilities	(51.29)	(77.81)	(65.87)	(54.48)
Closing balance	**277.91**	**163.51**	**74.02**	**109.10**

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

42 Joint Operations

Particulars	Ownership	Ownership	Ownership Interest	Ownership Interest
Joint Operations	**Sep 30, 2023**	**2022-23**	**2021-22**	**2020-21**
i) Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	50%	50%	50%	50%
ii) Transrail Lighting Ltd - First Capital Energy & Power Ind Ltd JV (Nigeria) (TLL-FCEP JV-Nigeria)	30%	30%	30%	30%
iii) Railsys engineering Pvt Ltd & Transrail Lighting Limited -JV (REPL TLL JV)	51%	51%	51%	51%
iv) Transrail Lighting Ltd & Gammon Engineers & Contractors Pvt Ltd. (GECPL TLL JV)	95%	95%	95%	95%
v) TLL Metcon Pravesh JV	60%	60%	60%	60%
vi) TLL-EVRASCON JV	70%	70%	-	-
vii) Transrail - Hanbaek Consortium	100%	100%	-	-
viii) ALTIS - TLL JV	49%	49%	-	-

43 Segment Reporting

The Company is primarily engaged in Engineering, Procurement and Construction business (EPC) relating to infrastructure inter alia relating to products, projects and engineerings. Managing Director & Chief Executive Officer (Chief Operating Decision Maker) monitors the operating results of its business units for the purpose of making decisions about resource allocation and performance assessment as a whole. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The CODM reviews the Company's performance on the analysis of the profit of the company on an entity level basis. The management is of the opinion that the company continues to operate under a single segment of Engineering and Projects and hence the Company has only one reportable segment Engineering & Projects.

Entity level disclosure as required in Ind AS 108 - "Segment Reporting" of the Companies (Indian Accounting Standards) Rules, 2015

a The Company principally operates in the business of Engineering, Procurement and Construction business (EPC) relating to infrastructure and the major customers are primarily State or Central utilities of the country in which such projects are undertaken and private BOT operators in the business of laying and operating Transmission Lines. During the period there were Two (P.Y.Three) customers that contributed for more than 10% of the turnover Rs 8925.40 Million (Sept'22 Rs 5099.62 Million).

b **Information about Geographical areas**

Particulars	Revenue For the quarter ended Sep 2023	Revenue 2022-23	Revenue 2021-22	Revenue 2020-21
Domicile country	8,005.11	14,388.38	14,170.34	16,905.81
Foreign countries	10,130.20	16,472.99	8,671.08	4,485.05
Total	**18,135.31**	**30,861.37**	**22,841.42**	**21,390.86**

The revenues attributed to a specific country is basically determined by the country from where the contract has been secured by the company.

c **Non Current Assets other than Financial Assets, Deferred Tax Assets, Employment Benefit Assets and Insurance Contract.**

Particulars	Assets as at Sep 30, 2023	Assets 2022-23	Assets 2021-22	Assets 2020-21
Domicile country	3,581.58	3,547.13	3,362.82	3,057.32
Foreign countries	99.78	92.64	65.28	43.68
Total	**3,681.36**	**3,639.77**	**3,428.10**	**3,101.00**

44 Fair value hierarchy

This section explains the judgments and estimates made in determining the fair value of the financial instruments that are (i) recognised and measured at fair value and (ii) measured at amortized cost for which fair value are disclosed.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

1 **Recognised and measure at fair value**
The Company has not recognised any of the outstanding financial instrument as on Sep 30, 2023 and March 31, 2023 and March 31,2022 and March 31, 2021 at fair value except as disclosed in the below in note (2)(ii).
2 **Measure at amortized cost for which fair value is disclosed.**
The Company has determined fair value of all its financial instruments measured at amortized cost.
The following methods and assumptions were used to estimate the fair values:
i) Long-term fixed-rate of borrowings are evaluated by the Company based on parameters such as interest rates.
ii) The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value

Particulars	Date of Valuation	Fair value measurement using		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial Assets				
Mutual funds - Growth plan	30.09.2023	47.28		
Mutual funds - Growth plan	31.03.2023	32.36		
Mutual funds - Growth plan	31.03.2022	31.55		
Mutual funds - Growth plan	31.03.2021	30.13		
Financial Liability				
Forward contracts	30.09.2023		-	
Forward contracts	31.03.2023		45.98	
Forward contracts	31.03.2022		33.64	
Forward contracts	31.03.2021		33.73	

There have been no transfers between Level 1 and Level 2 during the period.

45 **Capital management**
For the purpose of the Company's capital management, capital includes issued equity capital, and all other reserves attributable to the equity share holders of the company. The primary objective of the Company's capital management is to maximise the shareholder value.
The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

Particulars	Sep 30, 2023	2022-23	2021-22	2020-21
Long Term Borrowings	1,020.38	1,203.40	1,179.76	984.27
Short Term Borrowings	5,060.36	4,845.83	3,511.41	3,306.88
Less: Cash and Cash equivalents	1,335.20	1,247.14	575.04	891.05
Net debt	4,745.54	4,802.09	4,116.13	3,400.10
Total capital	9,876.54	7,713.98	6,629.69	5,677.96
Gearing ratio (in times)	0.48	0.62	0.62	0.60

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. The Company is not subjected to any financial covenants of any interest-bearing loans and borrowing.

No changes were made in the objectives, policies or processes for managing capital during the period ended Sep 30, 2023 and March 31, 2023, March 31, 2022 and March 31, 2021.

46 **Financial Instruments**
Categories of financial instruments

	As at Sep 2023		
Particulars	**FVTPL**	**FVTOCI**	**Amortised Cost**
Financial Assets			
Non Current Investments			0.05
Current Investments	47.28		-
Trade receivables	-		6,472.59
Cash and Bank Balances	-		2,151.29
Loans	-		956.20
Others Financial Assets	45.83		942.42
Total	**93.11**		**10,522.55**
Financial Liabilities			
Borrowings	-	-	6,080.75
Trade payables	-	-	13,178.04
Other financial liabilities	-	-	1,116.71
Total	**-**		**20,375.50**

	As at March 31, 2023		
Particulars	**FVTPL**	**FVTOCI**	**Amortised Cost**
Financial Assets			
Non Current Investments	-		0.05
Current Investments	32.36		-
Trade receivables	-		6,448.95
Cash and Bank Balances	-		1,981.20
Loans	-		556.42
Others Financial Assets	45.98		768.61
Total	**78.34**		**9,755.23**
Financial Liabilities			
Borrowings	-		6,049.24
Trade payables	-		13,075.33
Other financial liabilities			1,193.06
Total	**-**		**20,317.63**

	As at March 2022		
Particulars	**FVTPL**	**FVTOCI**	**Amortised Cost**
Financial Assets			
Non Current Investments	-		0.05
Current Investments	31.55		-
Trade receivables	-		6,397.35
Cash and Bank Balances	-		1,107.78
Loans	-		453.36
Others Financial Assets	33.64		491.43
Total	**65.19**	**-**	**8,449.97**
Financial Liabilities			
Borrowings	-		4,691.16
Trade payables	-		10,709.60
Other financial liabilities	-		980.13
Total	**-**	**-**	**16,380.90**

	As at March 2021		
Particulars	**FVTPL**	**FVTOCI**	**Amortised Cost**
Financial Assets			
Non Current Investments	-		-
Current Investments	30.13		-
Trade receivables	-		4,909.68
Cash and Bank Balances	-		1,275.41
Loans	-		500.51
Others Financial Assets	33.73		770.50
Total	**63.86**	**-**	**7,456.10**
Financial Liabilities			
Borrowings	-		4,291.16
Trade payables	-		8,431.61
Other financial liabilities	-		891.61
Total	**-**	**-**	**13,614.38**

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, book overdrafts and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

47 Financial risk management objectives and policies

a) Financial risk management objectives

1 The Company's principal financial liabilities comprises of loans and borrowings, and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

2 The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by an appropriate financial risk governance framework for the Company which provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and lays down policies for managing each of these risks, which are summarised below.

3 Derivative Financial Instruments

The Company holds derivative financial instruments such as foreign currency forward contracts and commodity future contracts to mitigate the risk of changes in exchange rates on foreign currency exposures and changes in price of commodities. The counter party for these contracts is generally a multinational bank, financial institution or exchange. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace. Mark to Market gain or loss on derivative instruments is part of other current financial assets or liabilities.

b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk namely interest rate risk, currency risk and commodity risk. Financial instruments affected by market risk include receivables, payables, net investment in foreign operations, loans and borrowings and deposits.

The sensitivity analysis in the following sections on the financial assets and Financial liabilities relate to the position as at Sep 30, 2023 and March 31, 2023 , March 31, 2022 , March 31, 2021

The following assumptions have been made in calculating the sensitivity analysis:

• The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt as at Sep 30, 2023 and March 31, 2023 , March 31, 2022 , March 31, 2021

• The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities.

• The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks.

c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term and short term debt obligations with floating interest rates.

Presently the borrowings of the company are subject to a floating interest regime at MCLR specified in the respective financing agreements, which is subject to variation in rate of interest in the market. Considering the present market scenario the Company's policy is to maximise the borrowings at MCLR based variable interest rate.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Variation in interest (basis points)	As at Sep 2023	As at March 2023	As at March 2022	As at March 2021
Increase by 50 Basis points	(30.40)	(30.25)	(27.50)	(21.46)
Decrease by 50 Basis points	30.40	30.25	27.50	21.46

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

d) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense and monetary assets & liabilities is denominated in a foreign currency) .

Foreign Currency Exposure unhedged as at Sep 30, 2023 is Rs 7423.74 Million (March'23 Rs 8156.74 Million ,March 31, 2022: Rs. 7042.70 Million, March 31, 2021: Rs. 3506.15 Million) for Trade and Other Receivables and Rs 2837.61 Million (March '23 Rs 4297.22 Million ,March 31, 2022: Rs. 2679.84 Million, March 31, 2021: Rs. 2153.13 Million) for Trade and Other Payables.

For Un-hedged Foreign Currency Exposures:

Particulars	As at Sep 2023		As at March 2023		As at March 2022		As at March 2021	
	Foreign Currency in "000"	Amount In INR Million	Foreign Currency in "000"	Amount in INR Million	Foreign Currency in "000"	Amount in INR Million	Foreign Currency in "000"	Amount in INR Million
Trade and other Receivables								
USD	64,336.03	5,343.62	72,429.16	5,954.90	65,313.47	4,951.22	24,995.87	1,837.31
EUR	7,382.06	649.16	4,725.46	423.44	6,746.64	571.17	1,456.12	125.37
GBP	-	-	-	-	-	-	5.51	0.56
AED	-	-			-	-	-	-
MYR	-	-			-	-	-	-
BTN	-	-	82,802.67	82.80	46,733.11	46.73	3,07,327.13	307.33
CAD	-	-			-	-	1,992.56	115.87
KSH	9,465.30	5.30	3,78,156.92	233.00	5,05,309.46	329.54	5,18,198.97	344.18
NGN	-	-	7,963.37	1.41	-	-		
BDT	10,38,509.78	774.22	9,07,084.36	687.75	6,10,116.88	525.32	2,75,841.37	234.01
GHS	87.18	0.62	979.78	6.81	521.75	5.20	1,272.81	16.08
JOD	153.24	17.98	259.11	30.03	621.23	66.17	469.58	48.50
MZN	12,273.11	15.84	51,902.56	66.15	36,072.02	42.26	1,13,917.47	120.62
QAR	1,852.02	42.02	1,785.68	39.86	1,785.68	36.80	1,785.68	35.59
SEK	(0.00)	(0.00)	943.19	7.46	7,168.35	58.09	9,628.23	80.76
AFA	13,281.62	13.90	13,602.05	12.72	9,815.91	8.31	1,31,837.16	123.43
UGX	3,30,026.44	7.25	8,91,403.37	19.30	7,61,456.50	15.96	20,53,349.15	40.83
NIO	84,706.48	190.62	71,026.45	157.71	50,158.24	105.10	878.06	1.82
CFA	21,44,588.92	287.50	26,83,730.95	365.62	15,03,607.48	192.39	5,63,692.26	73.80
THB	23,816.86	54.02	27,342.59	65.72	38,817.43	87.97	-	-
PHP	1,515.11	2.22	1,357.43	2.05	303.78	0.44	-	-
SZL	2,326.72	10.22			-	-	-	-
GMD	6,059.13	7.77			-	-	-	-
SRD	686.59	1.49			-	-	-	-
		7,423.74		8,156.74		7,042.70		3,506.05

For Un-hedged Foreign Currency Exposures:

Particulars	As at Sep 2023		As at March 2023		As at March 2022		As at March 2021	
	Foreign Currency in "000"	Amount in INR Million	Foreign Currency in "000"	Amount in INR Million	Foreign Currency in "000"	Amount in INR Million	Foreign Currency in "000"	Amount in INR Million
Trade and Other Payables								
USD	25,083.69	2,083.40	33,176.74	2,727.69	20,464.18	1,550.49	18,214.65	1,276.23
EUR	480.81	42.28	5,289.33	473.96	181.16	15.34	744.33	57.25
CAD	-	-	-	-	-	-	869.10	50.54
BTN	-	-	65,862.74	65.86	51,240.53	51.24	57,543.02	57.54
KSH	20,862.25	11.67	3,84,996.51	237.22	4,62,019.64	301.31	4,64,070.61	308.23
BDT	4,18,022.86	311.64	6,10,381.82	462.79	4,51,702.70	388.93	1,85,669.65	157.51
GHS	-	-	519.28	3.61	735.59	7.33	951.37	12.02
JOD	-	-	4.15	0.48	686.60	73.13	191.18	19.75
SEK	-	-	-	-			1,445.08	10.24
MZN	3,464.10	4.47	4,302.98	5.48	13,525.25	15.85	45,544.94	48.22
NIO	95,750.86	215.47	93,311.30	207.19	66,269.36	138.86	78.49	0.16
UGX	3,68,053.93	8.09	4,79,840.52	10.39	9,44,098.79	19.79	8,12,802.39	16.16
AFA	32,260.17	33.75	28,919.20	27.05	73,828.17	62.54	1,39,585.40	130.69
CFA	8,07,132.67	108.20	5,52,600.71	75.28	1,48,733.09	19.03	66,361.26	8.69
THB	14.80	0.03	85.40	0.21	15,033.42	34.07	-	-
PHP	-	-	-	-	817.58	1.19	-	-
GBP	-	-	-	-	7.76	0.78	-	-
AUD	-	-	-	-	1.14	0.06	-	-
SZL	1,015.26	4.46	-	-	-	-	-	-
GMD	10,560.84	13.54	-	-	-	-	-	-
SRD	274.39	0.59	-	-	-	-	-	-
		2,837.61		**4,297.22**		**2,679.84**		**2,153.13**

The Company has designated following forward contracts as fair value hedge which are outstanding as under :

Particulars	No. of Contracts	Currency Type	Amount In Foreign Currency (in "000")	Amount In Million
As at Sep 30, 2023				
Sell USD/INR	7	USD	26,265.80	2,154.91
As at March 31, 2023				
Sell USD/INR	7	USD	26,265.80	2,159.49
As at March 31, 2022				
Sell USD/INR	14	USD	33,400.09	2,531.96
As at March 31, 2021				
Sell USD/INR	1	USD	6,000.00	441.00

e) Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in USD, EUR, BDT and CFA exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of revenue or expense and monetary assets & liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

Variation in exchange rate (%)	Effect on profit before tax			
	As at Sep 2023	As at March 2023	As at March 2022	As at March 2021
USD				
Increase by 5%	163.01	161.36	170.04	33.84
Decrease by 5%	(163.01)	(161.36)	(170.04)	(33.84)
EUR				
Increase by 5%	30.34	(2.53)	27.79	3.41
Decrease by 5%	(30.34)	2.53	(27.79)	(3.41)
BDT				
Increase by 5%	23.13	11.25	6.82	76.50
Decrease by 5%	(23.13)	(11.25)	(6.82)	(76.50)
CFA				
Increase by 5%	8.96	14.52	8.67	-
Decrease by 5%	(8.96)	(14.52)	(8.67)	-

f) Commodity price risk

The Group is affected by the price volatility of the major commodities. The Group's operating activities require the ongoing purchase and manufacture of tower, conductors and poles and therefore require a continuous supply of Steel, Aluminium and Zinc. It may be observed that all the three metals have significant volatility in the prices during the year. However in case of steel which is the major item, there is no marketplace to manage the price risk. The Group holds derivative financial instruments such as commodity future contract to mitigate the risk of changes in Aluminium prices.

Further substantial part of our revenues during the year were covered by escalation clauses which addresses the price volatility to a large extent.

Due to the significantly increased volatility of the price of the Steel, Aluminium and Zinc, during the year the Group entered into various purchase contracts for Steel, Aluminium and Zinc at specific rates to manage the risk of the costs. The prices in these purchase contracts are linked to market rates.

The Group's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation.

g) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on the ability of the customer to honour his commitments. The credit quality is also assessed on factors like state/central sponsored undertaking, financial strength of the customer, assurance of payments like LC or Guarantees etc. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance. Retention is considered as part of receivable which is payable on completion of the project and achieving the completion milestones. In certain contracts the retention would be realised on submission of a Bank guarantee, which is submitted as per the terms of the contract with customer.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are consolidated into an homogenous class and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 43. The Company does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

In addition, the Group is exposed to credit risk in relation to financial guarantees given by the company on behalf of joint operation (net of group share).These financial guarantees have been issued to the banks on behalf of the joint operations. Based on the expectations at the end of reporting period, Company considers the likelihood of the any claim under such guarantee is remote.

h) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Groups's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

i) Liquidity risk

The Group monitors its risk of a shortage of funds using a liquidity planning tool. The Groups's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures and other instruments. as at Sep 30, 2023 no term loan has matured based on the repayment schedule specified in the financing agreements with the lenders.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

Particulars	Less than 1 year	One - Five year	Total
As at Sep 30, 2023			
Long Term Borrowings	533.97	1,020.38	1,554.35
Short Term Borrowings	5,060.36	-	5,060.36
Trade Payables	13,178.04	-	13,178.04
Other Financial Liabilities	533.02	583.70	1,116.71
Lease Liabilities	104.21	173.70	277.91
Total	**19,409.60**	**1,777.77**	**21,187.38**

Particulars	Less than 1 year	One - Five year	Total
As at March 31, 2023			
Long Term Borrowings	599.14	1,203.40	1,802.54
Short Term Borrowings	4,845.82	-	4,845.82
Trade Payables	13,075.33	-	13,075.33
Other Financial Liabilities	462.81	566.75	1,029.56
Lease Liabilities	80.35	83.16	163.51
Total	**19,063.45**	**1,853.31**	**20,916.76**

Particulars	Less than 1 year	One - Five year	Total
As at March 31, 2022			
Long Term Borrowings	809.45	1,179.76	1,989.20
Short Term Borrowings	3,511.41	-	3,511.41
Trade Payables	10,709.60	-	10,709.60
Other Financial Liabilities	373.17	532.94	906.11
Lease Liabilities	39.37	34.65	74.02
Total	**15,442.99**	**1,747.35**	**17,190.35**

Particulars	Less than 1 year	One - Five year	Total
As at March 31, 2021			
Long Term Borrowings	472.12	984.48	1,456.60
Short Term Borrowings	3,306.83	-	3,306.83
Trade Payables	8,431.61	-	8,431.61
Other Financial Liabilities	283.42	499.14	782.56
Lease Liabilities	62.86	46.24	109.10
Total	**12,556.84**	**1,529.86**	**14,086.70**

The disclosed financial instruments in the above table are the gross undiscounted cash flows. However, those amounts may be settled gross or net.

j) Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio which includes assessing of geopolitical factors, country risk assessment and other factors to have diverse customer relationships. Identified concentrations of credit risks are controlled and managed accordingly.

k) Collateral

As mentioned in note no 18 and 25 the assets of the Group are hypothecated/charged to the lenders for the borrowings and the non-fund based facilities provided by them. There are no collaterals provided by the shareholders or any other person.

48 Contingent Liabilities and Commitments

	Particulars	Sep 30, 2023	As at March 2023	As at March 2022	As at March 2021
A	**Contingent Liabilities**				
i)	Bank Guarantees issued by the bankers	1,263.92	1,209.17	689.88	700.60
ii)	Indirect tax matters for which Company has preferred appeal	885.48	831.21	801.30	982.45
iii)	Direct tax matters for which Company has preferred appeal	297.46	298.76	298.80	-
iv)	Others	114.95	69.63	34.10	6.88
B	**Commitments**				
i)	Estimated amount of contracts remaining to be executed on Capital Account and not provided for in accounts.	44.35	41.69	105.65	298.38
ii)	Other Commitments	155.00	625.00	750.00	-

49 Employees Stock Option Scheme

A) Employees Stock Option Plan (ESOP) - 2023

The Company had implemented Employee stock option scheme as approved by the Nomination and Remuneration Committee on 08th September 2023. As per the scheme company may grant ESOP to identified employees meeting certain criteria. Details of the options granted during the period under the scheme are as given below.

a) The exercise price of the options was adjusted to Rs. 702/- per option and

b) The Option Holder shall have the right to subscribe/apply for one equity shares of the company against each option held.

Plan details	Grant Date	Total Options under the Plan	Number of Option granted	Exercise price per option	Vesting Period
ESOP Plan -2023	September ,08 2023	4,56,000	2,66,450	Rs 702/-	3 to 5 Years

The options are granted at an exercise price, which is fair value at the time of such grants. Each option entitles the holder to exercise the right to apply for and seek allotment of one equity shares of Rs. 10/- each.

Stock option activity under the scheme(s) for the period ended 30th September, 2023 is set out below:

Particulars	No. of options	Weighted average exercise price (Rs) per option	Weighted average Remaining contractual life (years)
Outstanding at the beginning of the year	-	-	-
Granted during the year	2,66,450	702.00	3.84
Forfeited/cancelled during the year	21,380	-	-
Exercised during the year	-	-	-
Options lapsed during the year	-	-	-
Exercisable at the end of the year	-	-	-

The Black Scholes valuation model has been used for computing fair value considering the following inputs:

Particulars		First Vesting	Second Vesting	Third Vesting
Expected volatility		39.25%	39.25%	39.25%
Risk-free interest rate		7.17%	7.17%	7.17%
Weighted average share price (Rs.)		702	702	702
Exercise price (Rs.)		702	702	702
Expected life of options granted in years		3	4	5
Weighted average fair value of options (Rs.)		244.69	286.82	323.44

The effect of share based payment transactions on the entity's profit or loss for the period is presented below:

Particulars	As at September 30, 2023
Share based payment expense (Rs. In Millions)	1.08
Balance in Employee Stock Option Outstanding	1.08

B) **Employees Stock Option Scheme (ESOP) -2019**

i) The Company had implemented Employee stock option scheme as approved by the Nomination and Remuneration Committee on 26th February 2019. During the previous year (FY 2022-23), the company came up with the corporate action vide rights issue of equity shares in the ratio of 1:1 at the issue price of Rs. 80/- per share. Thus on account of corporate action vide Rights issue carried out by the company after the grant of the options, the meeting of Nomination and Remuneration Committee of the board was held on 15th December, 2020 and approved modification in the ESOP Scheme. During the year (FY 2022-23), the company came up with the corporate action vide rights issue of equity shares in the ratio of 1:2 at the issue price of Rs. 20/- per share. Thus on account of corporate action vide Rights issue carried out by the company after the grant of the options, the meeting of Nomination and Remuneration Committee of the Board was held on 5th January, 2022 and approved following modification in the ESOP Scheme.

a) The exercise price of the options was adjusted to Rs. 578/- (Rs. 498/- Plus 80 Rs./-) per option and

b) The Option Holder shall have the right to subscribe/apply for six equity shares of the company against each option held

Scheme details	Grant Date/Vesting Period	No. of options Granted	Original exercise price per option	Modified exercise price as per corporate action as on 31.03.2021	Modified exercise price as per corporate action as on 31.03.2022
ESOP Scheme -2019	July ,29 2019 1 year	60,000	Rs 418/- for 60,000 Options	Rs. 498/- for 60,000 options	Rs. 578/- for 60,000 options

The options are granted at an exercise price, which is fair value at the time of such grants. Each option entitles the holder to exercise the right to apply for and seek allotment of six equity shares of Rs. 10/- each.

The Company has carried out fresh assessment of the fair valuation of the option before and after the corporate action to determine additional cost, if any, to be charged to the Statement of Profit and Loss as ESOP Compensation Cost.

The fair valuation carried as per Black Scholes method by an independent valuer has determined the additional charge of Rs. NIL per option outstanding. Since the vesting is completed this difference in fair value changes, if any, is charged to the statement of profit and loss immediately as required by INDAS 102. The Fair value changes and disclosures are detailed hereinafter.

Stock option activity under the scheme(s) for the year ended 31st March, 2023 is set out below:

Particulars	No. of options	Weighted average exercise price (Rs) per option	Weighted average Remaining contractual life (years)
Outstanding at the beginning of the year	60,000	Rs. 578*	0.33 years
Granted during the year	-	-	-
Forfeited/cancelled during the year	-	-	-
Exercised during the year	15,000	Rs. 578*	-
Outstanding at the end of the year	45,000		
Exercisable at the end of the year			

* Modified as per corporate action.

Stock option activity under the scheme(s) for the year ended 31st March, 2022 is set out below:

Particulars	No. of options	Weighted average exercise price (Rs) per option	Weighted average Remaining contractual life (years)
Outstanding at the beginning of the year	60,000	Rs. 498	1.33 years
Granted during the year	-	-	
Forfeited/cancelled during the year	-	-	
Exercised during the year	-	-	
Outstanding at the end of the year	60,000	Rs. 578*	0.33 years
Exercisable at the end of the year	60,000	Rs. 578*	-

* Modified as per corporate action.

Stock option activity under the scheme(s) for the year ended 31st March, 2021 is set out below:

Particulars	No. of options	Weighted average exercise price (Rs) per option	Weighted average Remaining contractual life (years)
Outstanding at the beginning of the year	60,000	Rs. 418	2.33 years
Granted during the year			
Forfeited/cancelled during the year	-	-	-
Exercised during the year	-	-	-
Outstanding at the end of the year	60,000	Rs. 498*	1.33 years
Exercisable at the end of the year	60,000	Rs. 498*	-

* Modified as per corporate action.

iii) The Black Scholes valuation model has been used for computing fair value considering the following inputs:

Particulars	ESOP Scheme -2019		
	Original	Modification due to corporate action in 2020-21	Modification due to corporate action in 2021-22
Expected volatility	36.37%	59.17%	31.37%
Risk-free interest rate	6.46%	6.04%	7.36%
Weighted average share price (Rs.)	418	498	578
Exercise price (Rs.)	418	498	578
Expected life of options granted in years	2	2	2
Weighted average fair value of options (Rs.)	107.47	116.97	189.97

iv) The effect of share based payment transactions on the entity's profit or loss for the period is presented below:

Particulars	Sep'23	2022-23	2021-22	2020-21
Share based payment expense (Rs. in Crore)	-	-	-	9.69
Balance in Employee Stock Option Outstanding	-	-	14.04	14.04

50 Disclosure as required by Accounting Standard – IND AS 24 - "Related Party Disclosures" of the Companies (Indian Accounting Standards) Rules, 2015 are given in Annexure II

51 Disclosure related to entity wise disclosure of breakup of net assets and profit after tax as required under schedule III of the Companies Act, 2013
Details are given in Annexure -III

52 During the financial year 2020-21, the Company had sold it's investment in Adarsha Global Build Projects Private Limited, therefore it ceased to be subsidiary of the Company w.e.f March 30, 2021. Disclosure are given below:

Particulars	Amount
Non Current assets	
Property Plant and Equipment	24.84
Others Financial assets	1.04
Others Non current assets	14.27
Deferred tax Assets (Net)	0.35
Total Non Current assets	**40.51**
Current assets	
Inventory	3.00
Cash and Cash Equivalent	6.71
Other Bank Balance	2.63
Trade Receivable	116.37
Others Financial assets	-
Others Current assests	32.79
Total Current assets	**161.50**
Non-Current Liabilites	
Borrowings	23.34
Provisions	1.35
Other Financial liabilities	-
Other Non Current liability	-
Total Non Current Liabilites	**24.68**
Current Liabilities	
Borrowings	50.65
Trade payables	83.64
Provisions	-
Other Financial liabilities	11.63
Other current liability	86.50
Total Current Liabilites	**232.41**
Gain / (Loss) on de-consolidation	
Net Assets/(Liabilities) Deconsolidated	(55.08)
Consideration Received	(0.10)
Goodwill	46.82
Non Controling Interest	13.72
Net Assets/(Liabilities) Deconsolidated attributable to Parent Company	**5.35**
Net Profit / (Loss) on de-consolidation	**(5.35)**

53 **Summary of Restatement Adjustments**

Part A: Statement of Restatement Adjustments to Audited Consolidated Financial Statements

Reconciliation between Audited Total Equity and Restated Total Equity	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Total Equity (as per audited financial statements)	7,713.97	6,629.69	5,678.03
Adjustments:	-	-	-
Total Equity as per Restated Statement of Consolidated Assets and Liabilities	**7,713.97**	**6,629.69**	**5,678.03**

Reconciliation between audited profit/(loss) and restated profit/(loss)	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Profit/ (Loss) after tax (as per audited financial statements)	1,075.68	647.07	997.50
Adjustments:	-	-	-
Restated profit/(loss) after tax for the period/ year	**1,075.68**	**647.07**	**997.50**

Part B Material regrouping/reclassifications:

Appropriate groupings have been made in the Restated Statement of Consolidated Assets and Liabilities, Restated Consolidated Statement of Profit and Loss and Restated Consolidated Statement of Cash Flows, wherever required, by reclassification of the corresponding items on income, expenses, assets, liabilities and cashflows, in order to bring them in line with the accounting policies and classification as per the Consolidated Financial Statement of the Group for the year ended March 31, 2023 prepared in accordance with Schedule III of the Act, requirement of Ind AS-1- 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the SEBI ICDR requirements, as amended.

Ministry of Corporate Affairs ("MCA") through a notification dated March 24, 2021, amended Division II of Schedule III of the Companies Act, 2013. These amendments are applicable for the reporting period beginning on or after April 1, 2021. Pursuant to these amendments, the Group has made material regroupings/ reclassification, as applicable, in these Restated Consolidated Financial Information for all the periods/years presented.

Part C: Non adjusting items
Audit qualifications for the respective years, which do not require any adjustments in the restated consolidated summary statement are as follows:
There are no audit qualification in auditor's report for the six month ended September 30, 2023 and financial year ended March 31, 2023, March 31, 2022 and March 31, 2021.

54 The information about transaction with struck off Companies (defined under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956) has been determined to the extent such parties have been identified on the basis of the information available with the Group and the same is relied upon by the auditors.

55 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

56 The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year

57 The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

58 The Company does not have any investments through more than two layer of investment companies as per section 2(87)(d) and section 186 of Companies Act, 2013.

59 The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.

60 The Company is not declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

61 The figures for the previous year have been regrouped and restated to make them comparable with the figures of the current year.

62 The balance sheet, statement of profit and loss, cash flow statement, statement of changes in equity, statement of significant accounting policies and the other explanatory notes forms an integral part of the financial statements of the Company for the six month ended September 30, 2023 and financial year ended March 31,2023 , March 31,2022 , March 31, 2021)

63 Additional information Analytical Ratios are given in **Annexure - IV**

As per our report of even date attached.
For Nayan Parikh & Co.
Chartered Accountants
FRN. 107023W

For and on behalf of Board of Directors

K. N. Padmanabhan
Partner
M.No. 036410

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Ajit Pratap Singh
Chief Financial Officer

Gandhali Upadhye
Company Secretary & Compliance Officer

Mumbai, March 08, 2024

Transrail Lighting Limited
CIN: U31506MH2008PLC179012
Notes to Consolidated Financial Statements
(All figures are Rupees in Million unless otherwise stated)

Annexure I
Returns/statements submitted to the Bank and Financials Institution

Sr No	Quarter	Sanction Amount	Name of Bank	As per Books of Accounts	Amount as reported in the quarterly Statement	Amount of difference	Reason for Variance for FY 2022-23
1	Sep-23	35,295	ICICI and Consortium Member Banks	12,255.88	14,761.39	(2,505.51)	
	Sep-22	36,217	Canara and Consortium Member Banks	10,948.55	10,827.70	(120.75)	
2	Jun-23	39,539	ICICI and Consortium Member Banks	42,034.89	38,685.58	(3,349.31)	The difference is due to Exclusion of slow / non - moving and scrap stock not forming part of quarterly statement and certain advance on which DP is not availed.
	Jun-22	36,217	ICICI and Consortium Member Banks	11,039.37	10,916.48	(122.89)	
	Jun-21	36,217	*ICICI and Consortium Member Banks*	*8,366.47*	*8,203.80*	*(162.67)*	
				-	-	-	
3	Sep-22	36,217	Canara and Consortium Member Banks	10,948.55	10,827.70	(120.75)	The difference is due to exclusion of slow / non - moving and scrap stock not forming part of quarterly statement.
	Sep-21	36,217	*Canara and Consortium Member Banks*	*7,456.16*	*7,372.84*	*(83.32)*	
				-	-	-	
4	Dec-22	36,217	Canara and Consortium Member Banks	11,051.02	10,929.70	(121.32)	
	Dec-21	36,217	*Canara and Consortium Member Banks*	*7,848.05*	*7,731.59*	*(116.46)*	
				-	-	-	
5	Mar-23	39,539	ICICI and Consortium Member Banks	12,289.54	12,204.07	(85.36)	
	Mar-22	*36,188*	*Canara and Consortium Member Banks*	*10,608.10*	*10,084.06*	*(524.04)*	

Annexure - II
Disclosure as required by Accounting Standard – IND AS 24 - Related Party Disclosures.

