Draft Red Herring Prospectus
Dated: September 26, 2026
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC*)
(*Please read Section 32 of the Companies Act, 2013*)
100% Book Built Offer

(*Please scan this QR Code to view this DRHP*)

SG ENCON LIMITED

S. G. ENCON LIMITED
(*Formerly known as S. G. Encon Private Limited*)
CORPORATE IDENTITY NUMBER: U45208HR2008PLC037614

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
Cabin No. 1, SCO 93, Second Floor, Swastik Vihar, Sector-5, Mansa Devi Comp, Lex, Panchkula – 134109, Haryana, India	1st Floor, E – 300, Industrial Area, Phase 8A, SAS Nagar, Mohali – 160055, Punjab, India	Shaveta Sharma (*Company Secretary and Compliance Officer*)	**Tel**: +91 9216053215 **Email**: corporate@sgencon.com	www.sgencon.com

PROMOTERS OF OUR COMPANY: RAJIV GANDHI AND PANKAJ SETIA

DETAILS OF THE OFFER TO THE PUBLIC

Type	Fresh Issue Size	Offer for Sale Size	Total Offer Size	Eligibility and Share Reservation among QIBs, NIIs, RIIs and Eligible Employees
Fresh Issue and Offer for Sale	Fresh issue of up to 71,90,400 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	Up to 13,71,300 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	Up to 85,61,700 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**") and in compliance with Regulation 6(1) of the SEBI ICDR Regulations. For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 351. For details in relation to share reservation among Qualified Institutional Buyers ("**QIBs**"), Non- Institutional Investors (**"NIIs"**), Retail Individual Investors (**"RIIs"**) and Eligible Employees, see "*Offer Structure*" on page 373.

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

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED (UP TO)/ AMOUNT (₹ IN MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)
Rajiv Gandhi	Promoter Selling Shareholder	Up to 6,85,650 Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] million	Negligible
Pankaj Setia	Promoter Selling Shareholder	Up to 6,85,650 Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] million	Negligible

RISKS IN RELATION TO THE OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, the Cap Price and the Offer Price as determined by our Company, in consultation with the BRLM, 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 115, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the

Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 23.

ISSUER'S AND THE PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILTY

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. The Promoter Selling Shareholder accepts responsibility for and confirms the statements specifically made or confirmed by him in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to him and his respective portion of Equity Shares offered by them in the Offer for Sale and assume responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. The Promoter Selling Shareholder assume no responsibility for any other statements, including, *inter alia*, any and all of the statements made by or relating to our Company or its business in this Draft Red Herring Prospectus.

LISTING

The Equity Shares, once offered through the Red Herring Prospectus, are proposed to be listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**" and together with NSE, the "**Stock Exchanges**"). 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 Sections 26(4) and 32 of the Companies Act, 2013.

BOOK RUNNING LEAD MANAGER

NAME AND LOGO OF BRLM	CONTACT PERSON	EMAIL AND TELEPHONE
MARWADI CHANDARANA GROUP **Marwadi Chandarana Intermediaries Brokers Private Limited**	Radhika Maheshwari / Jigar Desai	**E-mail:** mb@marwadichandaranagroup.com **Tel:** +91 22 6912 0027

REGISTRAR TO THE OFFER AND SHARE TRANSFER AGENT

NAME AND LOGO OF THE REGISTRAR	CONTACT PERSON	EMAIL AND TELEPHONE
MASS **MAS Services Limited**	N. C. Pal	**E-mail**: ipo@masserv.com **Tel.:** 011-26387281

BID/ OFFER PERIOD

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

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

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

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

(*Please scan this QR Code to view this DRHP*)

S. G. ENCON LIMITED

(*Formerly known as S. G. Encon Private Limited*)
CORPORATE IDENTITY NUMBER: U45208HR2008PLC037614

Our Company was originally incorporated as "*HemOnc Infusion Resources Private Limited*" under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated February 12, 2008, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. However, name of our Company was changed from "*HemOnc Infusion Resources Private Limited*" to "*S. G. Encon Private Limited*" to undertake the business of engineers and contractor pursuant to the board resolution dated April 1, 2011 and the special resolution passed in the extraordinary general meeting held on May 04, 2011, further to which a fresh certificate of incorporation dated May 11, 2011 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently, our Company was converted into a public limited company pursuant to the board resolution dated February 10, 2025 and the special resolution passed in the extraordinary general meeting of our shareholders held on March 15, 2025 and consequently the name of our Company was changed to "*S. G. Encon Limited*" and a fresh certificate of incorporation dated May 2, 2025 was issued by the Registrar of Companies, Central Processing Centre.For details of incorporation, changes in the name and registered office address of our Company, see '*History and Certain Corporate Matters*' on page 263.

Registered Office: Cabin No. 1, SCO 93, Second Floor, Swastik Vihar, Sector-5, Mansa Devi Comp, Lex, Panchkula, 134109, Haryana, India.
Corporate Office: 1st Floor, E – 300, Industrial Area, Phase 8A, SAS Nagar, Mohali – 160055, Punjab, India.
Contact Person: Shaveta Sharma, Company Secretary and Compliance Officer;
Tel: +91 9216053215 ; **E-mail**: corporate@sgencon.com **Website:** www.sgencon.com
Corporate Identity Number: U45208HR2008PLC037614

PROMOTERS OF OUR COMPANY: RAJIV GANDHI AND PANKAJ SETIA

INITIAL PUBLIC OFFERING OF UP TO 85,61,700 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF S. G. ENCON LIMITED (*FORMERLY KNOWN AS S. G. ENCON PRIVATE LIMITED*) ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO [●] MILLION COMPRISING A FRESH ISSUE OF UP TO 71,90,400 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 13,71,300 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH COMPRISING UP TO 6,85,650 EQUITY SHARES OF FACE VALUE ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION BY RAJIV GANDHI AND AN OFFER OF UP TO 6,85,650 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION BY PANKAJ SETIA ("THE SELLING SHAREHOLDERS" OR "PROMOTER SELLING SHAREHOLDERS") ("OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT, WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER, [●], ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER, [●], AND [●] EDITIONS OF [●], A HINDI DAILY NEWSPAPER (HINDI BEING THE REGIONAL LANGUAGE OF HARYANA WHERE THE REGISTERED AND CORPORATE OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SUCH ADVERTISEMENT SHALL BE MADE AVAILABLE TO BSE AND NSE ("BSE" AND TOGETHER WITH NSE, "THE STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES, IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES

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

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957,

as amended (**"SCRR"**) read with Regulation 31 and Regulation 32(1) of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**" and such portion, the "**QIB Portion**"), provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which 40% shall be reserved in the following manner (i) 33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds; and (ii) 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds, as applicable, at or above the Anchor Investor Allocation Price. Any under-subscription in the Life Insurance Companies and Pension Funds category specified in (ii) above may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the remaining QIB Portion ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, 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. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders ("**Retail Portion**") 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. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 378.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Offer Price as determined and justified by our Company, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations, as stated under "*Basis for Offer Price*" on page 115 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" beginning on page 23.

ISSUER'S AND THE PROMOTER SELLING HOLDER'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. The Promoter Selling Shareholder accepts responsibility for and confirms the statements specifically made or confirmed by him in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to him and his respective portion of Equity Shares offered by them in the Offer for Sale and assume responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. The Promoter Selling Shareholder assume no responsibility for any other statements, including, *inter alia*, any and all of the statements made by or relating to our Company or its business in this Draft Red Herring Prospectus.

LISTING

The Equity Shares to be Allotted 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 their letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 414.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER AND SHARE TRANSFER AGENT
MARWADI CHANDARANA GROUP	MASS

Marwadi Chandarana Intermediaries Brokers Private Limited X-change Plaza, Office no. 1201 to 1205, 12th Floor, Building No. 53E, Zone-5, Road 5E, Gift City, Gandhinagar – 382355, Gujarat, India **Tel:** +91 22 6912 0027 **E-mail:** mb@marwadichandaranagroup.com **Website:** www.ib.marwadichandaranagroup.com **Investor grievance e-mail:** mbgrievances@marwadichandarana.com **Contact person:** Radhika Maheshwari/Jigar Desai **SEBI registration no.:** INM000013165	**MAS Services Limited** T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi – 110020 **Tel:** 011-26387281 **E-mail:**ipo@masserv.com, investor@masserv.com **Website:** www.masserv.com **Contact Person:** Mr. N. C. Pal **SEBI Registration no.:** INR000000049

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

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

UPI mandate end time and date shall be at 5:00 pm 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 meanings as provided below. References to any legislation, act, regulation, rules, guidelines, clarifications or policies or articles of association or memorandum of association shall be to such legislation, act, regulation, rules, guidelines, clarifications or policies or articles of association or memorandum of association 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 that provision.

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

Notwithstanding the foregoing, the terms used in *"Objects of the Offer", "Basis for Offer Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Industry Regulations and Policies", "History and Certain Corporate Matters", "Restated Financial Information", "Financial Indebtedness", "Outstanding Litigations and Material Developments", "Other Regulatory and Statutory Disclosures" "Offer Procedure", "Restrictions on Foreign Ownership of Indian Securities", and "Description of Equity Shares and Terms of Articles of Association"* beginning on pages 97, 115, , 126, 135, 258, 263, 293, 302, 341, 350, 378, 401 and 403, respectively, shall have the meanings ascribed to them in the relevant section.

General Terms

Term	Description
"S. G. Encon Limited/S G Encon Limited", "our Company", "the Company", "the Issuer Company" or "the Issuer"	S. G. Encon Limited (*Formerly known as S. G. Encon Private Limited*), a public limited company incorporated under the Companies Act, 1956 with its Registered Office at Cabin No. 1, SCO 93, Second Floor, Swastik Vihar, Sector-5, Mansa Devi Comp, Lex, Panchkula – 134109, Haryana, India.
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company as at and during the relevant financial period as on the date of this Draft Red Herring Prospectus.

Company Related Terms

Term	Description
"Articles of Association" or "AoA" or "Articles"	Articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Board, as described in "Our Management – Committees of our Board – Audit Committee" on page 278.
"Auditors" or "Statutory Auditors"	The current statutory auditors of our Company, namely M/s Dhillon & Associates
"Board" or "Board of Directors"	The Board of Directors of our Company, and where applicable or implied by context, includes or a duly constituted committee thereof as described in "*Our Management – Board of Director"* on page 271.
Chairperson	Chairman of our Company, being Rajiv Gandhi For further details, please see "*Our Management – Board of Directors*" on page 271.
"Chief Financial Officer" or "CFO"	Chief Financial Officer of our Company, namely, Anuj Ohri. For further details of our Chief Financial Officer, kindly refer *"Our Management"* beginning on page 271.
Committee(s)	Duly constituted committee(s) of our Board of Directors.

Company Secretary and Compliance Officer	Company Secretary and Compliance Officer of our Company, namely, Shaveta Sharma for further details of our Company Secretary and Compliance Officer, kindly refer *"Our Management"* beginning on page 271.
"Corporate Social Responsibility Committee" or "CSR Committee"	The Corporate Social Responsibility Committee of our Board, as described in *"Our Management – Board Committees – Corporate Social Responsibility Committee"* on page 283.
Director(s)	Director(s) on our Board, as appointed from time to time. For further details, kindly refer *"Our Management – Board of Director"* on page 271.
Equity Shares	Unless otherwise stated, equity shares of face value of ₹ 10 each of our Company.
Executive Director(s)	Executive Director(s) of our Company. For further details of our Executive Director(s), kindly refer *"Our Management"* beginning on page 271.
"Independent Director(s)" or "Non- Executive Independent Director(s)"	The Independent Directors of our Company, appointed as per the Companies Act, 2013 and the SEBI Listing Regulations, as described in *"Our Management"* beginning on page 271.
IPO Committee	The IPO committee of our Board, as described in *"Our Management – Board Committees –IPO Committee"* on page 284.
"Key Managerial Personnel" or "KMPs"	The Key Managerial Personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI ICDR Regulations, as described in *"Our Management – Key Managerial Personnel of our Company"* on page 286.
Managing Director	Managing Director of our Company namely, Pankaj Setia.
"Memorandum of Association" or "MoA"	The Memorandum of association of our Company, as amended from time to time.
"Nomination and Remuneration Committee" or "NRC Committee"	The Nomination and Remuneration Committee of our Board, as described in *"Our Management – Board Committees - Nomination and Remuneration Committee"* on page 280.
Non-Executive Director(s)	Non-executive director(s) on our Board appointed as per the Companies Act and the SEBI Listing Regulations, as described in *"Our Management"* beginning on page 271.
Promoter(s)/ Individual Promoter(s)	The promoters of our Company in terms of Regulation 2(1) (oo) of the SEBI ICDR Regulations namely, being Rajiv Gandhi and Pankaj Setia
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2 (1) (pp) of the SEBI ICDR Regulations, as described in *"Our Promoters and Promoter Group – Promoter Group"* on page 290.
"Promoter Selling Shareholder" or "Selling Shareholder"	Promoter Selling Shareholder or Selling Shareholder, being namely Rajiv Gandhi and Pankaj Setia.
Registered Office and Corporate Office	Registered Office of our Company situated at Cabin No. 1, SCO 93, Second Floor, Swastik Vihar, Sector-5, Mansa Devi Comp, Lex, Panchkula – 134109, Haryana, India. Corporate Office of our Company situated at 1st Floor, E – 300, Industrial Area, Phase 8A, SAS Nagar, Mohali – 160055, Punjab, India.
"Registrar of Companies" or "RoC"	The Registrar of Companies, Haryana at Chandigarh
Restated Financial Information/Restated Financial Statement	The Restated Financial Information of our Company, which comprises the Restated Statement of assets and liabilities, the Restated Statement of profit and loss, the Restated Statement of cash flows for the Financial Year(s) ended on March 31, 2026, March 31, 2025 and March 31, 2024 and along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
"Senior Management Personnel" or "Senior Management" or "SMP"	Members of the senior management of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in *"Our Management – Senior Management "* on page 286.
SHA or Shareholders Agreement	Share Subscription and Shareholders' Agreement dated November 3, 2025 executed among Sahasrtraa Advisors Private Limited, Jignesh Kumarpal Shah, Narjisa Vasaya,

	Parag Vinaychand Shah, Clear Vision Eye Hospital Private Limited, Bhavesh Shah, Pranay Shah, Dharaben Shah and INVICTA CONTINUUM FUND – I (collectively, the "Investors") and Directors of our Company.
Shareholder Amendment Agreement	Shareholder Amendment Agreement dated August 20, 2026 executed among Sahasrtraa Advisors Private Limited, Jignesh Kumarpal Shah, Narjisa Vasaya, Parag Vinaychand Shah, Clear Vision Eye Hospital Private Limited, Bhavesh Shah, Pranay Shah, Dharaben Shah and Invicta Continuum Fund – I (collectively, the "Investors") and Directors our Company.
Shareholder(s) or Member(s)	The holders of Equity Shares of our Company from time to time.
"Stakeholders' Relationship Committee" or "SRC"	The Stakeholders' Relationship Committee as described in *"Our Management - Committees of our Board – Stakeholders' Relationship Committee"* on page 283.

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" or "Allotment" or "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the transfer of the Offered Shares pursuant to the Offer 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 who has Bid for an amount of at least ₹100.00 million.
Anchor Investor Allocation Price Investor Allocation Price	Price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company, in consultation with the BRLM during the Anchor Investor Bid/Offer Period.
Anchor Investor Application Form/ Investor Application Form	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 Bid Date"/ "Anchor Investor Bid/ Offer Period"	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 Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLM.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid Date, 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 BRLM, to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations. 40% of the Anchor Investor Portion will be reserved for allocation in the following manner: (i) 33.33% to domestic Mutual Funds, and (ii) 6.67% to life insurance companies and pension funds. In the event of

	an under-subscription in the portion reserved for life insurance companies and pension funds, the allocation shall be made to domestic Mutual Funds, subject to valid Bids being received at or above the Anchor Investor Allocation Price in accordance with the ICDR Regulations.
"Application Supported by Blocked Amount" or "ASBA"	Application, whether physical or electronic, used by ASBA Bidders to make a Bid and to authorise an SCSB to block the Bid Amount in the relevant 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 UPI Bidders.
ASBA Account	Bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of an UPI Bidders which is blocked upon acceptance of a UPI Mandate Request in relation to a Bid made by the UPI Bidders using the UPI Mechanism to the extent of the Bid Amount of the ASBA Bidder.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidders	All Bidders except Anchor Investors.
ASBA Form(s)	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), Public Offer Account Bank(s), Sponsor Bank(s) and Refund Bank(s), as the case may be.
Banker(s) to our Company	Shall mean HDFC Bank Limited.
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer and which is described in *"Offer Procedure"* beginning on page 378.
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 in accordance with the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Amount	In relation to each Bid, the highest value of 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.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
Bid Lot	[●] Equity Shares of face value of ₹10 each and in multiples of [●] Equity Shares of face value of ₹10 each 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 notified in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●] and all editions of the Hindi national daily newspaper [●], each with wide circulation. Our Company, in consultation with the BRLM, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall also be widely disseminated by notification to the Stock Exchanges by issuing a public notice, and also by notifying on the websites of the BRLM and at the terminals of the Syndicate Members and communicating to the Designated Intermediaries and the Sponsor Banks, which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be notified in all editions of the English national daily newspaper [●], and all editions of the Hindi national daily newspaper [●], and all editions of the Hindi national daily newspaper [●], each with wide circulation.

	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 Manager and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Banks, which shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations.
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 can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. In case of force majeure, banking strike or similar unforeseen circumstances, the Bid/Offer Period may, for reasons that will be recorded in writing, be extended for a minimum period of one Working Day, subject to the total Bid/Offer Period not exceeding ten Working Days. Our Company, in consultation with the Book Running Lead Manager may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.
"Bidder" or "Applicant" or "Investor"	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	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTA 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 Manager" or "BRLM"	Book Running Lead Manager to the Offer, namely, Marwadi Chandarana Intermediaries Brokers Private 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 contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid/ Offer Period.
Cap Price	Higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the 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 to be entered into amongst our Company, the Selling Shareholder, the BRLM, the Bankers to the Offer, the Syndicate Member(s) and Registrar to the Offer & Share Transfer Agent for, *inter alia*, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refund of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars.
Client ID	Client identification number maintained with one of the Depositories in relation to dematerialised 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 SEBI ICDR Master Circular and other applicable circulars issued by SEBI as per the list available on the respective websites of BSE

	(www.bseindia.com) and NSE (www.nseindia.com), as updated from time to time and the UPI Circulars.
CRISIL Report	Report titled "*Industry Report on Assessment of O&M in Telecom Towers in India and India's Construction Industry with Focus on Horizontal Directional Drilling Segment*" dated September 2026, exclusively prepared by CRISIL and, commissioned and paid for by our Company specifically in connection with the Offer, pursuant to an engagement letter dated July 2026, which is available on the website of our Company at www.sgencon.com .
Cut-off Price	Offer Price, finalised by our Company, in consultation with the BRLM, which shall be any price within the Price Band. Only RIBs Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details, PAN and UPI ID, wherever 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?doRecognised=yes 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 respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time.
Designated Date	The date on which 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/or the instructions are issued to the SCSBs (in case of UPI Bidders, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or unblocking of Bid Amount in the ASBA Account, as the case may be, 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 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 RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTA, 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 by authorising an SCSB to block the Bid Amount in the ASBA Account and 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 Bidders, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTA. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and Non-Institutional Bidders (not using the UPI mechanism), Designated Intermediaries shall mean Syndicate, sub- Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTA.
Designated RTA Locations	Such locations of the RTA where Bidders can submit the ASBA Forms to RTA. 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 SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	[●]
Draft Abridged Prospectus	The memorandum dated September 26,2026 containing such salient features of this Draft Red Herring Prospectus as may be specified by SEBI in this regard.
"Draft Red Herring Prospectus" or "DRHP"	This Draft Red Herring Prospectus dated September 26, 2026 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto.
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of the 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 subscribe to the Equity Shares offered thereby.
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares.
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Bidders (excluding ASBA Bidders) will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	The bank(s) which are clearing members and registered with SEBI as a banker to an offer under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●].
"First Bidder" or "Sole Bidder"	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of the Equity Shares i.e. ₹10 each, 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	A company or person, as the case may be, categorised as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrowers issued by the RBI and as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Fresh Issue	The fresh issue of up to 71,90,400 Equity Shares of face value ₹10 by our Company aggregating up to ₹ [●] million, to be issued by our Company as part of the Offer, in terms of the Red Herring Prospectus and the Prospectus.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Information Document or GID	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, 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 Manager.
Gross Proceeds	The gross proceeds from the Fresh Issue that will be available to our Company.
ISIN	International Securities Identification Number of our Company being INE1PQ001011
Life Insurance Companies	Entities registered with the Insurance Regulatory and Development Authority of India under the provisions of the Insurance Act, 1938.
Materiality Policy	The policy adopted by our Board in its meeting dated September 23, 2026 for determining identification of Group Companies, material outstanding civil litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations.
MCIBPL	Marwadi Chandarana Intermediaries Brokers Private Limited

Minimum NIB Application	Bid Amount of more than ₹ 0.20 million in the specified lot size.
Monitoring Agency	Monitoring agency appointed pursuant to the Monitoring Agency Agreement, namely [●].
Monitoring Agency Agreement	Agreement to be entered into between our Company and the Monitoring Agency.
Mutual Fund Portion	Up to 5% of the Net QIB Portion or [●] Equity Shares of face value of ₹10 each which shall be available for allocation only to Mutual Fund's on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Net Proceeds	The Gross Proceeds from the Fresh Issue less the Company's share to the Offer related expenses. For further details about use of Net Proceeds and Offer Expenses, kindly refer *"Objects of the Offer"* beginning on page 97.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
"Non-Institutional Bidders" or "NIBs"	All Bidders that are not QIBs, RIBs and who have Bid for Equity Shares for an amount of more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer comprising [●] Equity Shares which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, in the following manner: One-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and Two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹1.00 million. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Bidders.
"Non-Resident Indians" or "NRI(s)"	A non-resident Indian as defined under the FEMA Non-debt Instruments Rules.
Offer	The initial public offering up to 85,61,700 Equity Shares for cash at a price of ₹ [●] each [(including a premium of ₹ [●] per Equity Share)], aggregating up to ₹ [●] million, comprising the Fresh Issue and the Offer for Sale. For further information, kindly refer *"The Offer"* beginning on page 56.
Offer Agreement	The Offer Agreement dated September 25, 2026 entered amongst our Company, the Promoter Selling Shareholder and the BRLM, pursuant to which certain arrangements have been agreed upon in relation to the Offer.
Offer for Sale	Offer for Sale of up to 13,71,300 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million by the Promoter Selling Shareholder.
Offer Price	The final price at which Equity Shares will be Allotted to successful 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 which will be decided by our Company, in consultation with the BRLM in terms of the Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company, in consultation with the BRLM on the Pricing Date in accordance with the Book Building Process and in terms of 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 (net of his share of Offer-related expenses and relevant taxes thereon) which shall be available to the Selling Shareholder. For further information about use of the Offer Proceeds, kindly refer *"Objects of the Offer"* beginning on page 97.
Offered Shares	Up to [●] Equity Shares of face value of ₹10 each aggregating to ₹ [●] million offered by the Promoter Selling Shareholder in the Offer.
Pension Fund	A fund registered with the Pension Fund Regulatory and Development Authority under the provisions of the Pension Fund Regulatory and Development Authority Act, 2013
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (i.e., the Floor Price) and the maximum price of ₹ [●] per Equity Share (i.e., the Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our

	Company, in consultation with the BRLM, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper each with wide circulation.
Pricing Date	The date on which our Company, in consultation with the BRLM will finalise the Offer Price.
Prospectus	Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	The 'no-lien' and 'non-interest bearing' account to be opened with the Public Offer Account Bank, under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts maintained with the SCSBs on the Designated Date.
Public Offer Account Bank(s)	A bank which is a clearing member, and which is registered with SEBI as a banker to an offer and with which the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being [●].
QIB Category / QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer consisting of [●] Equity Shares 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 BRLM), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price, as applicable.
"Qualified Institutional Buyers" or "QIBs" or "QIB Bidders"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
"Red Herring Prospectus" or "RHP"	Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. 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 on or after the Pricing Date.
Refund Account(s)	The 'no-lien' and 'non-interest bearing' account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made.
Refund Bank(s)	Banker(s) to the Offer and with whom the Refund Account will be opened, in this case being [●].
Registered Brokers	The stockbrokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 2026, as amended with the Stock Exchanges having nationwide terminals, other than the BRLM and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 04, 2012, and the UPI Circulars, issued by SEBI.
Registrar Agreement	The Registrar Agreement dated September 23, 2026 entered amongst our Company, the Promoter Selling Shareholder and the Registrar to the Offer & Share Transfer Agent in relation to the responsibilities and obligations of the Registrar to the Offer & Share Transfer Agent pertaining to the Offer.
"Registrar to the Offer" or 'Registrar" or "RTA"	MAS Services 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	Portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares of face value of ₹ 10 each, aggregating to ₹ [●] million, which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations. which shall not be less than the minimum Bid Lot (subject to availability in the Retail Portion), subject to valid Bids being received at or above the Offer Price.

Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/Offer Closing Date.
SCORES	SEBI complaints redress system, a centralized web-based complaints redressal system launched by SEBI.
"Self-Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, which offer the facility (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmI d=40 or such other website as may be prescribed by SEBI and updated from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application 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 at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile 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 provided as Annexure 'A' to the 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 05, 2022, UPI Bidders 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=4 0) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.
Share Escrow Agent	Share Escrow Agent to be appointed pursuant to the Share Escrow Agreement, namely, [●].
Share Escrow Agreement	The Share Escrow Agreement to be entered into amongst our Company, the Promoter Selling Shareholder, and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Promoter Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with Basis of Allotment.
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time.
Specified Security (ies)	Specified securities means 'equity shares' and 'convertible securities' as defined under Regulation2(1)(eee) of the SEBI ICDR Regulations
Sponsor Bank(s)	[●], being the Bankers to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/or payment instructions of the UPI Bidders and carry out other responsibilities, in terms of the UPI Circulars.
Stock Exchanges	BSE Limited and National Stock Exchange of India Limited.
Sub Syndicate Member	The members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms.

"Syndicate" or "Members of the Syndicate"	Collectively, the BRLM and the Syndicate Members.
Syndicate Agreement	The agreement to be entered into amongst our Company, the Promoter Selling Shareholder, the BRLM, the Syndicate Members and the Registrar to the Offer & Share Transfer Agent, in relation to collection of Bids by the Syndicate.
Syndicate Member(s)	Intermediaries (other than BRLM) registered with SEBI who are permitted to carry out activities in relation to collection of Bids and as underwriters, namely, [●].
Underwriter(s)	[●]
Underwriting Agreement	The Underwriting Agreement to be entered into amongst our Company, the Promoter Selling Shareholder, and the Underwriter(s) on or after the Pricing Date, but prior to filing of the Prospectus with the RoC.
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders Bidding in the Retail Portion; and (ii) Non-Institutional 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 RTAs. Pursuant to SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million shall use UPI Mechanism and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an offer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI RTA Master Circular and SEBI circular no. SEBI/HO/DEPA-II/DEPA-II_SRG/P/CIR/2025/86 dated June 11, 2025 (to the extent these circulars are not rescinded by the SEBI ICDR Master Circular and SEBI RTA Master Circular), SEBI ICDR Master Circular, and any subsequent circulars or notifications Issued by SEBI in this regard (to the extent that these circulars pertain to the UPI Mechanism), along with the circular issued by the Stock Exchanges in this regard, National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard from time to time
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders 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	The bidding mechanism that may be used by an UPI Bidders in accordance with the UPI Circulars to make an ASBA Bid in the Offer.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter or Fraudulent Borrower	A company or person categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Working Day	All days on which commercial banks in Haryana are open for business. In respect of announcement of Price Band and Bid/Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays, and public holidays, on which commercial banks in Haryana are open for business. In respect of the time between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays in India, as per circulars issued by SEBI.

Technical, Industry and Business-Related Terms or Abbreviations

Term	Description
AMRUT	Atal Mission for Rejuvenation and Urban Transformation
BBU	Baseband Unit
BOQ	Bill Of Quantities
BTS	Base Transceiver Station
DCIP	Digital Connectivity Infrastructure Provider
DPI	Digital Public Infrastructure
EGB	Equipment Grounding Busbar
FDMS	Fibre Distribution Management Systems
FTTH	Fibre-To-The-Home
FWA	Fixed Wireless Access
GBM	Ground Based Mast
GBT	Ground-Based Towers
GIS	Geographic Information System
HDD	Horizontal Directional Drilling
IBS	In-Building Solutions
IIP	Index Of Industrial Production
ILDO	International Long-Distance Operator
MB	Measurement-Based
MCB	Miniature Circuit Breaker
MCN	Media Convergence Node
NBM	National Broadband Mission
NOFN	National Optical Fibre Network
O&M	Operation And Maintenance
ODC	Outdoor Cabinets
ODFs	Optical Distribution Frames
OFC	Optical Fibre Cable
OPGW	Optical Ground Wire
PAC	Precision Air Conditioning
PLI	Production Linked Incentive
QA	Quality Assurance
QC	Quality Control
R&M	Refining & Marketing
RA	Rate-Based
RF	Radio Frequency
RFE	Request for Expression
RFQs	Requests for Quotations
ROCE	Return On Capital Employed
ROE	Return On Equity
RoW	Right Of Way
RRU	Remote Radio Unit
RTT	Roof-Top Towers
SMPS	Switched Mode Power Supply
SPR	Strategic Petroleum Reserve
SUC	Spectrum Usage Charges
TAIPA	Tower And Infra Providers Association
TGB	Telecommunications Grounding Busbar
TSPs	Telecom Service Providers
WSS	Water Supply And Sanitation

Conventional and General Terms or Abbreviations

Term	Description
"₹" or "Rs." or "Rupees" or "INR"	Indian Rupees
AGM	Annual general meeting

AIFs	Alternative Investments Funds, as defined in, and registered under the SEBI AIF Regulations.
AS / Accounting Standards	Accounting Standards issued by the ICAI.
AY	Assessment Year
BSE	BSE Limited
BNSS	Bharatiya Nagarik Suraksha Sanhita, 2023
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.
CBDT	Central Board of Direct Taxes
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	The erstwhile Companies Act, 1956, along with the relevant rules, regulations, clarifications and modifications made 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.
CPI	Consumer Price Index
Cr.P.C	Code of Criminal Procedure, 1973, as amended
CSR	Corporate Social Responsibility
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended
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.
DRT	Debt Recovery Tribunal
EGM	Extra-Ordinary General Meeting
EPS	Earnings per share
ESIC	Employee State Insurance Corporation
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules, regulations and modifications made thereunder.
FEMA Rules or FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended.
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	Unless stated otherwise, the period of 12 months ending March 31 of that particular year.
FIR	First Information Report
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations

FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations.
"GoI" or "Government" or "Central Government"	Government of India
GDP	Gross domestic product
GFCE	Government Final Consumption Expenditure
GST	Goods and services tax
GVA	Gross value added
HUF	Hindu undivided family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards, as issued by the International Accounting Standards Board
Income Tax	Income Tax
Income Tax Act	The Income Tax Act, 1961, as amended
"Ind AS" or "Indian Accounting Standards"	Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Indian Accounting Standards) Rules, 2015, as amended.
IMF	International Monetary Fund
India	Republic of India
"Indian GAAP" or "IGAAP"	The Generally Accepted Accounting Principles in India.
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, as amended
KYC	Know Your Customer
LLP	Limited Liability Partnership
MCA	Ministry of Corporate Affairs, Government of India
"Mn" or "mn"	Million
MoU	Memorandum of Understanding
MSMEs	Micro, Small and Medium Enterprises
Mutual Fund(s)	Mutual Fund(s) means mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended.
"N/A" or "N.A."	Not applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-banking financial company
NCLT	National Company Law Tribunal
NEFT	National Electronic Fund Transfer
NI Act	Negotiable Instruments Act, 1881, as amended
Non- Resident / NR	A person resident outside India, as defined under FEMA and includes a Non-Resident Indian and FPIs
NPCI	National Payments Corporation of India
NRE	Non- Resident External
NRE Account	Non- Resident External Account
NRI	A non-resident Indian as defined under the FEMA NDI Rules
NRO	Non-Resident Ordinary
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"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 03, 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.
OCI	Other Comprehensive Income
p.a.	Per annum
PE	Provisional estimates
P/E Ratio	Price to Earnings Ratio
PAN	Permanent Account Number
PAT	Profit after tax/ profit for the year
PBT	Profit before tax
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on net worth
ROU	Right of Use
RTA	Registrar & Transfer Agent other than Registrar to the Offer & Share Transfer Agent
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended.
SEBI FUTP Regulations	Securities and Exchange Board of India (Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended.
SEBI ICDR Master Circular	The SEBI master circular number SEBI/HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 issued on June 21, 2023 and updated on February 9, 2026.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.
SEBI RTA Master Circular	The SEBI master circular bearing number SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026.
SEBI ROSTA Master Circular	The SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024.
SEBI SBEB & SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations.
SME	Small and Medium Enterprises
Social Security Code	Code on Social Security, 2020
Stamp Act	The Indian Stamp Act, 1899, as amended
State Government	The government of a state in India
Stock Exchanges	BSE and NSE

STT	Securities Transaction Tax
"Systemically Important NBFC" or "NBFC-SI"	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
TAN	Tax deduction account number
"U.K." or "UK"	United Kingdom
"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.
U.S. GAAP	Generally Accepted Accounting Principles in the United States
U.S. SEC	Securities and Exchange Commission of the United States of America
U.S. QIBs	"Qualified institutional buyers", as defined in Rule 144A
U.S. Securities Act	U.S. Securities Act of 1933, as amended
"USD" or "US$"	United States Dollars
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be.
WPI	Wholesale price index
"Year" or "calendar year"	Unless the context otherwise requires, shall mean the 12 months period ending December 31.

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

S. no.	KPI	Explanation
Financial KPIs		
1.	Total Income	Total Income represents the aggregate income generated by our Company from Revenue from Operations and Other Income. It provides information regarding the overall financial performance of our Company.
2.	Revenue from Operations	Revenue from operations represents the scale of the business as well as provides information regarding the overall financial performance
3.	Current Ratio	Current Ratio represents the ability of our Company to meet its short-term obligations and is calculated as total current assets divided by total current liabilities. It provides an indication of the short-term liquidity position of our Company.
4.	EBIDTA	EBITDA is calculated as Restated profit / loss after tax plus finance costs, depreciation and amortization expense plus tax excluding exceptional items less other income. EBITDA provides information regarding the operational efficiency of the business of our Company and enables comparison of year-on-year performance of our business.
5.	EBIDTA Margin (in %)	EBITDA Margin is the percentage of EBITDA divided by revenue from operations and is an indicator of the operational profitability of our business before interest, depreciation, amortisation, and taxes.
6.	Net Profit for the Year	Net Profit for the Year represents the profit / loss that our Company makes for the Financial Year or during a given period. It provides information regarding the profitability of the business of our Company.
7.	Net Profit Margin (in %)	Net Profit Margin is the ratio of PAT to the revenue from operations. This provides the financial benchmarking against peers as well as to compare against the historical performance of our business
8.	Return on Equity (in %)	Return on Equity represents how efficiently we generate profits from our shareholders' funds
9.	Return on Capital Employed (in %)	Return on Capital Employed represents how efficiently we generate earnings before interest & tax from the capital employed.
10.	Debt-Equity Ratio	Debt-Equity Ratio represents the proportion of debt used to finance our Company's assets relative to shareholders' equity. It is calculated as total debt divided by total equity and provides an indication of the financial leverage of our Company.
Operational KPIs		

S. no.	KPI	Explanation
1.	Order Book	Order Book is the estimated aggregated contract value of the unexecuted portion of our existing assigned construction project receipts and is an indicator of visibility of future revenue for our Company.
2.	Book-to-Bill Ratio	Book-to-Bill Ratio is calculated as the Order Book at a particular period divided by the Revenue from operations for that period.
3.	Bids Awarded	Bids Awarded represents a aggregate contract value to projects awarded to the Company during the respective period, exclusive of GST and other applicable taxes.

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

In this Draft Red Herring Prospectus, unless otherwise specified;

- any time mentioned is in Indian Standard Time ("**IST**");
- all references to a year are to a calendar year.
- all references to page numbers are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated otherwise or where the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus is derived from the Restated Financial Information. For further information, see "*Restated Financial Information*" on page 293.

Our Company's financial year commences on April 01 and ends on March 31 of next year. Unless stated otherwise, all references to a "year" in this Draft Red Herring Prospectus are to a calendar year and references to financial year.to a particular financial year or fiscal, are to the 12 months period ended on March 31 of such years

The Restated Financial Information of our Company included in this Draft Red Herring Prospectus comprise the restated statement of assets and liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024 the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated cash flow statement for the financial years ended on March 31, 2026, March 31, 2025 and March 31, 2024, the summary statement of significant accounting policies, and other explanatory information, together with the annexures and the notes thereto, prepared to comply in all material respects with Ind AS as specified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Schedule III to the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013, and restated in terms of the requirements of Section 26 of Part I of Chapter III to the Companies Act, 2013, the SEBI ICDR Regulations 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 Restated Financial Information*" and "*Restated Financial Information*" beginning on pages 58 and 293 respectively.

There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide a reconciliation of its financial statements with Indian GAAP, IFRS or U.S. GAAP requirements. 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. For details in connection with risks involving differences between Ind AS and other accounting principles, kindly refer "*Risk Factor- 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.*" beginning on page 54. The degree to which the financial information is included in this Draft Red Herring Prospectus will provide meaningful information and is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act 2013 and 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.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Unless the context otherwise requires or indicates, any percentage amounts (excluding certain operational metrics), as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of*

Operations" beginning on pages 23, 232 and 304, respectively, and elsewhere in this Draft Red Herring Prospectus have been derived from the Restated Financial Information of our Company.

Non – GAAP Financial Measures

Certain Non-GAAP financial measures relating to our financial performance, namely EBITDA, EBITDA (excluding exceptional items) Margin, Net Profit for the Year, Net Profit Margin, Return on Equity, Return on Capital Employed, Debt-Equity Ratio (together, "Non-GAAP Measures") and certain other industry metrics and financial metrics have been included in this Draft Red Herring Prospectus and are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Further, these Non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year 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, IFRS or US GAAP. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. In addition, these Non-GAAP Measures are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements. In addition, they are subject to inherent limitations as they reflect the exercise of judgment by management about which expenses and income are excluded or included in determining these non-GAAP financial measures. These Non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity, profitability and cash flows defined by Ind AS. Such supplemental financial and operational information should not be considered in isolation or as a substitute for an analysis of our Restated Financial Information disclosed elsewhere in this Draft Red Herring Prospectus. For their conciliation of non-GAAP measures, see *"Management's Discussion and Analysis of Financial Condition and Results of Operations-Non -GAAP Financial Measures"* on page 304. For further details, also see "Other Financial Information" and *"Risk Factors- We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across our industry."* on pages 51, respectively.

Currency and Units of Presentation

All references to:

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

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "million" units or in whole numbers where the numbers have been too small to represent in millions. 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.

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.

Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Indian Rupee, are as follows:

(in ₹)

Currency	Exchange Rate as on[#]		
	March 31, 2026	March 31, 2025	March 31, 2024
1 USD[(1)]	94.65	85.58	83.37

[(1)] Source: www.rbi.org.in and www.fbil.org.in.

Note: Exchange rate is rounded off to two decimal points.
[#]On instances where the given day is a holiday, the exchange rate from the previous working day has been considered.

Industry and Market Data

Unless otherwise indicated, industry and market data used in this Draft Red Herring Prospectus is derived CRISIL Report and publicly available information as well as other industry publications and sources.

CRISIL is an independent agency which has no relationship with our Company, our Promoter (also the Promoter Selling Shareholder), any of our directors or Key Managerial Personnel or members of Senior Management or the Book Running Lead Managers. The CRISIL Report has been exclusively paid for and commissioned by our Company pursuant to an engagement letter with CRISIL dated July 2026 for the purposes of confirming our understanding of the industry in which the Company operates, in connection with the Offer. The CRISIL Report is available on the website of our Company at www.sgencon.com and has also been included in *"Material Contracts and Documents for Inspection –Material Documents"* on page 414.

About Crisil Intelligence

"Crisil Intelligence, a division of Crisil Limited, provides independent research, consulting, risk solutions, and data & analytics to its clients. Crisil Intelligence operates independently of Crisil's other divisions and subsidiaries, including, Crisil Ratings Limited. Crisil Intelligence's informed insights and opinions on the economy, industry, capital markets and companies drive impactful decisions for clients across diverse sectors and geographies. Crisil Intelligence's strong benchmarking capabilities, granular grasp of sectors, proprietary analytical frameworks and risk management solutions backed by deep understanding of technology integration, makes it the partner of choice for public & private organisations, multi-lateral agencies, investors and governments for over three decades.

For the preparation of this report, Crisil Intelligence has relied on third party data and information obtained from sources which in its opinion are considered reliable. Any forward-looking statements contained in this report are based on certain assumptions, which in its opinion are true as on the date of this report and could fluctuate due to changes in factors underlying such assumptions or events that cannot be reasonably foreseen. This report does not consist of any investment advice, and nothing contained in this report should be construed as a recommendation to invest/disinvest in any entity. This industry report is intended for use only within India."

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 their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Accordingly, no investment decisions should be based on such information. Although we believe that 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. Data from these sources may also not be comparable

Industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful and depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which business of our Company is conducted, and methodologies and assumptions may vary widely amongst different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factor No. – "Certain sections of this Draft Red Herring Prospectus disclose information from the CRISIL Report which has been prepared exclusively for the Offer and commissioned and paid for by us exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks."* beginning on page 49. Accordingly, no investment decision should be made solely on the basis of such information.

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price – Comparison of our KPI with Listed Industry Peers*" on page 122 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein. Such industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based solely on such information.

FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements in this Draft Red Herring Prospectus that are not statements of historical fact are 'forward-looking statements.'

These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "objective", "plan", "propose", "project", "seek", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements 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 operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and international laws, regulations and taxes and changes in competition in our industry.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industry in India and other geographies in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and other geographies where we operate which have an impact on our business activities or investments, the monetary and fiscal policies of India and other geographies in which we operate, 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 and relevant international laws, regulations and taxes and changes in competition in the industry in which we operate.

For details on important factors that could cause actual results to differ materially from our expectations, see "*Risk Factors*" on page 23.

For further discussion of factors that could cause the actual results to differ from the expectations, see, "*Risk Factors*", "*Our Business*", "*Industry Overview*", and "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" beginning on pages 23, 232, 135 and 304 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

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 our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's 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, Key Managerial Personnel, the Selling Shareholders, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the requirements of the SEBI ICDR Regulations, our Company shall ensure that Bidders in India are informed of material developments, in relation to statements and undertakings confirmed and undertaken by our Company and each of the Selling Shareholders, severally and not jointly, in relation to itself and their respective portion of the Offered Shares, in the Red Herring Prospectus, from the date thereof until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer. Further, each of the Selling Shareholders, to the extent of statements specifically made or confirmed by them in relation to themselves and their respective portion of the Offered Shares in this Draft Red Herring Prospectus, will severally and not jointly, ensure that the Company and the BRLM are informed of material developments, solely to the extent of statements and undertakings specifically made or confirmed by the Selling Shareholders in relation to themselves and their respective portion of the Offered Shares in this Draft Red Herring Prospectus, until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer.

SECTION II – RISK FACTORS

An investment in the 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. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. The additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Offer. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

To obtain a complete understanding, you should read this section in conjunction with the sections "Industry Overview", "Our Business" and "Management's Discussion and Analysis of Financial Position and Result of Operations" on pages 135, 232 and 304 of this Draft Red Herring Prospectus, respectively.

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus, including in "Industry Overview" and "Our Business" on page 135 and 232, respectively, has been obtained or derived from the report title "Industry Report on Assessment of O&M in Telecom Towers in India and India's Construction Industry with Focus on Horizontal Directional Drilling Segment", dated September 2026 ("CRISIL Report"), prepared by CRISIL. The CRISIL Report has been commissioned and paid for by our Company exclusively for the purpose of the Offer, pursuant to an engagement letter dated July 2026 and is available on our Company's website at www.sgencon.com and has also been included on "Material Contracts and Documents for Inspection – Material Documents" on page 414. The data include herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that have been left out or changed in any manner. 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 Fiscal/period. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 21 of this Draft Red Herring Prospectus.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and, in the section titled "Forward-Looking Statements" on page 22 of this Draft Red Herring Prospectus.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information, prepared in accordance with Ind AS and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

In this Draft Red Herring Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

In this section, unless the context requires otherwise, any reference to "we", "us" or "our" refers to S. G. Encon Limited (formerly known as S. G. Encon Private Limited).

This risk factors are classified as under for the sake of better clarity and increased understanding.

INTERNAL RISK FACTORS

BUSINESS RELATED RISKS

1. ***We derived 98.62%, 99.05% and 98.60% of our revenue from operations from our telecommunication services business during Fiscals 2026, 2025 and 2024, respectively. Any slowdown in the telecommunication sector or reduction in demand for our telecommunication services, including operation and maintenance ("O&M")***

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

Our revenue from operations is significantly concentrated in our telecommunication services business, wherein operation and maintenance ("O&M") services constitute our principal service offering. Our telecommunication services include network rollouts, O&M, optical fibre cable ("OFC") deployment and maintenance, FTTx network deployment and maintenance, telecom tower and cell site deployment and maintenance, radio frequency ("RF") optimization, commissioning and integration services.

The following table sets forth the revenue from operations derived from our telecommunication services business and the percentage contribution of such revenue to our revenue from operations during the last three Fiscals:

(₹ in million, except percentages)

Business Verticals	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations
Telecommunication Services	2,830.21	98.62%	2,734.54	99.05%	2,306.02	98.60%
Construction Services	19.37	0.67%	21.44	0.78%	24.73	1.06%
Oil & Gas and Sewerage	20.10	0.70%	4.84	0.18%	8.12	0.35%
Total	**2,869.68**	**100.00%**	**2,760.82**	**100.00%**	**2,338.87**	**100.00%**

Our O&M services are dependent on the continued demand for telecommunication infrastructure and maintenance services, as well as the outsourcing requirements and operational strategies of telecom operators and other customers. Any reduction in network expansion or maintenance activities undertaken by telecom operators, changes in technology or network architecture, changes in outsourcing arrangements, reduction in the scope or value of work orders, or reduction in demand for O&M services could adversely affect our revenue from operations.

Further, our O&M engagements are subject to the terms of the relevant work orders and contracts and may be subject to renewal, extension, modification or termination in accordance with their terms. Any failure to renew or extend our existing O&M engagements, reduction in the scope or value of work awarded to us, or loss of a customer could adversely affect our business and revenue.

While we continue to pursue opportunities across our other business verticals, our ability to mitigate any adverse impact arising from a decline in our telecommunication services business will depend on our ability to secure and execute projects in such other verticals. There can be no assurance that we will be able to do so in a timely manner or on commercially favourable terms.

Any slowdown in the telecommunication sector, reduction in network expansion or maintenance activities, changes in customer outsourcing requirements, or decline in demand for our O&M services could materially and adversely affect our business, financial condition, results of operations and cash flows.

For further details, see "*Our Business – Telecommunication Services*" on page 233.

2. Our operations are geographically concentrated in North India, particularly across certain states which contributed to 100% of our revenue from operations in last three years. Any adverse developments in these regions could materially affect our business and growth prospects.

In Fiscals 2026, 2025 and 2024, we derived ₹2,869.68 million, ₹2,760.82 million, ₹2,338.87million aggregating to 100%, 100% and 100%, respectively of our total revenue from operations from the North India. Accordingly, any adverse developments in these regions could materially impact our business and financial performance. A breakup of our revenue on account of our geographical presence for the Fiscals as indicated is set forth below:

(₹ in million, except percentages)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations
Punjab	638.41	22.25	634.90	23.00	628.33	26.86
Haryana	657.12	22.90	618.77	22.41	517.49	22.13
Uttar Pradesh	1,046.35	36.46	993.00	35.97	740.58	31.66
Delhi	426.72	14.87	458.43	16.60	449.37	19.21
Rajasthan	101.08	3.52	55.72	2.02	3.10	0.13
Total	**2,869.68**	**100.00**	**2,760.82**	**100.00**	**2,338.87**	**100.00**

For further details, see "*Our Business- Our geographical reach*" on page 236.

Our geographic concentration exposes us to region-specific risks, including changes in government policies, regulatory requirements, procurement priorities, tendering processes and delays in decision-making, which could affect ongoing projects or the awarding of new contracts.

Our operations are also subject to risks arising from regional economic conditions, changes in infrastructure spending, delays in project execution, availability of manpower and other resources, and other factors that may affect the demand for our services or our ability to execute projects in a timely manner.

In addition, our concentration across limited geographies may reduce our ability to mitigate the impact of adverse developments in any particular region through diversification across other regions. Any material adverse development in the regions in which we operate could adversely affect our business operations, revenue, profitability, cash flows and growth prospects.

3. We are dependent on our top ten suppliers and service providers for procurement of materials and services required for our business, and any disruption in their supply or services could adversely affect our operations, with our top ten suppliers and service providers accounting for 28.66%, 29.10% and 27.86% of our total purchase/service expenses in Fiscals 2026, 2025 and 2024, respectively.

We engage various third-party suppliers and service providers for the procurement of materials and services required for our project execution and operational requirements, including electrical equipment and materials, safety equipment, tool kits, vehicle hiring, transportation, manpower and other project-related support services.

(₹ in million, except percentages)

Suppliers and Service Providers	Fiscal 2026	% of Total Purchase / Service	Fiscal 2025	% of Total Purchase / Service	Fiscal 2024	% of Total Purchase / Service
Top 3	78.36	15.78%	82.62	16.02%	69.90	13.35%
Top 5	102.91	20.72%	107.38	20.82%	95.44	18.23%
Top 10	142.34	28.66%	150.11	29.10%	145.85	27.86%
Total Purchase / Service	496.62	100.00%	515.76	100.00%	523.58	100.00%

Note: Total of Construction Expense & Construction consumed expenses (excluding recovery expense)

A majority of our procurement is undertaken on a purchase order or project-specific basis, and we have not entered into long-term agreements with all our suppliers and service providers. While there has been no instance in last 3 Fiscals, where any of our suppliers did not perform their obligations in a timely manner which had an adverse impact on our financials or business operations, we cannot assure that no instance will arise in the future where delay in supply of raw materials or non-performance of obligations would not have an adverse impact on our results of operations, cash flows, financial condition or business.

Any loss of one or more of our key suppliers or service providers, increase in procurement costs, shortage or delay in the availability of materials or services, or deterioration in the quality of materials or services supplied could

result in delays in project execution, increased project costs and pressure on our operating margins. Further, although we believe that alternative suppliers and service providers may be available, we may not be able to identify or transition to such alternatives in a timely manner or on commercially acceptable terms.

For further details, see "*Our Business – Our Procurement Process*" on page 251.

4. ***We are dependent on our top ten customers in respect of our business. Our top 10 customers contributed to 99.63%, 99.92%, 99.96% of our revenue from operations during Fiscals 2026, 2025 and 2024, respectively. Any loss of any major customer may adversely impact revenue of our business. Any decrease in demand from such customers, the loss of such customers or our inability to diversify our customer base could have an adverse effect on our business, results of operations, financial condition and cash flows***

Our business is dependent on a limited number of customers, and our revenue from operations is significantly concentrated among our top customers. Our top 3, top 5 and top 10 customers contributed 97.11%, 98.23% and 99.63%, respectively, of our revenue from operations during Fiscal 2026, as compared to 98.59%, 99.32% and 99.92%, respectively, during Fiscal 2025 and 96.21%, 98.31% and 99.96%, respectively, during Fiscal 2024

(₹ in million, except percentages)

Contribution from top Customer	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations
Top 3	2,786.77	97.11%	2,722.00	98.59%	2,250.26	96.21%
Top 5	2,818.79	98.23%	2,742.15	99.32%	2,299.31	98.31%
Top 10	2,859.06	99.63%	2,758.54	99.92%	2,337.87	99.96%

We do not have exclusivity agreements with our customers and compete for new business through our customers' supplier selection processes, starting from the issuance of a request for quote ("RFQ")to the awarding of the order.

The table below sets forth the number of repeat customers and customers served by us across our business verticals during the Fiscal 2026:

Particulars	Metrics
Number of Customer Repeated for more than 3 years	6
Revenue generated from such repeated Customer during Fiscal 2026	₹ 2,616.42 millions
% to Revenue from operations of such repeated Customers during Fiscal 2026	91.17
Total Number of Customer served during Fiscal 2026	18

While we did not lose any of our top five customers in the Fiscals 2025, 2024 and 2023 , losing a top five customer could have a material adverse effect on our results of operations, financial condition and cash flow. We have established and maintained long-standing relationships with several prominent players in the telecommunications and infrastructure industry. The average relationship with our leading telecom operator was approximately more than a decade as of March 31, 2026, reflecting the continuity of our customer engagements and our ability to provide consistent and reliable services over an extended period. Any loss of this customer, reduction in the scope of work or renegotiation of the terms of our engagement with this customer could have a disproportionate adverse effect on our business, given the concentration of our telecommunication services revenue attributable to this relationship.

A significant portion of our Order Book and revenue from operations have been attributable to, and will continue to be attributable to, certain marquee customers. The following tables set forth the value of our Order Book attributable to our marquee customers, respectively, in absolute terms and as a percentage of our total Order Book value as of the dates indicated.

Particulars	As at Fiscal 2026	
	Amount (in ₹ millions)	% of Order Book value
Customer 1	2,574.89	92.31%
Customer 2	175.78	6.30%
Customer 3	23.51	0.84%

Our ability to maintain our revenue from operations is dependent, in part, on our ability to retain our existing customers, secure repeat orders and successfully execute projects awarded by such customers. Any loss of a key customer, reduction in the scope or value of work orders, delay in awarding projects, renegotiation of commercial terms, or non-renewal of contracts could have a material adverse effect on our business and results of operations.

Although we continue to pursue opportunities to expand our customer base across geographies and business verticals, there can be no assurance that such efforts will result in a broader customer base or reduce our dependence on our existing customers. Any decrease in demand from our key customers, loss of such customers or inability to diversify our customer base could have an adverse effect on our business, results of operations, financial condition and cash flows.

For further details, see *"Our Business – Customers"* on page 252.

5. Our business is dependent on our ability to participate in and secure projects through the tendering process/ requests for quotations ("RFQs") floated by private entities, as well as through direct contracts with customers. Failure to secure new projects on commercially acceptable terms could adversely affect our business, financial condition, results of operations, cash flows and growth prospects.

Our projects are secured through various procurement and contracting mechanisms, including the tendering process or requests for quotations ("RFQs") floated by private entities and direct contracts with customers. Our business depends on our ability to identify suitable project opportunities, participate in the relevant procurement processes and secure contracts from project owners and customers. The competitive nature of the industry may result in pricing pressures and may affect the profitability margins of projects undertaken by us.

In relation to projects awarded through the tendering process, project owners advertise potential projects in newspapers or on their websites by publishing pre-qualification notices. If any such project is of interest to us, we evaluate our credentials considering the eligibility criteria specified for the project. We endeavour to qualify on our own for projects that are of interest to us.. Once we pre-qualify for a tender, tender documents are provided to pre-qualified participants, including our Company, by the project owner.

Our Company has awarded bids during the year Fiscals 2026, 2025, and 2024. The value of the projects awarded against these bids are also as provided below:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Number of bids awarded	16	17	13
Value of projects awarded (in ₹ million)	3261.98	2602.18	2698.85

We cannot assure you that we will be able to successfully secure projects through tenders or RFQs or through direct negotiations with customers. Customers may invite participation from multiple contractors or vendors, resulting in competitive pricing and pressure on our margins. Further, customers may select contractors or vendors based on various factors, including pricing, experience, past track record, execution capabilities, availability of resources, project requirements and timelines.

Accordingly, even where we participate in a tender or submit a quotation in response to an RFQ, there can be no assurance that the project will be awarded to us. We also incur management time and resources in identifying suitable opportunities, evaluating project requirements, preparing quotations and participating in tender processes. There can be no assurance that the opportunities identified by us will result in project awards or that projects secured through direct negotiations will be concluded on terms acceptable to us. Our inability to identify suitable opportunities, participate in tenders, submit competitive quotations in response to RFQs or conclude direct contracts with customers may result in lower order inflows and adversely affect our business and growth prospects.

Further, the timing, size and value of projects awarded to us may vary from period to period. Accordingly, our revenues, profitability and cash flows may fluctuate depending on the timing of project awards, commencement of work and execution of projects. A reduction in the number or value of projects awarded to us, delays in securing new projects or our inability to maintain adequate order inflows could adversely affect our business, financial condition, results of operations, cash flows and growth prospects. Our ability to secure new projects is also dependent on maintaining our relationships and track record with existing customers and developing relationships with new customers.

Any deterioration in our relationships with customers, increased competition, changes in customer requirements, reduction in capital expenditure by our customers or changes in the telecom and infrastructure sectors may reduce

the number of opportunities available to us. Further, securing a project does not eliminate execution-related risks. Once a project is awarded, delays in mobilisation, availability of manpower and equipment, procurement of materials, site-related issues, customer approvals, changes in scope or other factors may affect timely execution. Such delays may result in additional costs, liquidated damages or other contractual consequences and may adversely affect the profitability of projects. In certain circumstances, failure to meet contractual obligations may also result in termination of contracts or claims against us.

While there have been no material instances of our inability to secure projects through tenders, RFQs or direct contracting that have adversely affected our business during the last three Fiscals, there can be no assurance that we will continue to secure projects at similar levels or on similar commercial terms in the future. Any inability to secure adequate projects through tenders, RFQs or direct contracts, or any decline in the value or profitability of projects awarded to us, could adversely affect our business, financial condition, cash flows, results of operations and growth prospects. Also see, " *– Risk Factor - Our projects may be subject to premature termination, and any such termination could adversely affect our business, financial condition, results of operations, and cash flows."* on page 39.

6. Our Statutory Auditors have included certain observations in the annexure to their audit report on the Companies (Auditor's Report) Order, 2016 / Companies (Auditor's Report) Order, 2020, for the Fiscal 2024 and 2025.

Our Statutory Auditors have included the following observation in the annexure to their audit reports on the Companies (Auditor's Report) Order, 2020 for the Fiscals:

Financial Year	**Reservations, qualifications, adverse remarks and Emphasis of Matter, including negative observations under the Companies (Auditor's Report) Order, 2020**	**Impact on the financial statements and financial position of the Company and the steps taken by the Company to address the reservations, qualifications and adverse remarks**
2023-2024	The Statutory Auditors have reported that the accounting software used by the Company did not have a feature for recording an audit trail (edit log) and, accordingly, they were unable to comment on the audit trail features of the said software.	The observation relates to the audit trail functionality of the accounting software and did not result in any qualification, reservation or adverse remark in the Auditor's Report.
2024-2025	The Statutory Auditors have reported that the accounting software used by the Company did not have a feature for recording an audit trail (edit log) and, accordingly, they were unable to comment on the audit trail features of the said software.	The observation relates to the audit trail functionality of the accounting software and did not result in any qualification, reservation or adverse remark in the Auditor's Report.

As on the date of this Draft Red Herring Prospectus, the aforementioned observations included in the audit reports on the Companies (Auditor's Report) Order, 2020 for the Fiscal 2024 and 2025 are proposed to be rectified in the audit report for Fiscal 2026.

7. Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and result of operations.