I Relationships:

Holding Company
Ajanma Holdings Private Limited - Holding company

Subsidiary Company
Transrail International FZE
Transrail Lighting Malaysia SDN BHD
Transrail Structures America INC
Transrail Lighting Nigeria Limited
Adarsha Global Build Projects Pvt. Ltd. (Up to 30.03.2021)

Associate Company
Burberry Infra Private Limited w.e.f. August 31, 2021

Joint Operation
a) Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)
b) Transrail Lighting Limited - First Capital Energy & Power Ind Ltd JV (Nigeria) (TLL-FCEP JV-Nigeria)
c) Transrail - SAE Consortium - Tanzania
d) Railsys Engineers Pvt. Ltd. - Transrial lighting Ltd. (REPL TLL JV)
e) Gammon Engineers & Contractors Pvt. Ltd & Transrail Lighting Ltd JV (GECPL TLL JV)
f) TLL Metcon Pravesh JV
g) Transrail Hanbaek Consortium
h) TLL-EVRASCON JV
i) ALTIS-TLL JV
j) TLL - Hyosung T & D India Pvt Ltd.
k) Transrail - Universal Cables (UNISTAR) Consortium - Suriname

Entities where controls / significant influence by KMP's/Directors and their relatives exist/Fellow Associates
a) Chaturvedi SK & Fellows
b) Transrail Foundation
c) JLN Yash & Co.
d) Gammon Engineers and Contractors Pvt. Ltd. (GECPL) - (Upto 30.03.2021)
e) Freysinnet Prestressed Concrete Company Limited (FPCC) w.e.f. 25.08.2023

Key Management Personnel and their relatives:
1 Mr. D C Bagde - Executive Chairman Ceased to be the Managing Director w.e.f. Sept 30, 2021 and re-designated as an Executive Chairman w.e.f. Oct 01, 2021
2 Mr. Randeep Narang - Managing Director & Chief Executive Officer.
3 Mr. Srikant Chaturvedi (Director)
4 Mr. Deepak Bhojwani (Independent Director) - Ceased to be the Independent Director w.e.f. Sept 13, 2021
5 Mr. Sai Mohan (Independent Director up to June 04, 2023)
6 Mr. Jeevan Lal Nagori - (Executive Director upto April 30, 2023 and Non Executive Director w.e.f. May 31, 2023 and Up to Septmeber 30, 2023)
7 Ms. Ravita Punwani - (Independent Director)
8 Mr. Sanjay Verma (Non-Executive Director)
9 Mr. Aditya Vikram (Director) - Ceased to be the Director w.e.f. Jan 26, 2022.
10 Mr. Vinod Dasari (Independent Director) w.e.f August 10,2023
11 Mr. Ranjit Jatar (Independent Director) w.e.f August 10,2023
12 Mr. Ashish Gupta (Independent Director) w.e.f August 10,2023
13 Major General Dr. Dilawar Singh (Independent Director) w.e.f September 14, 2023

II Related Party Transaction before Inter compnay elimination

SR No	Transaction	Party	Relation	Transaction value in Million			
				30.09.2023	31.03.2023	31.03.2022	31.03.2021
1	Sale of Products	TLL Metcon Pravesh JV	Joint Operations	517.10	1,535.49	1,101.70	-
		Transrail Foundation	Entities where controls / significant influence by KMP's and	-	-	7.46	-
		GECPL TLL JV	Joint Operations	417.01	2,006.87	2,489.07	1,265.23
		ALTIS-TLL JV	Joint Operations	442.15	342.70	-	-
		Transrail Hanbaek Consortium	Joint Operations	176.65	175.90	-	-
		TLL-FCEP JV-Nigeria	Joint Operations	-	-	-	189.43
		Gammon Engineers & Contractors Pvt. Ltd.	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	-	1,444.22
		REPL TLL JV	Joint Operations		9.16	17.57	21.80
2	Purchase of Goods / Services	Chaturvedi Sk & Fellows	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	2.00	4.00	4.00	4.00
		Adarsha Global Build Projects Pvt. Ltd.	Subsidiary Co	-	-	-	2.84
		TLL-FCEP JV-Nigeria	Joint Operations		31.30	-	173.63
		TLL Metcon Pravesh JV	Joint Operations	7.55	-	-	-
		Gammon Engineers & Contractors Pvt. Ltd.	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	-	621.12
		Transrail Lighting Nigeria Limited	Subsidiary Co	15.47	30.04	-	-
		JLN Yash & Co.	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	2.20	-	-	-
		Freysinnet Prestressed Concrete Company Limited (FPCC)	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	11.10	-	-	-

SR No	Transaction	Party	Relation	Transaction value in Million			
				30.09.2023	31.03.2023	31.03.2022	31.03.2021
		Transrail International FZE	Subsidiary Co	24.86	21.67	-	-
		Ajanma Holdings Private Limited	Holding Co.		-	8.55	-
3	Interest Expense	ALTIS-TLL JV	Joint Operations	4.04			
		Ajanma Holdings Private Limited	Holding Co.	0.13	-	-	0.71
		GECPL TLL JV	Joint Operations	-	-	-	18.13
4	Share of Profit	GECPL TLL JV	Joint Operations	3.89	4.73	4.64	0.01
		TLL Metcon Pravesh JV	Joint Operations	0.54	1.73		
		REPL TLL JV	Joint Operations	0.31	0.38		
		TLL-FCEP JV-Nigeria	Joint Operations	3.52	12.22		0.14
		Burberry Infra Private Limited	Associate Company	47.70			
		ALTIS-TLL JV	Joint Operations	2.09	0.59		
		Transrail Hanbaek Consortium	Joint Operations	32.20			
5	Share of loss	TLL Metcon Pravesh JV	Joint Operations			2.17	
		REPL TLL JV	Joint Operations			0.07	
		TLL-FCEP JV-Nigeria	Joint Operations			6.99	7.32
		Burberry Infra Private Limited	Associate Company		9.57	0.39	
		Transrail Hanbaek Consortium	Joint Operations		0.35		
6	Donation	Transrail Foundation	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate		1.00	-	-
7	Towards Corporate Social Responsibility Expenditure	Transrail Foundation	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	19.40	-	-
8	Advances Given	Transrail Foundation	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	23.40	-
		Ajanma Holdings Private Limited	Holding Co.		-	2.00	1.50
		TLL-FCEP JV-Nigeria	Joint Operations		-	-	0.41
		Gammon Engineers & Contractors Pvt. Ltd.	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	-	224.46
		Transrail Lighting Nigeria Limited	Subsidiary Co	-	21.02	-	-
		Transrail International FZE	Subsidiary Co	-	-	-	17.98
		Adarsha Global Build Projects Pvt. Ltd.	Subsidiary Co	-	-	-	39.19
9	Advances Received	ALTIS-TLL JV	Joint Operations	110.34			
		Ajanma Holdings Private Limited	Holding Co.		-	-	70.00
		Transrail Hanbaek Consortium	Joint Operations		280.00	-	-
10	Advance adjusted/repaid	Transrail Foundation	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	22.40	-	-
		TLL-FCEP JV-Nigeria	Joint Operations	-	7.59	32.46	-
		Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	Joint Operations		-	173.48	-
		Adarsha Global Build Projects Pvt. Ltd.	Subsidiary Co		-	-	6.24
		Transrail International FZE	Subsidiary Co		15.83	0.07	-
		Transrail Hanbaek Consortium	Joint Operations	146.28	34.22	-	-
		Transrail Lighting Nigeria Limited	Subsidiary Co	-	3.24	-	-
		Ajanma Holdings Private Limited	Holding Co.		-	-	70.00
11	Purchase of Property, Plant & Equipment	Gammon Engineers & Contractors Pvt. Ltd.	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate		-	-	49.81
12	Capital Payment	Gammon Engineers & Contractors Pvt. Ltd.	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate		-	-	28.63
13	Security Deposit Given (Net)	Gammon Engineers & Contractors Pvt. Ltd.	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	-	137.65
14	Loan Taken	Ajanma Holdings Private Limited	Holding Co.	90.00			
15	Loan Given	Burberry Infra Private Limited	Associate Company	470.00	125.00	195.00	-
		Transrail International FZE	Subsidiary Co		22.78	15.14	-
		-Transrail Lighting Nigeria Limited	Subsidiary Co		6.84	57.78	112.59
		Transrail Lighting Malaysia SDN BHD	Subsidiary Co		0.42	-	0.75
16	Loan Repaid	Ajanma Holdings Private Limited	Holding Co.	90.00			
17	Loan Repayment Received	Transrail International FZE	Subsidiary Co		12.42	-	16.71
18	Re-Imbursement inccured by us on their behalf	-Transrail Hanbaek Consortium	Joint Operations		2.84	-	-
		Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	Joint Operations		-	37.92	-
		TLL Metcon Pravesh JV	Joint Operations	0.69			
		Transrail International FZE	Subsidiary Co		-	-	0.33
		Transrail Structures America INC	Subsidiary Co		-	0.11	0.21
		-Transrail Lighting Nigeria Limited	Subsidiary Co	0.19	7.13	-	-
		Transrail Lighting Malaysia SDN BHD	Subsidiary Co		-	0.00	0.33
19	Investment Made	Burberry Infra Private Limited	Associate Company		-	0.05	-
20	Shares issued on ESOP excercised	Mr. D. C. Bagde	Key Management Personnel		8.70	-	-

SR No	Transaction	Party	Relation	Transaction value in Million			
				30.09.2023	31.03.2023	31.03.2022	31.03.2021
21	Compensation to Key Management Personnel	**Mr. D. C. Bagde**	Key Management Personnel				
		Short-term employee benefits (including bonus and value of perquisites)		14.14	36.64	28.08	34.16
		Employee Stock Options granted			-	-	9.69
		Mr. Randeep Narang	Key Management Personnel				
		Short-term employee benefits		13.11	39.79	21.79	13.29
		Post employment benefits		0.39	0.39	0.56	0.00
		Employee Stock Options granted		0.18	-	-	-
		Mr. Jeevan Lal Nagori	Key Management Personnel				
		Short-term employee benefits		0.83	13.60	8.04	5.42
22	Sitting fees and commission to directors	Ms. Ravita Punwani	Key Management Personnel	0.35	1.51	0.90	0.44
		Mr. Srikant Chaturvedi ^	Key Management Personnel	0.37	1.51	1.00	1.40
		Mr. N Sai Mohan	Key Management Personnel	0.17	1.51	1.02	1.42
		Mr. Jeevanlal Nagori	Key Management Personnel	0.14	-	0.09	0.66
		Mr. Aditya Vikram	Key Management Personnel		-	0.30	-
		Mr Deepak Bhojwani	Key Management Personnel		-	0.38	1.38
		Mr Sanjay Verma	Key Management Personnel	0.06	1.18	0.61	0.30
		Mr. Ashish Gupta	Key Management Personnel	0.16			
		Mr. Vinod Dasari	Key Management Personnel	0.13			
		Mr. Ranjit Jatar	Key Management Personnel	0.16			
		Mr. Dilawar Singh	Key Management Personnel	0.04			
23	Interest Income	Transrail International FZE	Subsidiary Co	1.92	3.42	1.15	2.52
		Transrail Lighting Nigeria Limited	Subsidiary Co	10.09	19.89	15.49	3.38
		Transrail Lighting Malaysia SDN BHD	Subsidiary Co	0.06	0.11	0.04	0.00
		Burberry Infra Private Limited	Associate Company	41.49	23.44	0.71	-
24	Bank/ Corporate Guarantees Outstanding as at	Transrail - Universal Cables (UNISTAR) Consortium - Suriname	Joint Operations	76.52			
		GECPL TLL JV	Joint Operations	48.46	969.16	633.60	743.64
		TLL Metcon Pravesh JV	Joint Operations	145.43	274.65	-	-
		ALTIS-TLL JV	Joint Operations	247.79	319.73	-	-
		TLL-EVRASCON JV	Joint Operations	100.96	768.20	-	-
		TLL Hyosung T & D India Pvt Ltd.	Joint Operations	105.82	105.82	-	-
		REPL TLL JV	Joint Operations		-	11.40	51.38
		Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	Joint Operations	463.69	1,018.85	1,018.80	1,076.22
		Transrail SAE Consortium Benin	Joint Operations		-	-	64.21
		Transrail SAE Consortium Tanzania	Joint Operations	59.93	59.19	55.00	52.96
		Transrail Hanbaek Consortium	Joint Operations		444.81	-	-
25	Right Issue of Equity Shares Issued	Ajanma Holdings Private Limited	Holding Co.		-	290.10	262.71
		Mr. D. C. Bagde	Key Management Personnel		-	2.85	3.25
		Mr. Deepak Bhojwani	Key Management Personnel		-	0.40	0.80
		Mr. N Sai Mohan	Key Management Personnel		-	0.20	0.40
		Ms. Meha Chaturvedi	Key Management Personnel		-	0.40	0.80
26	Provision for Doubtful Advances	Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	Joint Operations	46.72	46.72	46.72	-
		Adarsha Global Build Projects Pvt. Ltd.	Subsidiary Co				14.62
		TLL-FCEP JV-Nigeria	Joint Operations		-	150.34	150.34
27	Loans & Advances Receivable as at	TLL-FCEP JV-Nigeria	Joint Operations	160.12	229.05	401.31	397.99
		Burberry Infra Private Limited	Associate Company	790.00	320.00	195.00	-
		Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	Joint Operations	46.72	46.72	46.72	182.28
		Transrail Lighting Nigeria limited	Subsidiary Co	201.28	198.83	176.60	113.51
		Transrail International FZE	Subsidiary Co	41.75	37.76	25.06	12.38
		Transrail Lighting Malaysia SDN BHD	Subsidiary Co	1.25	1.16	0.76	0.73
		REPL TLL JV	Joint Operations	4.50	4.50	4.50	4.50
28	Receivables Outstanding as at	TLL Metcon Pravesh JV	Joint Operations	81.38	157.86	308.39	-
		GECPL TLL JV	Joint Operations	920.37	1,025.68	1,327.05	598.45
		TLL-FCEP JV-Nigeria	Joint Operations		-	-	15.80
		ALTIS-TLL JV	Joint Operations	125.29	149.90	-	-
		Transrail Foundation	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate		-	32.12	-
		Gammon Engineers & Contractors Pvt. Ltd.	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate		-	-	772.61
		REPL TLL JV	Joint Operations	14.45	14.45	27.58	39.00
		Ajanma Holdings Private Limited	Holding Co.		-	-	1.50
		Transrail Hanbaek Consortium	Joint Operations	293.89	139.74	-	-
		Transrail Structures America INC	Subsidiary Co	0.85	0.84	0.77	0.64
		Transrail Lighting Malaysia SDN BHD	Subsidiary Co	0.74	0.78	0.76	0.74
		Transrail Lighting Nigeria limited	Subsidiary Co	7.22	25.11	0.25	0.42
		Transrail International FZE	Subsidiary Co	10.18	13.18	27.93	25.78
		-Freysinnet Prestressed Concrete Company Limited (FPCC	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	55.17			
29	Interest Receivable as at	Burberry Infra Private Limited	Associate Company	41.53	-	0.63	-
		Gammon Engineers & Contractors Pvt. Ltd.	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate		-	-	18.67
		TLL-FCEP JV-Nigeria	Joint Operations	10.83	17.86	18.25	-
		Transrail International FZE	Subsidiary Co	5.39	3.43	3.36	1.21
		Transrail Lighting Malaysia SDN BHD	Subsidiary Co	0.24	0.16	0.08	0.10
		Transrail Lighting Nigeria limited	Subsidiary Co	50.79	38.33	18.83	3.38
30	Interest Payable	Ajanma Holdings Private Limited	Holding Co.	0.09	-	-	0.65
		ALTIS-TLL JV	Joint Operations	4.04			

SR No	Transaction	Party	Relation	Transaction value in Million			
				30.09.2023	31.03.2023	31.03.2022	31.03.2021
31	Payables Outstanding as at	Chaturvedi Sk & Fellows	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate		-	1.08	-
		TLL Metcon Pravesh JV	Joint Operations	7.55			
		ALTIS-TLL JV	Joint Operations	110.34			
		TLL-FCEP JV-Nigeria	Joint Operations		31.30	-	-
		Ajanma Holdings Private Limited	Holding Co.	3.57	3.57	7.07	-
		Transrail Hanbaek Consortium	Joint Operations	146.50	245.78	-	-
		Transrail International FZE	Subsidiary Co	24.86			5.82
		Transrail Lighting Nigeria limited	Subsidiary Co	3.33	13.09		
32	Investments as at	Burberry Infra Private Limited	Associate Company	0.05	0.05	0.05	-
		Transrail International FZE	Subsidiary Co	3.61	3.61	3.61	3.61
		Transrail Lighting Malaysia SDN BHD	Subsidiary Co	0.17	0.17	0.17	0.17
		Transrail Lighting Nigeria limited	Subsidiary Co	1.97	1.97	1.97	1.97
		Transrail Structures America INC	Subsidiary Co	0.69	0.69	0.69	0.69
33	Security Deposit Given Outstanding	Gammon Engineers & Contractors Pvt. Ltd.	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	-	287.65
35	Payable for Capital Goods	Gammon Engineers & Contractors Pvt. Ltd.	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	-	-	-	39.71

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. The Company has not recorded any impairment of receivables relating to amounts owed by related parties except write off of receivables as disclosed above. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

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

III Related Party transection with Subsidiaries listed in Note II eliminated during the period / year while preparing the Restated Consolidated Financial Information

Name of Related Party	Nature of transections	30.09.2023	31.03.2023	31.03.2022	31.03.2021
Transrail International FZE	Share Capital	3.61	3.61	3.61	3.61
Transrail Structures America INC	Share Capital	0.69	0.69	0.69	0.69
Transrail Lighting Malaysia SDN BHD	Share Capital	0.17	0.17	0.17	0.17
Transrail Lighting Nigeria Ltd	Share Capital	1.97	1.97	1.97	1.97
GECPL TLL JV	Share of Profit	3.89	4.73	4.64	0.01
Railsys Engineering Pvt. Ltd. -TLL JV (REPL-TLL JV)	Share of Profit	0.31	0.38	-	0.14
TLL Metcon Pravesh JV	Share of Profit	0.54	1.73	-	-
TLL-FCEP JV-Nigeria	Share of Profit	3.52	12.22	-	-
ALTIS-TLL-JV	Share of Profit	2.09	0.59	-	-
Burberry infra pvt limited	Share of Profit	47.70			
Transrail Hanbaek Consortium	Share of Profit	32.20			
TLL-FCEP JV-Nigeria	Share of Loss		-	6.99	7.32
Railsys Engineering Pvt. Ltd. -TLL JV (REPL-TLL JV)	Share of Loss		-	0.07	-
TLL Metcon Pravesh JV	Share of Loss		-	2.17	-
Burberry Infra Private Limited	Share of Loss		9.57	0.39	-
Transrail Hanbaek Consortium	Share of Loss		0.35	-	-
Transrail Lighting Malaysia SDN BHD	Interest Income	0.06	0.11	0.04	0.00
Transrail Lighting Nigeria Ltd	Interest Income	10.09	19.89	15.49	3.38
Transrail International FZE	Interest Income	1.92	3.42	1.15	2.52
Transrail Lighting Nigeria Ltd	Purchase of Goods and Services	15.47	30.04	-	-
Transrail International FZE	Purchase of Goods and Services	24.86	21.67		
Adarsha Global Build Projects Pvt. Ltd.	Purchase of Goods and Services		-	-	2.84
Transrail Structures America INC	Receivable Outstanding	0.85	0.84	0.77	0.64
Transrail Lighting Malaysia SDN BHD	Receivable Outstanding	0.74	0.78	0.76	0.74
Transrail Lighting Nigeria Ltd	Receivable Outstanding	7.22	25.11	0.25	0.42
Transrail International FZE	Receivable Outstanding	10.18	13.18	27.93	25.78
Transrail Lighting Nigeria Ltd	Loan & Advance Outstanding	201.28	198.83	176.60	113.51
Transrail Lighting Malaysia SDN BHD	Loan & Advance Outstanding	1.25	1.16	0.76	0.73
Transrail International FZE	Loan & Advance Outstanding	41.75	37.76	25.06	12.38
Transrail Lighting Malaysia SDN BHD	Interest Receivable Outstanding	0.24	0.16	0.08	0.10
Transrail Lighting Nigeria Ltd	Interest Receivable Outstanding	50.79	38.33	18.83	3.38
Transrail International FZE	Interest Receivable Outstanding	5.39	3.43	3.36	1.21
Transrail Lighting Nigeria Ltd	Payable Outstanding	3.33	13.09	-	-
Transrail International FZE	Payable Outstanding	24.86	-	-	5.82

Transrail Lighting Limited
CIN: U31506MH2008PLC179012
Notes to Consolidated Financial Statements
(All figures are Rupees in Million unless otherwise stated)

Annexure -III
Disclosure related to entity wise disclosure of breakup of net assets and profit after tax

Consolidated Financial Statements Additional information disclosure

	April-23 to Sep-23							
Name of the entity in the Group	**Net Asset i.e. total assets minus total liabilities**		**Share in profit or loss**		**Share in other comprehensive income**		**Share in total comprehensive income**	
	As % of consolidated net assets	**Amount in Million**	**As % of consolidated profit or loss**	**Amount in Million**	**As % of consolidated other comprehensive income**	**Amount in Million**	**As % of total comprehensive income**	**Amount in Million**
Parent								
Transrail Lighting Limited	92.54%	9,139.27	92.24%	783.03	114.78%	(100.32)	89.66%	682.72
Subsidiaries								
Foreign								
Transrail International FZE	0.75%	74.29	(0.77%)	(6.51)	0.45%	(0.39)	(0.91%)	(6.91)
Transrail Structures America INC	0.05%	4.87	(0.03%)	(0.29)	0.01%	(0.01)	(0.04%)	(0.30)
Transrail Lighting Malaysia SDN BHD	0.05%	4.69	(0.00%)	(0.04)	(0.12%)	0.10	0.01%	0.07
Transrail Lighting Nigeria Ltd	5.87%	579.78	(2.07%)	(17.55)	(15.12%)	13.22	(0.57%)	(4.34)
Associates								
Burberry Infra Private Limited	0.38%	37.74	0.46%	3.89	0.00%	-	6.26%	47.70
Joint operations								
Indian								
GECPL - TLL JV	0.13%	13.27	0.04%	0.31	0.00%	-	0.51%	3.89
Railsys Engineers Pvt. Ltd. - Transrial lighting Ltd. JV -"REPL-TLL JV"	0.01%	0.97	5.62%	47.70	0.00%	-	0.04%	0.31
METCON-TLL JV	0.00%	0.10	0.06%	0.54	0.00%	-	0.07%	0.54
ALTIS - TLL JV	0.02%	1.74	0.25%	2.09	0.00%	-	0.27%	2.09
Foreign								
Transrail -FCEP JV- Nigeria	(0.13%)	(12.98)	0.41%	3.52	0.00%	-	0.46%	3.52
Transrail - Hanbaek consortium	0.33%	32.79	3.79%	32.20	0.00%	-	4.23%	32.20
								-
	100%	**9876.55**	**100%**	**848.88**	**100%**	**(87.40)**	**100%**	**761.49**

	2022-23							
Name of the entity in the Group	**Net Asset i.e. total assets minus total liabilities**		**Share in profit or loss**		**Share in other comprehensive income**		**Share in total comprehensive income**	
	As % of consolidated net assets	**Amount in Million**	**As % of consolidated profit or loss**	**Amount in Million**	**As % of consolidated other comprehensive income**	**Amount in Million**	**As % of total comprehensive income**	**Amount in Million**
Parent								
Transrail Lighting Limited	93.86%	7,240.20	104.38%	1,122.84	(4809.73%)	3.12	104.68%	1,125.96
Subsidiaries								
Foreign								
Transrail International FZE	0.59%	45.14	(2.69%)	(28.89)	5962.05%	(3.87)	(3.05%)	(32.76)
Transrail Structures America INC	0.05%	3.63	(0.01%)	(0.14)	18.03%	(0.01)	(0.01%)	(0.15)
Transrail Lighting Malaysia SDN BHD	0.03%	2.42	(0.03%)	(0.33)	110.05%	(0.07)	(0.04%)	(0.40)
Transrail Lighting Nigeria Ltd	5.63%	434.60	(2.56%)	(27.53)	(1180.40%)	0.77	(2.49%)	(26.77)
Associates								
Burberry Infra Private Limited	(0.13%)	(9.96)	(0.89%)	(9.57)	0.00%	-	(0.89%)	(9.57)
Joint operations								
Indian								
GECPL - TLL JV	0.12%	9.39	0.44%	4.73	0.00%	-	0.44%	4.73
Railsys Engineers Pvt. Ltd. - Transrial lighting Ltd. JV -"REPL-TLL JV"	0.01%	0.65	0.04%	0.38	0.00%	-	0.04%	0.38
METCON-TLL JV	(0.01%)	(0.44)	0.16%	1.73	0.00%	-	0.16%	1.73
ALTIS - TLL JV	0.01%	0.59	0.05%	0.59	0.00%	-	0.05%	0.59
Foreign								
Transrail -FCEP JV- Nigeria	(0.15%)	(11.89)	1.14%	12.22	0.00%	-	1.14%	12.22
Transrail - Hanbaek consortium	(0.00%)	(0.35)	(0.03%)	(0.35)	0.00%	-	(0.03%)	(0.35)
	100%	**7713.98**	**100%**	**1075.68**	**100%**	**(0.06)**	**100%**	**1075.61**

	2021-22							
Name of the entity in the Group	**Net Asset i.e. total assets**		**Share in profit or loss**		**Share in other comprehensive**		**Share in total comprehensive**	
	As % of consolidated net assets	**Amount in Million**	**As % of consolidated profit or loss**	**Amount in Million**	**As % of consolidated other comprehensive income**	**Amount in Million**	**As % of total comprehensive income**	**Amount in Million**
Parent								
Transrail Lighting Limited	96.70%	6,411.14	100.34%	649.27	1141.41%	20.70	103.26%	669.96
Subsidiaries								
Foreign								
Transrail International FZE	0.29%	19.50	-1.06%	(6.83)	(130.84%)	(2.37)	(1.42%)	(9.20)
Transrail Structures America INC	0.03%	2.25	-0.03%	(0.16)	(0.02%)	(0.00)	(0.03%)	(0.16)
Transrail Lighting Malaysia SDN BHD	0.01%	0.56	-0.07%	(0.42)	(0.16%)	(0.00)	(0.07%)	(0.42)
Transrail Lighting Nigeria Ltd	3.29%	217.98	1.58%	10.19	(910.39%)	(16.51)	(0.97%)	(6.32)
Associates								
Burberry Infra Private Limited	(0.01%)	(0.39)	-0.06%	(0.39)	-	-	(0.06%)	(0.39)
Joint operations								
Indian								
GECPL - TLL JV	0.07%	4.66	0.72%	4.64	-	-	0.72%	4.64
Railsys Engineers Pvt. Ltd. - Transrial lighting Ltd. JV -"REPL-TLL JV"	0.00%	0.27	-0.01%	(0.07)	-	-	(0.01%)	(0.07)
METCON-TLL JV	(0.03%)	(2.17)	-0.34%	(2.17)	-	-	(0.33%)	(2.17)
Foreign								
Transrail -FCEP JV- Nigeria	(0.36%)	(24.11)	-1.08%	(6.99)	-	-	(1.08%)	(6.99)
	100%	**6629.69**	**100%**	**647.07**	**100%**	**1.81**	**100%**	**648.88**

	2020-21							
Name of the entity in the Group	**Net Asset i.e. total assets minus total liabilities**		**Share in profit or loss**		**Share in other comprehensive income**		**Share in total comprehensive income**	
	As % of consolidated net assets	**Amount in Million**	**As % of consolidated profit or loss**	**Amount in Million**	**As % of consolidated other comprehensive income**	**Amount in Million**	**As % of total comprehensive income**	**Amount in Million**
Parent								
Transrail Lighting Limited	100.56%	5,710.01	101.44%	995.91	(23.82%)	(3.33)	99.67%	992.46
Foreign								
Transrail International FZE	(0.58%)	(32.86)	(0.87%)	(8.54)	(0.41%)	(0.06)	(0.86%)	(8.60)
Transrail Structures America INC	0.02%	0.95	(0.02%)	(0.22)	0.29%	0.04	(0.02%)	(0.18)
Transrail Lighting Malaysia SDN BHD	(0.01%)	(0.71)	(0.04%)	(0.41)	(0.12%)	(0.02)	(0.04%)	(0.42)
Transrail Lighting Nigeria Ltd	0.31%	17.41	0.24%	2.37	124.07%	17.32	1.98%	19.68
Joint operations								
Indian		-		-		-		-
Transrail -FCEP JV- Nigeria	(0.30%)	(17.12)	(0.75%)	(7.32)	-	-	(0.74%)	(7.32)
GECPL - TLL JV	0.00%	0.01	0.00%	0.01	-	-	0.00%	0.01
Railsys Engineers Pvt. Ltd. - Transrial lighting Ltd. JV -"REPL-TLL JV"	0.01%	0.34	0.00%	0.01	-	-	0.01%	0.14
	100.00%	**5,678.03**	**100.00%**	**981.81**	**100.00%**	**13.96**	**100.00%**	**995.77**

Transrail Lighting Limited
Annexure IV- Analytical Ratios

For the Six months period ended September 30, 2023

Sr. No.	Ratio	Numerator/ Denominator	Ratio (Sep 30, 2023)*	Ratio (March 31, 2023)	% Of Variation	Reason for variance*
1	Current ratio	Current Asset / Current Liabilities	1.22	1.19	2.84	
2	Debt-Equity ratio	Total Debts / Shareholders Equity	0.62	0.78	(21.49)	
3	Debt Service Coverage ratio	Earnings available for debt service / Debt Service	1.86	1.26	48.36	
4	Return on Equity ratio (ROE)	Net Profits after taxes – Preference Dividend / Average Shareholder's Equity	9.65%	15.00%	(35.65)	
5	Inventory Turnover Ratio	Cost of goods sold OR sales / Average Inventory	5.15	10.47	(50.82)	
6	Trade Receivables turnover ratio	Net Credit Sales / Average Accounts Receivable	2.84	4.88	(41.70)	
7	Trade payables turnover ratio	Net Credit Purchases / Average Trade Payables	0.85	1.55	(45.26)	
8	Net capital turnover ratio	Net Sales / Average working capital	3.41	7.32	(53.48)	
9	Net profit ratio	Net Profit after Tax / Net Sales	4.62%	3.43%	34.57	
10	Return on Capital employed (ROCE)	Earning before interest and taxes / Capital Employed	11.72%	18.27%	(35.85)	
11	Return on Investment (ROI)	{MV(T1) – MV(T0) – Sum [C(t)]} / {MV(T0) + Sum [W(t) * C(t)]}	-			Investment in the subsidiaries and associated are strategic and non treasury. Hence this ratio is not applicable.

* September 2023 Ratios are not annualised hence not comparable and reason for variance not given.

Sr. No.	Ratio	Numerator/ Denominator	Ratio (March 31, 2023)	Ratio (March 31, 2022)	% Of Variation	Reason for variance
1	Current ratio	Current Asset / Current Liabilities	1.19	1.20	(0.94)	
2	Debt-Equity ratio	Total Debts / Shareholders Equity	0.78	0.71	10.82	
3	Debt Service Coverage ratio	Earnings available for debt service / Debt Service	1.26	1.65	(23.62)	
4	Return on Equity ratio (ROE)	Net Profits after taxes – Preference Dividend / Average Shareholder's Equity	15.00%	10.51%	42.64	Increase in ROE is attributable to increase in profit.
5	Inventory Turnover Ratio	Cost of goods sold OR sales / Average Inventory	10.47	8.94	17.11	
6	Trade Receivables turnover ratio	Net Credit Sales / Average Accounts Receivable	4.88	4.12	18.41	
7	Trade payables turnover ratio	Net Credit Purchases / Average Trade Payables	1.55	1.29	19.77	
8	Net capital turnover ratio	Net Sales / Average working capital	7.32	6.48	12.98	
9	Net profit ratio	Net Profit after Tax / Net Sales	3.43%	2.78%	23.57	
10	Return on Capital employed (ROCE)	Earning before interest and taxes / Capital Employed	18.27%	14.94%	22.30	
11	Return on Investment (ROI)	{MV(T1) – MV(T0) – Sum [C(t)]} / {MV(T0) + Sum [W(t) * C(t)]}				Investment in the subsidiaries and associated are strategic and non treasury. Hence this ratio is not applicable.