Our Company has experienced negative net cash flow in operating and financing activities in the past, the details of which are provided below:

(*₹ in million*)

Period/ Fiscals	**Fiscal 2026**	**Fiscal 2025**	**Fiscal 2024**
Net cash flow from operating activities	(18.37)	(20.71)	(28.74)
Cash generated from /(used in) financing activities	120.83	(26.05)	46.67

We reported negative net cash flow from operating activities of ₹18.37 million, ₹20.71 million and ₹28.74 million in Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. While operating cash flows before working capital changes increased from ₹151.17 million in Fiscal 2024 to ₹311.44 million in Fiscal 2026, a portion of the cash generated was absorbed by changes in working capital, primarily due to increases in trade receivables and other current assets and reduction in trade payables. After considering income taxes paid, we reported negative net cash flow from operating activities. The reduction in the operating cash flow deficit over the period reflects improvement in operating cash generation and management of working capital.

For further details with respect to reason for negative cash flows, kindly refer "*Management's Discussion and Analysis of Financial Position and Results of Operations - Cash Flows as per Restated Financial Statements*" on page 304 of this Draft Red Herring Prospectus. We may incur negative cash flows in the future which could have a material adverse effect on our business, prospects, results of operations and financial condition.

8. We could be subject to unforeseen costs, liabilities or performance obligations in relation to our telecommunication O&M services, which may adversely affect our business, financial condition and results of operations

We undertake telecommunication Operations and Maintenance ("O&M") services as one of our business verticals, pursuant to which we provide preventive and corrective maintenance, fault monitoring, troubleshooting, repair and related technical support services for telecommunication infrastructure, including telecom towers and associated equipment, with the objective of maintaining network availability and ensuring the required uptime of the telecom infrastructure at our customers' sites. The nature and scope of our O&M engagements are generally governed by contractual terms, work orders, Key Performance Indicators ("KPIs"), BOQs or similar contractual frameworks, which may specify requirements relating to network uptime, response time, fault resolution time, preventive maintenance schedules and availability of manpower and technical resources.

Under these arrangements, our performance is dependent on our ability to identify and attend to faults within stipulated timelines, deploy adequate technical personnel, coordinate with customers and other service providers, and ensure timely availability of tools, spares, equipment and other resources required for maintenance and restoration activities. Any failure or delay in meeting the prescribed uptime, response time, restoration time or other performance parameters may result in deductions, penalties, service-level adjustments or other contractual consequences, depending on the terms of the relevant contracts. Further, certain O&M contracts may require us to maintain specified levels of manpower, technical resources and operational readiness irrespective of the actual number of faults or maintenance activities undertaken during a particular period.

The costs associated with providing such services may also increase due to unforeseen factors, including increased frequency of equipment failures, adverse weather conditions, accessibility issues at tower sites, emergency breakdowns, requirement for additional manpower or specialised technical personnel, increase in travel and logistics expenses, higher costs of spares and consumables, and other site-specific requirements. In certain circumstances, we may be required to undertake additional activities or incur expenditure to restore services within the stipulated timelines, which may not be fully recoverable from our customers or may be recoverable only subject to the contractual terms.

Our ability to maintain the required level of uptime is also dependent, in part, on factors beyond our direct control, including the condition and quality of telecom equipment and infrastructure provided by customers or other parties, availability of power supply, third-party equipment, network configuration and access to sites. Any prolonged outage or failure of telecom infrastructure, or our inability to restore services within the stipulated timelines, could adversely affect our contractual performance and our relationship with customers and we may be penalised for not restoring within specified time. During Fiscal 2026, 2025 and 2024, we have been penalised for ₹ 270.99 million, ₹ 201.40 million and ₹ 32.83 million, respectively by our customers for prolonged outage or failure of telecom infrastructure, or our inability to restore services within the stipulated timelines.

Accordingly, any failure to meet contractual performance parameters, increase in the cost of providing O&M services, unforeseen maintenance requirements or inability to recover additional costs incurred in connection with such services could adversely affect our margins, profitability, cash flows, business, financial condition and results of operations.

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

We have entered into transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. These related party transactions with our Promoters, Promoter Group, a Directors, Key Managerial Personnel are typically in the nature of sales, purchase, loans and advances and expenses. For further details, kindly refer "*Financial Information - Restated Financial Statements – Notes to Restated Financial Statements – Annexure VI - Notes to the Restated Financial Information of S. G. Encon Limited – Note 40 - Related Party Disclosures*" on page 293 .

While all such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions and all related party transactions that we may enter into post-listing, will be subject to Board or Shareholder approval, as necessary under the Companies Act, the SEBI Listing Regulations and other application laws. Further, it is likely that we may enter into additional related party transactions in the future. Such future related party transactions may potentially involve conflicts of interest. The table below provides details of absolute sum of all related party transactions, on a consolidated basis and the percentage of such related party transactions to our revenue from operations in the years/ period indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
	(in ₹ million)	(in ₹ million)	(in ₹ million)
Absolute sum of all Related Party Transactions*	18.88	14.11	18.60
Absolute sum of all Related Party Transactions as a % of Revenue from Operations (%)*	0.66%	0.51%	0.80%

**As certified by the Statutory Auditor, Dhillion & Associates, Chartered Accountants, by way of its certificate dated September 23, 2026.*
For further details, kindly refer "*Financial Information- Restated Financial Statements – Note to Restated Financial Statements - Annexure VI – Notes to the Restated Financial Information of S. G. Encon Limited – Note 40 – Related Party Disclosures*" on page 293.

There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

10. We operate in a working capital-intensive business, and our ability to maintain adequate working capital is critical to our operations. Any failure to effectively manage our working capital requirements could adversely affect our business, financial condition, cash flows and results of operations.

Our business requires us to incur expenditure towards mobilisation of resources, procurement of materials, deployment of manpower and other project-related expenses during the course of execution of our projects, while payments from customers are generally received in accordance with agreed contractual or milestone-based payment terms. Consequently, we are required to maintain adequate working capital to meet our ongoing operational and project execution requirements.

Details of our working capital is set out below:

(*in ₹ millions unless stated otherwise*)

Particulars	Fiscal 2024 (Audited)	Fiscal 2025 (Audited)	Fiscal 2026 (Audited)
Trade receivables	496.88	529.25	577.78
Other financial assets	0.01	0.36	0.14
Other current assets	172.28	341.77	540.76
Total current assets	669.17	871.38	1,118.68
Current liabilities			
Lease liabilities	1.66	1.41	1.65

Particulars	Fiscal 2024 (Audited)	Fiscal 2025 (Audited)	Fiscal 2026 (Audited)
Trade payables	122.14	167.08	119.91
Other financial liabilities	117.56	127.83	127.38
Other current liabilities	62.75	70.75	73.14
Provisions	2.07	2.91	10.10
Current tax liabilities (net)	-	-	-
Total current liabilities	306.18	369.98	332.18
Net Working Capital	362.99	501.40	786.50
Sources of funds			
Borrowings	112.21	117.72	70.10
Internal Accruals	250.78	383.68	716.40
Net Working Capital	362.99	501.40	786.50

Our working capital requirements may increase as we undertake additional projects, expand our operations and enter new geographies. Any increase in the scale or number of projects undertaken by us may require us to deploy funds towards project mobilisation and procurement before corresponding payments are received from customers.

Any delay in receipt of payments from customers, increase in project execution costs, cost overruns, higher procurement costs or increase in the scale of our operations may increase our working capital requirements. In such circumstances, we may need to arrange additional funding through borrowings or other sources, which may increase our finance costs and adversely affect our cash flows and profitability.

Further, in the event of any shortage in the availability of working capital, we may be unable to provide sufficient collateral to secure letters of credit, bank guarantees or security deposits, which could restrict our ability to bid for or undertake new projects.

There can be no assurance that we will be able to generate sufficient cash flows from operations or obtain adequate financing on acceptable terms to meet our working capital requirements. Any inability to effectively manage our working capital requirements could adversely affect our ability to execute projects, pursue new business opportunities and maintain our operations, thereby adversely affecting our business, financial condition, cash flows and results of operations.

11. Any workplace accidents, including the fatalities that have occurred in the past, may expose us to liabilities, regulatory action and reputational risks, which could adversely affect our business, results of operations, financial condition and cash flows.

Our business, particularly our Telecommunication Operations and Maintenance ("O&M") services, involves deployment of a large workforce across sites. Such operations inherently involve exposure to occupational hazards, including those arising from operation of heavy machinery, material handling, working at heights, high-temperature environments and other industrial risks.

In the past, there have been instances of workplace accidents, including incidents resulting in fatalities at our facilities/sites.

Year	No. of Incidents	Amount of Compensation paid by our Company
2024	1	0.5

While we maintain safety protocols and procedures in accordance with applicable laws and industry practices, there can be no assurance that such incidents will not occur in the future.

Further in regard to limiting our liability of these incidents we have obtained the Workmen Compensation Policy for covering the life of our employees. Any workplace accident, including fatal or serious incidents, may expose us to multiple risks, including claims for compensation, civil or criminal liabilities, regulatory investigations and penalties, suspension of operations at affected sites, and increased scrutiny from authorities. Further, such incidents may result in reputational harm, impact our ability to retain existing clients or secure new contracts or orders, particularly with large industrial customers who place significant emphasis on safety performance, and may also lead to increased insurance costs or difficulties in obtaining adequate insurance coverage. Additionally, given that our workforce is deployed across multiple client-controlled sites, our ability to fully control and monitor all safety practices at all times may be limited, which may increase the risk of such incidents. If any such incidents occur, or if we are found to be non-compliant with applicable health and safety regulations, it could have a material adverse effect on our business, results of operations, financial condition and cash flows.

12. Our Promoters, Directors, Key Managerial Personnel and Senior Management have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.

Our Promoters, Directors and Key Managerial Personnel may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. For instance, our Promoters shall deemed to be interested to the extent of (i) remuneration paid to them; and (ii) in transactions entered into by our Company with other entities in which our Promoters hold shares or controlled by our Promoters; For details of other benefits received by our Promoters, Directors, Key Managerial Personnel and Senior Management and their relatives, kindly refer "*Financial Information- Restated Financial Statements – Notes to Restated Financial Statements – Annexure VI - Notes to the Restated Financial Information of S. G. Encon Limited – Note 40 - Related Party Disclosures*" on page 293.

Our Promoters, Director and Key Managerial Personnel may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. For further details please see, "*Our Business- Our Properties*", "*Our Management- Interest of our Directors*" and "*Our Promoter and Promoter Group- Interest of our Promoters and Other Interests and Disclosures*", "*Financial Indebtedness*" and "*Financial Statements- Restated Financial Statements – Notes to Restated Financial Statements – Annexure VI - Notes to the Restated Financial Information of S. G. Encon Limited – Note 40 - Related Party Disclosures*" on pages 256, 276, 290, 302 and 293, respectively of this Draft Red Herring Prospectus.

There can be no assurance that our Promoters, Directors, Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters and members of our Promoter Group will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring shareholders' approval.

13. Our Company has an unfunded gratuity liability of ₹ 39.92 million, ₹ 39.79 million and ₹ 30.50 million as at March 31, 2026, 2025 and 2024 respectively, and has not obtained insurance or established a trust fund for this liability. Any significant crystallisation of this liability may adversely affect our cash flows and liquidity.

Our Company is required to pay gratuity to eligible employees under the Code on Social Security, 2020, effective November 21, 2025. Gratuity becomes payable after five years of continuous service, or one year in the case of fixed-term employees. As per the actuarial valuation by Ashok Kumar Garg, Fellow of Institute of Actuaries of India - 00057 under Ind AS 19, our gratuity obligation as at March 31, 2026 was ₹ 39.92 million, of which ₹ 10.10 million is current. The valuation covers 6,077 employees and uses a discount rate of 7.75% p.a., salary growth of 5.00% p.a. and attrition of 10.00% p.a. The gratuity expense was ₹ 11.62 million, ₹ 15.67 million and ₹ 14.21 million for Fiscals 2026, 2025 and 2024 respectively.

The entire obligation is unfunded, and we have no plan assets, insurance cover or gratuity trust. Compulsory gratuity insurance applies only from such date as the appropriate Government may notify, and no such notification is applicable to our Company as on the date of this Draft Red Herring Prospectus. The liability will therefore be met from internal accruals.

The average past service of covered employees is 2.60 years, so payouts have so far been limited: ₹ 0.55 million in Fiscal 2026 and ₹ 0.15 million in Fiscal 2025. However, a significant part of our workforce is project-based, and

fixed-term employees now qualify for gratuity after one year of service. As service tenure increases, both the number of eligible employees and the cash outflows are expected to rise. Expected benefit payments for Fiscal 2027 are ₹ 10.09 million, against ₹ 2.47 million classified as current as at March 31, 2025.

Our largest customer contributed 90.43% of revenue from operations in Fiscal 2026. Completion, termination or non-renewal of major contracts, or any restructuring, could lead to large-scale workforce demobilisation and accelerate gratuity payments. Given our working capital intensive operations, such payments may strain liquidity and require additional borrowings. For details, see "*Restated Financial Information – Note 36 – Employee Benefits*" on page 293.

14. We have certain contingent liabilities and commitments, our financial condition and profitability may be adversely affected if any of these contingent liabilities or commitments materialize.

The details of our contingent liabilities and commitments are as follows:

(₹ in million)

Contingent liabilities			
Particulars	**As at March 31, 2026**	**As at March 31, 2025**	**As at March 31, 2024**
Guarantees issued by the banks on behalf of the company	-	-	-
-Indirect tax matters	9.69	-	-
-Direct tax matters	-	-	-
-Others	-	-	-
Total	**9.69**	**-**	**-**
During the year, the Company received orders from the Goods and Services Tax authorities in the States of Haryana, Punjab and Uttar Pradesh under Section 74 of the respective Goods and Services Tax Acts in relation to FY 2019-20. The aggregate demand raised pursuant to these orders amounts to ₹ 9.69 million, comprising tax of ₹ 3.49 million, interest of ₹ 2.62 million and penalty of ₹ 3.59 million. The Haryana order relates to alleged excess availment of input tax credit, while the orders pertaining to Punjab and Uttar Pradesh refer to the matters detailed in the respective proceedings/attachments. *The Company has disputed the aforesaid demands and [has filed/is in the process of filing] appeals before the appropriate authorities. Based on management's assessment and advice obtained from its tax/legal advisors, the Company believes that it has a reasonable case on merits and that the possibility of an outflow of resources is not probable. Accordingly, no provision has been recognised in the financial statements and the aforesaid amount has been disclosed as a contingent liability.*			

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For further details, kindly refer '*Note 35 – Contingent Liabilities*' and '*Note 35 - Capital Commitments*' of *Financial Information – Restated Financial Statements* on page 293.

Our contingent liabilities may become actual liabilities and if a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. However, in the past, whenever our contingent liabilities have materialized, the same have been appropriately settled through the provisions made in our books of account. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current financial year or in the future.

15. We might infringe upon the intellectual property rights of others and any misappropriation of our intellectual property could harm our competitive position.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty as to whether we are infringing on any existing third-party intellectual property rights, which may require us to alter our technologies, obtain licenses or cease some of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. If such claims are raised, those claims could: (a) adversely affect our relationships with current or future customers; (b) result in costly litigation; (c) cause supplier delays or stoppages; (d) divert management's attention and resources; (e) subject us to significant liabilities; (f) require us to enter into potentially expensive royalty or licensing agreements and (g) require us to cease certain activities. While during Fiscal 2026, Fiscal 2025 or Fiscal 2024, we have not been involved in litigation or incurred litigation expenses in connection with our intellectual property rights, in the case of an infringement claim made by

a third party, we may be required to defend such claims at our own cost and liability and may need to indemnify and hold harmless our customers. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, which settlement could be costly. We may also be liable for any past infringement that we are not aware of. Any of the foregoing could adversely affect our business, results of operations and financial condition.

16. Our Company has the unbilled revenue and retention money from customers which comprises 36.07%, 35.55% and 21.35% of our Total Current Assets for the Fiscal Year ended on March 31, 2026, 2025 and 2024. The realisation of the unbilled revenue and retention money is subject to certification, approval and other conditions, and any delay or non-recovery may adversely affect our financial conditions and cash flows.

Our other financial assets consists of unbilled revenue and retention money from our customers. Unbilled revenue represents revenue recognised for work completed by us, for which billing and collection are pending and are subject to certification, assessment and approval by the customers or their engineers. Retention money and security deposits are amounts withheld by customers as per terms and conditions of the contracts or orders, which are typically released upon completion of specified milestones, defect liability periods or fulfilment of other conditions.

The table below sets out unbilled revenue and retention money from customers for the Fiscal Year ended on March 31, 2026, 2025 and 2024 based on Restated Financial Information:

(₹ in Millions)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Contract assets	410.93	311.92	147.57
Retention	41.05	8.52	11.56
Total (A)	451.98	320.44	159.13
Total Current Assets (B)	**1,253.14**	**901.39**	**745.41**
(A/B * 100) %	36.07%	35.55%	21.35%

The realisation of such amounts is subject to various factors, including timely certification of work completed, verification and approval by customer-appointed engineers, the other conditions and absence of disputes. Any delay in certification, disagreements over work completed, or failure to meet requirements may result in delays in billing or recovery of such amounts. Further, retention money is typically withheld for extended periods and may be subject to deductions for defects, performance issues or any claims. While we have not faced any withheld of retention money or non-realization of unbilled revenue in the last 3 Fiscal, there can be no assurance that such amounts will be realised in full or within the expected timelines. Any delay or inability to recover unbilled revenue or retention money may adversely affect our liquidity and working capital requirements and may increase our dependence on external funding. Accordingly, any of the foregoing factors may adversely affect our business, results of operations, financial condition and cash flows.

17. We are significantly dependent on the technical and non-technical personnel for our business operations. The employee benefit expenses constitute 58.99%, 62.60% and 66.81% of our total revenue from operations for the Fiscal Year ended on March 31, 2026, 2025 and 2024. Any disruption in the availability of a steady and skilled workforce, or our inability to effectively manage employee benefit expenses, may adversely impact our operations, profitability and financial condition.

We are dependent on the availability of a steady and continuous supply of skilled, technical and non-tecnical personnel for our business operations. As of August 31, 2026, our workforce comprised 6000+ employees, of which 4081 were technical, field personnel and other personnel, representing approximately 66.88 % of our total workforce. The number of project-specific employees is variable in nature and fluctuates depending on the size, duration and requirements of our projects. For further details, refer "*Our Business - Employees*" on page 255.

Any shortage of skilled personnel, high employee turnover, inability to attract and retain qualified manpower, or any labor unrest may disrupt our operations, increase costs and adversely affect our service levels and customer satisfaction. Additionally, rising wage costs, regulatory changes impacting labor, or adverse working conditions may further strain our workforce management and financial performance. Our failure to effectively manage workforce-related challenges could materially and adversely affect our business, financial condition, cash flows and results of operations. The employee-related expenses constitute a significant portion of our total expenses and include salary and wages, gratuity, contributions to provident and other funds, and other employee benefits. These expenses are critical for maintaining operational efficiency and ensuring workforce retention. The table below sets forth the employee benefit expenses incurred by our Company for the fiscal years ended on March 31, 2026, 2025 and 2024 based on Restated Financial Information.

Particulars	As of and for the Fiscal 2026	As of and for the Fiscal 2025	As of and for the Fiscal 2024
Number of permanent employees	6077	6613	6283
Employee Benefit Expenses (₹ In millions)	1,692.78	1,728.27	1,562.65
Revenue from operations (₹ In millions)	2,869.68	2,760.82	2,338.87
% of Revenue from operations	58.99%	62.60%	66.81%

In the event our employee relationships deteriorate or we experience significant labour unrest, strikes, lockouts and other labour action, work stoppages could occur and there could be an adverse impact on our delivery of services to clients. While there have been no such instances in the past three Fiscals, if there is any failure by us in complying with applicable labour laws and regulations including in relation to employee welfare and benefits and training/ qualification requirements, we may be subject to criminal and monetary penalties, incur increased costs, or disputed in litigation which may in turn disrupt our operations.

18. Our operations may be subject to strikes and work stoppages by our employees and are also susceptible to risks relating to compliance with labour laws, either of which could result in an increase in our employee benefits expense impacting our profitability.

We are dependent to a very large extent on our workforce for our operations and maintaining good relations with them is very important for us. As of August 31, 2026, we have 6,104 employees.

Set forth below are details of our employees by function as of the dates indicated, and attrition rate for the periods indicated:

Particulars	As of and for the Fiscal 2026	As of and for the Fiscal 2025	As of and for the Fiscal 2024
Number of permanent employees	6007	6613	6283
Attrition Rate (%)	32.33%	37.32%	29.95%

For further details, kindly refer "*Our Business – Employees*" on page 255.

Our operations are spread across multiple locations in India, including locations outside major urban centres, and a significant portion of our project sites are situated in remote areas, often at a considerable distance from urban centres. Such locations pose a challenge in attracting and retaining skilled personnel, particularly for senior and specialized roles. Employees may be unwilling to relocate to or continue working in such locations due to limited access to urban amenities.

Shortage of skilled personnel or work stoppages caused by strikes or disagreements with employees could adversely affect our business, results of operations and financial condition. Although our employees are currently not unionised, we cannot assure you that they will not unionise in the future. If our employees unionise, it may become difficult for us to maintain flexible labour policies. While we have not experienced any disruption in our business operations due to strikes, disputes or other problems with our workforce in the past, we cannot assure you that we will not experience any such disruption in the future.

In the event the welfare requirements under labour laws and regulations applicable to us change in a manner that requires us to increase payment of employee benefits, we cannot assure that we will be able to recover such increased labour and compliance costs from our customers, which may result in increase in our employee benefits expenses and, accordingly, may adversely affect our profitability.

19. There are outstanding legal proceedings against our Company, Promoters, and certain of our Directors. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business, results of operations and financial condition.

There are certain legal proceedings involving our Company, Promoters, and certain of our Directors are pending at different levels of adjudication before various courts, tribunals and authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties, we may need to make payments or make provisions for future payments and which may increase expenses and current or contingent liabilities.

A summary of outstanding litigation proceeding involving our Company, Promoters, and Directors, as disclosed in "*Outstanding Litigation and Material Developments*" on page 341 in terms of the SEBI ICDR Regulations as at the date of this Draft Red Herring Prospectus is provided below:

Name	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material civil litigation	Aggregate amount involved (₹ *in millions*)*
Company						
By our Company	Nil	NA	NA	NA	Nil	Nil
Against our Company	Nil	3	Nil	Nil	Nil	9.69
Directors (*other than our Promoters*)						
By our Directors	Nil	Nil	NA	NA	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By our Promoters	Nil	Nil	NA	NA	NA	NA
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil

We cannot assure you that any of the outstanding litigation matters will be settled in our favour, or that no additional liability will arise out of these proceedings. We are in the process of litigating these matters. Further, such proceedings could divert management time and attention and consume financial resources in their defence. In addition to the foregoing, we could also be adversely affected by complaints, claims or legal actions brought by persons, before various forums such as courts, tribunals, consumer forums or sector-specific or other regulatory authorities in the ordinary course or otherwise, in relation to our products, our technology, our branding or our policies or any other acts/omissions. Further, we may be subject to legal action by our employees and/or ex-employees in relation to alleged grievances such as termination of their employment with us. There can be no assurance that such complaints or claims will not result in investigations, enquiries or legal actions by any courts, tribunals or regulatory authorities against us.

20. Our current Order Book may not necessarily translate into or indicate our future revenue in its entirety. We had an Order Book of ₹ 2789.27 million, ₹ 2,613.36 million, and ₹ 2,646.09 million for Fiscals 2026, 2025 and 2024 respectively. Some of our current orders may be modified, cancelled, delayed, put on hold or not fully paid for by our customers, which could adversely affect our business, financial condition, results of operations and future prospects.

As on March 31, 2026, we had an Order Book of ₹ 2789.27 millions, comprising awarded contracts, letters of award, and work orders for projects that are yet to be executed, either in full or in part. While our Order Book provides an indication of our current business pipeline and revenue visibility, it may not be representative of our future operating results, revenues, or profitability. The composition of our Order Book is set forth below:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Order Book (₹ in Million)	2789.27	2,613.36	2646.09
Revenue from operations	2,869.68	2,760.82	2,338.87
Book to Bill Ratio	0.97	0.95	1.13

Our Order Book is subject to risks associated with project execution and may be affected by delays, modifications, suspension, cancellation or termination of projects, changes in customer requirements, site-related issues, delays in approvals and other factors beyond our control. Further, the actual revenue and profitability realised from projects

forming part of our Order Book may differ from our current expectations due to changes in project scope, execution timelines and costs.

There can be no assurance that the revenue anticipated in our Order Book will actually be realized as revenues or, if realized, will be realized on time or result in profits. We may not be able to achieve our expected margins or may even suffer losses on one or more of these contracts. In accordance with industry practice, most of our contracts are subject to cancellation, termination, or suspension at the discretion of the customer at any stage of the contract. In addition, the projects in our Order Book are subject to change in the scope of services to be provided as well as cost adjustments in relation to our contracts. As a result, we cannot predict with certainty as to when, if or to what extent, a project forming part of our Order Book will be performed and this could reduce the amount of revenue and profits we ultimately earn from our contracts considered for calculating our Order Book. In addition, even where a project is completed on schedule, it is possible that our customer may default or otherwise fail to pay the amounts owed. While we have not faced any early termination, we cannot assure you that such instances will not occur in future. In case such instance does occur in future, it may impact financials, profitability and cash flows of our Company.

For further details, please see, *"Our Business- Our Order Book"* on page 246.

21. We face significant competition in our business, and our inability to compete effectively may adversely affect our business and growth prospects

We face significant competition in the telecommunication infrastructure, construction and underground utility infrastructure sectors in India. For details, see sections titled "*Industry Overview*" and "*Our Business - Competition*" on pages 135 and 254, respectively. We compete with established companies as well as regional and local players operating across the geographies and service segments in which we undertake projects. Some of our competitors may have greater financial, technical and operational resources, wider geographic presence, established customer relationships, larger workforces or greater experience in executing projects of similar scale and complexity.

Our ability to secure new projects and maintain our existing business is dependent, among other factors, on our execution capabilities, technical expertise, ability to meet project timelines and quality requirements, customer relationships and pricing. Our competitors may offer more competitive pricing, have greater capacity to undertake projects or otherwise have an advantage in securing contracts through their resources, capabilities or established presence.

Further, as we seek to expand our operations across additional geographies and service categories, we may face competition from existing players in such markets. Increased competition may result in pricing pressures, reduced margins or difficulty in securing new contracts. While we seek to strengthen our execution capabilities, expand our geographic presence and maintain customer relationships, there can be no assurance that we will be able to compete effectively with existing or potential competitors. Any inability to compete effectively may adversely affect our business, financial condition, cash flows, results of operations and growth prospects.

22. Our insurance coverage may not be adequate to protect us against all potential losses, and we may incur uninsured losses or losses in excess of our insurance coverage, which may have a material adverse effect on our business, financial condition and results of operations.

Our insurance coverage is currently limited to insurance obtained in respect of our workmen and employees. We do not presently maintain insurance coverage for our machineries, offices premises or certain other risks associated with our business. Accordingly, we may be exposed to losses or liabilities arising from such uninsured risks.

The table below shows the total amount of our insurance coverage and its percentage contribution to our total assets for the Fiscals 2026, 2025 and 2024, respectively:

(₹ in million, unless otherwise stated)

Particulars	Amount	% of total Assets (in %)	Percentage of insurance coverage (in %)
Insured Assets	-	-	-
Uninsured Assets	61.97	100%	-
Total Tangible Assets	**61.97**	**100%**	-

**As certified by the Statutory Auditor, Dhillion & Associates, Chartered Accountants, by way of its certificate dated September 23, 2026.*

(₹ in million, unless otherwise stated)

Particulars	Amount	% of total Assets (in %)	Percentage of insurance coverage (in %)
Insured Assets	0.89	1.35%	47.88%
Uninsured Assets	64.61	98.65%	-
Total Tangible Assets	**65.50**	**100.00%**	**47.88%**

**As certified by the Statutory Auditor, Dhillion & Associates, Chartered Accountants, by way of its certificate dated September 23, 2026.*

(₹ in million, unless otherwise stated)

Particulars	Amount	% of total Assets (in %)	Percentage of insurance coverage (in %)
Insured Assets	NIL	-	-
Uninsured Assets	69.87	100%	-
Total Tangible Assets	**69.87**	**100%**	-

**As certified by the Statutory Auditor, Dhillion & Associates, Chartered Accountants, by way of its certificate dated September 23, 2026.*

Further, there can be no assurance that the insurance coverage maintained by us will be adequate to cover all potential risks or losses that may arise in the ordinary course of our business. Any loss or damage suffered by us in respect of uninsured risks, or any loss exceeding the limits or scope of our existing insurance coverage, will have to be borne by us. Such uninsured or inadequately insured losses could adversely affect our business, cash flows, financial condition and results of operations. For further information on the insurance policies availed by us, see "*Our Business – Insurance*" on page 255.

In addition, there can be no assurance that we will be able to identify all potential risks or obtain adequate insurance coverage against such risks in the future.

23. We are exposed to risks relating to inability of obtaining or renewing or maintaining our statutory and regulatory permits and approvals, required to operate our business, which may adversely affect our business, financial condition, results of operation and cash flow.

We are required to obtain various statutory and regulatory permits and approvals to operate our business which requires us to comply with certain terms and conditions to continue our operations. As on the date of this Draft Red Herring Prospectus, there are certain approvals required for our operations for which applications have been made and are pending, including registration under the Occupational Safety, Health and Working Conditions Code, 2020 (OSH & WC Code, 2020), Punjab State Development Tax and the Work Specific T-LIN of Contractor. For further details, kindly refer "*Government and Other Approvals*" on page 346 of this Draft Red Herring Prospectus.

Our operations involve construction activities, trenching and laying of pipelines and underground utilities, which are subject to various laws and regulatory requirements, including environmental regulations. Failure to obtain, maintain or renew approvals, licences, registrations and permits, including environmental approvals, required for our operations in a timely manner, or at all, or failure to comply with the conditions applicable to such approvals, may result in delays or restrictions on our project execution and may adversely affect our business, financial condition, results of operations and cash flows.

Failure to obtain these permits and approvals may result in imposition of fines and penalties by the relevant regulator. Further, the said approvals and permits also require us to comply with certain terms and conditions, and in the event that we are unable to comply with any or all of these terms and conditions or seek waivers or extensions of time for complying with these terms and conditions, we may be subject to stringent restrictions on our operations. This may result in the interruption of all or some of our operations and may have an adverse effect on our business,

financial condition, results and cash flow. In the event that we are unable to obtain, renew or maintain statutory permits and approvals or comply with regulatory requirements, it may result in the interruption of all or some of our operations, imposition of penalties and could materially and adversely affect our business, financial performance and reputation.

In addition, we are required to obtain certain approvals in the normal course of our business such as employee provident fund, employees' state insurance corporation registration and tax registrations. For further details, kindly refer "*Government and Other Approvals*" on page 346. Further, our approvals and licenses are subject to numerous conditions, some of which are onerous and may require us to incur substantial expenditure in order to comply with such conditions. We may not, at all times, have all the approvals required for our business. There have been instances in the past, wherein the licenses and approvals required for operation of our Company, were obtained with a delay, resulting in execution of our business operations without such approvals for a certain period of time. We cannot assure that the approvals, licenses, registrations or permits issued to us will not be suspended or revoked, or that applicable penalties will not be imposed on us in the event of non-compliance with any terms and conditions. We may also incur substantial costs related to litigation if we are subject to significant regulatory action, which may adversely affect our business, future financial performance and results of operations.

24. Our plans to expand our presence into new geographies in India may expose us to risks associated with operating in markets where we have limited experience, which may adversely affect our business, results of operations and financial condition.

Our Operations have historically been concentrated in North India, particularly in relation to our telecommunication services business. As part of our growth strategy, we intend to strengthen our presence and pursue business opportunities in new geographies in India. However, our Company does not have any fixed commitment regarding the number of new telecommunication circles or geographies to be entered into or the timing of such expansion, and any expansion will be undertaken based on identified business opportunities and customer requirements.

Expansion into new geographies may require us to establish and manage new operational teams, deploy personnel and resources, develop relationships with customers and other stakeholders and adapt our operations to local market conditions. We may also face competition from established players with greater familiarity with such markets and may have limited experience and established relationships in these geographies.

Further, our ability to expand into new geographies will depend on our ability to identify suitable business opportunities, secure projects, deploy adequate manpower and resources and effectively manage our operations in such geographies. We may incur additional costs in establishing our presence in new markets, and such expansion may not yield the anticipated benefits or returns.

There can be no assurance that we will be able to successfully expand our operations into new geographies, secure projects in such markets or achieve our intended growth. Any failure to effectively manage the challenges associated with such expansion or any inability to derive the anticipated benefits from our expansion plans could adversely affect our business, results of operations and financial condition.

For further details, see *"Our Business – Our geographical reach" and "Our Strategies"* on pages 236 and 243 respectively.

25. Our projects may be subject to premature termination, and any such termination could adversely affect our business, financial condition, results of operations, and cash flows

Our projects are typically awarded through tendering processes and we enter into contracts with government authorities, public sector undertakings, and enterprise clients for the execution of various projects. These contracts typically contain provisions permitting the client to terminate the agreement prior to its completion for reasons including, but not limited to, delay in performance, failure to meet contractual obligations, changes in client requirements, policy changes, budgetary constraints, or for convenience at the discretion of the client.

In the event of any premature termination of a project, we may not be able to recover amounts due to us for work already completed or for costs incurred in anticipation of completing the project. Additionally, certain contracts may contain provisions limiting our right to claim compensation or recover costs upon termination, and any such termination could result in financial losses, increased working capital requirements, and loss of anticipated revenues. During the last three Fiscals, one of our contracts relating to an oil & gas sewerage project involving HDD / pipeline-related work at Karwar – Navy Base Camp Project and IOCL, Coimbatore, Tamil Nadu – City Gas Distribution (CGD), covering 2,000 metres and 4,000 metres, respectively, was prematurely terminated. The contract was terminated as the client did not have the requisite permission from the government authority to proceed with further

work. However, there can be no assurance that such premature termination will not occur in the future which could result in an adverse impact on our business operations and financial condition.

Further, termination of our projects could adversely impact our Order Book, disrupt operational planning, and affect the allocation of resources. It could also lead to disputes, arbitration, or litigation, which may result in additional costs and diversion of management attention. Any material adverse impact arising from premature project terminations could consequently affect our business, financial condition, cash flows, and results of operations.

26. There have been certain delays in payment of statutory dues. Any delay in timely payment of statutory dues may expose us to penalties and interests from the regulators.

Our Company is required to comply with various laws including laws in respect of the provident fund of employees, professional tax etc. Details of employees covered under Employees Provident Fund and Miscellaneous Provisions Act, 1952, Employees State Insurance Act, 1948 etc. are as follows:

(₹ million)

Sr. No.	Name of Statute	Amount	Financial Year	Period of Delay	No. of Instances
1	Employees' Provident Fund (EPF)	60.94	FY 2025-26	1 to 147 Days	48
2	Employees' Provident Fund (EPF)	31.35	FY 2024-25	5 to 14 Days	9
3	Employees' State Insurance (ESI)	15.36	FY 2025-26	1 to 7 Days	149
4	Employees' State Insurance (ESI)	0.58	FY 2023-24	2 to 7 Days	4
5	Tax Deducted at Source (TDS)	10.66	FY 2025-26	72 to 212 Days	12
6	Goods and Services Tax (GST)	228.39	FY 2025-26	1 to 9 Days	31

The table below sets forth the details of the statutory dues paid by the Company in relation to its employees for the periods indicated below:

Fiscal 2026:

(₹ million)

Nature of Payment	No. of employees as on the last day of the Fiscal	Total dues	Paid	Unpaid
Employee state insurance	3994	30.45	28.05	2.40
Gratuity	6077	8.54	0.56	7.98
Provident fund	5090	216.49	199.39	17.10
Professional tax	0	0.00	0.00	0.00
Tax deducted at source on salary	49	5.66	4.46	1.20
Labour welfare fund	2812	1.82	1.64	0.18

Fiscal 2025:

(₹ million)

Nature of Payment	No. of employees as on the last day of the Fiscal	Total dues	Paid	Unpaid
Employee state insurance	4268	30.95	28.40	2.55
Gratuity	6613	13.31	0.15	13.16
Provident fund	5457	215.28	197.23	18.05
Professional tax	0	0.00	0.00	0.00
Tax deducted at source on salary	105	7.45	5.19	2.26
Labour welfare fund	3077	2.13	1.91	0.22

Fiscal 2024:

(₹ million)

Nature of Payment	No. of employees as on the last day of the Fiscal	Total dues	Paid	Unpaid
Employee state insurance	4237	5.59	3.06	2.52

Gratuity	6283	11.46	0.00	11.46
Provident fund	5307	189.56	172.37	17.19
Professional tax	0	0.00	0.00	0.00
Tax deducted at source on salary	63	7.25	4.00	3.25
Labour welfare fund	4076	1.98	1.80	0.18

Note: *Amounts less than ₹0.10 million (₹1 lakh) are rounded off and presented as ₹0.*

While the aforesaid delays were primarily due to administrative reasons. We cannot assure you that such instances will not occur in future. Any non- payment or delay in filing may expose us to penalties by regulators which may our profitability, business and cash flows.

27. There have been certain instances of non-compliances, including with respect to certain secretarial/ regulatory filings for corporate actions taken by our Company in the past and we have filed a suo moto adjudication application with the RoC for these non-compliances. Consequently, we may be subject to regulatory actions and penalties for any such non-compliance and our business, financial condition and reputation may be adversely affected.

We manage regulatory compliance by monitoring and evaluating our internal controls and ensuring that we are in compliance with all relevant statutory and regulatory requirements. There can be no assurance that deficiencies in our filings will not arise in future, or that we will be able to implement, or continue to maintain, adequate measures to rectify or mitigate any deficiencies in our internal control. Any inability on our part to adequately detect, rectify any deficiencies in our internal controls may adversely impact our ability to accurately report, or successfully manage, our financial risks and to avoid frauds. As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

Our Company has, in the past, had certain instances of non-compliance with the requirements of the Companies Act, 2013, including delays in appointment of Independent 3Directors and constitution of the Audit Committee and Nomination and Remuneration Committee, discrepancies in the dates of meetings and category/designation of directors reported in Forms MGT-7, AOC-4, AOC-4 XBRL and DIR-12, non-compliance with the audit trail requirement under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, non-availability of certain historical Form 23B / ADT-1 filings and filing of an incorrect list of shareholders in Form MGT-7 for Fiscal 2024-25. Our Company has made representations to the RoC, filed adjudication applications in respect of certain non-compliances, complied with the audit trail requirement for the financial year ended March 31, 2026, requested the RoC for the historical filings and filed Form GNL-2 for cancellation of the earlier MGT-7. However, there can be no assurance that the RoC will accept the corrective actions or that no penalties or other regulatory actions will be imposed in respect of such matters, which may adversely affect our reputation, financial condition and operations.

28. Any breakdown, maintenance requirement or physical damage to our HDD machines could disrupt our operations and adversely affect our business, cash flows and results of operations

Our HDD operations are dependent on the availability and proper functioning of our two HDD machines, comprising one Vermeer C500 Horizontal Directional Drill and one XCMG XZ400 HDD Trenchless Horizontal Directional Drilling Equipment. These machines may require periodic maintenance, repairs or replacement of parts from time to time to ensure their continued and efficient operation. Any breakdown, malfunction or requirement for major repairs may result in the temporary unavailability of such machines and could disrupt the execution of our HDD projects.

Further, our HDD machines may be exposed to risks of physical damage arising from accidents, operational incidents, adverse weather conditions, ground and geological conditions or other unforeseen events. Any damage to, or prolonged unavailability of, either of our HDD machines could result in delays in project execution, additional repair or replacement costs and increased dependence on alternative arrangements, which may not be available on commercially reasonable terms or at all.

Though, we have not faced any material instances in the past three Fiscals ended March 31, 2026, we cannot assure you that such instances will not arise in the future. Any such event could adversely affect our business, financial condition, cash flows and results of operations.

29. Our Company has a limited operational track record in the gas pipeline vertical which may limit our ability to predict future performance and adapt to market dynamics.

Our Company has been predominantly engaged in the business of implementing projects in the telecommunication services. We commenced operations in oil & gas and sewerage vertical in the year 2023, however, our Company has not been able to scale its operations in this vertical. Details of the revenue earned from gas pipeline vertical for the Fiscals 2026, 2025, and 2024, are as follows:

(₹ million, except percentages)

Business Verticals	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations
Oil & Gas and Sewerage	20.10	0.70%	4.84	0.18%	8.12	0.35%

We do not have an established performance history in oil & gas and sewerage vertical projects, making it difficult to predict our future success in this vertical. The oil & gas and sewerage vertical is a highly regulated sector and we have limited exposure which may mean that our Company has less experience in navigating complex regulatory environments, potentially leading to compliance issues. With limited experience, our Company may face challenges in execution of the projects awarded to it. The lack of an established performance history in such sectors may affect our Company's ability to attract interest, as potential investors often look for proven track records as a measure of risk versus reward. The regulatory landscape in such sectors is complicated and requires deep understanding of compliance mandates. Our limited experience in navigating these regulations may result in non-compliances leading to fines and penalties, affecting our business and profits non-compliance mightalso lead to potential legal liabilities, diverting resources away from critical business operations and stalling growth initiatives. While we have not faced any such situation duringFiscals 2026, 2025and 2024, we cannot assure you that such instances will not occur in future.

30. We have entered into contracts or purchase orders with our customers which contain termination clause. In the event of any breach of obligations or covenants in the contracts or purchase orders, it may lead to termination of our contracts or purchase orders with our customers which in turn may result in loss of business, profitability and operations of our Company.

We have entered into various contracts or purchase orders related to our project execution and O&M services business activities with our customers in the ordinary course of our operations. Such contracts or purchase orders typically contain termination provisions, including termination upon the occurrence of specified events, such as breach of obligations, failure to meet agreed performance standards, insolvency events or other defaults. In the event that we fail to comply with the terms, covenants or performance requirements under such contracts or purchase orders, our customers may have the right to terminate the contracts or orders, either immediately or upon notice. Additionally, certain contracts or orders may permit termination for convenience or without cause, subject to terms. While we have not face such instances in the past, any such termination may result in loss of ongoing or future business and disruption of our operations. Further, termination of key customer contracts or orders may adversely affect our relationships with such customers and may impact our reputation in the market, which could affect our ability to secure new contracts or orders or renew existing contracts or orders. In addition, the loss of such contracts or orders may result in under utilisation of our resources, including manpower and equipment, and may lead to increased costs. Upon occurrence of any of such eventuality or any loss of our major customers we may face the risk of reduction in revenue which in turn could adversely affect our business operations and financial conditions.

31. Our business is dependent on the continued efforts, knowledge and experience of our Promoters, Directors, Key Managerial Personnel and Senior Management Personnel, as well as our ability to attract and retain personnel with the technical expertise required for our operations. The loss of, or inability to retain, any of our key personnel or technical or non-technical employees could adversely affect our business, results of operations and financial condition.

We depend on the management skills and guidance of our Promoters and Board of Directors for the development of our business strategies, monitoring their successful implementation and addressing the challenges associated with our business and operations. We also significantly depend on the expertise, experience and continued efforts of our Key Managerial Personnel and Senior Management Personnel. Any loss of our Promoters, Directors, Key Managerial Personnel or Senior Management Personnel, or our inability to attract and retain them, could adversely affect our business, results of operations and financial condition.

Our business is also manpower intensive, and our ability to execute projects and provide services depends to a significant extent on our ability to attract, train, motivate and retain employees, particularly engineers and technical personnel. Personnel with technical expertise may require a considerable period of time to replace and train, and the loss of such personnel could adversely affect our ability to execute projects and maintain the quality and continuity of our services.

Our employee attrition rate was 32.33%, 37.32% and 29.95% during Fiscals 2026, 2025 and 2024, respectively. Any increase in employee attrition, particularly among our engineers, technical personnel or management personnel, may require us to incur additional costs and resources towards recruitment and training and may affect our project execution capabilities.

Further, competition for personnel with the technical skills and experience required for our operations may increase our employee costs and make it more difficult for us to attract and retain suitably qualified personnel. There can be no assurance that we will be able to retain our existing personnel or attract suitable replacements in a timely manner or on commercially acceptable terms.

For further details, see *"Our Business – Employees" and "Our Management"* on pages 255 and 271, respectively.

32. We are subject to a variety of laws and regulations and may be exposed to the risk of significant liability if we fail to comply with those laws and regulations.

Our business is subject to extensive laws and regulations governing, among other things, the operation of equipment, environmental protection and health and safety and labour protection laws. Our operations are subject to compliance with these laws and regulations and the terms and conditions prescribed at the time of receipt of licenses and approvals from governmental, statutory, and regulatory authorities. For further details, kindly refer "*Key Regulations and Policies*" on page 258.

The laws and regulations governing our businesses are evolving and may be amended, supplemented or changed at any time. The GoI may implement new laws or other regulations and policies that could affect the telecom industry in general, including requiring additional approvals or licenses, imposing additional restrictions on our operations or tightening the enforcement of existing or new laws or regulations. We may be required to seek and follow additional procedures, modify or adjust certain activities, obtain new or additional licenses or incur additional expenses to comply with such laws and regulations, which could adversely affect our future development and business. Further, monitoring legal developments and maintaining internal standards and controls in order to abide by rules and regulations applicable to us may not be efficiently implemented due to various reasons, which may be beyond our control and could adversely affect our operations.

33. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, financial condition, cash flow and result of operations.

We have entered into various financing arrangements with various lenders for short-term and long terms facilities. As of August 31, 2026, our total outstanding borrowings (secured and unsecured) amounted to ₹ 95.34 million. Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to generate sufficient cash flows to service such debt. Any additional indebtedness we incur may have significant consequences, including, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditure and reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions. Our financing arrangements include conditions that require us to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions including altering our capital structure, further issuance of any Equity Shares, effecting any scheme of amalgamation or reconstruction, changing the management and dilution of Promoters' shareholding, alteration in the constitutional documents and creation of security. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. As of the date of this Draft Red Herring Prospectus, we have received all consents required from certain lenders in connection with the Offer.

In terms of security, we are required to create charge over our current assets, movable and immovable properties. We may also be required to furnish additional security if required by our lenders. Additionally, these financing agreements also require us to maintain certain financial ratios such as debt to equity ratio, current ratio, fixed asset coverage ratio, equity ratio and total debt/ adjusted tangible net worth. While there has been no breach of such covenants in the preceding three Fiscals, there can be no assurance that we will be able to comply with these financial

or other covenants at all times or that we will be able to obtain the consent necessary to take the actions that we believe are required to operate and grow our business.

There has been no re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks in the preceding three Fiscals. Further, we are susceptible to changes in interest rates and the risks arising therefrom. Certain of our financing agreements provide for interest at variable rates with a provision for the periodic resetting of interest rates. Further, under certain of our financing agreements, the lenders are entitled to charge the applicable rate of interest, which is a combination of a base rate that depends upon the policies of the RBI and a contractually agreed spread, and in the event of an adverse change in our Company's credit risk rating. For further details of our indebtedness, please see "*Financial Indebtedness*" on page 302.

34. Our Company has unsecured facilities aggregating to ₹168.71 million, which may be recalled by the lenders and may adversely affect our cash flows and financial condition.

As on August 31, 2026, we have availed unsecured facilities aggregating to ₹ 168.71 million from certain lenders, some of which may be repayable on demand or recalled by the lenders. There can be no assurance that the lenders will not recall such borrowings or that we will be able to repay loans advanced to us in a timely manner or at all. In the event that any lender seeks repayment of any such loan, we would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Further, we are yet to receive No Objection Certificates ("NOCs") from certain lenders, namely, Hero FinCorp Ltd., Axis Finance Limited, IndusInd Bank Limited, FedBank Financial Services Limited and Oxyzo Financial Services Private Limited. Given the relatively low amount of such unsecured facilities, any repayment or recall is not expected to have a material impact on our financial condition or cash flows. Any delay or inability to obtain such NOCs may affect the timing or completion of the proposed Issue.

35. Our Promoters have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.

Upon completion of this Offer, our Promoters will collectively hold [●] % of the Equity share capital of our Company. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring shareholders' approval, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interests of our Company. Further, such control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in our Company's best interest. The interests of our Promoters could conflict with the interests of our other equity shareholders, and our Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

36. We intend to utilise ₹ 322.78 million out of the Net Proceeds for purchase of equipment for our business operations. We have obtained quotations from vendors; however, we are yet to place orders or enter into definitive agreements with the vendors in respect of proposed purchase. We cannot assure you that, our Company will be able to procure equipment at costs specified in this Draft Red Herring Prospectus.

We intend to utilize up to ₹ 322.78 million out of the Net Proceeds for funding capital expenditure requirements of our Company for purchase of machinery or equipment. While we have shortlisted vendors and obtained quotations in relation to the purchase of equipment, we have not placed purchase orders or entered into a definitive agreement. For details in respect of cost for the above objects, see section titled "*Objects of the Offer*" on page 97 of this Draft Red Herring Prospectus. Such quotations are valid for a definitive period and may be subject to revisions, and other commercial changes. We cannot assure that we will be able to undertake such purchases at the costs indicated in such quotations or that there will not be cost escalations. There may also be possibility that the proposed vendors may not be in a position to provide the equipment in a timely manner. In the event of any delay in placing the purchase orders for the equipment, we may encounter time and cost overruns. Though there have been no such instances during the Fiscals 2026, 2025 and 2024, we cannot assure you that such issue will not arise in future. Any such instance of delay in delivery of equipment will impact our business operations and financials.

37. Any adverse development affecting the growth of our business growth, financial condition and results of operations, may adversely affect our business and results of operations.

Our business has grown over the years and so has the number of employees that we employ. We expect such growth to continue and that it will place significant demands on our management team and other resources. This will require us to continue to develop and improve our administrative, operational and financial systems and other internal controls. As a result of our growing operations, we face and expect to continue to face challenges such as:

- maintaining an effective internal control system and properly training employees to mitigate the risk of individuals engaging in unlawful or fraudulent activity or otherwise exposing us to unforeseeable business risks;
- adhering to and further improving our service standards;
- maintaining high levels of customer satisfaction;
- recruiting, training and retaining sufficient skilled technical, marketing and management personnel;
- making significant investments in recent years to keep pace with technological changes, i.e., digital solutions, achieving delayed or lower than expected benefits;
- preserving our culture, values and entrepreneurial environment;
- assimilating and integrating disparate IT systems, personnel and employment practices, and operations of acquired companies (if any);
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems, including data management in our IT applications and management information systems;
- co-activating work among off-shore and on-site project teams and maintaining high resource utilization rates; and
- integration of any acquisition made by us.

Any inability to execute these steps in a timely and efficient manner could adversely affect our business and reduce our profitability.

38. Our Registered and Corporate Office, from where we operate, as well as the branch offices of our Company are located on land not owned by us and have been leased to us by third parties. In the event we lose or are unable to renew such leasehold rights, our business, financial condition, cash flows and results of operations may be adversely affected.

Our Registered and Corporate Office, as well as the branch offices of our Company as mentioned below are held by us on a leasehold basis. The table below provides details of the properties from which we operate our offices in India, on a leasehold basis, as of the date of this Draft Red Herring Prospectus:

No.	Property	Address	Owned/Leased	Lessor Name	Validity
1)	Registered Office	93/5, SCO No. 93, Second Floor, Mansa Devi Complex, Sector 5, Panchkula, Haryana - 134114	Leased	Neelam Gupta ("**Lessor**")	11 months from August 10, 2026
2)	Corporate Office	E-300, Phase 8A, Industrial Area, 1st Floor, SG Encon Limited., S.A.S. Nagar (Mohali)	Leased	Manpreet Singh Oberai and Harpreet Singh Oberai **("Lessors")**	2 years from July 10, 2026
3)	Vacant Land	Plot No. DSS 173, Sector 27, Urban Estate, Panchkula	Owned	S. G. Encon Limited	NA
4)	Branch Office	Plot No 4, Mega Highway, Bhugor Bypass, Alwar, Rajasthan - 301001	Leased	Sushila Devi **("Owner")**	11 months from September 08, 2026
5)	Branch Office	House No. 99, Main Road, Near Chawla Circle, Swami Vivekanand Nagar, Kota, Rajasthan - 324010	Leased	Shanti Devi **("Owner")**	11 months from July 08, 2026

6)	Branch Office	A-39/135A, Phase VIII, Industrial Area, S.A.S Nagar, Mohali, Punjab - 160071	Leased	Punjab Communications Ltd. (**"Lessor"**)	11 months from March 3, 2026
7)	Branch Office	No. 418, Fourth Floor, Tower B4, Spaze I Tech Park, Sohna Road, Gurgaon, Haryana - 122018	Leased	Sushil Kumar Ohri (**"Lessor"**)	2 years from August 6, 2025
8)	Branch Office	Aaraji No. Mi.210/1, Daulatpur Road, Pandeypur, Varanasi, Uttar Pradesh - 221002	Leased	Jagdamba Devi (**"Lessor"**)	11 months from August 1, 2026

For further details in relation to our properties see "*Our Business - Properties*" on page 256.

In the event that we are required to vacate our current premises, we would need to make alternative arrangements for our office and facilities, and we cannot assure that the new arrangements will be on commercially acceptable terms. If we have to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay increased charges. While we have not faced any such incidents in the past, any such incident in future could have an adverse effect on our business, prospects, results of operations and financial condition.

Additionally, if we are unable to renew the lease or the license or relocate on commercially suitable terms, it may have a material adverse effect on our business, cash flows, results of operation and financial condition. Further, our lease agreements may not be adequately stamped or registered, and we may not be able to enforce them in a court of law in case there is any dispute with a counter-party. While we have not faced such disputes in the past, any such incident in future could have an adverse effect on us and we may not be able to utilize the underlying property which may have an adverse effect on our business, prospects, results of operations and financial condition. Further, certain permits, approvals, and licenses relating to our leased premises are required to be obtained and maintained in the name of the lessors. Any failure or delay on the part of the lessors in obtaining or renewing such approvals, or in complying with applicable regulatory requirements, could result in regulatory action, including suspension of operations or temporary closure of the premises, until the requisite compliances are completed. Such events could disrupt our business operations and may adversely affect our financial condition and results of operations. While there have been no such instances in the past three Fiscals, we cannot assure you that such instances will not occur in the future which could adversely affect our business and result of operations.

39. We depend on third-party logistics service providers for transportation of materials to our project sites, and any delays, accidents or disruptions in such transportation could adversely affect our operations

We depend on third-party logistics service providers for transportation of materials and equipment from our warehouses and other locations to our project sites. We have engaged third party logistic providers for our transportation needs and typically engage them on a purchase order basis. These third-party logistics providers are responsible for ensuring that their transportation carriers are performing as required. Any delay, disruption, accident, damage or loss during transportation, or any failure by such logistics service providers to provide transportation services in a timely manner, could have an adverse impact on our business, results of operations, financial condition and cash flows.

The transportation charges as a percentage of total expenses for the Fiscals 2026, 2025 and 2024 are as follows:

(₹ million, except percentage)

Particulars	**Fiscal 2026**		**Fiscal 2025**		**Fiscal 2024**	
	Amount	**As a % of total expenses**	**Amount**	**As a % of total expenses**	**Amount**	**As a % of total expenses**
Transportation charges	3.44	0.05	10.83	15.97	18.34	36.22

While we are responsible for execution of the projects, however we do not control our third-party logistic providers we could be subject to, amongst others, transportation strikes that could hamper supplies and deliveries to and from

our customers and suppliers. Such delays or disruptions may increase our project execution costs, affect our ability to meet project timelines and contractual obligations and may adversely affect our business, financial condition, cash flows and results of operations. While we have not experienced any such instances during the Fiscals 2026, 2025 and 2024 for which we failed to meet our customer's schedules due to any fault of our third-party logistics providers, there is no assurance on the reliability of delivery by third party logistics providers, and any failure in meeting our customer's delivery schedules can impact our relationship with our customers. Further, any unavailability of suitable logistics service providers or increase in transportation costs may adversely affect our operations and profitability.

40. Our funding requirements and the proposed deployment of Net Proceeds have not been appraised. Any variation in the utilisation of the Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval.

We intend to utilise Net Proceeds to fund the working capital requirement, purchase of plan & machinery and general corporate purposes. For further details, see "*Objects of the Issue – Proposed Utilisation of Net Proceeds*" on page 97. The deployment of Net Proceeds is based on management estimates, current circumstances of our business and prevailing market conditions and has not been appraised by any bank, financial institution or other independent institution.

We may have to revise our funding requirements and deployment from time to time due to various factors, such as changes in costs, financial and market conditions, business and strategy considerations and interest and exchange rate fluctuations or other external factors, which may or may not be within the control of our management. This may entail rescheduling and revising planned expenditure and funding requirements and increasing or decreasing expenditures for a particular purpose from planned expenditures at the discretion of our management and subject to applicable law. Accordingly, investors in Equity Shares will be relying on the judgment of our management regarding the application of Net Proceeds. The application of Net Proceeds in our business may not lead to an increase in the value of your investment.

Further, in accordance with Sections 13(8) and 27 of the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake any variation in the utilisation of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the Shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

Further, we will appoint a monitoring agency for monitoring the utilization of Gross Proceeds in accordance with Regulation 41 of the SEBI ICDR Regulations and the monitoring agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations.

In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business, financial condition, results of operations and cash flows.

41. Our business is dependent on our ability to adapt to evolving industry requirements, technological advancements and client expectations, and any failure to do so may adversely affect our business, results of operations, financial condition and cash flows.

Our operations, particularly in our O&M services, require us to continuously align our service offerings with evolving industry practices, technological developments and client-specific operational requirements. Our ability to remain competitive depends, inter alia, on our capability to understand changes in industrial processes, adopt relevant engineering practices, deploy appropriate equipment and skilled manpower, and effectively execute projects in accordance with client specifications and timelines.

While we utilize engineering expertise, operational experience and industry practices to deliver our services, we do not maintain a dedicated in-house research and development facility. Accordingly, we may rely on internal technical expertise, industry knowledge, third-party inputs and client specifications to adapt to technological changes and evolving operational requirements.

Any inability on our part to timely identify and respond to changes in technology, industry standards, client preferences or project execution requirements, including with respect to cost estimation, process efficiency, safety standards and quality expectations, may affect our ability to secure new contracts or effectively execute existing engagements. Further, failure to upgrade our technical capabilities, adopt improved methodologies or align with evolving industry practices may impact our competitiveness and client relationships.

If we are unable to effectively adapt to such changes or implement necessary improvements in our service offerings and execution capabilities, it may have a material adverse effect on our business, results of operations, financial condition and cash flows.

42. The average cost of acquisition of Equity Shares held by our Promoters could be lower than the Offer Price.

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Offer Price as may be decided by the Company, in consultation with the Book Running Lead Manager. The details of the average cost of acquisition of Equity Shares held by our Promoters, as at the date of the DRHP is set out below:

S. No.	Name	Number of Equity Shares*	Average cost of acquisition per Equity Share (in ₹)
Promoters			
1.	Rajiv Gandhi	11,879,640	Negligible
2.	Pankaj Setia	11,879,640	Negligible

***** *As certified by Independent Chartered Accountants Maheshwari & Co, by way of its certificate dated September 26, 2026.*

For more details regarding weighted average cost of acquisition of Equity Shares by our Promoters and build-up of Equity Shares by our Promoters in our Company, kindly refer "*Capital Structure*" beginning on page 73.

43. We are subject to anti-bribery, anti-corruption and sanctions laws and regulations.

We are subject to anti-bribery and anti-corruption laws which prohibit us, our employees and other intermediaries from bribing government officials for the purpose of obtaining or keeping business or otherwise obtaining favorable treatment. We operate across various locations in India, and compliance with applicable anti-bribery and anti-corruption laws and regulations is required in our dealings with government authorities, customers, vendors, contractors and other stakeholders. Our competitors in such jurisdictions may not be subject to the same anti-bribery and anti-corruption laws as we are, and accordingly, may be better placed than us to do business.

Our operations are also subject to laws and regulations restricting dealings with certain parties, including activities involving restricted countries, organizations, entities and persons that are subject to international economic sanctions. We cannot assure you that we will not discover any issues or violations with respect to anti-bribery, anticorruption and economic sanctions laws by us or our employees, contractors and other intermediaries. Any violations of these laws and regulations could result in restrictions being imposed on our operations, affect our eligibility to convert our leads into orders, expose us to administrative, civil or criminal penalties or fines and could adversely affect our reputation, business, financial condition, results of operations and the trading price of our Equity Shares.

44. We are subject to risks from interest rate fluctuations, which could reduce the profitability of our orders and adversely affect our business, financial condition and results of operations.

Interest rates for borrowings have been volatile in recent periods. Our operations are funded to an extent by debt and increases in interest rate and a consequent increase in the cost of servicing such debt may adversely affect our results of operations and financial condition. Changes in prevailing interest rates affect our interest expense in respect of our borrowings and our interest income in respect of our interest on short term deposits with banks. Our debt facilities carry interest at variable rates as well as fixed rates. As of March 31, 2026, the interest rates for our borrowings ranged from 7% to 17% per annum. Although we may in the future engage in interest rate hedging transactions or exercise any right available to us under our financing arrangements to terminate the existing debt

financing arrangement on the respective reset dates and enter into new financing arrangements, there can be no assurance that we will be able to do so on commercially reasonable terms or that these agreements, if entered into, will protect us adequately against interest rate risks. Further, if such arrangements do not protect us adequately against interest rate risks, they may result in higher costs.

45. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.

We manage our internal compliance by monitoring and evaluating internal controls and taking reasonable steps to maintain appropriate procedures for relevant statutory and regulatory compliances. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining internal controls requires human diligence and is therefore subject to lapses in judgment and failures that result from human error. Any such errors can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of the Equity Shares. We cannot assure you that deficiencies in our internal controls will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all, which may have an adverse effect on our business operations and financial condition.

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

This Draft Red Herring Prospectus contains information from an industry report prepared by CRISIL, a division of CRISIL Limited ("**CRISIL**"), a research house, pursuant to an engagement with our Company which we have commissioned and paid for. CRISIL has advised that while it has taken due care and caution in preparing the commissioned report, which is based on information obtained from sources that it considers reliable (Information), it does not guarantee the accuracy, adequacy or completeness of the Information and disclaims responsibility for any errors or omissions in the Information or for the results obtained from the use of the Information. CRISIL also highlights certain industry and market data, which may be subject to estimates and/or assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. The CRISIL Report is subject to various limitations and is based upon certain assumptions that are subjective in nature. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus. The CRISIL Report is not a recommendation to invest/disinvest in any entity covered in the 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. Accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. A copy of the CRISIL Report shall be available on the website of our Company at www.sgencon.com. See "*Industry Overview*" on page 135. For further details, including disclosures made by CRISIL in connection with the preparation and presentation of their report, see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation*" on page 19.

47. We may not able to maintain profitability in the future due to unforeseen reasons, market fluctuations and other external factors beyond our control.

Although we have been profitable in the past, we expect to make investments in growing our business and may undertake acquisitions of other synergistic companies, which could reduce our profitability compared to past periods. As a result of these increased expenditures, unforeseen reasons, market fluctuations and other external factors beyond our control, our profitability could decline in future periods. In future periods, our revenue could decline or grow more slowly than we expect. We also may incur significant losses in the future for a number of reasons, including due to the other risks described in this Draft Red Herring Prospectus, and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown factors.

48. Promoters of the Company were not associated with the Company since its incorporation.

None of our Promoters were the promoters of the Company at the time of its incorporation and became associated with the Company at a subsequent stage. For further details of change in control, kindly refer "*Promoter and Promoter Group*" on page 289. Accordingly, they were not involved in the initial formation, historical decision-making, or early-stage operations of the Company. Certain historical matters, including past business strategies, operational decisions, statutory compliances, contractual arrangements or other corporate actions undertaken prior to their association with the Company, were not under the control or supervision of the current Promoters. While the Company has undertaken customary due diligence and implemented necessary governance and compliance

measures, there can be no assurance that no liabilities, contingencies, or non-compliances relating to prior periods may arise. Any such historical issues or liabilities, if identified, may require financial outlay, management attention, or regulatory intervention, which could adversely affect the Company's business, financial condition, results of operations, and reputation.

49. Our Company will not receive the entire proceeds from the Offer. Further, our Promoter Selling Shareholder will receive the proceeds from the Offer for Sale (after deducting applicable Offer-related expenses and taxes).

The Offer comprises the Fresh Issue, which is the offer of up to 71,90,400 Equity Shares aggregating up to ₹ [●] million by our Company, and the Offer for Sale, which is an offer of up to 13,71,300 Equity Shares aggregating up to ₹ [●] million by the Promoter Selling Shareholder. The proceeds from the Offer for Sale will be paid to the Promoter Selling Shareholder (after deducting applicable Offer-related expenses and taxes) and our Company will not receive any such proceeds. For further details, kindly refer "*Objects of the Offer*" on page 97.

50. Our Company has not paid dividends during the last three. There can be no assurance that our Company will be in a position to pay dividends in the future. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

Our Board of Directors, pursuant to a resolution dated September 23, 2026, have adopted a dividend distribution policy. The declaration and payment of dividends, if any, will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and other applicable laws, including the Companies Act. Our Company has not paid dividends on its Equity Shares for Fiscal 2026, Fiscal 2025, Fiscal 2024. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, cash requirements, capital expenditure, business prospects and restrictive covenants of our financing arrangements. Further, our Promoters will continue to hold a significant portion of our post-Offer paid-up Equity Share capital and may have a significant ability to control the payment and/or the rate of dividends. Therefore, our Company cannot assure you that it will be able to declare dividends, of any particular amount or with any frequency in the future. For further details, see "*Dividend Policy*" on page 292.

51. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.

We propose to utilise the Net Proceeds for funding (i) working capital requirements of our Company; (ii) capital expenditure towards purchase of machinery or equipment; and (iii) general corporate purposes in the manner specified in "*Objects of the Offer*" on page 97. We cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters will have adequate resources at his disposal at all times to enable him to provide an exit opportunity at the price prescribed by the SEBI. In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

52. We may not be able to secure additional funding in the future. In the event our Company is unable to obtain sufficient funding, it may delay our growth plans and have a material adverse effect on our business, cash flows and financial condition.

From time to time, our Company's plans may change due to changing circumstances, new business developments, new challenges or investment opportunities or unforeseen contingencies. If our plans change or if we are required to adapt to changing circumstances or business realities, our Company may need to obtain additional financing to meet, inter alia, capital expenditure. Such financing may be in the form of debt funding, which may be raised through borrowings from commercial banks, issue of debentures or other debt securities. If we raise funds in future by

incurring additional debt, the interest and debt repayment obligations of our Company will increase, and we may be subject to supplementary or new covenants, which could limit our ability to access cash flow from operations and/or other means of financing. Moreover, these additional funds could come at a higher cost which may impact our profitability. Further, we cannot assure you that we will be able to obtain adequate financing to fund future capital requirements on acceptable terms, in time.

53. Wage pressures and increases in operating costs in India may prevent us from sustaining our competitive advantage and may reduce our profit margins.

Wage and operating expenses increase in India may prevent us from sustaining this competitive advantage and may negatively affect our profit margins. Wages in India are increasing at a faster rate than in the developed economies, which could result in increased employee benefits expense. We may need to continue to increase the levels of our employee compensation to remain competitive and manage attrition. Further, The Code on Wages, 2019 received the assent of the President of India on August 08, 2019, and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The provisions of this code will be brought into force on a date to be notified by the Central Government. This may impact our wage structure and may lead to increased wage payments to our employees. Additionally, the cost of operating expenses is also increasing as India continues to grow. Compensation increases manifest a hike in operational costs which may result in a material adverse effect on our business and financial condition and result of operations. Also, the process of invoicing may take time on our part which may lead to increase in Unbilled Revenue, which may impact our business operations and financials. We cannot assure you that there will not be any increase in Unbilled Revenue in future.

54. We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across our industry.

This Draft Red Herring Prospectus includes our Gross Profit Margin, EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Return on Capital Employed, Order Book, Book-to-Bill Ratio, etc. (collectively "Non-GAAP Measures") and certain other industry measures related to our operations and financial performance, which are supplemental measures of our performance and liquidity and are not required by, or presented in accordance with, Ind AS, IFRS or U.S. GAAP. For further details in relation to reconciliation of non-GAAP measures, see sections titled "*Management's Discussion and Analysis of Financial Conditions and Result of Operations*", "*Financial Information*" and "*Other Financial Information*" on pages 304, 293 and 298. Further, these Non-GAAP Measures and industry measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS or U.S. GAAP. In addition, such Non-GAAP Measures and industry measures are not standardized terms and may vary from any standard methodology that is applicable across our industry and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies, and hence a direct comparison of these Non-GAAP Measures and industry measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures and industry measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures and industry measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

55. After the completion of the Offer, our Promoters will continue to hold substantial shareholding in our Company.

Currently, our Promoters own an aggregate of [●] of our issued, subscribed and paid-up Equity Share capital. Following the completion of the Offer, our Promoters will continue to hold approximately [●] % of our post-Offer Equity Share capital. For details of their shareholding pre and post-Offer, kindly refer "*Capital Structure*" on page 73. By virtue of their shareholding, our Promoters will have the ability to exercise significant control over the outcome of the matters submitted to our shareholders for approval, including the appointment of Directors, the timing and payment of dividends, the adoption of and amendments to our Memorandum and Articles of Association, the approval of a merger or sale of substantially all of our assets and the approval of most other actions requiring the approval of our shareholders. The interests of our Promoters in their capacity as our Shareholders could be different from the interests of our other shareholders. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

EXTERNAL RISK FACTORS

56. Political, economic or other factors that are beyond our control may have an adverse effect on our business, financial condition, results of operations and cash flows.

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. We are incorporated in and currently functioning onlyin India and, as a result, are dependent on prevailing economic conditions in India. Our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- change 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 neighbouring countries;
- occurrence of natural or man-made disasters (such as hurricanes, typhoons, floods, earthquakes, tsunamis and fires) which may cause us to suspend our operations;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war may adversely affect the Indian markets as well as result in a loss of business confidence in Indian companies;
- epidemics, pandemics or any other public health concerns in India or in countries in the region or globally, including in India's various neighbouring countries, such as the highly pathogenic H7N9, H5H1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 pandemic;
- any downgrading of India's debt rating by a domestic or international rating agency;
- international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;
- protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements; and
- being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so.

While our results of operations may not necessarily track India's economic growth figures, the Indian economic growth figures, the Indian economy's performance nonetheless affects the environment in which we operate. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, financial condition and results of operations, and the price of the Equity Shares.

57. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, result of operations, financial condition, cash flows and prospects.

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

New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition, cash flows and results of operations. Furthermore, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Any changes to such laws, including the instances mentioned below, may adversely affect our business, financial condition, results of operations, cash flows and prospects.

Additionally, the Government of India has introduced (a) Code on Wages, 2019 ("**Wages Code**"); (b) the Code on Social Security, 2020 ("**Social Security Code**"); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 (collectively, the "**Labour Codes**") which consolidate, subsume and replace numerous existing central labour legislations. The Government of India has deferred the effective date of implementation of the respective Labour Codes, and they shall come into force from such dates as may be notified. Different dates may also be appointed for the coming into force of different provisions of the Labour Codes. While the rules for implementation under these codes have not been notified in its entirety, as an immediate

consequence, the coming into force of these codes could increase the financial burden on our Company, which may adversely impact our profitability. We are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to the employees which was earlier segregated under different acts and had different applicability and coverage. Furthermore, the Wages Code limits the amounts that may be excluded from being accounted toward employment benefits (such as gratuity and maternity benefits) to a maximum of 50.00% of the wages payable to employees. The implementation of such laws has the ability to increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance. Further, the Government of India introduced the Bharatiya Nyaya Sanhita, 2024 with effect from July 1, 2024 to repeal the Indian Penal Code, 1860.

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

58. Any downgrading of India's debt rating by an international rating agency could have a negative effect on our business and the trading price of the Equity Shares.

India's sovereign debt rating could be downgrade due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserve, all which are beyond our control. Our borrowing costs and our access to the debt capital markets depend significantly on the sovereign credit ratings of India. Any adverse revisions to India's credit ratings for domestic and overseas debt by international rating agencies may adversely affect our ability to raise additional external financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of the Equity Shares.

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

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA and the rules thereunder. Under foreign exchange regulations currently in force in India, the transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. Further, foreign investment in brownfield pharmaceuticals, irrespective of entry route, is further subject to additional conditions in relation to the production level of NLEM drugs and research and development expenses. For further information, kindly refer "*Restrictions on Foreign Ownership of Indian Securities*" on page 401. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or conditions, or at all, or that we will be able to continue to comply with all the conditions prescribed under the FEMA Rules.

60. Our ability to raise foreign capital may be constrained by Indian law.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non – Institutional Bidders are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. While we are required to complete Allotment, within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed as may be prescribed by the SEBI, events affecting the investor's decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Bidders ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

62. 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.

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

63. We cannot assure that prospective investors will be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.

In accordance with Indian law and practice, final approval for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until our Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorizing the issuance of our Equity Shares. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the Stock Exchanges within a prescribed time. Accordingly, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all and there could be a failure or delay in listing our Equity Shares on the Stock Exchanges, which would adversely affect your ability to sell our Equity Shares. Volatile conditions in the Indian securities market may affect the price or liquidity of the Equity Shares. The Indian securities markets have experienced significant volatility from time to time. The regulation and monitoring of the Indian securities market and the activities of investors, brokers and other participants differ, in some cases significantly, from those in the United States, Europe and certain economies in Asia. Instability in the global financial markets has negatively affected the Indian economy in the past and may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy, financial sector and business in the future. For instance, recent concerns relating to the United States and China trade tensions have led to increased volatility in the global capital markets. In addition, the United States, the United Kingdom and Europe are some of India's major trading partners, and there are rising concerns of a possible slowdown in these economies. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to improve the stability of the global financial markets.

However, the overall long-term impact of these and other legislative and regulatory efforts is uncertain, and they may not have had the intended stabilising effects. Adverse economic developments overseas in countries where we have operations or other significant financial disruptions could have a material adverse effect on our business, future financial performance and the trading price of the Equity Shares.

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

SEBI and 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 and market capitalization, among others. 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 the 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. In the event our Equity Shares are subject to such pre-emptive surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares and the same may in cause disruptions in the development of an active trading market for our Equity Shares.

65. 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 do 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 the book building process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

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

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in 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 an 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 further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition. The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes the Offer details

Offer of Equity Shares[(1)(2)]	Up to 85,61,700 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
of which:	
(i) Fresh Issue[(1)]	Up to 71,90,400 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
(ii) Offer for Sale[(2)]	Up to 13,71,300 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
The Offer consists of:	
A) QIB Portion[(3)(4)]	Not more than [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
Of which:	
-Anchor Investor Portion[(5)]	Up to [●] Equity Shares of face value of ₹10 each
of which up to 40% of the Anchor Investor Portion shall be reserved in the following manner:	[●] Equity Shares of face value of ₹10 each
up to 33.33% of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds	[●] Equity Shares of face value of ₹10 each
up to 6.67% of the Anchor Investor Portion available shall be reserved for allocation to Life Insurance Companies and Pension Funds.	[●] Equity Shares of face value of ₹10 each
-Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹10 each
of which:	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion) [(5)]	[●] Equity Shares of face value of ₹10 each
Balance of Net QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹10 each
B) Non-Institutional Portion [(3)(6)]	Not less than [●] Equity Shares of face value of ₹10 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 of ₹10 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 of ₹10 each
C) Retail Portion [(3)]	Not less than [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
Pre-Offer and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	[●] Equity Shares of face value of ₹10 each
Equity Shares outstanding after to the Offer	[●] Equity Shares of face value of ₹10 each

Use of Proceeds of the Offer	See "*Objects of the Offer*" beginning on page 97 for details regarding the use of Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale.

[(1)]*The Offer has been approved by our Board pursuant to the resolution passed at its meeting held on August 26,2026, and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed at their extraordinary general meeting held on September 21, 2026. For further details, kindly refer "Other Regulatory and Statutory Disclosures" on page 350 Our Board has taken on record the authorisations and consent for the Offer for Sale by each of the Promoter Selling Shareholders, to severally and not jointly, participate in the Offer for Sale, pursuant to its resolution dated September 23, 2026*

[(2)]*Each of the Selling Shareholders, severally and not jointly, confirm that its respective portion of the Offered Shares has been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholders, severally and not jointly, has authorised its respective participation in the Offer for Sale to the extent of its respective portion of the Offered Shares pursuant to its respective consent letter and board approval/ corporate authorisation, as set out below:*

Name of the Promoter Selling Shareholders	Aggregate proceeds from Offer for Sale	Maximum number of Offered Shares	Date of board approval/corporate authorization	Date of consent letter
Rajiv Gandhi	Up to ₹ [●] million	Up to 6,85,650 Equity Shares of face value of ₹10 each	September 23, 2026	September 23, 2026
Pankaj Setia	Up to ₹ [●] million	Up to 6,85,650 Equity Shares of face value of ₹10 each	September 23, 2026	September 23, 2026

[(3)]*Subject to valid bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Manager, and the Designated Stock Exchange, subject to applicable laws. Under-subscription, if any, in the Net QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in the section "Terms of the Offer–Minimum Subscription" on page 366.*

[(4)]*Our Company, in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. of which 40% of such Anchor Investor Portion shall be reserved for allocation, in the following manner (i) 33.33% shall be reserved for allocation to domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds, at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations which shall be determined by the Company in consultation with the BRLM. 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 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, kindly refer "Offer Procedure" and "Offer Structure" beginning on pages 378 and 373 respectively. Allocation to all categories shall be made in accordance with the SEBI ICDR Regulations.*

[(5)]*Allocation to Bidders in all categories except the Anchor Investor Portion, the 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, as applicable. The allocation to each NIB shall not be less than the minimum Bid Lot, 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. For further details, kindly refer "Offer Procedure" and "Offer Structure" beginning on pages 378 and 373 respectively.*

[(6)]*The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.*

Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see "*Offer Procedure*" and "*Offer Structure*" on pages 378 and 373, respectively. For details of the terms of the Offer, see "*Terms of the Offer*" on page 366.

SUMMARY OF RESTATED FINANCIAL INFORMATION

Sr. No	Particulars	Page Nos.
1.	Restated Financial Statement	SF- 1 to SF- 4

S. G. Encon Limited

Annexure I - Restated Statement of Assets & Liabilities **(₹ in million, unless otherwise stated)**

	Particulars	Note	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
I	**ASSETS**				
	Non-current assets				
	Property, plant and equipment	3	40.01	43.54	47.91
	Investment property	4	21.96	21.96	21.96
	Intangible assets	5	0.16	-	-
	Right of use assets	6	2.24	2.09	2.14
	Financial assets				
	-Other financial assets	7	67.32	71.69	24.75
	Deferred tax asset (net)	34(c)	7.33	7.47	5.35
	Income tax asset (net)	8	8.28	20.25	5.91
	Total non-current assets		**147.30**	**167.00**	**108.02**
	Current assets				
	Financial assets				
	-Trade receivables	9	577.78	529.25	496.88
	-Cash and cash equivalents	10	134.46	30.01	76.24
	-Bank balances other than cash & cash equivalents	11	-	-	-
	-Other financial assets	12	0.14	0.36	0.01
	Other current assets	13	540.76	341.77	172.28
	Total current assets		**1,253.14**	**901.39**	**745.41**
	Total assets		**1,400.44**	**1,068.39**	**853.43**
II	**EQUITY AND LIABILITIES**				
	Equity				
	Equity share capital	14	44.81	40.00	40.00
	Other equity	15	907.36	482.64	338.60
	Total equity		**952.17**	**522.64**	**378.60**
	Liabilities				
	Non-current liabilities				
	Financial liabilities				
	-Borrowings	16	33.81	46.19	61.81
	-Lease liabilities	17	0.69	0.79	0.64
	Provisions	18	29.82	37.32	28.92
	Total non-current liabilities		**64.32**	**84.30**	**91.37**
	Current liabilities				
	Financial liabilities				
	-Borrowings	16	51.77	91.47	77.28
	-Lease liabilities	17	1.65	1.41	1.66
	-Trade payables	19			
	Total outstanding dues of micro and small enterprises		26.83	39.98	26.94
	Total outstanding dues of other creditors		93.08	127.10	95.20
	-Other financial liabilities	20	127.38	127.83	117.56
	Other current liabilities	21	73.14	70.75	62.75
	Provisions	22	10.10	2.91	2.07
	Current tax liabilities (net)	23	-	-	-
	Total current liabilities		**383.95**	**461.45**	**383.46**
	Total liabilities		**448.27**	**545.75**	**474.83**
	Total equity and liabilities		**1,400.44**	**1,068.39**	**853.43**

The above Statement should be read with Annexure V- Material accounting policies to restated financial information, Annexure VI - Notes to Restated financial information and Statement of Restatement Adjustment to Audited financial statements.

This is the Restated Statement of Assets and Liabilities referred to in our report of even date.

For Dhillon & Associates
Chartered Accountants
Firm's Registration Number: 002783N

For and on behalf of Board of Directors of
S. G. Encon Limited (Formerly known as "S. G. Encon Private Limited")
CIN-U45208HR2008PLC037614

Rajesh Malhotra
Partner
Membership No.: 090661

Rajiv Gandhi
Chairman & Whole Time Director
DIN: 03445578

Pankaj Setia
Managing Director
DIN: 03463323

Anuj Ohri
Chief financial officer
Membership No.: 503241

Shaveta Sharma
Company Secretary & Compliance Officer
Membership No.: A23537

Place: Chandigarh
Date: September 23, 2026

Place: Chandigarh
Date: September 23, 2026

Place: Chandigarh
Date: September 23, 2026

S. G. Encon Limited

Annexure II - Restated Statement of Profit & Loss **(₹ in million, unless otherwise stated)**

Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
INCOME:				
Revenues from Operations	24	2,869.68	2,760.82	2,338.87
Other Income	25	6.72	3.39	32.79
Total Income		**2,876.40**	**2,764.21**	**2,371.66**
EXPENSES:				
Cost of construction materials consumed	26	46.99	39.04	50.00
Construction & operating expenses	27	720.62	678.12	506.41
Employee benefits expense	28	1,692.78	1,728.27	1,562.65
Finance costs	29	17.81	22.74	19.57
Depreciation and amortisation expense	30	5.78	6.78	6.38
Other expenses	31	100.31	106.99	98.88
Total expenses		**2,584.29**	**2,581.94**	**2,243.89**
Profit before tax		**292.11**	**182.27**	**127.77**
Tax expense				
- Current tax	32	65.87	46.59	39.50
-Deferred tax charge/(credit)	33	(2.61)	(3.69)	(3.56)
Total tax expense		**63.26**	**42.90**	**35.94**
Profit/(Loss) for the year		**228.85**	**139.37**	**91.83**
Other comprehensive income				
(A) Items that will not be reclassified to statement of profit and loss				
a) Remeasurement gain/(loss) on defined benefit plans		10.93	6.24	19.26
b) Income tax effect on (a) above		(2.75)	(1.57)	(4.85)
(B) Items that will be reclassified to statement of profit and loss		-	-	-
Other Comprehensive Income for the year (net of tax)		**8.18**	**4.67**	**14.41**
Total comprehensive income for the year		**237.03**	**144.04**	**106.24**
Earnings per equity share	39			
Basic and diluted earnings per equity share (face value of shares ₹ 10 each (In ₹)		**9.11**	**5.81**	**3.83**

The above Statement should be read with Annexure V- Material accounting policies to restated financial information, Annexure VI - Notes to Restated financial information and Statement of Restatement Adjustment to Audited financial statements.

This is the Restated Statement of Profit & Loss referred to in our report of even date.

For Dhillon & Associates
Chartered Accountants
Firm's Registration Number: 002783N

For and on behalf of Board of Directors of
S. G. Encon Limited (Formerly known as "S. G. Encon Private Limited")
CIN-U45208HR2008PLC037614

Rajesh Malhotra
Partner
Membership No.: 090661

Rajiv Gandhi
Chairman & Whole Time Director
DIN: 03445578

Pankaj Setia
Managing Director
DIN: 03463323

Anuj Ohri
Chief financial officer
Membership No.: 503241

Shaveta Sharma
Company Secretary & Compliance Officer
Membership No.: A23537

Place: Chandigarh
Date: September 23, 2026

Place: Chandigarh
Date: September 23, 2026

Place: Chandigarh
Date: September 23, 2026

S. G. Encon Limited

Annexure IV - Restated Cash Flow Statement **(₹ in million, unless otherwise stated)**

	Particulars		Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
I	**Cash flow from/(used in) operating activities**				
	Profit /(loss) before tax		292.11	182.27	127.77
	Adjustment for:				
	Interest income		(4.55)	(2.89)	(3.99)
	Interest expense		17.81	22.74	19.57
	Depreciation and amortisation expense (including right-of-use assets)		5.78	6.78	6.38
	Expected credit loss/(reversal) on financial assets		0.29	(0.04)	1.44
	Operating cash flows before working capital changes		**311.44**	**208.86**	**151.17**
	Changes in working capital:				
	Adjustments for (increase) / decrease in operating assets:				
	Trade receivables		(48.82)	(32.33)	(191.43)
	Other financial assets		4.59	(47.29)	56.28
	Other current assets		(198.99)	(169.49)	557.29
	Adjustments for increase / (decrease) in operating liabilities:				
	Trade payables		(47.17)	44.94	(5.59)
	Provisions		10.62	15.48	14.51
	Other current liabilities		2.39	8.00	23.19
	Other financial liabilities		1.47	12.05	(580.48)
	Cash generated from /(used in) operations		**35.53**	**40.22**	**24.94**
	Income taxes paid (net)		(53.90)	(60.93)	(53.68)
	Net cash flow from operating activities	**(A)**	**(18.37)**	**(20.71)**	**(28.74)**
II	**Cash flow from investing activities**				
	Purchase of property, plant and equipment (including intangible assets, capital advances, capital work in process)		(2.56)	(2.36)	(2.49)
	Sale of property, plant and equipment (including intangible assets, capital advances, capital work in process)		-	-	-
	Investment of fixed deposits (net)		-	-	-
	Redemption of fixed deposits (net)		-	-	-
	Interest received		4.55	2.89	3.99
	Cash generated from / (used in) investing activities	**(B)**	**1.99**	**0.53**	**1.50**
III	**Cash flow from financing activities**				
	Proceeds from long term borrowings (net)		-	-	9.25
	Repayment of long term borrowings (net)		(12.38)	(15.62)	-
	Proceeds from short term borrowings (net)		-	14.19	58.31
	Repayment of short term borrowings (net)		(39.70)	-	-
	Interest paid on lease liability		(0.18)	(0.21)	(0.23)
	Repayment towards lease liabilities (net)		(1.78)	(1.88)	(1.32)
	Proceeds from issue of share capital (net)		192.50	-	-
	Interest paid		(17.63)	(22.53)	(19.34)
	Cash generated from /(used in) financing activities	**(C)**	**120.83**	**(26.05)**	**46.67**
	Net increase/(decrease) in cash and cash equivalents	**(A+B+C)**	**104.45**	**(46.23)**	**19.43**
	Cash and cash equivalent at beginning of the year		**30.01**	**76.24**	**56.81**
	Cash and cash equivalent at end of the year		**134.46**	**30.01**	**76.24**
	Net increase/(decrease) as disclosed above		**104.45**	**(46.23)**	**19.43**

Notes:

The above statement of cash flows has been prepared under the "indirect method" as set out in 'Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows'.

2. Cash and cash equivalents as per above comprise of the following:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Cash on hand	4.35	3.25	7.66
Balances with bank - current accounts	130.11	26.76	68.58
Cheques in hand	-	-	-
Balances with bank - deposit accounts with original maturity less than three months	-	-	-
Total	**134.46**	**30.01**	**76.24**

3. Reconciliation of Liabilities arising from financing activities

Particulars	As at April 1, 2025	Net Cash Flow	Others	Non cash changes	As at March 31, 2026
Long term borrowings	46.19	(12.38)	-	-	**33.81**
Short term borrowings	91.47	(39.70)	-	-	**51.77**
Lease liability	2.20	(1.96)	0.18	1.92	**2.34**
Particulars	**As at April 1, 2024**	**Net Cash Flow**	**Others**	**Non cash changes**	**As at March 31, 2025**
Long term borrowings	61.81	(15.62)	-	-	**46.19**
Short term borrowings	77.28	14.19	-	-	**91.47**
Lease liability	2.30	(2.09)	0.21	1.78	**2.20**
Particulars	**As at April 1, 2023**	**Net Cash Flow**	**Others**	**Non cash changes**	**As at March 31, 2024**
Long term borrowings	52.56	9.25	-	-	**61.81**
Short term borrowings	18.97	58.31	-	-	**77.28**
Lease liability	2.82	(1.55)	0.23	0.80	**2.30**

The above Statement should be read with Annexure V- Material accounting policies to restated financial information, Annexure VI - Notes to Restated financial information and Statement of Restatement Adjustment to Audited financial statements.

This is the Restated Cash flow Statement referred to in our report of even date.

For Dhillon & Associates
Chartered Accountants
Firm's Registration Number: 002783N

For and on behalf of Board of Directors of
S. G. Encon Limited (Formerly known as "S. G. Encon Private Limited")
CIN-U45208HR2008PLC037614

Rajesh Malhotra
Partner
Membership No.: 090661

Rajiv Gandhi
Chairman & Whole Time Director
DIN: 03445578

Pankaj Setia
Managing Director
DIN: 03463323

Anuj Ohri
Chief financial officer
Membership No.: 503241

Shaveta Sharma
Company Secretary & Compliance Officer
Membership No.: A23537

Place: Chandigarh
Date: September 23, 2026

Place: Chandigarh
Date: September 23, 2026

Place: Chandigarh
Date: September 23, 2026

SUMMARY OF CONTINGENT LIABILITES

For Fiscal 2026, Fiscal 2025 and Fiscal 2024, our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, that have not been provided for, were as follows:

(*in ₹ millions*)

Particulars	**As at March 31, 2026**	**As at March 31, 2025**	**As at March 31, 2024**
Guarantees issued by the banks on behalf of the company	-	-	-
-Indirect tax matters	9.69	-	-
-Direct tax matters	-	-	-
-Others	-	-	-
Total	**9.69**	**-**	**-**

During the year, the Company received orders from the Goods and Services Tax authorities in the States of Haryana, Punjab and Uttar Pradesh under Section 74 of the respective Goods and Services Tax Acts in relation to FY 2019-20. The aggregate demand raised pursuant to these orders amounts to ₹ 9.69 million, comprising tax of ₹ 3.49 million, interest of ₹ 2.62 million and penalty of ₹ 3.59 million. The Haryana order relates to alleged excess availment of input tax credit, while the orders pertaining to Punjab and Uttar Pradesh refer to the matters detailed in the respective proceedings/attachments

The Company has disputed the aforesaid demands and has filed/is in the process of filing appeals before the appropriate authorities. Based on management's assessment and advice obtained from its tax/legal advisors, the Company believes that it has a reasonable case on merits and that the possibility of an outflow of resources is not probable. Accordingly, no provision has been recognised in the financial statements and the aforesaid amount has been disclosed as a contingent liability.

SUMMARY OF RELATED PARTY TRANSACTIONS

The details of related party transaction for the Fiscal Year ended on March 31, 2026, 2025 and 2024 based on Restated Financial Information are given as under:

(₹ in million, unless otherwise stated)

Particulars	Relation	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Unsecured loans obtained during the year				
Pankaj Setia	KMP	1.00	-	-
Expenses				
(Short term employee benefits)				
Remuneration				
Rajiv Gandhi	KMP	6.00	6.00	7.20
Pankaj Setia	KMP	6.00	6.00	7.20
Ravinder Kumar Minhas	KMP	1.88	0.08	-
(Long term employee benefits)				
Contribution to pension/insurance plans				
Rajiv Gandhi	KMP	0.55	0.51	1.03
Pankaj Setia	KMP	0.60	0.51	1.02
Ravinder Kumar Minhas	KMP	-	-	-
Salary*				
Himanshu Ranga	KMP	0.18	-	-
*As post-employment obligations and other long-term employee benefits/ obligations are computed for all employees in aggregate, the amounts relating to key management personnel cannot be individually computed and hence are not included in the above.				
Imprest				
Rajiv Gandhi	KMP	0.66	0.25	0.99
Pankaj Setia	KMP	1.40	0.76	1.16
Ravinder Kumar Minhas	KMP	0.61	-	-
Salary payable - Outstanding Balances				
Himanshu Ranga	KMP	-	-	-
Borrowings - Outstanding Balances				
Pankaj Setia	KMP	1.00	-	-
Imprest balance - Outstanding Balances				
Rajiv Gandhi	KMP	0.07	-	-
Pankaj Setia	KMP	0.09	-	-
Ravinder Kumar Minhas	KMP	0.06	-	-

(₹ in million, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Absolute sum of all Related Party Transactions*	18.88	14.11	18.60
Absolute sum of all Related Party Transactions as a % of Revenue from Operations (%)*	0.66%	0.51%	0.80%

For details of Related Party Transactions for the Fiscal Year ended on March 31, 2026, 2025 and 2024, see "*Restated Financial Information – Note 40– Related Party Transactions*" on page 293.

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GENERAL INFORMATION

Registered Office

S. G. Encon Limited
Cabin No. 1, SCO 93, Second Floor,
Swastik Vihar, Sector-5, Mansa Devi Comp, Lex,
Panchkula – 134109, Haryana, India.

Corporate Office

1st Floor, E – 300, Industrial Area,
Phase 8A, SAS Nagar,
Mohali – 160055, Punjab, India

Corporate Identification Number: U45208HR2008PLC037614

Company Registration Number: 037614

For details in relation to changes in the registered office address of our Company, see "*History and Certain Corporate Matters – Changes in the registered office of our Company*" on page 263.

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies which is located at the following address:

Registrar of Companies, Haryana at Chandigarh
Corporate Bhawan, Plot No. 4-B, Sector 27 – B,
Chandigarh – 160019, India

Board of Directors

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

Name	Designation	DIN	Address
Rajiv Gandhi	Chairperson and Whole-Time Director	03445578	House No – 812, Sector 10, Panchkula – 134109, Haryana, India
Pankaj Setia	Managing Director	03463323	House No. 464, Sector 32 A, Chandigarh – 160030, India
Ravinder Kumar	Executive Director	11053450	Village Anu Khurd, Ward No 1, House No. 66 Hamirpur, Near Govt Primary School, Anu Khurd (47/14), Hamirpur – 177001, Himachal Pradesh
Gautam Jindal	Non – Executive Independent Director	11782876	749, Palam Vihar, Pakhowal Road, Block D DAAD, Ludhiana – 142022, Punjab
Samridhi Batra	Non – Executive Independent Director	08532336	H. No. 94 – A, Sarabha Nagar, Ludhiana – 141001, Punjab
Ashwani Kumar Gulati	Non – Executive Independent Director	11845096	Belvedere Tower, Flat A – 172, Cyber City, DLF Phase – 2, Opposite RBS Building, DLF Phase – 2, Nathupur (67), Gurgaon, Haryana – 122002, India

For brief profiles and further details in respect of our Directors, see "*Our Management*" on page 271.

Company Secretary and Compliance Officer

Shaveta Sharma
Address: Cabin No. 1, SCO 93, Second Floor,
Swastik Vihar, Sector-5, Mansa Devi Comp, Lex,
Panchkula – 134109, Haryana, India.
Tel: +91 9216053215
E-mail: corporate@sgencon.com

Statutory and Peer Review Auditor of our Company

M/s Dhillon & Associates

Quiet Office No.4, 2nd Floor, Sector 35-A, Chandigarh-160022
Tel: +91 9417016731/8054447001
E-mail: rkm731@yahoo.co.in
Peer review number: 016109
Firm registration number: FRN 002783N
Membership No.: 090661

Changes in auditors in the last three years

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

Book Running Lead Manager

Marwadi Chandarana Intermediaries Brokers Private Limited

X-change Plaza, Office no. 1201 to 1205, 12th Floor,
Building No. 53E, Zone-5, Road 5E, Gift City,
Gandhinagar – 382355, Gujarat, India
Tel: +91 2816199100/101
E-mail: mb@marwadichandaranagroup.com
Website: www.ib.marwadichandaranagroup.com
Investor grievance e-mail: mbgrievances@marwadichandarana.com
Contact person: Radhika Maheshwari/Jigar Desai
SEBI registration no.: INM000013165

Inter-se allocation of responsibilities amongst the Book Running Lead Manager

Marwadi Chandarana Intermediaries Brokers Private Limited is the sole Book Running Lead Manager to the Offer, and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

Legal Counsel to our Company

Legacy Law Offices LLP

Legacy House, D-18, Kalkaji,
New Delhi- 110019.
Tel No.: +91-9988198262
Website: www.legacylawoffices.com
Email Id: anand@legacylawoffices.com
Contact Person: Advocate Gagan Anand
Enrolment no: D/317/1996 (R)

Registrar to the Offer

MAS Services Limited

T-34, 2nd Floor, Okhla Industrial Area, Phase II,
New Delhi – 110020
Tel: 011-26387281
E-mail: ipo@masserv.com
Website: www.masserv.com
Contact Person: N. C. Pal
SEBI Registration no.: INR000000049

Syndicate Members

[●]

[●]
Tel No.: [●]
Contact Person: [●]
Email: [●]
Website: [●]

Bankers to the Offer

Escrow Collection Bank(s)

[●]

[●]
Tel: [●]
Contact person: [●]
E-mail: [●]
Website: [●]

Public Offer Account Bank(s)

[●]

[●]
Tel: [●]
Contact person: [●]
E-mail: [●]
Website: [●]

Refund Bank(s)

[●]

[●]
Tel: [●]
Contact person: [●]
E-mail: [●]
Website: [●]

Sponsor Bank(s)

[●]

[●]
Tel: [●]
Contact person: [●]
E-mail: [●]
Website: [●]

Banker(s) to our Company

HDFC Bank Limited

SCO 52, Sector 11, Panchkula – 134 109, Haryana
Tel: + 91 9896421527
Contact person: Vikram Rana
E-mail: vikram.rana@hdfc.bank.in
Website: www.hdfcbank.com

Designated Intermediaries

Self-Certified Syndicate Banks

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

Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

In accordance with the SEBI RTA Master Circular, the SEBI ICDR Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI ICDR Master Circular, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications(s) whose names appear on the website of the SEBI which may be updated from time to time. A list of SCSBs and mobile application(s)using UPI mechanism is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively, and updated from time

to time.

Syndicate Self Certified Syndicate Banks Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) 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 (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stockbroker network of the Stock Exchanges, *i.e.*, through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, and the website of SEBI (www.sebi.gov.in) as updated from time to time. For details on Registered Brokers, please refer http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as their name, address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/PublicIssues/Rtadp.aspx? and https://www.nseindia.com/static/products-services/initial-public-offerings-asba-procedures respectively, as updated from time to time. Details of RTA can also be found on website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

Collecting Depository Participants

The list of the CDPs eligible to accept eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19 for NSDL CDPs and at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18 for CDSL CDPs as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Grading of the Offer

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

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 41 of the SEBI ICDR Regulations, for monitoring the utilisation of the Gross Proceeds. For details in relation to the proposed utilisation of the proceeds from the Fresh Issue, please see ***"Objects of the Offer"*** on page 97.

Experts to the Offer

Except as stated below, our Company has not obtained any expert opinions in connection with this Draft Red Herring Prospectus:

Our Company has received written consent dated September 23, 2026 from Dhillon & Associates, Chartered Accountants, bearing firm registration number 002783N to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated September 23, 2026 on our Restated Financial Information; and (ii) report dated September 23, 2026 on the statement of possible special tax benefits available to our Company and its Shareholders included in this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U. S. Securities Act.

Our Company has received written consent dated September 23, 2026 from Maheshwari & Co., Independent Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 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, 2013 in respect of the various certifications issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 24, 2026 from Power Engineers & Erectors, Independent Chartered Engineer, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI

ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as our Independent Chartered Engineer, and in respect of their report dated September 24, 2026 available to our Company and its Shareholders included in this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U. S. Securities Act.

Our Company has received written consent dated September 25, 2026 from Krushang Shah & Associates, represented by Krushang Shah (having membership number ACS 42187), a practising company secretary holding a valid Certificate of Practice from the Institute of Company Secretaries of India, to include their name as required under Section 26(5) of the Companies Act, 2013 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, 2013, to the extent and in their capacity as a practising company secretary, and in respect of certain certificates issued by them to be included in this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

The above-mentioned consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

Appraising Entity

None of the objects for which the Net Proceeds will be utilized has been appraised by any bank/ financial institution.

Credit Rating

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Pre-IPO Placement

Company does not propose to undertake any pre-IPO Placement

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus, along with the Draft Abridged Prospectus has been filed electronically and uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25 of the SEBI ICDR Regulations and the SEBI ICDR Master Circular and at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure –Division of Issues and Listing –CFD". Further, physical copies of this Draft Red Herring Prospectus and the Draft Abridged Prospectus will also be filed with the Securities and Exchange Board of India at:

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

Filing of the Red Herring Prospectus and the Prospectus

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 2013 would be filed with the RoC at its office and a copy of the Prospectus to be filed under Section 26 of the Companies Act 2013 with the RoC at its office and through the electronic portal at www.mca.gov.in. For details of the address, see "- *Address of the Registrar of Companies*" on page 66.

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 Draft Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLM, and will be advertised in [●] (a widely circulated English national daily newspaper), and all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Hindi daily newspaper, Hindi being the regional language of Haryana, where our Registered Office is located) at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. Pursuant to the Book Building Process, the Offer Price shall be determined by our Company in consultation with the BRLM after the Bid/ Offer Closing Date. For details see "*Offer Procedure*" on page 378.

All Bidders (other than Anchor Investors) can participate in this Offer only through the ASBA process by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs or in the case of UPI Bidders, by using the UPI Mechanism. 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 was blocked by the SCSBs; or (b) through 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 Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares bearing face value of ₹[●] each or the Bid Amount) at any stage. Retail Individual Investors 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 the Bid/ Offer Closing Date. Anchor Investors are not allowed to revise or withdraw their Bids after the Anchor Investor Bidding Date. Allocation to all categories, other than Anchor Investors, Non-Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. Allocation to the Anchor Investors will be on a discretionary basis. For further details on the method and process of Bidding, see "*Offer Structure*" and "*Offer Procedure*" on pages 373 and 378, respectively.

The Book Building Process and the bidding process are in accordance with guidelines, rules and regulations prescribed by the SEBI and are subject to change, from time to time. Bidders are advised to make their own judgment about an investment through these processes prior to submitting a Bid in the Offer.

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

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

Investor Grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLM or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares bearing face value of ₹[●] each in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

All Offer-related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid-cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares bearing face value of ₹[●] each applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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

The Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned above.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares bearing face value of ₹[●] each but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares bearing face value of ₹[●] each proposed to be issued through the Offer. The extent of underwriting obligations and the Bids to be underwritten by each BRLM shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

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

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. 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 bearing face value of ₹[●] each to be underwritten**	**Amount underwritten (₹ million)**
[●]	[●]	[●]
Total	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and will be finalised after determination of the Offer Price and actual allocation and subject to the provisions of Regulation 40(3) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board of Directors, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them in accordance with the Underwriting Agreement.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. 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 subscription for or subscribe to the Equity Shares bearing face value of ₹[●] each to the extent of the defaulted amount in accordance with the Underwriting Agreement.

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CAPITAL STRUCTURE

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

(₹ in million, except share data)

S. No.	Particulars	Aggregate value face value	Aggregate value Offer Price*
A)	**AUTHORIZED SHARE CAPITAL (1)**		
	400,00,000 Equity Shares bearing face value of ₹ 10 each	400.00	-
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER, AS OF THE DATE OF THIS DRAFT RED HERRING PROSPECTUS**		
	26,887,500 Equity Shares bearing face value of ₹ 10 each	268.88	-
C)	**THE OFFER**		
	Offer of 85,61,700 Equity Shares bearing face value of ₹ 10 each aggregating up to ₹ [●] million(2)	[●]	[●]
	Of which:		
	Fresh Issue of 71,90,400 Equity Shares bearing face value of ₹ 10 each aggregating up to ₹ [●] million(2)	[●]	[●]
	Offer for sale of up to 13,71,300 Equity Shares bearing face value of ₹ 10 aggregating to ₹ [●] million(2)(3)	[●]	[●]
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares bearing face value of ₹ 10 each	[●]	-
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		Nil
	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 changes in the authorized share capital of our Company in the last 10 years, see "History and Certain Corporate Matters – Amendments to the Memorandum of Association in the last 10 years" on page 263.*
2. *The Offer has been authorized by a resolution of our Board dated August 26, 2026 and the Fresh Issue has been approved by a special resolution dated September 21, 2026*
3. *Each of the Promoter Selling Shareholders have, severally and not jointly, confirmed that their respective portion of the Offered Shares have been held for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI and are accordingly eligible for being offered for sale in the Offer, in terms of Regulations 8 of the SEBI ICDR Regulations. For details of the consents of the Promoter Selling Shareholders in relation to the Offer for Sale, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 56 and 350, respectively. Our Board has taken on record such consents of the Promoter Selling Shareholders by a resolution dated September 23, 2026.*

(Rest of the page has been intentionally left blank)

1. Notes to the Capital Structure

Share capital history of our Company

(a) History of Equity Share capital of our Company

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

Date of allotment	Details of allottees	Reason for / nature of allotment	No. of Equity Shares allotted	Cumulative number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Cumulative paid-up equity share capital	Nature of consideration
January 28, 2008 (1)	9,900 Equity Shares allotted to Inderjit Kaur Grewal and 100 Equity Shares to Adarsh Jot	Initial subscription to the MoA	10,000	10,000	10	10	100,000	Cash
March 20, 2019 (2)	1,995,000 Equity Shares allotted to Rajiv Gandhi and 1,995,000 Equity Shares were allotted to Pankaj Setia	Bonus issue in the proportion of 399 (Three Nine Nine) equity shares of face value of ₹ 10 each for every 1 (one) equity share held of face value of ₹ 10 each	3,990,000	4,000,000	10	N.A.	40,000,000	N.A.
September 3, 2025 (3)	12,500 Equity Shares allotted to Sarvalakshmi Velamuri Gupta, 6,250 Equity Shares allotted to Apurva Gupta, 6,250 Equity Shares allotted to Aprajita Gupta, 6,250 Equity Shares allotted to Swati Agrawal and 6,250 Equity Shares were allotted to Ankur Gupta.	Right issue in the proportion of 1 (one) equity shares of face value of ₹ 10 each for every 100 (Hundred) equity share held of face value of ₹ 10 each	37,500	4,037,500	10	400	40,375,000	Cash
September 19, 2025	12,500 Equity Shares allotted to Rakesh Kumar Bansal, 6,250 Equity Shares were allotted to Dheeraj Kumar (HUF), 5,000 Equity Shares were allotted to Sudhir Nagpal,	Private Placement	87,500	4,125,000	10	400	41,250,000	Cash

Date of allotment	Details of allottees	Reason for / nature of allotment	No. of Equity Shares allotted	Cumulative number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Cumulative paid-up equity share capital	Nature of consideration
	5,000 Equity Shares were allotted to Prateek Gupta, 2,500 Equity Shares were allotted to Mukesh Agarwal (HUF) , 12,500 Equity Shares were allotted to Ahana Bhatia, 6,250 Equity Shares were allotted to Vinita Jain, 12,500 Equity Shares were allotted to Raj Bahadur Sharma and 25,000 Equity Shares were allotted to Pace Commodity Brokers Private Limited							
November 19, 2025	125,000 Equity Shares allotted to Sahastraa Advisors Private Limited, 18,750 Equity Shares allotted to Jignesh Kumarpal Shah, 12,500 Equity Shares allotted to Pranay Vinaychan D Shah and 12,500 Equity Shares allotted to Dharaben Piyushbhai Shah, 50,000 Equity shares allotted to Bhavesh Pravinchan Drashah, 12,500 Equity shares were allotted to Clear Vision Eye Hospital Private Limited,12,500 Equity shares to Parag Vinaychand Shah, and 37,500 Equity shares to Narjis A Vasaya	Private Placement	281,250	4,406,250	10	400	44,062,500	Cash
November 20, 2025	6,250 Equity Shares allotted to Clear Vision Eye Hospital Private Limited	Private Placement	6,250	44,12,500	10	400	44,125,000	Cash

Date of allotment	Details of allottees	Reason for / nature of allotment	No. of Equity Shares allotted	Cumulative number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Cumulative paid-up equity share capital	Nature of consideration
January 16, 2026	6,250 Equity Shares allotted to Ankur Gupta and 62,500 Equity Shares allotted to Invicta Continuum Fund- I	Private Placement	68,750	44,81,250	10	400	44,812,500	Cash
September 23,2026	62,500 Equity shares allotted to Pranay Vinaychand Shah, 6,250 Equity shares allotted to Surender Singh Rajpur HUF, 9,375 Equity shares allotted to Rohit Soni HUF, 187,500 Equity shares allotted to Narjisbanu Aminbhai Vasaya, 10,000 Equity shares allotted to Manju Kanyalal Bhagwani, 125,000 Equity shares allotted to Pace Commodity Brokers Private Limited, 625,000 Equity shares allotted to Sahastraa Advisors Private Limited, 93,750 Equity shares allotted to Clear Vision Eye Hospital Private, 62,500 Equity shares allotted to Dharaben Piyushbhai Shah, 62,500 Equity shares allotted to Parag Vinaychand Shah, 250,000 Equity shares allotted to Bhavesh Pravinchandra Shah, 15,625 Equity shares allotted to Rajeev Jain, 31,250 Equity shares allotted to Aprajita Gupta, 31,250 Equity shares allotted to Apurva Gupta , 62,500 Equity shares allotted to Sarvalakshmi Velamuri Gupta, 19,500 Equity shares allotted to	Bonus Issue in the proportion of 5 (Five) equity shares of face value of ₹ 10 each for every 1 (one) equity share held of face value of ₹ 10 each	22,406,250	26,887,500	10	N.A	268,875,000	N.A

Date of allotment	Details of allottees	Reason for / nature of allotment	No. of Equity Shares allotted	Cumulative number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Cumulative paid-up equity share capital	Nature of consideration
	Sudhir Nagpal, 31,250 Equity shares allotted to Swati Agrawal, 25,000 Equity shares allotted to Prateek Gupta, 31,250 Equity shares allotted to Dheeraj Kumar HUF, 15,625 Equity shares allotted to Anil Kumar Jain, 62,500 Equity shares allotted to Ahanna Bhatia, 50,000 Equity shares allotted to Karandeep Singh, 50,000 Equity shares allotted to Sumeet Kumar Singla, 50,000 Equity shares allotted to Agrim Singla, 50,000 Equity shares allotted to Reeta, 312,500 Equity shares allotted to Invicta Continuum Fund I, 5,500 Equity shares allotted to Dharmender Grover, 93,750 Equity shares allotted to Jignesh Kumarpal Shah, 12,500 Equity shares allotted to Mukesh Agarwal HUF,36,875 Equity shares allotted to Raj Bahadur Sharma, 100 Equity shares allotted to Mukesh Kumar, 100 Equity shares allotted to Satish Kumar Rana , 100 Equity shares allotted to Harpal Grover, 100 Equity shares allotted to Narinder Singh, 100 Equity shares allotted to Ravinder Kumar, 9,899,700 Equity shares allotted to Rajiv Gandhi, 9,899,700 Equity shares allotted to Pankaj Setia, 100							

Date of allotment	Details of allottees	Reason for / nature of allotment	No. of Equity Shares allotted	Cumulative number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Cumulative paid-up equity share capital	Nature of consideration
	Equity shares allotted to Ajit Kumar Vishwakarma, 62,500 Equity shares allotted to Rakesh Kumar Bansal, 62,500 Equity shares allotted to Ankur Gupta.							

(1) *Our Company was incorporated on February 12, 2008. The date of subscription to the Memorandum of Association is, and the allotment of Equity Shares pursuant to such subscription was taken on record by our Board on January 28, 2008*

(2) *The bonus issue was in the proportion of 399 (one) equity shares of face value of ₹ 10 each for every 1 (one) equity share of face value of ₹ 10 each held by the equity Shareholders, authorized by a resolution passed by the Board at their meeting held on February 14, 2019and by a resolution passed by the Shareholders at their EGM held on March 15, 2019 with the record date as March 19, 2019, in the manner set out above by capitalization of the securities premium account of our Company or any other permitted reserve/surplus of our Company.*

(3) *The Right issue was in the proportion of 1 (one) equity shares of face value of ₹ 10 each for every 100 (Hundred) equity share of face value of ₹ 10 each held by the equity Shareholders, authorized by a resolution passed by the Board at their meeting held on July 16, 2025 with the record date as July 25, 2025*

(4) *The bonus issue was in the proportion of 5 (five) equity shares of face value of ₹ 10 each for every 1 (one) equity share of face value of ₹ 10 each held by the equity Shareholders, authorized by a resolution passed by the Board at their meeting held on August 26, 2026 and by a resolution passed by the Shareholders at their EGM held on September 21, 2026 with the record date as September 22, 2026, in the manner set out above by capitalization of the securities premium account of our Company or any other permitted reserve/surplus of our Company.*

(b) As on date of this Draft Red Herring Prospectus, our Company does not have any outstanding Preference Shares.

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash or by way of a bonus issue since its incorporation as on date of this Draft Red Herring Prospectus:

Date of allotment	Reason for allotment	Details/ Name of allottees along with number of Equity Shares allotted to each allottee	Face value of equity shares (₹)	Number of Equity Shares allotted	Issue Price	Benefit accrued pursuant to the allotment
March 20, 2019(1)	Bonus issue in the proportion of 399 (Three Nine Nine) equity shares of face value of ₹ 10 each for every 1 (one) equity	19,95,000 Equity Shares allotted to Rajiv Gandhi and 19,95,000 Equity Shares were allotted to Pankaj Setia	10	39,90,000	N.A.	For the purpose of capitalization of sums standing to the credit of the general

	share held of face value of ₹ 10 each					reserves and/or retained earnings and/or securities premium account of the Company.
September 23,2026	Bonus Issue in the proportion of 5 (Five) equity shares of face value of ₹ 10 each for every 1 (one) equity share held of face value of ₹ 10 each	62,500 Equity shares allotted to Pranay Vinaychand Shah, 6,250 Equity shares allotted to Surender Singh Rajpur HUF, 9,375 Equity shares allotted to Rohit Soni HUF, 187,500 Equity shares allotted to Narjisbanu Aminbhai Vasaya, 10,000 Equity shares allotted to Manju Kanyalal Bhagwani, 125,000 Equity shares allotted to Pace Commodity Brokers Private Limited, 625,000 Equity shares allotted to Sahastraa Advisors Private Limited, 93,750 Equity shares allotted to Clear Vision Eye Hospital Private, 62,500 Equity shares allotted to Dharaben Piyushbhai Shah, 62,500 Equity shares allotted to Parag Vinaychand Shah, 250,000 Equity shares allotted to Bhavesh Pravinchandra Shah, 15,625 Equity shares allotted to Rajeev Jain, 31,250 Equity shares	10	22,406,250	N.A.	For the purpose of capitalization of sums standing to the credit of the general reserves and/or retained earnings and/or securities premium account of the Company.

		allotted to Aprajita Gupta, 31,250 Equity shares allotted to Apurva Gupta , 62,500 Equity shares allotted to Sarvalakshmi Velamuri Gupta, 19,500 Equity shares allotted to Sudhir Nagpal, 31,250 Equity shares allotted to Swati Agrawal, 25,000 Equity shares allotted to Prateek Gupta, 31,250 Equity shares allotted to Dheeraj Kumar HUF, 15,625 Equity shares allotted to Anil Kumar Jain, 62,500 Equity shares allotted to Ahanna Bhatia, 50,000 Equity shares allotted to Karandeep Singh, 50,000 Equity shares allotted to Sumeet Kumar Singla, 50,000 Equity shares allotted to Agrim Singla, 50,000 Equity shares allotted to Reeta, 312,500 Equity shares allotted to Invicta Continuum Fund I, 5,500 Equity shares allotted to Dharmender Grover, 93,750 Equity shares allotted to Jignesh Kumarpal Shah, 12,500 Equity shares allotted to Mukesh Agarwal HUF,36,875 Equity shares allotted to Raj Bahadur Sharma, 100 Equity shares				

		allotted to Mukesh Kumar, 100 Equity shares allotted to Satish Kumar Rana , 100 Equity shares allotted to Harpal Grover, 100 Equity shares allotted to Narinder Singh, 100 Equity shares allotted to Ravinder Kumar, 9,899,700 Equity shares allotted to Rajiv Gandhi, 9,899,700 Equity shares allotted to Pankaj Setia, 100 Equity shares allotted to Ajit Kumar Vishwakarma, 62,500 Equity shares allotted to Rakesh Kumar Bansal, 62,500 Equity shares allotted to Ankur Gupta.				

(1) *The bonus issue was in the proportion of 399 (Three Nine Nine) equity shares of face value of ₹ 10 each for every 1 (one) equity share of face value of ₹ 10 each held by the equity Shareholders, authorized by a resolution passed by the Board at their meeting held on February 14, 2019 and by a resolution passed by the Shareholders at their EGM held on March 15, 2019 with the record date as March 19, 2019, in the manner set out above by capitalization of the securities premium account of our Company or any other permitted reserve/surplus of our Company.*

(2) *The bonus issue was in the proportion of 5 (five) equity shares of face value of ₹ 10 each for every 1 (one) equity share of face value of ₹ 10 each held by the equity Shareholders, authorized by a resolution passed by the Board at their meeting held on August 26, 2026and by a resolution passed by the Shareholders at their EGM held on September 21, 2026 with the record date as September 22, 2026, in the manner set out above by capitalization of the securities premium account of our Company or any other permitted reserve/surplus of our Company.*

Issue of Equity Shares at a price lower than the Offer Price in the last one year (excluding bonus issue)

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

Issue of shares pursuant to any schemes of arrangement

Our Company has not allotted any Equity Shares pursuant to any scheme of arrangement approved under Sections 391-394 of the Companies Act 1956 or Sections 230-234 of the Companies Act 2013.

2. History of build-up of Promoters' shareholding and lock-in of Promoters' shareholding

As on the date of this Draft Red Herring Prospectus, certain of our Promoters, namely, Rajiv Gandhi and Pankaj Setia, hold, in aggregate, 23,759,280 Equity Shares, which constitutes 88.36% of the issued, subscribed and paid-up Equity Share capital of our Company. All the Equity Shares held by our Promoters are held in dematerialised form.