Sr. No.	Ratio	Numerator/ Denominator	Ratio (March 31, 2022)	Ratio (March 31, 2021)	% Of Variation	Reason for variance
1	Current ratio	Current Asset Current Liabilities	1.20	1.22	(2.10)	
2	Debt-Equity ratio	Total Debts Shareholders Equity	0.71	0.76	(6.37)	
3	Debt Service Coverage ratio	Earnings available for debt service Debt Service	1.65	1.74	(5.62)	
4	Return on Equity ratio (ROE)	Net Profits after taxes – Preference Dividend Average Shareholder's Equity	10.51%	19.50%	(46.09)	Ratio is adversely affected due to increase in commodity prices and issue of Right shares to existing share holders.
5	Inventory Turnover Ratio	Cost of goods sold OR sales Average Inventory	8.94	8.94	-	
6	Trade Receivables turnover ratio	Net Credit Sales Average Accounts Receivable	4.12	4.46	(7.71)	
7	Trade payables turnover ratio	Net Credit Purchases Average Trade Payables	1.29	1.22	5.71	
8	Net capital turnover ratio	Net Sales Average working capital	6.48	6.67	(2.79)	
9	Net profit ratio	Net Profit after Tax Net Sales	2.78%	4.53%	0.00%	
10	Return on Capital employed (ROCE)	Earning before interest and taxes Capital Employed	14.94%	22.18%	(32.63)	Due to increase in commodity prices EBIT was lower & increase in capital employed due to accretion of profit & Right issue.
11	Return on Investment (ROI)	{MV(T1) – MV(T0) – Sum [C(t)]} {MV(T0) + Sum [W(t) * C(t)]}				Investment in the subsidiaries and associated are strategic and non treasury. Hence this ratio is not applicable.

OTHER FINANCIAL INFORMATION

The accounting ratios derived from Restated Consolidated Financial Information required to be disclosed under the SEBI ICDR Regulations are set forth below:

(₹ in million, except as otherwise stated)

Particulars	Six months period ended September 30, 2023	As at/ for the Financial Years ended		
		March 31, 2023	March 31, 2022	March 31, 2021
Basic Earnings per equity share(1) (2) **(in ₹)	7.44*	9.45	11.62	31.43
Diluted Earnings per equity share(1) (2) **(in ₹)	7.44*	9.45	11.62	31.43
Return on Net Worth (%)#(3)	9.17*	15.17	10.80	19.47
Net Asset Value per equity share (in ₹)#(5)**	74.64	62.21	52.78	133.21
EBITDA#(6)	2,089.76	2,939.35	2,056.68	2,525.44

* *Not Annualised*

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

\# *These are Non-GAAP Measures. For reconciliation see "– Reconciliation of Non-GAAP Measures" on page 302.*

Notes:

1. *Earnings per share = Net profit after tax (loss after tax) as restated / Weighted average number of equity shares outstanding during the period/year.*
2. *Diluted earnings per share: Net profit after tax (loss after tax) as restated / Weighted average number of potential equity shares outstanding during the period/year.*
3. *Return on Net Worth (%) = Net profit after tax, as restated / Net worth as restated as at period/year end.*
4. *Net Worth represents the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation amalgamation, capital reserve and ESOP reserve.*
5. *Net Asset Value per equity share (in ₹) = Net Worth at the end of the period/year / number of equity shares outstanding at the end of the period/year.*
6. *EBITDA is calculated as Restated profit before exceptional items and tax plus Finance Costs, Depreciation and amortisation expense less Other Income.*

For reconciliation of non-GAAP measures, see "*Reconciliation of Non-GAAP Measures"* on page 302.

Non-GAAP Financial Measures

This section includes Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance (together, "**Non-GAAP Measures**" and each a "**Non-GAAP Measure**"), as presented below. These Non-GAAP financial measures are not required by or presented in accordance with Ind AS.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Reconciliation of Non-GAAP Measures

Reconciliation for the various Non-GAAP Financial Measures included in this Draft Red Herring Prospectus are given below.

Reconciliation of Net Worth and Return on Net Worth

(₹ in million, except as otherwise stated)

Particulars	Six months period ended September 30, 2023	As at/ for the Financial Years ended		
		March 31, 2023	March 31, 2022	March 31, 2021
equity share capital (A)	247.93	227.98	227.08	75.69
Instrument entirely equity in nature (B)	-	-	-	-
Other equity (C)	9,628.61	7,485.99	6,402.61	5,602.34
Equity (D = A + B + C)	9,876.54	7,713.97	6,629.69	5,678.03
Capital redemption reserve (E)	-	-	-	-
Capital reserve (F)	622.44	622.44	622.44	622.44
Employee Stock Option Outstanding (G)	1.08	-	14.04	14.04
Net Worth (H = D - E – F- G)	**9,253.02**	**7,091.53**	**5,993.21**	**5,041.55**
Profit for the period/year (I)	848.88	1,075.68	647.07	981.81
Return on Net Worth (J = I/D) (%)	9.17*	15.17	10.80	19.47

* *Not Annualised.*

Reconciliation of Net Asset Value per equity share

(₹ in million, except as otherwise stated)

Particulars	Six months period ended September 30, 2023	As at/ for the Financial Years ended		
		March 31, 2023	March 31, 2022	March 31, 2021
equity share capital (A)	247.93	227.98	227.08	75.69
Instrument entirely equity in nature (B)	-	-	-	-
Other equity (C)	9,628.61	7,485.99	6,402.61	5,602.34
Equity (D = A + B + C)	9,876.54	7,713.97	6,629.69	5,678.03
Capital redemption reserve (E)	-	-	-	-
Capital reserve (F)	622.44	622.44	622.44	622.44
Employee Stock Option Outstanding (G)	1.08	-	14.04	14.04
Net Worth (H = D - E - F- G)	**9,253.02**	**7,091.53**	**5,993.21**	**5,041.55**
Number of Equity Shares outstanding as at the end of the year/period (I)*	123,963,710	113,992,200	113,542,200	37,847,400
Net Asset Value per equity share (J = H/I) (in ₹)**	**74.64**	**62.21**	**52.78**	**133.21**

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

***The calculation of basic and diluted EPS has been considered considering the impact of share split as stated above.*

Reconciliation of EBITDA, EBITDA Growth and EBITDA Margin

(₹ in million, except as otherwise stated)

Particulars	Six months period ended September 30, 2023	As at/ for the Financial Years ended		
		March 31, 2023	March 31, 2022	March 31, 2021
Profit for the year/ period (A)	848.88	1,075.68	647.07	981.81
Add: Tax expense (B)	331.81	407.26	254.64	328.50
Add: Finance costs (C)	794.03	1,196.94	848.43	941.22
Add: Depreciation and amortization expense (D)	254.81	458.26	378.39	340.49
Less - Other Income(E)	139.77	198.78	71.84	66.58
EBITDA (F = A + B + C + D-E)	2,089.76	2,939.35	2,056.68	2,525.44
EBITDA Growth (%)^	N.A.#	42.92%	-18.56%	N.A.*
Total Revenue excluding Other income (G)	18,467.92	31,521.56	23,500.15	21,855.15
EBITDA Margin (H = F/G) (%)	11.32%#	9.32%	8.75%	11.56%

* *EBITDA growth has not been included as the comparative period has not been included in this Draft Red Herring Prospectus*

^ *EBITDA Growth means (EBITDA of current period/year minus EBITDA of previous period/year) divided by EBITDA of previous period/year.*

\# *This Figure has not been disclosed as it has not been annualised.*

Reconciliation of PAT Margin

(₹ in million, except as otherwise stated)

Particulars	Six months period ended September 30, 2023	As at/ for the Financial Years ended		
		March 31, 2023	March 31, 2022	March 31, 2021
Profit for the year/period (A)	848.88	1,075.68	647.07	981.81
Total Income (B)	18,607.68	31,720.34	23,571.99	21,921.73
PAT Margin (C = A/B) (%)	**4.56**	**3.39**	**2.75**	**4.48**

Reconciliation of Tangible Net Worth, Capital Employed and Return on Capital Employed

(₹ in million, except as otherwise stated)

Particulars	Six months period ended September 30, 2023	As at/ for the Financial Years ended		
		March 31, 2023	March 31, 2022	March 31, 2021
Equity share capital (A)	247.93	227.98	227.08	75.69
Instrument entirely equity in nature (B)	-	-	-	-
Other equity (C)	9,628.61	7,485.99	6,402.61	5,602.34
Equity (D = A+B+C)	9,876.54	7,713.97	6,629.69	5,678.03
Less: Capital redemption reserve (E)	-	-	-	-
Less: Capital reserve (F)	-	-	-	-
Less: Share suspense account (G)	-	-	-	-
Less: Other intangible assets (H)	302.17	185.02	87.71	116.30
Less: Intangible assets under development (I)	-	-	-	-
Tangible Net Worth (J = D-E-F-G-H-I)	8,951.92	6,906.51	5,919.54	4,939.29
Add: Non-current borrowings (K)	1,020.38	1,203.40	1,179.76	984.48
Add: Current borrowings (L)	5,060.36	4,845.82	3,511.41	3,306.83
Add: Deferred tax liabilities (M)	-	-	-	-
Capital Employed (N = J+K+L+M)	15,655.11	13578.18	11,233.15	9,853.04
Profit for the year/ period (O)	848.88	1,075.68	647.07	981.81
Add: Tax expense (P)	331.81	407.26	254.64	328.50
Add: Finance costs (Q)	794.03	1,196.94	848.43	941.22

Particulars	Six months period ended September 30, 2023	As at/ for the Financial Years ended		
		March 31, 2023	March 31, 2022	March 31, 2021
Less : Other income	139.77	198.78	71.84	66.58
Earnings before interest and tax (R = O + P + Q)	1,834.95	2,481.10	1,678.29	2,184.95
Return on Capital Employed (S = R/N) (%)*	11.27	18.27%	14.94%	22.18%

* Not Annualised

Reconciliation of Capital Expenditure

(₹ in million, except as otherwise stated)

Particulars	Six months period ended September 30, 2023	As at/ for the Financial Years ended		
		March 31, 2023	March 31, 2022	March 31, 2021
Addition to gross carrying value of property, plant and equipment (A)	100.07	790.33	573.79	327.92
Add: Adjustment pursuant to scheme of business acquisition in gross carrying value of property, plant and equipment (B)	-	-	-	-
Add: Addition to gross carrying value of capital work-in-progress ©	52.90	287.89	140.01	139.79
Less: Deletion from gross carrying value of capital work-in-progress (D)	0.54	418.78	6.40	213.48
Add: Addition to gross carrying value of other intangible assets (E	0.14	0.12	0.13	-
Add: Adjustment pursuant to scheme of business acquisition in gross carrying value of other intangible assets (F	-	-	-	-
Add: Addition to gross carrying value of intangible assets under development (G)	-	-	-	-
Less: Deletion from Gross carrying value of Intangible assets under development (H)	-			
Capital Expenditure (J = A +B –C - D + E + F +–G - H)	**152.57**	**659.56**	**707.53**	**254.23**

Reconciliation of Return on Equity

(₹ in million, except as otherwise stated)

Particulars	Six months period ended September 30, 2023	As at/ for the Financial Years ended		
		March 31, 2023	March 31, 2022	March 31, 2021
Profit for the year/period (A)	848.88	1,075.68	647.07	981.81
Closing equity** (B)	9,876.54	7,713.97	6,629.69	5,678.03
Opening equity** (C)	7,713.97	6,629.69	5,678.03	4,387.32
Average equity (D = (B + C)/2)	8,795.25	7,171.84	6,153.86	5,033.67
Return on Equity (E = A/D) (%)	**9.65%**	**15.00%**	**10.51%**	**19.50%**

* Not Annualised

** Equity means equity share capital plus Instrument entirely equity in nature plus other equity

Reconciliation of Debt to Equity Ratio

(₹ in million, unless otherwise specified)

Particulars	Six months period ended September 30, 2023	As at/ for the Financial Years ended		
		March 31, 2023	March 31, 2022	March 31, 2021
Non-current borrowings (A)	1,020.38	1,203.40	1,179.76	984.48
Add: Current borrowings (B)	5,060.36	4,845.82	3,511.41	3,306.83
Total Debt (C = A + B)	6,080.75	6,049.24	4,691.16	4,291.31
Equity share capital (D)	247.93	227.98	227.08	75.69
Instrument entirely equity in nature (E)	-	-	-	-
Other equity (F)	9,628.61	7,485.99	6,402.61	5,602.34
Equity (G = D + E + F)	9,876.54	7,713.98	6,629.69	5,678.03
Debt to Equity Ratio (H = C/G)	0.62	0.78	0.71	0.76

Reconciliation of Net Debt and Net Debt to EBITDA

(₹ in million, unless otherwise specified)

Particulars	Six months period ended September 30, 2023	As at/ for the Financial Years ended		
		March 31, 2023	March 31, 2022	March 31, 2021
Non-current Borrowings (A)	1,020.38	1,203.40	1,179.76	984.48
Add: Current Borrowings (B)	5,060.36	4,845.82	3,511.41	3,306.83
Less: Cash and cash equivalents (C)	1,335.20	1,247.14	575.04	891.05
Net debt (D = A + B - C)	4,745.55	4,802.09	4,116.13	3,400.27
EBITDA (E)*	2,089.76	2,939.35	2,056.68	2,525.44
Net debt to EBITDA (F = D/E) (times)	2.27	1.63	2.00	1.35

* Not Annualised

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 ("**Audited Financial Statements**") and the reports are available on our website at https://transrail.in/investors-centre/financials.aspx. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations.

The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. None of our Company or any of its advisors, nor Book Running Lead Managers or the Promoter Selling Shareholder, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from reliance placed on any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards, *i.e.*, Ind AS 24 - Related Party Disclosures, read with the SEBI ICDR Regulations for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021and six months period ended September 30, 2023 and as reported in the Restated Consolidated Financial Information, see "*Restated Consolidated Financial Information - Note 50: Related Party Disclosures"* on page 290.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at September 30, 2023, on the basis of amounts derived from our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "*Risk Factors*", "*Financial Information*", "*Other Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 29, 240, 302 and 310, respectively.

(₹ in million, unless otherwise stated)

Particulars	Pre-Offer as at September 30, 2023	Adjusted for the Offer%
Total borrowings		Refer notes below
Current borrowings**(A)**	4,526.40	
Non-current borrowings (including current maturities)(**B**)	1,554.35	
Total borrowings (C=A+B)	**6,080.75**	
Total equity		
Equity share capital **(D)**	247.93	
Other equity **(E)**	9,628.61	
Total equity (F=D+E)	**9,876.54**	
Ratio: Non-current borrowings/ Total equity (B)/(F) (in times)	**0.16**	
Ratio: Total borrowings/ Total equity (C)/(F) (in times)	**0.62**	

Notes:

%The corresponding post Offer capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.

FINANCIAL INDEBTEDNESS

Our Company has availed credit facilities in the ordinary course of its business for the purposes of meeting working capital requirements and capital expenditure requirements. Our Board is empowered to borrow monies, in accordance with Sections 179 and 180 of the Companies Act and our Articles of Association.

For further details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers of Board*" on page 221.

The following table sets forth details of the aggregate outstanding borrowings of our Company, as on January 31, 2024

(in ₹ million)

Category of borrowing	Sanctioned Amount as on January 31, 2024	Outstanding amount as on January 31, 2024*
Secured Loans		
Fund based facilities		
Term loans	300.00	60.08
Term loans from NBFC	1,000.00	440.86
Working capital demand loan	3,146.82	3,146.82
Working capital term loan under Emergency Credit Line Guarantee Scheme ("**ECLGS**")	789.60	474.51
Working capital term loan under Emergency Credit Line Guarantee Scheme extension ("**ECLGS ext.**")	416.30	416.30
Cash Credit	1,719.78	908.08
Non-Fund based facilities		
Letter of credit	12,000.60	9,376.93
Bank guarantee	40,767.80	30,402.84
Forward contract	513.60	-
Sub-total (A)	**60,654.50**	**45,226.42**
Unsecured Loans		
Fund Based		
Working capital loan/vfs	1,957.60	1,323.11
Non-Fund Based		
Bank guarantee	5,249.13	5,249.13
Sub-total (B)	**7,206.73**	**6,572.24**
Total (A) + (B)	**67,861.23**	**51,798.66**

* *As certified by our Statutory Auditors, by way of their certificate dated March 8, 2024.*

For disclosure of borrowings as on September 30, 2023, as per requirements of Schedule III of Companies Act and related accounting standards see "*Financial Information*" on page 240.

Principal terms of the borrowings availed by our Company:

Brief details of the terms of our various borrowing arrangements are provided below. The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by our Company. For details, see "*Risk Factors – Our financing agreements contain covenants that limit our flexibility in operating our business. Further, our Company has availed unsecured loans from banks and other financial institutions, which may be recalled on demand. If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders, our lenders may accelerate the repayment schedules, and enforce their respective security interests, leading to a material adverse effect on our business and financial condition*." on page 43.

1. ***Interest:*** The applicable rate of interest for the various fund based facilities and term loans availed by us are typically linked to the marginal cost of lending rate ("**MCLR**") over a specific period of time and are subject to mutual discussions between the relevant lenders and our Company. The rate of interest is linked to a three month to one-year MCLR with a spread ranging between 1.00% to 5.90% per annum, whereas the commission the non-fund based facility typically ranges from 1.00% per annum to 1.75% per annum. The interest rate charged by the lenders on our unsecured facility typically ranges from 7.00% per annum to 10.75% per annum.

2. ***Tenor:*** The tenor of the term loans availed by us under the Emergency Credit Line Guarantee Scheme ("**ECLGS**") and ECLGS extension Scheme is repayable in 48 months after initial moratorium period of 12 months and 24 months from the date of first disbursement, respectively, whereas the term loans from NBFC typically ranges from 21 months to 48 months. The other facilities availed by us under the secured and unsecured facility are renewable on yearly basis as per the respective sanction letters.

3. ***Security:*** Certain working capital facilities availed by us are typically unsecured. In terms of our borrowings where security needs to be created, we are typically required to create security by way of:

    (a) hypothecation over all existing and future current assets and fixed immovable assets of our Company;

    (b) first *pari-passu* charge on the entire current assets of our Company both present and future; and

(c) second *pari-passu* charge on the entire fixed assets of our Company both present and future.

Further, there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. ***Repayment***: The credit facilities are typically repayable on demand in accordance with the facility agreements executed by our Company. Each sub-limit has a specific schedule prescribed with provisions of periodic repayments for some of the sub-limits. For, term loan facility repayment is typically in equal monthly instalment after the end of specific moratorium.

5. **Prepayment:** Facilities availed by us typically have prepayment provisions which allow for prepayment of the outstanding loan amount, by serving a notice to the relevant lender, both with and without the payment of prepayment charges.

6. ***Key covenants:***

In terms of our facility agreements and sanction letters, we are required to undertake certain actions and seek written prior consent of the lenders for certain actions, among others:

(a) take prior written consent of the bank to enter into any scheme of merger, amalgamation, or shifting of premise;

(b) take prior written consent of the bank to make any amendments in our Company's constitutional documents;

(c) take prior written consent of the bank to make any change in our Company's capital structure/shareholding pattern or making any change in our Company's ownership/control or management;

(d) declaration or payment of dividends; and

(e) take prior written consent of the bank to dispose its assets other than those as permitted by the bank in writing.

7. ***Events of Default:***

In terms of the facility agreements and sanction letters, the following, among others, constitute as events of default:

(a) our Company or any other person is in breach of any covenants, conditions or any other terms of the transaction documents of the credit facilities;

(b) default has occurred in the payment of any amount of the credit facilities due and payable on the due dates, whether by acceleration or otherwise;

(c) if our Company has voluntarily taken any action for its insolvency, winding up or dissolution;

(d) the security for the facilities is in jeopardy or ceases to have effect;

(e) if any of the transaction documents executed or furnished by or on behalf of our Company becomes illegal, invalid, unenforceable or fails or ceases to be in effect or fails or ceases to provide the benefit of the liens, rights, powers, privileges or security interests created by transaction documents;

(f) if any of the transaction documents is assigned or otherwise transferred, amended or terminated, repudiated or revoked, without the approval of the bank;

(g) if loan is utilized for any purpose other than sanctioned purpose;

(h) occurrence of cross default;

(i) occurrence of material adverse change affecting the business or financial position of our Company; and

(j) if any information, representation and warranty, statement made, or deemed to be made, in or in connection with any transaction document is incorrect or misleading in any material respect.

8. ***Consequences of occurrence of events of default:***

In terms of the facility agreements and sanction letters, in case of occurrence of events of default set out above, our lenders may, among others:

(a) terminate the facilities and/ or declare that the dues and all obligations shall immediately become due and payable;

(b) declare security created to be enforceable;

(c) take possession of and/or transfer the assets comprised within the security; and

(d) exercise such remedies as may be permitted or available to the Bank under law, including RBI guidelines.

This is an indicative list and there may be additional consequences of an event of default under the various borrowing arrangements entered into by us.

Our Company has obtained written approvals from our lenders and have provided intimations, to the extent required under the agreements and loan documents entered into between us and such lenders, for undertaking the Offer and activities in connection thereto and the same have not been withdrawn as on the date of this Draft Red Herring Prospectus. For further details, see "Risk Factor – *Our financing agreements contain covenants that limit our flexibility in operating our business. Further, our Company has availed unsecured loans from banks and other financial institutions, which may be recalled on demand. If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders, our lenders may accelerate the repayment schedules, and enforce their respective security interests, leading to a material adverse effect on our business and financial condition"*, on page 43.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the six months ended September 30, 2023 and the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021. You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our Restated Consolidated Financial Information and the sections entitled "Summary of Restated Consolidated Financial Information" and "Restated Consolidated Financial Information " on pages 59 and 240, respectively. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 29. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer to the section entitled "Forward-Looking Statements" on page 27. Unless otherwise stated or unless the context otherwise requires, the financial information of our Company used in this section has been derived from the Restated Consolidated Financial Information. Unless noted otherwise, some of the industry related information in this section is obtained or extracted from the CRISIL Report (which is a paid report and was commissioned by us solely in connection with the Offer).

Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

Overview

We are one of the leading Indian engineering, procurement and construction ("**EPC**") companies with primary focus on power transmission and distribution business and integrated manufacturing facilities for lattice structures, conductors, and monopoles. We have a track record of four decades in providing comprehensive solutions on a turnkey basis globally and have been a trusted and longstanding partner in the power transmission and distribution sector. Our Company has also reported the highest growth in its revenue from operations at 35.1% among its peers in Financial Year ended March 31, 2023. (*Source: CRISIL Report*) Our position in the power transmission and distribution sector is owing to the following factors:

Having a footprint in 58 countries like Bangladesh, Kenya, Tanzania, Niger, Nigeria, Mali, Cameroon, Finland, Poland, Nicaragua etc. including turnkey EPCs or supply projects.

As of September 30, 2023, we have undertaken EPC of 33,500 circuit kilometers ("**CKM**") transmission lines and 30,000 CKM distribution lines, domestically and internationally. We provide EPC services in relation to substations up to 765 kilovolts ("**kV**").

Our Company has presence in all the power transmission and distribution segments and majorly in high voltage ("**HV**") and extra high voltage ("**EHV**") segments. For details, see "– *Strengths*" on page 176.

Other than the power transmission and distribution business, we have other business verticals, such as, civil construction, poles and lighting, and railways. The details of contribution to revenue from operations by each vertical is set out below:

(*Amount in ₹ million, unless otherwise stated*)

Vertical	For the six months ended September 30, 2023		For the Financial Year ended March 31, 2023		For the Financial Year ended March 31, 2022		For the Financial Year ended March 31, 2021		Financial Year ended March 31, 2023-March 31, 2021 CAGR (%)
	Revenue of operations generated	% of total revenue of operations	Revenue of operations generated	% of total revenue of operations	Revenue of operations generated	% of total revenue of operations	Revenue of operations generated	% of total revenue of operations	
Power transmission and distribution	15,450.89	85.20	24,065.58	77.98	15,359.16	67.24	17,416.12	81.42	17.55
Civil construction	1,530.67	8.44	3,317.82	10.75	4,420.31	19.35	2,759.09	12.90	9.66
Railways	551.65	3.04	1,760.93	5.71	1,521.43	6.66	41.36	0.19	552.50
Poles and lighting	602.10	3.32	1,717.04	5.56	1,540.52	6.74	1,174.29	5.49	20.92
Total	**18,135.31**	**100.00**	**30,861.37**	**100.00**	**22,841.42**	**100.00**	**21,390.86**	**100.00**	

Further the details for revenue generated from our business by geographical regions is set out below:

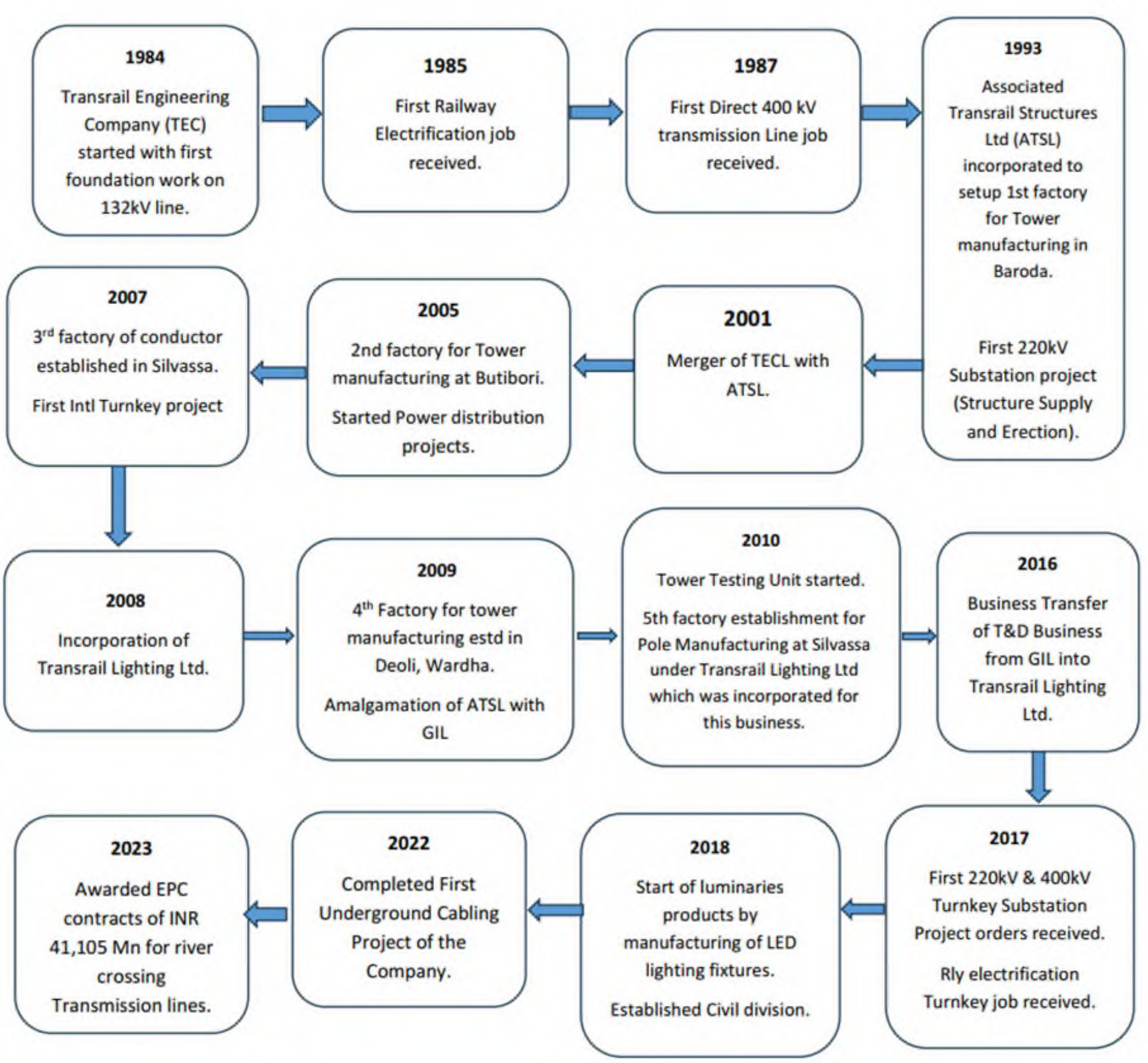
Geography of client	For the six months ended September 30, 2023	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022	For the Financial Year ended March 31, 2021
In India	8,005.11	14,388.38	14,170.34	16,905.81
Outside India	10,130.20	16,472.99	8,671.08	4,485.05
Total	**18,135.31**	**30,861.37**	**22,841.42**	**21,390.86**

Market opportunity

The power transmission and distribution system across India has expanded extensively. The total length of (i) domestic transmission lines rose from 413,407 CKM in Financial Year ended March 31, 2019 to 471,341 CKM in Financial Year ended March 31, 2023, and (ii) domestic distribution lines rose from 582,100 CKM in Financial Year ended March 31, 2019 to 971,500 CKM in Financial Year ended March 31, 2023. To service a large generation installed base, the estimated investment in the transmission sector is expected to cumulatively reach approximately ₹2.30 trillion for Financial Year 2024-2028. Investments in distribution sector will be led primarily by spending under revamped distribution sector scheme, bolstered by smart metering investments, leading to cumulative investment in distribution to the tune of approximately ₹3.00-3.50 trillion over the next five years. *(Source: CRISIL Report)* Further, internationally, the lack of access to electricity across the African region has influenced public and private investments in the deployment of new transmission and distribution networks across the region. For instance, at present, 43% of the total population in the African region, lack access to electricity, which displays the critical need for electrical infrastructure in Africa. Further, power sector investment in Latin America and the Caribbean is also expected to increase to meet rising electricity demand and to modernise and expand grid infrastructure. *(Source: CRISIL Report)*

Our journey

One of our Promoters, Digambar Chunnilal Bagde, has experience of more than 40 years in the EPC industry and was at the helm of affairs of our Company from its inception. Digambar Chunnilal Bagde was also associated with Transrail Engineering Company Limited and Associated Transrail Structures Limited as promoter of such entities. A brief journey of our milestones is delineated below:



For further details, see "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years*" on page 207.

As on the date of this Draft Red Herring Prospectus, we have four operational manufacturing facilities including one tower testing facility. For details, see "-*Manufacturing Facilities*". Our key services and significant projects include:

- Supply as well as design, engineering, procurement and construction of transmission lines and distribution lines - As of September 30, 2023, we have designed, engineered, procured and constructed 33,500 CKM transmission lines and 30,000 CKM distribution lines, respectively, both domestically and internationally. Our Company operates as EPC service providers and as a supplier of engineered products in the power transmission and distribution segment. We also provide EPC services in relation to air insulated and gas insulated substations. The table below sets forth the orders procured by our Company during the six months period ended September 30, 2023 and Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, in our domestic and international power transmission and distribution business:

Geography of the client	**For the six months period ended September 30, 2023**		**For the Financial Year ended March 31, 2023**		**For the Financial Year ended March 31, 2022**		**For the Financial Year ended March 31, 2021**	
	Amount (in ₹ million)	**% of total orders procured in the power transmission and distribution business**	**Amount (in ₹ million)**	**% of total orders procured in the power transmission and distribution business**	**Amount (in ₹ million)**	**% of total orders procured in the power transmission and distribution business**	**Amount (in ₹ million)**	**% of total orders procured in the power transmission and distribution business**
Domestic	3,036.91	17.56	16,847.30	26.19	6,693.72	25.12	5,192.26	24.43
International	14,256.00	82.44	47,487.73	73.81	19,951.66	74.88	16,060.39	75.57
Total	**17,292.91**	**100**	**64,335.03**	**100**	**26,645.37**	**100**	**21,252.65**	**100**

- Civil Construction - We provide EPC services including design in relation to bridges, tunnels, elevated roads and cooling towers. We have been awarded with the Kosi bridge project which is the largest civil construction project currently being executed in India by us. We have also emerged as an L1 bidder in two tunnel projects in Jammu and Kashmir. Our civil construction services are majorly provided domestically.

- Poles and Lighting - We have a diverse product manufacturing set-up, including high masts, street poles, luminaries, power transmission and distribution monopoles, stadium lighting, derrick structures, road gantries and signages, flag masts, solar streetlights, decorative poles etc. We operate as both manufacturers as well as supply, installation, testing and commissioning service providers in the poles and lighting segment. Our poles and lighting vertical primarily operates in the Indian markets with select projects internationally. Our products have been used in many landmark projects across India and have also been exported to many countries. A few examples include Mumbai Trans Harbour Link, M. Chinnaswamy cricket stadium in Bengaluru, Samruddhi Highway, LED traffic lights in Mumbai Qatar's sports and decorative lightings, Zambia's Lusaka city de-congestsion project etc. Recently, we have expanded our factory by adding a dedicated facility for signages.

- Railway services - We provide several services in relation to railways including overhead electrification, signaling and telecommunication services, earthwork, track linking and other composite works. Our manufacturing units have supplied railway portals and overhead contact rods. Our railways vertical has operations only in India. We have provided services to government undertaking and corporations of the Ministry of Railways in India, in this segment.