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

Set forth below is the build-up of our Promoters' Equity shareholding since the incorporation of our Company:

Date of allotment/ transfer	Nature of transaction	No. of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue/ acquisition/ transfer price per Equity Share (₹)	% of the pre-Offer Equity Share capital	% of the post- Offer Equity Share capital
Rajiv Gandhi							
May 31, 2011	Transfer from of 4,900 Equity share from Inderjeet Kaur and 100 Equity shares from Adarsh Jot	5,000	Cash	10	1	0.01	[●]
March 20, 2019	Bonus Issue	19,95,000	N.A.	10	N.A.	7.41	[●]
February 5, 2025	Transfer 10,000 Equity shares to Reeta; 10,000 Equity share to Agrim Singla; 20 Equity shares to Mukesh Kumar; 20 Equity shares to Ravinder Kumar and 20 Equity share to Ajit Kumar Vishwakarma	(20,060)	Cash	10	10	(0.07)	[●]
September 23, 2026	Bonus Issue	9,899,700	N.A.	10	N.A.	36.81	[●]
Sub-total (A)		**11,879,640**				**44.18**	[●]
Pankaj Setia							
May 31, 2011	Transfer from Inderjeet Kaur	5,000	Cash	10	1	0.01	[●]
March 20, 2019	Bonus Issue	19,95,000	Cash	10	N.A.	7.41	[●]
February 5, 2025	Transfer of 10,000 Equity shares to Sumeet Kumar Singla; 10,000 Equity shares to Karandeep	(20,060)	Cash	10	10	(0.07)	

Date of allotment/ transfer	Nature of transaction	No. of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue/ acquisition/ transfer price per Equity Share (₹)	% of the pre-Offer Equity Share capital	% of the post- Offer Equity Share capital
	Singh; 20 Equity shares to Satish Kumar Rana, 20 Equity shares to Narinder Singh and 20 Equity shares to Harpal Grover.						
September 23, 2026	Bonus Issue	9,899,700	N.A.	10	N.A.	36.81	[●]
Sub-total (B)		**11,879,640**				**44.18**	[●]
Total (A+B)		**23,759,280**				**88.36**	[●]

All Equity Shares held by our Promoters were fully paid-up on the respective date of allotment of such Equity Shares.

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(b) Shareholding of our Promoters and the member of the Promoter Group

Except as disclosed below, our Promoters and the members of the Promoter Group do not hold any Equity Shares in our Company:

Name of Shareholder	Pre-Offer		Post-Offer*	
	No. of Equity Shares	% of pre-Offer Equity Share capital	No. of Equity Shares	% of post- Offer Equity Share capital
Promoters				
Rajiv Gandhi	11,879,640	44.18	[●]	[●]
Pankaj Setia	11,879,640	44.18	[●]	[●]
Sub-total (A)	**23,759,280**	**88.36**	[●]	[●]
Promoter Group				
Nil				
Sub-total (B)		Nil		
Total (A+B)	**23,759,280**	**88.36**	[●]	[●]

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Secondary Transactions involving the Promoters, Promoter Group and Promoter Selling Shareholders

Except as disclosed and as set out below, there has been no acquisition of Equity Shares through secondary transactions by our Promoters, the members of the Promoter Group and the Promoter Selling Shareholders, as on the date of this Draft Red Herring Prospectus.

Date of transfer	No. of Equity Shares transferred	Name of transferor	Name of transferee	Nature of transaction	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)	Nature of consideration
Promoters & Promoter selling shareholder							
Rajiv Gandhi							
May 31, 2011	4,900	Inderjeet Kaur	Rajiv Gandhi	Transfer	10	1	Cash
May 31, 2011	100	Adarsh Jot	Rajiv Gandhi	Transfer	10	1	Cash
February 5, 2025	10,000	Rajiv Gandhi	Reeta	Transfer	10	10	Cash
February 5, 2025	10,000	Rajiv Gandhi	Agrim Singla	Transfer	10	10	Cash
February 5, 2025	20	Rajiv Gandhi	Mukesh Kumar	Transfer	10	10	Cash
February 5, 2025	20	Rajiv Gandhi	Ravinder Kumar	Transfer	10	10	Cash
February 5, 2025	20	Rajiv Gandhi	Ajit Kumar Vishwakarma	Transfer	10	10	Cash
Pankaj Setia							
May 31, 2011	5,000	Inderjeet Kaur	Pankaj Setia	Transfer	10	1	Cash
February 5, 2025	10,000	Pankaj Setia	Sumeet Kumar Singla	Transfer	10	1	Cash
February 5, 2025	10,000	Pankaj Setia	Karandeep Singh	Transfer	10	10	Cash
February 5, 2025	20	Pankaj Setia	Satish Kumar Rana	Transfer	10	10	Cash
February 5, 2025	20	Pankaj Setia	Narinder Singh	Transfer	10	10	Cash
February 5, 2025	20	Pankaj Setia	Harpal Grover	Transfer	10	10	Cash
Promoter Group							
Nil							

Average cost of acquisition of Equity Shares of our Promoters and the Promoter Selling Shareholders

The average cost of acquisition of Equity Shares of our Promoters and the Promoter Selling Shareholders as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of Promoters	Number of Equity Shares held	Average cost of acquisition per Equity Share bearing ₹ 10 face value*
1.	Rajiv Gandhi	11,879,640	Negligible
2.	Pankaj Setia	11,879,640	Negligible

** As certified by M/s Maheshwari & Co., Independent Chartered Accountants, by way of their certificate dated September 25, 2026.*

Details of price at which equity shares of our Company were acquired by each of the Promoters, members of our Promoter Group, Promoter Selling Shareholders and shareholders with the right to nominate directors or other rights in the last three years preceding the date of this Draft Red Herring Prospectus

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by the Promoters (including the Promoter Selling Shareholder), members of our Promoter Group, and Shareholders entitled with the right to nominate directors or other special rights in the Company:

Name	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹) #	Face value per Equity Share (in ₹)	Mode of Acquisition
Promoters*					
Rajiv Gandhi	September 23,2026	98,99,700	NA	10	Bonus Issue
Pankaj Setia	September 23,2026	98,99,700	NA	10	Bonus Issue
Promoter Group					
Nil					
Shareholders					
Sahastraa Advisors Private Limited	November 19, 2025	1,25,000	400	10	Preferential allotment
	September 23, 2026	6,25,000	NA	10	Bonus Issue
Jignesh Kumarpal Shah	November 19, 2025	18,750	400	10	Preferential allotment
	September 23, 2026	93,750	NA	10	Bonus Issue
Narjisa Vasaya	November 19, 2025	37,500	400	10	Preferential allotment
	September 23, 2026	1,87,500	NA	10	Bonus Issue
Parag Vinaychand Shah	November 19, 2025	12,500	400	10	Preferential allotment
	September 23, 2026	62,500	NA	10	Bonus Issue
Clear Vision Eye Hospital Private Limited	November 19, 2025	12,500	400	10	Preferential allotment
	November 20, 2025	6,250	400	10	Preferential allotment
	September 23, 2026	93,750	NA	10	Bonus Issue
Bhavesh Shah	November 19, 2025	50,000	400	10	Preferential allotment
	September 23, 2026	2,50,000	NA	10	Bonus Issue
Pranay Shah	November 19, 2025	12,500	400	10	Preferential allotment

Name	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹) #	Face value per Equity Share (in ₹)	Mode of Acquisition
	September 23, 2026	62,500	NA	10	Bonus Issue
Dharaben Shah	November 19, 2025	12,500	400	10	Preferential allotment
	September 23, 2026	62,500	NA	10	Bonus Issue
INVICTA Continuum Fund I	Janruary 16, 2026	62,500	400	10	Preferential allotment
	September 23, 2026	3,12,500	NA	10	Bonus Issue

As certified by M/s Dhillon & Associates, Chartered Accountants, by way of their certificated dated September 25, 2026.
**Also selling shareholder*

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Weighted average cost of acquisition at which the specified securities were acquired by our Promoters and Promoter Selling Shareholders within one year preceding the date of this Draft Red Herring Prospectus and within three years preceding the date of this Draft Red Herring Prospectus

The weighted average cost of acquisition at which the Equity Shares were acquired by our Promoters and Promoter Selling Shareholders, as on date of this Draft Red Herring Prospectus, within one year preceding the date of this Draft Red Herring Prospectus and within three years preceding the date of this Draft Red Herring Prospectus, is as follows:

S. No.	Name	Number of Equity Shares of face value of ₹ 10 each acquired in last one year	Weighted average cost of acquisition of Equity Shares of face value of ₹ 10 each (in ₹) acquired in last one year*	Number of Equity Shares of face value of ₹ 10 each acquired in last three years	Weighted average cost of acquisition of Equity Shares of face value of ₹10 each (in ₹) acquired in last three years*
Promoters					
1.	Rajiv Gandhi	9,899,700	Nil^	9,899,700	Nil^
2.	Pankaj Setia	9,899,700	Nil^	9,899,700	Nil^

***** *As certified by Maheshwari & Co, Independent Chartered Accountants, by way of their certificated dated September 26, 2026.*
^Acquire pursuant to Bonus Issue

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

Period	Weighted Average Cost of Acquisition (in ₹) [#]	Cap Price is 'X' times the Weighted Average Cost of Acquisition [^]	Range of acquisition price: Lowest Price – Highest Price (in ₹) [#]
Last one year preceding the date of this Draft Red Herring Prospectus	6.26	[●]	[●]
Last 18 months preceding the date of this Draft Red Herring Prospectus	8.41	[●]	[●]
Last three years preceding the date of this Draft Red Herring Prospectus	8.41	[●]	[●]

[#] *As certified by Maheshwari & Co, Independent Chartered Accountant, by way of their certificate dated September 26, 2026.*
[^] *To be updated upon finalization of Price Band.*

Lock-in requirements

a. Details of Promoters' Contribution and lock-in

Pursuant to Regulation 14 and Regulation 16(1)(a) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as minimum promoters' contribution and locked-in for a period of eighteen months from the date of Allotment ("**Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.

The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of eighteen months, from the date of Allotment as Promoters' Contribution are set forth below:

Name of the Promoter	Number of Equity Shares locked-in	Date of allotment/ transfer/ acquisition	Nature of transaction	Face value per Equity Share (₹)	Issue/ Acquisition price per Equity Share (₹)	Percentage of pre- Offer paid-up Equity Share capital	Percentage of post-Offer paid-up Equity Share capital
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated prior to filing of the Prospectus with the RoC.

Our Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as the Promoters' Contribution.

Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' Contribution from the date of filing of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

Our Company undertakes that the Equity Shares that are being locked-in are not 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 "**–** *Notes to the Capital Structure – History of build-up of Promoters' shareholding and lock-in of Promoters' shareholding – Build-up of Promoters' shareholding in our Company*" on page 82.

In this connection, we confirm the following:

(i) the Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years: (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets; or (b) resulting from bonus issue by utilisation of revaluation reserves or unrealised profits of our Company or resulted from bonus issue against Equity Shares which are otherwise ineligible for computation of Promoters'

Contribution;

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

(iii) our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company;

(iv) the Equity Shares forming part of the Promoters' Contribution are not subject to any pledge with any creditor; and

(v) all the Equity Shares held by our Promoters are held in dematerialised form.

b. Details of Equity Shares locked-in for six months

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer equity share capital held by persons other than our Promoters, will be locked-in for a period of six months from the date of Allotment, except for:

(vi) the Promoters' Contribution and any Equity Shares held by our Promoters in excess of the Promoters' Contribution, which shall be locked in as above;

(vii) any Equity Shares allotted to employees, whether currently an employee or not, pursuant to any employee stock option schemes prior to the Offer;

(viii) Equity Shares held by an employee stock option trust or transferred to the employees by an employee stock option trust pursuant to exercise of options by the employees, whether currently employees or not, in accordance with the employee stock option plan or employee stock purchase scheme; and

(ix) Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI.

c. Lock-in of Equity Shares Allotted to Anchor Investors

50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

d. Other requirements in respect of lock-in

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

The Equity Shares held by our Promoters, which are locked-in, may be pledged only with scheduled commercial banks or public financial institutions or NBFC-SIs or housing finance companies, as collateral security for loans granted by such banks or public financial institutions or Systemically Important NBFCs or housing finance companies in terms of Regulation 21 of the SEBI ICDR Regulations. In terms of Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of eighteen months from the date of Allotment may be pledged only with the entities mentioned above, provided that such loans have been granted for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans. Further, 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 only with the entities mentioned above, provided that such pledge of the Equity Shares is one of the terms of the 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, Equity Shares held by our Promoters which are lock- in for a period of six months may be transferred amongst our Promoters or any member of the Promoter Group or to any new promoter, subject to continuation of lock-in in the hands of the transferees for the remaining period and in compliance with the provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The Equity Shares held by persons other than our Promoters prior to the Offer and locked-in for a period of six months may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and in compliance with the provisions of the Takeover Regulations.

Our shareholding pattern

Set forth below is the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)= (IV + (V)+(VI)	Shareholding as a % total No. of shares (calculated as per SCRR, 1957 (VII) As a % of A+B+C2)	Number of voting rights held in each class of securities (IX)				No. 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)	No. of locked in shares (XII)		No. of shares pledged or otherwise encumbered (XIII)		No. of equity shares held in dematerialized form (XIV)
								No. of voting Rights			Total as a % of A+B+C			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (Equity)	Class (Others)	Total								
(A)	**Promoter & Promoter Group**	2	23,759,280	-	-	23,759,280	88.37	23,759,280	-	23,759,280	88.37	-	-	-	-	-	-	23,759,280
(B)	**Public**	38	3,128,220	-	-	3,128,220	11.64	3,128,220	-	3,128,220	11.64	-	-	-	-	-	-	3,128,220
(C)	**Non-Promoter-Non-Public**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	**Shares underlying DRs**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	**Shares held by Employee Trusts**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**40**	**26,887,500**	**-**	**-**	**26,887,500**	**100.00**	**26,887,500**	**-**	**26,887,500**	**100.00**	**-**	**-**	**-**	**-**	**-**	**-**	**26,887,500**

Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company

Except as stated below, none of our Directors, Key Managerial Personnel or Senior Management hold any Equity Shares in our Company:

Name of the Director/ Key Managerial Personnel/ Senior Management	Number of Equity Shares of face value of ₹ 10 each held	Number of Equity Shares held as a % of the pre-Offer Equity Share capital
Directors		
Rajiv Gandhi	11,879,640	44.18
Pankaj Setia	11,879,640	44.18
Ravinder Kumar	120	Negligible
Key Managerial Personnel		
Nil		
Senior Management		
Mukesh Kumar	120	Negligible
Harpal Grover	120	Negligible

Details of shareholding of the major Shareholders of our Company

(a) As on the date of this Draft Red Herring Prospectus, our Company has 40 Shareholders. here has been no instance of issuance of equity shares in the past by the Company to more than 49 or 200 investors in violation of Section 67(3) of Companies Act, 1956 or Relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder and The SEBI ICDR Regulations; or The SEBI (Disclosure and Investor Protection) Guidelines, 2000, as applicable.

(b) Set forth below are details of the Shareholders holding 1% or more of the paid-up share capital of our Company as on the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital
(i)	Rajiv Gandhi	11,879,640	44.18
(ii)	Pankaj Setia	11,879,640	44.18
(iii)	Sahastraa Advisrors Private Limited	750,000	2.79
(iv)	Invicta Continuum Fund I	375,000	1.39
(v)	Bhavesh Pravinchandra Shah	300,000	1.12
	Total	25,184,280	93.66

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

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital
(i)	Rajiv Gandhi	1,979,940	44.18
(ii)	Pankaj Setia	1,979,940	44.18
(ii)	Sahastraa Advisors Private Limited	125,000	2.78
(iii)	Invicta Continuum Fund I	62,500	1.39
(iv)	Bhavesh Pravinchandra Shah	50,000	1.12
	Total	4,197,380	93.65

(d) Set forth below are details of the Shareholders holding 1% or more of the paid-up share capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	% of the pre-Offer Equity Share capital	Number of Equity Shares on a fully diluted basis	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)
(i)	Rajiv Gandhi	1,979,940	48.00	**[●]**	**[●]**
(ii)	Pankaj Setia	1,979,940	48.00	[●]	**[●]**
	Total	3,959,880	96.00	[●]	[●]

(e) Set forth below are details of the Shareholders holding 1% or more of the paid-up share capital of our Company as of two years prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	% of the pre-Offer Equity Share capital	Number of Equity Shares on a fully diluted basis*	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)*
(i)	Rajiv Gandhi	2,000,000	50.00	**[●]**	**[●]**
(ii)	Pankaj Setia	2,000,000	50.00	[●]	**[●]**
	Total	4,000,000	100.00	[●]	[●]

Aggregate pre-Offer and post-Offer Shareholding of the Promoter Selling Shareholders as percentage of our paid-up Equity Share Capital of our Company

The aggregate pre-Offer and post-Offer shareholding and percentage of the pre-Offer and post-Offer paid-up Equity Share capital of the Promoter Selling Shareholders, as on the date of this Draft Red Herring Prospectus is set forth below. For details of Rajiv Gandhi and Pankaj Setia, who are our Promoter Selling Shareholder, see "*Shareholding of our Promoters and the member of the Promoter Group*" on page 82:

S. No.	Name of the shareholder	Pre – Offer		Post – Offer	
		Number of Equity Shares of face value of ₹ 10 each	Percentage of the pre-Offer paid-up Equity Share capital (%)	Number of Equity Shares of face value of ₹[●] each^*	Percentage of the post-Offer paid-up Equity Share capital (%)^*
Promoter Selling Shareholders					
1.	Rajiv Gandhi	1,979,940	44.18	[●]	[●]
2.	Pankaj Setia	1,979,940	44.18	[●]	[●]

^ Subject to completion of the Offer and finalization of the Basis of Allotment.
** To be updated at the Prospectus Stage.*

Pre-Offer shareholding as at the date of the Draft Red Herring Prospectus and Post-Offer shareholding as at Allotment of our Promoters, members of the Promoter Group and top 10 Shareholders of our Company

The aggregate pre-Offer and post-Offer shareholding, of each of our Promoters, members of our Promoter Group and additional top 10 Shareholders is set forth below. Further, except as disclosed below, none of our Promoters, and members of our Promoter Group hold any Equity Shares in our Company, as on the date of this Draft Red Herring Prospectus:

S. No.	Name of shareholders	Pre-Offer Shareholding as on date of the Draft Red Herring Prospectus		Post – Office Shareholding as at Allotment [(1)^]			
		Number of Equity Shares of face value of ₹ 10 each [($)]	Percentage of the pre-Offer paid-up Equity Share capital (%) [($)]	At the lower end of the Price Band (₹[●][($)])		At the upper end of the Price Band (₹[●][($)])	
				Number of Equity Shares of face value of ₹ 10 each[($)(2)]	Percentage of the post-Offer paid-up equity share capital (%)[($)(2)]	Number of Equity Shares of face value of ₹ 10 each[($)(2)]	Percentage of the post-Offer paid-up equity share capital (%)[($)(2)]
Promoters							
1.	Rajiv Gandhi	11,879,640	44.18	[●]	[●]	[●]	[●]
2.	Pankaj Setia	11,879,640	44.18	[●]	[●]	[●]	[●]
Total (A)		**23,759,280**	**88.37**	**[●]**	**[●]**	**[●]**	**[●]**
Members of Promoter Group (excluding the Promoters)							
1.	**Nil**						
Total (B)		-	-	-	-	-	-
Additional top 10 Shareholders							
1.	Sahastraa Advisors Private Limited	750,000	2.79	[●]	[●]	[●]	[●]
2.	Invicta Continuum Fund I	375,000	1.39	[●]	[●]	[●]	[●]
3.	Bhavesh Pravinchandra Shah	300,000	1.12	[●]	[●]	[●]	[●]
4.	Narjisbanu Aminbhai Vasaya	225,000	0.84	[●]	[●]	[●]	[●]
5.	Pace Commodity brokers private limited	150,000	0.56	[●]	[●]	[●]	[●]
6.	Clear vision eye hospital private	112,500	0.42	[●]	[●]	[●]	[●]
7.	Jignesh kumarpal shah	112,500	0.42	[●]	[●]	[●]	[●]
8.	Pranay vinaychand shah	75,000	0.28	[●]	[●]	[●]	[●]
9.	Dharaben piyushbhai shah	75,000	0.28	[●]	[●]	[●]	[●]
10.	Parag vinaychand shah	75,000	0.28	[●]	[●]	[●]	[●]

S. No.	Name of shareholders	Pre-Offer Shareholding as on date of the Draft Red Herring Prospectus		Post – Office Shareholding as at Allotment [(1)^]			
		Number of Equity Shares of face value of ₹ 10 each [($)]	Percentage of the pre-Offer paid-up Equity Share capital (%) [($)]	At the lower end of the Price Band (₹[●][($)])		At the upper end of the Price Band (₹[●][($)])	
				Number of Equity Shares of face value of ₹ 10 each[($)(2)]	Percentage of the post-Offer paid-up equity share capital (%)[($)(2)]	Number of Equity Shares of face value of ₹ 10 each[($)(2)]	Percentage of the post-Offer paid-up equity share capital (%)[($)(2)]
Total (C)		2,250,000	96.73	[●]	[●]	[●]	[●]
Total (A+B+C) = D		**26,887,500**	100.00	**[●]**	**[●]**	**[●]**	**[●]**

[($)] To be filled in at the Prospectus stage, upon finalisation of Price Band.

[^] The post-Offer shareholding shall be updated in the Abridged Prospectus and Prospectus.

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

[(2)] Includes all options that have been exercised until date of prospectus and any transfers of equity shares by existing shareholders after the date of the pre issue and Price Band advertisement until date of prospectus.

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

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

3. Our Company, our Directors and the BRLM have not entered into any buy-back or any other arrangements for purchase of Equity Shares.

4. As on the date of this Draft Red Herring Prospectus, the BRLM and their respective associates (as defined in the SEBI Merchant Bankers Regulations) do not hold any Equity Shares. The BRLM and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company and its respective directors and officers, partners, trustees, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and each of its respective directors and officers, partners, trustees, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.

5. Except as stated in the "*Risk Factor – There have been certain delays in payment of statutory dues. Any delay in timely payment of statutory dues may expose us to penalties and interests from the regulators.*" on page 40, All issuances of Equity Shares by our Company from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus have been made in compliance with Companies Act,1956 and 2013. The Equity Shares are fully paid-up and there are no partly paid- up Equity Shares as on the date of this Draft Red Herring Prospectus. The Equity Shares issued and transferred pursuant to the Offer shall be fully paid-up at the time of Allotment.

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

7. No person connected with the Offer, including our Company, the BRLM, the Member of the Syndicate, our Promoters, member of the Promoter Group, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid,

except for fees or commission for services rendered in relation to the Offer.

8. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of receipt of observations from the SEBI on this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be, other than in connection with the Offer. Any issuance of specified securities, prior to receipt of observations from the SEBI on this Draft Red Herring Prospectus, shall be undertaken subject to intimation to the SEBI and Stock Exchanges.

9. Except as disclosed under "*Notes to the Capital Structure – History of Equity Share capital of our Company*" and *"Notes to the Capital Structure – History of build-up of Promoters' shareholding and lock-in of Promoters' shareholding - Build-up of Promoters' shareholding in our Company*" on pages 82 and 89, our Promoters, the directors of our Corporate Promoter, any member of the Promoter Group, our Directors, or 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.

10. Except for the allotment, if any, by issuance of Equity Shares, pursuant to the Offer, our Company presently does not intend or propose and is not under negotiations or considerations to alter the 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 for, directly or indirectly into Equity Shares), whether on a preferential basis or by issue of bonus or rights or further public issue of Equity Shares.

11. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

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

13. The Pre-IPO Placement, if undertaken, shall be reported to the Stock Exchanges within 24 hours of such transactions.

14. Our Promoters and the members of the Promoter Group shall not participate in the Offer, except by way of participation as Promoter Selling Shareholders, as applicable, in the Offer for Sale.

15. Neither the (i) BRLM or any associate of the BRLM (other than mutual funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associates of the BRLM or AIFs sponsored by entities which are associates of the BRLM or FPIs (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLM); nor (ii) any person related to the Promoters or Promoter Group can apply under the Anchor Investor Portion.

16. We confirm that the Book Running Lead Manager are not associates of the Company as per Regulation 21A of the SEBI Merchant Bankers Regulations.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of up to 71,90,400 Equity Shares of face value ₹10 each aggregating up to ₹[●] millions by our Company and an Offer for Sale of up to 13,71,300 Equity Shares of face value ₹10 each aggregating up to ₹[●] millions by the Promoter Selling Shareholders. For details, please see, "*The Offer*" on page 56.

Offer for Sale

Each of the Promoter Selling Shareholders will be entitled to their respective portion of the proceeds from the Offer for Sale after deducting proportionate Offer related expenses and relevant taxes thereon. The proceeds of the Offer for Sale shall be received by the Promoter Selling Shareholders and will not form part of the Net Proceeds. Our Company will not receive any proceeds received from the Offer for Sale. For details, see "*Objects of the Offer – Offer related expenses*" on page 56. The Equity Shares offered for sale by the Promoter Selling Shareholders in the Offer are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations.

The Promoter Selling Shareholders have, severally and not jointly, authorized their participation in the Offer for Sale to the extent of its respective portion of the Offered Shares, pursuant to their respective consent letters dated September 23, 2026 as stated below:

Sr. No.	Name of the Promoter Selling Shareholders	Maximum number of Offered Shares
1.	Rajiv Gandhi	6,85,650
2.	Pankaj Setia	6,85,650
Total		13,71,300

For further details of the Offer for Sale, see "*The Offer*" on page 56.

Fresh Issue

Net Proceeds

The details of the Net Proceeds of the Offer are summarized in the table below:

Particulars	Estimated Amount (in ₹ million)
Gross Proceeds from the Fresh Issue[#](**A**)	Up to [●]
Less: Offer Expenses in relation to the Fresh Issue[*](**B**)	[●][(1)]
Net Proceeds(A-B)	**[●][(1)]**

[#]*Subject to finalisation of Basis of Allotment.*
For details with respect to sharing of fees and expenses amongst our Company and the Promoter Selling Shareholders, please see, "Objects of the Offer -Offer Related Expenses" on page* 111.**
[(1)]*To be determined after finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

Requirement of Funds

Our Company proposes to utilize the Net Proceeds towards funding the following objects (collectively, the "**Objects"/ "Objects of the Offer**"):

1. Funding of working capital requirement of our Company; and
2. Funding capital expenditure requirements of our Company for purchase of machinery or equipment
3. General Corporate Purposes.

In addition to the aforementioned Objects, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges and enhancement of our Company's visibility and brand name amongst our

existing and potential customers and creation of a public market for our Equity Shares in India.

The main objects and objects incidental and ancillary to the main objects clause, as set out in our Memorandum of Association, enables us to undertake the existing business activities and such activities for which funds are being raised by us through the Fresh Issue and are proposed to be funded from the Net Proceeds.

Utilization of Net Proceeds

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

(*₹ in million*)

Sr. No.	Particulars	Estimated Amount
1.	Funding of Working Capital Requirement	426.69
2.	Funding capital expenditure requirements of our Company for purchase of machinery or equipment	322.78
3.	General Corporate Purposes[(1)(2)]	[●]
Total Net Proceeds		[●]

(1) To be determined after finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC.
(2) The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Proposed schedule of implementation and deployment of Net Proceeds

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

(*₹ in million*)

Objects	Amount to be funded from Net Proceeds	Estimated deployment of the Net Proceeds in Fiscal 2027	Estimated deployment of the Net Proceeds in Fiscal 2028
Funding of working capital requirement of our Company	426.69	73.70	352.99
Funding capital expenditure requirements of our Company for purchase of machinery or equipment	322.78	322.78	-
General Corporate Purposes[(1)(2)]	[●]	[●]	[●]
Total Net Proceeds	[●]	[●]	[●]

(1) To be determined after finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC.
(2) The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Fresh Issue.

The above-stated fund requirements, deployment of the funds and the intended use of the Net Proceeds as described in this Red Herring Prospectus are based on: (a) our current business plan and internal management estimates based on current market conditions, other commercial and technical factors; (b)certificates provided by the Statutory Auditors; and (c)valid quotations obtained from various third-party vendors. However, such fund requirements and deployment of funds have not been appraised by any bank, financial institution or any other independent agency. See "*Risk Factors -Our funding requirements and the proposed deployment of Net Proceeds have not been appraised. Any variation in the utilisation of the Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval*." on page 47.

Our Company's historical capital and operational expenditure may not be reflective of our future capital expenditure plans. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, our business and growth strategies, competitive landscape, general factors affecting our results of operations, financial condition and access to capital and other external

factors such as changes in the business environment or regulatory climate and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the deployment of funds from at the discretion of our management, subject to compliance with applicable law. Our historical expenditure may not be reflective of our future expenditure plans. For details on risks involved, see "*Risk Factors – Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.*" on page 50.

In case the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for funding other existing Objects, if necessary and/or towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes does not exceed 25.00% of the Gross Proceeds in accordance with the SEBI ICDR Regulations

Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified above. However, in the event that estimated utilisation out of the Net Proceeds in a particular Financial Year as scheduled being not undertaken in its entirety, the remaining Net Proceeds shall be utilised in the immediately subsequent Financial Year, as may be decided by our Company, in accordance with applicable laws. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilisation of Net Proceeds.

Means of Finance

The entire requirements of the Objects detailed above are intended to be funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations, through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue.

Details of the Objects of the Fresh Issue

1. *Funding working capital requirements*

We fund a majority of our working capital requirements in the ordinary course of business from various borrowings and internal accruals. In order to support the incremental business requirements, our Company requires additional working capital for funding its incremental working capital requirements in Fiscals 2027 and 2028. The funding of the incremental working capital requirements of our Company will lead to a consequent increase in our profitability and achieving the proposed targets as per our business plan.

Requirement of working capital

Our Company is engaged in providing integrated end-to-end telecommunication infrastructure services and also undertakes construction services and underground utility infrastructure projects for sectors including oil & gas, water, and sewerage. We primarily derive our revenue from the telecommunication segment, particularly through our operation and maintenance ("**O&M**") services and execute projects pursuant to work orders awarded by our customers by deploying our technical expertise, skilled workforce and project management resources in accordance with the scope specified under such work orders across the network lifecycle. The proposed expansion of our operational presence across additional telecommunication circles and geographies is also expected to require additional deployment of working capital towards mobilisation of manpower, equipment and other project-related resources.

Our telecommunication services include network rollouts, operation and maintenance ("**O&M**"), optical fibre cable ("**OFC**") deployment and maintenance, FTTx network deployment and maintenance, telecom tower and cell site deployment and maintenance, radio frequency ("**RF**") optimization, commissioning and integration services. Our construction services comprise civil construction, interior fit-out, data and IT infrastructure works, firefighting system installation works, electrical works and project management and consultancy services, including engineering and design services for fuel retail outlets, preparation of conceptual, statutory and detailed engineering drawings, and design modifications We also undertake underground utility infrastructure projects involving the installation of oil & gas pipelines, water pipelines, and sewer pipelines, using horizontal directional drilling ("**HDD**") technique.

A break-up of our Company's Order Book as on March 31, 2026 on account of our business verticals are as follows:

Business verticals	Total contract value (₹ in millions)	Order Book value (₹ in millions)	As a % of Order Book
Telecommunication Services	2874.40	2774.18	99.46
Construction Services	15.02	15.02	0.54
Oil & Gas and Sewerage	18.57	0.07	Negligible
Total	**2907.99**	**2,789.27**	**100.00**

The increase in working capital requirement is primarily attributable to the expansion in the scale of our operations, increase in the number and size of projects undertaken by us and the corresponding requirement to deploy financial resources towards mobilisation and execution of projects before receipt of corresponding payments from customers.

Our business model requires us to incur expenditure towards mobilisation of project resources, deployment of technical and skilled manpower, engagement of contract labour, project-related expenses and, depending upon the nature of the project and contractual terms, procurement of materials and deployment of specialised machinery and equipment. Our telecommunication projects are undertaken pursuant to work orders awarded by customers and generally involve deployment of our technical personnel, skilled workforce and project management resources. In several such projects, telecom equipment and other materials required for execution are supplied by the customers.

Our working capital requirements are also influenced by the nature and execution cycle of our other business verticals. Under our Construction Services vertical, we undertake civil construction, interior fit-out, electrical, firefighting and related project management and consultancy assignments, which require deployment of technical personnel, skilled workforce, contract labour and project management resources in accordance with project specifications and timelines.

Similarly, under our Oil & Gas and Sewerage vertical, we undertake underground utility infrastructure projects using specialised horizontal directional drilling ("HDD") machinery and skilled workforce. Such projects involve deployment of specialised machinery and resources for execution and, in certain cases, are undertaken on a subcontract basis for EPC contractors and other infrastructure companies executing large-scale infrastructure projects.

Accordingly, the increase in our working capital requirement is also a function of the timing difference between expenditure incurred for project execution and receipt of payments from customers. As our projects are executed in accordance with contractual milestones and project timelines, we may be required to deploy resources and incur project-related expenditure before receiving corresponding payments from customers. The requirement for working capital therefore increases with the scale, number and execution period of projects undertaken by us.

Further, our telecommunication O&M contracts generally have a tenure ranging from three to five years. The Company is required to continuously deploy manpower and other operational resources over the contract tenure for preventive and corrective maintenance, fault rectification, network uptime management, field operations and asset maintenance. This results in an ongoing requirement for funds to support the execution of such contracts.

The working capital requirement is therefore primarily attributable to:

- growth in our business operations and project execution activities
- increased deployment of manpower and project resources
- mobilisation requirements
- execution of construction and underground utility projects involving specialised machinery, and
- the timing of customer collections vis-à-vis project-related expenditure.

Existing working capital

Our Company has considered the Restated Standalone Financial Statements for the purpose of assessing its existing working capital requirements and corresponding funding arrangements, as the Restated Financial Information include certain restatements and adjustments which have an impact on the audited standalone financial statements and, accordingly, have been appropriately reflected therein.

The details of our Company's working capital for Fiscals 2026, 2025 and 2024 derived from the Restated Standalone Financial Statements of the Company and source of funding are provided in the table below: of the Company and source of funding are provided in the table below:

(₹ in million)

Particulars	Fiscal 2024 (Restated)	Fiscal 2025 (Restated)	Fiscal 2026 (Restated)
Trade receivables	496.88	529.25	577.78
Other financial assets	0.01	0.36	0.14
Other current assets	172.28	341.77	540.76
Total current assets	**669.17**	**871.38**	**1,118.68**
Current liabilities			
Lease liabilities	1.66	1.41	1.65
Trade payables	122.14	167.08	119.91
Other financial liabilities	117.56	127.83	127.38
Other current liabilities	62.75	70.75	73.14
Provisions	2.07	2.91	10.10
Current tax liabilities (net)	-	-	-
Total current liabilities	**306.18**	**369.98**	**332.18**
Net Working Capital	362.99	501.40	786.50
Sources of funds			
Borrowings	112.21	117.72	70.10
Internal Accruals	250.78	383.68	716.40
Net Working Capital	**362.99**	**501.40**	**786.50**

Reasons for the increase in working capital requirements of the company during the last 3 financial years:

Fiscal 2025 compared with Fiscal 2024

Our Company net working capital increased from ₹362.99 million to ₹501.40 million, representing an increase of ₹138.41 million or 38.13%. The increase was primarily attributable to the ₹202.21 million increase in total current assets, particularly the increase in trade receivables and other current assets. This was partly offset by a ₹63.80 million increase in current liabilities, mainly on account of higher trade payables and other financial liabilities. The increase in working capital was predominantly funded through internal accruals, which increased by ₹132.90 million, while borrowings increased only marginally by ₹5.51 million.

Trade Receivables

Fiscal 2024 to Fiscal 2025

Our trade receivables increased from ₹496.88 million as of March 31, 2024 to ₹529.25 million as of March 31, 2025, representing an increase of ₹32.37 million. The increase was primarily attributable to the increase in the scale of our business operations and the corresponding increase in amounts outstanding from customers. The increase in trade receivables as of March 31, 2025 was also influenced by the timing of customer collections and amounts remaining outstanding in the ordinary course of business.

Fiscal 2025 to Fiscal 2026

Our trade receivables increased from ₹529.25 million as of March 31, 2025 to ₹577.78 million as of March 31, 2026, representing an increase of ₹48.53 million. The increase was primarily attributable to the continued growth in our business operations and the corresponding increase in amounts billed to and outstanding from customers. The receivable balance at the reporting date is influenced by the timing of invoicing, achievement of contractual or project milestones and subsequent realisation from customers. The increase as of March 31, 2026 primarily reflects the timing difference between billing and collection of amounts due from customers in the ordinary course of business.

Under our contractual arrangements, billing is generally linked to the progress of execution or carried out at periodic intervals, depending on the nature of the contract. Accordingly, trade receivables represent amounts invoiced to customers for work completed but pending realization as at the reporting date. The level of receivables is influenced by the stage of execution of projects, achievement of billing milestones and the timing of invoicing and collections. The movement in trade receivables is broadly in line with the increase in revenue from operations during the year and the timing of billing and collections under our contracts.

Other Financial Assets

Fiscal 2024 to Fiscal 2025

Other financial assets increased from ₹0.01 million as of March 31, 2024 to ₹0.36 million as of March 31, 2025. The increase of ₹0.35 million was primarily attributable to changes in financial balances recoverable by the Company as at the reporting date. Given the relatively small absolute value of other financial assets, the movement did not have a material impact on the Company's overall working capital requirement.

Fiscal 2025 to Fiscal 2026

Other financial assets decreased marginally from ₹0.36 million as of March 31, 2025 to ₹0.14 million as of March 31, 2026, representing a decrease of ₹0.22 million. The movement was primarily due to realisation or settlement of certain financial balances during the year. Given the insignificant absolute value of this balance, the movement did not have a material impact on the Company's overall working capital requirement.

Other Current Assets

Fiscal 2024 to Fiscal 2025

Other Current Assets majorly comprised of contract assets, retention money and advance to supplier. Other current assets increased significantly from ₹172.28 million as of March 31, 2024 to ₹341.77 million as of March 31, 2025, representing an increase of ₹169.49 million or 98.38%. In terms of days, other current assets increased from 27 days in Fiscal 2024 to 45 days in Fiscal 2025, representing an increase of 18 days.

The increase was primarily attributable to the increase in contract assets from ₹147.57 million to ₹311.92 million, representing an increase of ₹164.35 million. Contract assets arise in connection with revenue recognised for work performed where the Company's right to consideration is subject to the fulfilment of specified contractual conditions or milestones. The increase in contract assets was primarily attributable to higher project execution and revenue recognised in respect of work performed for which the related billing milestones or contractual conditions had not been completed as of the reporting date. Accordingly, amounts remained classified as contract assets pending achievement of the relevant contractual milestones and subsequent billing.

Further, advances to suppliers increased from ₹8.99 million to ₹10.93 million, reflecting higher advances made to suppliers in connection with procurement and project execution requirements. Retention balances decreased from ₹11.56 million to ₹8.52 million, while balances with statutory/government authorities increased from ₹1.89 million to ₹8.92 million. The remaining balances were not material to the overall movement.

Accordingly, the increase in other current assets during Fiscal 2025 was substantially attributable to higher contract assets, with the increase in other balances being relatively smaller in comparison.,

Fiscal 2025 to Fiscal 2026

Other current assets increased further from ₹341.77 million as of March 31, 2025 to ₹540.76 million as of March 31, 2026, representing an increase of ₹198.99 million or 58.22%. The increase was primarily attributable to the increase in contract assets from ₹311.92 million to ₹410.93 million, representing an increase of ₹99.01 million. The increase in contract assets was primarily attributable to the higher level of project execution and work performed during the year, for which revenue was recognised but the corresponding right to consideration remained subject to achievement of contractual milestones or other conditions as of March 31, 2026. Accordingly, a higher amount remained recorded as contract assets at the reporting date pending subsequent billing.

The increase was also supported by a significant increase in retention balances from ₹8.52 million to ₹41.05 million, representing an increase of ₹32.53 million. Retention amounts generally arise where a portion of consideration is withheld by customers until completion of specified contractual conditions, milestones or defect-liability requirements. The increase in retention therefore reflects higher amounts withheld by customers in relation to projects executed and outstanding as of the reporting date.
Further, advances to suppliers increased from ₹10.93 million to ₹37.62 million, an increase of ₹26.69 million, primarily reflecting higher advances made to suppliers towards procurement and project execution requirements. The Company also recognised ₹38.00 million towards advance for IPO expenses during Fiscal 2026, which was not present in the preceding fiscal year. This represented a new component of other current assets and contributed to the increase in the overall balance.

Accordingly, the increase in other current assets during Fiscal 2026 was driven by a combination of higher contract assets, increased retention balances and higher supplier advances.

Lease liabilities

Fiscal 2024 to Fiscal 2025

Lease liabilities decreased marginally from ₹1.66 million as of March 31, 2024 to ₹1.41 million as of March 31, 2025, representing a decrease of ₹0.25 million. The decrease was primarily attributable to payments made towards lease obligations during the year, partially offset by changes arising from the Company's ongoing lease arrangements.

Fiscal 2025 to Fiscal 2026

Lease liabilities increased marginally from ₹1.41 million as of March 31, 2025 to ₹1.65 million as of March 31, 2026, representing an increase of ₹0.24 million. The movement was primarily attributable to changes in the Company's lease obligations during the year. Given the small absolute value of lease liabilities, the movement did not have a material impact on the Company's overall working capital position.

Trade Payables

Trade payables represent amounts payable to suppliers and service providers for procurement of materials and services in the ordinary course of our business. With the increase in the number of projects executed during the year, our procurement of materials and services across project sites also increased to support project execution.

Fiscal 2024 to Fiscal 2025

Our trade payables increased from ₹122.14 million as of March 31, 2024 to ₹167.08 million as of March 31, 2025, representing an increase of ₹44.94 million or 36.79%. The increase was primarily attributable to increase in site expenses and construction expenses during the year and the corresponding increase in amounts payable to suppliers and vendors. Trade payable balances are also influenced by the timing of procurement, receipt of goods and services and settlement of supplier dues around the reporting date. Accordingly, the higher trade payables as of March 31, 2025 primarily reflect amounts outstanding to suppliers in the ordinary course of business.

Fiscal 2025 to Fiscal 2026

Our trade payables decreased from ₹167.08 million as of March 31, 2025 to ₹119.91 million as of March 31,

2026, representing a decrease of ₹47.17 million or 28.23%. The decrease was primarily attributable to settlement of outstanding supplier dues during the year and the timing of purchases and payments as of the reporting date. Accordingly, lower amounts remained payable to suppliers as of March 31, 2026 compared to the previous year.

Given the nature of our contracts, there is typically a time gap between execution of work, billing and realization of receivables. During this period, payments to suppliers and service providers continue in line with project requirements. Accordingly, such timing differences between collections from customers and payments to vendors also contributed to higher outstanding trade payables as at the year end. Accordingly, the increase / decrease in trade payables is primarily attributable to the higher scale of operations, increased procurement requirements and normal working capital cycle timing differences during the year.

Other financial liabilities

Our other financial liabilities primarily comprise employees' dues payable.

Fiscal 2024 to Fiscal 2025

Other financial liabilities increased from ₹117.56 million as of March 31, 2024 to ₹127.83 million as of March 31, 2025, primarily due to an increase in employee-related dues outstanding as of the reporting date.

Fiscal 2025 to Fiscal 2026

In Fiscal 2026, other financial liabilities remained broadly stable and decreased marginally to ₹127.38 million as of March 31, 2026. Primarily reflecting the timing of settlement of employee-related dues and indicating that employee-related liabilities remained broadly stable relative to the scale of our operations

Other Current Liabilities

Fiscal 2024 to Fiscal 2025

Other current liabilities increased in absolute terms from ₹62.75 million to ₹70.75 million due to changes in statutory liabilities arising in the ordinary course of business and the timing of their settlement as of the reporting date.

Fiscal 2025 to Fiscal 2026
Other current liabilities increased marginally from ₹70.75 million to ₹73.14 million, indicating that such liabilities increased broadly in line with the growth in our Company’s operations.

Net Working Capital

Fiscal 2024 to Fiscal 2025

Our net working capital increased from ₹362.99 million as of March 31, 2024 to ₹501.40 million as of March 31, 2025, representing an increase of ₹138.41 million or 38.13%. The increase was primarily attributable to the ₹202.21 million increase in total current assets, mainly comprising higher trade receivables and other current assets, which was partly offset by the ₹63.80 million increase in total current liabilities. The increase in net working capital reflects higher funds deployed towards the Company's operating cycle and business requirements.

Fiscal 2025 to Fiscal 2026

Our net working capital increased significantly from ₹ 501.40 million as of March 31, 2025 to ₹ 786.50 million as of March 31, 2026, representing an increase of ₹285.10 million or 56.86%. The increase was primarily attributable to the ₹ 247.30 million increase in total current assets, mainly due to higher other current assets and trade receivables, together with a ₹ 37.80 million decrease in total current liabilities, principally on account of lower trade payables. Consequently, a higher quantum of funds was deployed towards the Company's operating cycle as of March 31, 2026.

Basis of estimation of working capital requirement

On the basis of existing and estimated working capital requirement of our Company and assumptions for such working capital requirements, our Board, pursuant to its resolution dated September 23, 2026, has approved the projected working capital requirements of ₹ 426.69 million for Fiscal 2027 and Fiscal 2028 and the proposed funding of such working capital requirements as set forth below:

(₹ in million)

Particulars	Fiscal 2027 (E)	Fiscal 2028 (P)
Trade receivables	669.02	1,156.47
Other financial assets	0.15	0.15
Other current assets	639.69	1,137.81
Total current assets	**1,308.85**	**2,294.43**
Current liabilities		
Lease liabilities	1.65	1.65
Trade payables	135.78	229.92
Other financial liabilities	142.92	242.01
Other current liabilities	82.88	120.46
Provisions	10.10	10.10
Total current liabilities	**373.33**	**604.14**
Net Working Capital	935.52	1,690.30
Sources		
Borrowings	19.84	-
Internal Accruals	841.98	1,337.31
IPO	73.70	352.99
Net Working Capital	**935.52**	**1,690.30**

Holding levels

(in Days)

Particulars	For the Fiscal 2024	For the Fiscal 2025	For the Fiscal 2026	For the Fiscal 2027	For the Fiscal 2028
Trade receivables	78	70	73	73	75
Other financial assets	0	0	0	0	0
Other current assets	27	45	69	70	73
Trade payables	19	22	15	15	15
Other financial liabilities	18	17	16	16	16
Other current liabilities	10	9	9	9	8
Net working Capital Days	**57**	**67**	**102**	**103**	**110**

Assumptions and justifications for holding period levels of our Company

Particulars	Assumptions
Trade Receivables	Trade receivables primarily arise from the execution of telecommunication infrastructure projects and operations and maintenance ("O&M") services undertaken

Particulars	Assumptions
	by the Company. Receivables are generally realised based on the contractual billing arrangements with customers, which may include milestone-based billing linked to the progress of project execution and periodic billing arrangements for O&M services. Accordingly, the level of trade receivables as at the reporting date is influenced by the timing of billing, achievement of project milestones, execution status of ongoing projects and subsequent collection from customers. During the historical periods, the trade receivable holding levels were 78 days in Fiscal 2024, 70 days in Fiscal 2025 and 73 days in Fiscal 2026. The reduction in receivable holding levels from 78 days in Fiscal 2024 to 70 days in Fiscal 2025 reflects the timing of collections and realization of outstanding customer dues relative to the growth in the Company's operations. The subsequent increase to 73 days in Fiscal 2026 primarily reflects the timing of billing and collections under ongoing projects and O&M contracts as at the reporting date. The movement in receivable holding levels during these periods is also influenced by the stage of execution of projects and the timing of achievement of contractual billing milestones. Trade receivable days are estimated at 73 days for Fiscal 2027 and 75 days for Fiscal 2028, compared to 73 days in Fiscal 2026. The projected holding period is based on our recent historical collection cycle and takes into consideration the contractual billing arrangements under project execution and O&M contracts, including milestone-based and periodic billing. Accordingly, the Company has considered the Fiscal 2026 level to be representative of its expected collection cycle for Fiscal 2027. The marginal increase to 75 days in Fiscal 2028 reflects the expected scale-up of project execution, including construction and underground utility projects where billing is linked to the achievement of contractual milestones.
Other current assets	Other current assets primarily comprise contract assets, retention amounts, advances to suppliers, balances with statutory/government authorities and other operating advances and recoverable amounts. Contract assets primarily arise in respect of revenue recognised for work performed where the Company's right to consideration remains subject to the fulfilment of specified contractual conditions or milestones. Retention amounts represent amounts withheld by customers in accordance with contractual terms and are generally realised upon completion of specified contractual obligations or other agreed conditions. Other current asset days are estimated to increase marginally from 69 days in Fiscal 2026 to 70 days in Fiscal 2027 and 73 days in Fiscal 2028. The projected levels take into consideration the expected scale of project execution, the timing of recognition and subsequent billing of contract assets, retention amounts and advances to suppliers, as well as the expected timing of recovery or adjustment of such balances. The gradual increase is reflective of the expected increase in business activities and the corresponding deployment of funds towards contract-related and other operating assets.
Trade payables	Trade payables primarily arise from purchases of materials, subcontracting services and other goods and services required in connection with the Company's project execution and O&M activities. The level of trade payables is influenced by the Company's procurement requirements, supplier credit terms and the timing of purchases and settlement of outstanding dues as at the reporting date. During the historical periods, trade payable holding levels were 19 days in Fiscal 2024, 22 days in Fiscal 2025 and 15 days in Fiscal 2026. The increase from 19 days in Fiscal 2024 to 22 days in Fiscal 2025 reflects the timing of procurement and settlement of supplier dues and the availability of supplier credit during the period. The subsequent reduction to 15 days in Fiscal 2026 primarily reflects settlement of outstanding supplier dues and the timing of purchases and payments as at the reporting date.

Particulars	Assumptions
	Trade payable days are estimated at 15 days for Fiscal 2027 and Fiscal 2028, compared to 15 days in Fiscal 2026. The projected holding period has been considered based on the Company's recent historical level of supplier credit and the expected procurement and payment cycle for materials, subcontracting services and other project-related requirements. Accordingly, no material increase in supplier credit has been assumed in the projected periods.
Other financial liabilities	Other financial liabilities primarily comprise employees' dues payable. The holding level of other financial liabilities was 18 days in Fiscal 2024, 17 days in Fiscal 2025 and 16 days in Fiscal 2026. The broadly stable holding levels indicate that employee-related dues have remained relatively consistent in relation to the scale of the Company's operations. For Fiscal 2027 and Fiscal 2028, days are estimated at 16 days considering the historical trend in employee-related dues and the expected timing of settlement of such obligations.
Other current liabilities	Other current liabilities primarily comprise operating and statutory liabilities arising in the ordinary course of business. The holding level of other current liabilities was 10 days in Fiscal 2024 and 9 days in each of Fiscal 2025 and Fiscal 2026. The broadly stable holding levels indicate that such liabilities have remained largely consistent and reflect the normal timing of recognition and settlement of these obligations. The projected levels of 9 days in Fiscal 2027 and 8 days in Fiscal 2028, are based on the historical trend and expected timing of settlement of operating and statutory liabilities in the ordinary course of business.

Rationale of working capital requirement of our Company

Our operations are currently carried out across multiple states in India, where we undertake telecommunication infrastructure operations and maintenance ("O&M") services, fibre optic cable ("OFC") laying and maintenance, tower and related infrastructure services, project execution and other allied telecommunication infrastructure activities. Our operations require deployment of technical and field personnel, equipment, vehicles, tools and other resources at project and customer locations. Our presence across multiple geographic locations enables us to undertake projects and provide O&M services across different telecom circles and customer locations.

We intend to further expand our operational presence across additional geographic regions in India, where opportunities for telecommunication infrastructure deployment, OFC laying, network rollout, infrastructure O&M and allied technical services are available. Such expansion would require us to deploy additional manpower, establish project and operational teams, mobilise equipment and vehicles and incur expenses towards mobilisation, procurement of materials and other project-related requirements across multiple locations. The expansion of our geographic presence and increase in the scale of our project execution activities are therefore expected to result in higher deployment of funds towards trade receivables, contract assets, advances to suppliers and other operating assets, thereby increasing our working capital requirements. For further details, please see, "*Our Business- Our Strategies*" on page 243.

The table below sets out unbilled revenue and retention money from customers for the Fiscal Year ended on March 31, 2026, 2025 and 2024 based on Restated Financial Information:

(₹ in Millions)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Contract assets	410.93	311.92	147.57
Retention	41.05	8.52	11.56
Total (A)	451.98	320.44	159.13
Total Current Assets (B)	**1,253.14**	**901.39**	**745.41**
(A/B * 100) %	36.07%	35.55%	21.35%

In addition to our existing telecommunication infrastructure business, we are diversifying our operations into construction and interior services and oil & gas sewerage services. These businesses involve project-based

execution and may require us to undertake activities such as procurement of construction and project materials, deployment of technical and non-technical manpower, engagement of subcontractors, mobilisation of equipment and other resources, as well as site-level execution and related activities. The nature and scale of these activities may require us to incur expenditure during the course of project execution, while corresponding customer billing and collections may occur subsequently based on contractual milestones, progress of work or agreed billing cycles.

The expansion into these new business segments is therefore expected to increase the scale and scope of our operations and may result in higher trade receivables, contract assets, advances to suppliers and other operating assets. In particular, project execution may result in a time gap between expenditure incurred towards manpower, materials, subcontracting and mobilisation and the receipt of corresponding customer payments. Further, the initial establishment and execution of projects in these segments may require additional mobilisation of resources and deployment of funds.

Accordingly, the continued expansion of our existing telecommunication infrastructure O&M and project execution activities, together with our diversification into construction and interior services and oil & gas sewerage services, is expected to increase our working capital requirements. The extent of such requirement will depend on the scale and nature of projects undertaken, contractual billing milestones, customer collection cycles, procurement and supplier credit terms and the timing of project execution and completion.

With the anticipated increase in revenue from ongoing projects as of March 31, 2026 and the new projects which shall be awarded during Fiscal 2027 and Fiscal 2028, we expects its project execution activities to increase during the projected period. The increase in the scale of operations is expected to result in higher deployment of funds towards procurement of materials, mobilisation of manpower and equipment, subcontracting, site establishment and other project-related expenses. Further, considering the contractual billing and collection cycle of the projects, there may be a time gap between the incurrence of project-related expenditure and receipt of corresponding customer payments, resulting in an incremental requirement for working capital.

2. Funding capital expenditure requirements of our Company for purchase of machinery or equipment

We are engaged in design, development, implementation, operations and maintenance of essential overhead and underground utilities infrastructure across telecom infrastructure, sewerage infrastructure and gas pipeline verticals. We intend to maintain our own fleet of plant and machinery, which reduces our dependence on third party suppliers for such plant and machinery which enables us in efficient execution.

As part of our growth strategy, we intend to enhance operational efficiency by procuring machinery or equipment. In particular, we propose to expand our fleet of specialised Horizontal Directional Drilling ("HDD") machinery to support larger and more complex underground utility infrastructure projects, including gas pipeline and sewer pipeline projects, and acquire machinery for our construction activities to enhance our in-house execution capacity. Through our focused efforts to expand our own fleet of plant and machinery, combined with our past experience of efficient use of capital, we believe that we will be well placed to meet our operational efficiency. See "*Our Business –Machinery & Equipment's*" on page 253. Our Board in its meeting held on September 23, 2026 approved an amount of ₹ 322.78 million for the purpose of funding the proposed capital expenditure as stated herein above from the Net Proceeds. Based on the valid quotations received from various vendors, our Company intends to utilize ₹ 322.78 million out of the Net Proceeds for the purchase of machinery or equipment and the remaining expenses shall be met from our internal accruals. A list indicating the machinery or equipment that we intend to purchase, along with details of the quotations we have received in this respect is set forth below:

S. No.	Description of Equipment's	Date of the Quotation	Validity	Vendor	Quanity Required	Total Amount (₹ in Million)
1	Ajax Concrete Pump Model Asp 7011	29-08-2026	6 months	Integrated Constructive Solutions	2	4.58

S. No.	Description of Equipment's	Date of the Quotation	Validity	Vendor	Quanity Required	Total Amount (₹ in Million)
2	COMPARTMENT BIN PLANT 60Cum/Hr,CRB 60 PS	29-08-2026	6 months	Integrated Constructive Solutions	1	6.78
3	New Vermeer Navigator C500 Horizontal Directional Drilling Machine	19-09-2026	6 months	Vermeer Equipment India Private Limited	1 set	38.13
4	New Vermeer Navigator C1000 Horizontal Directional Drilling Machine	19-09-2026	6 months	Vermeer Equipment India Private Limited	1 set	63.63
5	Vermeer D550 Horizontal Directional Drilling Machine *	19-09-2026	6 months	Vermeer Equipment India Private Limited	1	209.67
Total						**322.78**

** As certified by Power Engineers & Erectors, Independent Chartered Engineer pursuant to their certificate dated September 24, 2026.*
#As on September 23, 2026 1$ = INR 95.74

Rationale:

- **Strengthen project execution capabilities** by acquiring specialised equipment required for construction, infrastructure and underground utility projects.
- **Enhance in-house execution capacity** and reduce dependence on third-party or hired equipment for activities requiring specialised machinery.
- **Strengthen trenchless construction capabilities** through procurement of Horizontal Directional Drilling ("HDD") Machines, enabling execution of underground utility and infrastructure works.
- **Enable execution of larger and technically demanding projects** by having access to specialised HDD equipment with different capacities and specifications.
- **Improve project execution efficiency** by enabling timely mobilisation and deployment of equipment at various project locations.

The quotations for the proposed equipment purchases are valid as of the date of this Red Herring Prospectus. Certain quotations do not include costs such as freight, insurance, octroi, entry tax, and other applicable levies, as these can only be accurately determined at the time of order placement. Any such additional expenses will be funded through internal accruals. As on the date of this Red Herring Prospectus, our Company has not deployed any fund towards the purchase of this machinery or equipment.

All quotations received from the vendor mentioned above are valid as on the date of this Red Herring Prospectus. However, we have not entered into any definitive agreements with the vendors who provided these quotations, and there is no assurance that the same vendors will be engaged or that the equipment will be procured at the quoted prices, for further details, see "*Risk Factors –Our funding requirements and the proposed deployment of Net Proceeds have not been appraised. Any variation in the utilisation of the Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval*" on page 47. The final quantity of equipment to be acquired will be determined based on our management's estimates and evolving business needs. Our Company will retain the flexibility to deploy the equipment in line with operational requirements and strategic priorities. Importantly, no second-hand or used machinery will be purchased using the Net Proceeds. All units acquired will be in ready-to-use condition.

Furthermore, our Promoters, Directors, Key Managerial Personnel, and Senior Management have no financial or other interests in the proposed acquisition of the equipment or in any of the vendors from whom quotations have been obtained.

3. *General Corporate Purpose*

We expect to utilize ₹[•] million of the Net Proceeds towards general corporate purposes which shall not exceed 25% of the Gross Proceeds.

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [•] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

The Net Proceeds proposed to be utilised towards general corporate purposes may be applied for meeting ongoing corporate exigencies and contingencies, incurring expenses in the ordinary course of business, supporting business development initiatives, inorganic growth opportunities and funding employee welfare activities and other related expenditures. The Net Proceeds may also be deployed for any other purpose as may be approved by our Board or a duly authorised committee thereof, subject to compliance with the Companies Act.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company and other relevant considerations, from time to time. Our Company's management, in accordance with the policies of our Board, shall have flexibility in utilizing surplus amounts, if any. In addition to the above, our Company may utilize the balance Net Proceeds towards any other expenditure considered expedient and as approved periodically by our Board or a duly appointed committee thereof, subject to compliance with applicable law. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount(s) in the subsequent Fiscals.