Over a period of time, we have steadily invested into backward integration by adding manufacturing units for towers, conductors and poles to our business and have developed the ability to provide comprehensive solutions including designing, manufacturing, procuring, testing and supplying of conductors, towers etc. for our EPC projects and also towards direct supplies. Generally, these products and services cover a substantial part of the EPC value in a typical transmission line project, which reduces our dependency on third-party suppliers.

We cater to a wide client base in India including central public sector undertakings under the Ministry of Power of India, state government run and private power transmission and distribution companies. Further, we have actively diversified and expanded our business across the globe with our overall footprint of supply and service in 58 countries. We generally take export orders which are either funded by multilateral funding agencies or backed by letters of credit. As on September 30, 2023, our Order Book (including the projects where our Company emerged as the lowest bidder) comprises of international projects and domestic projects and is a healthy client mix with typically governmental authorities of various countries such as India, Bangladesh, Kenya, Tanzania, Niger, Nigeria, Mali, Cameroon, Philippines, Suriname, Nicaragua etc. Internationally, some of our biggest clients have been Power Grid Company of Bangladesh and Da Afghanistan Breshna Sherkat in Asia and Kenya Power and Lighting Company, West African Power Pool, Electricidade De Mocambique, E.P. Mozambique etc. in Africa.

Further, in the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021, our Company has completed 27 projects across the globe across power transmission and distribution business.

We have shown strong financial performance, which is evident from our growing revenues and increasing orders. Our total revenue increased to ₹31,720.34 million in Financial Year ended March 31, 2023 from ₹21,921.73 million in Financial Year ended March 31, 2021 at a CAGR of 20% while our profit for the year increased to ₹1,075.68 million in Financial Year ended March 31, 2023 from ₹ 981.81 million in Financial Year ended March 31, 2021 at a CAGR of 5%. Further our order intake and Unexecuted Order Book has shown stellar growth. Our Unexecuted Order Book has almost doubled to ₹96,204.48 million (excluding L1's) as on September 30, 2023, from ₹51,795.79 million (excluding L1 orders) as of March 31, 2021.

Significant Factors Affecting Our Results of Operations

Our results of operations have been, and will be, affected by many factors, some of which are beyond our control. The following is a discussion of certain factors that have had, and will continue to have, a significant effect on our financial condition and results of operations:

Government policies, macro-economic conditions and performance of the power generation, transmission and distribution sectors

Our business is substantially dependent on co-existence of power generation sector and transmission and distribution sector in India which is primarily undertaken or awarded by governmental authorities, entities funded by the central and state Governments which is undertaken through tariff based competitive bidding process. We currently derive and, in the future expect to derive a significant portion of our revenue from power generation, transmission and distribution business projects in India which are dependent on budgetary allocations made by central and state Governments, participation from multilateral agency sponsored developments, public bodies as well as significant access through private sector funding. We believe that sustained increase in budgetary allocation for and the participation of public bodies, multilateral agencies in and the development of comprehensive infrastructure policies that encourage greater private sector participation and funding will result in several power transmission and distribution business and other infrastructure projects being launched in India. Macroeconomic factors like increasing need of power for residential, industrial and commercial purposes, increased usage of electricity in rural economy, creation of green energy corridors higher focus on renewable energy and related governmental policies thereof, Indian government's specific focus on transmission sector and related policies will have a significant impact on our prospects and results of operations. Other macroeconomic factors like global GDP growth, Indian foreign investment regulations, oil prices, financial stability may impact the economic environment of India and the policies of the government with respect to the infrastructure sector. A change in policy resulting from a change in government (including change in central government and/or state governments of regions where our projects are under construction) may also impact our business.

International Transmission and Distribution

We also service our customers outside India with the requisite execution skill gained over the course of years and typically undertake those projects along with our subsidiaries and joint ventures which are present outside India. Our ability to successfully expand our international operations, will, therefore, depend on our ability to deliver the projects on time, our ability to manage their operations and, in the event of any future acquisitions, successfully integrate such business with our operations. However, demand for our services would also depend upon the sustained economic development in the regions that we seek to expand and operate in and the government policies relating to the development of these sectors.

Our results of operations may be materially affected by conditions in the global capital markets and the economy generally in India and elsewhere around the world. Financial Year ended March 31, 2022 was full of perils and promises for the electric power sector as electricity consumption continued to rise as the pandemic recovery progressed. The costs also spiked, largely due to natural gas prices more than doubling due to global shortages, exacerbated by rising geopolitical tensions. Coal prices also rose as demand surged for alternatives to gas. Renewable energy prices followed suit due to supply chain disruptions, inflation, and rising interest rates. Significant slowdowns in economic growth could have a deleterious impact on power consumption and could result in shifts of government policy away from power transmission projects, which could affect our business and results of operations. To that extent, the performance of the power industry and the power transmission industry could be influenced by the general economic conditions.

Our bidding and execution capabilities

Most of our EPC contracts are obtained through a competitive bidding process. In selecting consultants and contractors for major engineering consultancy and EPC projects, clients generally limit the tender to consultants and contractors they have pre-qualified based on several criteria. These criteria include, among other factors, experience, technological capacity and performance, reputation for quality, safety record, financial strength and bonding capacity and size of previous contracts in similar projects, as well as price competitiveness of the bid. Our recent experience and the infrastructure initiatives by the Governments across the world indicate that the clients in the energy industry are expected to develop larger and more technically complex EPC projects. Accordingly, this is resulting into awarding the entire contract to a single EPC contractor in order to avoid lack of synergies between multiple contractors. Therefore, while we are usually eligible to bid for the transmission projects opened in and outside India on the basis of pre-qualification criteria, the execution and completion of such projects is dependent upon factors which may not be foreseeable at the time of bidding.

A significant portion of our revenue and earnings is generated from large project awards. Revenue from operations of our Company for the six months period ended September 30, 2023 and the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021are as follow:

(₹ in million)

Sr. No.	Particulars	Six months period ended September 30, 2023	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	Financial Year ended March 31, 2021
1.	Revenue earned from top 5 projects of our Company	6,554.74	12,845.62	9,092.21	9,647.80
2.	Revenue earned from top 10 projects of our Company	10,239.00	18,851.50	11,718.01	13,301.70

We are usually qualified to bid for most projects in India and up to a certain value for international projects. We operate in competitive markets where it is difficult to predict whether and when we will receive awards since these awards and projects often involve complex and lengthy negotiations and bidding processes. These processes can be impacted by a wide variety of factors including governmental approvals, our ability to show experience of working on similar projects, financing contingencies, commodity prices, investment bottlenecks such as environmental clearance and land acquisition issues, and, overall market and economic conditions. During an economic downturn, many of our competitors may be more inclined to take greater or unusual risks or terms and conditions in a contract that we might not deem favourable or standard as per the market practice, since investment in such projects by the Governments or entities may be reduced significantly and be only acceptable if a bidder is accepting the terms prescribed by the employer. Since a significant portion of our revenue is generated from large projects, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when project awards occur and the commencement and progress of work under awarded contracts.

Success of our diversification strategy into other sectors and geographies

Historically, significant portion of our revenue has been derived from the power transmission and distribution business in India. Our revenue from operations for the six months period ended September 30, 2023 and for the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021are as below:

Particulars	Six months period ended September 30, 2023		Financial Year ended March 31, 2023		Financial Year ended March 31, 2022		Financial Year ended March 31, 2021	
	(₹) in million	(%) of Total Revenue from operations	(₹) in million	(%) of Total Revenue from operations	(₹) in million	(%) of Total Revenue from operations	(₹) in million	(%) of Total Revenue from operations
Revenue from operations (EPC)	16,701.31	92.09	28,747.08	93.15	20,558.48	90.01	18,717.63	87.50

We constantly leverage our EPC capabilities and track record to selectively diversify into other potential project segments as part of our strategic initiatives for enhanced growth and diversification. We intend to focus on specific project segments and industries where we believe that there is a potential for growth and where we enjoy competitive advantages including in power transmission and distribution business, civil construction, railway services and poles and lightning. We continue to expand our international operations, including in Africa especially West and East Africa, SAARC. We also continue to expand our Supply Business focussing on newer markets like Middle East, South East Asia, Americas & Oceania. For further details relating to our diversification into other sectors and the expansion of our international operations, see section "*Business - Strategies - Expanding our international business*" on page 184. The success of our diversification strategy into these new sectors and into the international markets are linked to amongst others, our ability to leverage our existing track record in the transmission industry to provide cost and operational advantages to our clients. Demand for our services would also depend upon the sustained economic development in the regions that we seek to expand and operate in and the government policies relating to the development of these sectors.

Nature of contracts and the risks associated therewith

Our projects are typically fixed-price or lump-sum contracts, and under the terms of such fixed-price or lump-sum contracts. Under Lump-sum turnkey contracts ("**LSTK**") contracts are fixed price contracts in which the contractor fixes a lump-sum fee, based on the specific project requirements. The LSTK sets out project specifications with respect to designs, drawings, technical stipulations, quality of raw material, etc, based on which the contractor provides bids, stating a lump-sum fee for execution. In relation to our turnkey projects which are performed on a fixed price basis, we are susceptible to the risk of material cost variation from the assumptions underlying a bid for several reasons, including unanticipated changes in engineering design of the project; unanticipated changes in currency fluctuations, unanticipated variations in the cost of equipment, fuel, material or manpower; timing of delivery of equipment and materials to the project site; ability of the client to obtain requisite environmental and other approvals; and the performance of suppliers and sub-contractors.

Operational uncertainties

Our business is subject to various operational uncertainties that may affect our results of operations. These operational uncertainties including the availability of raw materials and retention of skilled manpower, could affect our ability to complete the project and/ or ensure delivery of our manufactured products on time, delays in meeting agreed milestones or ensuring commencement of operations of projects undertaken by us within the scheduled completion date. Further, EPC sector has witnessed many consistent changes over the past few years. Delay in project completion is one of the major challenges for the EPC market in India. EPC projects are large scale, time and cost sensitive. The gestation period of project also increases because of factors such as political risks in the country, liquidity crunch, and delay in getting environmental clearance, forest clearance, defence land handovers etc. Time and overrun and project inflationary cost escalations plague many large government-based projects. All projects have to be time bound to be profitable; however, the market still suffers from inherent delays owing to various reasons. These could lead to increased financing costs, delayed payments from the client, invocation of liquidated damages or penalty clauses by the client in accordance with terms agreed with the client, and in certain circumstances, even termination of the contract. We are typically required to provide bank guarantees for advances as well as performance guarantees. Our projects are typically fixed-price or lump-sum contracts, and under the terms of such fixed-price or lump-sum contracts, we generally agree on a fixed price for providing engineering, procurement and construction services for part of the project that is contracted to us. For further details of the nature of project related contracts entered into by us, see "*Our Business – Description of our Business – Key highlights of our completed projects in the power transmission and distribution sector*" on page 187. The actual expenditure incurred by us in connection with such contracts may, however, vary from the assumptions underlying our bid as a result of various project uncertainties, including unanticipated changes in engineering design of the project or any escalation or change in work scope of our ongoing projects, resulting in delays and increased costs. While most of these projects provide for cost escalation provisions and price escalation, there is no assurance that our clients will not dispute the increased costs, which may affect our results of operations and financial condition.

Accordingly, given the nature of our business, operating costs and efficiencies are critical to maintaining our competitiveness and profitability. Our profitability is partially dependent on our ability to spread fixed production costs over our production volumes. Accordingly, we continually undertake efforts to reduce our costs, such as negotiating discounts, outsourcing non-critical processes, reducing energy usage and rationalising our labour. Our ability to reduce our operating costs in line with customer demand is subject to risks and uncertainties, as our costs depend, in part, on external factors beyond our control.

Failure to meet high quality standards and stringent performance requirements of our customers.

Our products and engineering processes are measured against, high quality standards and stringent specifications of our customers, due to the critical industries they find applications in. Most of our orders are awarded to us through a competitive bidding process, where we compete on various factors including our technical capabilities. Depending on the terms under which we supply products or services, if we supply products or services that do not comply with the specifications provided by our customers, our customers may hold us responsible for (i) some or all of the repair or replacement costs of defective products or services; and (ii) all losses incurred due to injury, illness or death to third party or violation of laws due to defective products or services, and the costs of claims, suits and actions in relation to such losses. We cannot assure you that we will be able to meet such technical specifications and quality standards imposed by our customers, at all times. The failure by us or to achieve or maintain compliance with these requirements or quality standards may disrupt our ability to supply products to our customers until compliance with such quality standards is achieved. Such instances could adversely affect our reputation and business and, to the extent not covered by insurance, our results of operations, financial condition and cash flows.

Our contracts require us to indemnify our customers from any liabilities and expenses incurred due to defects and damages found in the products or in connection with performance of engineering service and supplies. Customers can enforce such indemnities against us, unless such defect, damage, or delay is caused due to the customer's wilful misconduct, fraud, gross negligence or wilful misrepresentation. Under our agreements with our customers, we are liable to pay liquidated damages for any delay in the supply of products and services. These liquidated damages typically range from 0.1% to 1.5% of the total contract or purchase order value, per week of delay, and are typically capped at 5% to 10% of the total contract or purchase order value. We are also liable to pay liquidated damages for any delay in providing documents to our customers in connection with the work which we undertake. There have been instances in the past where we were not able to meet the scheduled timelines of delivery and consequently, we had to pay liquidated damages to certain customers.

Our contracts also require us to provide warranty against the products and engineering services which we have provided, which requires us to repair or replace the goods or services furnished, which fail to comply to the specifications prescribed by our customers, during the warranty/ defect liability period. Accordingly, our customers require us to undertake or provide performance bank guarantees for such quality and delivery related obligations which can be enforced against us in case of defective or damaged products or delay in delivery of the products or services supplied by us. The performance bank guarantees which we are required to furnish to our customers typically range from 3% to 10% of the total contract value of the order.

If we default on any of the existing terms, delivery timelines, specifications or quality standards prescribed by our customers, it may result in the cancellation of existing and future orders, recalls, liquidated damages, invocation of performance bank guarantees or warranty, indemnity and liability claims. Further, such delays in the execution of orders results in the cost overruns and affects our payment milestones subsequently impacting our revenue. Such instances could adversely affect our reputation and business and, to the extent not covered by insurance, our results of operations, financial condition and cash flows.

Competition

We operate in a highly competitive environment in both in the Indian and overseas markets. The industry is highly fragmented, both domestically and globally. Success of our operations depends on our ability to effectively compete, including by continuing to distinguish our brand and products from competition by maintaining our brand perception centred around the values of trust and transparency and by continuing to optimize our product assortment and marketing campaigns to cater to preferences in the markets in which we operate. As a result, to remain competitive in the market we must, in addition, continuing to meet exacting quality standards, continuously strive to reduce our production and distribution costs and improve our operating efficiencies and innovate our products offering. If we fail to do so, it may have an adverse effect on our market share and results of operations. Many of our competitors may be larger than us and may benefit from greater economies of scale and operating efficiencies. There can be no assurance that we can continue to effectively compete with such manufacturers in the future, and failure to compete effectively may have an adverse effect on our business, financial condition, and results of operations. Moreover, the competitive nature of the manufacturing industry may result in lower prices for our products and decreased profit margins, which may materially adversely affect our revenue and profitability.

Exchange rates

Although our Company's reporting currency is in Indian Rupees, we transact a significant portion of our business in several other currencies. Further, a large part of our revenues is derived from projects based outside of India. In the six months period ended September 30, 2023 and Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, our revenues from operations to customers based outside of India were ₹10,130.20 million, and ₹16,472.99 million, ₹ 8,671.08 million and ₹4,485.05 million, respectively, which represented 55.86 %, and 51.93 %, 36.79% and 20.46%, of our total revenue, respectively.

The exchange rate between the Indian Rupee and the currencies in which we receive payments for such exports, i.e. primarily the USD and Euro, has fluctuated in the past and our results of operations have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. For example, during times of strengthening of the Indian Rupee, we expect that our overseas sales and revenues will generally be negatively impacted as foreign currency received will be translated into fewer Indian Rupees. However, the converse positive effect on depreciation of the Indian Rupee may not be sustained or may not show an appreciable impact in our results of operations in any given financial period due to other variables impacting our results of operations during the same period. Moreover, we expect that our cost of borrowing as well as our cost of imported raw materials, overseas professional costs, freight and other expenses incurred by us may rise during a sustained depreciation of the Indian Rupee against USD or Euro.

Certain portions of our income and expenses are generated or incurred in other currencies and certain portions of our assets (trade receivables and cash and cash equivalents) and liabilities (trade payables and borrowings) are in other currencies, such as BDT, Cfa, Naira etc. Therefore, our exchange rate risk primarily arises from currency mismatches between our income and our expenditure which we seek to mitigate by matching income currency to expenditure currency to the extent possible.

We have a formal hedging policy and accordingly, may be subject to foreign currency exposure and fluctuations in the exchange rates between the Indian Rupee and other currencies.

Our Critical Accounting Policies

The significant accounting policies followed by us in the preparation of our Restated Consolidated Financial Information are set out below.

a) Revenue Recognition

The Group derives revenues primarily from Engineering, Procurement and Construction business. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. Revenue from Operations, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. The Group determines the percentage-of-completion on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue from the sale of distinct manufactured / traded material is recognised upfront at the point in time when the control over the material is transferred to the customer. Revenue from rendering of services is recognized in the accounting period when the service is rendered and the right to receive the revenue is established. Revenues in excess of invoicing are classified as Contract assets while invoicing in excess of revenues are classified as contract liabilities (which can be referred as Advances from Customers).

‘Advance payments received from customers for which no services are rendered are also presented under ‘Advance from Customers’. In arrangements for supply and erection contracts performed over a period of time, the Group has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. Although there may be separate contracts with customers for supply of parts and erection of towers, it is accounted for as a single contract as they are bid and negotiated as a package with a single commercial objective and the consideration for one contract depends on the price and performance of the other contract. The goods and services promised are a single performance obligation. The Group presents revenues net of indirect taxes in its Statement of Profit and Loss.

Interest Income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Export Benefits

Duty Drawback claims are recognized based on the entitlement under relevant scheme / laws.

Other Revenues

All other revenues are recognized on accrual basis.

b) Property, Plant and Equipment (PPE)

The Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment, if any. The Group depreciates the assets on straight line method in accordance with the useful life prescribed in Schedule II of the Act except for erection tools and tackles which are depreciated over the period of 2 and 5 years based on the technical evaluation of the same. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized. The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Non-current Assets held for sale

A Non-Current Asset is classified as held for sale if its carrying amount will be recovered principally through sale rather than through its continuing use, is available for immediate sale in its present condition, subject only to terms that are usual and customary for sale, it is highly probable that sale will take place within next 1 year and sale will not be abandoned.

c) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred. Intangible assets consist of rights and licenses which are mortised over the useful life on a straight line basis.

d) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a year of time in exchange for consideration.

The Group, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Group has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall

comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.
The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

e) Financial Instruments

Initial Recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provision of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are recorded at transaction price. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:
(i) financial instruments at mortised cost;
(ii) financial instruments at fair value through other comprehensive income (FVTOCI); and
(iii) financial instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

Financial Assets at amortized cost

A Financial instrument is measured at the amortized cost if both the following conditions are met:

(i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
(ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the statement of profit or loss.

Financial Assets at FVTOCI

A financial asset is classified as at the FVTOCI if both of the following criteria are met:

(i) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
(ii) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit & loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Asset at FVTPL

Any financial asset which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

De-recognition
A financial asset is derecognized when:

(i) The rights to receive cash flows from the asset have expired; or

(ii) The Group has transferred its rights to receive cash flows from the asset and the transfer qualifies for de-recognition under Ind AS 109.

f) Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognized in the statement of profit & loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ losses are not subsequently transferred to the statement of profit & loss. However, the group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Group has not designated any financial liability as at fair value through the statement of profit & loss.

Loans and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Hedge accounting

The Group designates certain hedging instruments, which include derivatives, embedded derivatives and non-derivatives in respect of foreign currency risk, commodity price risk as cash flow hedges. Hedges of foreign exchange risk and commodity price risk for highly probable forecast transactions are accounted for as cash flow hedges. Hedges of the fair value of recognised assets or liabilities or a firm commitment are accounted for as fair value hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk. Note 42 sets out details of the fair values of the derivative instruments used for hedging purposes.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in profit or loss, together with any changes in fair value of the hedged asset or liability that are attributable to the hedged risk. The gain or loss is recognised in profit or loss.

Where the hedged item subsequently results in the recognition of a non-financial asset, both the deferred hedging gains and losses and the deferred time value of the option contracts, if any, are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss through cost of material consumed.

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss.
Amounts previously recognised in other comprehensive income and accumulated in equity relating to (effective portion as described above) are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity (but not as a reclassification adjustment) and included in the initial measurement of the cost of the non-financial asset or nonfinancial liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the Statement of Profit and Loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the Statement of Profit and Loss.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Fair Value Measurement

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

g) Impairment

Impairment of Financial Assets

The Group recognizes the loss allowance using the expected credit loss (ECL) model for financial assets which are not valued through the statement of profit and loss account.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the statement of profit and loss.

h) Impairment of Non-Financial Assets

Assets with an indefinite useful life and goodwill are not amortized / depreciated and are tested annually for impairment. Assets subject to amortization / depreciation are tested for impairment provided that an event or change in circumstances indicates that their carrying amount might not be recoverable. An impairment loss is recognized in the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the difference between asset's fair value less sale costs and value in use. For the purposes of assessing impairment, assets are aggregated at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than Goodwill for which impairment losses have been recognized are tested at each balance sheet date in the event that the loss has reversed.

The Group, on an annual basis, tests Goodwill for impairment, and if any impairment indicators are identified tests other non-financial assets, in accordance with the accounting policy. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates and sensitivity analysis is performed on the most relevant variables included in the estimates, paying particular attention to situations in which potential impairment indicators may be identified.

i) Provisions, Contingent Liabilities, Contingent Assets

General

The group recognizes a provision when it has a present legal or constructive obligation as a result of past events; it is likely that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required to settle the obligation is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are carried at the present value of forecast payments that are expected to be required to settle the obligation, using a rate before taxes that reflects the current market assessment of the time value of money and the specific risks of the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Provision for Contractual Obligation

The group is exposed to shortages in the supply and rectification of erection services of the materials which generally are identified during the course of the execution of the project. These shortages are due to various aspects like theft, pilferage and other losses. The group therefore records the costs, net of any claims, at the time related revenues are recorded in the statement of profit & loss.

The group estimates such costs based on historical experience and estimates are reviewed on an annual basis for any material changes in assumptions and likelihood of occurrence.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

j) Foreign Currencies

Transactions and Balances

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss with the exception of the following:

(i) Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognized in Other Comprehensive Income (OCI) in the Consolidated financial statements of the reporting entity. The foreign operations are accounted in the Consolidated financial statements as a non-integral operation;
(ii) Exchange differences arising on monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation are recognized in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to statement of profit & loss; and
(iii) Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

k) Share based payments

The Group operates equity-settled share based remuneration plans for its employees. For share settled share based payments, a liability is recognised for the services acquired, measured initially at the fair value of the liability. All goods and services received in exchange for the grant of any share based payment are measured at their fair values on the grant date. Grant date is the date when the Group and employees have shared an understanding of terms and conditions on the arrangement.

Where employees are rewarded using share based payments, the fair value of employees services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions All share based remuneration is ultimately recognised as an expense in profit or loss. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

l) Taxes

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be refunded from or paid to 0the taxation authorities. The tax rates and the tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the domicile country. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). The management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and makes provisions wherever appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and the tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

m) Inventories

Inventories are valued at the lower of cost and net realizable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

(i) Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average;

(ii) Work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost of direct material is determined on weighted average. Work In Progress on construction contracts reflects value of material inputs and expenses incurred on contracts including profits recognized based on percentage completion method on estimated profits in evaluated jobs;

(iii) Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average;

(iv) Consumable Stores and construction materials are valued and stated at lower of cost or net realizable value;

(v) Finished Goods are valued at cost or net realizable value, whichever is lower. Costs are determined on weighted average method; and
(vi) Scrap are valued at net realizable value.

n) Retirement and other employee benefits

Retirement benefit in the form of provident fund, family pension fund and employee state insurance contribution is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund, family pension fund and employee state insurance contribution. The group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund. The Group operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund and / or creation of provision for unfunded portion of defined gratuity.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in the statement of profit & loss on the earlier of:

(i) The date of the plan amendment or curtailment; and
(ii) The date that the Group recognizes related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognizes the following changes in the net defined benefit obligation as an expense in the Consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Termination Benefits

Termination benefits are payable as a result of the group's decision to terminate employment before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The group recognizes these benefits when it has demonstrably undertaken to terminate current employees' employment in accordance with a formal detailed plan that cannot be withdrawn, or to provide severance indemnities as a result of an offer made to encourage voluntary redundancy. Benefits that will not be paid within 12 months of the balance sheet date are discounted to their present value.

o) Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, demand deposits in banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within bank borrowings in current liabilities on the balance sheet.

p) Trade and Other Receivables

Trade receivables are amounts due from customers related to goods sold or services rendered in the ordinary course of business. If the receivables are expected to be collected in a year or less (or in the operation cycle if longer), they are classified as current assets. Otherwise, they are recorded as non-current assets.

Trade receivables are initially recognized at fair value and are subsequently measured at amortized cost using the effective interest rate method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due in accordance with the original terms of the receivables. The existence of significant financial difficulties on the part of the debtor, the probability that the debtor will become bankrupt or undertake a financial restructuring, and late payment or default are considered to be indicators of the impairment of a receivable. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The asset's carrying amount is written down as the provision is applied and the loss is recognized in the statement of profit and loss. When a receivable is uncollectable, the provision for receivables is made in statement of profit & loss. Subsequent recoveries of receivables written off are recognized in the statement of profit & loss for the year in which the recovery takes place.

q) Cash Flow Statement

Cash flows are reported using the indirect method, whereby the profit for the period is adjusted for the effects of the transactions of a non-cash nature, any deferrals or past and future operating cash flows, and items of incomes and expenses associated with investing and financing cash flows. The cash flows from operating and investing activities of the group are segregated.

r) Operating Cycle

Assets and liabilities relating to long term projects/ contracts are classified as current/non-current based on the individual life cycle of the respective contract / project as the operating cycle. In case of pure supply contracts and other businesses, the operating cycle is considered as twelve months.

s) Borrowing Costs

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for its intended use are added to the cost of those assets. Interest income earned on temporary investment of specific borrowing pending their deployment is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

t) Onerous Contracts

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract. An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities)."

u) Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Group by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares. Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Principal Components of our Consolidated Statement of Profit and Loss

The following descriptions set forth information with respect to the key components of our consolidated statement of profit and loss.

Our Income

Revenue from operations

Our revenue from operations primarily consists of sale of products, sale of services, income from EPC contracts and other operating revenue including sale of scrap, job work, export incentive, sundry credit balances written back and others. Sale of services is categorized as sale of products by us, where such products have been manufactured by us pursuant to the same being procured by our Company and then manufactured as per the designs and specifications of our customers.

The sale of products consists of sale of Poles and High masts, Towers & Conductor, Wind Mills and Bought out Sales. Sale of services includes testing services provided by our Company.

Other income

The key components of our other income are: (i) interest income; (ii)profit on sale of assets; (iii) reversal of provision; (iv) gain on mutual fund; and (v) miscellaneous income.

Our Expenses

Our expenses primarily consist of the following:

- *Cost of materials consumed* consists of raw material such as steel including tower steel, being angles, channels and plates, steel wires aluminium, zinc, copper, etc., required for the manufacturing of reinforcement steel and cement etc. required for the construction of lattice towers;

- *Changes in inventories of finished goods, work-in-progress and stock-in trade* reflects the change in inventory maintained by us at the end of the period / financial year;

- *Sub-contracting expenses consists of* sub-contracting expenses, Piece Rate Workmen("**PRW**") contractors required by us to undertake construction activities and payment of wages to contract labor towards the manufacturing activities undertaken by our Company;

- *Employee benefits expense* consists of salaries, bonus perquisites etc., contribution to employees' welfare funds, expenses on employee stock option scheme and staff welfare;

- *Finance costs* includes interest expense, interest on lease liability, interest on direct and indirect tax, interest- others and other borrowing costs;

- *Depreciation and amortisation* comprises of depreciation on property, plant and equipment, depreciation on right-of-use assets and amortization; and

- *Other expenses* primarily includes consumption of stores and spares, bank charges and bank guarantee charges, power and fuel, rent, rates and taxes, repairs and maintenance, security expenses, printing and postage, sundry debit balance written off, bad debts written off, allowance for expected and lifetime credit loss, provision for doubtful debts, assets discarded, corporate social responsibility expenditure, insurance, director sitting fees and commission, donation, travelling expenses, vehicle expenses, project consultancy charges, freight and other expenses, net foreign exchange, professional fees, foreign branch auditor fees, loss on sale of property, plant and equipment, component auditors fees and other expenses.

Profit before share of profit of Joint venture and Tax consists of share of loss of joint venture and associate accounted by using the equity method.

Our Tax Expenses

Elements of our tax expense are as follows:

- *Current tax- domestic:* Our current tax is the amount of tax payable based on the taxable profit for the year / period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

- *Deferred tax liability / (Asset):* Deferred tax liability / (Asset) is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted by the relevant balance sheet date.

- *Excess/short provision of earlier years:* Our tax pertaining to earlier years is due to excess / short provisions of tax pertaining to earlier years as compared to actual.

Other Comprehensive Income for the period / year

The other comprehensive income consists of items that will be reclassified to profit or loss in subsequent period and exchange differences on translation of financial statement of foreign operations.

Total Comprehensive Income for the period / year

Total comprehensive income for the period / year consists of profit for the period / year and other comprehensive income for the period / year.

Our Results of Operations

The following table sets forth a breakdown of our restated results of operations for the six months period ended September 30, 2023 and for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021:

Particulars	Six months period ended September 30, 2023		Financial Year ended March 31, 2023		Financial Year ended March 31, 2022		Financial Year ended March 31, 2021	
	(₹) in million	**(%) of Total Revenue**	**(₹) in million**	**(%) of Total Revenue**	**(₹) in million**	**(%) of Total Revenue**	**(₹) in million**	**(%) of Total Revenue**
Revenue from operations	18,135.31	97.46	30,861.37	97.29	22,841.42	96.90	21,390.86	97.58
Other operating revenue	332.60	1.79	660.19	2.08	658.73	2.79	464.29	2.12
Other income	139.77	0.75	198.78	0.63	71.84	0.30	66.58	0.30
Total revenue	**18,607.68**	**100**	**31,720.34**	**100**	**23,571.99**	**100**	**21,921.73**	**100**
Expenses								
Cost of materials consumed	10,976.16	58.99	18,214.11	57.42	12,059.66	51.16	9,950.34	45.39
Change in inventories of finished goods, work-in-progress and stock-in trade	(586.08)	-3.15	(82.08)	-0.26	(178.14)	-0.76	603.06	2.75
Sub-contracting expenses	1,813.28	9.74	3,471.57	10.94	3,540.40	15.02	3,645.72	16.63
Employee benefits expense	965.71	5.19	1,790.37	5.64	1,594.58	6.76	1,355.54	6.18
Finance costs	794.03	4.27	1,196.94	3.77	848.43	3.60	941.22	4.29
Depreciation and amortisation	254.81	1.37	458.26	1.44	378.39	1.61	340.49	1.55
Other expenses	3,299.33	17.73	5,197.97	16.39	4,422.00	18.76	3,767.88	17.19
Total expenses	**17,517.24**	94.14	**30,247.14**	95.36	**22,665.32**	96.15	**20,604.25**	93.99
Profit before share of profit of Joint Venture an d tax	1,090.44	5.86	1,473.20	4.64	906.67	3.85	1,317.48	6.01
Share of Profit/ (Loss) of Joint Venture and Associate accounted by using the equity method	90.25	0.49	9.74	0.03	(4.97)	(0.02)	(7.17)	-0.03
Profit Before Tax	**1,180.69**	6.35	**1,482.94**	4.68	**901.70**	3.83	**1,310.31**	5.98
Tax expenses								
Current tax	331.81	1.78	389.96	1.23	237.03	1.01	328.5	1.50
Deferred tax	-	-	-	-	-	-	-	-
(Excess) /short provision of tax	-	-	17.30	0.05	17.60	0.07	-	0
Total tax expense	**331.81**	1.78	**407.26**	1.28	**254.64**	1.08	**328.50**	1.50
Profit for the period / year	848.88	4.56	1,075.68	3.39	647.07	2.75	981.81	4.48
Other Comprehensive Income								
Other Comprehensive Income to be reclassified to profit or loss in subsequent periods								
Exchange differences on translation of the Financial Statements of Foreign Operations	(82.39)	-0.44	(1.62)	-0.01	(0.20)	-0.00	10.84	0.05
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods	(5.01)	-0.03	1.55	0.00	2.01	0.01	3.12	0.01
Re-measurement gains/ (losses) on defined benefit plans	(3.79)	-0.02	2.07	0.01	2.69	0.01	3.12	0.01
Tax thereon	(1.22)	-0.01	(0.52)	-0.00	(0.68)	-0.00	-	-

Particulars	Six months period ended September 30, 2023		Financial Year ended March 31, 2023		Financial Year ended March 31, 2022		Financial Year ended March 31, 2021	
	(₹) in million	(%) of Total Revenue	(₹) in million	(%) of Total Revenue	(₹) in million	(%) of Total Revenue	(₹) in million	(%) of Total Revenue
Total other comprehensive income	(87.40)	-0.47	(0.07)	-0.00	1.81	0.01	13.96	0.06
Total comprehensive income / (loss) for the period / year	761.48	4.09	1,075.61	3.39	648.88	2.75	995.77	4.54

Six months period ended September 30, 2023

Total revenue: Our total revenue was ₹18,607.68 million for the six month period ended September 30, 2023.