Bridge Financing

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Appraising entity

None of the Objects require appraisal from, or have been appraised by, any bank/ financial institution/ any other agency, in accordance with applicable law. See *"Risk Factors – Our funding requirements and the deployment of Net Proceeds are based on management estimates and have not been independently appraised. Any variation in the utilization of Net Proceeds of the Offer as disclosed in this Draft Red Herring Prospectus shall be subject to compliance requirements, including prior shareholders' approval"* on page 47.

Monitoring of Utilisation of Funds

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a SEBI-registered credit rating agency as a monitoring agency to monitor the utilization of the Gross Proceeds, to be maintained in a separate bank account by our Company, prior to filing of the Red Herring Prospectus with the RoC, as the size of the Fresh Issue exceeds ₹1,000.00 million. Our Audit Committee and the Monitoring Agency will monitor the utilization of the Gross Proceeds till the entire Gross Proceeds are utilized. Our Company will provide details/information/certifications on the utilization of Gross Proceeds obtained from our Statutory Auditors to the Monitoring Agency. The Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations on a quarterly basis, until such time as the Gross Proceeds have been utilized in full.

The quarterly report shall provide item-by-item descriptions for all the expense heads under each Object of the Offer. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilization of Gross Proceeds, including their deployment under various expense heads and interim use, under a separate head in its balance sheet for such periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilized.

Our Company will also, in its balance sheet for the applicable Fiscal periods, provide details, if any, in relation to all such Gross Proceeds that have not been utilized. Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our quarterly financial results. Our Company will indicate investments, if any, of unutilized Gross Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulations 18(3) and 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and application of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilized for purposes other than those stated in this Draft Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made until the Gross Proceeds have been utilized in full.

The Audit Committee shall monitor the Gross Proceeds until the utilization of the Gross Proceeds. The statement shall be certified by the statutory auditors in accordance with Regulation 32(5) of SEBI Listing Regulation and such certification shall be provided to the Monitoring Agency. Further, in accordance with Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the Gross Proceeds from the Objects of the Offer as stated above; and (ii) details of category wise variations in the utilization of the Gross Proceeds from the Objects of the Offer as stated above. This information will also be uploaded onto our website. The explanation for such variation (if any) will be included in our directors' report in the annual report, after placing the same before the Audit Committee. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of the Gross Proceeds in a Fiscal, we will utilize such unutilized amount in the next Fiscal.

Offer Related Expenses

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

All Offer expenses except for (i) the listing fees, audit fees of the statutory auditors (other than to the extent attributable to the Offer) and expenses in relation to product or corporate advertisements of the Company consistent with its past practices (other than expenses in relation to the marketing and advertising undertaken specifically for the Offer) each of which will be borne solely by the Company; all Offer Expenses including, among other things, filing fees, book building fees and other charges, fees and expenses of the SEBI, the Stock Exchanges, the Registrar of Companies and any other Governmental Authority, advertising, printing, road show expenses, accommodation and travel expenses, fees and expenses of the Indian legal counsel to the Company and the legal counsel to the BRLM, fees and expenses of the statutory auditors (including the Statutory Auditors) and independent chartered accountant, registrar fees and broker fees (including fees for procuring of applications), bank charges, fees and, expenses of the BRLM, syndicate members, Self Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer shall be borne by the Selling Shareholders in proportion to the number of Equity Shares transferred by each Selling Shareholder in the Offer, except as may be prescribed by the SEBI or any other regulatory authority. All such payments shall be made by the Company in the first instance on behalf of the Selling Shareholders and the Selling Shareholders agree that it shall, severally and not jointly, reimburse the Company out of the Offer proceeds in proportion to their respective Offered Shares, for any expenses incurred by the Company on behalf of such Selling Shareholder. In the event that the Offer is postponed or withdrawn or abandoned for any reason or the Offer is not successful or consummated, all costs and expenses with respect to the Offer which may have accrued up to the date of such postponement, withdrawal, abandonment or failure shall be borne by the Selling Shareholders in proportion to the number of Equity Shares the Selling Shareholders has agreed to sell in the Offer. The Selling Shareholders agree that they shall

reimburse the Company for any expenses in relation to the Offer paid by the Company on behalf of the Selling Shareholders

The estimated Offer-related expenses are as under:

Expenses	Estimated expenses (₹ in million)	As a % of the total estimated Offer expenses	As a % of the Gross Proceeds
Fixed fees payable to Book Running Lead Manager	[●]	[●]	[●]
Underwriting/ Selling commissions to the BRLM	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank(s) and fees payable to sponsor bank(s) for bids made by RIBs, Bankers to the Offer(s), Brokerage and Syndicate Fees, bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs[(1)(2)(3)(4)(5)]	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others expenses including but not limited to:			
Listing fees, SEBI filing fees, upload fees, BSE and SE processing fees, book building software fees and other regulatory expenses			
Printing and distribution of stationery			
Advertising and marketing expenses			
Fees payable to other advisors to the Offer, including but not limited to Legal Counsel, Statutory Auditors, industry service provider, Independent Chartered Engineer			
Miscellaneous expenses			
Total estimated Offer expenses			

** Offer expenses will be incorporated at the time of filing of the Prospectus with the RoC. Offer expenses are estimates and are subject to change.*

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

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

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*
No processing/uploading charges shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them.

The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

SCSBs will be entitled to a processing fee for processing the ASBA Form procured by the members of the Syndicate (including their sub-Syndicate members), CRTAs or CDPs from Retail Individual Bidders and Non-Institutional Bidders (excluding UPI Bids) and submitted to the SCSBs for blocking as follows:

*Portion for Retail Individual Bidders**	*₹ [●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹ [●] per valid application (plus applicable taxes)*

**Based on valid ASBA Forms.*

The Processing fees payable to the SCSBs for capturing Syndicate Member/Sub-syndicate (Broker)/Sub-broker code on the ASBA Form for Non- Institutional Bidders with bids above ₹500,000 would be ₹[●] plus applicable taxes, per valid application.

(2) Brokerage, selling commission and processing/ uploading charges on the portion for Retail Individual Bidders (using the UPI Mechanism), and Non-Institutional Bidders which are procured by the members of the Syndicate (including their sub-Syndicate members), CRTAs, CDPs or for using 3 in 1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of

Syndicate (including their sub-Syndicate members) would be as follows:

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

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

(3) The selling commission payable to the Syndicate / sub-Syndicate members will be determined:

- *For Retail Individual Bidders and Non-Institutional Bidders (up to ₹ 0.5 million) on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate members. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / sub-Syndicate member*

- *For Non-Institutional Bidders (Bids above ₹ 0.5 million) on the basis of the Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate member, is bid by an SCSB, the selling commission will be payable to the Syndicate / sub-Syndicate members and not the SCSB.*

The payment of selling commission payable to the sub-brokers / agents of sub-syndicate members are to be handled directly by the respective sub-Syndicate member. The selling commission payable to the CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

(4) Uploading charges:

- *Payable to members of the Syndicate (including their sub-Syndicate members), on the applications made using 3 in 1 accounts, would be ₹[●] plus applicable taxes, per valid application bid by the Syndicate member (including their sub-Syndicate members).*

- *Bid uploading charges payable to the SCSBs on the portion of QIB and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/CRTAs/ CDPs and submitted to SCSB for blocking and uploading would be ₹[●] per valid application (plus applicable taxes).*

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE The Bidding/uploading charges payable to the Syndicate/sub-Syndicate members, CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

Selling commission payable to the registered brokers, CRTAs and CDPs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows: Portion for Retail Individual Bidders and Non-Institutional Bidders: ₹ [●] per valid ASBA Form (plus applicable taxes).

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

Members of the Syndicate / RTAs / CDPs (uploading charges)	*₹ [●] per valid application (plus applicable taxes)*
Sponsor Bank (Processing fee) – [●]	*₹ [●] per valid application (plus applicable taxes) The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other applicable laws*
Sponsor Bank (Processing fee) – [●]	*₹ [●] per valid application (plus applicable taxes). [●] will also be entitled to a one time escrow management fee of ₹ [●] (plus applicable taxes) The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other applicable laws*

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and SEBI ICDR Master Circular (to the extent applicable).

Interim use of Net Proceeds

The Net Proceeds shall be retained in the Public Offer Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board or the IPO Committee.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects of the Offer unless our Company is authorised to do so by way of a special resolution of its Shareholders and such variation will be in accordance with the applicable laws including the Companies Act and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "**Notice**") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi also being the regional language of Mumbai, where our Registered Office is located in accordance with the Companies Act and applicable rules. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, in accordance with Section 13(8) and other applicable provisions of the Companies Act, and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 our Articles of Association, and provisions of Schedule XX of the SEBI ICDR Regulations.

Other Confirmations

Except to the extent of the proceeds received by the Promoter Selling Shareholders pursuant to the Offer for Sale, no part of the Net Proceeds will be utilized by our Company as consideration to our Promoters, members of our Promoter Group, our Directors, Group Companies, KMPs or SMPs.

Further, our Company has not entered into or is not planning to enter into any arrangement/ agreements with our Directors, our Promoters, members of our Promoter Group, Group Companies, KMPs, or Senior Management in relation to the utilization of the Net Proceeds.

None of our Promoter, Directors, Group Companies, KMPs, Senior Management, or members of our Promoter Group will receive any portion of the Net Proceeds and except in the ordinary course of business, there are no existing or anticipated transactions in relation to utilisation of the Net Proceeds with our Promoters, Directors, Group Companies, KMPs, Senior Management, or members of our Promoter Group.

The funds raised from this IPO shall not be used for acquisition or investment in Virtual Digital Assets, as defined under Section 2(47A) of the Income-tax Act, 1961.

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BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares of face value ₹10 each offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price. The Cap Price shall be minimum 105% of the Floor Price and shall not exceed 120% of the Floor Price.

Investors should read the following basis with the section titled "Risk Factors", "Summary of Restated Financial Statements", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Our Business" beginning on page 23, 58,,304 and 232 respectively, of this Draft Red Herring Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due tothese risk factors and you may lose all or part of your investments.

Qualitative Factors

Some of the qualitative factors which form the basis for the offer price are:

- We are an integrated end-to-end operations and maintenance provider in the telecom infrastructure sector;
- Strong business foundation anchored by a marquee customer base and diversified business mix, enabling sustained growth;
- Employee Base Supporting Execution Capabilities;
- Diversified service offerings with strong order book;
- Strong financial performance and healthy balance sheet;
- Experienced management team supported by integrated execution capabilities and a skilled workforce; and
- Proven execution track record across business verticals.

For further details regarding some of the qualitative factors, which form the basis for computing the Offer Price, please see, "*Our Business- Our Strengths*" beginning on page 239 of this Draft Red Herring Prospectus

Quantitative Factors

The information presented in this chapter is derived from company's Restated Financial Statements for the financial year ended March 31, 2026, 2025 and 2024 prepared in accordance with Ind AS. For more details on financial information, investors please see, *"Restated Financial Information*" beginning on page 58 of this Draft Red Herring Prospectus.

Investors should evaluate our Company taking into consideration the industry in which company operates and other qualitative factors in addition to the quantitative factors. Some of the quantitative factors which may form the basis for computing the price are as follows:

1. Basic and diluted earnings per share ("EPS") (as adjusted for changes in capital, if any):

Period/Year ended	Basic & Diluted EPS (in ₹)	*Weights*
March 31, 2026	9.11	3
March 31, 2025	5.81	2
March 31, 2023	3.83	1
Weighted Average		**7.13**

Notes:

i) 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

ii) Basic Earnings per Equity Share (₹) = Net profit after tax attributable to owners of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year/period

iii) Diluted Earnings per Equity Share (₹)) = Net Profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year/period

iv) Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.

v) The figures disclosed above are based on the Restated Financial Information of the Company.

vi) The impact of bonus issue of equity shares in the ratio of 5 equity shares for every 1 equity share held, approved by the shareholders in the extra-ordinary general meeting held on September 21, 2026 has been appropriately considered in the above computation.

2. Price Earnings Ratio ("P/E") in relation to the Floor Price [●]/- / Cap Price of [●]/- per share of ₹ 10/- each fully paid-up.

Particulars	P/E at the Floor Price (number of times)	*P/E at the Cap Price (number of times)*
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2025-26	[●]*	*[●]**
P/E ratio based on the Weighted Average Basic & Diluted EPS	*[●]**	*[●]**

**To be computed after finalization of price band*

3. *Industry Peer Group P/E ratio*

Particulars	P/E Ratio	Name of the company	Face value of equity shares (₹)
Highest	11.20	Pace Digitek Limited	2.00
Lowest	7.68	Annu Projects Limited	10.00
Average	9.44		

Notes:

The industry's high and low has been considered from the industry peer companies. The industry composite has been calculated as the arithmetic average P/E of the industry peer companies i.e. Pace Digitek Limited, and Annu Projects Limited. All the financial information for listed industry peers mentioned above is on a consolidated basis unless not available and is sourced from the annual reports, financial statements, financial results of the respective companies for the year ended March 31, 2026.

4. Return on Net worth ("RoNW")

Particulars	RoNW (%)	*Weights*
March 31, 2026	24.24%	*3*
March 31, 2025	26.91%	*2*
March 31, 2024	25.21%	*1*
Weighted Average^		***25.29%***

^ As certified by the Statutory Auditor M/s Dhillon & Associates, pursuant to their certificate dated September 26, 2026

Note:

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

ii. The figures disclosed above are based on the Restated Financial Information of our Company.

iii. Return on Net Worth (%) = Restated Profit after tax attributable to owners of the Company, as restated / Restated net worth at the end of the year/period.

iv. 'Net worth' under Ind-As: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information, but does not include capital reserves, reserves created out of revaluation of assets, write-back of depreciation and amalgamation for the financial years ended March 31, 2024; 2025 and 2026, in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of

India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. Items not to be re-classified into profit & loss account have been excluded from the Net Worth.

v. *The impact of bonus issue of equity shares in the ratio of 5 equity shares for every 1 equity share held, approved by the shareholders in the extra-ordinary general meeting held on September 21, 2026 has been appropriately considered in the above computation.*

5. Net Asset Value ("NAV")

Particulars	***NAV (Amount in ₹)***
As on March 31, 2026	*35.11*
Net Asset Value per Equity Share after the Offer at Offer Price	
Offer Price*	*[●]*
Floor Price^	*[●]*
*Cap Price^*	*[●]*

As certified by the Statutory Auditor M/s Dhillon & Associates, pursuant to their certificate dated September 26, 2026

^ The details shall be provided post the fixing of price band by our Company in consultation with BRLMs at the stage of filing of price band advertisement.

* Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

Notes:

I. The figures disclosed above are based on the Restated Financial Information of the Company.

II. *Net Asset Value per Equity Share = Net worth as per the Restated Financial Information / Number of equity shares outstanding as at the end of year.*

III. *'Net worth' under Ind-As: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information, but does not include capital reserves, reserves created out of revaluation of assets, write-back of depreciation and amalgamation for the financial years ended March 31, 2024; 2025 and 2026, in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. Items not to be re-classified into profit & loss account have been excluded from the Net Worth.*

IV. The impact of bonus issue of equity shares in the ratio of 5 equity shares for every 1 equity share held, approved by the shareholders in the extra-ordinary general meeting held on September 21, 2026 has been appropriately considered in the above computation.

For further details, see "*Other Financial Information*" beginning on page 298.

6. Comparison of Accounting Ratios with Industry Peers

The listed industry peers of the Company have been identified as Pace Digitek Limited, and Annu Projects Limited (the "**Industry Peers**"). Set forth below is a comparison of our accounting ratios with those of the Industry Peers:

Name of Company	**Face Value (₹ Per Share)**	**Closing price on September 23, 2026 (₹)**	**Revenue, for Fiscal 2026 (in ₹ million)**	**PAT**	**EPS (₹)**		**NAV (₹ per share)**	**P/E**	**RONW (%)**
					Basic	**Diluted**			
Issuer Company									
S. G. Encon Limited	10.00	[●]	2,869.68	228.85	9.11	9.11	35.11	[●]	24.24%
Industry Peers									
Pace Digitek Limited	2.00	169.25	26,412.70	3,072.64	15.11	15.11	101.61	11.20	14.01%

Annu Projects Limited	10.00	53.08	2,412.48	330.27	6.91	6.91	32.38	7.68	21.33%

All the financial information for listed industry peers mentioned above is on a consolidated basis unless not available and is sourced from the annual reports and prospectus of the respective companies for the year ended March 31, 2026.

Notes:

1. *P/E Ratio has been computed based on the closing market price of equity shares on the NSE on September 23, 2026 divided by the Diluted EPS of March 31, 2026*
2. *Net Asset Value per equity share represents net worth as at the end of the financial year as divided by the number of Equity Shares outstanding at the end of the year.*
3. *Return on Net Worth (%) = Restated Profit/(loss) attributable to owners of the company/ net worth at the end of the year.*
4. *'Net worth' under Ind-As: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information, but does not include capital reserves, reserves created out of revaluation of assets, write-back of depreciation and amalgamation for the financial years ended March 31, 2024; 2025 and 2026, in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. Items not to be re-classified into profit & loss account have been excluded from the Net Worth.*

7. Key Performance Indicators ("KPIs")

The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been used historically by our Company to understand and analyses the business performance, which in result, help us in analysing the growth of business in comparison to our peers. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 23, 2026 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. The KPI has also been certified by Anuj Ohri, Chief Financial Officer, on behalf of the management of our Company, by way of a certificate dated September 23, 2026. Further, the members of the Audit Committee have confirmed KPIs pertaining to our Company that have been disclosed to earlier investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. The KPI disclosed in this section and have been subject to verification and certification by the Statutory Auditors, pursuant to their certificate dated September 23, 2026 which has been included as part of the "*Material Contracts and Documents for Inspection*" beginning on page 414.

The KPIs of our Company have been disclosed in the chapters titled "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators***"** on pages 232 and 304 of this Draft Red Herring Prospectus, respectively. We have described and defined the KPIs, as applicable, in "*Definitions and Abbreviations*" on page 2 of this Draft Red Herring Prospectus.

Description on the historic use of the Key Performance Indicators by our Company to analyse, track or monitor the operational and/or financial performance of our Company:

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the restated financial information. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management

believes that it provides an additional tool for investors to use in evaluating our operating results and trends and in comparing our financial results with other companies in our industry.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), until the later of (a) for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange; and (b) till the complete utilisation of the proceeds of the Offer as per thedisclosure made in the chapter titled "*Objects of the Offer*" on page 97, or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

The brief description and explanation of the KPIs which the management of our Company considers to analyze, track or monitor the operational and financial performance of our Company are set forth below:

S.no.	KPI	Explanation
Financial KPIs		
1	Total Income	Total Income represents the aggregate income generated by our Company from Revenue from Operations and Other Income. It provides information regarding the overall financial performance of our Company.
2	Revenue from Operations	Revenue from operations represents the scale of the business as well as provides information regarding the overall financial performance
3	Current Ratio	Current Ratio represents the ability of our Company to meet its short-term obligations and is calculated as total current assets divided by total current liabilities. It provides an indication of the short-term liquidity position of our Company.
4	EBIDTA	EBITDA is calculated as Restated profit / loss after tax plus finance costs, depreciation and amortization expense plus tax excluding exceptional items less other income. EBITDA provides information regarding the operational efficiency of the business of our Company and enables comparison of year-on-year performance of our business.
5	EBIDTA Margin (in %)	EBITDA Margin is the percentage of EBITDA divided by revenue from operations and is an indicator of the operational profitability of our business before interest, depreciation, amortisation, and taxes.
6	Net Profit for the Year	Net Profit for the Year represents the profit / loss that our Company makes for the Financial Year or during a given period. It provides information regarding the profitability of the business of our Company.
7	Net Profit Margin (in %)	Net Profit Margin is the ratio of PAT to the revenue from operations. This provides the financial benchmarking against peers as well as to compare against the historical performance of our business
8	Return on Equity (in %)	Return on Equity represents how efficiently we generate profits from our shareholders' funds
9	Return on Capital Employed (in %)	Return on Capital Employed represents how efficiently we generate earnings before interest & tax from the capital employed.
10	Debt-Equity Ratio	Debt-Equity Ratio represents the proportion of debt used to finance our Company's assets relative to shareholders' equity. It is calculated as total debt divided by total equity and provides an indication of the financial leverage of our Company.
Operational KPIs		

S.no.	KPI	Explanation
1	Order Book	Order Book is the estimated aggregated contract value of the unexecuted portion of our existing assigned construction project receipts and is an indicator of visibility of future revenue for our Company.
2	Book-to-Bill Ratio	Book-to-Bill Ratio is calculated as the Order Book at a particular period divided by the Revenue from operations for that period.
3	Bids Awarded	Bids Awarded represents the aggregate contract value of the projects awarded to the Company during the respective period and indicates the value of new projects secured by the Company during the period.

Details of KPIs as at/ for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024

(₹ in million except percentage and ratios)

Particulars	Unit	For the Financial Year ended March, 2026	For the Financial Year ended March, 2025	For the Financial Year ended March, 2024
Total Income[(a)]	₹	2,876.40	2,764.21	2,371.66
Revenue from Operations[(b)]	₹	2,869.68	2,760.82	2,338.87
EBIDTA[(c)]	₹	308.98	208.40	120.93
EBIDTA Margin [(d)]	%	10.77%	7.55%	5.17%
Net Profit for the Year[(e)]	₹	228.85	139.37	91.83
Net Profit Margin [(f)]	%	7.97%	5.05%	3.93%
Return on Equity [(g)]	%	24.03%	26.67%	24.26%
Return on Capital Employed [(h)]	%	29.49%	30.98%	22.45%
Current Ratio[(i)]	Times	3.26	1.95	1.94
Debt-Equity Ratio[(j)]	Times	0.09	0.27	0.37
Operational KPIs				
Order Book	₹	2,789.27	2,613.36	2,646.09
Book-to-Bill Ratio*	Times	0.97	0.95	1.13
Bids awarded *(₹ in million)*^	₹	3,261.98	2,602.18	2,698.85

**Book-to-Bill ratio is calculated as the Order Book at a particular period divided by the revenue from operations for that period.*
^Bids Awarded represents the aggregate contract value of projects awarded to the Company during the respective period, exclusive of GST and other applicable taxes.

Notes:

a. *Total Income includes Revenue from Operations and Other Income.*
b. *Revenue from Operations represents the income from the projects executed by the Company as recognized in the financial information.*
c. *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax and adding back finance costs, depreciation, and amortization expense less other income.*
d. *EBITDA margin is calculated as EBITDA as a percentage of Revenue from Operations.*
e. *Net Profit for the year represents profit after tax.*
f. *Net Profit margin is calculated as profit & loss after tax as a percentage of Revenue from Operations.*
g. *Return on equity (%) = Net profit for the period/year attributable to Equity Shareholders of the Company / Total equity as at the end of the period/year.*
h. *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the total current assets by total current liabilities.*
i. *ROCE (return on Capital Employed) is calculated as earnings before interest and tax divided by capital employed. Earnings before interest and tax is calculated as aggregate of restated profit before tax, finance costs, less other income for the relevant year. Capital employed is calculated as tangible net worth plus total debt plus deferred tax liability (if any).*

b. *Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings including lease liabilities. Total equity is the sum of equity share capital and other equity*
c. *Net Debt to EBITDA ratio is calculated as Net Debt divided by EBITDA.*
d. *Fixed Asset Turnover is calculated as Revenue from Operations divided by the Net Block of Property, Plant & Equipment*
e. *Net Working capital (Days) is calculated as Net Working Capital divided by Revenue from operations multiply by 365 (net working capital which is difference of Current assets excluding cash and cash equivalent and Current Liabilities excluding short term borrowings)*
f. *Order Book represents the estimated contract value of the unexecuted portion of existing assigned EPC contracts and is an indicator of visibility of future revenue for our Company*
g. *Book-to-Bill Ratio is calculated as the Order Book at a particular period divided by the Revenue from operations for that period*

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 232 and 304 respectively.

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8. *Comparison of our KPI with Listed Industry Peers*

Particulars	Pace Digitek Limited			Annu Projects Limited			S. G. Encon Limited		
	As at end for Fiscal			As at end for Fiscal			As at end for Fiscal		
	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total Income(a)	26,873.78	24,622.02	24,602.66	2,445.87	1,823.54	1,554.17	2,876.40	2,764.21	2,371.66
Revenue from Operations(b)	26,412.70	24,387.80	24,344.89	2,412.48	1,800.66	1,539.82	2,869.68	2,760.82	2,338.87
Current Ratio(c)	1.69	1.47	1.25	1.71	1.83	1.40	3.26	1.95	1.94
EBIDTA(d)	4,552.48	4,817.06	3,979.68	501.94	321.92	285.05	308.98	208.40	120.93
EBIDTA Margin (in %)(e)	17.24%	19.75%	16.35%	20.81%	17.88%	18.51%	10.77%	7.55%	5.17%
Net Profit for the Year(f)	3,072.64	2,791.02	2,298.71	330.27	211.04	173.87	228.85	139.37	91.83
Net Profit Margin (in %)(g)	11.63%	11.44%	9.44%	13.69%	11.72%	11.29%	7.97%	5.05%	3.93%
Return on Equity (in %)(h)	13.64%	23.09%	40.53%	21.27%	17.29%	25.23%	24.03%	26.67%	24.26%
Return on Capital Employed (in %)(i)	14.08%	36.12%	38.33%	22.78%	21.10%	30.40%	29.49%	30.98%	22.45%
Debt-Equity Ratio(j)	0.44	0.13	0.87	0.34	0.20	0.29	0.09	0.27	0.37

**Financial information for S.G Encon Limited is obtained from the restated financial information and the peer company is obtained from the annual reports published on exchange, financial statements available on the website of the company.*

$All the financial information for listed industry peers mentioned above is on consolidated basis sourced from the Annual Reports, published results of the relevant companies for the relevant fiscal years.

Notes:

- *Total Income includes Revenue from Operations and Other Income.*
- *Revenue from Operations represents the income from the projects executed by the Company as recognized in the financial information.*
- *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the total current assets by total current liabilities.*
- *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax and adding back finance costs, depreciation, and amortization expense less other income.*
- *EBITDA margin is calculated as EBITDA as a percentage of Revenue from Operations.*
- *Net Profit for the year represents profit after tax.*
- *Net Profit margin is calculated as profit & loss after tax as a percentage of Revenue from Operations.*

- *Return on equity (%) = Net profit for the period/year attributable to Equity Shareholders of the Company / Total equity as at the end of the period/year.*
- *ROCE (return on Capital Employed) is calculated as earnings before interest and tax divided by capital employed. Earnings before interest and tax is calculated as aggregate of restated profit before tax, finance costs, less other income for the relevant year. Capital employed is calculated as tangible net worth plus total debt plus deferred tax liability (if any).*
- *Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings including lease liabilities. Total equity is the sum of equity share capital and other equity.*

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Comparison of KPIs based on additions or dispositions to our business

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

9. Weighted average cost of acquisition ("WACA"), floor price and cap price

a. Price per share of our Company based on primary/ new Offer of Equity Shares or convertible securities (excluding Equity Shares issued under employee stock option plans and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transactions and excluding employee stock options granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")

Except as stated below, there have been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of this Draft Red Herring Prospectus, excluding the shares issued under the ESOP Schemes and issuance of bonus shares, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days:

Date of Allotment	No. of Equity shares allotted	Face Value (Rs.)	Offer Price (Including Premium if Applicable (Rs.)	Nature of Consideration	Nature of Allotment	Amount of consideration (₹ in million)
September 03, 2025	37,500	10.00	400.00	Cash	Rights Issue	15.00
September 19, 2025	87,500	10.00	400.00	Cash	Private Placement	35.00
November 19, 2025	2,81,250	10.00	400.00	Cash	Private Placement	112.50
November 20, 2025	6,250	10.00	400.00	Cash	Private Placement	2.50
January 16, 2026	68,750	10.00	400.00	Cash	Private Placement	27.50
Weighted Average Cost of Acquisition						**400**

b. The price per share of our Company based on the secondary sale / acquisition of shares (equity shares) or acquisition of equity shares or convertible securities (excluding gifts) involving any of the members of the Promoter Group or other Shareholders with rights to nominate directors 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 (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group, selling shareholders or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue share capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

10. *The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the Equity Shares were issued by our Company, or acquired or sold by any other shareholders with rights to nominate directors are disclosed below*

Based on the disclosures in *(a)* above, the weighted average cost of acquisition of Equity Shares as compared with the Offer Price is set forth below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (₹ [●]/-) Times of the Weighted average cost of acquisition*	Cap Price (₹ [●]) Times of the Weighted average cost of acquisition*
Weighted average cost of acquisition of primary issuances as per paragraph 9 (a) above	400.00	**[●]**	**[●]**
Weighted average cost of acquisition for secondary transactions as per paragraph 9 (b) above	NA^^	**[●]**	**[●]**

^^There were no secondary sales / acquisition of shares (equity/ convertible securities) transactions in last 18 months from the date of this Draft Red Herring Prospectus, the detail as required under paragraph (b) above is thus applicable.
**To be included on finalisation of Price Band and updated in the Prospectus.*
#As certified by the Independent Chartered Accountants, Maheshwari & Co, pursuant to their certificate dated [●]

11. *Justification for Basis of Offer price*

a. Explanation for Offer Price / Cap Price being [●] times of weighted average cost of acquisition of secondary issuance price of Equity Shares (as disclosed above) along with our Company's key performance indicators and financial ratios and in view of external factors for the financial year ended March 31, 2026, March 31, 2025 and March 31, 2024.

[●]*

**To be included on finalisation of Price Band and updated in the Prospectus.*

b. Explanation for Offer Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (as disclosed above) in view of the external factors which may have influenced the pricing of the Offer.

[●]*

**To be included on finalisation of Price Band and updated in the Prospectus.*

c. The Offer Price is [●] times of the face value of the equity shares

The Price Band, Floor Price, Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLM, on the basis of market demand from Bidders for Equity Shares of face value ₹ 10 each, as determined through the Book Building Process.

Investors should read the above-mentioned information along with "*Risk Factors", "Our Business"* and "*Restated Financial Information*" on pages 23, 232 and 58, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "*Risk Factors*" on page 23.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

Statement of Special Tax Benefits Available to S. G. Encon Limited ("The Company") And It's Shareholders Under the Direct and Indirect Tax Laws in India

Dated: September 23, 2026

To,

The Board of Directors
S.G. Encon Limited
Cabin no. 1, Sco 93, Second Floor, Swastik Vihar,
Sector-5, Mansa Devi Complex, Panchkula,
Haryana, India, 134109
(the "Company")

and

Marwadi Chandarana Intermediaries Brokers Private Limited
X-Change Plaza, Office No. 1201 to 1205,
12th Floor, Building No. 53E, Zone-5, Road 5E,
GIFT CITY, Gandhinagar, Gujarat, India, 382050

(Marwadi Chandarana Intermediaries Brokers Private Limited is referred to as the "Book Running Lead Manager" or the "BRLM")

Dear Sir/Madam,

Re.: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of S.G. Encon Limited ("the Company") through a fresh issue of Equity Shares and Offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer")

Sub.: Statement of possible Special Tax Benefits available to the Company, its material subsidiaries 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 shared of face value of ₹ 10 each of the Company.

At the request of the Company, we, "Dhillon & Associates", Chartered Accountants, FRN: 002783N, are the statutory auditors of the Company, appointed in accordance with section 139 of the Companies Act, 2013, as amended. We refer to the proposed initial public offering of the equity shares (the "Issue") of the Company. We enclose herewith the statement (the "Statement") showing the current position of special tax benefits available to the Company and its shareholders, as per the provisions of the Indian direct and indirect tax laws, including the Income-tax Act, 2025 ("2025 Act"), and Income-tax Rules, 2026 ("2026 Rules") (read with applicable circulars and notifications), as amended by the Finance Act 2026, The Central Goods and Services Tax Act, 2017, The Integrated Goods and Services Tax Act, 2017, The Union Territory Goods and Services Act, 2017, The State Goods and Services Tax Act as passed by respective State Governments, Customs Act, 1962 and Customs Tariff Act, 1975 and Foreign Trade Policy 2023, including the rules, regulations, circulars and notifications issued in connection with such tax laws (collectively the "Tax Laws"), for inclusion in the Draft Red Herring Prospectus ("DRHP") and/or in any other material used in connection for the proposed Issue by the Company, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"). The Statement has been prepared by the Company and initialed by us for identification purpose only.

Several of these benefits are dependent on the Company or its shareholders or its material subsidiaries fulfilling the conditions prescribed under the relevant provisions of the direct and indirect taxation laws including the Income-tax Act 1961. Hence, the ability of the Company or its shareholders or its material subsidiaries to derive these direct and indirect tax benefits is dependent upon their fulfilling such conditions.

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. Any benefits under the taxation laws other than those specified in 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 the Annexure have not been examined and covered by this statement.

The benefits discussed in the enclosed Annexure are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultants, with respect to the specific tax implications arising out of their participation in the Offer particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. We are neither suggesting nor are we advising the investors to invest or not to invest money based on this statement.

The contents of the enclosed Annexure are based on the representations obtained from the Company and its material subsidiaries and on the basis of our understanding of the business activities and operations of the Company and its material subsidiaries. Our views expressed herein are based on the facts and assumptions indicated to us. 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 the Taxation Laws and their interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

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

- The Company or its Shareholders or its material subsidiaries will continue to obtain special tax benefits in future;
- The conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

This statement is provided solely for the purpose of assisting the Company in discharging its responsibilities under the SEBI ICDR Regulations.

We hereby give our consent to include this report and the enclosed Annexure regarding the tax benefits available to the Company, its Shareholders, and its material subsidiaries in the DRHP for the proposed initial public offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India and the National Stock Exchange of India Limited and BSE Limited (the "Stock Exchanges").

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "Guidance Note") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Charted Accountants of India.

This certificate may be relied upon by the Company, the Book Running Lead Manager, and the legal counsel appointed in relation to the Offer. We hereby consent to extracts of, or reference to, this certificate being used in the draft red herring prospectus, red herring prospectus and prospectus or any other documents in connection with the Offer (collectively, the "Offer Documents"). We also consent to the submission of this certificate as may be necessary to any regulatory or statutory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Offer and in accordance with applicable law. This certificate may be disclosed by the Book Running Lead Manager, if required, (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

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

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. We hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to the submission of this certificate as may be necessary, to any regulatory/ statutory authority, the 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.

We also consent to the references to us as "Experts" as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, the Preliminary International Wrap/Offering Memorandum, the Abridged Prospectus and any other addendum thereto of the Company to be submitted/filed with the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies Haryana at Chandigarh ("ROC") and the stock exchanges, or any other material (including in any corporate or investor presentation made by or on behalf of the Company) to be issued in relation to the Offer or in any other documents in connection with the Offer.

All capitalized terms not defined hereinabove shall have the same meaning as defined in the Offer Documents.

LIMITATIONS

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed Issue relying on the statement. This statement has been prepared solely in connection with the proposed Issue under the ICDR Regulations.

For and on behalf of
Dhillon & Associates
Chartered Accountants
ICAI Firm Registration Number: 002783N

Rajesh Malhotra
(Partner)
Membership No.: 090661
Place: Chandigarh
Date: September 23, 2026
UDIN: 2609066IMGIWIG6215

CC:

Legal Counsel to the Offer

Legacy Law Offices LLP
Legacy House, D-18, Kalkaji,
New Delhi- 110019, India.

Statement of Special Tax Benefits available to S.G. Encon Limited ("The Company") and its Shareholders

Outlined below are the special tax benefits available to the Company and its shareholders under the current Tax Laws. These special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

A. Special tax benefits available to the Company under Income-tax Act, 2025 ('2025 Act') and Income-tax Rules, 2026, as amended by the Finance Act 2026, each as amended and read with respective circulars and notifications made thereunder (together referred to as, "Direct Tax Laws")

– As applicable for Tax Year 2026-27.

i. Lower corporate tax rate under section 200 of the 2025 Act (corresponding to section 115BAA of the Income-tax Act, 1961)

The Income-tax Act, 2025 continues the optional concessional tax regime for domestic companies through Section 200 of the 2025 Act, which corresponds to erstwhile section 115BAA of the Income-tax Act, 1961("1961 Act"). Section 200 of the 2025 Act provides an option to domestic companies to be taxed at a concessional rate of 22% (plus applicable surcharge and health and education cess), subject to fulfilment of prescribed conditions.

The option was originally introduced by the Taxation Laws (Amendment) Act, 2019 that introduced section 115BAA to the 1961 Act, wherein domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess) on fulfillment of certain conditions. The option to apply this tax rate was available from Financial Year ('FY') 2019-20 relevant to Assessment Year ('AY') 2020 21 and the option once exercised shall apply to subsequent AYs. The concessional rate is subject to certain conditions while computing the total income. The total income should be computed without availing any of the following prescribed deductions under the provisions of the 2025 Act:

• Section 33(8): Additional Depreciation;
• Section 45(2) or 45(3)(a) or (b) or (c): Expenditure on Scientific research;
• Section 46: Deduction for capital expenditure incurred on specified businesses;
• Section 47(1)(a): Expenditure on agricultural development projects;
• Section 47(1)(b): Expenditure on Skill development projects;
• Section 48: Tea coffee rubber development expenses;
• Section 49: Site restoration expenses;
• Section 144: Tax holiday available to units in a Special Economic Zone;
• Chapter VIII other than provisions of section 146 and section 148;

The total income of a company availing the concessional rate of 25.168% (i.e., 22% along with surcharge @10% and health and education cess @4%) is required to be computed without set-off of any carried forward loss or depreciation from any earlier tax year, if such loss or depreciation is attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the concessional tax rate in its return of income filed under section 263 of the 2025 Act. Further, provisions of Minimum Alternate Tax ('MAT') under section 206 of the 2025 Act shall not be applicable to companies availing this reduced tax rate, thus, any carried forward MAT credit also cannot be claimed.

The provisions do not specify any limitation/condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax.

The Company has opted to apply the above concessional tax regime.

ii. Deduction in respect of employment of new employees – Section 146 of the 2025 Act (corresponding to section 80JJAA of the 1961 Act)

Subject to fulfilment of prescribed conditions specified in subsection (3) of Section 146 of the 2025 Act, the Company is entitled to claim deduction, under the provisions of Section 146 of the 2025 Act, of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

The Company has opted to apply the above concessional tax regime.

iii. Deduction in respect of inter-corporate dividends – Section 148 of the 2025 Act (corresponding to section 80M of the 1961 Act)

Up to 31st March, 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax ("DDT"), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished and dividend received by a shareholder on or after 1st April, 2020 is liable to tax in the hands of the shareholder. The Company is required to deduct Tax Deducted at Source ("TDS") at applicable rate specified under the 2025 Act read with applicable Double Taxation Avoidance Agreement (if any).

With respect to a resident corporate shareholder, a section 80M was inserted in the 1961 Act (i.e. Sec 148 of the 2025 Act) to remove the cascading effect of taxes on inter-corporate dividends. The section inter-alia provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub section (1) of section 263 of the 2025 Act.

The 2025 Act retains the mechanism to avoid cascading taxation on inter-corporate dividends through Section 148 of the 2025 Act.

However, the Company has not availed any benefit under the above section.

B. Special tax benefits available to Shareholders under Direct Tax Laws:

i. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 148 of the 2025 Act would be available on fulfilling the conditions (as discussed above). Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, surcharge would be restricted to 15%, irrespective of the amount of dividend. The shareholders would be eligible to claim the credit of taxes withheld on such income at the applicable rates, in their return of income.

ii. As per Section 198 of the 2025 Act, long-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 12.50% (without indexation) of such capital gains (plus applicable surcharge and health and education cess) subject to fulfilment of prescribed conditions under the 2025 Act as well as per Notification No. 60/2018/F. No.370142/9/2017-TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied only where such capital gains exceed INR 1,25,000.

iii. As per Section 196 of the 2025 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 20% (plus applicable surcharge and health and education cess) subject to fulfilment of prescribed conditions under the 2025 Act.

iv. In respect of non-resident shareholders, the tax rates and the consequent taxation shall be subject to any benefits available under the 2025 Act, read with the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile and subject to entitlement to such treaty benefit. Further, the non-resident shareholders may be eligible to claim the foreign tax credit, based on the provisions of the tax laws of the country of which the shareholder is the resident.

v. Where the gains arising on transfer of shares of the Company are included in the business income of a shareholder and assessable under the head "Profits and Gains from Business or Profession" and such transfer is subjected to STT, then such STT shall be a deductible expense from the business income as per the provisions of section 32(k) of the 2025 Act.

vi. As regards the shareholders that are Mutual Funds, as per S No. 20 and 21 of Schedule VII of the 2025 Act, any income earned by a Mutual Fund registered under the Securities and Exchange Board of India Act, 1992, or a Mutual Fund set up by a public sector bank or a public financial institution, or a Mutual Fund authorised

by the Reserve Bank of India would be exempt from income-tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

vii. Resident as well as non-resident buyers should independently evaluate their obligations to withhold tax on transaction involving sale of shares by the shareholders of the Company in light of the provisions of S No. 8(ii) of table to section 393(1) / section 393(2) and other provisions of the 2025 Act.

C. Special tax benefits available to the Company under Indirect Tax Laws

The Statement of tax benefits enumerated below is per the Central Goods and Services Tax Act, 2017 ('CGST Act'), the Integrated Goods and Services Tax Act, 2017 ('IGST Act'), the Union Territory Goods and Services Tax Act, 2017 ('UTGST Act'), respective State Goods and Services Tax Act, 2017 ('SGST Act') (all these legislations collectively referred to as 'GST Legislation'), the Customs Act, 1962, the Customs Tariff Act, 1975 and Foreign Trade Policy 2023 (collectively referred to as "Indirect Tax") as amended from time to time.

There are no tax benefits available to the Company under GST legislation.

D. Special tax benefits available to Shareholders under Indirect Tax Laws

There are no special indirect tax benefits available to shareholders of the Company by virtue of their investment in the Company.

NOTES:

1. The above Statement is as per the current Tax Laws prevalent as on date.

2. The above Statement sets out the provisions of Tax Laws in a 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.

3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding income tax consequences that apply to them under the laws of such jurisdiction.

Statement of Special Tax Benefits available to S.G. Encon Limited ("The Company") and its Shareholders

Outlined below are the special tax benefits available to the Company and its shareholders under the current Tax Laws. These special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

A. Special tax benefits available to the Company under Income-tax Act, 2025 ('2025 Act') and Income-tax Rules, 2026, as amended by the Finance Act 2026, each as amended and read with respective circulars and notifications made thereunder (together referred to as, "Direct Tax Laws")

– As applicable for Tax Year 2026-27.

i. **Lower corporate tax rate under section 200 of the 2025 Act** (corresponding to section 115BAA of the Income-tax Act, 1961)

The Income-tax Act, 2025 continues the optional concessional tax regime for domestic companies through Section 200 of the 2025 Act, which corresponds to erstwhile section 115BAA of the Income-tax Act, 1961("1961 Act"). Section 200 of the 2025 Act provides an option to domestic companies to be taxed at a concessional rate of 22% (plus applicable surcharge and health and education cess), subject to fulfilment of prescribed conditions.

The option was originally introduced by the Taxation Laws (Amendment) Act, 2019 that introduced section 115BAA to the 1961 Act, wherein domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess) on fulfillment of certain conditions. The option to apply this tax rate was available from Financial Year ('FY') 2019-20 relevant to Assessment Year ('AY') 2020 21 and the option once exercised shall apply to subsequent AYs. The concessional rate is subject to certain conditions while computing the total income. The total income should be computed without availing any of the following prescribed deductions under the provisions of the 2025 Act:

• Section 33(8): Additional Depreciation;
• Section 45(2) or 45(3)(a) or (b) or (c): Expenditure on Scientific research;
• Section 46: Deduction for capital expenditure incurred on specified businesses;
• Section 47(1)(a): Expenditure on agricultural development projects;
• Section 47(1)(b): Expenditure on Skill development projects;
• Section 48: Tea coffee rubber development expenses;
• Section 49: Site restoration expenses;
• Section 144: Tax holiday available to units in a Special Economic Zone;
• Chapter VIII other than provisions of section 146 and section 148;

The total income of a company availing the concessional rate of 25.168% (i.e., 22% along with surcharge @10% and health and education cess @4%) is required to be computed without set-off of any carried forward loss or depreciation from any earlier tax year, if such loss or depreciation is attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the concessional tax rate in its return of income filed under section 263 of the 2025 Act. Further, provisions of Minimum Alternate Tax ('MAT') under section 206 of the 2025 Act shall not be applicable to companies availing this reduced tax rate, thus, any carried forward MAT credit also cannot be claimed.

The provisions do not specify any limitation/condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax.

The Company has opted to apply the above concessional tax regime.

ii. **Deduction in respect of employment of new employees – Section 146 of the 2025 Act** (corresponding to section 80JJAA of the 1961 Act)

Subject to fulfilment of prescribed conditions specified in subsection (3) of Section 146 of the 2025 Act, the Company is entitled to claim deduction, under the provisions of Section 146 of the 2025 Act, of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in

the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

The Company has opted to apply the above concessional tax regime.

iii. **Deduction in respect of inter-corporate dividends – Section 148 of the 2025 Act** (corresponding to section 80M of the 1961 Act)

Up to 31st March, 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax ("DDT"), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished and dividend received by a shareholder on or after 1st April, 2020 is liable to tax in the hands of the shareholder. The Company is required to deduct Tax Deducted at Source ("TDS") at applicable rate specified under the 2025 Act read with applicable Double Taxation Avoidance Agreement (if any).

With respect to a resident corporate shareholder, a section 80M was inserted in the 1961 Act (i.e. Sec 148 of the 2025 Act) to remove the cascading effect of taxes on inter-corporate dividends. The section inter-alia provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub section (1) of section 263 of the 2025 Act.

The 2025 Act retains the mechanism to avoid cascading taxation on inter-corporate dividends through Section 148 of the 2025 Act.

However, the Company has not availed any benefit under the above section.

B. Special tax benefits available to Shareholders under Direct Tax Laws:

i. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 148 of the 2025 Act would be available on fulfilling the conditions (as discussed above). Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, surcharge would be restricted to 15%, irrespective of the amount of dividend. The shareholders would be eligible to claim the credit of taxes withheld on such income at the applicable rates, in their return of income.

ii. As per Section 198 of the 2025 Act, long-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 12.50% (without indexation) of such capital gains (plus applicable surcharge and health and education cess) subject to fulfilment of prescribed conditions under the 2025 Act as well as per Notification No. 60/2018/F. No.370142/9/2017-TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied only where such capital gains exceed INR 1,25,000.

iii. As per Section 196 of the 2025 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 20% (plus applicable surcharge and health and education cess) subject to fulfilment of prescribed conditions under the 2025 Act.

iv. In respect of non-resident shareholders, the tax rates and the consequent taxation shall be subject to any benefits available under the 2025 Act, read with the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile and subject to entitlement to such treaty benefit. Further, the non-resident shareholders may be eligible to claim the foreign tax credit, based on the provisions of the tax laws of the country of which the shareholder is the resident.

v. Where the gains arising on transfer of shares of the Company are included in the business income of a shareholder and assessable under the head "Profits and Gains from Business or Profession" and such transfer

is subjected to STT, then such STT shall be a deductible expense from the business income as per the provisions of section 32(k) of the 2025 Act.

vi. As regards the shareholders that are Mutual Funds, as per S No. 20 and 21 of Schedule VII of the 2025 Act, any income earned by a Mutual Fund registered under the Securities and Exchange Board of India Act, 1992, or a Mutual Fund set up by a public sector bank or a public financial institution, or a Mutual Fund authorised by the Reserve Bank of India would be exempt from income-tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

vii. Resident as well as non-resident buyers should independently evaluate their obligations to withhold tax on transaction involving sale of shares by the shareholders of the Company in light of the provisions of S No. 8(ii) of table to section 393(1) / section 393(2) and other provisions of the 2025 Act.

E. Special tax benefits available to the Company under Indirect Tax Laws

The Statement of tax benefits enumerated below is per the Central Goods and Services Tax Act, 2017 ('CGST Act'), the Integrated Goods and Services Tax Act, 2017 ('IGST Act'), the Union Territory Goods and Services Tax Act, 2017 ('UTGST Act'), respective State Goods and Services Tax Act, 2017 ('SGST Act') (all these legislations collectively referred to as 'GST Legislation'), the Customs Act, 1962, the Customs Tariff Act, 1975 and Foreign Trade Policy 2023 (collectively referred to as "Indirect Tax") as amended from time to time.

There are no tax benefits available to the Company under GST legislation.

F. Special tax benefits available to Shareholders under Indirect Tax Laws

There are no special indirect tax benefits available to shareholders of the Company by virtue of their investment in the Company.

NOTES:

1. The above Statement is as per the current Tax Laws prevalent as on date.

2. The above Statement sets out the provisions of Tax Laws in a 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.

3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding income tax consequences that apply to them under the laws of such jurisdiction.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information contained in this section is derived from a report titled "Industry Report on Assessment of O&M in Telecom Towers in India and India's Construction Industry with Focus on Horizontal Directional Drilling Segment" dated September, 2026 ("CRISIL Report") prepared by CRISIL ("CRISIL"), and exclusively commissioned and paid by our Company only for the purposes of the Issue and is available at www.sgencon.com. Our Company, Directors, Promoters are not in any way related to CRISIL. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based on such information. Forecasts, estimates, predictions, and other forward-looking statements contained in the CRISIL Report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. See "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation" beginning on page 19.

1. Global and Indian macroeconomic overview

Global scenario	Global economy	Key economies	Insulation from dumping

Global macroeconomic overview

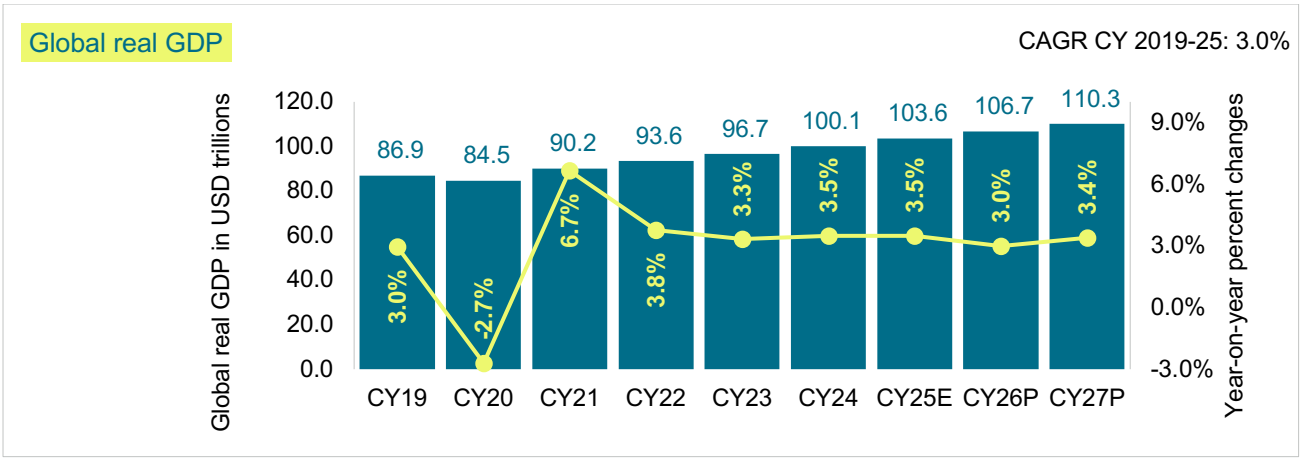
Global GDP to grow by 3.0% in CY2026 and 3.4% in CY2027

According to the *World Economic Outlook: July 2026 Update* published by the International Monetary Fund (IMF), the global economic environment is currently being influenced by two contrasting developments with varying implications across countries. On one hand, the ongoing conflict in the Middle East has created a negative supply-side shock, affecting commodity markets and trade flows. On the other hand, rapid advancements in artificial intelligence (AI) and its increasing adoption across industries have strengthened the global technology cycle, providing a positive impetus to economic activity. While the magnitude of these effects differs across economies, the IMF projects global GDP growth at 3.0% in CY2026, rising to 3.4% in CY2027. The improvement reflects the expected support from technology-driven investment and demand, which is anticipated to partly offset the adverse economic consequences of the Middle East conflict. Global headline inflation is forecast to rise to 4.7% in CY2026, before moderating to 3.9% in CY2027.

The IMF's projections are based on four key assumptions: (i) maritime trade through the Strait of Hormuz gradually resumes from mid-July, with conditions normalising and returning broadly to pre-conflict levels by March 2027; (ii) existing trade policy measures, including those initially introduced as temporary arrangements, remain in place throughout the forecast period; (iii) geopolitical tensions and policy-related uncertainty remain elevated through CY2027; and (iv) the momentum of the AI-led technology cycle moderates over time, with no additional exogenous boost to productivity growth.

Risks to the global outlook remains skewed to the downside. Potential upside factors include a faster-than-anticipated stabilisation of energy markets, stronger investment in technology and innovation, renewed international cooperation leading to lower trade barriers, and the implementation of structural reforms that enhance long-term growth prospects. Conversely, downside risks arise from the possibility of a resurgence or escalation of the Middle East conflict, which could prolong commodity price volatility, disrupt global supply chains, tighten financial conditions, intensify trade fragmentation, and place further pressure on inflation while dampening economic growth. In addition, a correction in the expectations surrounding technology-led growth could weaken investment sentiment and adversely affect economic activity.

Global real GDP trend (CY 2019-25) and outlook (CY2026-27)



Note: E: Estimated, P: Projection

Source: IMF, World Economic Outlook – July 2026 Update; Crisil Intelligence

India is the fastest growing among the world's 10 largest economies

The IMF classifies 197 economies across the world into two broad categories: Advanced Economies and Emerging Market and Developing Economies. Notably, based on nominal GDP for CY2025, six of the world's ten largest economies belong to the former group, while four belong to the latter.

Key economic groups

	Advanced Economies
1	The United States
2	Japan
3	The United Kingdom
4	Canada
5	Euro area (21)
6	Other Advanced Economies (18)

	Emerging Market and Developing Economies
1	Emerging and Developing Asia
	China
	India
	Twenty-eight other economies
2	Emerging and Developing Europe (14)
3	Latin America and the Caribbean (33)
4	Middle East and Central Asia (32)
5	Sub-Saharan Africa (45)

	Ten largest economies by nominal GDP (2025)
1	The US
2	China
3	Germany
4	Japan
5	The UK
6	**India**
7	France
8	Italy
9	Russia
10	Brazil

Note: The numbers in bracket denote the number of economies included in the corresponding group.

Source: IMF's World Economic Outlook – July 2026 Update, Crisil Intelligence

Advanced Economies comprise 43 countries, including the US, Japan, the UK, Canada, and 21-euro area members. Growth for the group is projected at 1.7% in CY2026 and 1.8% in CY2027, although performance is expected to vary across economies. US GDP growth is projected at 2.3% in 2026 and 2.2% in CY2027, supported by fiscal stimulus, accommodative financial conditions, sustained technology-related investment, and productivity growth. As a net energy exporter, the US is expected to face only limited direct impacts from the war. On the other hand, growth in the euro area is expected to reach 0.9% in CY2026 and 1.2% in CY2027, reflecting a negative first-quarter carryover effect, persistent pressure from higher energy prices, and subdued consumer confidence, partly mitigated by fiscal support measures.

Emerging Market and Developing Economies, which account for 154 of the world's 197 economies, are projected to grow by 3.8% in CY2026 before rebounding to 4.5% in CY2027. Growth outcomes are expected to differ across countries, driven by variations in commodity exposure, geographic factors, remittance and tourism revenues, financial conditions, and participation in global technology value chains. Within this group, Emerging and Developing Asia is projected to expand by 5.0% in CY2026 and 4.8% in CY2027. China's growth is expected to slow to 4.6% in CY2026 due to higher oil prices, persistent uncertainty, and structural economic challenges. Meanwhile, India is projected to grow by 6.4%, supported by resilient private consumption and strong services-sector performance.

Year-on-year real GDP growth, CY2019-27P

Economies	Year-on-year real GDP growth							IMF projections	
	CY2019	CY2020	CY2021	CY2022	CY2023	CY2024	CY2025	CY2026	CY2027
World	3.0%	-2.7%	6.7%	3.8%	3.3%	3.5%	3.5%	3.0%	3.4%
Advanced Economies	1.9%	-3.9%	6.1%	3.1%	1.7%	1.9%	1.9%	1.7%	1.8%
Emerging Market & Developing Economies	3.8%	-1.8%	7.0%	4.3%	4.4%	4.5%	4.5%	3.8%	4.5%
Emerging & Developing Asia	5.4%	-0.5%	7.8%	4.7%	5.6%	5.5%	5.6%	5.0%	4.8%
Emerging & Developing Europe	2.6%	-1.7%	7.2%	0.5%	3.6%	3.8%	2.0%	1.9%	2.1%
Latin America & the Caribbean	0.2%	-6.9%	7.5%	4.3%	2.3%	2.4%	2.4%	2.4%	2.7%
Middle East & Africa	2.1%	-2.2%	4.7%	6.4%	2.6%	3.1%	3.7%	0.7%	6.5%
Sub-Saharan Africa	3.0%	-3.1%	3.9%	4.4%	3.8%	4.2%	4.5%	4.3%	4.5%
US	2.6%	-2.1%	6.2%	2.5%	2.9%	2.8%	2.1%	2.3%	2.2%
China	6.1%	2.3%	8.6%	3.1%	5.4%	5.0%	5.0%	4.6%	4.1%
Germany	1.0%	-4.1%	3.9%	1.8%	-0.9%	-0.5%	0.2%	0.7%	1.0%
Japan	-0.3%	-4.3%	3.6%	1.3%	0.7%	-0.2%	1.1%	0.6%	0.7%
UK	1.3%	-10.0%	8.5%	5.1%	0.3%	1.0%	1.4%	1.0%	1.3%
India	3.9%	-5.8%	9.7%	7.6%	7.2%	7.1%	7.7%	6.4%	6.7%
France	2.1%	-7.6%	6.8%	2.8%	1.6%	1.4%	0.9%	0.6%	0.9%

Economies			Year-on-year real GDP growth							IMF projections	
			CY2019	CY2020	CY2021	CY2022	CY2023	CY2024	CY2025	CY2026	CY2027
	Italy		0.4%	-8.9%	8.9%	4.8%	0.9%	0.8%	0.5%	0.5%	0.5%
	Russia		2.2%	-2.7%	5.9%	-1.4%	4.1%	4.9%	1.0%	1.1%	1.1%
	Brazil		1.2%	-3.3%	4.8%	3.0%	3.2%	3.4%	2.3%	2.4%	2.2%

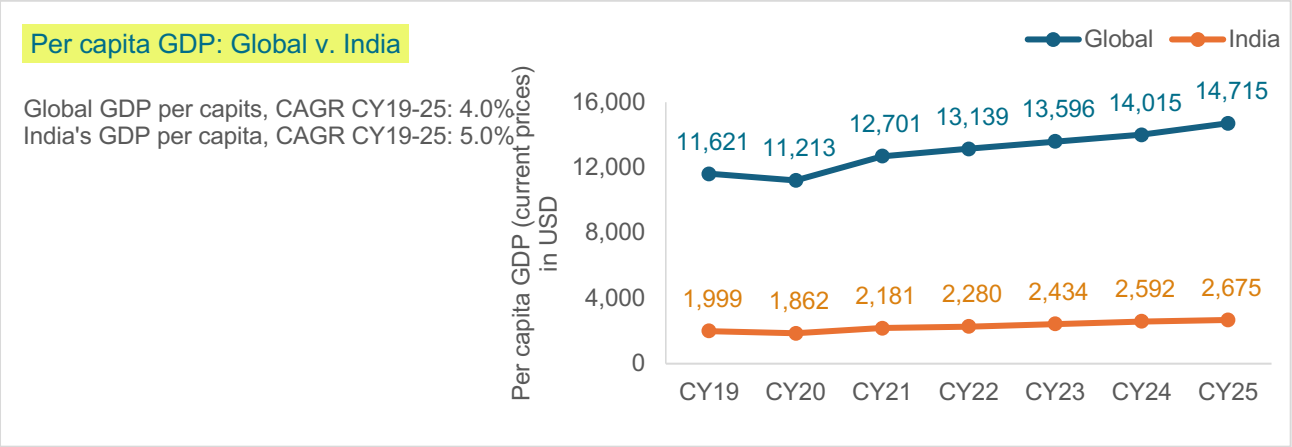
Note: For India, data and projections are presented on a fiscal year basis, with FY 2024-25 (starting in April 2024) shown in the 2024 column

Source: IMF's World Economic Outlook – July 2026 Update, Crisil Intelligence

Per capita GDP growth of India outpaces that of the world

Based on nominal GDP in 2025, the world's ten largest economies are the United States, China, Germany, Japan, the United Kingdom, India, France, Russia, Brazil, and Italy. Among these economies, India has been the fastest-growing major economy since 2021. Between CY2019 and CY2025, India's per capita GDP at current prices increased at a CAGR of 5.0%, outpacing the global per capita GDP CAGR of 4.0% over the same period. However, India's per capita GDP at current prices was USD 2,675 in CY2025, compared with the global average of USD 14,715, highlighting the gap between aggregate economic size and individual income levels, thereby suggesting growth for further improvement.

Per capita GDP at current prices: India v. Global, CY 2019-25



Source: IMF; Crisil Intelligence

Anti-dumping and trade protection measures in key markets

Dumping is the practice of exporting goods to another country at prices lower than their normal value, which can unfairly harm domestic producers. Normal value generally refers to the price at which the goods are sold in the exporting country's domestic market. Countries often implement measures to counter dumping. However, in some cases, countries may adopt policies to protect domestic industries from imported goods or to level the playing field between domestic and foreign producers.

Measures adopted by key markets to prevent dumping and/or protect their domestic industries

Measures		
	Anti-dumping duty or tariffs	• An import duty imposed on imported goods to prevent dumping in the domestic market. • In India, before an anti-dumping duty is imposed, the Directorate General of Trade Remedies (DGTR) under the Ministry of Commerce and Industry investigates to determine whether dumping has occurred and caused material injury to domestic producers. • **Example:** Following an investigation by DGTR, in April 2014, India imposed an anti-dumping duty of 57.39% on imports of cold rolled flat products of stainless steel from China. • **Key markets** that impose anti-dumping duty or tariffs include the US, the EU, Japan, South Korea, and India.
	Countervailing duty (CVD)	• An import duty imposed on imported goods when the manufacturers or exporters of those goods receive subsidies from their government. • Countervailing duties are intended to offset the benefit of such subsidies and protect domestic industries from unfair foreign competition. • **Example:** In September 2017, India imposed a CVD of 18.95% on imports of stainless-steel flat products from China for the next five years on account of the subsidies given by the government of China to its domestic steel manufacturers. • **Key markets** that impose CVD include the US, the EU, and India

Measures		
	Safeguard duty	• A temporary import duty imposed when the volume of imports increases to a level that causes or threatens to cause material injury to domestic producers. • Safeguard duties are intended to provide domestic industries with time to adjust to increased import competition. • **Example**, In April 2025, India imposed a 12.0% safeguard duty on the import of certain non-alloy and alloy steel flat products to protect domestic steel manufacturers from the adverse impact of surges in imports of those products. • **Key markets** that impose safeguard duty include the US, South Korea, and India.
	Import quota	• A quantitative restriction that limits the volume of specific goods that may be imported into a country. • Import quotas may be imposed to protect domestic producers from injury caused by increased imports. • **Example**: In August 2017, India imposed import quotas for pulses (0.2 million MT for tur, ~0.2 million MT for each urad and moong) aimed at stabilising their prices in the domestic market to protect domestic farmers. • **Key markets** that impose import quotas include the US, the EU, China, India, and Japan.
	Product standards	• Safety, quality, or technical requirements imposed on imported goods to prevent substandard products from entering the domestic market. • **Example:** In India, the Directorate of Revenue Intelligence (DRI) and Customs field formations maintain constant vigilance to prevent the import of substandard goods into the country. In FY25 (up to February 2025), they booked 206 cases involving the import of substandard goods in violation of Intellectual Property Rights (IPR), Bureau of Indian Standards (BIS), and Food Safety and Standards Authority of India (FSSAI) norms. • **Key markets** that impose product standards include the US, the EU, India, and Japan.
	Import licensing	• A requirement under which importers must obtain authorization or a license from the government before importing certain goods into the country. • **Example:** In India, import license is required for importing several categories of drugs. • **Key markets** that implement import licensing include the US, the EU, China, and India.
	Industry support	• Since cheaper imports can discourage domestic manufacturing, governments may implement policies to support domestic industries in competing with imports. • **Example:** In India, the government launched schemes like Semicon India Programme and Production Linked Incentive (PLI) Scheme to boost domestic industries. Semicon India Programme was launched to develop a domestic semiconductor manufacturing ecosystem aiming to reduce the country's reliance on imported semiconductors, whereas PLI was launched to support domestic manufacturing through targeted, performance-based incentives across strategic sectors. • **Key markets** that support their domestic industries in competing against imports include China, India, and South Korea.

Source: Crisil Intelligence

India macroeconomic overview

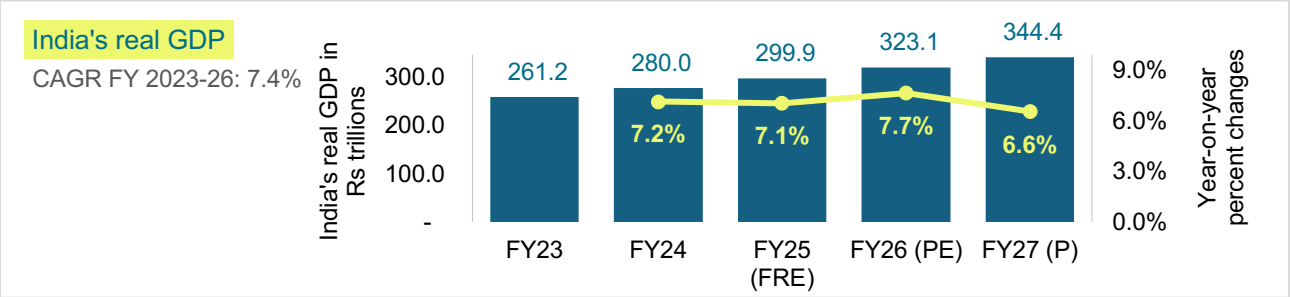
Crisil: India's GDP to grow by 6.6% in FY27

In February 2026, the Ministry of Statistics and Programme Implementation (MoSPI) released a new series of national accounts estimates with FY23 as the base year, as it represents a recent normal year following the COVID-19 pandemic. This revision was undertaken to capture the structural changes that have occurred in India's economy and to leverage the availability of comprehensive data across various sectors. Consequently, the new series not only improves estimation methodologies but also incorporates the latest data sources, thereby enhancing both the coverage and accuracy of the

national accounts.

Under the new 2022–23 series, India's real GDP increased from Rs 261.2 trillion in FY23 to Rs 323.1 trillion in FY26, recording a CAGR of 7.4% during FY23–FY26. Furthermore, according to the Provisional Estimates (PE) released by the National Statistics Office (NSO), India's real GDP grew by 7.7% in FY26. The primary drivers of this growth were the secondary and tertiary sectors, which expanded by 8.8% and 9.3%, respectively. The Manufacturing; Trade, Repair, Hotels, Transport, Communication & Services Related to Broadcasting and Storage; and Financial, Real Estate & Professional Services sectors recorded double-digit growth at both constant and current prices in FY26.

India's real GDP (2022-23 series) trend and outlook, FY23-27P



Note: FRE: First Revised Estimates, PE: Provisional Estimates, P: Projection (based on Crisil's forecast)

Source: Ministry of Statistics & Programme Implementation (MoSPI), Crisil Intelligence

Crisil's initial forecast for FY27 considered three scenarios, under which the base-case scenario projected India's GDP growth at 7.1% in FY27. However, as the conflict in West Asia has persisted for more than two months, the downside risks to India's economy have begun to materialize. Accordingly, Crisil has outlined the following macroeconomic outlook for FY27.

Crisil's projection for India for FY27

Macroeconomic variables	Forecast for FY27
Real GDP growth	6.6%
CPI inflation	5.1%
10-year government security (G-sec) yield (March average)	7.0%
Current account balance (% of GDP)	-2.2%
Source: Crisil Intelligence	

Geopolitical and macroeconomic headwinds remain key monitorables for India's growth trajectory

India' growth trajectory is subject to several domestic and global risks that could moderate economic activity and delay infrastructure investments including geopolitical tensions, volatility in energy prices, dependence on key imported goods, etc. For example, India's economy has deep linkages with West Asia through trade, investment, and remittances. Approximately 45–50% of India's crude oil imports and 65% of its LNG imports originate from the region. For India, West Asia is a crucial supplier of petroleum products, fertilizers, and industrial raw materials. Conversely, India exports engineering goods, gems and jewellery, food products, chemicals, and construction materials to the region, which collectively account for around 13% of India's total merchandise exports. In addition, West Asia accounts for approximately 8% of India's total FDI inflows. The Gulf Cooperation Council (GCC) region also employs more than 9.3 million Indians, who together contribute nearly 38% of the total remittances received by India.

In addition to the direct impact of the ongoing conflict in West Asia, India is also being affected by global supply chain disruptions, rising freight and insurance costs, weakening global demand for exports, subnormal monsoon conditions driven by El Niño, and the manufacturing sector's high dependence on imported inputs.

Risks to India's economic growth and infrastructure investments

Risks	
Geopolitical tensions	India's economy, although primarily driven by domestic consumption, is closely integrated with global trade. Geopolitical conflicts and protectionist policies disrupt global supply chains and lead to economic uncertainty. These often lead investors to

Risks	
	prioritise investments with faster commercial returns while postponing discretionary capital expenditure.
Volatility in energy prices	India remains one of the world's largest importers of crude oil. Consequently, fluctuations in international energy prices have significant implications for inflation, transportation costs, manufacturing expenses, and fiscal balances. Prolonged periods of elevated energy prices can reduce operating margins and delay capital expenditure programmes.
Climate change and extreme weather events	Floods, cyclones, heatwaves, droughts, and other extreme weather events can disrupt industrial production, transportation networks, power supply, and construction activities. As climate-related risks intensify, infrastructure developers will increasingly need to invest in resilient and climate-adaptive designs.
High dependence on imports for critical industrial inputs	India continues to depend on imports for several high-value technology components, including semiconductors, electronic components, and capital goods. Supply chain disruptions stemming from geopolitical tensions can increase procurement costs and affect infrastructure projects. Although government initiatives promoting domestic manufacturing are gradually reducing import dependence, supply chain resilience remains an important policy objective.

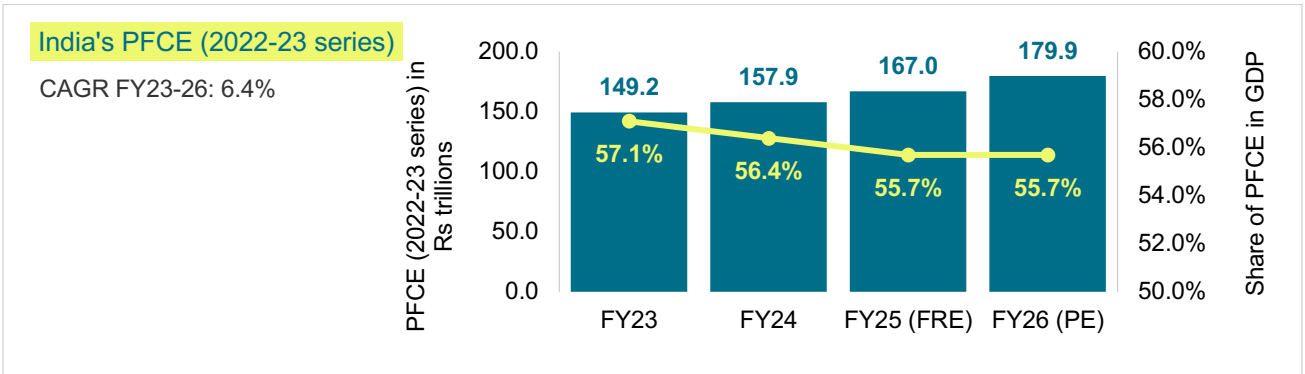
Source: Crisil Intelligence

Despite these challenges, India's economic outlook remains favourable supported by favourable demographics, rising disposable incomes, growing urbanisation, and rapid digitalisation across sectors.

Private consumption continues to anchor India's economic growth

India's Private Final Consumption Expenditure (PFCE) recorded a CAGR of 6.4% during FY23–FY26, with growth accelerating to 7.7% in FY26. Consumption growth was underpinned by the positive impact of GST rate rationalisation, stable employment conditions, improving real purchasing power, sustained rural demand supported by robust agricultural performance, and a gradual strengthening of urban consumption driven by the rationalisation of direct and indirect taxes.

India's PFCE at constant prices (2022-23 series), FY23-26



Note: FRE: First Revised Estimates, PE: Provisional Estimates

Source: MoSPI, Crisil Intelligence

Inflation is expected to firm up in FY27 but stay within RBI's upper tolerance limit

In January 2026, the MoSPI rebased the CPI series to 2024, updating basket weights using the latest Household Consumption Expenditure Survey and increasing the relative share of non-food items. In the revised CPI series, food and fuel together account for approximately 52.7% of the CPI basket, making the index particularly sensitive to monsoon outcomes and global energy prices.

In the coming fiscal year, the pace of consumption growth will be shaped by the evolving inflation trajectory. Crisil estimates CPI inflation to firm up and average 5.1% in FY27, compared with 2.0% in FY26, although it is expected to remain within the Reserve Bank of India's upper tolerance limit of 6%. This upward trend is driven primarily by elevated crude oil prices, which, despite easing from their recent peak, remain high on a year-on-year basis and continue to keep

retail petrol and diesel prices elevated throughout the year. The situation is further compounded by producers gradually passing on higher energy, input, and transportation costs to consumers, eroding real purchasing power and pushing core inflation higher. Adding to these pressures, the disinflationary support from GST rationalisation measures is expected to diminish in the near term, while the depreciation of the rupee continues to increase the imported component of inflation. Nonetheless, with inflation projected to remain within the RBI's tolerance band, the broader consumption trend is expected to remain resilient.

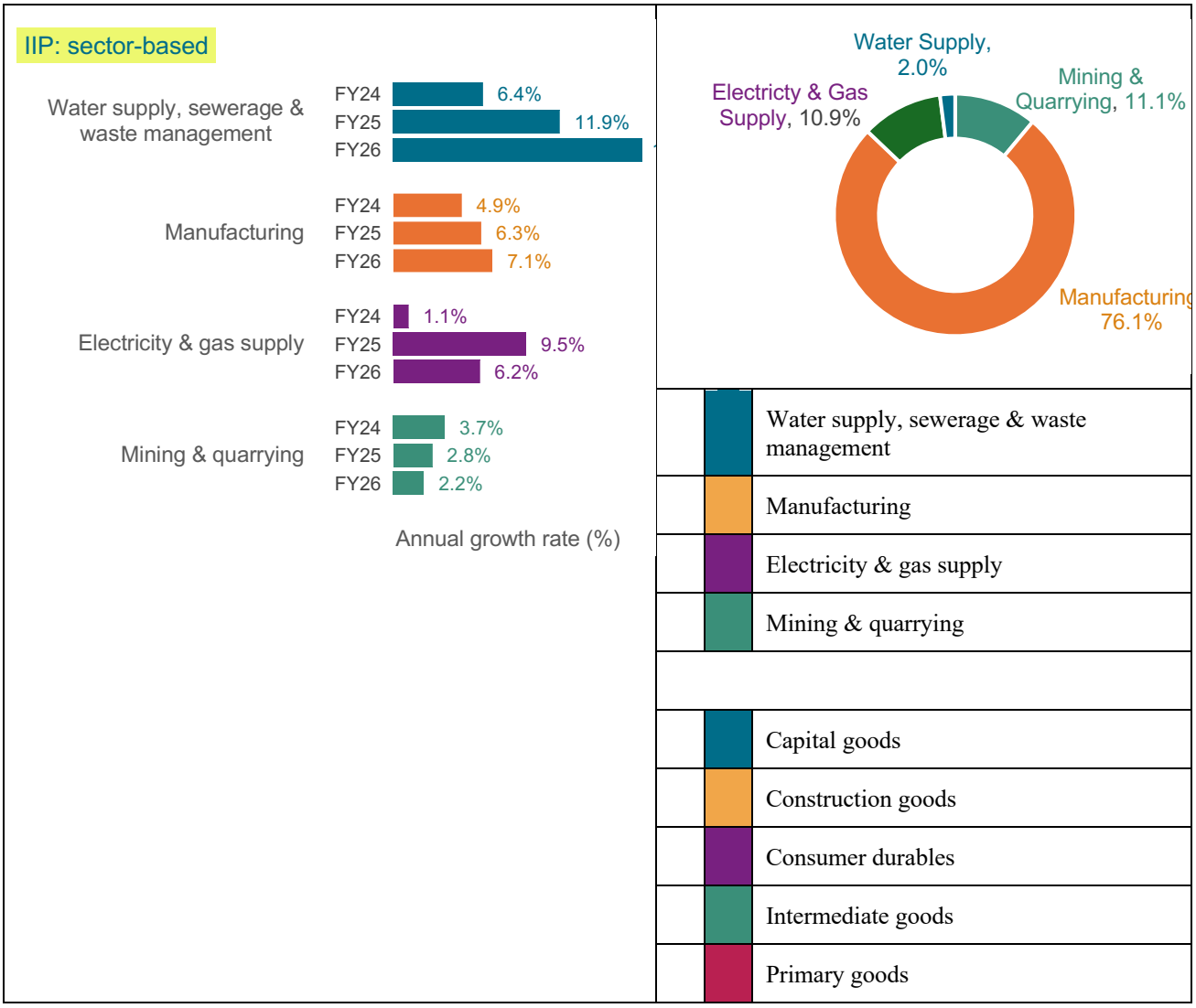
Manufacturing and capital goods drive growth of IIP

The Index of Industrial Production (IIP) is one of India's most closely monitored high-frequency economic indicators. In June 2026, MoSPI revised the base year of the IIP from 2011-12 to 2022-23 to make the index more representative of the current structure and dynamics of the industrial sector. The new series, with its expanded sectoral coverage, revamped item basket, enhanced granularity, and updated weights, provides a more representative, reliable, and methodologically robust measure of industrial growth that is aligned with evolving economic structures and international best practices.

The revised IIP series (base year: 2022-23) also underscores the significance of the manufacturing sector, which accounts for 76.1% of the overall index, followed by mining and quarrying (11.1%), electricity and gas supply (10.9%), and water supply, sewerage, and waste management (2.0%). The high weight assigned to manufacturing in the IIP highlights its critical role in driving industrial output. At the same time, the gradual increase in the manufacturing index (increasing from 107.1 in FY24 to 119.4 in FY26) reflects sustained activity supported by policy initiatives, capacity expansion, and continued investments across key industries.

Among the use-based sectors covered in the revised IIP series, capital goods recorded the fastest growth during FY24-FY26, signalling strengthening industrial activity and continued capacity creation in the economy.

Annual growth rates of Index of Industrial Production (base year: 2022-23)



		Consumer non-durables

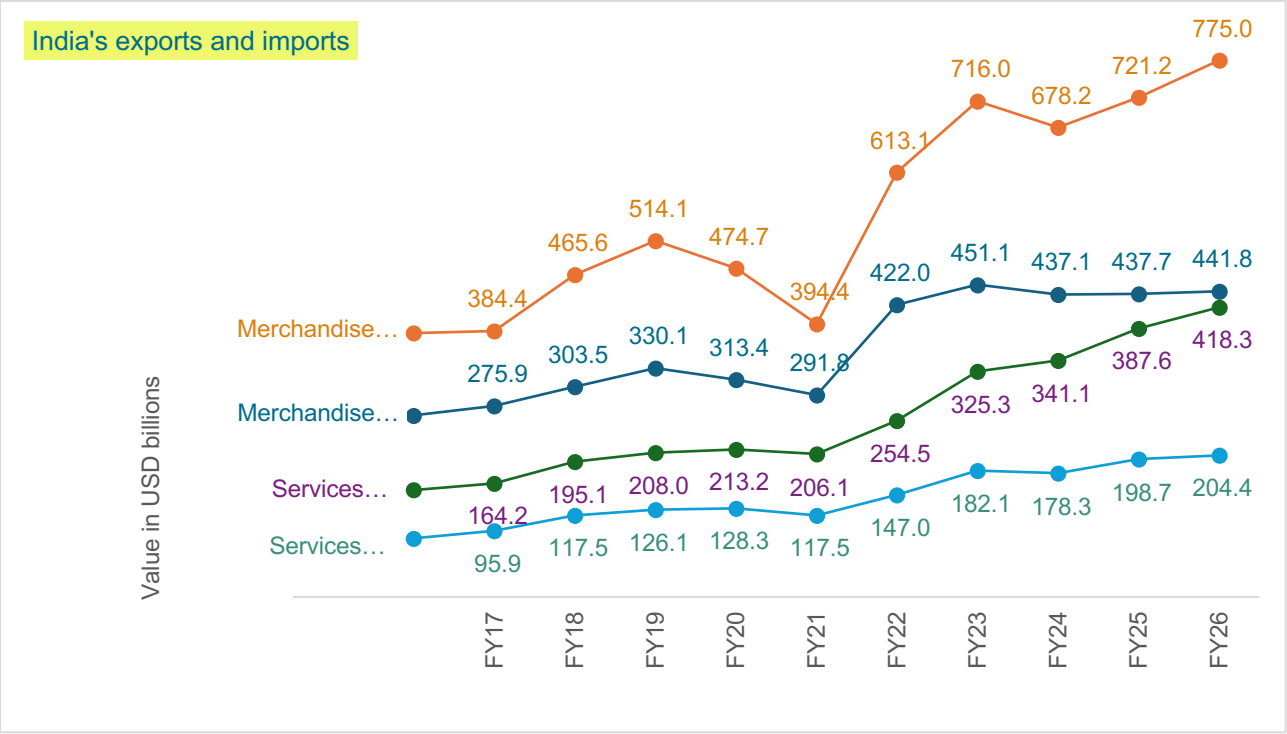
Source: : Ministry of Statistics and Programme Implementation, Crisil Intelligence

Overall exports from India further improved in FY26

India's external trade has expanded steadily, supported by strong domestic economic growth, the expansion of manufacturing under industrial policies, and the continued strength of services exports. Merchandise exports continue to be driven by engineering goods, petroleum products, electronics, pharmaceuticals, gems and jewellery, textiles, and agricultural products. On the other hand, imports are dominated by crude oil, gold, electronic components, machinery, and capital goods, reflecting India's growing industrial base and dependence on imported energy and technology inputs.

While merchandise imports continue to exceed merchandise exports, resulting in a structural trade deficit, the country's globally competitive services sector, particularly IT/ITeS and digital services, has helped strengthen the overall external sector. Services exports, which include IT/ITeS, digital services, consulting, financial services, engineering services, and business process management, reached an all-time high of USD 418.3 billion in FY26. Rising global demand for software development, cloud services, cybersecurity, engineering services, artificial intelligence (AI), and digital transformation has supported robust growth in services exports.

India's exports and imports, 2017-26



Source: Directorate General of Commercial Intelligence and Statistics (DGCI&S), Crisil Intelligence

Despite strong long-term growth prospects, India's trade performance remains vulnerable to key structural risks. Dependence on imported crude oil and semiconductors heightens exposure to price volatility and supply chain disruptions, while geopolitical tensions and shipping disruptions can raise logistics costs. However, a diversified export basket, growing services sector, and manufacturing initiatives offer resilience against these headwinds.

Trade expansion to indirectly support telecom infrastructure demand

Expanding trade volumes are expected to increase demand for telecom infrastructure, including fibre networks, towers, data centres, and international connectivity. Modern trade increasingly depends on reliable broadband connectivity, cloud platforms, IoT-enabled logistics, and real-time data exchange. Additionally, services exports, a key strength of the Indian economy, require reliable domestic fibre networks, international submarine cable connectivity, hyperscale data centres, and low-latency broadband infrastructure, creating sustained demand for telecom investments.

Furthermore, India continues to import several high-value telecom components, including semiconductor chips, radio equipment, optical networking hardware, advanced electronic components, and specialised communication equipment.

These imports support ongoing investments in 4G expansion, nationwide 5G rollout, fibre network deployment, and future technology upgrades.

Key growth drivers of India's economy

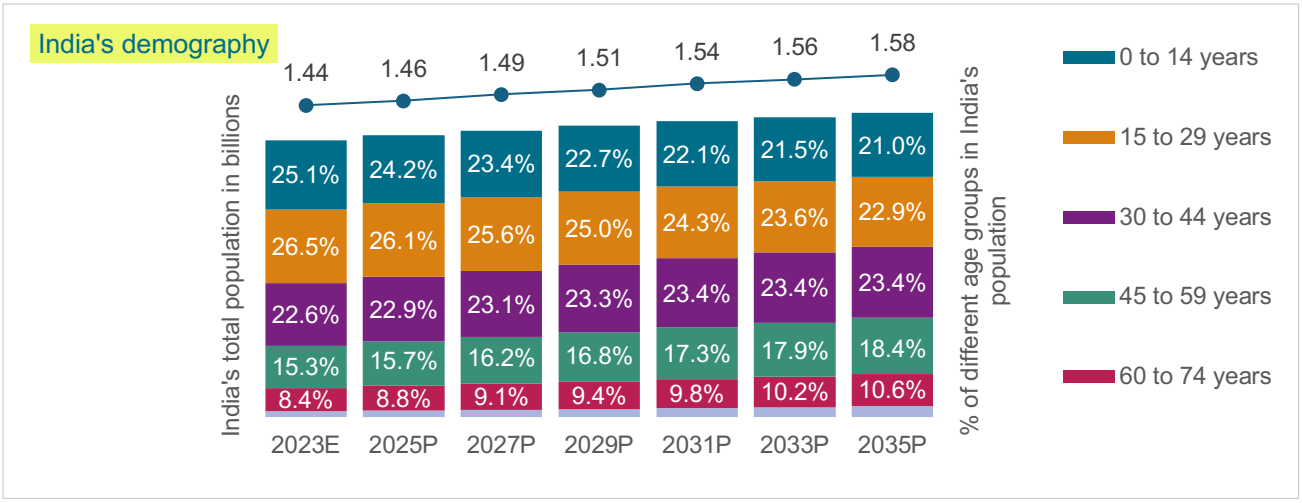
India's working age population is projected to peak in 2034

According to the *World Population Prospects 2024* (WPP 2024), published by the United Nations in July 2024, India's population increased from 1.1 billion in 2001 to approximately 1.4 billion in 2023, registering a compound annual growth rate (CAGR) of around 1.4% during this period. Going forward, India's population is projected to grow at a CAGR of 0.8% between 2025 and 2030 and is expected to remain the world's most populous country throughout the century.

Furthermore, WPP 2024 highlights that approximately 100 countries and territories are expected to experience growth in their working-age populations (defined as individuals aged 20-64 years) through 2054. These countries and territories will have the opportunity to leverage their expanding working-age populations to accelerate economic growth and potentially reap demographic dividends. Notably, India is among them.

In 2023, India's working-age population stood at 849.9 million, accounting for 59.1% of the total population. This population is projected to peak at 967.7 million in 2034, when its share of the total population is expected to reach approximately 69.2%. This suggests that India has a multi-decade window of opportunity to accelerate economic growth by effectively harnessing the benefits of its favourable demographic profile.

India's population split by age groups, 2023-35P



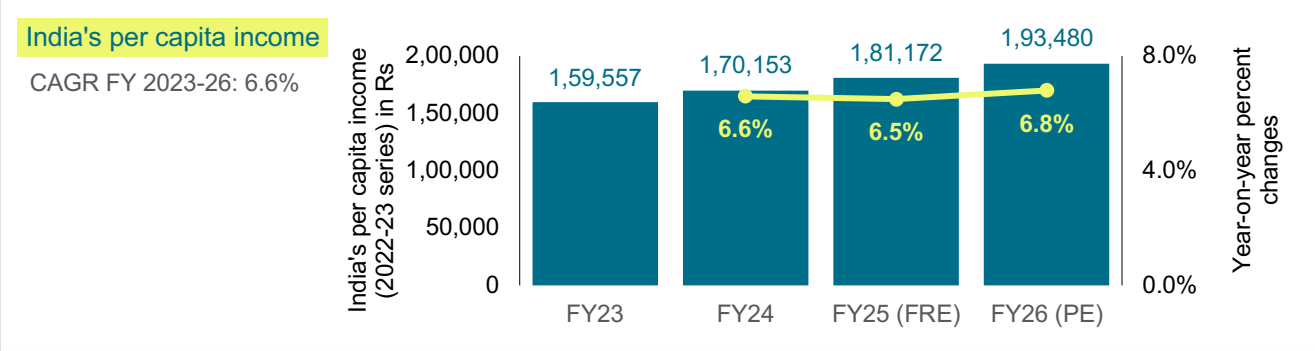
Note: E: Estimates, P: Projection

Source: United Nations, Department of Economic and Social Affairs, Population Division. World Population Prospects 2024

India experienced robust growth in per capita income in FY23-26

India's per capita income, a broad indicator of living standards, grew at a CAGR of 6.6% between FY23 and FY26, from Rs 159,557 in FY23 to Rs 193,480 in FY26. Growth was led by better job opportunities, propped up by overall GDP growth.

India's per capita income at constant prices (2022-23 series), FY23-26

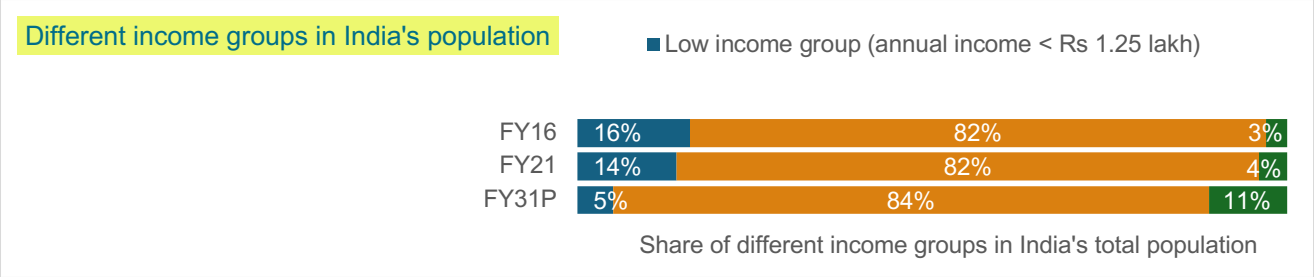


Note: FRE: Final Revised Estimates, PE: Provisional Estimates

Source: Ministry of Statistics & Programme Implementation

Furthermore, the proportion of poor in India declined from ~16% in fiscal 2016 to ~14% in fiscal 2021. Conversely, the proportion of those in the middle- and high-income groups increased from ~85% to ~86%. By fiscal 2031, this share is expected to reach ~95%, supported by growth in per capita income.

India's population split by annual household income at 2020-21 prices



1. The income split of the Notes:

population is based on annual household incomes at 2020-2021 prices.

2. P – projection

3. Percentage values are rounded off.

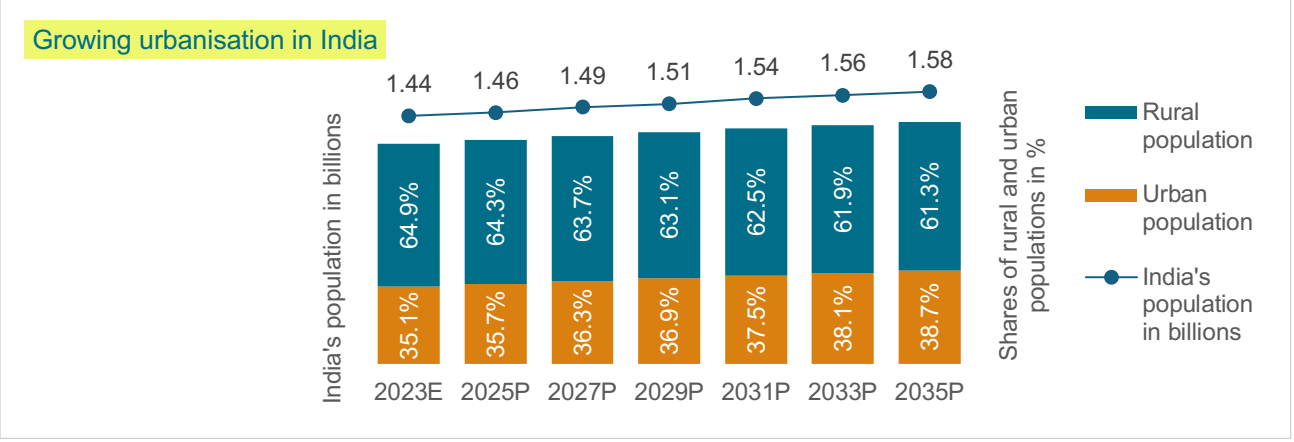
Source: People Research on India's Consumer Economy (ICE) 360° survey, Crisil Intelligence

India's population is turning increasingly urban

India's urban population has been consistently increasing, and the trend is expected to continue as India's economy grows. People from rural areas move to cities for better education, job opportunities, and quality of life. This internal migration may involve the relocation of an entire family or the relocation of a family's earning members or students.

In 2023, India's urban population made up 35.1% of its total population at an estimated 504.3 million. According to World Urbanization Prospects 2025, published by the United Nations in November 2025, India's urban population is likely to grow to 567.7 million by 2030, making up 37.2% of India's total population. This trend highlights the need to expand infrastructure and provision of basic services in urban areas to accommodate its growing population.

India population split by region, 2023-35P



Note: E: Estimates, P: Projection

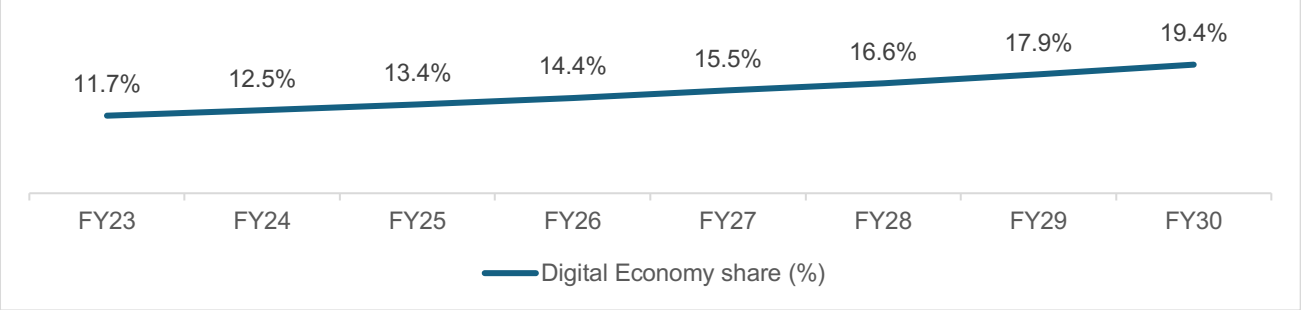
Source: United Nations, Department of Economic and Social Affairs, Population Division. World Urbanisation Prospects 2025, Crisil Intelligence

Digital Economy

India has established itself as the world's third-largest digital economy

India is the fastest growing among the world's 10 largest economies, a trajectory increasingly supported by the accelerating pace of digital transformation. Within this broader growth narrative, India's digital economy is expected to strengthen its role as a key contributor to economic expansion, with its share in total Gross Value Added (GVA) projected to rise from 11.7% in FY23 to 19.4% in FY30. This represents more than a threefold increase over the seven-year period, outpacing overall economic growth and underscoring the digital sector's growing prominence as a driver of India's economic momentum. The sharp rise in contribution, coupled with the increasing share in GVA, suggests that digital-led sectors will account for an increasingly larger proportion of India's economic activity in the coming years, reinforcing the country's position as a leading global growth engine.

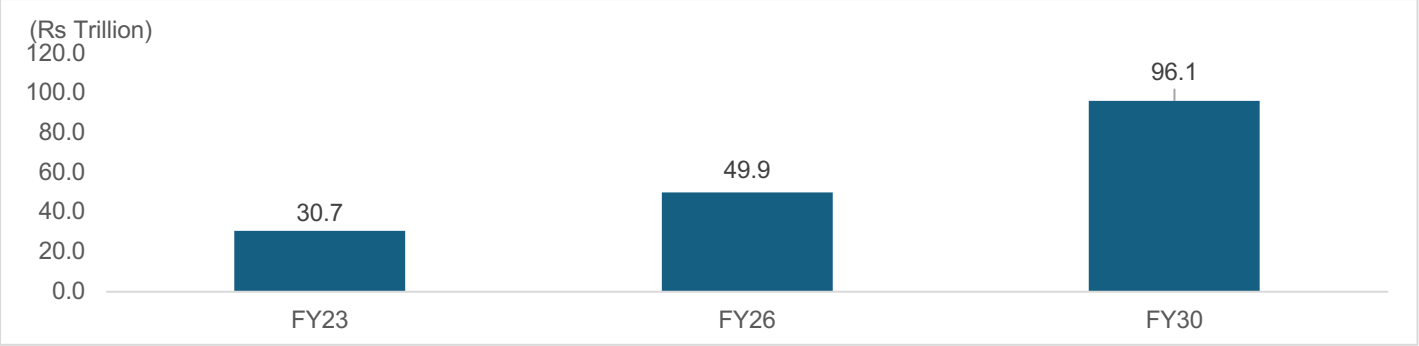
Projections of the Share of India's Digital Economy in Total GVA



Source: Meity report "Estimation and Measurement of India's Digital Economy", Crisil Intelligence

This structural shift is also reflected in the digital economy's contribution to GDP, which is projected to expand from Rs 30.7 trillion in FY23 to Rs 96.1 trillion by FY30. The growth trajectory suggests that the digital economy is expected to grow at a faster pace than the broader economy, reinforcing its position as a major engine of value creation and an increasingly important component of India's economic output over the medium term.

Digital economy contribution in GDP (Rs Trillions)



Notes: GDP at current prices for FY23 and FY26P has been considered as the base, while IMF growth projections through CY29 have been applied to estimate GDP for FY30 based on FY26 provisional figures

Source: Meity report "Estimation and Measurement of India's Digital Economy", Crisil Intelligence

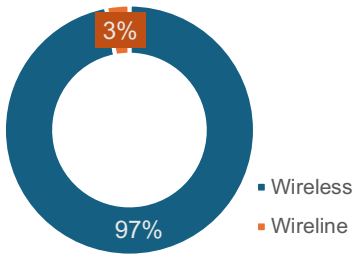
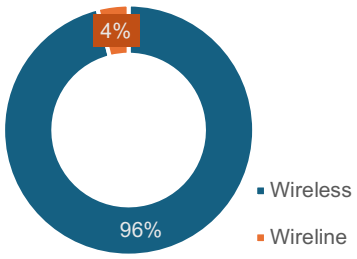
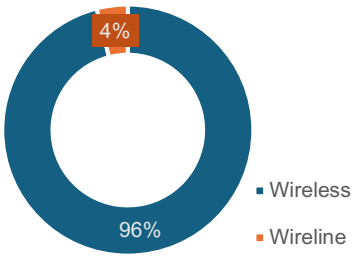
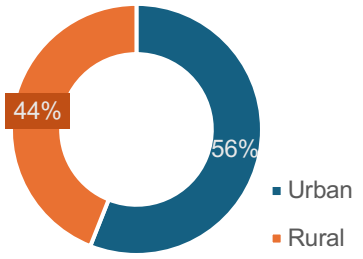
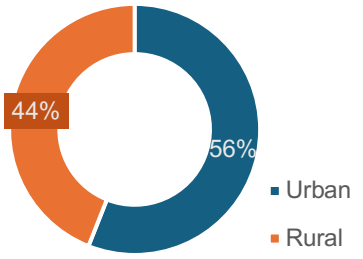
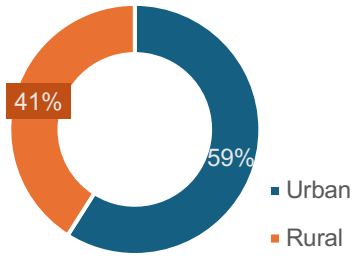
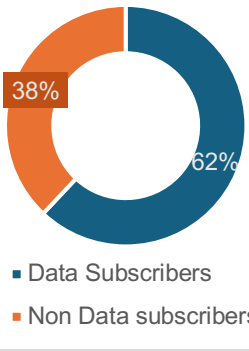
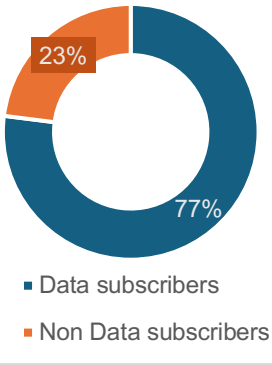
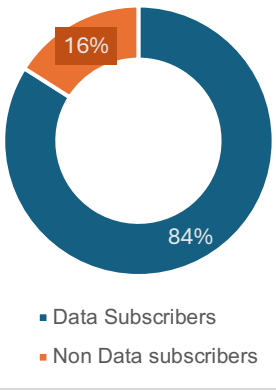
Increasing Broadband subscribers, smart phone penetration developing requisite support infrastructure and tariff hikes

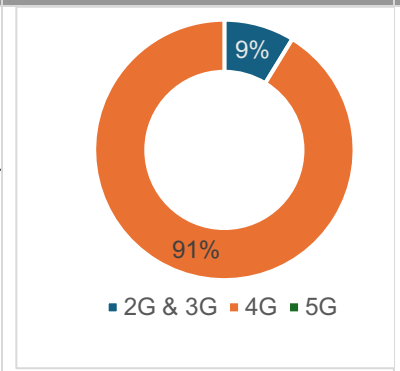
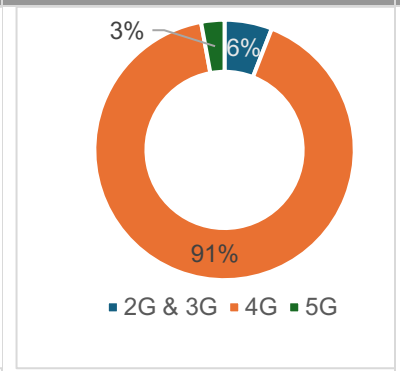
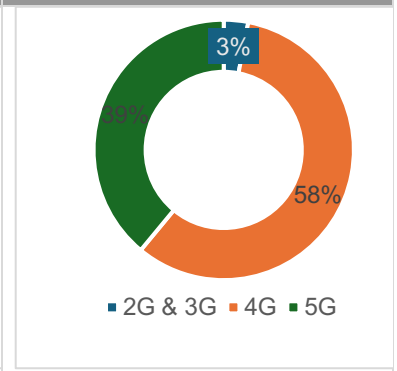
India's telecom landscape has undergone a fundamental shift from basic connectivity to a data-driven digital ecosystem.

- **Broadband and telecom subscriber growth**: Broadband subscribers are projected to increase from 687 million in FY20 to over 1.06 billion by FY26, while total telecom subscribers are expected to reach 1.33 billion during the same period. The rise in connectivity is being driven by widespread wireless broadband adoption, which accounts for nearly 96% of broadband subscribers, enabling greater access to digital services across urban and rural India.
- **Growing internet penetration:** As internet penetration deepens, digital platforms spanning e-commerce, OTT streaming, digital payments, social media, online education, healthcare, and enterprise applications are becoming increasingly embedded in everyday life, resulting in a sharp increase in data generation and consumption.
- **Rising smartphone penetration** Smartphones have become the primary device through which Indian consumers access digital services. Increasing affordability, domestic manufacturing, competitive pricing, and improved device capabilities have significantly expanded smartphone ownership in India. Modern smartphones support increasingly sophisticated digital applications including e-commerce, digital payments, video streaming, social networking, AI-powered productivity tools, and cloud-based enterprise applications. The transition from feature phones to smartphones is expected to continue increasing broadband traffic.
- **Evolving usage patterns:** The nature of usage has also evolved significantly, with India transitioning from a voice-centric market to a data-first economy. The share of data subscribers is expected to rise from 62% in FY20 to 84% by FY26, reflecting increasing reliance on digital services.
- **Network migration to 5G**: Simultaneously, the migration towards high-speed networks is accelerating, with 5G expected to account for nearly 39% of data subscribers by FY26, supported by continuing 4G adoption. This technology upgrade is enabling bandwidth-intensive applications such as HD video streaming, cloud gaming, IoT solutions, real-time collaboration tools, and cloud-based enterprise workloads, thereby significantly increasing the volume of data traversing telecom networks.
- **Rising data consumption per user:** The impact of these trends is evident in rising data consumption patterns. Average wireless data usage per subscriber is expected to grow from 11 GB per month in FY20 to nearly 26 GB per month by FY26, driven by growing digital engagement among consumers and enterprises.
- **Enterprise data generation:** Businesses across virtually every industry are accelerating digital transformation initiatives to improve productivity, operational efficiency, and customer engagement. Enterprises are increasingly relying on enterprise software, cloud computing, Internet of Things (IoT), digital collaboration platforms, hybrid work environments, and AI-powered technology solutions. These technologies require reliable high-capacity broadband connectivity with low latency and high network availability. Consequently, enterprise broadband is emerging as one of the fastest-growing segments of the telecommunications industry
- **AI-driven data infrastructure demand**: The rapid adoption of Artificial Intelligence (AI) and Generative AI (GenAI) is expected to further amplify data infrastructure requirements. Businesses are increasingly using large datasets to train and deploy AI models, while consumers are embracing AI-powered applications for content creation, search, personalization, and productivity. AI workloads are significantly more compute- and storage-intensive than traditional applications, requiring substantial processing power, data storage, and networking capabilities.
- **Government policies and schemes**: The Government of India has played a pivotal role in accelerating the development of the country's digital infrastructure through a series of policy initiatives, flagship programmes, and institutional reforms. Flagship initiatives such as Digital India, BharatNet, the National Broadband Mission (NBM), PM Gati Shakti, and the Smart Cities Mission have collectively accelerated the expansion of broadband

connectivity. These initiatives are expected to continue driving substantial investments in telecom towers, optical fibre, data centres, cloud infrastructure, and next-generation communication technologies over the coming decade.

Overall, the combined impact of rising broadband penetration, increasing 4G/5G adoption, growing data consumption, accelerating cloud migration, and expanding AI usage is creating a powerful tailwind for India's telecom industry. As data volumes continue to grow exponentially, demand for telecom services is expected to increase significantly, positioning them as a critical pillar of India's digital infrastructure and economic growth.

Key segments	FY20	FY23	FY26
Broadband subscriber base (in Millions, %) ^	Subscriber base: 687 million 	Subscriber base: 847 million 	Subscriber base: 1,066 million 
Telephone subscriber base split across urban and rural (in Millions)	Subscriber base: 1,178 million 	Subscriber base: 1,172 million 	Subscriber base: 1,331 million 
Split across data subscriber and non-data subscriber (in %)	Subscriber base: 1,178 million 	Subscriber base: 1,172 million 	Subscriber base: 1,331 million 

Key segments	FY20	FY23	FY26
Share of data subscribers across different technology (in millions)^^			
Average Wireless Data Usage per wireless data subscriber per month	**11 GB**	**17.36 GB**	**25.70 GB**

Notes:

^Wireline subscribers include Fixed Wired Access (DSL, FTTx, Ethernet/LAN, Cable Modem, ILL) & Wireless includes Fixed Wireless Access (5G FWA, Wi-Fi, Wi-Max, Radio/UBR, Satellite), Mobile Wireless Access (Handset/Dongle/M2Mbased-3G, 4G, 5G)

^^ Instead of FY20 the numbers used is for FY21

Source: TRAI, Crisil Intelligence

India's focus on long term digital infrastructure push

India's digital infrastructure push represents one of the most ambitious and accelerated national transformations driven by the twin engines of the National Broadband Mission (NBM) 2.0 (2025–30) and the Union Budget 2026–27's landmark incentives, the initiative builds on the foundation of Digital Public Infrastructure (DPI) such as the India Stack of Aadhaar, UPI, and open APIs , while aggressively scaling physical and compute layers to support data growth, AI adoption, and a USD 5-trillion-plus digital economy target.

At the core of the connectivity layer is NBM 2.0, launched in January 2025 as an evolution of the original 2019 mission. It has already delivered transformative results such as optical fiber cable (OFC) network length has more than doubled from around 19.35 lakh route km in 2019 to over 42.36 lakh route km as of December 2025, broadband subscribers have surged from 668 million to nearly 1.01 billion, and the median mobile broadband download speed witnessed a substantial increase, rising from 10.71 Mbps in 2019 to an impressive 131.47 Mbps in October 2025, average monthly data consumption per wireless data subscriber increased by 399 times to 25.7 GB in FY26, up from 61.66 MB in March 2014, one of the highest in the world. 5G rollout stands out as one of the fastest globally, with over 5.08 lakh base transceiver stations (BTS) deployed, achieving 99.9% district coverage and 85% population reach, serving approximately 450 million 5G users out of 1.2 billion total telecom subscribers. The mission explicitly targets fiberisation of towers, rural 5G expansion, satellite broadband for remote areas, and integration with power sector assets like Optical Ground Wire (OPGW). It also includes capacity-building for 5G use cases in education, healthcare, and agriculture, alongside the "Call Before u Dig" app to protect underground infrastructure.

Complementing this is a massive data centre and cloud infrastructure boom, now explicitly recognised as critical national infrastructure in the Union Budget 2026–27. Furthermore, AI infrastructure is being treated as the next frontier of DPI.

Collectively, these developments position India's telecom industry as the backbone of the country's digital economy. Rapid fibre and 5G expansion under NBM 2.0 will drive sustained demand for network equipment, tower infrastructure, and fibre deployment, while rising data consumption fuels telecom revenue growth. The data centre and cloud boom, now recognised as critical infrastructure, opens avenues for operators to diversify into hyperscale connectivity and enterprise solutions. Meanwhile, AI infrastructure scaling under the IndiaAI Mission will demand high-bandwidth, low-latency networks.

Together, these trends signal telecom's evolution from connectivity provider to a strategic enabler of India's digital and AI-driven economy.

Key government schemes and initiatives for India’s digital economy

Government initiatives		
	Digital India	• An umbrella programme aimed at transforming India into a digitally empowered society and knowledge economy by improving digital infrastructure, expanding digital public services, and increasing digital literacy • Launched: 1 July 2015 • Target: projects across 10 sectors (agriculture, healthcare and wellness, education and skilling, entrepreneurship and manufacturing, emerging technology, procurement, trade & tax, social empowerment, digital infrastructure, financial inclusion, transport and logistics) • Implementation: 83 projects implemented across central ministries and state / UT governments • Fund allocation in FY25: Rs 4173.00 • Progress: 83 projects implemented
	BharatNet	• A project aimed at bridging India's rural-urban digital divide by providing broadband connectivity to all Gram Panchayats (GPs) in the country • Launched: 2011 as the National Optical Fibre Network (NOFN) • Target: broadband connectivity to ~2.5 lakh GPs • Implementation: 3 phases o Phase I (completed in December 2017): Optical fibre cables laid out to connect 1 lakh GPs o Phase II(ongoing): Optical fibre cables being laid out to connect an additional 1.5 lakh GPs o Phase III (ongoing): Optical fibre cables being laid to connect 2.64 lakh GPs in ring topology • Funding for phase I and II: Rs 42,068 crores • Progress o Number of GPs ready-for-service: 2,18,347 (as of 19 March 2025) o Optical fibre cable laid: 6,92,676 km (as of 13 January 2025)
	National Broadband Mission 2.0	• An initiative with 7 targets to be achieved by 2030 • Launched: 1 April 2025 • Targets to be achieved by 2030, implementation and progress: o Optical fibre connectivity with 95% per cent uptime in 2.7 lakh villages (achieved: 42,000 as of December 2025) o Broadband connectivity to 90% of anchor institutions such as schools, anganwadis and panchayat offices (achieved: 68.8% as of February 2026) o National average fixed broadband download speed of 100 Mbps (achieved: 61.55 Mbps as of February 2026) o Reduction in average Right of Way application disposal time from 455 days to 30.4 days (achieved) o 100% mapping of fibre networks owned by government PSUs on PM GatiShakti National Master Plan Platform (achieved: 94% as of February 2026) o 60 rural internet subscribers per 100 population (achieved: 47.16 as of February 2026) o Use of sustainable energy in 30% of mobile towers (achieved: 12.38% as of February 2026)
	PM GatiShakti National Master Plan (PMGS-NMP)	• An integrated infrastructure planning framework designed to improve coordination among multiple infrastructure sectors • Launched: October 2021 • Implementation and target: o A digital master planning tool to be created on a Geographic Information System (GIS) platform where data on projects of all relevant ministries / departments will be uploaded and dynamically mapped to provide real time

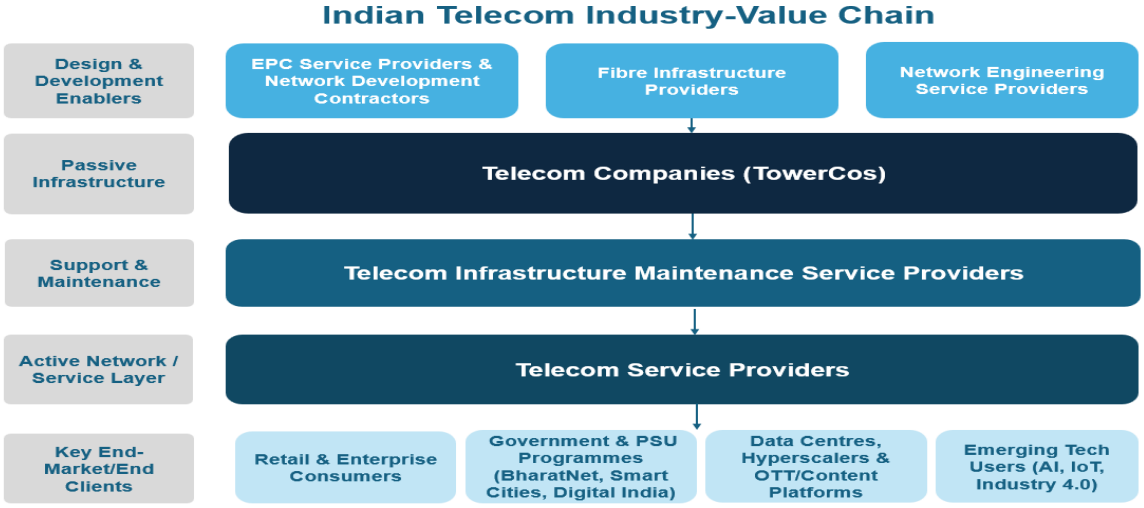
Government initiatives			
		updates and facilitate joint planning, designing and execution of infrastructure projects • Progress: Comprehensive database of ongoing and future projects of various Ministries has been integrated with the tool	

Source: PIB, Crisil Intelligence

2. Assessment of Telecom and Telecom Tower industry in India

2.1. Overview of Telecom industry in India

The telecom towers value chain spans five broad layers — design & deployment enablers, passive infrastructure (towers), infrastructure maintenance, active network/service delivery, and the end-markets that ultimately consume connectivity. The schematic below maps the flow of products, services and key participants across this chain, followed by a descriptive summary of each component.



Value chain of telecom industry in India

Value chain components	Description
Telecom Service Providers (TSPs)	• They are network operators that own spectrum and core telecommunications infrastructure, enabling them to offer wireless and wireline connectivity services across consumer, enterprise, and government segments. • They represent the primary source of demand for telecom infrastructure, network solutions, and associated technology services.
Tower Companies (TowerCos)	• Tower Companies (TowerCos) own, develop, and manage shared passive telecommunications infrastructure, including towers, shelters, power systems, and related site assets. • They lease this infrastructure to multiple telecom operators under long-term agreements, enabling efficient network deployment and reducing infrastructure costs.
Fibre Infrastructure Providers	• Organizations that design, deploy, own, and maintain optical fibre networks to enable backhaul, middle-mile, and last-mile connectivity, supporting broadband expansion, mobile network performance, and digital infrastructure development.

Value chain components	Description
Network Deployment Contractors & EPC Service Providers	• Companies that plan and execute telecom infrastructure projects, including site acquisition, civil works, tower construction, network deployment, and fibre installation, on behalf of telecom operators and infrastructure owners.
Telecom Infrastructure Maintenance Service Providers	• Service providers responsible for the operation, maintenance, and management of telecom infrastructure assets, ensuring network reliability through activities such as preventive maintenance, fault resolution, energy management, and site security.
Network Engineering Service Providers	• Specialized firms that provide network planning, design, integration, optimization, commissioning, and operational support services to improve network coverage, capacity, performance, and service quality.
Key End-Markets / End Clients	• End Users comprise consumers, enterprises, government agencies, digital platforms, and industry sectors that depend on telecommunications infrastructure and connectivity services • Their growing need for reliable, high-capacity, and low-latency networks drives demand for advanced communication technologies and network expansion.

Key participants of telecom industry

Company	Telecom Service Provider	Tower Company	Fibre Infrastructure Provider	Network Deployment Contractor	EPC Service Provider	Infrastructure Maintenance Services	Network Engineering Services
Reliance Jio	✓		✓	✓		✓	✓
Bharti Airtel	✓		✓	✓		✓	✓
BSNL	✓		✓	✓		✓	✓
Indus Towers		✓		✓		✓	
Altius Telecom Infra		✓		✓		✓	
Sterlite Technologies			✓	✓	✓	✓	✓
HFCL			✓	✓	✓		✓
Larsen & Toubro (L&T)				✓	✓	✓	✓
GTL Infrastructure		✓				✓	
KEC International			✓	✓	✓	✓	✓

Note: Products offered by players is only indicative and not exhaustive

Source: Company reports, Crisil Intelligence

Key trends in telecom customers in India

Telecommunication has been playing a pivotal role in India's economic growth. It is the backbone of many industries, including e-commerce, media and entertainment, finance, information technology (IT), healthcare, transportation and logistics. The sector facilitates seamless movement of data worldwide through wired or wireless channels and significantly influences economic progress. The telecom market is constantly evolving with the integration of cutting-edge technologies over the years. This has widened the coverage of telecom services globally and made them an indispensable part of the daily lives of consumers. Telecom proved to be an essential service especially during the Covid-19 pandemic, enabling people to remain connected amid worldwide lockdowns.

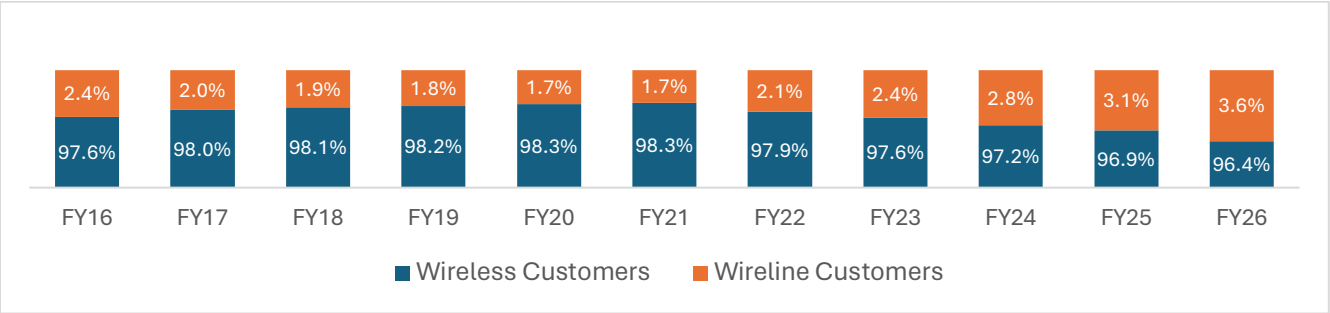
Indian telecom industry growth led by wireless services

India's telecom subscriber base has remained predominantly wireless, with wireless connections consistently accounting for over 96% of total subscribers during FY16-FY26. The wireless share increased from 97.6% in FY16 to a peak of 98.3% in FY21, before moderating to 96.4% in FY26. Over FY16-FY26, the wireless subscriber base recorded a CAGR of 2.18%, supported by rising smartphone penetration, affordable data tariffs, and widespread 4G network expansion.