- *Revenue from operations:* Our revenue from operations from (a) sale of products, (b) sale of services, (c) income from EPC contracts and (d) other operating revenue was ₹1,362.45 million, ₹71.55 million, ₹16,701.31 million and ₹332.60 million, respectively for the six month period ended September 30, 2023. Sale of products primarily comprised of Pole, Tower & Conductor and Bought out Sale. Sale of services primarily comprised of income generated from providing testing services. Other operating revenue includes sale of scrap, Job work income, export incentives, sundry credit balances written back.

- *Other income:* Our other income was ₹139.77 million for the six month period ended September 30, 2023. Other income comprised mainly of (i) interest income; (ii) profit on sale of assets; (iii) gain on mutual fund; and (iv) miscellaneous income.

Total expenses: Our total expenses were ₹17,517.24 million for the six month period ended September 30, 2023.

- *Cost of materials consumed:* Our cost of materials consumed totaled ₹10,976.16 million for the six month period ended September 30, 2023. Cost of materials consumed primarily comprised of raw materials and intermediates such as steel, aluminium, zinc, cement etc., for the manufacture of our products.

- *Changes in inventories of finished goods, work-in-progress and stock-in trade:* Changes in inventories of finished goods, work-in-progress was ₹(586.08) million in the six month period ended September 30, 2023. This was primarily due to buildup of work in progress and finished goods as at September 30, 2023 which was pending despatches and clearances and was subsequently billed post September 30, 2023.

- *Sub-contracting expenses:* Our sub-contracting expenses totaled ₹ 1,813.28 million for the six month period ended September 30, 2023. Sub-contracting expenses primarily comprised of costs towards the sub-contractors, Piece Rate Workmen(“**PRW**”) contractors required by us to undertake construction activities and payment of wages to contract labor towards the manufacturing activities undertaken by our Company.

- *Employee benefits expense*: Our employee benefits expense totaled ₹965.71 million for the six month period ended September 30, 2023. Employee benefits expense primarily comprised consists of salaries, bonus perquisites etc., contribution to employees welfare funds, expenses on employee stock option scheme and staff welfare.

- *Finance costs*: Our finance cost totaled ₹794.03 million for the six month period ended September 30, 2023. Our finance costs primarily comprised of interest expense of ₹660.62 million, interest on lease liability ₹14.19 million, interest on direct and indirect tax of ₹10.46 million, other interests and other borrowing costs (including loan processing charges) of ₹108.76 million.

- *Depreciation and amortisation expense*: Our depreciation and amortisation expense totaled ₹254.81 million for the six month period ended September 30, 2023. Depreciation and amortisation primarily comprised of depreciation on property, plant and equipment of ₹241.53 million, depreciation on right-of-use assets of ₹39.15 million and amortization of ₹1.13 million.

- *Other expenses:* Our other expenses amounted to ₹3,299.33 million for the six month period ended September 30, 2023, which comprised primarily of freight, professional expenses, consumption of stores and spares, bank charges and bank guarantee charges, power and fuel, rent, sundry debit balances written off, bad debts written off, insurance expenses, rates and taxes, repairs and maintenance.

Profit before share of profit of Joint venture and Tax amounted to ₹1,090.44 million for six month period ended September 30, 2023. Profit before share of profit of Joint venture amounting to ₹90.25 million and Tax consists of share of profit of joint venture and associate accounted by using the equity method.

Profit before tax: As a result of the factors outlined above, our restated profit before tax was ₹1,180.69 million for the six month period ended September 30, 2023.

Tax expense

- *Current tax:* We recorded a current tax expense of ₹331.81 million in the six month period ended September 30, 2023.
- *Deferred tax:* We recorded Nil deferred tax expense for the six month period ended September 30, 2023. Our Company has accounted for deferred tax asset on tax disallowances on a prudent basis only to the extent of deferred tax liability as there is reasonable probability of future taxable income to the extent of reversal of temporary tax differences.
- *Excess/short provision of earlier years:* We do not have any such Excess / short provision of earlier years in six month period ended September 30, 2023 accounts.

Profit for the period / year: As a result of the factors outlined above, our profit for the year was ₹848.88 million in the six month period ended September 30, 2023.

Total other comprehensive income for the period / year: Our total other comprehensive loss for the year was ₹(87.40) million in the six month period ended September 30, 2023, was primarily due to foreign exchange difference on translation of financial statement of foreign operation.

Total comprehensive income for the period / year: As a result of the factors outlined above, our total comprehensive income for the year was ₹761.48 million in the six month period ended September 30, 2023.

Financial Year ended March 31, 2023 compared to Financial Year ended March 31, 2022

Total revenue: Our total revenue increased by 34.57 % from ₹ 23,571.99 million in Financial Year ended March 31, 2022 to ₹ 31,720.34 million in Financial Year ended March 31, 2023. This increase was primarily due to an increase in revenue from operations. This increase was mainly due to the following:

- *Revenue from sale of products:* Our revenue from sale of products decreased by 2.90% from ₹ 2,067.76 million in Financial Year ended March 31, 2022 to ₹ 2,007.77 million in Financial Year ended March 31, 2023. This marginal reduction was primarily due to reduction in the volume of products sold as our facilities were deployed in the completion of ongoing large scale Domestic and International T&D projects which required higher volumes of towers and conductors.
- *Revenue from sale of services:* Our revenue from sale of services decreased by 50.50% from ₹215.18 million in Financial Year ended March 31, 2022 to ₹106.52 million in Financial Year ended March 31, 2023. This was primarily due to decrease in undertaking of new service orders by our Company and focusing on completion of the ongoing EPC projects.
- *Income from EPC contracts:* Our revenue from income from EPC contracts increased by 39.83 % from ₹20,558.48 million in Financial Year ended March 31, 2022 to ₹28,747.08 million in Financial Year ended March 31, 2023. This was primarily due to an increase in the in the completion of the EPC for international and domestic T&D business.
- *Revenue from other operating revenue:* Our revenue from other operating revenue increased by 0.22 % from ₹658.73 million in Financial Year ended March 31, 2022 to ₹660.19 million in Financial Year ended March 31, 2023. This was primarily due to increase in scrap sale and export incentives.
- *Other income:* Our other income increased by 176.69 % from ₹71.84 million in Financial Year ended March 31, 2022 to ₹198.78 million in Financial Year ended March 31, 2023. This increase was primarily due to increase in interest income due to the increase in deposit made by our Company from ₹48.87 million in Financial Year ended March 31, 2022 to ₹81.63 million in Financial Year ended March 31, 2023, increase in miscellaneous income which mainly includes Vat refund and credit notes from vendors, from ₹21.01million in Financial Year ended March 31, 2022 to ₹80.87 million in Financial Year ended March 31, 2023 and due to increase in reversal of provision by ₹35.48 million.
- *Total expenses:* Our total expenses increased by 33.45 % from ₹ 22,665.32 million in Financial Year ended March 31, 2022 to ₹30,247.14 million in Financial Year ended March 31, 2023. This increase was mainly due to the following factors:
- *Cost of materials consumed:* Our cost of materials consumed increased by 51.03 % from ₹12,059.66 million in Financial Year ended March 31, 2022 to ₹18,214.11 million in Financial Year ended March 31, 2023. The increase was mainly due to an increase in volume of material utilized for undertaking EPC projects, coupled with increase in the price of materials. Further, due to increase in outlay of supply of manufactured items, proportion of the material consumed to the total revenue was higher.
- *Changes in inventories of finished goods, work-in-progress and stock-in trade:* Changes in inventories of finished goods, work-in-progress was ₹(82.08) million in Financial Year ended March 31, 2023, as compared to ₹(178.14) million in

Financial Year ended March 31, 2022. This increase in inventories was due to increase in the sales of supply and erection of the finished goods.

- *Sub-contracting expenses:* Our sub-contracting expenses marginally decreased by 1.94% from ₹3,540.40 million in Financial Year ended March 31, 2022 to ₹3,471.57 million in Financial Year ended March 31, 2023 due to lower execution in erection and construction jobs.

- *Employee benefits expense*: Our employee benefits expense increased by 12.28 % over ₹ 1,594.58 million in Financial Year ended March 31, 2022 to ₹1,790.37 million in Financial Year ended March 31, 2023. This increase was primarily due to a 12.31 % increase in salaries, bonus, perquisites etc. from ₹1,521.09 million in Financial Year ended March 31, 2022 to ₹1,708.35 million in Financial Year ended March 31, 2023. This increase was due to an increase in the number of employees employed by us and annual compensation increments.

- *Finance costs*: Our finance cost increased by 41.08 % from ₹848.43 million in Financial Year ended March 31, 2022 to ₹1,196.94 million in Financial Year ended March 31, 2023. This increase was primarily due to an increase in the lending interest rates because of increase in MCLR during the period and due to increase in the borrowings and interest based bills of acceptances against letter of credit given by our Company.

- *Depreciation and amortisation expense*: Our depreciation and amortisation expense increased by 21.11 % from ₹378.39 million in Financial Year ended March 31, 2022 to ₹458.26 million in Financial Year ended March 31, 2023. This was primarily due to capitalization of certain assets acquired during the year in the ordinary course of business.

- *Other expenses:* Our other expenses increased by 17.55 % from ₹4,422.00 million in Financial Year ended March 31, 2022 to ₹5,197.97 million in Financial Year ended March 31, 2023. This was primarily due to an increase in (i) stores and spares consumed from ₹528.30 million in Financial Year ended March 31, 2022 to ₹629.33 million in Financial Year ended March 31, 2023; (ii) bank charges and bank guarantee charges from ₹537.20 million in Financial Year ended March 31, 2022 to ₹690.34 million in Financial Year ended March 31, 2023; (iii) power and fuel consumed from ₹78.89 million in Financial Year ended March 31, 2022 to ₹97.36 million in Financial Year ended March 31, 2023; (iv) freight and other expenses from ₹1,136.39 million in Financial Year ended March 31, 2022 to ₹1,727.76 million in Financial Year ended March 31, 2023; (v) rates and taxes from ₹75.13 million in Financial Year ended March 31, 2022 to ₹223.28 million in Financial Year ended March 31, 2023; (vi) decrease in Sundry Debit balances written off from ₹80.12 million in Financial Year ended March 31, 2022 to ₹27.65 million in Financial Year ended March 31, 2023; (vii) Bad Debts written off decreased from ₹83.53 million in Financial Year ended March 31, 2022 to ₹14.86 million in Financial Year ended March 31, 2023; and (viii) insurance expenses increased from ₹171.56 million in Financial Year ended March 31, 2022 to ₹204.23 million in Financial Year ended March 31, 2023. The increase in other expenses was in line with the increase in revenues from operations.

Profit before share of profit of Joint venture and Tax amounted to ₹1,473.20 million for Financial Year ended March 31, 2023. This was primarily due to a decrease in share of loss of joint venture and associate accounted by using the equity method from ₹(4.97) million in Financial Year ended March 31, 2022 to profit of ₹9.74 million in Financial Year ended March 31, 2023. This was mainly due to the profits made by Transrail Lighting Limited – First Capital Energy & Power Industries Limited JV (Nigeria) in Financial Year ended March 31, 2023 as against the loss in Financial Year ended March 31, 2022.

Profit before tax: As a result of the factors outlined above, our profit before tax was ₹1,482.94 million in Financial Year ended March 31, 2023 as compared to the profit before tax of ₹901.70 million in Financial Year ended March 31, 2022.

Tax expense

- *Current tax:* We recorded a current tax expense of ₹389.96 million in Financial Year ended March 31, 2023 as compared to a current tax expense of ₹237.03 million in Financial Year ended March 31, 2022. This increase was primarily due to increase in profit before tax.

- *Deferred tax:* We recorded a Nil deferred tax expense for Financial Year ended March 31, 2023 and Financial Year ended March 31, 2022. Our Company has accounted for deferred tax asset on tax disallowances on a prudent basis only to the extent of deferred tax liability as there is reasonable probability of future taxable income to the extent of reversal of temporary tax differences.

- *Excess/short provision of earlier years:* We recorded short of tax provisions for earlier years by ₹17.30 million in Financial Year ended March 31, 2023 as compared to ₹17.60 million in Financial Year ended March 31, 2022. This was due to differential in provision for tax as against actual tax payment for the assessment year 2022- 2023.

Profit for the period / year: As a result of the factors outlined above, our profit for the year was ₹1,075.68 million in Financial Year ended March 31, 2023 as compared to the profit for the year of ₹647.07 million in Financial Year ended March 31, 2022.

Total other comprehensive income for the period / year: Our total other comprehensive loss for the year was ₹(0.07) million in Financial Year ended March 31, 2023 as compared to total other comprehensive income for the year of ₹1.81 million in

Financial Year ended March 31, 2022. This was primarily due to loss on exchange difference on translation of financial statement of our foreign operations.

Total comprehensive income for the period / year: As a result of the factors outlined above, our total comprehensive income for the year in Financial Year ended March 31, 2023 was ₹1,075.61 million as compared to a total comprehensive income for the year of ₹648.88 million in Financial Year ended March 31, 2022.

Financial Year ended March 31, 2022 compared to Financial Year ended March 31, 2021

Total revenue: Our total revenue increased by 7.53 % from ₹ 21,921.73 million in Financial Year ended March 31, 2021 to ₹ 23,571.99 million in Financial Year ended March 31, 2022. This increase was mainly due to the following:

- *Revenue from sale of products:* Our revenue from sale of products decreased by 17.57% from ₹ 2,508.52 million in Financial Year ended March 31, 2021 to ₹ 2,067.76 million in Financial Year ended March 31, 2022. This was primarily due to decrease in procuring new orders during the period in the international geographies of Europe and Latin America.

- *Revenue from sale of services:* Our revenue from sale of services increased by 30.64 % from ₹164.71 million in Financial Year ended March 31, 2021 to ₹215.18 million in Financial Year ended March 31, 2022. This was primarily due to specific orders received from both the domestic and the international clients for testing of towers.

- *income from EPC contracts:* Our revenue from income from EPC contracts increased by 9.83 % from ₹18,717.63 million in Financial Year ended March 31, 2021 to ₹20,558.48 million in Financial Year ended March 31, 2022. This was primarily due to increase in execution of international projects.

- *Revenue from other operating revenue:* Our revenue from other operating revenue increased by 41.88 % from ₹464.29 million in Financial Year ended March 31, 2021 to ₹658.73 million in Financial Year ended March 31, 2022. This was primarily due to increase in sale of scrap, export incentives, income from credit notes and income from job work.

- *Other income:* Our other income increased by 7.90 % from ₹66.58 million in Financial Year ended March 31, 2021 to ₹71.84 million in Financial Year ended March 31, 2022. This increase was primarily due to increase in income from interests from the increase in deposits made our Company.

- *Total expenses:* Our total expenses increased by 10.00 % from ₹20,604.25 million in Financial Year ended March 31, 2021 to ₹ 22,665.32 million in Financial Year ended March 31, 2022. This increase was mainly due to the following factors:

- *Cost of materials consumed:* Our cost of materials increased by 21.20 % from ₹9,950.34 million in Financial Year ended March 31, 2021 to ₹12,059.66 million in Financial Year ended March 31, 2022. The increase was mainly due to increase in the volume of the sale in the international geographies and due to increase in commodity prices due to impact of covid and supply chain disruptions.

- *Changes in inventories of finished goods, work-in-progress and stock in trade:* Changes in inventories of finished goods, work-in-progress was ₹(178.14) million in Financial Year ended March 31, 2022, as compared to ₹603.06 million in Financial Year ended March 31, 2021. This was primarily due to decrease in the closing inventory (including decreased in work in progress goods from ₹132.58 million to ₹(47.26) million, decrease in finished goods from ₹420.88 million to ₹ (16.55) millions and decrease in materials bought from ₹49.61 million to ₹ (114.33) millions) in Financial Year ended March 31, 2021 and subsequent increase in the closing inventory in Financial Year ended March 31, 2022.

- *Sub-contracting expenses:* Our sub-contracting expenses marginally decreased by 2.89 % from ₹3,645.72 million in Financial Year ended March 31, 2021 to ₹3,540.40 million in Financial Year ended March 31, 2022.

- *Employee benefits expense*: Our employee benefits expenses increased by 17.63 % over ₹1,355.54 million in Financial Year ended March 31, 2021 to ₹1,594.58 million in Financial Year ended March 31, 2022. This increase was primarily due to increase in salaries, bonus, perquisites etc. from ₹1,286.55 million in Financial Year ended March 31, 2021 to ₹1,521.09 million in Financial Year ended March 31, 2022. This increase was due to an increase in the number of employees employed by us from 1,441 in Financial Year ended March 31, 2021 to 1,506 in Financial Year ended March 31, 2022 and an increase in annual compensation increments.

- *Finance costs*: Our finance cost decreased by 9.86% from ₹941.22 million in Financial Year ended March 31, 2021 to ₹848.43 million in Financial Year ended March 31, 2022. This decrease was primarily due to decrease of 17.53 % in interest, on-interest expenses from ₹810.89 million in Financial Year ended March 31, 2021 to ₹668.74 million in Financial Year ended March 31, 2022. The primary reason was due to increase in interest free advances from customers from the international projects coupled with a lower interest regime post reduction in MCLR rates. Further, our Company also raised funds from the rights issue.

- *Depreciation and amortisation expense*: Our depreciation and amortisation expense totaled ₹378.39 million in Financial

Year ended March 31, 2022, an increase of 11.13 % over depreciation and amortisation expense of ₹340.49 million in Financial Year ended March 31, 2021. This was primarily due to charge of the assets capitalized during the respective periods.

- *Other expenses:* Our other expenses increased by 17.36 % from ₹3,767.88 million in Financial Year ended March 31, 2021 to ₹4,422.00 million in Financial Year ended March 31, 2022. This was primarily due to an increase/decrease (as applicable) in (i) stores and spares consumed from ₹971.49 million in Financial Year ended March 31, 2021 to ₹528.30 million in Financial Year ended March 31, 2022; (ii) bank charges and bank guarantee charges from ₹436.02 million in Financial Year ended March 31, 2021 to ₹537.20 million in Financial Year ended March 31, 2022; (iii) power and fuel consumed from ₹92.69 million in Financial Year ended March 31, 2021 to ₹78.89 million in Financial Year ended March 31, 2022; (iv) freight expenses from ₹822.62 million in Financial Year ended March 31, 2021 to ₹1,136.39 million in Financial Year ended March 31, 2022; (v) rates and taxes from ₹82.51 million in Financial Year ended March 31, 2021 to ₹75.13 million in Financial Year ended March 31, 2022; (vi) Sundry Debit balances written off from ₹7.43 million in Financial Year 2021 to ₹80.12 million in Financial Year ended March 31, 2022; (vii) Bad Debts written off increased from ₹37.32 million in Financial Year 2020-2021 to ₹83.53 million in Financial Year ended March 31, 2022; and (viii) insurance increased from ₹107.65 million in Financial Year 2020-2021 to ₹171.56 million in Financial Year ended March 31, 2022. The increase in other expenses was in line with the increase in revenues from operations.

Profit before share of profit of Joint venture and Tax amounted to ₹906.67 million for Financial Year ended March 31, 2022. This was primarily due to a reasons as stated above.

Profit before tax: As a result of the factors outlined above, our profit before tax was ₹901.70 million in Financial Year ended March 31, 2022 as compared to the profit before tax of ₹1,310.31 million in Financial Year ended March 31, 2021.

Tax expense

- *Current tax:* We recorded a current tax expense of ₹237.03 million in Financial Year ended March 31, 2022 as compared to a current tax expense of ₹328.5 million in Financial Year ended March 31, 2021. This increase was primarily due to lower profit before tax in the Financial Year ended March 31, 2022.
- *Deferred tax:* We recorded a Nil deferred tax expense for Financial Year 2022 and Financial Year ended March 31, 2021. Our Company has accounted for deferred tax asset on tax disallowances on a prudent basis only to the extent of deferred tax liability as there is reasonable probability of future taxable income to the extent of reversal of temporary tax differences.
- *Excess/short provision of earlier years:* We recorded short tax provisions for earlier years to ₹17.60 million in Financial Year ended March 31, 2022 as compared to Nil in Financial Year ended March 31, 2021. This was due to differential in provisions for tax made in the Financial Year ended March 31, 2021 as against actual tax payment in the Financial Year ended March 31, 2022.

Profit for the period / year: As a result of the factors outlined above, our profit for the year was ₹647.07 million in Financial Year ended March 31, 2022 as compared to the profit for the year of ₹981.81 million in Financial Year ended March 31, 2021.

Total other comprehensive income for the period / year: Our total other comprehensive income was ₹1.81 million in Financial Year ended March 31, 2022 as compared to total other comprehensive income of ₹13.96 million in Financial Year ended March 31, 2021. This was primarily due to loss on exchange difference on translation of financial statement of our foreign operations.

Total comprehensive income for the period / year: As a result of the factors outlined above, our total comprehensive income for the year in Financial Year ended March 31, 2022 was ₹648.88 million as compared to a total comprehensive income for the year of ₹995.77 million in Financial Year ended March 31, 2021.

Liquidity and Capital Resources

Capital Requirements

For the six months period ended September 30, 2023 and Financial Year ended March 31, 2023, Financial Year ended March 31, 2022 and Financial Year ended March 31, 2021, we met our funding requirements, including capital expenditure, satisfaction of debt obligations, investments, taxes, working capital requirements and other cash outlays, principally with funds generated from operations and optimization of operating working capital, with the balance principally met using external borrowings and additional equity.

The following table sets forth information on liquidity and capital resources as at the dates indicated:

(₹ in million)

Particulars	As at September 30, 2023	As at March 31		
		2023	2022	2021
Cash and cash equivalents at the end of the period / year	1,335.20	1,247.14	575.04	891.05

Particulars	As at September 30, 2023	As at March 31		
		2023	2022	2021
Non-Current borrowings	1,020.38	1,203.40	1,179.76	984.48
Current Borrowings	5,060.36	4,845.82	3,511.41	3,306.83
Lease Liabilities	277.91	163.51	74.02	109.10
Bank balances other than cash and cash equivalent	816.09	734.05	532.75	466.94

The following table sets forth certain information concerning our cash flows for the six months period ended September 30, 2023 and Financial Year ended March 31, 2023, Financial Year ended March 31, 2022 and Financial Year ended March 31, 2021 indicated:

(₹ in million)

Particulars	For six months period ended September 30, 2023	For Financial Year ended March 31, 2023	For Financial Year ended March 31, 2022	For Financial Year ended March 31, 2021
Net cash flow from operating activities	159.02	1,426.79	501.62	849.63
Net cash flow used in investing activities	(769.39)	(1,045.30)	(813.91)	(203.23)
Net cash flow from / (used in) financing activities	698.43	290.61	(3.72)	25.31

Net cash flow from operating activities

For the six months period ended September 30, 2023, our net cash flow from operating activities was ₹159.02 million which primarily comprised of (i) net profit before tax and extraordinary items for the period of ₹1,090.44 million which was adjusted primarily for, among other things, depreciation and amortisation expense of ₹254.81 million and finance cost of ₹699.78 million; (ii) working capital changes; and (iii) income taxes paid (net of refund). Working capital changes primarily included, *inter-alia*, increase in trade receivables and contract assets of ₹2,443.86 million, increase in inventories of ₹823.00 million, increase in other financials, non- financial liabilities and provisions of ₹3,436.76 million and decrease in other financial and non- financial assets of ₹1,516.60 million. Net cash flow from operating activities also included income taxes paid (net of refund) of ₹460.50 million.

For Financial Year ended March 31, 2023, our net cash flow from operating activities was ₹1,426.79 million which primarily comprised of (i) net profit before tax and extraordinary items for the period of ₹1,473.20 million which was adjusted primarily for, among other things, depreciation and amortisation expense of ₹458.26 million and finance cost of ₹1,057.95 million; (ii) working capital changes; and (iii) income taxes paid (net of refund). Working capital changes primarily included, *inter-alia*, increase in trade receivables and contract assets of ₹3,861.12 million, increase in inventories of ₹325.11 million, increase in other financials, non- financial liabilities and provisions of ₹3,311.70 million and decrease in other financial and non- financial assets of ₹381.36 million. Net cash flow from operating activities also included income taxes paid (net of refund) of ₹137.63 million.

For Financial Year ended March 31, 2022, our net cash flow from operating activities was ₹501.62 million which primarily comprised of (i) net profit before tax and extraordinary items for the period of ₹906.67 million which was adjusted primarily for, among other things, depreciation and amortisation expense of ₹378.39 million and finance cost of ₹679.46 million; (ii) working capital changes; and (iii) income taxes paid (net of refund). Working capital changes primarily included, *inter-alia*, increase in trade receivables and contract assets of ₹5,992.20 million, increase in inventories of ₹4,60.27 million, increase in other financials, non- financial liabilities and provisions of ₹5,233.76 million and increase in other financial and non- financial assets of ₹103.69 million. Net cash flow from operating activities also included income taxes paid (net of refund) of ₹353.60 million.

For Financial Year ended March 31, 2021, our net cash flow from operating activities was ₹849.63 million which primarily comprised of (i) net profit before tax and extraordinary items for the period of ₹1,317.48 million which was adjusted primarily for, among other things, depreciation and amortisation expense of ₹340.49 million and finance cost of ₹822.53 million; (ii) working capital changes; and (iii) income taxes paid (net of refund). Working capital changes primarily included, *inter-alia*, increase in trade receivables and contract assets of ₹527.55 million, decrease in inventories of ₹362.26 million, decrease in other financials, non- financial liabilities and provisions of ₹74.88 million and decrease in other financial and non- financial assets of ₹889.29 million. Net cash flow from operating activities also included income taxes paid (net of refund) of ₹489.42 million.

Net cash flow used in investing activities

For the six months period ended September 30, 2023, our net cash flow used in investing activities was ₹769.39 million which was towards purchase of property, plant and equipment of ₹115.26 million, purchase of equity shares in associate company being Nil, purchase of other investments of ₹47.06 million, loans and advances given to related parties of ₹462.03 million and movement in other bank balances of ₹206.77 million which was partially offset by proceeds from sale of property, plants and equipment's of ₹2.65 million, sale of other investment of ₹33.00 Million and interest received of ₹26.08 million.

For Financial Year ended March 31, 2023, our net cash flow used in investing activities was ₹1,045.30 million which was towards purchase of property, plant and equipment of ₹539.50 million, loans and advances given to related parties of ₹125.00

million and movement in other bank balances of ₹486.57 million which was partially offset by proceeds from sale of property, plants and equipment's of `21.33 million, interest received of ₹62.51 million and loans and advances repaid by related parties of ₹21.93 million.

For Financial Year ended March 31, 2022, our net cash flow used in investing activities was ₹813.91 million which was towards purchase of property, plant and equipment of ₹805.80 million, purchase of equity shares in associate company of ₹0.05 million, loans and advances given to related parties of ₹199.37 million and movement in other bank balances of ₹65.42 million which was partially offset by proceeds from sale of property, plants and equipment's of ₹47.60 million, interest received of ₹26.88 million and loans and advances repaid by related parties of ₹182.25 million.

For Financial Year ended March 31, 2021, our net cash flow used in investing activities was ₹203.23 million which was towards purchase of property, plant and equipment of ₹194.53 million, purchase of other investments of ₹30.00 million, loans and advances given to related parties of ₹156.51 million and movement in other bank balances of ₹70.85 million which was partially offset by proceeds from sale of property, plants and equipment's of ₹27.74 million, interest received of ₹27.21 million and loans and advances repaid by related parties of ₹51.91 million.

Net cash flow from / (used) in financing activities

For the six months period ended September 30, 2023, our net cash flow from financing activities was ₹698.43 million which primarily comprised of proceeds from rights issue of Equity Shares. For further details see "*Capital Structure – Notes to Capital Structure - Equity Share capital history of our Company*" on page 72. Proceeds from net of repayment from current borrowings of ₹279.71 million and partial off-set by interest paid of ₹684.91 million, net proceeds received from repayment of long term borrowings and interest on lease liability of ₹333.13 million and ₹14.19 million, respectively.

For Financial Year ended March 31, 2023, our net cash flow from financing activities was ₹290.61million which primarily comprised of repayment of long term borrowings of ₹1,191.15 million, principal repayment of lease liabilities ₹62.13 million and interest paid ₹998.32 million which was partially offset by proceeds from long term borrowings ₹1,004.50 million and net proceeds from short term borrowings(net) of ₹1,544.72 million.

For Financial Year ended March 31, 2022, our net cash flow used in financing activities was ₹(3.72) million which primarily comprised of repayment of long term borrowings of ₹499.12 million, repayment of short term borrowings of ₹132.76 million, principal repayment of lease liabilities ₹55.81 million and interest paid ₹639.99 million which was partially offset by proceeds from issue of equity shares/ preference shares of ₹302.78 million and proceeds from long term borrowings (net) ₹1,031.90 million.

For Financial Year ended March 31, 2021, our net cash flow from financing activities was ₹25.31 million which primarily comprised of repayment of long term borrowings of ₹546.01 million, principal repayment of lease liabilities ₹27.95 million and interest paid ₹752.57 million which was partially offset by proceeds from long term borrowings ₹354.20 million and Net proceeds from short term borrowings of ₹739.62 million.

Capital Expenditure

The table below provides details of our net cash outflow on capital expenditure for the six months period ended September 30, 2023 and Financial Year ended March 31, 2023, Financial Year ended March 31, 2022 and Financial Year ended March 31, 2021, respectively:

(in ₹ million)

Particulars	For the six months period ended September 30, 2023	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022	For the Financial Year ended March 31, 2021
Net cash outflow on capital expenditure	112.61	518.17	758.20	166.79

Planned Capital Expenditure

Our planned capital expenditure for Financial Year 2023-2024 shall be primarily used for plant, tools and equipments for construction projects and some additions to the factories.

(in ₹ million)

Particulars	For the six months period ended September 30, 2023	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022	For the Financial Year ended March 31, 2021
Property plant and machinery	3,487.02	3,604.27	3,254.35	3,057.64
Capital work in progress	93.60	41.24	172.13	38.52
Intangible assets	0.96	1.95	2.38	4.53

In the Financial Year ended March 31, 2021, our capital expenditure towards additions to tangible assets, Capital work in progress and intangible assets (on gross block basis) amounted to ₹327.92 million, ₹ (73.69) million and ₹ 0.13 million, respectively. In the Financial Year ended March 31, 2022, our capital expenditure towards additions to tangible assets, capital work in progress, intangible assets (on gross block basis) amounted to ₹573.79 million, ₹133.62 million and ₹0.13 million, respectively. In the Financial Year ended March 31, 2023, our capital expenditure towards additions to tangible assets, capital work in progress and intangible assets (on gross block basis) amounted to ₹ 790.33 million, Rs (130.89) million, and ₹0.12 million, respectively. In the six month period ended September 30, 2023, our capital expenditure towards additions to tangible assets, capital work in progress and intangible assets (on gross block basis) amounted to ₹100.07 million, ₹52.36 million, and ₹0.14 million, respectively.

Indebtedness

As of January 31, 2024, we had total outstanding borrowings amounting to ₹51,798.66 million (fund-based amounting to ₹6,769.76 million and non-fund based amounting to ₹45,028.90 million), which consisted of secured working capital loans from banks, and unsecured loans from certain non-banking financial institutions. For further details related to our indebtedness, see "*Financial Indebtedness*" on page 307.

Aging Schedule of Trade Payables

The table below provides details regarding the aging of significant trade payables for the six months period ended September 30, 2023

(₹ in million)

Particulars	Payables not due	As of September 30, 2023				
		Less than 1 year	1 -2 years	2 -3 years	More than 3 years	Total
(i) MSME	52.81	173.95	21.07	22.16	7.72	277.71
(ii) Others	10,584.50	1,325.37	308.40	198.60	483.46	12,900.33
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
(v) Unbilled dues	-	-	-	-	-	-

Contingent Liabilities and Commitments

As of September 30, 2023, our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets were as follows:

(₹ in million)

Particulars	As at September 30, 2023
(a) Contingent Liabilities	
Bank Guarantees issued by bankers	1,263.92
Direct Tax matters for which company has preferred appeal	297.46
Indirect Tax matters for which company has preferred appeal	885.48
Others	114.95
(b) Commitments	
Estimated amount of contracts remaining to be executed on Capital Account and not provided for in accounts	44.35
Other Commitments	155.00

Auditor Observations

Except as stated below, there are no qualifications, reservations and adverse remarks by our Statutory Auditors in our Restated Consolidated Financial Statement.

Our Statutory Auditors have referred to one instance of fraud that occurred in Financial Year ended March 31, 2021, in their CARO report. During Financial Year ended March 31, 2021, a fraud was committed on our Company by one of our employees which resulted in embezzlement of ₹ 24.40 million caused by the creation and passing bills of vendor for services which was not availed by our Company. The fraud was detected by us, and we have taken appropriate steps to recover the amount from the concerned employee. For further details see "*Risk Factor - Our Statutory Auditors have referred to certain instances of fraud in their Companies (Auditor's Report) Order (CARO) report.*" on page 43.

Related Party Transactions

We have entered into related party transactions with, amongst others, promoter group entities, our key managerial personnel and with our Subsidiaries.

For further information on our related party transactions, see "*Summary of the Offer Document – Summary of Related Party Transactions*" on page 16. Also, see "*Risk Factors – We have in the past entered into related party transactions and may continue to do so in the future and there can be no assurance that we could not have achieved more favorable terms if such transactions had not been entered into with related parties*" on page 47.

Off-Balance Sheet Transactions

We have not entered into any off-balance sheet transactions.

Market Risks

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

Commodity Price Risk

The Group is affected by the price volatility of the major commodities. The Group's operating activities require the ongoing purchase and manufacture of tower, conductors and poles and therefore require a continuous supply of Steel, Aluminium and Zinc. It may be observed that all the three metals have significant volatility in the prices during the year. However in case of steel which is the major item, there is no marketplace to manage the price risk. The Group holds derivative financial instruments such as commodity future contract to mitigate the risk of changes in Aluminium prices.

Further substantial part of our revenues during the year were covered by escalation clauses which addresses the price volatility to a large extent. Due to the significantly increased volatility of the price of the Steel, Aluminium and Zinc, during the year the Group entered into various purchase contracts for Steel, Aluminium and Zinc at specific rates to manage the risk of the costs. The prices in these purchase contracts are linked to market rates. Our Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The group exposure to the risk of changes in market interest rates relates primarily to the Company's long-term and short-term debt obligations with floating interest rates.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Our Company's exposure to the risk of changes in foreign exchange rates relates primarily to our Company's operating activities (when revenue or expense and monetary assets and liabilities is denominated in a foreign currency). Our company undertakes selective hedging based on the risk perception of the management. We use forward contracts, derivatives, foreign currency loans to hedge its foreign currency exposures relating to the firm commitments, receivables, payables and highly probable future transactions.

Liquidity risk

Our Company monitors its risk of a shortage of funds using a liquidity planning tool. Our Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures and other instruments. as at September 30, 2023 no term loan has matured based on the repayment schedule specified in the financing agreements with the lenders.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments. Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on the ability of the customer to honor his commitments.

The credit quality is also assessed on factors like state/central sponsored undertaking, financial strength of the customer, assurance of payments like LC or Guarantees etc. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance. Retention is considered as part of receivable which is payable on completion of the project and achieving the completion milestones. In certain contracts the retention would be realised on submission of a Bank guarantee, which is submitted as per the terms of the contract with customer.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are consolidated into a homogenous class and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in "*Restated Consolidated Financial Information - Note 43: Fair value hierarchy"* on page 285. The Company does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. In addition, the Group is exposed to credit risk in relation to financial guarantees given by the company on behalf of joint operation (net of group share). These financial guarantees have been issued to the banks on behalf of the joint operations. Based on the expectations at the end of reporting period, Company considers the likelihood of the any claim under such guarantee is remote.

Inflation Risk

In recent years, India has experienced relatively high rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

Unusual or Infrequent Events or Transactions

Except as described in this Draft Red Herring Prospectus, there have been no events or transactions to our knowledge that have in the past or may in the future affect our business operations or financial performance which may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Other than as described in "*Risk Factors*" and this "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 29 and 310, respectively, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenue or income from continuing operations.

Future Relationships Between Expenditure and Income

Other than as described in "*Risk Factors*" on page 29 and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 310, to our knowledge there are no known factors which we expect will have a material adverse impact on our operations or finances.

New Product or Business Segments

Other than as described in "*Our Business*" on page 173 there are no new products or business segments in which we operate.

Competitive Conditions

We expect competitive conditions in our industry to further intensify as new entrants emerge and as existing competitors seek to emulate our business model and offer similar products. For further details, please refer to "*Risk Factors*" and "*Our Business*" beginning on pages 29 and 173, respectively.

Significant Developments after September 30, 2023

There is no subsequent development after the date of our financial statements contained in this Draft Red Herring Prospectus which materially and adversely affects, or is likely to affect, trading or revenue or profitability or operations of value of the assets and the ability to pay its liabilities within the next 12 months.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by statutory or regulatory authorities; (iii) claims related to direct and indirect taxes; and (iv) other proceedings which have been determined to be material pursuant to the policy of materiality for identification of material litigation involving our Company, Directors, Promoters and/or our Subsidiaries ("**Relevant Parties**" and such policy, "**Materiality Policy**"). Further, except as disclosed in this section, there are no disciplinary actions including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Financial Years. Further, except as disclosed in this section, there are no pending litigation matters involving our Group Companies which have a material impact on our Company or the Offer, as applicable.*

For the purpose of (iv) above, our Board in its meeting held on March 8, 2024 has considered and adopted the Materiality Policy. The consolidated profit after tax for the year as per the Restated Consolidated Financial Information for the six month period ended September 30, 2023 was ₹848.88 million. In terms of the Materiality Policy, the following shall be considered material litigation for the purposes of disclosure in this Draft Red Herring Prospectus:

a) all outstanding litigation involving the Relevant Parties in which the aggregate monetary amount of claim by or against the Relevant Parties (individually or in the aggregate) in any such pending litigation or arbitration proceeding or taxation proceeding is equivalent to or in excess of 1% of the consolidated profit after tax as per the Restated Consolidated Financial Information for the six month period ended September 30, 2023, would be considered 'material' for disclosure in this Draft Red Herring Prospectus. Based on the above, ₹8.49 million, which is 1% of the consolidated profit after tax of our Company as per the Restated Consolidated Financial Information of our Company for the six month period ended September 30, 2023, has been considered as the materiality threshold;

b) any pending litigations involving the Relevant Parties where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed ₹8.49 million; and

c) all outstanding litigation which may not meet the monetary threshold, or wherein a monetary liability is not quantifiable, but where an adverse outcome would materially and adversely affect the business, operations, performance, prospects, financial position, or reputation of our Company.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, in terms of our Materiality Policy, outstanding dues to any creditor of our Company having a monetary value which is equal to or exceeds 5% of the total outstanding dues (i.e., trade payables) to creditors of our Company as on the date of the latest Restated Consolidated Financial Information of our Company shall be considered as 'material'. The total outstanding dues to creditors as on September 30, 2023 based on the Restated Consolidated Financial Information of our Company was ₹13,178.04 million. Accordingly, any outstanding dues to creditors exceeding ₹658.90 million which is 5% of total outstanding dues to creditors of our Company as on September 30, 2023 based on the Restated Consolidated Financial Information of our Company, have been considered as material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**") and other creditors, the disclosure will be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended, read with the rules and notifications thereunder.*

For the purposes of the above, pre-litigation notices received by the Relevant Parties from third parties (excluding those issued by statutory / regulatory / tax authorities or notices threatening criminal action) shall not, unless otherwise decided by the Board of the Company, be considered as litigation until such time that the Relevant Parties are impleaded as defendants in litigation before any judicial/arbitral forum.

We have disclosed matters relating to direct and indirect taxes involving the Relevant Parties (as applicable) in a consolidated manner giving details of number of cases and total amount involved in such claims and details of such matters wherein the amount involved exceeds the materiality threshold specified above.

All terms defined in a particular litigation disclosure below correspond to that particular litigation only.

Litigation involving our Company ***Litigation against our Company***

Criminal litigation

1. A first information report ("**FIR**") was filed by the Central Bureau of Investigation, Anti-Corruption Bureau, Lucknow, Uttar Pradesh ("**CBI**") against 189 parties, including certain officials of the Irrigation Department, Lucknow, our Company and others under Sections 120-B, 420, 467, 468 and 471 of Indian Penal Code, 1860 and Section 13(2), read with Section 13(1)(d) of the Prevention of Corruption Act, 1988. Our Company was appointed as one of the sub-contractors for beautification in relation to the "Gomti River Channelization Project" and "Gomti River Front Development" by the Irrigation Department of the Government of Uttar Pradesh ("**Gomti River Project**"). The CBI conducted preliminary enquiry in the matter of irregularities committed with criminal intent in the implementation of various works relating to Gomti River Project, pursuant to which the present FIR was filed against 189 parties, including the Company. The matter is currently pending.

2. A complaint was filed under Section 24 of the Contract Labour (Regulations & Abolition) Act, 1970 by Labour Enforcement Officer (Central), Bhagalpur, Bihar ("**Complainant**") before the Chief Judicial Magistrate, Bhagalpur, Bihar ("**CJM**") against M/s Associated Transrail Structures Private Limited ("**Erstwhile Entity**") (*formerly the T&D Business of Gammon India Limited that got merged with Transrail Lighting Limited*), Erstwhile Entity represented by Digambar Chunnilal Bagde, our Executive Chairman and our Promoter, alleging certain irregularities at our workplace, observed during the inspection under the provisions of the Contract Labour (Regulation and Abolition) Act, 1970 and rules thereunder, while carrying out contract work of electrification of Kahalgaon Sultanganj Lakhisarai in Bhagalpur, Bihar. The Complainant also prayed that a fine be imposed on our Company as per Section 24 of the Contract Labour (Regulation and Abolition) Act, 1970. The CJM transferred the matter to the Court of Sub-Divisional Judicial Magistrate, Bhagalpur, Bihar that issued a non-bailable warrant against our Company and passed an order for attachment of property to compel appearance of our Executive Chairman ("**Order**"). Subsequently, our Company has filed a criminal revision petition before the Court of District and Sessions Judge, Bhagalpur, Bihar ("**Sessions Judge**"), to dismiss the order of attachment of property. Subsequently, the Order passed by the Court of Sub-Divisional Judicial Magistrate, Bhagalpur, Bihar was set aside by the Sessions Judge and the aforesaid court was directed to pass a fresh order. The matter is currently pending.

Actions by statutory or regulatory authorities

1. The Employees Provident Fund Organisation ("**Complainant**") issued a summons to erstwhile entity, Gammon India Limited (the "**Erstwhile Entity**"), to appear before the Regional Provident Fund Commissioner, Regional Office, Nagpur ("**Regional PF Commissioner**") for default in payment of provident fund, family pension fund and insurance fund for the period from April 2006 to March 2009 ("**Non-compliant Period**"), in terms of the provisions of the Employees Provident Fund Scheme, 1952, the Employee's Pension Scheme, 1995 and the Employees Deposit Linked Insurance Scheme, 1976. Subsequently, the Regional PF Commissioner passed an order directing the Erstwhile Entity to pay dues amounting to ₹2.52 million, which was eventually paid by the Erstwhile Entity. Further, the Erstwhile Entity received a notice cum demand letter from the Complainant, wherein it was directed to pay interest amount accrued from January 2004 to October 2013. Subsequently, the Regional PF Commissioner issued a sanction order to prosecute the Erstwhile Entity under the provisions of Employees Provident Fund and Miscellaneous Provisions Act, 1952 on account of failure to file the supplementary returns for the period from April 2004 to September 2009. Subsequently, the Complainant filed a criminal complaint against the Erstwhile Entity before the Judicial Magistrate of First Class Court, Nagpur, alleging that the Erstwhile Entity was non-compliant with the provisions of the Employees' (Provident Funds and Miscellaneous Provisions) Act, 1952, the Employee's Provident Fund Scheme, 1952, the Employee's Pension Scheme, 1995 and the Employees' Deposit Linked Insurance Scheme, 1976 as it failed to submit Form 3A and 6A. The matter is currently pending.

2. The African Development Bank Group ("**AfDB**") has issued a show cause notice, alleging that our Company has misrepresented its cashflow while submitting its bid in response to the tender for the Nigeria Transmission Expansion Project Phase One, which constituted fraudulent practice under Section 4.2(b) of the sanction procedures of the AfDB seeking written response that why it should not seek sanctions against our Company. Our Company has submitted a response to the AfDB denying the allegations made in the show cause notice. Our Company has not received any communication from the AfDB as on the date of filing of this Draft Red Herring Prospectus.

Material civil litigation

1. A writ petition was filed by Kualadeep G Constructions ("**Petitioner**") before the High Court of Telangana, Hyderabad ("**Court**") against our Company and others including the Ministry of Power, Union of India and Power Grid Corporation of India Limited, seeking directions to be issued to our Company to make payment of the pending bills due to the Petitioner. The Petitioner was engaged as a sub-contractor by our Company, pursuant to a work order for completion of a project initiated by the Ministry of Power, Union of India and the Power Grid Corporation of India Limited. The amount involved is ₹24.09 million. Our Company has submitted its response denying the claimed amount. The matter is currently pending.

2. A commercial suit was filed by NRS Bridge Constructions Private Limited ("**Petitioner**") before the High Court of Bombay (the "**Court**") against, amongst others, our Company, alleging that our Company has wrongfully invoked the guarantee and counter guarantee in relation to a purchase order entered by our Company in favour of the Petitioner ("**Purchase Order**"). Due to certain alteration with respect to the design of the launching gantry, two amendments were made in the Purchase Order. Due to delay in performance the Petitioner withheld the amount due to our Company. Subsequently, our Company encashed the advance bank guarantee. While the hearing and final disposal of the commercial petition was pending, the Petitioner filed an interim application before the Court seeking injunction on the invocation and encashment of the aforesaid counter guarantee and extending validity of the guarantee. Aggrieved by the order passed by the Court that refused to grant interim injunction, the Petitioner filed a complaint before the Micro and Small Enterprises Facilitation Council ("**Council**") for wrongfully invoking the guarantee. Pursuant to the order passed by Council, the Petitioner also filed a writ petition before the Delhi High Court, challenging the rejection of its claim. Subsequently, our Company filed a commercial suit before the Court seeking directions against the Petitioner to pay the loss suffered by our Company in relation to the Purchase Order. The amount involved in the matter is approximately ₹138.00 million. The matter is currently pending.

3. A claim was raised by Rajasthan Transformers and Switchgears ("**Petitioner**") before the Micro and Small Enterprises Facilitation Council ("**Council**") against Associated Transrail Structures Private Limited ("**Erstwhile Entity**") (formerly the T&D Business of Gammon India Limited that got merged with Transrail Lighting Limited), for seeking interest payable by the Erstwhile Entity amounting to ₹16.71 million. Subsequently, the Council rejected the claim raised by the Petitioner pursuant to the arbitration proceedings. Aggrieved by the aforesaid order passed by the Council, the Petitioner filed an application before the Court of Commercial Judge, Serial-1, Metropolitan City, Jaipur ("**Court**") under Section 34 Arbitration and Conciliation Act, 1996 and Section 19 of the Micro Small and Medium Enterprises Development Act, 2006. The matter is currently pending.

Other pending material litigation

1. A writ petition was filed by Tode Roshi Reddy and others ("**Petitioners**"), before the High Court of Telangana, Hyderabad ("**Court**") seeking directions against the State of Telangana, Power Grid Corporation of India Limited, the District Collector, Komarabheem Asifabad District at Asifabad, and our Company ("**Respondents**") restraining them from constructing/erecting high tension transmission towers and lines on the lands owned by the Petitioners. The Petitioners have alleged that the Respondents failed to follow the due process of land acquisition and are in violation of the principles of natural justice. Subsequently, the Court issued an order against our Company and the other Respondents, to show cause as to why the writ petition should not be admitted and passed directions to the Respondents to not erect any towers without following the due procedure as per the Electricity Act, 2003. The matter is currently pending.

2. A civil original suit was filed by Mushtaq Ahmed (the "**Plaintiff**") before the Principal District and Sessions Judge, Bhaderwah, Jammu & Kashmir (the "**Court**") seeking a permanent prohibitory injunction against our Company and one of our employees (the "**Defendants**"), restraining the Defendants from interfering with the peaceful possession of land owned by the Plaintiff. Subsequently, the Court by way of its order appointed a commission to investigate and submit a report. It was noted in the report that the interference due to electricity poles were installed by an autonomous department on property owned by government and adjacent to property that belonged to the Plaintiff. The matter is currently pending.

3. A civil suit was filed by Vinod Kumar (the "**Plaintiff**") before the Court of Civil Judge (Junior Division), Narnaul, Haryana (the "**Court**") against our Company and other defendants seeking an order against our Company for removal of the poles that support high tension wires above the property owned by the Plaintiff, which encroached his exclusive right to use of the property, situated in Narmaul District, Mahendragarh, Haryana. The matter is currently pending.

4. A civil suit was filed by Riyaz Ahmad Ganie (the "**Plaintiff**") before the Court of Additional Special Mobile Magistrate/ Munsif at Shopian, Jammu and Kashmir ("**Court**") against our Company seeking an order against our Company for permanent injunction by restraining our Company from making transmission line laid over the lands owned by the Plaintiff functional along with a mandatory injunction for removal of tower for transmission line. The Plaintiff have alleged that our Company constructed tower for transmission line against the prescribed rules under the Indian Electricity Rules, 1956. The matter is currently pending.

5. A civil suit was filed by Bhagwati Devi (the "**Plaintiff**") before the Court of Civil Judge, Rewari, Haryana ("**Court**") seeking a permanent injunction against, amongst others, our Company restraining it from erecting any poles/ towers or digging the foundation and passing any wires from the property owned by the Plaintiff and restore the property to its original position if any digging activity is carried out by our Company during pendency of the matter. The Plaintiff has alleged that our Company failed to seek consent of the Plaintiff and co-sharers for laying the transmission lines above the property owned by them. The matter is currently pending.

6. Three industrial dispute references were raised by workmen appointed by our Company ("**Petitioners**") before the Labour Court, Vadodara, Gujarat (the "**Court**") against our Company, alleging that our Company has illegally and arbitrarily terminated the service of the Petitioners under the guise of a transfer order, without giving any notice or retrenchment compensation. Subsequently, the Court passed an order rejecting the references raised by the Petitioners ("**Impugned Order**"). Aggrieved by the Impugned Order passed by the Court, the Petitioners filed special civil application before the High Court of Gujarat at Ahmedabad seeking direction to set aside the Impugned Order. The matter is currently pending.

Tax litigation

1. Our Company has received a demand notice under Section 156 of the Income-tax Act, 1961, ("**Demand Notice**") issued by Additional Commissioner of Income Tax, Delhi ("**Assessment Officer**") for the assessment year 2018-19 wherein the Assessment Officer alleged that the Company failed to take into account disallowance of expenditure which accumulated by way of sum received from employees as contribution to provident fund or superannuation fund. Further, the Assessment Officer also denied double tax relief for the income accrued from contracts executed outside India. Pursuant to such allegations, the Assessment Officer raised a demand of ₹163.25 million. Subsequently, our Company filed an appeal before the Commissioner of Income-tax (Appeals) to quash the intimation on the grounds that the Assessment Officer disregarded and not considered the facts of the matter. The matter is currently pending.

2. Our Company has received an intimation under Section 143 of the Income-tax Act, 1961 (the "**Intimation**"), issued by the Assistant Director of Income Tax, Central Processing Centre, Bengaluru, Karnataka ("**Assessment Officer**") for assessment year 2019-20, wherein the Assessment Officer alleged that the Company failed to take into account disallowance of expenditure which accumulated by way of sum received from employees as contribution to provident fund or superannuation fund. Further, the Assessment Officer also denied double tax relief for the income accrued from contracts executed outside India. Pursuant to such allegations, the Assessment Officer raised a demand of ₹92.55 million. Subsequently, our Company filed an appeal before the Commissioner of Income-tax (Appeals) to quash the intimation on the grounds that the Assessment Officer disregarded and not considered the facts of the matter. The matter is currently pending.

3. Our Company has received an intimation under Section 143 of the Income-tax Act, 1961 (the "**Intimation**"), issued by the Assistant Director of Income Tax, Central Processing Centre, Bengaluru, Karnataka ("**Assessment Officer**") for assessment year 2020-21, wherein the Assessment Officer alleged that the Company failed to take into account addition/ disallowance/ adjustments which accumulated by way of interest on loans and borrowings from banks. Pursuant to such allegations, the Assessment Officer raised a demand of ₹37.62 million. Subsequently, our Company filed an appeal before the Commissioner of Income-tax (Appeals) to quash the intimation on the grounds that the Assessment Officer disregarded the facts of the matter and erred in making an addition/ disallowance/ adjustment. The matter is currently pending.

4. Our Company received an intimation under Section 143 of the Income-tax Act, 1961, issued by the Assistant Director of Income Tax, Central Processing Centre, Bengaluru, Karnataka ("**Assessment Officer**") for assessment year 2021-22, wherein the Assessment Officer alleged that there is an inconsistency in the amount of profit chargeable to tax under Section 41 of the Income Tax Act, 1961 (the "**Act**") and raised a demand of ₹91.25 million. Subsequently, our Company filed an appeal before the Commissioner of Income-tax (Appeals) to quash the intimation on the grounds that the Assessment Officer disregarded e-return of income furnished by our Company for the assessment year 2021-22. The matter is currently pending.

Indirect Tax Proceedings

1. Gammon India Limited ("**the Erstwhile Entity**") received a show cause notice ("**Show Cause Notice**") issued by the Additional Director General (Adj.), Directorate General of Goods and Service Tax Intelligence, New Delhi ("**Tax Authority**") pursuant to investigation initiated against the Erstwhile Entity for evading payment of service tax for a period between October 1, 2014 to June 30, 2017. It was alleged that the Erstwhile Entity had not paid services tax payable in respect of the insurance services and other incidental services, under the 'Inland Transportation and Insurance Service' head, billed in the invoices raised by it, to their client in terms of Section 66B of the Finance Act, 1994. Subsequently, an order was passed by the Commissioner, GST and Central Excise Commissionerate, Nagpur-I, Maharashtra against the Erstwhile Entity stating that the inland transportation and insurance service provided by the Erstwhile Entity are not naturally bundled services and thus taxability of such insurance and incidental services is governed by Section 66(F)(3)(b) of the Finance Act, 1994 and imposed a service tax and penalty amounting to ₹145.06 million. Aggrieved by the aforesaid order, our Company filed an appeal before the Customs, Excise and Service Tax Appellant Tribunal, Mumbai. The matter is currently pending.

2. Gammon India Limited ("**the Erstwhile Entity**") received five show cause notices ("**Show Cause Notices**") issued by the Commissioner of Central Excise, Custom & Service Tax, Nagpur, Maharashtra ("**Commissioner**") for multiple periods between April 2008 to March 2012, wherein the Commissioner alleged that the Erstwhile Entity had wrongly classified the service contracts entered with Power Grid Corporation of India to avail beneficial rate of service tax of 4.00% under the Work Contract (Composition Scheme for payment of Service Tax) Rules 2007 ("**Work Contract Rules**") and is liable to pay duty at normal rate of 12.36% *ad valorem*. In this regard, an adjudication order was passed by the Commissioner against the Erstwhile Entity ("**Adjudication Order**"). Aggrieved by the Adjudication Order, the Erstwhile Entity, filed an appeal before the West Zonal Bench of the Customs, Excise and Service Tax Appellate Tribunal, Mumbai, Maharashtra ("**Appellate Tribunal**"). Subsequently, the Appellate Tribunal had set aside the Adjudication Order. Aggrieved by the order, the Commissioner filed an appeal before the Supreme Court to set aside the order passed by the Appellate Tribunal. The amount involved is ₹286.59 million. The matter is currently pending.

3. Our Company received a demand notice issued by the Deputy Commissioner (ST) Kurnool, Andhra Pradesh ("**Deputy Commissioner**") for period from July 1, 2017 to December 31, 2019, wherein the Deputy Commissioner raised a demand of ₹28.44 million due to difference between input tax credit availed and claimed by our Company as per Form GSTR-2A and Form GSTR-3B, respectively, filed by our Company under the CGST Act. A demand order was also passed by the Deputy Commissioner against our Company ("**Demand Order**"). Subsequently, our Company filed an appeal before the Joint Commissioner (ST) against the Demand Order. The matter is currently pending.

4. Our Company has received a demand notice under Section 32 of the Maharashtra Value Added Tax Act, 2002, ("**Demand Notice**"), from the Department of Goods and Service Tax for period between April 1, 2016 to March 31, 2017, wherein the Commissioner raised a demand of ₹34.67 million, towards payment of tax, interest, penalty and other dues. Subsequently, the Department of Goods and Service Tax passed an *ex-parte* assessment order under Section 23 of the Maharashtra Value Added Tax Act, 2002. Aggrieved by the ex-parte order, our Company filed an appeal before the Joint Commissioner (Appeals) to set aside the order. The matter is currently pending.

5. Our Company has received a show cause notice under Section 73 of the Central Goods and Services Tax Act, 2017, ("**Show Cause Notice**") from the Deputy Commissioner of State Tax, Indore, Madhya Pradesh ("**Deputy Commissioner**") for period between April 2019 to March 2020, wherein the Deputy Commissioner alleged that there is mismatch in input tax credit availed and reflected. Subsequently, the Deputy Commissioner passed an order against our Company demanding ₹24.44 million. The matter is currently pending.

6. Gammon India Limited, ("**the Erstwhile Entity**") received a demand notice under the Madhya Pradesh Value Added Tax Act, 2002 ("**Demand Notice**") from the Commercial Tax Officer, Singrauli, Madhya Pradesh ("**Tax Officer**") for period between April 1, 2017 to June 30, 2017, wherein the Tax Officer raised a demand of ₹17.33 million, towards payment of tax, interest, penalty and other dues. The Tax Officer passed an *ex-parte* assessment order against the Erstwhile Entity for payment of the demand raised. Subsequently, the Erstwhile Entity filed an appeal before the Appellate Deputy Commissioner of State Tax, Appeal, Satna, Madhya Pradesh to quash the *ex-parte* order on the grounds that the assessment done was illegal and the aforesaid *ex-parte* order was passed without allowing reasonable opportunity of being heard. The matter is currently pending.

7. Gammon India Limited, ("**the Erstwhile Entity**") received two notices of assessment under the Central Sales Tax Act, 1956 and Gujarat Value Added Tax Act, 2003 (Collectively, "**Demand Notices**"), respectively, from the State Tax Officer (Appeal-Audit) Office of the Joint Commissioner of State Tax, Division-5, Vadodara, Gujarat ("**Commissioner**") for period between April 1, 2016 to March 31, 2017, wherein the Commissioner raised a demand of ₹7.96 million and ₹3.75 million, respectively, towards payment of tax and interest. The Commissioner passed an assessment order against the Erstwhile Entity for payment of the demand raised. Subsequently, the Erstwhile Entity filed an appeal before the Deputy Commissioner of State Tax, Appeal, Vadodara, Gujarat on grounds that the Commissioner has not considered pending legal forms and reversed mismatched input tax credit in the demand assessed under the Demand Notices. The matter is currently pending.

8. Gammon India Limited, ("**the Erstwhile Entity**") received a show cause notice from the Principal Commissioner, Customs, Central Excise and Service Tax, Nagpur, Maharashtra ("**Commissioner**") for Financial Year 2012-2013 and Financial Year 2014-2015, wherein the Commissioner alleged that the Erstwhile Entity utilized excess and inadmissible CENVAT credit in contravention of the Rule 14 of the CENVAT Credit Rules 2009. Subsequently, the Commissioner by way of an order held that the Erstwhile Entity was liable to recover excess distribution of credit and liable to pay penalty amounting to ₹40.15 million ("**Order**"). Aggrieved by the aforesaid Order, the Erstwhile Entity filed an appeal before the Custom, Excise and Service Tax Appellate Tribunal to set aside the Order, wherein the Company submitted that the Commissioner erred in considering the units of the Erstwhile Entity were manufacturers of excisable products or were providers of taxable services, and hence the usage of excess CENVAT credit was permitted on such units. The matter is currently pending.

9. Gammon India Limited, ("**the Erstwhile Entity**") received a show cause notice from the Principal Commissioner, Customs, Central Excise and Service Tax, Nagpur, Maharashtra ("**Commissioner**") for the period from December 2012 to January 2013, wherein the Commissioner alleged that the Erstwhile Entity transfer and availed inadmissible CENVAT credit with a fraudulent intent to evade payment of Central Excise Duty. Subsequently, the Commissioner by way of an order held that the Erstwhile Entity was liable to pay penalty under Rule 15(2) of CENVAT Credit Rules, 2004 amounting to ₹ 32.60 million ("**Order**"). Aggrieved by the aforesaid Order, the Erstwhile Entity filed an appeal before the Custom, Excise and Service Tax Appellate Tribunal to set aside the Order, wherein the Company submitted that there is no requirement of prior permission under Rule 10 of CENVAT Credit Rules, 2004 for such transfer credit. The matter is currently pending.

10. Gammon India Limited, ("**the Erstwhile Entity**") received demand notices of assessment under the Central Sales Tax Act, 1956 and Jharkhand Value Added Tax Act, 2005 (Collectively, "**Demand Notices**") from the Deputy Commissioner of Commercial Tax, Ranchi, Jharkhand ("**Commissioner**") for the period Financial Year 2013-2014, wherein the Commissioner raised demand of ₹ 15.76 million towards payment of tax, penalty and interest for failure to submit evidence for input tax credit claimed by our Company. The matter is currently pending.

11. Gammon India Limited, ("**the Erstwhile Entity**") received final notices of assessment under the Central Sales Tax Act, 1956 ("**CST Act**") ("**Demand Notice**") from the Deputy Commissioner, Large Taxpayers Unit, Mumbai ("**Commissioner**") for the period between April 1, 2012 to March 31, 2013, wherein the Commissioner raised demand of ₹ 24.01 million towards payment of tax and interest. The matter is currently pending.

12. Gammon India Limited, ("**the Erstwhile Entity**") received notices of assessment under the Central Sales Tax Act, 1956 ("**CST Act**") and Jharkhand Value Added Tax Act, 2005 ("**Jharkhand VAT Act**") ("**Demand Notices**") from the Deputy Commissioner of Commercial Tax, Ranchi, Jharkhand ("**Commissioner**") for the period Financial Year 2012-2013, wherein the Commissioner raised demand of ₹ 16.49 million towards payment of tax, penalty and interest for failure to submit evidence for input tax credit and tax exemption claimed by our Company. The matter is currently pending.

13. Gammon India Limited, ("**the Erstwhile Entity**") received notices of assessment under the Central Sales Tax Act, 1956 ("**CST Act**") and Jharkhand Value Added Tax Act, 2005 ("**Jharkhand VAT Act**") ("**Demand Notices**") from the Deputy Commissioner of Commercial Tax, Ranchi, Jharkhand ("**Commissioner**") for the period Financial Year

2011-2012, wherein the Commissioner raised demand of ₹ 13.47 million towards payment of tax and interest for failure to submit evidence for purchase and sale claimed by our Company. The matter is currently pending.

14. Gammon India Limited, ("**the Erstwhile Entity**") received notices of assessment under the Central Sales Tax Act, 1956 ("**CST Act**") and Jharkhand Value Added Tax Act, 2005 ("**Jharkhand VAT Act**") ("**Demand Notices**") from the Deputy Commissioner of Commercial Tax, Ranchi, Jharkhand ("**Commissioner**") for the period Financial Year 2010-2011, wherein the Commissioner raised demand of ₹ 13.47 million towards payment of tax, penalty and interest for failure to submit evidence for input tax credit claimed by our Company for inter-state purchases and evidence for claim for sale in transit. The matter is currently pending.

15. Gammon India Limited, ("**the Erstwhile Entity**") received notices of assessment under the Central Sales Tax Act, 1956 ("**CST Act**") and Jharkhand Value Added Tax Act, 2005 ("**Jharkhand VAT Act**") ("**Demand Notices**") from the Deputy Commissioner of Commercial Tax, Ranchi, Jharkhand ("**Commissioner**") for the period Financial Year 2009 - 2010, wherein the Commissioner raised demand of ₹ 22.49 million towards payment of tax and interest for failure to submit evidence for exemption claimed by our Company for inter-state transfer of reserves under Section 6A(1) of the CST Act and E-sale. The matter is currently pending.

16. Our Company received demand notice of assessment under the Central Goods and Service Tax Act, 2017 ("**Demand Notice**") from the Assistant Commissioner of State Tax, Vadodara, Gujarat ("**Commissioner**") for period between April 1, 2017 to March 31, 2018, wherein the Commissioner raised a demand of ₹17.35 million towards payment of tax and interest. The Commissioner passed an assessment order against the Erstwhile Entity for payment of the demand raised. The matter is currently pending.

17. Our Company has received an intimation under Section 143(1) of the Income Tax Act, 1961 from the Centralized Processing Centre, Income Tax Department ("**Department**") demanding ₹63.90 million ("**Demand Notice**") for assessment year 2022-2023. In the Demand Notice, the Department has alleged that there is a mismatch between the tax credits claimed and the tax credits allowed by our Company.

Litigation by our Company

Criminal litigation

1. Our Company filed a first information report before the Uyyalawada Police Station, Kurnool, Andhra Pradesh against third parties (the "**Accused**") alleging theft, breach of trust and cheating, under Sections 408, 420, read with Section 34, of the Indian Penal Code, 1860. It was alleged that the Accused wrongfully took possession of our Company's property. Subsequently, a charge sheet was issued by the Judicial Magistrate of First Class, Koilakunta, Andhra Pradesh, against the Accused. The matter is currently pending.