In contrast, the wireline segment witnessed a decline in share from 2.4% in FY16 to 1.7% in FY21, reflecting the growing preference for mobile connectivity. However, the segment has rebounded in recent years, with its share increasing to 3.6% in FY26. The wireline subscriber base grew at a faster CAGR of 6.71% during FY16-FY26, driven by increasing adoption of FTTH services, rising demand for high-speed broadband, expansion of fibre networks, and government-led broadband initiatives such as BharatNet.

Despite the stronger growth in wireline connections, wireless services remain the primary mode of telecom access in India, accounting for 96.4% of total subscribers in FY26, while wireline services account for 3.6%. Going forward, wireless subscribers are expected to continue driving overall telecom growth, while wireline penetration is likely to improve gradually with ongoing FTTH deployments and fibre infrastructure expansion.

Share of wireless and wireline customer (%, FY16-26)



Source: TRAI, Crisil Intelligence

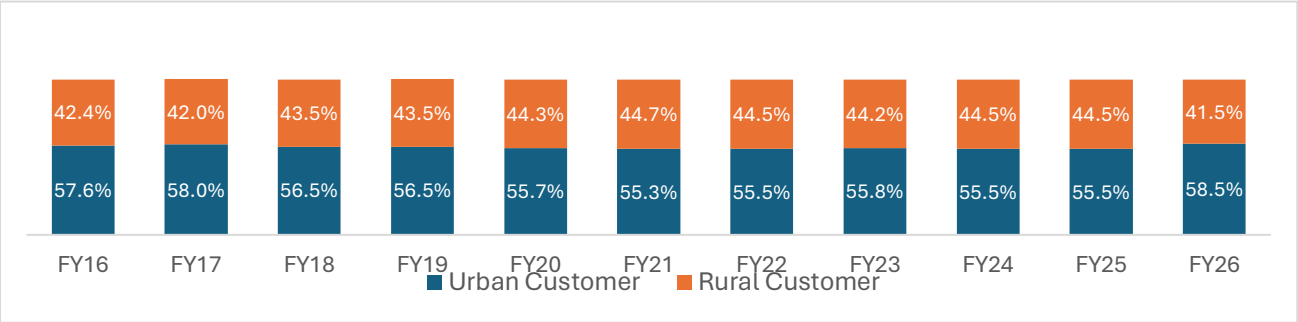
Urban-Rural mix remains stable, led by sustained urban growth

India's telecom subscriber base has maintained a relatively stable urban-rural mix over FY16-FY26, with urban customers consistently accounting for most subscribers. The urban segment contributed 58.5% of total subscribers in FY26, compared with 57.6% in FY16, supported by higher smartphone penetration, stronger data consumption, and increased adoption of digital services. The urban subscriber base grew at a CAGR of 2.48% during FY16-FY26.

The rural segment represented 41.5% of total subscribers in FY26 and recorded a CAGR of 2.1% during FY16-FY26. Subscriber growth in rural areas was supported by continued network expansion, improving affordability of devices and data plans, and government-led connectivity initiatives aimed at enhancing telecom access in underserved regions.

While urban markets continue to drive subscriber additions, rural India remains a significant growth avenue for telecom operators, supported by ongoing digital inclusion efforts and increasing internet adoption.

Share of urban and rural customer (%, FY16-26)

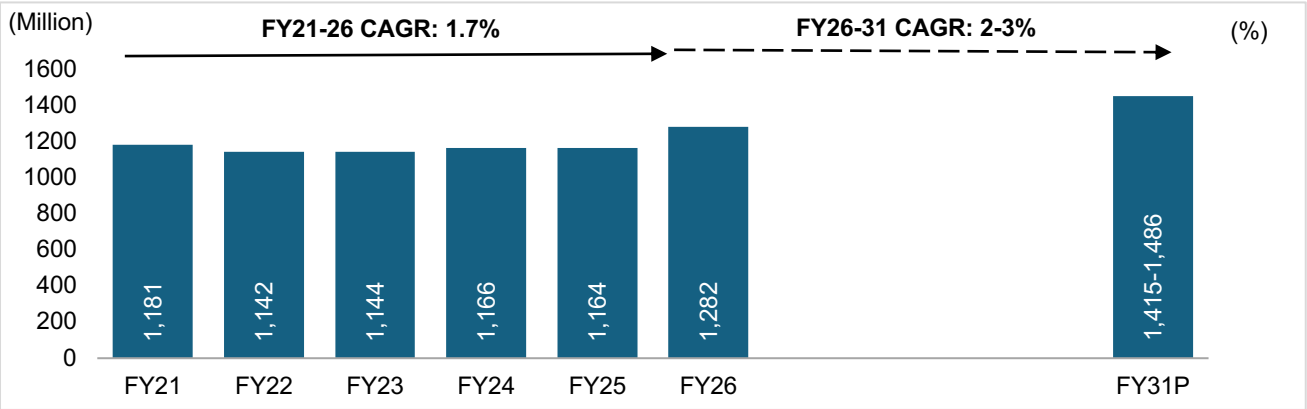


Source: TRAI, Crisil Intelligence

Overview on outlook of wireless and wireline/broadband telecom customers in India

Crisil Intelligence expects the wireless subscriber base to grow at a CAGR of 2-3% during FY26-FY31, supported by rising smartphone penetration, improving affordability of mobile devices, wider 4G/5G coverage, and sustained demand for high-speed data and digital services. Increased consumption of video streaming, digital payments, social media, and other data-intensive applications is also expected to support subscriber growth.

Wireless telecom customer base (FY21-31P)

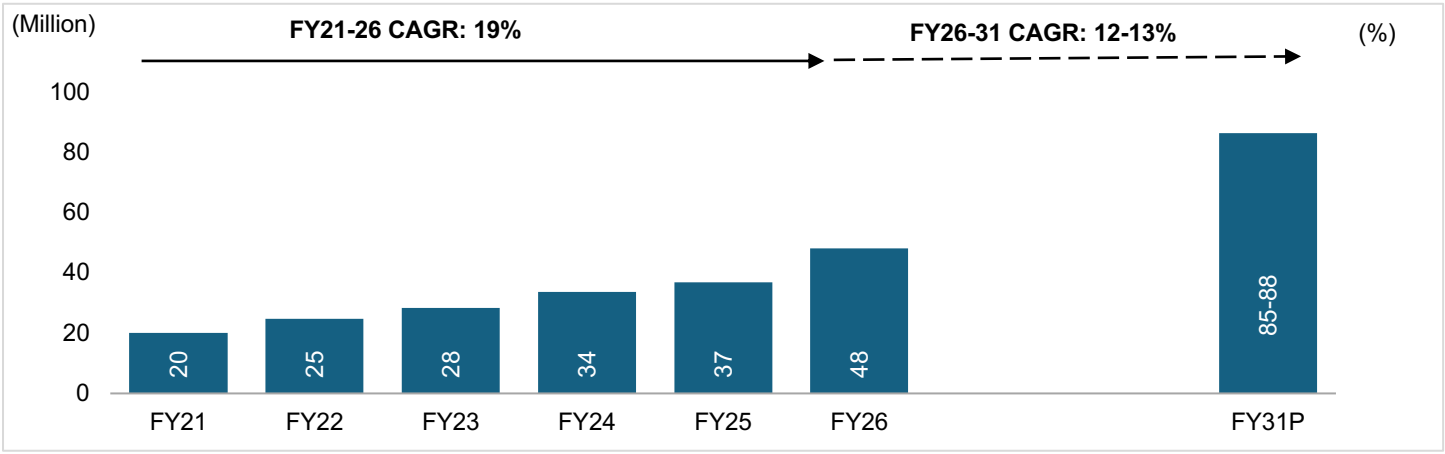


P: Projected

Source: TRAI, Crisil Intelligence

The wireline subscriber base is projected to grow at a CAGR of 12-13% during FY26-FY31, driven by the rapid expansion of Fibre-to-the-Home (FTTH) networks, increasing demand for reliable high-speed broadband, growth in remote working and digital entertainment, and rising internet adoption in Tier II, Tier III, and rural markets. Government-led initiatives such as BharatNet, continued fiber infrastructure investments by telecom operators, and growing demand from households, enterprises, data centres, and 5G backhaul are expected to further accelerate wireline adoption.

Wireline telecom customer base



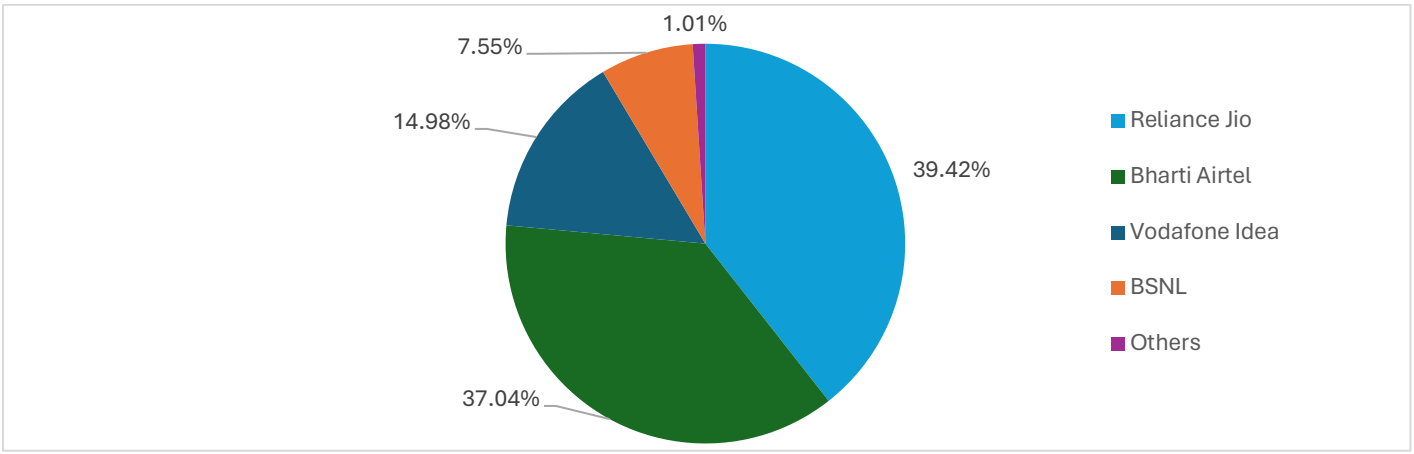
P: Projected

Source: TRAI, Crisil Intelligence

Subscriber market share of the key service providers in the India

Amongst the key service providers, Reliance Jio, has made significant gains in market share, and along with Bharti Airtel, has continued to expand its customer base through affordable phones and attractive 4G and 5G bundle plans. As a result, these two players have increased their market share, primarily with superior data packs, plans and services. In FY26, Reliance Jio held a 39% market share, while Bharti Airtel had around 37%.

Subscriber market share of key players in India (wireless + wireline, as of March 2026)



Source: TRAI, Crisil Intelligence

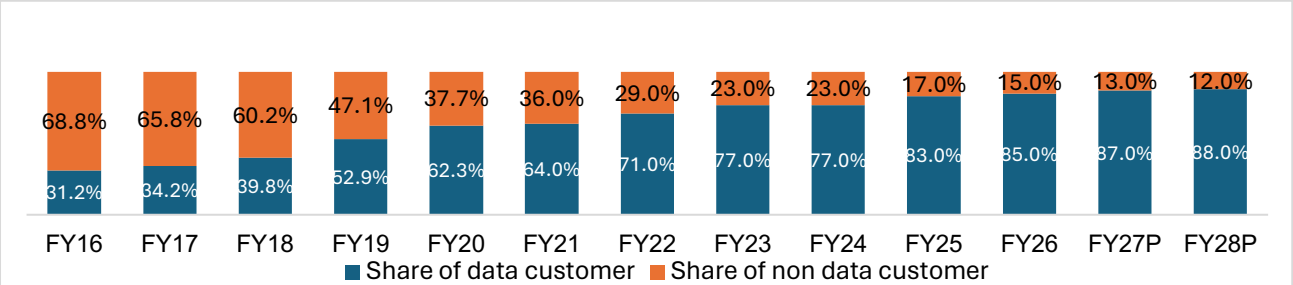
Telcos are focusing on upgrading the non-4G subscriber base from rural subscribers currently using legacy feature phones. Telecom players are likely to compete indirectly in the form of increased content bundling, tie-ups with smartphone players to manufacture low-cost phones, and increased sales push through distribution channels.

Data users and consumption grew multi-fold over the past decade

In FY26, data subscribers rose to 85% of the user base, supported by ongoing network and technology upgrades and a steady migration of non-data users to data services as internet demand increased. This shift was further accelerated by the increasing availability of affordable devices and low-cost data plans, which have expanded internet accessibility across user segments and encouraged greater digital adoption.

In FY28, Crisil Intelligence projects data subscribers will rise further to 88%, driven by continued technology enhancements, expanding internet use-cases, and ongoing conversion of remaining non-data users through affordable handsets and accessible data packs.

Share of data vs non-data customers (FY16-28P)



Note: P-Projected

Source: TRAI, Crisil Intelligence

Data consumption growth to pick up pace with increased use cases of 5G

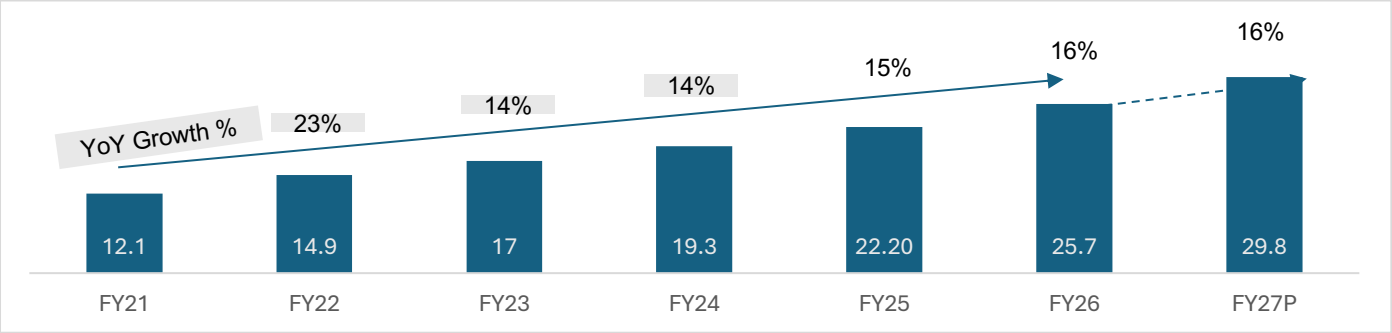
In FY26, as 5G coverage expands through small cell densification and speeds improve, further around 100 million subscribers upgraded from 4G to 5G. At the same time, the ongoing migration of 2G and 3G users to 4G, as well as the conversion of non-data subscribers to data subscribers, is anticipated to continue together driving further growth in mobile data consumption.

The booming online gaming industry increased social media usage for multimedia content sharing, and businesses and services shifting towards digital platforms and e-commerce are increasing the need for high-speed internet connectivity.

In FY26, data usage is at 25.7 GB/user/month, driven by rising smartphone adoption, increased consumption of higher-bandwidth applications (including OTT), and the continued expansion of high-speed mobile networks such as 4G and 5G, which enhance data transmission speeds. In FY27, data usage is expected to rise further to 29.8 GB/user/month, supported by continued 5G adoption, richer content consumption, and deeper penetration of data-heavy applications across consumer and enterprise use cases.

The adoption and expansion of 5G networks are the key drivers for the expected surge in data consumption by FY27.

Data usage (GB/user/month) trend (FY21-27P)



Note: P-Projected

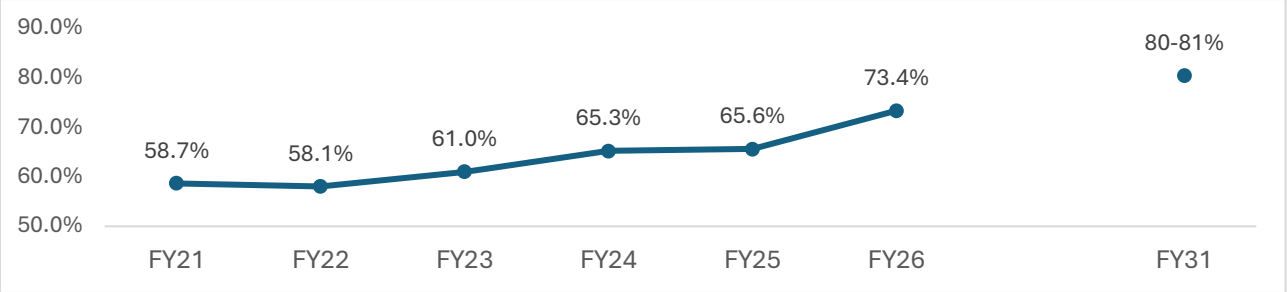
Source: TRAI, Crisil Intelligence

Wireless internet penetration is projected to reach 80-81% of total population by fiscal 2031

India's wireless internet user base has expanded steadily over the past few years, driven by increasing smartphone adoption, improving network coverage, affordable data tariffs, and rising digital consumption across both urban and rural regions. Wireless internet penetration increased from 58.7% in FY21 to 73.4% in FY26, supported by the rapid adoption of 4G services and ongoing 5G deployments across the country.

By FY31P, wireless internet penetration is projected to reach 80-81%, reflecting continued growth in internet adoption across the country. The increase is expected to be driven by deeper rural connectivity, wider 5G coverage, increasing smartphone affordability, and growing reliance on digital services across entertainment, commerce, financial services, healthcare, and education. The telecom industry is expected to continue benefiting from increasing data consumption per user, government-led digital initiatives, and sustained investments in network infrastructure. By FY31P, the majority of internet users are expected to be supported by advanced 4G and 5G networks, further enhancing connectivity and user experience across India.

Wireless internet penetration in India (%, FY21-31)



P: Projected

Internet penetration is per 100 population

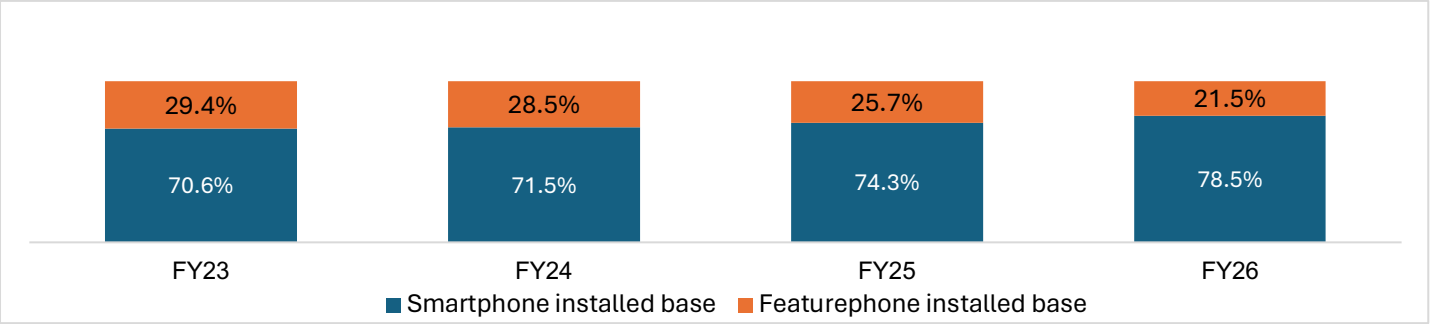
Source: TRAI, Crisil Intelligence

Rising smartphone penetration

The Indian market has transitioned from a feature-phone-led user base to a smartphone-dominated one, with smartphones at 70.6% of the mobile phone installed base in fiscal 2023 and 74.3% in fiscal 2025.

Crisil Intelligence expects the share to rise to ~78.5% by fiscal 2026, with the feature-phone base narrowing to 21.5%. Growth has been driven by improving affordability of entry-level 5G handsets, wider consumer financing and EMI availability, and rapid 5G network rollout. Rising data consumption, deeper adoption of digital services such as UPI payments and video streaming, and replacement demand from an ageing 2G feature-phone base should sustain the shift through fiscal 2026.

Smartphone share in the Indian mobile market (FY23-26)



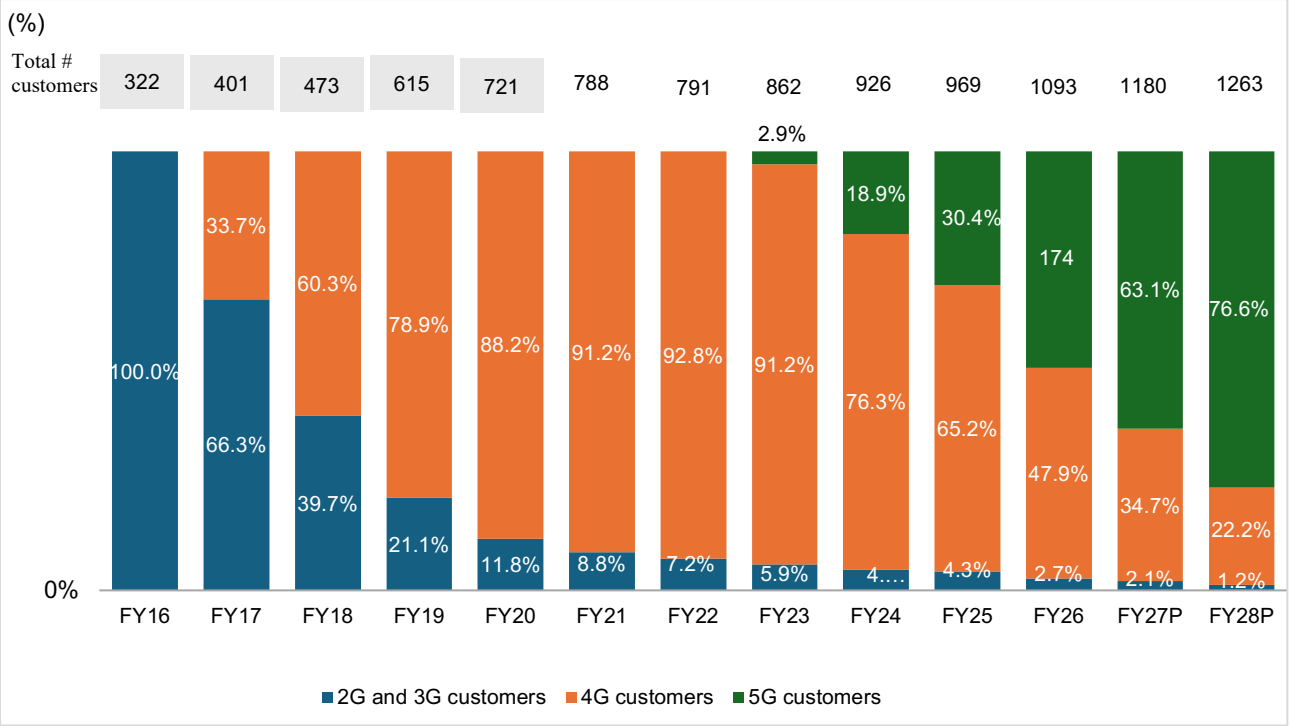
Source: Publicly available data on smartphone and mobile shipments through various research agencies, Crisil Intelligence

5G adoption to rise, fuelled by affordable 5G device options

Crisil Intelligence estimates the number of 5G customers to have been ~745 million in fiscal 2027, constituting ~63% of the internet customer base. The 5G customer base is expected to grow, with the pace of conversion largely influenced by affordable pricing of 5G devices and continued handset replacement cycle. Offering 5G introductory services for free allows customers to experience high-speed data and encourages upgrades, playing a vital role in shaping the future trajectory of customers and data usage.

In fiscal 2028, Crisil Intelligence projects ~77% of total users to be 5G-enabled and 22% to use 4G, mainly in urban markets, surpassing ~1248 million users. Only a small fraction of data users will continue to rely on legacy 2G and 3G networks. Reinforcing this strong growth trajectory, Ericsson projects that India will surpass 1.1 billion 5G subscriptions by the end of 2031, representing approximately 81% subscription penetration, highlighting the country's rapid transition toward next-generation mobile connectivity.

Number of customers across 2G/3G/4G/5G data



Note: Operators launched 5G services in October 2022. There is an increase in the number of 5G customers as users adopt 5G-enabled smartphones, with 5G coverage becoming more ubiquitous. The number of 5G customers could differ as 5G coverage may be intermittent.

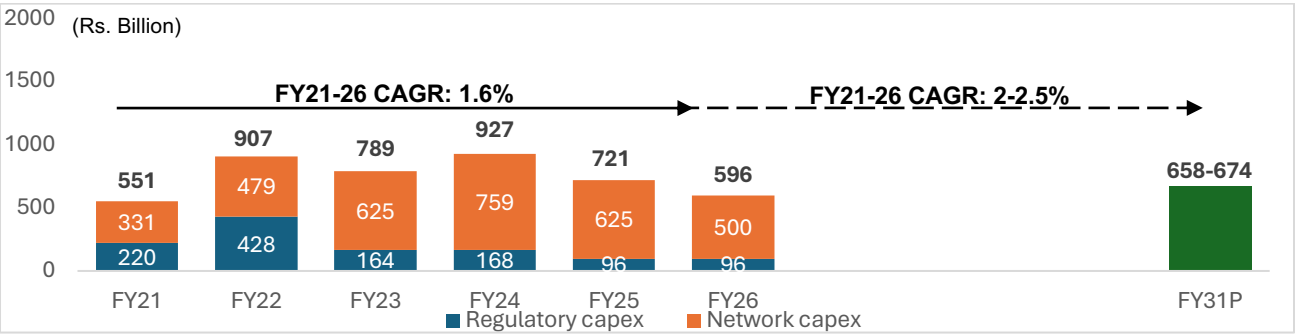
P: Projected

Source: TRAI, Crisil Intelligence

Regulatory and network capex combined is projected to witness 2-2.5% growth from FY26 to FY31

Industry capex peaked at Rs. 927 billion in fiscal 2024 as operators front-loaded 5G rollouts, before moderating to Rs. 721 billion in fiscal 2025 and Rs. 596 billion in fiscal 2026, translating into a modest 1.6% CAGR over fiscals 2021-26. Regulatory capex normalised sharply from Rs. 428 billion in fiscal 2022, an auction year, to Rs. 96 billion in fiscals 2025 and 2026, leaving network capex the dominant component.

Regulatory and network capex in the telecom industry in India (FY21-31P)



Source: Crisil Intelligence

Crisil Intelligence expects combined capex to grow at a 2-2.5% CAGR to 658-674 by fiscal 2031. Network capex should see stable, moderate growth as the bulk of the 5G rollout is complete, with spending shifting to capacity augmentation, fibreisation and fixed wireless access. Regulatory capex should revive on fresh spectrum sales and early 6G deployment, which the Bharat 6G project targets commercially by 2030, lifting growth from fiscals 2030-31.

Overview of capex deployment towards network expansion, fibre deployment and 5G/6G infrastructure

Network expansion and capacity enhancement

Telecom operators have continued to invest in network expansion to cater to growing data consumption and rising subscriber traffic. Investments have been focused on enhancing network capacity, improving coverage in underserved regions, and strengthening overall service quality. As data usage continues to increase, operators are expected to undertake targeted network densification and capacity augmentation to support future demand.

Fibre deployment to support data growth and backhaul requirements

Fibre infrastructure remains a critical component of telecom capex, supporting both broadband connectivity and mobile network backhaul. Operators have accelerated fibre rollouts to improve network reliability, enhance transmission capacity, and support increasing data traffic. Continued investments in fibre-to-the-home (FTTH) and tower fiberisation are expected to strengthen digital infrastructure and facilitate efficient delivery of high-speed data services.

5G rollout driving network modernisation

A significant portion of industry capex in recent years has been directed towards 5G deployment, including radio network expansion, tower upgrades, spectrum utilisation, and transport network enhancement. While a large part of the initial 5G rollout has been completed, operators are expected to continue investing in network densification and coverage enhancement to improve service quality and support emerging enterprise and consumer use cases.

Gradual shift towards next-generation technologies

Beyond 5G, telecom operators are expected to gradually increase investments towards future-ready technologies, including network virtualization, cloud-native infrastructure, edge computing, and artificial intelligence-enabled network management. Early-stage investments in 6G research and ecosystem development are also expected over the medium term as the industry prepares for the next phase of wireless technology evolution.

India emerges as the second-largest global telecom market with over 1244 million mobile subscribers

Benchmarking of leading telecom markets indicates that India continues to be one of the most significant telecom ecosystems globally, with mobile subscriber additions supported by expanding digital connectivity and network infrastructure. India's telecom subscriber base increased from 1,001 million subscribers in CY2015 to 1,244 million subscribers in CY2025, representing a CAGR of 2.2% over the period. China is the largest telecom market with 1,869 million mobile cellular subscribers as of calendar year 2025.

With 1,244 million subscribers in CY2025, India maintained a substantial lead over other major telecom markets, including the United States (397 million), Indonesia (323 million), Russian Federation (278 million), Japan (234 million), and Brazil (216 million). The scale of India's telecom market reflects strong adoption of mobile services, increasing smartphone penetration, widespread network coverage, and continued investments in digital infrastructure.

While mature telecom markets such as the United States and Japan recorded moderate growth, emerging markets such as Pakistan (4.77% CAGR) and Bangladesh (3.52% CAGR) witnessed higher growth rates from a smaller subscriber base. In contrast, Indonesia and Brazil experienced a decline in telecom subscriptions over the decade, underscoring the resilience and sustained growth of India's telecom sector.

India has strengthened its position as a key global telecom hub, benefiting from its large population, favourable digital adoption trends, extensive 4G coverage, and rapid rollout of 5G services. The country's ability to sustain subscriber growth while maintaining one of the largest telecom customer bases globally highlights the long-term attractiveness of the Indian telecom market and its infrastructure ecosystem.

Mobile cellular subscriptions – India registered healthy growth among global peers

	Telecom customers in CY 2015	Telecom customers in CY 2025	CY 2015-2025 CAGR (%)
China	1292	1869	3.76%
India	1001	1244	2.20%
United States	332	397	1.80%
Indonesia	339	323	-0.49%
Russian Federation	227	278	2.03%
Japan	161	234	3.84%
Brazil	258	216	-1.73%
Pakistan	126	201	4.77%

Bangladesh	131	186	3.52%
Nigeria	151	179	1.75%

Note: CY: Calendar year

Source: ITU, Crisil Intelligence

State-wise telecom subscriber base highlights strong connectivity across both urban and rural India

India's telecom sector has built a broad and diversified subscriber base, reaching approximately 1,330.6 million telecom subscriptions, comprising 778.8 million urban subscribers and 551.8 million rural subscribers. The distribution of subscribers across states highlights the extensive penetration of telecom services and the critical role of both metropolitan and rural markets in driving connectivity growth.

Uttar Pradesh is the largest telecom market in the country with 186.1 million subscribers, accounting for nearly 14% of India's total subscriber base, followed by Maharashtra (149.5 million), Karnataka (89.9 million), Tamil Nadu (84.1 million), Bihar (83.0 million) and West Bengal (82.8 million). These states collectively represent the largest telecom circles in India and form the backbone of the country's telecommunications ecosystem.

The analysis also reveals distinct differences in the composition of subscriber bases across states. Economically developed and highly urbanized states such as Maharashtra, Karnataka, Tamil Nadu, Gujarat, Haryana and Delhi derive a significant proportion of their telecom subscriptions from urban areas. Maharashtra has the largest urban subscriber base in the country with 107.1 million urban subscribers, followed by Uttar Pradesh (94.1 million), Karnataka (61.9 million) and Tamil Nadu (58.8 million), reflecting strong digital adoption, commercial activity and urban connectivity requirements.

At the same time, several states demonstrate the importance of rural telecom infrastructure in expanding digital inclusion. Uttar Pradesh leads with 92.0 million rural subscribers, followed by Bihar (52.6 million), Maharashtra (42.5 million), West Bengal (36.4 million) and Rajasthan (36.1 million). The sizeable rural subscriber base in these states underscores the increasing penetration of telecom services beyond urban centers and highlights the success of efforts aimed at expanding connectivity across rural and semi-urban regions.

Notably, states such as Bihar, Assam, Odisha and Himachal Pradesh have a relatively higher rural share of total subscriptions, indicating a strong dependence on rural telecom networks. In contrast, urban-centric regions such as Delhi, Chandigarh, Goa and Haryana exhibit a predominantly urban subscriber profile, consistent with their demographic and economic characteristics.

The state-level benchmarking highlights India's well-distributed telecom infrastructure landscape, with strong subscriber concentrations across both high-growth urban markets and densely populated rural regions. The balanced contribution from urban and rural subscribers provides a strong foundation for continued expansion of digital services, broadband penetration and next-generation telecom infrastructure across the country.

State/UT wise subscriber base (wireline + wireless)

States/UTs	Total Telecom Subscription (million)		
	Total	Rural	Urban
Uttar Pradesh (UPE + UPW)	186.12	92.03	94.09
Maharashtra Incl. Mumbai	149.53	42.47	107.06
Karnataka	89.90	27.98	61.92
Tamil Nadu	84.13	25.30	58.84
Bihar	82.96	52.55	30.41
West Bengal Incl. Kolkata	82.84	36.37	46.46
Gujarat	74.02	27.00	47.02
Rajasthan	70.17	36.05	34.11

States/UTs	Total Telecom Subscription (million)		
	Total	Rural	Urban
Madhya Pradesh	64.99	28.50	36.49
Andhra Pradesh	50.15	24.68	25.47
Delhi	46.70	0.63	46.07
Haryana	44.99	12.94	32.04
Kerala	44.53	18.99	25.55
Telangana	43.61	17.08	26.54
Odisha	39.39	24.09	15.31
Punjab	36.43	12.29	24.14
Assam	29.96	18.24	11.72
Jharkhand	27.22	14.80	12.42
Chhattisgarh	23.95	10.98	12.97
Jammu & Kashmir	13.72	6.63	7.09
Uttarakhand	13.09	6.33	6.76
Himachal Pradesh	9.70	6.32	3.38
Tripura	3.66	1.74	1.91
Meghalaya	3.03	1.92	1.11
Goa	2.48	0.68	1.8
Manipur	2.47	0.98	1.48
Chandigarh	1.89	0.04	1.85
Nagaland	1.65	0.88	0.77
Mizoram	1.52	0.57	0.95
Arunachal Pradesh	1.43	0.86	0.57
Puducherry	1.36	0.44	0.92
Dadra and Nagar Haveli and Daman and Diu	1.02	0.36	0.66
Sikkim	0.78	0.48	0.29
Ladakh	0.56	0.31	0.25
Andaman & Nicobar Islands	0.54	0.28	0.27

States/UTs	Total Telecom Subscription (million)		
	Total	Rural	Urban
Lakshadweep	0.08	0.03	0.05
All India	**1330.58**	**551.79**	**778.79**

Note: TRAI data as of March 2026

Source: TRAI, Crisil Intelligence

Key emerging trends in the Indian telecom industry

The Indian telecom sector has evolved from being a connectivity provider to becoming a critical enabler of digital transformation, supporting AI, Industry 4.0, cloud computing, IoT, and digital public infrastructure. Rapid 5G deployment, increasing fiberisation of telecom infrastructure, growth of data centres, and network automation are driving substantial demand for tower deployment, network engineering, commissioning & integration, RF optimisation, and infrastructure maintenance services.

AI, IoT, Industry 4.0 and Data Centre Expansion

The Indian telecom sector is increasingly becoming the foundational digital infrastructure layer supporting Artificial Intelligence (AI), Internet of Things (IoT) and Industry 4.0 applications. The growing adoption of smart manufacturing connected assets, autonomous operations, digital twins, predictive maintenance and real-time analytics is driving demand for high-speed, low-latency and highly reliable connectivity. Telecom operators are therefore evolving beyond traditional connectivity providers and positioning themselves as enablers of enterprise digital transformation.

At the same time, rapid growth in cloud adoption, AI workloads, digitisation initiatives and data localisation requirements is accelerating investments in hyperscale and edge data centres across India. Data centre expansion is creating significant demand for fibre connectivity, network engineering, site deployment, power infrastructure and maintenance services. Government initiatives such as the IndiaAI Mission are expected to further accelerate the development of AI-ready digital infrastructure and strengthen the role of telecom networks in supporting next-generation enterprise applications.

5G Rollout and Network Densification

5G services have been rapidly expanded across the country, with network coverage reaching most districts and a significant number of 5G base stations deployed nationwide. As network deployment progresses, investments are increasingly directed toward densification and capacity enhancement to address growing data traffic demands and support applications such as Fixed Wireless Access (FWA), industrial automation, immersive digital experiences, and private enterprise networks.

Network densification requires the deployment of additional macro towers, small cells, indoor coverage systems and fibre backhaul infrastructure, particularly in urban centres and high-traffic locations. This trend is expected to drive sustained demand for tower infrastructure, network deployment, commissioning, integration and maintenance services over the next few years. Government initiatives such as the National Broadband Mission (NBM) 2.0, BharatNet and the GatiShakti Sanchar Portal are further supporting telecom infrastructure expansion by improving connectivity and simplifying Right-of-Way approvals.

Tower Fiberisation Trends

Tower fiberisation has emerged as a critical requirement for 5G network performance, as fibre provides the bandwidth, scalability and low latency necessary to support high-capacity mobile networks. With the growing deployment of 5G and increasing network traffic, telecom operators are prioritising fibre-based backhaul to improve network reliability and user experience.

The expansion of fibre infrastructure is being supported by government-led programmes such as the National Broadband Mission 2.0 and BharatNet, which continue to extend optical fibre connectivity across urban and rural India. As operators increase fibre penetration across tower networks and deploy a larger number of small cells, demand for fibre deployment, route planning, network engineering and telecom EPC services is expected to grow significantly.

Commissioning and Integration (C&I)

The increasing scale and complexity of telecom networks are driving demand for commissioning and integration services. Large-scale deployment of 5G equipment, fibre networks, cloud-native architectures and enterprise connectivity solutions requires seamless integration across multiple network layers and equipment vendors. Telecom operators are increasingly partnering with specialised service providers to accelerate rollout timelines while ensuring network performance and

reliability.

The growing adoption of virtualised and software-defined network architectures is further expanding the scope of commissioning and integration activities, particularly in areas such as radio deployment, transport networks, core network modernisation and private 5G implementations. As network investments continue, commissioning and integration services will remain a key component of telecom infrastructure development.

Radio Frequency (RF) Optimisation

As telecom operators continue to expand and densify their 5G networks to accommodate growing data traffic, Radio Frequency (RF) optimization is becoming increasingly critical for maintaining network quality, coverage, and capacity. RF optimization involves the continuous assessment and adjustment of radio network parameters to improve signal performance, manage interference, and maximize spectrum efficiency. Effective RF planning and optimization enable operators to enhance network reliability, reduce congestion, improve coverage in high-density areas, and deliver a superior user experience across a wide range of 5G services and applications.

The industry is also witnessing growing adoption of AI-driven network analytics and automation tools for real-time network monitoring and performance optimisation. These technologies enable predictive fault detection, automated parameter tuning and network self-optimisation, helping operators improve operational efficiency while reducing network downtime. With the transition towards 5G-Advanced and AI-native networks, demand for RF optimisation, drive testing and network performance management services is expected to increase further.

Key growth drivers of the Indian telecom industry

Rising data consumption and growing smartphone penetration

The continued increase in smartphone adoption, digital service usage and video consumption has led to significant growth in mobile data traffic across India. Telecom users are increasingly consuming high-bandwidth applications such as video streaming, online gaming, digital payments, cloud applications and AI-enabled services, necessitating continuous network capacity augmentation by operators. The surge in data demand is prompting investments in spectrum utilisation, network densification, additional tower deployments and fibre backhaul infrastructure to maintain service quality and network performance. Average monthly wireless data consumption per subscriber has risen significantly, making India one of the world's largest mobile data markets.

Ongoing network modernisation and upgradation

Telecom operators are undertaking continuous network modernisation programmes to improve network efficiency, capacity, coverage and operational performance. Investments are being directed towards upgrading legacy infrastructure, deploying advanced 5G technologies, virtualising network functions and adopting cloud-native architectures. Operators are also increasingly leveraging automation and AI-enabled network management solutions to improve customer experience, optimise resource utilisation and reduce operating costs. These modernisation initiatives are creating sustained opportunities for network deployment, commissioning and integration, RF optimisation and managed services providers.

Expansion of digital infrastructure

The rapid growth of cloud computing, artificial intelligence, enterprise digital transformation and data localisation requirements is accelerating investments in hyperscale and edge data centres across India. Major technology companies and cloud service providers continue to expand data centre capacity, particularly in key hubs such as Mumbai, Chennai, Hyderabad and Noida. This expansion is driving demand for high-capacity fibre connectivity, network engineering services, edge infrastructure and telecom support infrastructure. As telecom networks increasingly serve as the backbone for AI and cloud ecosystems, data centre growth is expected to remain a significant driver for fibre deployment, tower infrastructure and related telecom services.

Capital market-led balance sheet strengthening at large operators to sustain the next network investment cycle

Capital raising by large operators is emerging as an additional enabler of network investment. Jio Platforms Limited filed its Draft Red Herring Prospectus with SEBI on June 19, 2026 for a fresh issue of up to 270,000,000 equity shares of face value Rs 10 each, with no offer for sale component; SEBI issued its observation letter on August 28, 2026[1]. Up to Rs 275,000 million of the net proceeds is proposed to be applied towards prepayment of certain external commercial borrowings availed by its material subsidiary, Reliance Jio Infocomm Limited. The company states that progressive deleveraging of the balance sheet, further strengthened by this prepayment, will position it favourably for continued investment in its strategic priorities, including 5G network densification and expansion, fixed broadband penetration, AI and cloud services, and enterprise digital services. Net debt had already reduced to Rs 275,792 million as of March 31, 2026 from Rs 452,734 million a year earlier, while cash capex stood at Rs 341,843 million in fiscal 2026.

The scale of the underlying asset base indicates the associated services requirement. Continued investment across densification, fibre and fixed wireless access is therefore expected to sustain demand for tower and fibre deployment,

maintenance and network O&M services.

Key reforms and regulatory actions in the Indian telecom industry

Regulations	Development
Relaxation of spectrum cap	• In 2018, the spectrum holding cap was increased from 25% to 35% in a circle. The intra-band cap of 50% holding in a circle was removed, but 50% cap was also imposed on combined spectrum holdings in the sub-1 MHz band per circle
The Telecommunication Tariff (Sixty Third Amendment) Order, 2018	• Under this order, if tariff is found to be predatory, the service provider will be charged an amount not exceeding Rs 5 million for each service area, provided it holds a significant market power in the service area, i.e., at least 30% share in the service area
National Digital Communication Policy, 2018	• This policy facilitated the development of communication infrastructure and services to achieve inclusive social-economic growth in the country
International termination charge	• In February 2018, the TRAI reduced the ITC payable by an international long-distance operator (ILDO) to the access provider on whose network the call terminates from Rs 0.53 per minute to Rs 0.30 per minute. It was again revised in May 2020 – to a range, i.e., a minimum of Rs 0.35 and maximum of Rs 0.65 per minute
Apex court on AGR definition	• In October 2019, the Supreme Court ruled in favour of DoT with regard to definition of AGR revenues, resulting in telecom players being liable to pay dues of the past 14 years as per the order, including interest, penalty and interest on penalty
Moratorium on spectrum payments	• In 2019, the Indian government announced a moratorium of two years on deferred spectrum payments
ScrapF of IUC	• In January 2021, the TRAI scrapped the termination charges for local and national long-distance calls for all telecom operators
Spectrum auctions	• The DoT initiated the formal process of auctions, scheduled to be held in March 2021. The auctions included spectrum across all bands, except 5G
Apex court slashes incumbent's plea	• The Supreme Court rejected the plea of telecom operators of recalculating the AGR dues to arithmetic errors in 2021
Cabinet announces AGR relief package and other key reforms	• In September 2021, the Union Cabinet approved a landmark telecom reform package to improve sector viability and encourage investment. • Key measures included a four-year moratorium on AGR and spectrum dues, rationalisation of AGR by excluding non-telecom revenues, approval of 100% FDI under the automatic route, simplification of interest and penalty provisions on statutory dues, extension of spectrum tenure from 20 to 30 years, and removal of additional Spectrum Usage Charges (SUC) on spectrum sharing and future spectrum auctions.
SUC (Spectrum-Usage Charge)	• In June 2022, the DoT removed the 3% floor on SUC, as it announced the weighted average of SUC to be calculated by the sum of the product of spectrum holdings and applicable SUC rate divided by the telecom company's total spectrum holdings. No SUC will be applied on spectrum auctioned in 2022.
Digital Bharat Nidhi (DBN)	• Digital Bharat Nidhi (DBN), formerly Universal Service Obligation Fund (USOF), funds telecom connectivity in underserved and remote regions of India.

Regulations	Development
	Following the Telecommunications Act, 2023, USOF was renamed DBN to support universal digital access. • As of July 2026, DBN-supported initiatives have commissioned 25,085 mobile towers, extending coverage to 35,367 villages across the country.
5G auctions	• The DoT accepted the price cuts recommended by TRAI for the 2022 5G auctions. Also, the Cabinet permitted enterprises to run 'captive non-public networks'. Enterprises were allowed to take spectrum on lease from service providers to run private network.
Telecommunications Act, 2023	• Replaces colonial-era laws (the Indian Telegraph Act, 1885 and the Indian Wireless Telegraph Act, 1933) with a consolidated framework covering authorisation, spectrum assignment, right of way, national security and user protection. • Key sections were notified in a staggered manner from mid-2024, with further rules (including the 2026 Authorisation Rules) operationalising the shift from a licence-based to an authorisation-based regime. The Act separates telecom infrastructure ownership from the underlying property on which it sits, intended to reduce disputes when the property changes hands.
Right of Way (RoW) Rules, 2024 and the Gati Shakti Sanchar Portal	• The RoW Rules 2024, notified under the Telecommunications Act, require public entities to provide right of way on a non-discriminatory and non-exclusive basis and to run applications through the centralised Gati Shakti Sanchar Portal (launched 2022) rather than multiple disparate state/authority platforms.
Licence-to-authorisation regime shift (2026 Authorisation Rules)	• The Telecommunications (Authorisation for Provision of Principal Telecommunication Services) Rules, 2026 operationalise a statutory, pan-India or circle-wise, unified authorisation framework in place of the legacy licensing regime, marking one of the most significant overhauls of India's telecom regulatory architecture.
AGR dues restructuring for financially stressed operators	• The Department of Telecommunications has restructured Vodafone Idea's AGR payment schedule, including a multi-year moratorium followed by staggered annual payments extending to 2041, aimed at easing near-term cash pressure and improving access to institutional funding.
Review of Infrastructure Provider (IP-I) registration and Digital Connectivity Infrastructure Provider (DCIP) framework	• TRAI has floated consultation papers on reviewing the scope of Infrastructure Provider Category-I (IP-I) registration and on introducing a Digital Connectivity Infrastructure Provider (DCIP) authorisation, both directly relevant to how tower and fibre infrastructure providers are classified and regulated going forward.

Source: TRAI, DoT, PIB, DBN, Crisil Intelligence

Key challenges and risks in the Indian telecom industry

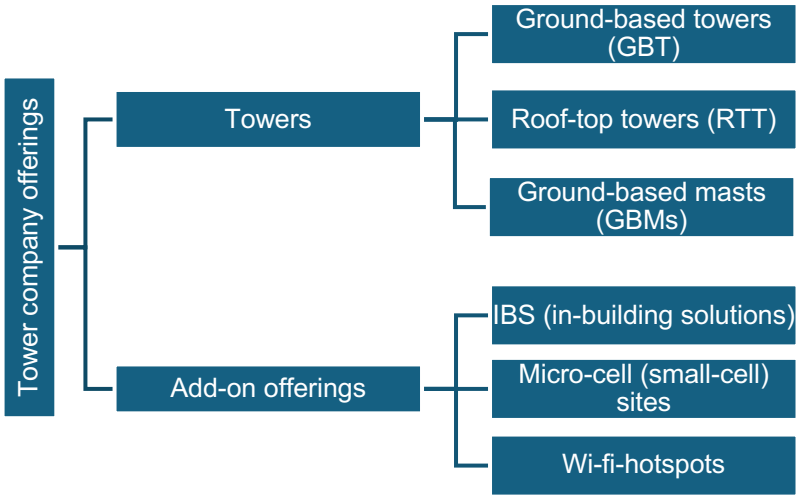
Challenge / Risk	Key Insights
Right of Way implementation gaps at state and local level	• Despite the RoW Rules 2016/2024 and the Gati Shakti Sanchar Portal, industry bodies report continuing state-to-state variation — long and unpredictable approval timelines, inconsistent documentation, high or arbitrarily varying fees, and occasional coercive action such as site sealing. • Several central ministries (roads, environment, railways, defence) have also been slow to fully align with central RoW guidelines, citing their own departmental rules, which continues to complicate pan-India rollout.

Challenge / Risk	Key Insights
Sector-wide financial stress and AGR liabilities	• Outstanding AGR dues across telecom operators are estimated at over ₹1,770,000 million as of FY24-25, with Vodafone Idea alone accounting for approximately ₹89,952 million. • Because towercos and infrastructure providers earn a meaningful share of revenue from Vi, continued financial stress at any major operator carries direct counterparty and receivables risk for the passive-infrastructure segment, even where near-term collections have stabilised.
Low tower fiberisation base relative to target	• Only a limited amount of Indian towers are fiberized, and cable-laying speeds would need to rise to close the gap on the originally envisaged timeline. • This shortfall constrains the backhaul capacity available to support 5G densification and future network technologies until closed.
High capex intensity and funding constraints	• Indian operators' capex-to-revenue ratio is well above the global median, reflecting the scale of ongoing 5G and capacity investment relative to sector revenues. • Financially weaker operators' constrained access to traditional bank funding — linked in part to AGR-related uncertainty — can indirectly slow the pace of network rollout and, by extension, demand visibility for EPC, fibre and maintenance providers.
Land, power and site-acquisition constraints	• Access to reliable power and suitable land parcels is flagged as a key constraint on both telecom tower and data-centre infrastructure build-out, even as operators and developers actively pursue new locations. • Site acquisition, statutory siting clearances and local public apprehension around new tower installations remain recurring operational hurdles for deployment contractors and towercos.
Urban–rural connectivity and monetisation divide	• Teledensity shows a pronounced urban-rural gap — roughly 154% in urban areas (reflecting multiple-SIM ownership) against about 61% in rural areas as of July 2026 — indicating that future subscriber and infrastructure growth is increasingly weighted toward lower-ARPU rural markets. • Extending towers and fibre into these markets typically carries a different risk-return profile than urban densification, a factor relevant to investment prioritisation across the value chain.

2.2. Overview of telecom tower industry in India

The tower segment, traditionally divided into ground-based towers (GBT) and roof-top towers (RTT), has marginally diversified into IBS (in-building solutions), micro-cell (small-cell) sites, and Wi-Fi-hotspots due to an increase in data traffic and technological advancements. These new technologies, having begun to proliferate in the Indian sub-continent on a small scale, are expected to expand their presence in the future as telecom service providers (TSPs) look to densify their existing network coverage.

Telecom towers industry – Value Chain



Source: Crisil Intelligence

Additionally, within telecom towers, the industry can be further subdivided on the basis of active and passive infrastructure. Passive infrastructure forms the majority at around ~70% of the capital costs of setting up a wireless network in India and includes towers, shelters, power-regulation equipment, battery back-ups, diesel generator (DG) sets, air-conditioners, fire extinguishers and security cabins required at sites where telecom towers are installed.

Telecom towers are mainly of two types – i.e., ground-based or roof-top towers, RTT and GBT. RTT requires less space compared with GBT and has lower installation cost. However, its capacity is comparatively less than that of RTT.

Additionally, space limitations on each site and overall limited availability of land for tower installation have expanded the traditional tower products to ground-based masts (GBMs) that occupy lesser space relative to GBTs and RTTs.

Key participants of telecom tower industry

Companies	Participation as Core Node in Value Chain
Indus Towers Ltd.	Provides passive telecom infrastructure including towers, power, equipment shelters, and co-location services to telecom operators through a shared infrastructure model. Operates across all 22 telecom circles with 267,611 towers and 432,250 co-locations.
Altius Telecom Infrastructure Trust	Owns and manages telecom infrastructure assets comprising Summit Digitel, Crest Digitel, and former ATC India assets. Operates one of India's largest telecom tower portfolios with ~257,000 telecom sites.
GTL Infrastructure Ltd.	Deploys, owns, and manages shared passive telecom infrastructure. Leases tower capacity to wireless telecom operators under long-term contracts and operates as a neutral infrastructure provider.
Ascend Telecom Infrastructure Pvt. Ltd.	Provides passive telecom infrastructure on a Build-Lease-Operate basis including ground-based towers, rooftop towers, smart poles, small cells, fiberized sites, and infrastructure-sharing solutions.
BSNL Tower Infrastructure	Owns and leases telecom tower assets to telecom operators and supports tower-sharing arrangements for 4G and 5G network expansion.
Bharti Hexacom Tower Assets	Supports wireless network deployment in its operating circles through ownership and use of telecom infrastructure assets. Bharti Hexacom is identified among key operator customers utilizing tower infrastructure.
HFCL Ltd.	Provides telecom infrastructure solutions including fiber-optic networks, telecom equipment, network deployment, and connectivity infrastructure that enable tower backhaul and 5G expansion.
RailTel Corporation of India Ltd.	Provides nationwide fiber infrastructure and telecom network backbone services used for tower connectivity, backhaul, and broadband transport.
Nxtra by Airtel	Provides digital infrastructure including edge, fiber, and connectivity infrastructure supporting telecom network operations and service delivery.

Companies	Participation as Core Node in Value Chain
Sterlite Technologies (STL)	Deploys fiber networks and digital infrastructure that connect telecom towers and support 4G/5G network densification and backhaul requirements.

Source: Crisil Intelligence

Tower growth to normalise from 5G peak; densification and rural coverage to drive demand

Telecom service providers are continuously expanding and upgrading their networks to support rising data consumption and improve service quality, translating into sustained demand for tower infrastructure. The number of telecom towers is estimated to increase to ~1.04–1.09 million by fiscal 2031 from around 0.855 million in fiscal 2026, reflecting a CAGR of about 4–5%. The growth is expected to be supported by continued expansion of network coverage in rural areas, requiring the installation of additional towers, as well as ongoing efforts by operators to enhance network reach and capacity.

Over the past five years, growth in the telecom tower industry has been driven by increasing mobile data traffic, rapid deployment of 4G and 5G networks, the need to improve network quality and coverage, and deeper penetration of telecom services in rural and underserved regions. Additionally, telecom operators have continued to invest in network densification to support growing data demand and ensure seamless connectivity.

Rapid urbanisation is also supporting the tower industry. Growing population density in urban centres leads to higher communication traffic, necessitating additional tower infrastructure to improve connectivity, strengthen network performance and reduce congestion.

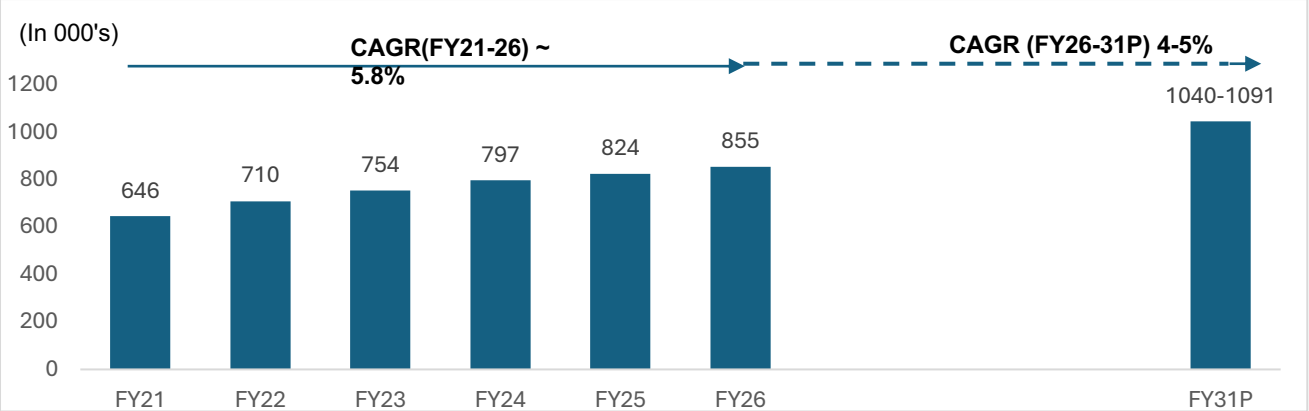
Rising data consumption remains a key structural driver of network investment. Traffic growth is also concentrated: in dense urban locations, mobile traffic demand can be higher than in rural areas. This requires continued capacity additions through network densification and fibre backhaul, even where coverage is already in place.

Government-led connectivity programmes are expected to provide additional support to infrastructure demand, particularly in rural, semi-urban and underserved markets:

- BSNL has substantially completed its indigenous 4G rollout. The communications minister stated that about 98,000 towers are largely done, with plans to expand by another 50,000–60,000 towers and then move to 5G. Under the Digital Bharat Nidhi, 24,784 towers had been commissioned under the DBN-funded mobile scheme as of June 30, 2026. This scheme is aimed at extending 4G coverage to all previously uncovered villages.
- The Amended BharatNet Programme (ABP), approved by the Union Cabinet on August 4, 2023, provides for optical fibre connectivity to 2.64 lakh gram panchayats in ring topology and to the remaining ~3.8 lakh non-GP villages on demand. It has an allocated budget of ₹1,39,579 crore. Notably for the O&M segment, the programme includes provision for operation and maintenance for 10 years, including network uptime monitoring through a Centralised Network Operating Centre. As of June 2026, around 2.21 lakh gram panchayats had been made service-ready.
- Under National Broadband Mission 2.0, the government targets extending OFC connectivity to 2.70 lakh villages by 2030 with 95% uptime, up from around 50,000 villages.

CRISIL Intelligence estimates the number of telecom towers to grow at a CAGR of 4-5% between fiscals 2026 and 2031. While growth will continue to be driven by rural coverage expansion, increasing adoption of data-intensive services and network densification initiatives, the pace of tower additions is expected to moderate compared with the previous five-year period due to the maturation of the initial 5G rollout cycle and stabilisation in demand for new BTS (Base Transceiver Station) deployments, with operators increasingly focusing on optimising and enhancing existing network infrastructure and possible 6G deployments in the future.