2. Our Company has filed a first information report before the B.K.C Police Station, Mumbai, Maharashtra, against an employee of our Company (the "**Accused**") alleging criminal breach of trust, forgery, cheating and dishonestly inducing delivery of property under Sections 406, 409, 420, 465, 467, 468 and 471 of the Indian Penal Code, 1860. Subsequently, the Metropolitan Magistrate, 71st Court Bandra, Mumbai allowed the bail application filed by the Accused on account of prevailing pandemic conditions, subject to certain conditions. Further, our Company has also filed a civil petition before the High Court of Bombay, Mumbai against the Accused, and others. The total amount involved in the matter is approximately ₹32.41 million. The matter is currently pending.

3. Our Company has filed four criminal complaints against various entities before various fora under the provisions of Section 138 of the Negotiable Instruments Act, 1881 in relation to dishonour of cheques and the recovery of amounts due to our Company. The total amount involved in all these matters is approximately ₹5.67 million.

Material civil litigation

1. Our Company has filed a civil suit against Varah Infratech Private Limited ("**Respondent**") before the Court of District Judge, Jodhpur, Rajasthan ("**Court**"), for non-payments of dues by the Respondent for completion of the work as per the work order issued by the Respondent to our Company. The amount involved in the matter is approximately ₹ 16.16 million. The matter is currently pending.

2. Our Company has filed a suit against Jet Projects Company WLL ("**Respondent**") before the Court of First Instance, Civil Court, the Thirteenth Extraordinary Chamber, State of Qatar ("**Court**"), for non-payments of amounts pertaining to the purchase orders placed by the Respondent. The Respondent, aggrieved by the order passed by the Court obligating it to pay the amount pertaining to the purchase order ("**Order**"), filed an appeal before the Court of Appeal, Civil Court, Appeal, the 8th Civil and Commercial Circuit, State of Qatar ("**Court of Appeal**") wherein the Order was upheld. Our Company has filed an application for execution of the Order before the Court of Appeal. The amount involved in the matter is approximately ₹88.45 million. The matter is currently pending.

3. Our Company has filed two consumer complaints against Oriental Insurance Company Limited ("**Respondent**") before the National Consumer Redressal Commission, New Delhi ("**Commission**"), for wrongful repudiation of claim amount raised by our Company and deficiency in services. Our Company was awarded a contract by Damodar Valley

Corporation ("**DVC**") for completion of supply, erection, testing and commissioning of 220 KV, 3 PH, Double Circuit Line from Mejia Thermal Power Station, DVC, West Bengal to DVC, Jharkhand and had obtained an insurance policy for storage cum erection from the Respondent. Upon the material being stolen from the project site, our Company filed two first information reports each at Saltora Police Station, West Bengal, and Raghunathpura, Purulia, Police Station, West Bengal, respectively and subsequently raised insurance claims before the Respondent in relation to the stolen property, which were rejected by the Respondent on grounds of: (a) wilful act and wilful negligence of the insured; and (b) general condition of policy under which our Company was required to take all reasonable precautions and comply with statutory requirements and recommendations at its own expense. Aggrieved by the same, our Company filed aforesaid complaint before the Commission. The amount involved in the matter is approximately ₹71.42 million. The matter is currently pending.

4. Our Company has filed a commercial suit against Public Electricity Corporation, Yemen and others (the "**Defendant(s)**") before the High Court of Bombay ("**Court**"), *inter-alia* seeking permanent injunction restraining the Public Electricity Corporation, Yemen, from invoking the advance bank guarantee of ₹1,000.00 million and performance bank guarantee ("**Suit Guarantees**") or extending the validity of the Suit Guarantees due to frustration of the contract entered by our Company for designing, supplying and installing transmission lines in Yemen, on the grounds of force majeure. While the hearing and final disposal of the commercial petition was pending, our Company has filed an interim application before the Court seeking injunction on the invocation and extension of validity of the Suit Guarantees. The matter is currently pending.

5. Our Company filed an application against Zapdor Engineering Private Limited ("**Defendant**") before the Principal Bench of the National Company Law Tribunal at New Delhi ("**Tribunal**") alleging that the Defendant failed to return the advance amount paid by our Company to the Defendant in relation to ongoing projects of the Defendant and is liable under Section 138 of the Negotiable Instruments Act, 1881 for bouncing of the cheques issued by Defendant. Our Company also filed an application under Section 7 of the Insolvency and Bankruptcy Code, 2016, before the Tribunal to initiate corporate insolvency resolution process against the Defendant. During the pendency of the hearing, the Tribunal passed an order directing the Defendant to make a payment of ₹2.50 million to our Company. Upon failure of the Defendant in complying with the aforesaid order passed by the Tribunal, our Company filed a contempt petition before the Tribunal. The amount involved is ₹23.19 million. The matter is currently pending.

6. Our Company filed a commercial suit against NRS Bridge Constructions Private Limited ("**Respondent**") before the High Court of Bombay (the "**Court**"), seeking directions against the Respondent to pay the loss suffered by our Company in relation to a purchase order entered by our Company with the Respondent. Further, for details see, "-*Litigation involving our Company – Litigation against our Company - Material civil litigation*" on page 338. This matter is currently pending.

Other pending material litigation

1. Our Company has filed a miscellaneous application under Section 11 of the Arbitration and Conciliation Act, 1996 before the High Court of Bombay, Nagpur Bench, Nagpur (the "**Court**") to initiate arbitration proceedings against the Rani Durgawati Wardha Zilla Adiwasi Sahkari Soot Girni Maryadit Yerla and others ("**Respondents**"), in a dispute related to refund of security deposit aggregating to ₹42.95 million (excluding interest), paid by our Company pursuant to a letter of award issued by the Respondent along with an injunction order against the Respondent from disposing off the movable or immovable property owned by the Respondent. The Court has appointed a sole arbitrator to decide the dispute. The matter is currently pending.

Litigation involving our Promoters

Criminal Litigation

Nil

Material civil litigation

Nil

Actions taken by regulatory and statutory authorities

Nil

Disciplinary actions including penalties imposed by SEBI or the Stock Exchanges in the last five Financial Years preceding the date of this Draft Red Herring Prospectus

Nil

Litigation involving our Directors

Criminal litigation

Nil

Material civil litigation

Nil

Actions taken by regulatory and statutory authorities

Nil

Litigation involving our Subsidiaries

As on the date of this Draft Red Herring Prospectus, we have no material Subsidiaries. Further, as on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Subsidiaries which will have a material impact on our Company or the Offer, as applicable.

Litigation involving our Group Companies

As on the date of this Draft Red Herring Prospectus, we have four Group Companies. Further, as on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Companies which will have a material impact on our Company or the Offer, as applicable.

Tax matters

Except as disclosed below, there are no proceedings related to direct and/ or indirect taxes pending against our Company, Promoters and Directors:

Nature of case	Number of cases	Amount involved (in ₹ million)*
Our Company		
Direct tax	7	453.92
Indirect tax	63^	817.70
Our Promoters		
Direct tax	Nil	N.A.
Indirect tax	Nil	N.A.
Our Directors		
Direct tax	Nil	N.A.
Indirect tax	Nil	N.A.

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

^ *Including the disclosures under "– Litigation involving our Company – Litigation against our Company – Tax litigation" on page 339.*

Outstanding dues to creditors

Pursuant to the resolution passed by our Board on March 8, 2024, creditors of our Company to whom an amount equal to or exceeding 5% of our total outstanding dues (that is trade payables) to creditors as of September 30, 2023 based on the Restated Consolidated Financial Information of our Company was outstanding, were considered 'material' creditors. As per the Restated Consolidated Financial Information, our total outstanding dues to creditors as of September 30, 2023, was ₹13,178.04 million and accordingly, creditors to whom outstanding dues exceed ₹658.90 million have been considered as material creditors for the purposes of disclosure in this Draft Red Herring Prospectus.

Based on this criteria, details of outstanding dues owed to micro, small and medium enterprises and other creditors as of September 30, 2023 by our Company are set out below:

Type of creditors	Number of creditors	Amount due (in ₹ million)*
Micro, Small and Medium Enterprises	367	994.82
Other creditors	4,582	12,183.22
Total	**4,949**	**13,178.04**

Note: Total Outstanding dues above includes trade acceptance of an amount of ₹5,455.40 Million under Letter of credit opened by the lenders of the Company which is secured by the underlying materials and forms part of secured facility and an amount of ₹ 1,616.40 Million being other acceptances being unsecured.
** As certified by Nayan Parikh & Co., Chartered Accountants vide their certificate dated March 8, 2024.*

Based on this criteria, details of outstanding dues owed to material creditors as of September 30, 2023 by our Company are set out below:

Type of creditors	Number of creditors	Amount due (in ₹ million)*
Outstanding dues to Material Creditors as at September 30, 2023	4	3,574.00
Total	**4**	**3,574.00**

** As certified by Nayan Parikh & Co., Chartered Accountants vide their certificate dated March 8, 2024.*

The details pertaining to outstanding dues towards our material creditors are available on the website of our Company at https://transrail.in/investors-centre/financials.aspx.

Material Developments

Except as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant developments occurring after September 30, 2023*" on page 336 and in this Draft Red Herring Prospectus, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*We have set out below a list of material approvals, consents, licences, registrations, and permissions from various governmental and regulatory authorities required to be obtained by our Company which are considered material and necessary for the purpose of undertaking our business activities and operations ("**Material Approvals**"). In view of the approvals listed below, our Company can undertake this Offer and its business activities and operations, as applicable. In addition, certain Material Approvals of our Company may have lapsed or expired or may lapse in their ordinary course of business, from time to time, and our Company has either already made applications to the appropriate authorities for renewal of such Material Approvals or is in the process of making such renewal applications in accordance with applicable law and requirements and procedures. Unless otherwise stated, Material Approvals as set out below, are valid as on the date of this Draft Red Herring Prospectus.*

We have also set forth below (i) Material Approvals or renewals applied for but not received; (ii) Material Approvals which have expired and renewal yet to be applied for; and (iii) Material Approvals which are required but not obtained or applied for, as on the date of this Draft Red Herring Prospectus.

For further details in connection with the applicable regulatory and legal framework within which we operate, see "Key Regulations and Policies" on page 198.

I. Incorporation related approvals of our Company

1. Certificate of incorporation dated February 18, 2008, issued to our Company under the name 'Transrail Lighting Limited' by the RoC, under the Companies Act, 1956.

2. Our Company has been allotted the corporate identity number U31506MH2008PLC179012.

II. Material Approvals in relation to the business and operations of our Company:

The Material Approvals that we have obtained in relation to the business and operations of our Company include the following:

1. Approvals issued by the relevant state authorities under the Electricity Act, 2003, as applicable;

2. Aviation clearances issued by the Airport Authority of India, as applicable;

3. Certificate of Importer-Exporter Code issued by the Office of Additional Director General of Foreign Trade under the Foreign Trade (Development and Regulation) Act, 1992.

Material Approvals in relation to the manufacturing facilities of our Company

1. Factory license issued by the designated authorities under the Factories Act, 1948 for our manufacturing facilities.

2. Consolidated consent to operate and authorization issued by various state pollution control boards under the Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 and Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 in relation to our manufacturing facilities.

3. No objection certificate issued by the relevant state fire departments for our manufacturing facilities.

4. Certificate of stability issued by the relevant and competent state industrial safety, health and environment professionals for our manufacturing facilities.

5. Permission for storage of petroleum issued by the Petroleum and Explosives Safety Organisation, Ministry of Commerce and Industry, Government of India for our manufacturing facilities.

III. Labour related Material Approvals

1. Certificate of registration as a principal employer issued by the designated authorities under the Contract Labour (Regulation and Abolition) Act, 1970 for engaging labourers in various businesses and activities at our manufacturing facilities.

2. Certificate of registration issued by the Employees' Provident Fund Organisation under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

3. Certificate of registration issued by the Employees' State Insurance Corporation under the Employees' State Insurance Act, 1948.

4. Employee's compensation insurance policy taken by us under the Employee's Compensation Act, 1923 and Fatal Accidents Act, 1855.

5. License issued by the designated authorities under Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979.

6. Certificates of registration under applicable shops and establishments legislations issued by the ministry or department of labour of the relevant state government for our Registered Office and other offices.

IV. Tax related Material Approvals

1. Permanent account number issued by the Income Tax Department, Government of India under the Income Tax Act, 1961.

2. Tax deduction account number issued by the Income Tax Department, Government of India under the Income Tax Act, 1961.

3. Certificate of registration issued by the Central Government for enrolment as existing taxpayer for GST under the Goods and Services Tax Act, 2017.

4. Certificate of registration issued by the respective tax authorities of relevant states under the relevant professions, trades, callings and employments statutes to enable payment of profession tax by our Company.

V. Material Approvals in relation to branches located outside India

Material approvals in relation to the branches of our Company located outside India, have been, obtained from the appropriate regulatory authorities in such jurisdictions, where these approvals are mandatory for the operation of such branches.

VI. Approvals in relation to the Offer

For the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 348.

VII. Material Approvals or renewals applied for but not received by our Company

Nil

VIII. Material Approvals which have expired and renewal yet to be applied for by our Company

Nil

IX. Material Approvals which are required but not obtained or applied for by our Company

Nil

X. Intellectual property rights

For further details, see "*Our Business*" on page 173 and "*Risk Factors – We are subject to various laws and extensive government regulations and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required in the ordinary course of our business, including environmental, health and safety laws and other regulations, our business financial condition, results of operations and cash flows may be adversely affected.*" on page 39.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer, including the Fresh Issue of up to ₹4,500.00 million, has been authorised by our Board pursuant to a resolution passed at its meeting held on February 6, 2024 and by our Shareholders pursuant to a special resolution passed at their meeting held on February 12, 2024. Further, our Board has taken on record the consent of the Promoter Selling Shareholder participate in the Offer for Sale pursuant to the resolution dated March 8, 2024. This Draft Red Herring Prospectus has been approved pursuant to a resolution passed by the Board on March 8, 2024.

Our Company, in consultation with the Book Running Lead Managers may consider a further issue of Equity Shares as may be permitted under applicable law to any person(s) of such Equity Shares for cash consideration aggregating up to ₹ 500.00 million at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer constituting at least 10% of the post-Offer paid-up Equity Share capital of our Company.

The Promoter Selling Shareholder, has authorised and confirmed its participation in the Offer for Sale in relation to the Offered Shares, as set out below:

Selling Shareholder	Number of Offered Shares	Date of consent letter	Date of corporate authorisation/ board resolution
Ajanma Holdings Private Limited	Up to 10,160,000 Equity Shares aggregating up to ₹[●] million	March 8, 2024	March 6, 2024

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI, the Reserve Bank of India or other governmental authorities

Our Company, our Promoters/ Promoter Selling Shareholder, members of our Promoter Group, our Directors, and/or persons in control of our Company, are not prohibited from accessing or operating the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Directors and Promoters are not directors or promoters of any other company which has been debarred from accessing the capital markets by SEBI.

Our Company, Promoters and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters/ Promoter Selling Shareholder and members of our Promoter Group, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to each of them in respect of its respective holding in our Company as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

None of our Directors are associated with the securities market in any manner including securities market related business. There are no outstanding action(s) initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations as set out under the eligibility criteria calculated in accordance with the Restated Consolidated Financial Information, as indicated below:

a. Our Company has had net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each) (i.e. Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021), of which not more than 50% are held in monetary assets;

b. Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

c. Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and

d. Our Company has not changed its name in the last one year.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus as at, and for the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021, are set forth below:

(₹ in million, unless otherwise stated)

Particulars	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	Financial Year ended March 31, 2021
Restated net tangible assets[1]	7,528.96	6,541.98	5,561.73
Restated monetary assets[2]	1,247.14	575.04	891.04
Restated monetary assets, as a percentage of net tangible assets, as restated (in %)[3]	16.56%	8.79%	16.02%
Operating profit (on a restated & consolidated basis)[4]	2,481.10	1,678.29	2,184.95
Net worth (on a restated & consolidated basis)[5]	7,091.53	5,993.21	5,041.55

Notes:

1. *Net tangible assets mean the sum of all net assets, excluding intangible assets and right of use assets as defined in Indian Accounting Standard (Ind AS) 38, issued by the Institute of Chartered Accountants of India and Right-of- Use assets.*
2. *Monetary assets means cash in hand, balance with bank in current and deposit account (net of bank deposits not considered as cash and cash equivalent).*
3. *"Operating Profit" means the profit before finance costs, other income and exceptional items.*
4. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, capital reserve and employee stock option outstanding reserve.*

The average Operating Profit, as restated and consolidated for the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2021is ₹2,114.78 million.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR

Regulations are as follows:

(i) Our Company, Promoters/ Promoter Selling Shareholder, members of Promoter Group and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

(iii) Neither our Company, nor our Promoters or our Directors are Wilful Defaulters or Fraudulent Borrowers;

(iv) None of our Promoters or Directors have been declared as a Fugitive Economic Offender;

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

(vi) Our Company along with Registrar to the Offer has entered into tripartite agreements dated September 13, 2013 and December 20, 2021 with NSDL and CDSL, respectively, for dematerialisation of the equity shares;

(vii) The Equity Shares of our Company held by the Promoters are in dematerialised form;

(viii) All the equity shares are fully paid-up and there are no partly paid-up equity shares as on the date of filing of this Draft Red Herring Prospectus; and

(ix) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, and our Company shall be liable to pay interest on the application money in accordance with applicable laws.

The Promoter Selling Shareholder, specifically confirms that the Equity Shares being offered by it comply with the requirements specified under Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, INGA VENTURES PRIVATE LIMITED, AXIS CAPITAL LIMITED, HDFC BANK LIMITED AND IDBI CAPITAL MARKETS & SECURITIES LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF OR THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 8, 2024, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, the Directors, the Promoter Selling Shareholder, the Book Running Lead Managers

Our Company, the Directors, the Promoter Selling Shareholder, the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.transrail.in, or the respective websites of any affiliate of our Company would be doing so at his or her own risk. The Promoter Selling Shareholder, including their respective directors, investment manager, partners, affiliates, associates and officers, accept or undertake no responsibility for any statements made or undertakings provided in this Draft Red Herring Prospectus other than those specifically undertaken or made or confirmed in relation to itself as the Promoter Selling Shareholder and the Offered Shares.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into among the Underwriters, the Promoter Selling Shareholder and our Company.

All information, to the extent required in relation to the Offer, shall be made available by our Company, the Promoter Selling Shareholder (to the extent that the information pertain to itself and the Offered Shares), and the Book Running Lead Managers to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, Underwriters and their respective investment managers, directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholder, Underwriters and their respective investment managers, directors, partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder and its investment managers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers to our Company, the Promoter Selling Shareholder and its investment managers, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer in respect of jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their respective constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction other than in India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. No person outside India is eligible to bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India, only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus will be filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Promoter Selling Shareholder since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and transfer restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within such time prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

The Promoter Selling Shareholder undertake to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from the Promoter Selling Shareholder in relation to the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

Consents

Consents in writing of (a) the Promoter Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, legal counsels appointed for the Offer, the Book Running Lead Managers, the Bankers to our Company, industry expert, Statutory Auditors, Independent Chartered Accountant, Independent Chartered Engineer and the Registrar to the Offer to act in their respective capacities, have been obtained and such consents have not been withdrawn until the date of this Draft Red Herring Prospectus; and (b) Syndicate Members, Underwriters, Bankers to the Offer (Escrow Collection Bank, Public Offer Bank, Sponsor Banks and Refund Bank) to act in their respective capacities, Monitoring Agency will be obtained, and will be filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and the Prospectus for filing with the RoC.

Experts to the Offer

Except as disclosed below, our Company has not obtained any expert opinions in connection with this Draft Red Herring Prospectus:

Our Company has received a written consent dated March 8, 2024, from our Statutory Auditor, namely, Nayan Parikh & Co., Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this DRHP, and as an “expert” as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditor, and in respect of their (a) their examination report dated March 8, 2024 on the Restated Consolidated Financial Information, and (b) report dated March 8, 2024, on the statement of special tax benefits available to our Company and our Shareholders. Such consent has not been withdrawn as on the date of this DRHP. However, the term “expert” and “consent” shall not be construed to mean an “expert” and “consent” as defined under the U.S. Securities Act.

Our Company has received written consent dated March 8, 2024from Maheshwari & Co., Chartered Accountants, holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated March 8, 2024, from Suvabrata Dasgupta, Chartered Engineer (registration number: M-137099-5), to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert”, as defined under Section 2(38) of the Companies Act to the extent and in their capacity as an Independent Chartered Engineer (registration number: M-137099-5), in relation to the certificate dated March 8, 2024, certifying, *inter alia*, the details of the installed and production capacity of our manufacturing facilities. Such consent has not been withdrawn as on the date of this DRHP.

Particulars regarding public or rights issues by our Company during the last five years and performance *vis-à-vis* objects

Our Company has not made any public or rights issues (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Last issue of subsidiaries and promoters

Our Subsidiaries and corporate Promoter have not made any issue in the past.

Underwriting commission, brokerage and selling commission paid on previous issues of the Equity Shares

Since this is the initial public offer of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by listed subsidiaries or associates of our Company

As on the date of this Draft Red Herring Prospectus, none of the securities of our Subsidiaries are listed on any stock exchanges. Our Company does not have any associates, as on the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by listed group companies of our Company

Our Group Companies are not listed on any stock exchange, as on the date of this Draft Red Herring Prospectus.

Capital issue during the preceding three years by our Company

Except as disclosed in "*Capital Structure*" on page 72, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

Price information of past issues handled by the Book Running Lead Managers (during the current Financial Year and two Financial Years preceding the current Financial Year)

A. Inga Ventures Private Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Inga Ventures Private Limited:

Sl. No.	Issuer Name	Issue Size (in ₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Divgi TorqTransfer Systems Limited	4,121.20	590.00	March 14, 2023	600.00	+9.24% [+4.30%]	+36.15% [+8.16%]	+63.55% [+15.02%]

Source: www.bseindia.com
Notes:
a. S&P BSE SENSEX is considered as the Benchmark Index as the BSE being Designated Stock Exchange.
b. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered

2. Summary statement of price information of past issues handled by Inga Ventures Private Limited

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ million)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2022-23	1	4,121.20	-	-	-	-	-	1	-	-	-	1	-	-
2021-22	-	-	-	-	-	-	-	-	-	-	-	-	-	-

B. Axis Capital Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Axis Capital Limited:

Sl. No.	Issuer Name	Issue Size (in ₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Jana Small Finance Bank Limited(1)	5,699.98	414.00	February 14, 2024	396.00	-	-	-
2.	Apeejay Surrendra Park Hotels Limited@(2)	9,200.00	155.00	February 12, 2024	186.00	-	-	-
3.	EPACK Durable Limited(1)	6,400.53	230.00	January 30, 2024	225.00	-19.96%, [+1.64%]	-	-
4.	Medi Assist Healthcare Services Limited(1)	11,715.77	418.00	January 23, 2024	465.00	+22.32%, [+3.20%]	-	-
5.	Azad Engineering Limited(1)	7,400.00	524.00	December 28, 2023	710.00	+29.06%, [-2.36%]	-	-

Sl. No.	Issuer Name	Issue Size (in ₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price*, [+/- % change in closing benchmark]- 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
6.	Happy Forgings Limited(2)	10,085.93	850.00	December 27, 2023	1,000.00	+14.06%, [-1.40%]	-	-
7.	Muthoot Microfin Limited*(1)	9,600.00	291.00	December 26, 2023	278.00	-20.77%, [-0.39%]	-	-
8.	Inox India Limited(1)	14,593.23	660.00	December 21, 2023	933.15	+32.01%, [+1.15%]	-	-
9.	Flair Writing Industries Limited(2)	5,930.00	304.00	December 1, 2023	501.00	+14.69%, [+7.22%]	-8.63%, [+8.31%]	-
10.	ASK Automotive Limited(2)	8,339.13	282.00	November 15, 2023	303.30	+2.73%, [+7.66%]	+6.29%, [+9.86%]	-

Source: www.nseindia.com and www.bseindia.com
(1)BSE as Designated Stock Exchange
(2)NSE as Designated Stock Exchange
@ Offer Price was ₹ 148.00 per equity share to Eligible Employees
** Offer Price was ₹ 277.00 per equity share to Eligible Employees*

Notes:
a. *Issue Size derived from Prospectus/final post issue reports, as available.*
b. *The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
c. *Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
d. *In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.*
e. *Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.*

2. *Summary statement of price information of past issues handled by Axis Capital Limited*

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ million)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-2024*	17	212,138.22	-	-	2	2	6	5	-	-	1	3	-	-
2022-2023	11	279,285.39	-	1	6	-	2	2	-	2	5	-	3	1
2021-2022	25	609,514.77	-	2	6	6	5	6	3	4	3	5	3	7

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

C. HDFC Bank Limited

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by HDFC Bank Limited:*

Sl. No.	Issuer Name	Issue Size (in ₹ million)#	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
1.	IRM Energy Limited	5,443.63	505	October 26, 2023	477.25	-7.20% [4.49%]	-0.25% [12.63%]	NA
2.	Sai Silks (Kalamandir) Limited	12,009.98	222	September 27, 2023	230.10	8.09% [-4.49%]	25.09% [7.54%]	NA
3.	Aether Industries Limited	8,080.44	642	June 3, 2022	706.15	+21.00% [-5.13%]	+34.54% [+6.76%]	+40.15% [+12.40%]
4.	Adani Wilmar Limited	36,000.00	230	February 8, 2022	227.00	+48.00% [-5.34%]	+180.96% [-4.95%]	+193.26% [+0.76%]
5.	AGS Transact Technologies Limited	6,800.00	175	January 31, 2022	176.00	-42.97% [-3.05%]	-28.63% [-1.64%]	-52.69% [-0.77%]
6.	One 97 Communications Limited	183,000.00	2,150	November 18, 2021	1,955.00	-38.52% [-4.40%]	-60.39% [-2.51%]	-72.49% [-11.17%]
7.	PB Fintech Limited	57,097.15	980	November 15, 2021	1,150.00	+14.86% [-4.33%]	-20.52% [-4.06%]	-34.16% [-12.85%]
8.	Aditya Birla Sun Life AMC Limited	27,682.56	712	October 11, 2021	715.00	-11.36% [+0.55%]	-23.85% [-0.74%]	-25.65% [-0.90%]
9.	Chemplast Sanmar Limited	38,500.00	541	August 24, 2021	550.00	+2.06% [+5.55%]	+12.68% [+6.86%]	-3.30% [+3.92%]
10.	G R Infraprojects Limited	9,623.34	837	July 19, 2021	1,700.00	+90.61% [+6.16%]	+138.67% [+16.65%]	+132.16% [+16.50%]

#As per prospectus.

Source: www.nseindia.com and www.bseindia.com

Notes:

a. Designated stock exchange of the respective issuer has been considered for the pricing information

b. 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days

c. In case of reporting dates falling on a trading holiday, values for immediately previous trading day have been considered

d. In IRM Energy Limited, the Issue price to eligible employees was ₹457 after a discount of ₹48 per equity share

e. In Adani Wilmar Limited, the offer price to eligible employees was ₹209 after a discount of ₹21 per equity share

f. In G R Infraprojects Limited, the offer price to eligible employees was ₹795 after a discount of ₹42 per equity share

2. *Summary statement of price information of past issues handled by HDFC Bank Limited*

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ million)#	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24*	2	17,453.61	-	-	1	-	-	1	-	-	-	-	-	-
2022 – 23	1	8,080.44	-	-	-	-	-	1	-	-	-	-	1	-
2021 – 22	7	3,58,703.05	-	2	1	1	1	2	2	2	1	2	-	-

 # As per Prospectus

Notes:

1. The information is as on the date of this Draft Red Herring Prospectus

2. The information for each of the financial years is based on offers listed during such financial year.

** For the financial year 2023-24-2 issues have been completed 90 calendar days from the date of listing.*

D. IDBI Capital Markets & Securities Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by IDBI Capital Markets & Securities Limited:

Sl. No.	Issuer Name	Issue Size (in ₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Indian Renewable Energy Development Agency Limited^	21,502.12	32.00	November 29, 2023	50.00	+204.06% [+8.37%]	+373.44% [+10.08%].	N.A.
2.	Green Energy Services Limited^^	7,400.00	65.00	November 23, 2022	60.50	-30.77% [-1.11%]	-32.77% [-1.33%]	-26.85% [0.36%]
3.	Rolex Rings Limited^	7,310.00	900.00	August 9, 2021	1,250.00	+22.28% [+6.79%]	+31.50% [+10.20%]	+45.24% [+7.74%]

Source: www.nseindia.com and www.bseindia.com

^ *NSE as designated stock exchange*

^^ *BSE as designated stock exchange*

Notes:

a. Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective issuer company

b. Wherever 30th/ 90th/ 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.

c. Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective issuer company.

2. Summary statement of price information of past issues handled by IDBI Capital Markets & Securities Limited

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ million)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24*	1	21,502.12	-	-	-	1	-	-	-	-	-	-	-	-
2022-23	1	7,400.00	-	1	-	-	-	-	-	1	-	-	-	-
2021-22	1	7,310.00	-	-	-	-	-	1	-	-	-	-	1	-

* *The information is as on the date of this Draft Red Herring Prospectus.*

The information for each of the financial years is based on issues listed during such financial year.

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as provided in the table below:

S. No.	Name of the Book Running Lead Managers	Website
1.	Inga Ventures Private Limited	www.ingaventures.com
2.	Axis Capital Limited	www.axiscapital.co.in
3.	HDFC Bank Limited	www.hdfcbank.com
4.	IDBI Capital Markets & Securities Limited	www.idbicapital.com

Stock Market Data of Equity Shares

This being an initial public issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus and accordingly, no stock market data is available for the Equity Shares.

Redressal and disposal of investor grievances by our Company

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

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

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding three Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding three Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount	From the date on which multiple amounts were blocked till the date of actual unblock

Scenario	Compensation amount	Compensation period
	except the original Bid Amount, whichever is higher	
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post- Offer BRLM shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock. Further, in accordance with circulars prescribed by SEBI, from time to time, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

For helpline details of the Book Running Lead Managers pursuant to the SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 65.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Book Running Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the SEBI ICDR Regulations. Bidders can contact our Company Secretary and Compliance officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company has appointed Gandhali Upadhye, Company Secretary and Compliance Officer who may be contacted in case of any pre-Offer or post-Offer related grievances. For details, see "*General Information*" on page 64.

Disposal of investor grievances by our Company

Our Company shall, after filing of this Draft Red Herring Prospectus, obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 and SEBI circular bearing number SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 (seven) days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. No investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus. Further, none of our Group Companies are listed.

Our Company has constituted a Stakeholders' Relationship Committee comprising Srikant Chaturvedi as chairman, Randeep Narang, Ravita Nirmal Punwani and Gandhali Upadhye, as its members which is responsible for redressal of grievances of security holders of our Company. For further details on the Stakeholders' Relationship Committee see "*Our Management – Committees of the Board – Stakeholders' Relationship Committee*" on page 224.

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

Exemption from complying with any provisions of the SEBI ICDR Regulations

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

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and allotted and transferred pursuant to this Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents or certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws, as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting their approval for the Offer.

The Offer

The Offer comprises of a Fresh Issue and an Offer for Sale by the Promoter Selling Shareholder. Expenses for the Offer shall be shared amongst our Company and the Promoter Selling Shareholder in the manner specified in "*Objects of the Offer –Offer related expenses*", on page 96.

Ranking of Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend, voting and other corporate benefits. For further details, see "*Main Provisions of Articles of Association*" on page 389.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of the Companies Act, our Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of Articles of Association*" on pages 239 and 389, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹2 and the Offer Price is ₹[●] per Equity Share. The Floor Price is ₹[●] per Equity Share and at the Cap Price is ₹[●] per Equity Share, being the Price Band. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the Book Running Lead Managers, and advertised in all editions of the English national daily newspaper, [●], all editions of the Hindi national daily newspaper, [●] and all editions of 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 the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges. The Offer Price and discount (if any) shall be determined by our Company, in consultation with the Book Running Lead Managers, after the Bid/Offer Closing Date.

At any given point of time there shall be only one denomination of Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and "e-voting", in accordance with the provisions of the Companies Act;

- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of Equity Shares, subject to applicable laws, rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission, consolidation or sub-division, see "*Main Provisions of Articles of Association*" on page 389.

Allotment of Equity Shares in Dematerialised Form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated December 20, 2021, amongst our Company, CDSL and Registrar to the Offer.
- Tripartite agreement dated September 13, 2013, between our Company, NSDL and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details, see "*Offer Procedure*" on page 371.

Jurisdiction

The courts of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Offer.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change their nomination, they are requested to inform their respective Depository Participant.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Issue portion of the Offer is not subscribed. Our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Managers, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Managers through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks, in case of the UPI Bidders using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders and shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. The notice of the withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared.

Notwithstanding the foregoing, the Offer is also subject to (i) obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) filing of the prospectus with ROC. If our Company, in consultation with the Book Running Lead Managers, withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

Bid/Offer programme

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
BID/OFFER OPENS ON	[●][(1)]
BID/OFFER CLOSES ON	[●][(2)(3)]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

1. *Our Company shall, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.*
2. *Our Company shall, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*
3. *UPI mandate end time and date shall be at 5.00 p.m. on Bid/Offer Closing Date.*

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the agreements to be entered into between our Company with the relevant intermediaries, to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. Further, in terms of circulars prescribed by SEBI from time to time, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.*

The above timetable is indicative and does not constitute any obligation or liability on our Company or the Promoter Selling Shareholder or the Book Running Lead Managers.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within such time as may be prescribed by SEBI, the timetable may be subject to change due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the Book Running Lead Managers, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges or delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholder confirms that they shall extend reasonable co-operation, in relation to the Offered Shares, as requested by our Company and/or the Book Running Lead Managers, for the timely completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within such time as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Managers will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such time from the Bid/Offer Closing Date as may be prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated for the entire duration of delay exceeding three Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) ("**IST**")
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIBs and Eligible Employees Bidding in the Employee Reservation Portion other than QIBs and NIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST

* *UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date.*

\# *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.*

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs and Eligible Employees.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by RIBs and Eligible Employees after taking into account the total number of Bids received and as reported by the Book Running Lead Managers to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on a daily basis within 60 minutes of the Bid closure time from the Bid/Offer Opening Date until the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the Registrar to the Offer on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members was allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Due to limitation of the time available for uploading the Bids on the Bid/Offer Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/ Offer Closing Date. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation under this Offer. Bids and any revision in Bids will only be accepted on Working Days. Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. Neither our Company, nor the Promoter Selling Shareholder, nor any member of the Syndicate is liable for any failure in uploading or downloading the Bids due to faults in any software / hardware system or otherwise; or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Banks due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

Our Company, in consultation with the Book Running Lead Managers, reserves the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price provided that the Cap Price shall be at least 105% of the Floor Price.

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

Minimum Subscription

In the event if our Company does not receive the minimum subscription in the Offer as specified under the terms of Rule 19(2)(b) of the SCRR, including through the devolvement of Underwriters, in accordance with the applicable laws, after the Bid/Offer Closing Date, of if the level of subscription falls below the threshold specified above on account of withdrawal of applications or after technical rejections or for any other reason whatsoever; or if the listing or trading permission are not obtained from the Stock Exchanges for the Equity Shares so offered under the Red Herring Prospectus, our Company and the Promoter Selling Shareholder, to the extent applicable, shall forthwith refund the entire subscription amount received. If there is a delay in refunding the amount beyond four days, our Company shall pay interest at the rate of 15% per annum in accordance with the UPI Circulars. The Promoter Selling Shareholder shall reimburse, to the extent of the Equity Shares offered by the Promoter Selling Shareholder in the Offer, any expenses and interest incurred by our Company on behalf of the Promoter Selling Shareholder for any delays in making refunds as required under the Companies Act, the UPI Circulars and any other applicable law, provided that the Promoter Selling Shareholder shall not be responsible or liable for payment of such expenses or interest if such delay is not attributable to an act or omission of the Promoter Selling Shareholder in relation to the Offered Shares.

In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made towards the sale of the Offered Shares and only thereafter, towards the balance Fresh Issue. For avoidance of doubt, the balance Equity Shares of the Fresh Issue (i.e., 10% of the Fresh Issue) will be offered only once the entire portion of the Offered Shares are Allotted in the Offer.

Under subscription, if any, in any category except the QIB portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for Disposal of Odd Lots

Since the Equity Shares will be traded in dematerialised form only, and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer Equity Share capital of our Company, lock-in of the Promoter's minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 72 and except as provided in the Articles of Association, there are no restrictions on transfer or transmission of Equity Shares. For details see "*Main Provisions of Articles of Association*" on page 389.

OFFER STRUCTURE

The Offer is of up to [●] Equity Shares for cash at a price of ₹[●] each, aggregating up to ₹[●] million, comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹4,500.00 million and an Offer for Sale of up to 10,160,000 Equity Shares aggregating up to ₹[●] million by the Promoter Selling Shareholder.

Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement for an aggregate amount not exceeding ₹ 500.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, not exceeding 20% of the Fresh Issue size, subject to the Offer, in compliance with the Rule 19(2)(b) of the SCRR.

The Offer comprises of the Net Offer of up to [●] Equity Shares and Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹[●] million. The Employee Reservation Portion shall not exceed [●]% of our post-Offer paid-up Equity Share capital. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company.

The Offer is being made through the Book Building Process in compliance with Regulation 6(1) and 31 of the SEBI ICDR Regulations.

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees#
Number of Equity Shares available for Allotment/ allocation *(2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or the Net Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares available for allocation or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders	Up to [●] Equity Shares
Percentage of Offer Size available for Allotment/ allocation	Not more than 50% of the Net Offer shall be Allotted to QIBs. However, up to 5% of the Net QIB Portion (excluding Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to QIBs in the remaining Net QIB Portion.	Not less than 15% of the Offer or the Net Offer less allocation to QIB Bidders and RIBs will be available for allocation subject to the following: Further, one-third of the Non-Institutional Portion will be made available for allocation to Bidders with a Bid size of more than ₹0.20 million and up to ₹1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with a Bid size of more than ₹1.00 million and under-subscription in either of these two subcategories of the Non-Institutional Portion may be allocated to Bidders in the other subcategory of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price	Not less than 35% of the Net Offer or Net Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation	Up to [●]% of the Offer Size
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) [●] Equity Shares shall be available for allocated on a proportionate	The Equity Shares available for allocation to Bidders in the Non-Institutional Portion shall be subject to the following: (a) One-third of the Non-Institutional Portion shall be available for allocation to Bidders	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For	Proportionate#; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.20 million. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated,

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees#
	basis to Mutual Funds only; and b) [●] Equity Shares shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from domestic Mutual Funds at or above the Anchor Investor Allocation Price	with an application size more than ₹0.20 million upto ₹1.00 million; and (b) Two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1.00 million. Provided that the unsubscribed portion in either of these two sub-categories of Non-Institutional Portion may be allocated to the Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Bid Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with the SEBI ICDR Regulations	details see, "*Offer Procedure*" on page 371	on a proportionate basis, to Eligible Employees for a value exceeding ₹0.20 million, subject to total Allotment to an Eligible Employee not exceeding ₹0.50 million.
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.20 million	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.20 million	[●] Equity Shares.	[●] Equity Shares in multiples of [●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Net Offer (excluding the Anchor Investor Portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Net Offer, (excluding the QIB Portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹0.20 million	Such number of Equity Shares in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹0.50 million
Who can apply[3]	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts, and FPIs who are individuals, corporate bodies and family offices and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)	Eligible Employees (such that the Bid Amount does not exceed ₹0.50 million

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees#
	companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DDII dated November 23, 2005, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs in accordance with applicable laws.			
Mode of Bidding	Through ASBA Process only except in case of Anchor Investors.5			
Mode of Allotment	Compulsorily in dematerialized form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share.			
Trading Lot	One Equity Share			
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(4) **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for RIBs or individual investors bidding under the Non – Institutional Portion for an amount of more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism), that is specified in the ASBA Form at the time of submission of the ASBA Form			

* *Assuming full subscription in the Offer.*

\# *Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹0.50 million. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹0.20 million. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

(1) *Our Company in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by our Company in consultation with the Book Running Lead Managers.*

(2) *Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations.*

(3) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The relevant Bidders should ensure that the depository account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company and the Promoter Selling Shareholder reserve the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories. The*

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

(5) Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NIB and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

The Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by FPIs*" on page 376 and having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, on a proportionate basis. For further details, see the "*Terms of the Offer*" on page 361.

OFFER PROCEDURE

*All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 issued by SEBI and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by the UPI Bidders. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, had introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**").*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars.*

In terms of Regulation 23(5) and Regulation 52 of the SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and the SEBI Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and the Promoter Selling Shareholder may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor

Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for Non-Institutional Bidders with Bid size exceeding ₹0.20 million and up to ₹1.00 million; and (b) two third of such portion shall be reserved for Non-Institutional Bidders with Bid size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Furthermore, up to [●] Equity Shares, aggregating to ₹[●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any. The Employee Reservation Portion shall not exceed 5% of our post -Offer paid-up equity share capital subject to valid Bids being received at or above the Offer Price, net of Employee Discount, if any.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange and subject to applicable laws. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the CBDT dated February 13, 2020 read with press releases dated June 25, 2021 and September 17, 2021, read with press release dated September 17, 2021. CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms, which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of UPI Bidders using the UPI Mechanism) and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of UPI

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("**Previous UPI Circulars**") and the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars and the Previous UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular bearing number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, pursuant to SEBI circular dated March 30, 2020, this phase was extended till further notice. Under this phase, submission of the ASBA Form without UPI by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 vide SEBI circular bearing number

SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification, as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI. The Offer has been made under UPI Phase III of the UPI Circular.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law.

Our Company will appoint one or more of the SCSBs as a Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Managers.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the relevant Bidding Centres, and at our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid / Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Managers.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

ASBA Bidders (not using the UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022.

All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected.

The UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

Anchor Investors are not permitted to participate in the Issue through the ASBA process. For Anchor Investors, the Anchor Investor Application is available with the Book Running Lead Managers.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including QIBs, Non-institutional Bidders and Retail Individual Bidders, each resident in India and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors**	[●]
Eligible Employees Bidding in the Employee Reservation Portion	[●]

* *Excluding electronic Bid cum Application Form.*

** *Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Managers.*

Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

The Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Banks, NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Offer. The Sponsor Banks and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking of funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Participation by Promoters, Promoter Group, the Book Running Lead Managers, the Syndicate Members and persons related to Promoters/Promoter Group/the Book Running Lead Managers

The Book Running Lead Managers and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Managers and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-

Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Managers and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the Book Running Lead Managers;

(ii) insurance companies promoted by entities which are associate of the Book Running Lead Managers;

(iii) AIFs sponsored by the entities which are associate of the Book Running Lead Managers; or

(iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Managers.

Except to the extent of participation in the Offer for Sale by the Promoter Selling Shareholder, shall not participate by applying for Equity Shares in the Offer. Further, persons related to the Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion. A qualified institutional buyer who has any of the following rights in relation to our Company shall also be deemed to be a person related to the Promoters or Promoter Group of our Company:

(i) rights under a Shareholders agreement or voting agreement entered into with the Promoters or Promoter Group of our Company;

(ii) veto rights; or

(iii) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Managers" if:

(i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(iii) there is a common director, excluding nominee director, amongst the Anchor Investors, the Book Running Lead Managers.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible Non-Resident Indians

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB to block their NRE accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB to block their NRO accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 388.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

Bids by HUFs

Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals".

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations ("**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

With effect from the April 1, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24%, 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable, must be lodged along with the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the Book Running Lead Managers in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations, *inter alia,* prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Promoter Selling Shareholder, the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof.

Bids by Banking Companies

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("**IRDAI Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

Applications made by systemically important non-banking financial companies registered with the RBI and under other applicable laws in India must be accompanied by certified true copies of: (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) board Resolution authorizes investments; and (iv) specimen signature of authorized person.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹0.50 million. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. Allotment in the Employee Reservation Portion will be as detailed in the section "*Offer Structure*" on page 367.

However, Allotments to Eligible Employees in excess of ₹0.20 million shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding

₹0.50 million. Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

1. Made only in the prescribed Bid cum Application Form or Revision Form.

2. Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Offer under the Employee Reservation Portion.

3. In case of joint bids, the sole/ First Bidder shall be the Eligible Employee.

4. Bids by Eligible Employees may be made at Cut-off Price.

5. Only those Bids, which are received at or above the Offer Price, net of Employee Discount, would be considered for allocation under this portion.

6. The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹0.50 million.

7. If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

8. Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

9. As per the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Offer Procedure*" on page 371.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.

2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and will be completed on the same day.

5) Our Company, in consultation with the Book Running Lead Managers will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/ Offer Opening Date, through intimation to the Stock Exchanges.

7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9) The Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% Equity Shares allotted to Anchor Investors shall be locked–in for a period of 90 days from the date of Allotment, whereas, the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

10) Neither the (a) Book Running Lead Manager(s) or any associate of the Book Running Lead Managers (other than mutual funds sponsored by entities which are associate of the Book Running Lead Managers or insurance companies promoted by entities which are associate of the Book Running Lead Managers or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Managers) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder, the Book Running Lead Managers are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in the Red Herring Prospectus.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;

7. UPI Bidders Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

8. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;

9. Ensure that you mandatorily have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

10. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;

11. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

12. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, all Bidders should mention their PAN allotted under the Income Tax Act, 1960. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

15. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

16. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

17. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

18. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

19. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

20. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

21. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and PAN available in the Depository database;

22. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

23. Ensure that you have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

24. Ensure that the Demographic Details are updated, true and correct in all respects;

25. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

26. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Banks issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

27. Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI pin. Upon the authorization of the mandate using his/her UPI pin, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the RIB Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

28. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

29. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;

30. Bids by Eligible NRIs for a Bid Amount of less than ₹0.20 million would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹0.20 million would be considered under the Non-Institutional Category for allocation in the Offer;

31. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

32. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date. and

33. The ASBA bidders shall ensure that bids above ₹0.50 million, are uploaded only by the SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;

2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

3. Do not Bid for a Bid Amount exceeding ₹0.20 million (for Bids by RIBs) and ₹0.50 million for Bids by Eligible Employees Bidding in the Employee Reservation Portion;

4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

5. Do not Bid/ revise the Bid amount to less than the Floor Price or higher than the Cap Price;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

10. Do not submit the Bid for an amount more than funds available in your ASBA account;

11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

12. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

13. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

15. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

17. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

18. Anchor Investors should not bid through the ASBA process;

19. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

20. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

21. Do not submit the GIR number instead of the PAN;

22. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

23. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

24. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid / Offer Closing Date;

25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

27. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;

29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

31. Do not Bid if you are an OCB;

32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;

33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders.

34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹0.50 million;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of the SEBI circular CIR/MRD/DP/22/2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs with Bid Amount of a value of more than ₹0.20 million;

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Bidders, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance officer. For details of the Company Secretary and Compliance officer, see "*General Information*" on page 64.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding three Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the Book Running Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in the SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through this Offer document.

The allotment of Equity Shares to applicants other than to the RIBs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion and the remaining available shares, if any, shall be allotted on a proportionate basis. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders of which one-third portion shall be available for allocation to Non- Institutional Bidders with a Bid size of more than ₹0.20 million and up to ₹1.00 million and two-third portion shall be available for allocation to Non-Institutional Bidders with an application size of more than ₹1.00 million in accordance with the SEBI ICDR Regulations. Provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. Further, the allocation to each Non-Institutional Investor shall not be less than Minimum NIB Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

Payment into Anchor Investor Escrow Accounts

Our Company, in consultation with the Book Running Lead Managers will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholder, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, all editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra where our Registered Office is located) each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and all editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our Registered Office is located) each with wide circulation.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Promoter Selling Shareholder, the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

a) Our Company, the Promoter Selling Shareholder and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.

b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"*Any person who:*

a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹1 million or 1% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within three Working Days of the Bid/Offer Closing Date or within such other time period prescribed by SEBI will be taken;
- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- if Allotment is not made within the prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- the Promoter's contribution, if any, shall be brought in advance before the Bid/Offer Opening Date, in accordance with the applicable provisions of the SEBI ICDR Regulations;
- that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;
- that if the Offer is withdrawn after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with the Offer subsequently; and
- except for the Pre-IPO Placement, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts on account of non-listing, under-subscription, etc.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder, undertake, in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares that:

- the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
- it is the legal and beneficial owner of the Offered Shares, and that the Offered Shares shall be transferred in the Offer, free from encumbrances;
- it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person (whether related to itself or not) for making a Bid in the Offer, and
- it shall not have recourse to its proceeds of the Offer for Sale until final approval for trading of the Equity Shares from the Stock Exchanges has been received;

- that it shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement; and

- that it shall provide assistance to our Company and the Book Running Lead Managers in redressal of such investor grievances that pertain to the Offered Shares.

The statements and undertakings provided above, in relation to the Promoter Selling Shareholder, are statements which are specifically confirmed or undertaken by the Promoter Selling Shareholder in relation to itself and the Offered Shares. All other statements or undertakings or both in this Draft Red Herring Prospectus in relation to the Promoter Selling Shareholder, shall be statements made by our Company, even if the same relate to the Promoter Selling Shareholder.

Utilisation of Offer Proceeds

(i) All the monies received out of the Offer shall be credited / transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;

(ii) details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

(iii) details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The government bodies responsible for granting foreign investment approvals under the Consolidated FDI Policy and FEMA are the concerned ministries or departments of the Government of India and the RBI.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy by way of circular bearing number DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020 ("**Consolidated FDI Policy**"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on Consolidated FDI Policy once every year and therefore, the Consolidated FDI Policy will be valid until the DPIIT issues an updated circular.

On October 17, 2019, the Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/Offer Period.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and such transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

In accordance with the FEMA NDI Rules, participation by non-residents in the Offer is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Instruments Rules, in the Offer subject to limit of the individual holding of an FPI below 10% of the post-Offer paid-up capital of our Company on a fully diluted basis and the aggregate limit for FPI investment currently not exceeding the sectoral or statutory cap; and (ii) Eligible NRIs only on non-repatriation basis under Schedule IV of the FEMA NDI Rules.

As per the existing policy of the Government, OCBs cannot participate in the Offer. For further details, see *"Offer Procedure"* on page 371.

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. There will be no public offering of Equity Shares in the United States.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder, the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws.

SECTION VIII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

*Capitalized terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. The Articles of Association of our Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the date of filing of the Red Herring Prospectus with the RoC or an earlier date as may be prescribed or suggested by SEBI (such date being the "**Event**").*

In case of any inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall prevail and be applicable until the Event. All articles of Part B shall automatically terminate and cease to have any force and effect from the Event and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

PART A

Authorised Share Capital

Article 5 provides that the authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.

Sub-Division, Consolidation and Cancellation of Share Certificate

Article 10 provides that subject to the provisions of the Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:

(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;

(b) divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;

(c) cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;

(d) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act;

(e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; and

(f) The cancellation of shares under point (c) above shall not be deemed to be a reduction of the authorised share capital.

Variation of Shareholders' Rights

Article 19 provides that -

(a) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Companies Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class, as prescribed by the Act.

(b) Subject to the provisions of the Act, to every such separate meeting, the provisions of the Articles of the Company relating to meeting shall *mutatis mutandis* apply.

Share Certificate

Article 23 provides that 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 the Directors so determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within such other period as any other legislation for time being in force may provide or within a period of six (6) months from the date of allotment in the case of any allotment of debenture or within such other period as any other legislation for time being in force may provide. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one (1) certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.

Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two (2) directors or by a director and the company secretary, wherever the company has appointed a company secretary and the common seal, if any, shall be affixed in the presence of the persons required to sign the certificate.

Lien

Article 27 provides that the Company shall subject to applicable law have a first and paramount lien on every share / debenture (not being a fully paid-up share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect. Unless otherwise agreed, the registration of transfer of shares / debentures shall operate as a waiver of the Company's lien, if any, on such shares / debentures.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

The fully paid-up shares shall be free from all lien and in the case of partly paid-up shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

Article 28 provides that the Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

Article 29 provides that the Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

Article 30 provides that to give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

Article 31 provides that the receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

Article 32 provides that the proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

Article 33 provides that in exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

Article 34 provides that the provisions of the Articles of the Company relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

Forfeiture of Shares

Article 44 provides that if a Member fails to pay any call, or installment of a call or any money due in respect of any share on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

Article 45 provides that the notice aforesaid shall:

(a) name a further day (not being earlier than the expiry of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

Article 46 provides that neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by applicable law.

Article 47 provides that any share forfeited in accordance with the Articles of the Company, shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board thinks fit.

Article 48 provides that when any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

Article 49 provides that a person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

Article 50 provides that the forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by the Articles of the Company expressly saved.

Article 51 provides that a duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

Article 52 provides that the Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

Article 53 provides that upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and after his name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any person.

Article 54 provides that upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

Article 55 provides that the Board may at any time before any share so forfeited shall have them sold, reallotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions at it thinks fit.

Article 56 provides that the Board may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering them on such terms as they think fit.

Article 57 provides that the provisions of the Articles of the Company as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Article 58 provides that the provisions of the Articles of the Company relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

Transfer and Transmission of Shares

Article 61 provides that -

(a) The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

(b) The Board may decline to recognize any instrument of transfer unless-

(i) the instrument of transfer is in the form prescribed under the Act;

(ii) the instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(iii) the instrument of transfer is in respect of only one class of shares.

(c) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

Article 64 provides that subject to the provisions of the Articles of the Company and other applicable provisions of the Companies Act or any other law for the time being in force, the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the Company under the Articles of the Company or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, after providing sufficient cause, within a period of thirty (30) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares/debentures in whatever lot shall not be refused.

Article 65 provides that where in the case of partly paid-up shares, an application for registration is made by the transferor alone, the transfer shall not be registered, unless the Company gives the notice of the application to the transferee in accordance with the provisions of the Companies Act and the transferee gives no objection to the transfer within the time period prescribed under the Act.

Article 66 provides that the executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider necessary or desirable.

Article 67 provides that no share shall in any circumstances be transferred to any infant, insolvent or a person of unsound mind, except fully paid-up shares through a legal guardian.

Article 68 provides that subject to the provisions of the Companies Act and the Articles of the Company, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with the Articles of the Company, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

Article 69 provides that a person becoming entitled to a share by reason of the death or insolvency of the holder shall, subject to the Directors' right to retain such dividends or money, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may at any time give a notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety (90) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of such share, until the requirements of notice have been complied with.

Article 70 provides that before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer.

Article 72 provides that the provisions of the Articles of the Company relating to transfer and transmission, shall, *mutatis mutandis*, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

Vote of Members

Article 95 provides that subject to any rights or restrictions for the time being attached to any class or classes of shares:

(a) On a show of hands every Member holding Equity Shares and present in person shall have one vote.

(b) On a poll, every Member holding Equity Shares shall have voting rights in proportion to his share in the paid-up equity share capital.

(c) A Member may exercise his vote at a meeting by electronic means in accordance with the Companies Act and shall vote only once.

Article 96 provides that in case of joint holders the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

Article 97 provides that a Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or legal guardian may, on a poll, vote by proxy.

Article 98 provides that no Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by such Member have been paid, or in regard to which the Company has lien and has exercised any right of lien.

Article 99 provides that subject to the provisions of the Companies Act and the Articles of the Company, any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

Article 100 provides that an instrument appointing a proxy shall be in the form as prescribed under the Companies Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing or if appointed by a body corporate either under its common seal or under the hand of its officer or attorney duly authorized in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a notarized copy of that power or authority must be deposited at the Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

Article 101 provides that a vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Article 102 provides that any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

Directors

Article 103 provides that unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year.

Provided that the Company may appoint more than fifteen (15) directors after passing a Special Resolution.

The following are the first Directors of the Company

(a) Digambar Chunnilal Bagde;

(b) Hasmukh Mulshanker Joshi; and

(c) Ghanshyam Dahyabhai Rathod.

Proceedings of the Board of Directors

Article 118 provides that –

(a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of four (4) months between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board.

(b) The chairman may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.

(c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

(d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

Borrowing Powers

Article 130 provides that –

(a) Subject to the provisions of the Companies Act and the Articles of the Company, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans (as defined under Section 180(1) of the Act) obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium. Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors.

(b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.

(c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.

(d) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

Managing Director(s) and/or Whole-Time Directors

Article 133 provides that –

(a) The Board may from time to time and with such sanction of the Central Government as may be required by the Act, appoint one or more of the Directors to the office of the managing director and/ or whole-time directors for such term and subject to such remuneration, terms and conditions as they may think fit.

(b) The Directors may from time to time resolve that there shall be either one or more managing directors and/ or whole-time directors.

(c) In the event of any vacancy arising in the office of a managing director and/or whole-time director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members, as required under applicable law.

(d) If a managing director and/or whole-time director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing director/whole time director.

(e) The managing director and/or whole-time director shall not be liable to retirement by rotation as long as he holds office as managing director or whole-time director.

Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer

Article 136 provides that –

Subject to the provisions of the Companies Act —

(a) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.

(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Further, an individual may be appointed or reappointed as the chairperson of the Company as well as the managing Director or chief executive officer of the Company at the same time.

(c) A provision of the Companies Act or the Articles requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Dividend

Article 139 provides that the Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

Article 140 provides that subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the company.

Article 141 provides that –

(a) Where capital is paid in advance of calls on shares, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.

(b) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account of TBO Tek Limited".

(c) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Companies Act subject to the provisions of the Companies Act and the rules.

(d) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

(e) All other provisions under the Companies Act will be complied with in relation to the unpaid or unclaimed dividend.

Article 142 provides that 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.

Article 143 provides that 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.

Article 144 provides that –

(a) The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time think fit.

(b) The Board may also carry forward any profits when it may consider necessary not to divide, without setting them aside as a reserve.

Article 145 provides that subject to the Act, no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares of or otherwise howsoever whether alone or jointly with any other person or persons and the Board may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the Company.

Article 146 provides that the Board may retain dividends payable upon shares in respect of which any person is, under Articles 60 to 73 contained in the Articles, entitled to become a Member, until such person shall become a Member in respect of such shares.

Article 147 provides that any one of two or more joint holders of a share may give effective receipt for any dividends, bonuses or other moneys payable in respect of such shares.

Article 148 provides that any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

Article 149 provides that no dividends shall bear interest against the Company.

Article 150 provides that subject to the provisions of the Act, any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Winding Up

Article 162 provides that subject to the applicable provisions of the Act:

(a) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

(d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary member, be liable to make a further contribution as if he were at the commencement of winding up, a member of an unlimited company, in accordance with the provisions of the Act.

Indemnity

Article 164 provides that subject to the provisions of the Companies Act and other applicable law, every Director and Officer of the Company shall be indemnified by the Company against any liability incurred by him in his capacity as Director or Officer of the Company including in relation to defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, wilful misconduct or bad faith acts or omissions of such Director or officer of the Company.

Part B of the Articles of Association provides for, amongst other things, the rights of certain shareholders pursuant to the Share Subscription cum Shareholders' Agreement. For more details in relation to the Share Subscription cum Shareholders' Agreement, see "*History and Certain Corporate Matters – Details of shareholders' agreements*" on page 212.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. to 5 p.m. on all Working Days from date of the Red Herring Prospectus until the Bid/ Offer Closing Date. The copies of the contracts and documents for inspection referred to hereunder will be uploaded on the website of our Company at www.transrail.in, and will be available for inspection from date of the Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date).

A. Material contracts for the Offer

(1) Offer Agreement dated March 8, 2024 amongst our Company, the Promoter Selling Shareholder and the Book Running Lead Managers.

(2) Registrar Agreement dated March 8, 2024 amongst our Company, the Promoter Selling Shareholder, and the Registrar to the Offer.

(3) Cash Escrow and Sponsor Bank Agreement dated [●] amongst our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the Book Running Lead Managers, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Bank(s), Public Offer Bank and the Refund Bank(s).

(4) Share Escrow Agreement dated [●] amongst the Promoter Selling Shareholder, our Company and the Share Escrow Agent.

(5) Syndicate Agreement dated [●] amongst our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, and Syndicate Members.

(6) Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

(7) Underwriting Agreement dated [●] amongst our Company, the Promoter Selling Shareholder, and the Underwriters.

B. Material Documents

(1) Certified copies of updated MoA and AoA, amended from time to time.

(2) Certificate of incorporation of our Company dated February 18, 2008, issued to our Company by the RoC.

(3) Share Subscription cum Shareholders' Agreement dated September 26, 2023 ("**SSSHA**") entered into by and among our Company, Asiana Alternative Investment Fund – Scheme: Asiana Fund I and Ajanma Holding Private Limited read with the amendment to SSSHA dated February 9, 2024.

(4) Business Transfer Agreement dated October 27, 2015 entered into by and between Gammon India Limited and our Company, read with first amendment agreement to the BTA dated February 12, 2016.

(5) Resolution of our Board dated February 6, 2024, authorising the Offer and other related matters.

(6) Shareholders' resolution dated February 12, 2024, in relation to the Offer, approving the Fresh Issue and other related matters.

(7) Resolution of our Board dated August 10, 2023 and May 31, 2023, in relation to approval of the terms of remuneration of our Executive Chairman, Digambar Chunnilal Bagde and Managing Director and Chief Executive Officer, Randeep Narang, respectively.

(8) Resolution of our Board dated August 10, 2023 and our Shareholders resolution dated September 27, 2023 appointing Digambar Chunnilal Bagde as the Executive Chairman of our Company.

(9) Resolution passed by our Board and our Shareholders' dated September 27, 2021 appointing Randeep Narang as the Managing Director and Chief Executive Officer of our Company

(10) Resolution of our Board dated March 8, 2024, approving this Draft Red Herring Prospectus.

(11) Resolution of the board of directors of Promoter Selling Shareholder dated March 6, 2024, consenting to participate in the Offer for Sale.

(12) Consent letter dated March 8, 2024 provided by Ajanma Holding Private Limited, consenting to participate in the Offer for Sale.

(13) Consent dated March 8, 2024, from our Statutory Auditor, namely, Nayan Parikh & Co., Chartered Accountants, to include their name as required under section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this DRHP, and as an "expert" as defined under section 2(38) of the Companies Act in respect of their (a) examination report dated March 8, 2024, on the Restated Consolidated Financial Information, and (b) report dated March 8, 2024, on the statement of special tax benefits; and such consent has not been withdrawn as on the date of this DRHP. However, the term "expert" and "consent" shall not be construed to mean an "expert" and "consent" as defined under the U.S. Securities Act.

(14) Our Company has received written consent dated March 8, 2024 from Maheshwari & Co., Chartered Accountants, holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

(15) The examination report dated March 8, 2024, of our Statutory Auditor on the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus.

(16) The statement of special tax benefits dated March 8, 2024, from our Statutory Auditors.

(17) Consents of our Directors, our Company Secretary and Compliance Officer, Legal Counsel to our Company, Bankers to our Company, Banker(s) to the Offer, the Book Running Lead Managers, Syndicate Members, lenders to our Company, and the Registrar to the Offer, Monitoring Agency, to act in their respective capacities.

(18) Consent dated March 8, 2024, from Suvabrata Dasgupta, Chartered Engineer, (registration number: M-137099-5) to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act to the extent and in their capacity as an Independent Chartered Engineer, in relation to the certificate dated March 8, 2024, certifying, *inter alia*, the details of the installed and production capacity of our manufacturing facilities.

(19) Certificate dated March 8, 2024, from our Statutory Auditors with respect to our key performance indicators.

(20) Resolution of the Audit Committee dated March 8, 2024, approving our key performance indicators.

(21) Consent letter dated March 7, 2024, from CRISIL with respect to the CRISIL Report.

(22) Industry Report titled "*Power, Civil Construction and Poles & Lighting – Industry Review and Outlook* " dated January 2024, prepared and issued by CRISIL Limited and commissioned and paid for by our Company, exclusively for the purpose of this Offer and engagement letter issued in July 2023, amongst our Company and CRISIL.

(23) Copies of annual reports of our Company for the preceding three Financial Years i.e. Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021.

(24) Due diligence certificate dated March 8, 2024, addressed to SEBI from the Book Running Lead Managers.

(25) Tripartite agreement dated December 20, 2021, amongst our Company, CDSL and Link Intime India Private Limited.

(26) Tripartite agreement dated September 13, 2013, between our Company, NSDL and Link Intime India Private Limited.

(27) In-principle listing approvals dated [●] and [●] issued by BSE and NSE respectively.

(28) SEBI final observation letter dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without notice to our Shareholders subject to compliance with the provisions contained in the Companies Act and other applicable law.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Digambar Chunnilal Bagde

Executive Chairman

Date: March 8, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Randeep Narang

Chief Executive Officer and Managing Director

Date: March 8, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Srikant Chaturvedi

Non-Executive Director

Date: March 8, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sanjay Kumar Verma

Non-Executive Director

Date: March 8, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Vita Jalaj Dani

Additional Non-Executive Director

Date: March 8, 2024

Place: Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Vinod Dasari

Independent Director

Date: March 8, 2024

Place: Chennai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules and regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Ashish Gupta

Independent Director

Date: March 8, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ravita Nirmal Punwani

Independent Director

Date: March 8, 2024

Place: Thailand

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ranjit Jatar

Independent Director

Date: March 8, 2024

Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Major General Dr. Dilawar Singh (Retd.)

Independent Director

Date: March 8, 2024

Place: Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, rules or regulations issued by the Government of India or the guidelines, rules, or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statements, disclosures and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules, guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Ajit Pratap Singh

Chief Financial Officer

Date: March 8, 2024

Place: Mumbai

DECLARATION

We, Ajanma Holdings Private Limited, acting as a Promoter Selling Shareholder, hereby certify, confirm and declare that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus about or in relation to ourselves, as the Promoter Selling Shareholder and the Offered Shares, are true and correct. We assume no responsibility as a Promoter Selling Shareholder, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF AJANMA HOLDINGS PRIVATE LIMITED (Promoter Selling Shareholder)

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Authorised Signatory

Name: Pratik Dhuri

Designation: Company Secretary

Date: March 8, 2024

Place: Mumbai