Number of towers in India (FY21-31P)



P: Projected

Source: Crisil Intelligence

Industry tenancy ratio to improve on continued network investments

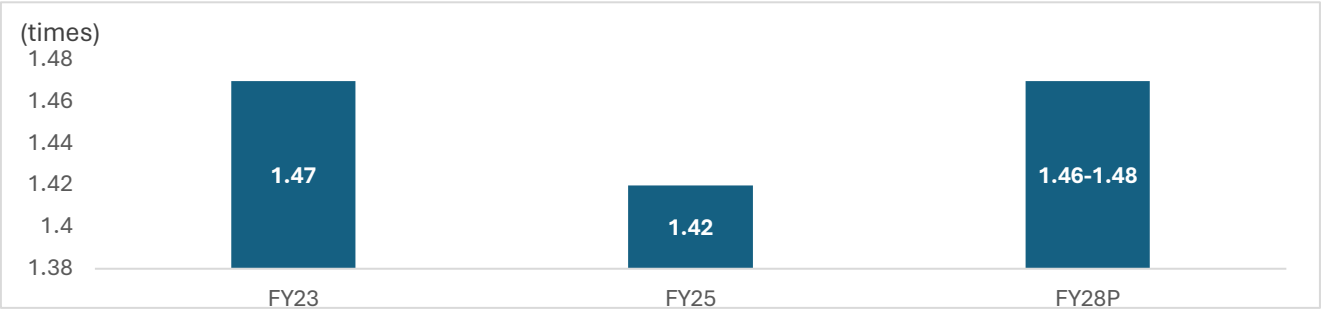
The telecom tower industry witnessed a moderation in tenancy ratio over the past few years, with the ratio declining to 1.42 times in FY25 from 1.47 times in FY23. While tenancy additions remained healthy, supported by 5G rollouts, network densification initiatives, and expansion of coverage in rural areas, a significant share of these additions occurred on single-tenant towers following consolidation in the telecom sector. As a result, the increase in tenancies did not fully translate into higher tower-sharing levels.

Going forward, tenancy growth is expected to be supported by a revival in capex by telecom operators aimed at expanding 4G networks and strengthening 5G coverage. Incremental tenant additions on existing tower sites, particularly in overlapping coverage circles, are likely to improve asset utilization and drive higher tower-sharing levels across the industry. CRISIL expects tenancy growth to accelerate to 5-6% over FY27 and FY28, supported by continued network expansion requirements.

Consequently, the industry tenancy ratio is projected to improve to 1.46-1.48 times by FY28, driven by increased co-locations on existing towers rather than large-scale additions of new tower sites. The improvement reflects growing infrastructure sharing among telecom operators as they focus on expanding network coverage and capacity in a cost-efficient manner.

The expected increase in tenancy ratio is likely to strengthen operating leverage for tower companies through better absorption of fixed costs and higher average revenue per tower. Improved infrastructure utilization, coupled with continued investments in tower upgrades and energy-efficient solutions, is expected to support healthier profitability and cash flow generation for the sector over the medium term.

Telecom tower industry tenancy ratio trends (FY23-FY28P)



P: Projected

Source: Crisil Intelligence

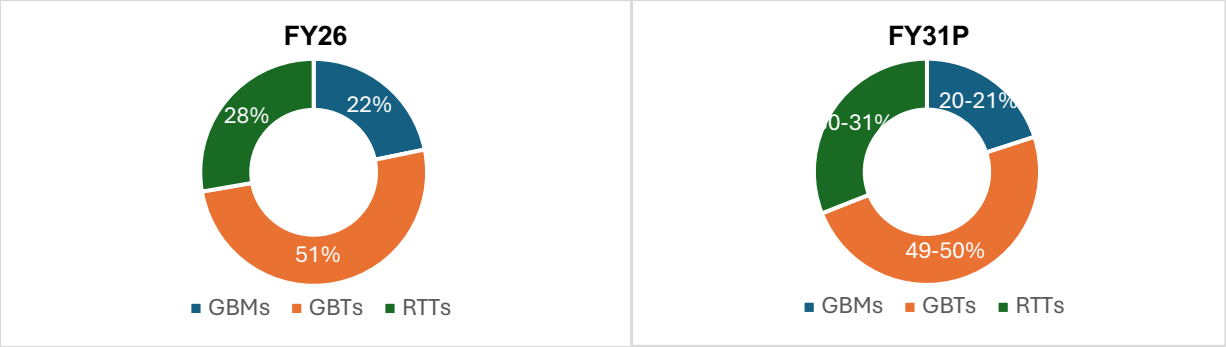
GBTs to dominate tower industry, despite a decrease in their share

As of fiscal 2026, GBTs are estimated to be dominating the overall tower industry with a share of 51%, followed by RTTs at 28% and GBMs at 21%.

However, going forward, share of GBTs is estimated to decrease owing to high capex and space constraints. The cost of building a GBT is Rs 2.5-3.0 million, more than double that of building an RTT. However, GBTs can accommodate three-five tenants, whereas RTTs can only house two-three tenants. Monopole towers are ~75% cheaper than GBTs and can

house 1-2 BTS. This fiscal the share of GBTs is expected to decline to ~49-50%, while that of RTTs is expected to be 30-31% and GBMs' 20-21%.

Segmentation of telecom towers based on installation type (FY26 and FY31P)



Notes: E – estimated; P – projected

GBMs: Ground based monopoles, GBTs: Ground based towers, RTTs: Rooftop towers

Source: Crisil Intelligence

Passive telecom infrastructure market is projected to be between ~Rs 2,000-2,100 billion between fiscals 2026-31

Telecom tower companies set up an entire range of passive infrastructure to be used by telecom operators to offer services to their subscribers. Passive infrastructure refers to equipment such as towers, shelters, power regulation equipment, battery back-ups, diesel generator (DG) sets, air-conditioners, fire extinguishers and security cabins required at sites where telecom towers are installed.

Passive infrastructure does not play any role in carrying wireless signals, but it is a vital part of the network as it ensures the operationality of active components. Though passive infrastructure is independent of the type of communication technology being used, the extent of its installation is determined by the number of operators mounting their base stations at a particular site.

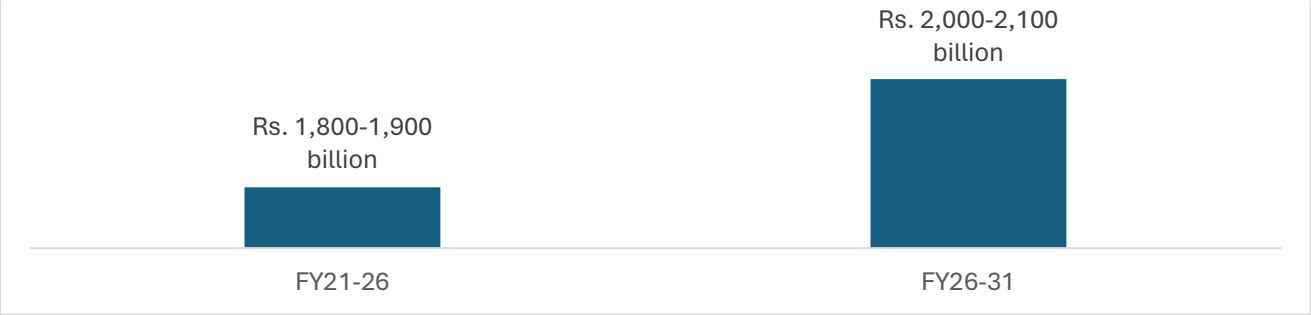
Some of the key passive infrastructure products are:

Product	Description
Shelter	An enclosure that houses the BTS and other equipment at tower sites. The shelter keeps the equipment at tower sites protected from the vagaries of the external environment and reduces the amount of sunlight coming into the room where the BTS is housed.
Power management system	The system performs the functions of handling power fluctuations, phase selection and lightning & surge protector
Air conditioning systems	It is used to cool down the temperature within the shelter.
Battery back-up	It provides back-up during short term disruptions of power supply
Diesel generator set	It provides back-up power supply in case of prolonged disruptions of electricity supply

Source: Crisil Intelligence

Between fiscals 2021-2026, passive telecom infrastructure market size in India is estimated at Rs 1,800-1,900 billion (cumulative) and is projected to increase moving forward to ~Rs 2,000-2,100 billion between fiscal 2026-2031.

Passive telecom infrastructure market in India



Source: Crisil Intelligence

Active telecom infrastructure market is projected to be between ~Rs 3,500- 3,600 billion between fiscals 2026-31

Active infrastructure refers to the electronic equipment that transmits, receives and routes wireless signals, as distinct from the passive elements that merely support and protect it. It comprises the base transceiver station (BTS) and its associated radio and baseband units, antennas, feeder and jumper cables, backhaul transmission systems (microwave links and optical fibre) and the switching and controller elements of the network. Unlike passive infrastructure, active infrastructure is technology-specific, equipment deployed for 4G cannot be directly reused for 5G without upgrade or replacement, and each operator at a shared tower site installs its own active elements. Traditionally, active infrastructure has been owned and operated by telecom service providers, while tower companies restricted themselves to passive assets.1

This distinction has been gradually narrowing. Following amendments to the infrastructure provider (IP-1) registration framework, tower companies are permitted to own, deploy and maintain a defined set of active elements, such as antennas, feeder cables and transmitters/receivers, and lease them to operators on a shared basis. Combined with active sharing permissions, this has opened a new revenue stream for tower companies beyond conventional site rentals and is expected to grow in relevance as operators seek to reduce capital intensity while densifying networks.

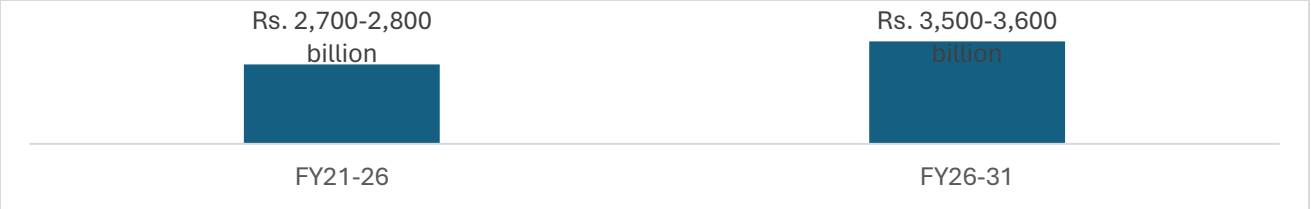
Some of the key active infrastructure products are:

Product	Description
Base transceiver station (BTS)	Equipment that transmits and receives radio signals between user devices and the network
Antenna	Radiates and receives radio frequency signals within a defined coverage area
Remote radio unit (RRU)	Tower-mounted unit that converts digital signals to radio frequency signals
Baseband unit (BBU)	Processes digital signals and connects the radio units to the core network
Backhaul equipment	Microwave links and optical fibre that connect the site to the core network

Source: Crisil Intelligence

Between fiscals 2021-2026, active telecom infrastructure market size in India is estimated at Rs 2,700-2,800 billion (cumulative) and is projected to increase moving forward to ~Rs 3,500-3,600 billion between fiscal 2026-2031.

Active telecom infrastructure market in India



Source: Crisil Intelligence

Market of maintenance of telecom towers to rise on back of tower additions

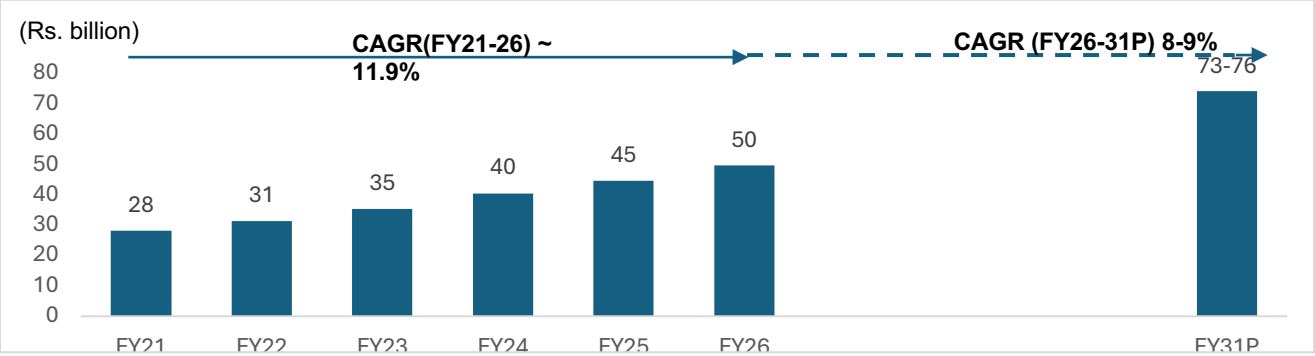
Tower companies incur a considerable amount of capex to maintain different towers and ensure their smooth functioning. A tower consists of various components that need regular servicing to increase the life of the tower and prevent disruptions. Hence, they incur capex to maintain and service the equipment such as DG sets, air-conditioners and electrical equipment.

Maintenance capex is usually incurred on towers (and related infrastructure) that are two-three years old. Further, the existing towers will likely warrant higher maintenance expenses. The allocation for repairs and maintenance is likely to

rise in proportion with the rise in overall capex.

As of fiscal 2026, telecom tower maintenance industry stood at ~ Rs 50 billion, up from Rs 28 billion in fiscal 2021. During this period, the industry had registered a CAGR of ~11.9% majorly driven by high number of tower additions. Moving forward, the market is expected to expand at a CAGR of 8-9% to reach Rs 73-76 billion by fiscal 2031, supported by a growing and ageing installed base of towers, continued network densification and higher maintenance intensity per site as operators focus on optimising existing infrastructure.

Telecom tower maintenance market size in India (FY21-31P)



Note: The aforementioned market size includes only maintenance expenditure incurred related to tower. It does not encompass operating expenses like rent, power and fuel, etc.

Source: Crisil Intelligence

The network life cycle refers to the full sequence of stages through which a telecommunication network, and each of its constituent assets, passes over its useful life, from initial conceptualisation to eventual retirement. It typically begins with network planning, where coverage and capacity requirements are assessed against information on the existing network and infrastructure, including exchanges and routers, transmission equipment and cables, and buildings and duct systems. Planning is followed by design and engineering, site survey and acquisition, securing statutory approvals and right of way, and procurement. The deployment stage then covers civil and electrical works, erection of towers and poles, laying of optical fibre, and the installation, integration, testing and commissioning of network equipment. Once commissioned, the network enters its longest stage, operation and maintenance (O&M), which is followed over time by optimisation, upgrades and technology migration, and finally decommissioning, dismantling or redeployment of assets that are no longer technically or commercially viable.

Key success factors of the telecom tower O&M industry in India

Success factors	Description
Predictive and remote-led maintenance	• Shifting from reactive, visit-based upkeep to sensor-based remote monitoring, centralised network operations centres and AI-driven fault prediction. • Standardised preventive-maintenance workflows reduce site visits, speed up fault resolution and improve uptime against service-level commitments.
Energy management and green power transition	• The adoption of solar-hybrid infrastructure, lithium-ion batteries, and smart energy management solutions enables telecom operators to reduce energy-related operational risks, improve site availability, and deliver more sustainable O&M outcomes.
Skilled and safety-certified field workforce	• Building multi-skilled technician pools across passive infrastructure, power systems, fibre and active equipment, with certified work-at-height and electrical-safety training.
Densification and neutral-host capability	• Extending service scope beyond macro towers to small cells on street furniture, in-building solutions and fibre backhaul. • The RoW Rules 2024, TRAI's property digital-connectivity rating framework and the new Digital Connectivity Infrastructure Provider authorisation favour providers with this capability.

Success factors	Description
Site Resilience and asset security	• Hardening sites against floods, cyclones and heat stress through elevated power equipment, adequate battery backup, pre-positioned spares and fuel, and rapid-deployment units such as cells-on-wheels. • Secured battery cabinets, smart locks and intrusion alarms reduce theft-led outages.
Outcome-based contracting and ecosystem partnerships	• Moving to uptime- and KPI-linked contracts with transparent performance dashboards, backed by long-term partnerships with equipment OEMs, energy-solution providers and local field contractors. • Cluster-based operations and scale procurement enable competitive pricing without diluting service quality.

Source: Crisil Intelligence

SWOT analysis of the telecom tower O&M industry in India

S (strengths)	• **Expanding site base:** Nationwide 5G rollout (5,62,971 5G BTS as of June 2026) has enlarged the equipment base needing recurring maintenance. • **Shared infrastructure model:** Multi-tenant passive sites spread O&M costs across operators, improving per-site service economics. • **Recurring, contract-backed demand:** Long-tenure infrastructure service agreements create predictable, annuity-like O&M demand. • **Enabling regulatory framework:** Telecommunications Act, 2023 and RoW Rules, 2024 simplify permissions and penalise damage to critical telecom infrastructure. • **Proven enabling technologies:** Remote monitoring, IoT sensors, lithium-ion storage and solar-hybrid systems are commercially mature for site use.
W (weaknesses)	• **High energy intensity:** Energy is a major cost head; erratic rural grid supply sustains diesel dependence and costly fuel logistics. • **Skilled manpower gaps:** Shortage of certified technicians for climbing power systems and 5G equipment limits service quality and scale. • **Fragmented field execution:** Reliance on multi-tier local subcontractors leads to uneven workmanship, safety compliance and SLA adherence. • **Uneven RoW implementation:** A few states and several central departments are yet to fully align with RoW Rules 2024, delaying site access. • **Customer concentration:** O&M volumes depend on capex cycles of a small number of telecom operators, limiting pricing power.
O (opportunities)	• **5G densification:** Small cells on street furniture, enabled under the RoW framework, create demand for high-volume, low-footprint maintenance. • **6G readiness:** The Bharat 6G Vision targets deployment by 2030, and DoT has released a 6G spectrum roadmap. Future 6G site upgrades and densification will create a long-term O&M pipeline for tower infrastructure • **In-building and neutral-host services:** TRAI's building connectivity ratings and the 2026 DCIP authorisation extend O&M scope to in-building and active assets. • **Rural and government-funded networks:** Around 24,000 towers commissioned under Digital Bharat Nidhi-funded projects need long-term O&M in remote terrain. • **Rising tenancies:** Tenancy additions are expected to accelerate over FY27–FY28, raising equipment load and O&M value per site.

T **(threats)**	• **Climate and disaster risk:** A DoT–CDRI study mapped hazard risk across 0.77 million towers by Jan 2025; floods, cyclones and heat drive outages and restoration costs. • **Theft and vandalism:** Theft of batteries, cables and power equipment raises downtime, replacement and security costs at unmanned sites. • **Pricing and margin pressure:** Calibrated operator capex and cost optimisation can compress O&M rates and shift risk via penalty-linked SLAs. • **Rising compliance obligations:** 2026 network rules mandate in-India storage of network systems, data and logs, on top of EMF and battery-waste norms. • **Community resistance:** EMF-related public apprehension, despite norms at one-tenth of ICNIRP limits, can trigger site-access disputes and relocations.

Source: Crisil Intelligence

Key government regulations

National Digital Communications Policy 2018

The DoT released the draft national telecom policy, rechristened National Digital Communications Policy (NDCP) 2018, for consultation on May 1, 2018.

Key provisions in the draft policy related to towers and allied services are:

- It facilitates fibre-to-the-tower programme to enable fiberisation of at least 60% base stations thereby speeding up the migration from 2G/3G to 4G/5G
- Extends incentives and exemptions for the construction of telecom towers
- Promotes deployment of solar and green energy for telecom towers
- Creates a broadband readiness index for states/ union territories to attract investments and address and accelerate right of way (RoW) challenges

Currently, less than one-fourth of the towers are fiberised in India compared with more than three-fourth in major economies, such as China and the US. Fiberisation will quicken expansion of the Internet of Things (IoT) ecosystem to 5 billion connected devices.

On 11 August 2022, the DoT had sought TRAI's recommendations on creation of a new category of license, Telecom Infrastructure License (TIL); the terms and conditions for according such license; applicable license fee etc. under Section 11(1) (a) of the TRAI Act 1997. In response, the regulator released recommendations on telecommunication infrastructure sharing, spectrum sharing and spectrum leasing on 24 April 2024.

Ambiguity in RoW implementation impacts tower rollouts

However, RoW has been an issue for the telecom sector participants in India. Delays because of variable and complex procedures across states, non-uniformity in levies and obtaining approvals from the forest department, railways and National Highway Authority of India have greatly impacted planning and rollouts of towers and fibre laying across the country.

RoW rules introduced in November 2016 are yet to bring benefits to the telecom sector owing to lack of clarity and hesitancy of some states. The rules should have expedited the deployment of underground (optical fibre) and over ground (mobile towers) infrastructure in India. They rationalise administrative expenses for fibre across the country to a maximum of Rs 1,000 per km and for overhead towers at a maximum of Rs 10,000 per application.

Additionally, as per the Right of Way (Amendment) Rules, 2023, licensees are allowed to deploy telecom infrastructure over a private property without approval from the concerned government authority. This will boost tower additions going forward and hasten the creation of 5G infrastructure in the country.

According to the dashboard on the RoW portal, as of May 2024, 34 states/union territories have been on-boarded, with 53,364 applications received so far, out of which 19,330 were approved, 17,042 rejected, 21,564 pending, and 1,854 sent back. This is creating huge impediments in installation of mobile towers and, in turn, affecting quality of service according to the Tower and Infra Providers Association (TAIPA).

Infrastructure status accorded to telecom towers

The government accorded infrastructure status to telecom towers in 2012, which meant the segment will get all the benefits the infrastructure sector enjoys, including priority electricity connection. Also, to avoid any disruption in communication, it was specified that BTSs could not be sealed or electricity supply to them disconnected without approval of the respective

telecom enforcement, resource and monitoring cell of the DoT in case of radiation-related issues.

Regulations regarding health impact spread of towers

Different state government agencies follow different approval procedures for setting up telecom towers. Also, the state governments have certain reservations when granting approvals for telecom towers in residential areas on account of health concerns. This could delay expansion plans of tower companies.

The DoT fixes standards for exposure limits of radio frequency field emissions from BTSs, monitors their compliance, addresses all radiation-related technical issues and seeks Standing Advisory Committee for Frequency Allocation's (SACFA) clearance for frequency allocation.

Multiple government bodies have placed restrictions on new tower constructions, on grounds that they pose health hazards and congest the skyline. Operators emitting more than approved levels of radiation are fined Rs 1,000,000 per BTS. According to the new rules, tower companies have to submit a compliance certificate within 15 days of switching on a telecom tower. In addition, many towers, especially in urban areas, face danger of being declared illegal. This poses a major challenge for tower companies while considering investments in new towers.

Capex to surpass Rs. 300 billion in FY27

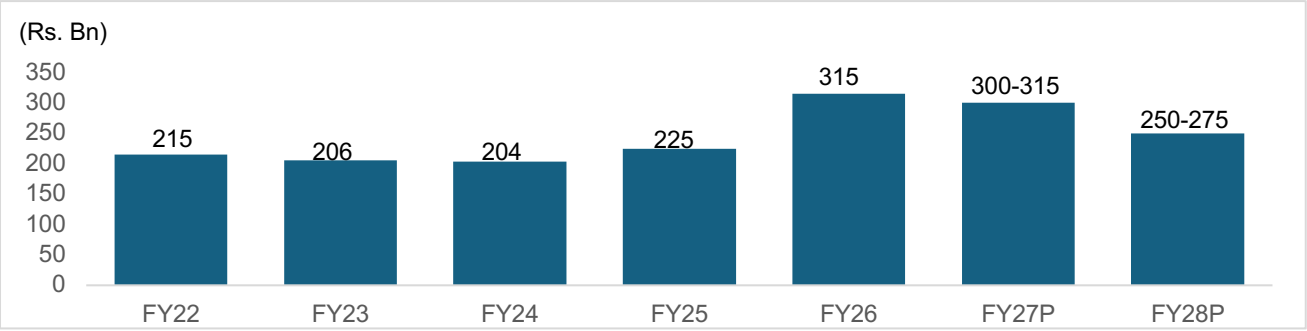
The Indian telecom towers industry experienced rapid growth in capital expenditure (capex) from FY16 to FY21, driven by the massive rollout of 4G services and network expansion, resulting in the addition of over 1.1 million base transceiver stations (BTS). However, the growth pace slowed down from FY21 to FY26, with approximately 984,400 BTS added during this period. Looking ahead, the industry is expected to add around 364,000 BTS over FY27-FY28, primarily driven by the expansion of 5G networks.

As telecom companies focus on replacing 2G and 3G tenancies with 4G tenancies, the growth of 4G BTS is slowing down. In contrast, 5G BTS is expanding rapidly to support the growing 5G subscriber base and providing enhanced data usage and network performance. The deployment of 5G technology requires denser BTS networks, which limited conventional, massive Ground Based Tower (GBT) construction capex growth in FY26. Nevertheless, telecom players are likely to adopt alternative technologies such as small cells and MIMO to augment capacity.

The need for speedy 5G deployment led to the installation of additional towers and BTS, resulting in increased construction capex. One of the top three players has already opted for a standalone 5G deployment mode, which has resulted in higher capex. Another player is expected to opt for the standalone mode of deployment by FY27.

Crisil Intelligence expects operators to focus on improving tenancies on existing towers and invest in tower fiberisation to improve quality of services and cater to evolving requirements of the tenants. Thus, we expect a cumulative capex of ~Rs 600 billion over FY27 and FY28.

Capex in telecom tower sector (FY22-28P)



Note: P - Projected

Crisil's forecast is based on the expansion of operators, estimated mix of ground-based towers (GBTs) and rooftop towers (RTTs), capex required to build a tower, and incremental capex needed to maintain it. But it does not include the capex incurred by telcos to build their captive towers.

Source: Crisil Intelligence

The telecom tower business is capital-intensive as it entails setting up towers, upgrading them to accommodate new tenants, and improving efficiency by upgrading to more efficient technology/power sources. Companies incur an upfront capital cost for the construction of mobile towers. The cost of this depends on the type of tower, such as GBT or RTT, or monopole. The cost of building a GBT (Rs 2.5-3.0 million) is more than double the cost of building an RTT. Monopole towers cost ~75% lesser than a GBT and can house 1-2 BTSs. Apart from construction capex, players also incur capex in maintenance, the addition of tenants, and making sites diesel-free after installation.

The capital required to set up a tower depends on its type and height. The main capex heads are:

- Construction and tower cost, which constitutes ~45% of the total capital cost for a GBT and ~20% for an RTT
- Cost of equipment such as shelters, air-conditioners, diesel generators, batteries, and electrical equipment such as voltage stabilisers, switched-mode power supplies and cables
- Pre-operative expenditure such as expenses for local approvals, municipal deposits, and civil works for the gate and fence

Capex cost of GBT

Construction / Equipment	% of Capex
Tower & Construction Cost	45-50%
Electrical works	14-18%
Diesel Generator	8-12%
Shelter	8-12%
Battery	5-7%
Air Conditioners	2-3%
Others	5-8%

Note: Above share is indicative and can change based on the year

Source: Industry, Crisil Intelligence

Capex cost of RTT

Construction / Equipment	% of Capex
Tower & Construction Cost	17-23%
Electrical works	25-30%
Diesel Generator	8-10%
Shelter	8-12%
Battery	12-15%
Air Conditioners	6-10%
Others	3-7%

Note: Above share is indicative and can change based on the year

Source: Industry, Crisil Intelligence

Construction capex

Capital expensed by tower companies to set up new towers is classified as construction capex. With a need for speedy 5G deployment, we expect the pace of tower additions to grow going ahead, which will warrant the share of construction capex to remain constant. Most tower additions will be done in rural areas as the telcos would look to expand their rural subscriber base against an already saturated urban subscriber base (urban teledensity is on a decline). Additionally, tower density (per sq km) in urban areas is more than 0.18 towers (with metros having over 20 towers per sq km) versus less than 0.14 in rural areas.

Upgradation capex to account for a majority share in the pie

The number of 2G, 3G and 4G BTSs is expected to remain flat further going forward as operators will push subscribers towards 5G with 2G & 3G BTS expected to be completely slow down by FY25. Moreover, 4G BTS additions will also likely slow down as major two players announced their intent to limit 4G additions and focus on 5G. Incremental 4G BTSs will only be installed in sites that previously housed 2G/3G BTSs. However, with the telecom services industry leader preferring a standalone mode of launch, the share of upgradation capex will get impacted.

Maintenance capex

It is usually incurred on towers (and related infrastructure) that are two to three years old. Our industry interactions suggest a tower requires a maintenance expense of Rs 55,000-60,000 every year. Further, the existing towers will likely warrant

higher maintenance expenses, the current amount allocated by tower players on repairs and maintenance is likely to rise in proportion to the rise in overall capex.

Key growth drivers of the Indian telecom tower industry

Drivers	Description
Expansion of 4G and 5G Networks	The nationwide rollout of 5G services is significantly increasing the demand for telecom infrastructure. Telecom operators require denser networks with additional tower sites and small cells to deliver high-speed connectivity, low latency, and enhanced coverage. Continued investments in network modernization and 4G coverage enhancement further support tower tenancy growth.
Rising Mobile Data Consumption	India is among the world's largest consumers of mobile data. Growing adoption of video streaming, online gaming, social media, digital payments, and cloud-based applications is driving exponential growth in data traffic. To handle this increasing demand, telecom operators need expanded and upgraded tower infrastructure.
Increasing Smartphone Penetration	Affordable smartphones and declining data tariffs have accelerated internet adoption across urban and rural areas. The growing number of connected users necessitates additional network capacity and coverage, creating sustained demand for telecom towers.
Rural Connectivity and Digital Inclusion	Government initiatives aimed at improving rural broadband access and bridging the digital divide are driving tower deployment in underserved regions. Programs such as BharatNet and various rural connectivity projects are increasing the need for telecom infrastructure in remote locations.
Growth of IoT and Enterprise Connectivity	The proliferation of Internet of Things (IoT) devices, smart cities, connected manufacturing, logistics tracking, and industrial automation is increasing demand for reliable and extensive wireless networks. This trend supports long-term expansion of telecom tower assets and edge infrastructure.
Data Center and Edge Infrastructure Development	As cloud adoption and digital services expand, telecom tower companies are increasingly diversifying into data centers, fiber networks, and edge computing infrastructure. The convergence of telecom towers with digital infrastructure ecosystems presents new growth opportunities and revenue streams.

Source: Crisil Intelligence

Key challenges and risk factors

RoW yet to bring benefits to telecom tower industry

Introduced in November 2016, the RoW rules did not bring any benefit to the telecom sector as they lacked clarity and many states remain hesitant to comply. The rules could have been a key enabler for expediting the deployment of underground (optical fibre) and overground (mobile towers) infrastructure in the country. They aim to rationalise administrative expenses across the country to a maximum of Rs 1,000 per km for fibre and a maximum of Rs 10,000 per application for overhead towers.

However, delays as a result of variable and complex procedures across states and non-uniformity in levies greatly impacted the planning and rollouts of towers and fibre laying across the country. The NDCP 2018 advocates establishment of a National Digital Grid by creating a National Fibre Authority; establishing Common Service Ducts and utility corridors in all new cities and highway road projects; creating a collaborative institutional mechanism between the Centre, states and local bodies for common RoW; standardising costs and timelines; and removing barriers to approvals. However, the implementation will remain a key monitorable. In April 2022, the DoT launched a centralised RoW portal, Sugam Sanchar (translated as accessible connectivity), which will provide single-window clearance for stakeholders to apply and track applications. According to the dashboard on the portal, 34 states/ union territories have been onboarded, with 53,364 applications received so far, of which 27,942 have been approved, 15,287 rejected, 7,553 pending, and 2,582 sent back.

Loading of sites hurt revenue generating potential of towers

A loaded site implies that a single telecom operator has installed more than one BTSs on a single tower. Telecom tower players offer discounts to telecom service providers to install multiple BTSs on the same tower. A loaded BTS commands a much lower rent (~50% of the actual rent that a single tenant pays), and hence, impacts revenue generation for the tower company.

Going forward, the industry is expected to witness loaded sites to account for a higher proportion of incremental tenancies, as operators look to improve the quality of service to retain subscribers. This will be done by installing capacity BTSs at sites that already have coverage BTSs. Capacity BTSs help reduce congestion in select areas and improve network efficiency. However, they will mostly be loaded on to existing BTSs, thus hurting the revenue generation of tower players.

Consolidation, entry of a new captive player hurt industry

Consolidation of telecom players is a key risk for tower companies as it results in the loss of overlapping tenancies. Although, this risk is somewhat offset by consolidation among the tower companies.

Consolidation in the telecom industry has not only resulted in a shift in the bargaining power in favour of the TSPs but also in a loss of certain tenants/ tenancies. As a result, telecom players are bargaining aggressively for competitive rates for new tenancy additions. Entry of captive tower companies with sizable towers is expected to have pressured rent revenue and margin in the industry.

Zoning may cause speed bumps in tower rollouts

Multiple government bodies are placing restrictions on the construction of telecom towers (a practice called zoning) as they are considered a health hazard. Mobile tower radiation in India is governed by guidelines drawn from recommendations of the International Commission on Non-Ionising Radiation Protection. All operators are required to get their BTSs certified for radiation. Operators emitting more than the approved levels of radiation must pay a fine of Rs 1,000,000 per BTS.

There is still uncertainty about which all areas are permitted for tower installation. Towers are not allowed to be installed on government buildings, hospitals, defense areas, etc. Controversies about health hazards with respect to the emissions from towers compound the difficulties.

Active Infrastructure sharing

Traditionally, telecom players shared only towers (passive infrastructure). However, with newer concepts such as radio access network sharing and after the DoT permitted active infrastructure sharing in 2008, operators may increasingly begin sharing BTSs, back haul and even base service stations (BSCs). This has led to significant savings in terms of capital and operating expenditure for operators but has also reduced the tenancy for tower players. In NDCP-2018, there was a proposal to expand coverage of Infrastructure Providers Category-I (IP-1) infra sharing and its outcome remains a key monitorable. This has enabled a significantly enhanced scope of services for IP-1 and provides passive as well as active infrastructure services to enhanced service providers, including TSPs.

However, sharing active infrastructure is a technically complex process, as network planning can vary significantly across operators and locations. Globally, too, active infrastructure sharing has not been very successful.

3. Assessment of Horizontal Directional Drilling (HDD) in India

3.1. Overview of structure of HDD industry in India

Horizontal Directional Drilling (HDD) is a steerable, trenchless method employed for the installation of underground pipes, conduits, and cables along a predetermined bore path, eliminating the need for continuous trench excavation. HDD is widely utilized across a range of critical end-use segments, including the installation of underground optical fibre cable (OFC) ducts, city gas distribution (CGD) pipelines, cross-country pipeline crossings, pressurised water mains, and underground power cables.

Its significance to the telecom and telecom tower industry lies in its role as the enabler for underground fibre deployment, which serves as the essential backhaul medium for tower fiberisation, 5G densification, and rural broadband programmes.

Key benefits of HDD compared with open-cut trenching are summarised below:

Parameter	HDD	Open-cut trenching
Cost	Typically involves higher installation cost than conventional trenching; however, total project costs can be lower in urban areas when road restoration, pavement reinstatement, traffic management and road-cutting charges are considered.	Generally, offers the lowest installation cost in open and uncongested areas. However, in urban environments, restoration of roads, footpaths and landscaping, coupled with municipal reinstatement charges, can significantly increase overall project costs.
Construction Feasibility Across Site Conditions	Particularly suited for crossings and constrained locations such as highways, railways, rivers, water bodies, congested urban	Generally preferred in open, accessible and less congested areas where continuous excavation

Parameter	HDD	Open-cut trenching
	corridors and environmentally sensitive areas where surface excavation is restricted, undesirable or impractical.	can be undertaken with limited physical, environmental or traffic-related constraints.
Surface disruption	Requires excavation only at strategically located entry and exit pits, enabling underground utility installation with minimal disruption to traffic flow, businesses, public utilities and pedestrian access.	Requires continuous excavation along the alignment, resulting in greater disruption to road users, businesses and public access throughout the construction period, along with subsequent pavement restoration requirements.
Environmental Impact	Smaller surface footprint and limited disturbance to vegetation, water bodies and existing infrastructure. Suitable for crossing environmentally sensitive areas. Drilling fluid management and monitoring of inadvertent fluid returns ("frac-outs") remain important considerations.	Involves extensive excavation and reinstatement, leading to greater disturbance of soil, vegetation and surface features. Waterbody crossings may require temporary diversion, dewatering or other mitigation measures.
Asset protection	Drill paths can be guided beneath existing utilities and infrastructure, subject to accurate utility identification and mapping, potentially reducing conflicts with existing assets and lowering the risk of future third-party damage through deeper installation.	Continuous excavation increases interaction with existing underground utilities and infrastructure, requiring greater utility coordination, relocation planning and asset protection measures during construction.

Source: Crisil Intelligence

Value chain of the HDD industry

The value chain of HDD operates across three broad segments, with demand ultimately derived from the capital expenditure cycles of end-user asset owners.

Upstream: Equipment OEM and suppliers

The value chain originates with original equipment manufacturers, authorised dealers and component suppliers that manufacture and supply the core operating assets deployed by contractors. This includes HDD rigs across mini, midi and maxi capacity classes. Mini HDD rigs typically provide up to ~20,000 lb (89 kN) of pullback capacity and are primarily used for small-diameter utility installations and short-distance bores. Midi HDD rigs generally offer pullback capacities ranging from 20,000 to 100,000 lb (89-445 kN) and are deployed for medium-scale utility and pipeline projects. Maxi HDD rigs typically exceed 100,000 lb (445 kN) of pullback capacity and are designed for large-diameter, long-distance pipeline installations and major infrastructure crossings.

In addition to HDD rigs, the equipment portfolio comprises downhole tooling such as drill pipes, bits, reamers, hole openers, swivels and stabilisers, as well as guidance systems ranging from walkover locators for shallow urban bores to wireline and gyroscopic steering tools used for longer or deeper crossings. Fluid management equipment, including mud pumps, mixing units and solids control or recycling systems, also forms a critical part of project execution by supporting drilling fluid circulation, bore stability and cuttings management throughout the drilling process.

Midstream: Planning, Design and Execution

Project development begins with design consultants, survey firms and geotechnical agencies, which undertake route surveys, existing utility mapping using ground penetrating radar and electromagnetic locators, soil and rock investigation, bore path design, pullback load calculations, drilling fluid programme design and statutory permitting support. The quality of work at this stage is a critical determinant of project outcomes, as inadequate subsurface investigation is a leading cause of cost overruns, bore abandonment and third-party utility damage claims.

In the execution phase, EPC or turnkey contractors typically hold the principal contract with the asset owner and assume responsibility for detailed engineering, procurement, subcontractor coordination, quality and safety compliance and stakeholder interface management. HDD drilling contractors perform the specialised trenchless scope, covering site establishment, pilot boring with continuous steering control, reaming to the required borehole diameter and pullback of

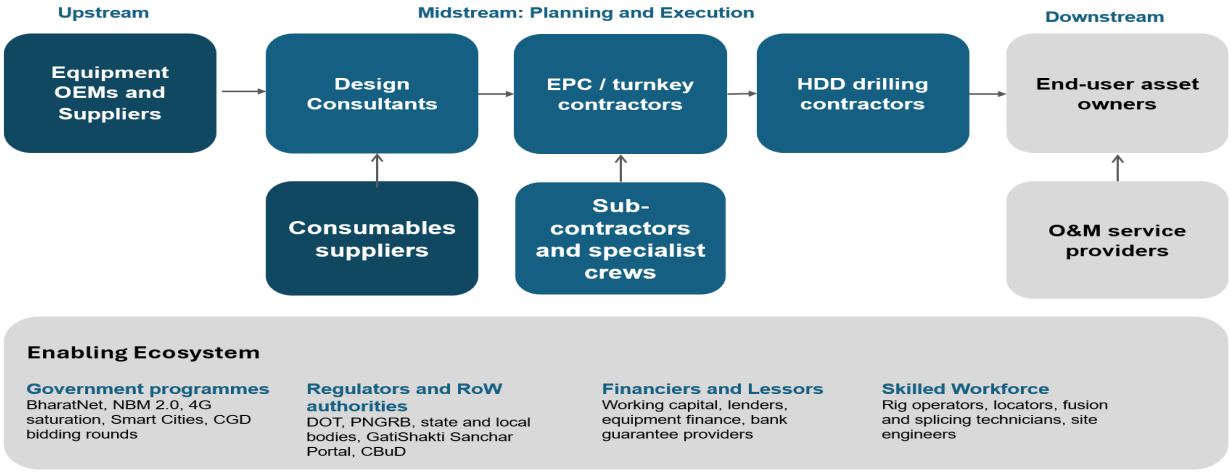
ducts, pipe or cables, followed by pressure and proving tests and as-built documentation. Specialist subcontractors support ancillary activities such as pipe fusion, welding and non-destructive testing, cable blowing and splicing, bore tracking, drilling fluid disposal and site restoration.

Downstream: Asset Owners and Operations and Maintenance

Demand across the chain originates from end-user asset owners, including telecom operators and fibre infrastructure providers, power utilities and transmission licensees, oil and gas companies and city gas distribution entities, water and sewerage utilities and urban infrastructure agencies such as municipal bodies, metro rail authorities and highway and railway agencies. Following commissioning, O&M service providers undertake inspection, condition monitoring, fault localisation, duct cleaning, repair, rehabilitation and capacity augmentation, generating relatively stable annuity-type revenues that scale with the growing installed asset base.

The wider ecosystem is enabled by government infrastructure and connectivity programmes that anchor long-term demand, right-of-way and regulatory authorities whose permitting timelines represent a principal source of schedule risk, financing institutions and equipment lessors that lower entry barriers for smaller operators, and the availability of trained operators, locators and mud engineers, which remains a structural constraint on capacity expansion.

Value chain of HDD industry



Key stakeholders of the HDD industry

Upstream	• **Equipment OEMs and Suppliers:** Suppliers of HDD rigs (mini, midi and maxi classes), drill pipe, drill bits and reamers, transmitters and walk-over or wireline locating systems, mud pumps and mud recycling units, and pipe fusion machines. OEM pricing, lead times and after-sales support directly affect contractor capex and fleet availability.
Midstream: Planning and Execution	• **Consumables suppliers:** Suppliers of HDPE PLB ducts and micro-ducts, MDPE and steel pipe, bentonite, polymers and drilling additives, and optical fibre cable while drilling fluid and tooling wear parts are borne by the HDD contractor and represent key variable cost alongside employee/ worker expenses and fuel. • **Design Consultants:** Conduct route surveys, utility mapping, geotechnical studies and bore design. • **EPC / Turnkey Contractors:** Manage end-to-end project execution, procurement and contractor coordination. • **HDD Drilling Contractors:** Execute pilot boring, reaming and pullback operations for trenchless installations. • **Sub-contractors & Specialist Crews:** Provide specialised services such as fusion, splicing, tracking and restoration.
Downstream	• **O&M Service Providers:** Maintain installed networks through inspections, repairs and fault restoration. • **End-user Asset Owners:** Own infrastructure assets and drive project demand through capex investments.

Source: Crisil Intelligence

HDD industry spans organised and unorganised contractors, differentiated by scale and contracting mode

The Indian HDD industry is a services industry organised around ownership and operation of rig fleets. It is highly fragmented, with a long tail of single-rig and small-fleet operators serving local telecom and city gas distribution (CGD) work, alongside regional contractors operating multi-rig fleets across multiple states, and a small group of organised

contractors with pan-India presence, multi-utility capability and in-house allied services such as fusion, blowing and splicing. Organised contractors are increasingly engaged directly by telecom operators, infrastructure providers and CGD entities under framework or rate contracts, while the unorganised segment mostly works as sub-contractor to EPC firms or to the organised contractors themselves.

Demand is intermediated to a significant degree by EPC and turnkey contractors. In telecom, the optical fibre EPC contractor is typically awarded a route or a circle by the asset owner and then either self-performs the drilling or sub-contracts it to specialist HDD firms, retaining design, material supply, fibre blowing, splicing, testing and commissioning. In CGD, authorised entities generally award steel and MDPE pipeline laying contracts, with HDD used as one of several construction techniques for installing pipeline sections and crossings. In oil and gas pipelines, HDD crossings are frequently carved out as separate specialist packages because of the equipment and engineering involved.

The industry is asset-intensive relative to its revenue base, with contractors' competitive positioning shaped by factors such as fleet size and composition, equipment utilisation, crew productivity, operational efficiency, and the ability to mobilise resources quickly across geographies. Working capital requirements are significant, as billing is typically milestone-based and linked to route completion, testing, commissioning milestones, and right-of-way (RoW) closure.

HDD applications span key end-use segments, including telecom

The application of HDD spans multiple infrastructure sectors, where it is used to install underground pipelines, conduits, and cable networks while minimizing surface disruption. Some of the key applications of HDD are as follows:

- **Telecommunications segment:**

It is one of the key end use segments of HDD, particularly for the deployment of fibre optic cables and underground conduit networks. As governments and telecom operators continue to expand broadband coverage, HDD can also be used to install fibre infrastructure beneath roads, railways, urban corridors, and other obstacles where open excavation would result in significant disruption. The method is also relevant for fibre-to-the-home (FTTH), fibre-to-the-premises (FTTP), and fibre backbone projects requiring underground connectivity across populated areas

Furthermore, a key driver within this segment is the fiberisation of telecom towers. Fiberisation refers to the process of connecting existing mobile towers and base transceiver stations to optical fiber backhaul networks, replacing legacy copper and microwave links that are limited in bandwidth capacity. The process entails the laying of fiber optic cables from central network nodes or fiber points of presence to individual tower sites, often traversing considerable distances through urban, suburban, and semi-rural geographies. Fiberisation programs necessitate the installation of fiber conduits at scale, with routes frequently passing beneath roads, intersections, railway lines, and congested utility corridors where conventional open-cut trenching would result in disruption to surface activities and existing underground utilities. In such cases, HDD can serve as a relevant installation method. HDD is employed in fiberisation programs for road crossings, dense urban corridors, and other sections of fiber routes where trenchless installation offers operational and logistical advantages over conventional trenching

- **Oil and gas segment:**

HDD is utilized for the installation of transmission pipelines, distribution networks, gathering lines, and pipeline crossings where conventional trenching may be impractical or environmentally sensitive. Typical applications include river crossings, wetlands, protected habitats, highways, rail corridors, and densely developed areas where minimizing surface disturbance is critical.

HDD is also employed for offshore-to-onshore shore approaches, enabling pipelines to be routed beneath beaches, coastal zones, and nearshore environments while reducing impacts on coastal ecosystems and existing infrastructure.

- **Power transmission and distribution segment:**

HDD facilitates the installation of underground electrical cable systems, particularly where overhead infrastructure is impractical or undesirable due to land-use constraints, environmental considerations, urban development requirements, or regulatory mandates.

Utilities utilize HDD for cable crossings beneath rivers, highways, rail corridors, airports, and densely congested areas. The method is also employed for grid interconnections associated with renewable energy projects, battery energy storage systems, substations, and industrial developments where underground cable routing is required.

- **Others:**

Beyond telecommunications, oil and gas, and power infrastructure, HDD finds application across a range of other sectors, including water and wastewater infrastructure, urban utility corridors, smart city projects, environmental remediation activities, etc. In these applications,

HDD is utilized to install water pipelines, sewer networks, stormwater systems, multi-utility conduits, and other underground infrastructure while minimizing disruption to existing roads, communities, and environmentally sensitive areas. HDD may also be used for horizontal wells in environmental remediation projects, including groundwater monitoring and contaminant extraction activities.

Overview of working capital cycle for the industry

The HDD industry operates a working capital cycle shaped by the project-based nature of its contracts and the capital-intensive character of its operations. The industry is capital intensive, as operations depend on specialized machinery, including drilling rigs, mud recycling systems, locating equipment, etc. The acquisition of such assets requires substantial upfront investment, which may increase reliance on external financing, thereby influencing liquidity planning. However, some contractors may adopt leasing or rental arrangements in place of outright purchase, as leasing reduces the initial capital outlay, converts a portion of fixed costs into periodic obligations, and transfers a share of maintenance and obsolescence risk to the lessor. The determination between ownership and leasing affects the composition of the working capital cycle, since ownership increases fixed asset intensity and depreciation charges, whereas leasing introduces recurring obligations within operational cash outflows.

The operating cycle commences with the procurement of raw materials and consumables, including drilling fluids, drill pipes, and cutting tools, together with expenditure on fuel and equipment maintenance. Inventory is maintained at levels sufficient to support ongoing and forthcoming projects.

Accounts receivable constitutes a significant component of the cycle. Payments are generally linked to project milestones or completion stages, and presence of retention clauses may further extend the collection period. Furthermore, contracts relating to public infrastructure and utilities frequently carry longer payment terms than those in the private commercial segment. On the payables side, suppliers of materials and service providers extend credit terms that partially offset the receivables period. However, a timing mismatch may arise between outflows for wages, fuel, and equipment and inflows from payments received, thereby creating a funding requirement during project execution.

Overall, the working capital profile of the HDD industry is influenced by the interplay between capital investment requirements and the timing of operational cash flows. However, working capital intensity varies significantly across companies. Factors such as project size and duration, customer mix (government, utility, telecom, oil & gas, or private sector), contract structure, milestone-based payment schedules, retention money provisions, mobilisation advances, geographic spread of projects, extent of subcontracting, equipment ownership versus leasing strategy, and the scale of operations all affect working capital requirements. In addition, companies with diversified service portfolios and exposure to multiple infrastructure segments may exhibit working capital profiles that differ materially from contractors focused solely on HDD activities. Consequently, cash conversion cycles can vary substantially across market participants depending on their business model, project portfolio, bargaining power with customers and suppliers, and stage of project execution.

For reference, the median cash conversion cycle (CCC) of selected companies with exposure to the HDD segment, calculated at the overall company level, stood at (158) days in FY25, compared with (118) days in FY24.*

Working capital days/ Cash conversion cycle (CCC)

CCC	FY24	FY25
CCC (median)*	-118	-158

*Note: *The above estimates have been prepared based on the reported financials of the selected companies i.e. Pratap Technocrats Private Limited, SG Encon Limited, Kalpataru Projects International Limited, Adani Infra (India) Limited, Corrtech International Limited, Mansi Ganga Builders and Engineers Private Limited, Dilip Buildcon Limited, Ace Pipeline Contracts Private Limited, Trenchless Engineering Services Private Limited and EnProCon Enterprise Limited. The financial data considered is at the overall company level and not specifically attributable to the HDD business segment/product category. Further, the peer set included for the analysis is indicative and not exhaustive.*

Source: Company filings, Crisil Intelligence

3.2. Key growth drivers of the industry

Government policies and programmes across infrastructure and end use segments

Government expenditure programmes constitute the principal source of underlying demand for HDD services, since outlays incurred within these schemes, directly underdetermine the quantum of underground utility installation undertaken. In the infrastructure segment, AMRUT provides for augmentation of urban water supply and sewerage systems, the Jal Jeevan Mission for household tap connections and associated distribution networks, the Pradhan Mantri Krishi Sinchayee Yojana for piped water conveyance, and the Smart Cities Mission for placement of telecom, power, water and sewerage utilities below ground within existing rights of way. In the telecom segment, the Digital India programme establishes the framework

for expansion of digital connectivity, while BharatNet provides for optical fibre connectivity to gram panchayats and, under its amended scope, to habitations below the panchayat level. The National Broadband Mission and National Broadband Mission 2.0 prescribe targets in respect of optical fibre route kilometres, tower fiberisation and household broadband connections.

These programmes translate into HDD demand since the works contemplated are executed along existing road alignments and congested urban corridors where surface excavation is restricted by municipal conditions governing road cutting and traffic movement. Streamlined right of way approvals under the Indian Telegraph Right of Way Rules further support execution timelines and capacity utilisation for contractors.

Selected government schemes

Scheme	Description
BharatNet	India's flagship rural broadband programme. As of August 2026, the CAG reported 0.219 million Gram Panchayats (96.7% of the revised target of 0.226 million Gram Panchayats) had achieved service-ready status, while connectivity had been extended to over 0.215 million Gram Panchayats. The programme remains a major driver of fibre deployment and network maintenance requirements.
Amended BharatNet Programme (ABP)	Upgrades are underway for 14,294 Gram Panchayats, including ring-topology conversion, new fibre deployment across more than 30,000 villages, and demand-based connectivity expansion, supported by an investment of approximately Rs. 56.91 billion. As of June 2026, 43,908 km of OFC had been laid and 0.013 million Gram Panchayats upgraded, indicating substantial remaining rollout scope.
National Broadband Mission (NBM) 2.0	Targets operational OFC connectivity to 0.27 million villages by 2030, 95% network uptime, broadband connectivity to 90% of anchor institutions, and reduction of RoW approval timelines to 30 days. As of March 2026, average fixed broadband speed reached 61.55 Mbps and broadband connectivity covered 2.18 million anchor institutions.
Telecommunications Act, 2023 & RoW Rules, 2024	Introduced a streamlined Right-of-Way (RoW) framework that improves the predictability of telecom infrastructure deployment through standardised processes, deemed approval provisions, and a formal approval mechanism for network roll-out.
GatiShakti Sanchar Portal	GatiShakti Sanchar Portal supports the National Broadband Mission's objective of reducing RoW approval timelines and improving coordination for telecom infrastructure deployment through a unified digital approval framework.
Call Before u Dig (CBuD)	National utility-protection platform that facilitates coordination between excavation agencies and underground asset owners through utility mapping, alerts, and pre-excavation checks, supporting safer underground construction and reducing utility damage risks.
Smart Cities Mission	The Smart Cities Mission, launched by the Prime Minister, Mr. Narendra Modi on June 25, 2015, is a transformative initiative aimed at promoting cities that provide core infrastructure, a clean and sustainable environment, and a high quality of life through the application of 'smart solutions'. The Smart Cities Mission received a total Union Budget allocation of Rs. 47,652 crore (US$ 5.38 billion). As of March 31, 2025, 99.44% of this amount had been disbursed to the 100 cities covered under the mission. The objective of the smart city initiative is to promote sustainable and inclusive cities that provide core infrastructure to give a decent quality of life, a clean and sustainable environment through application of some smart solutions such as data-driven traffic management, intelligent lighting systems, etc.
The Urban Challenge Fund	The Urban Challenge Fund (UCF) is a Centrally Sponsored Scheme of the Ministry of Housing and Urban Affairs (MoHUA) with a central assistance of Rs 1,00,000 crore for FY 2025–26 to 2030–31, with an extendable implementation period up to FY 2033–34. It aims to support bankable urban infrastructure projects through a challenge-based approach, catalysing nearly Rs 4 lakh crore in investment over five years. The scheme represents a paradigm shift from grant-based financing to market-

Scheme	Description
	linked, reform-driven, and outcome-oriented urban development, recognising that public finance alone cannot meet urban infrastructure needs.

Source: Government sources, Crisil Intelligence

Tower fiberisation

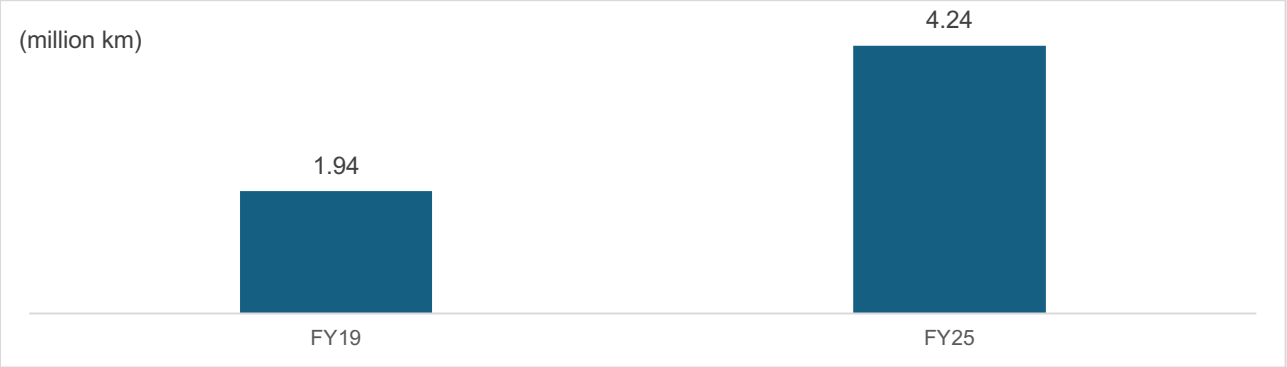
Fiberisation of telecom towers involves connecting tower sites to optical fibre networks to provide high capacity backhaul connectivity, either replacing or supplementing microwave links. The need for fibre backhaul is being driven by the rollout of 5G services, fixed wireless access (FWA) and ongoing network densification, all of which require significantly higher network capacity and lower latency. Accordingly, the National Broadband Mission identifies fibre deployment and enhanced fibre connectivity as key enablers for expanding broadband access and supporting the development of next-generation digital infrastructure in India.

As telecom infrastructure constitutes a key end-use segment for HDD services, continued investment in optical fibre network expansion is expected to support demand for HDD, especially in specific sections such as highway, railway and waterbody crossings, congested urban corridors, and other locations where trenchless construction offers operational or environmental advantages over conventional excavation methods.

Optical Fibre Network EPC growth

The expansion of India's optical fibre infrastructure continues to be a key driver for the optical fibre EPC and HDD industries. According to Department of Telecommunications, India's optical fibre network grew from 1.94 million route kilometres in 2019 to 4.24 million route kilometres in 2025, reflecting sustained investments in telecom and digital infrastructure.

India’s Optical Fibre Network



Source: PIB, Crisil Intelligence

Demand for fibre deployment is being driven by multiple end-use segments, including 5G network expansion, tower fiberisation, fibre-to-the-home (FTTH) rollouts, enterprise and data centre connectivity, and government-led rural broadband initiatives under the National Broadband Mission (NBM) 2.0 and the Amended BharatNet Programme. The long-term outlook remains favourable, with NBM 2.0 targeting operational fibre connectivity to approximately 0.27 million villages by 2030, creating significant opportunities for additional fibre deployment.

The evolving nature of fibre deployment is also likely to positively influence HDD demand. A growing share of network expansion is taking place in urban and peri-urban areas, along telecom tower connections, FTTH networks and transport corridors, where conventional open-cut trenching is often constrained by traffic, right-of-way and other site considerations. In such conditions, trenchless construction methods may be adopted more extensively, which could position HDD contractors to benefit from the continued expansion of India's fibre infrastructure.

Overview of key optical fibre deployment programmes

Programme/ Scheme	Service provider	Description
BharatNet III project (Jammu & Kashmir leg)	Sterlite Technologies Ltd. consortium with Dilip Buildcon Limited	Contract was valued at Rs. 26 billion (Rs.16.25 billion in capex and Rs. 9.75 billion for operations & maintenance)

Programme/ Scheme	Service provider	Description
T-Fiber (Telangana Fiber Grid Corporation Ltd.)	Sterlite Technologies Ltd.	Deployment of 0.064 million km of OFC network covering 3,000 Gram Panchayats across 11 districts; project value of approximately Rs. 18.0 billion
PowerTel	POWERGRID Teleservices Ltd.	100,000+ km telecom network deployed using Optical Ground Wire (OPGW) on transmission lines across India
MahaNet-I	Sterlite Technologies Ltd.	Project aims to connect 4,045 Gram Panchayats across eight districts in Vidarbha. Initial disclosed project value was Rs. 15.12 billion.
BharatNet (formerly National Optical Fibre Network) project	RailTel Corporation of India Ltd.	Project aimed at connecting 0.25 million Gram Panchayats through optical fibre infrastructure with a minimum bandwidth of 100 Mbps, enabling e-governance, digital services, and internet connectivity in rural India.

Source: Company public filing, Government sources, Crisil Intelligence

Expansion of city gas distribution and pipeline networks

Alongside telecom, city gas distribution (CGD) has is also a key source of demand for (HDD in India. According to the Petroleum and Natural Gas Regulatory Board's (PNGRB) April 2025 report, the authorisation of 307 geographical areas has extended CGD coverage substantially, with authorised entities committing to a minimum work programme of 0.54 million inch-kilometres of pipeline. A portion of this committed pipeline is likely to be laid using HDD, as trenchless methods are typically deployed where open-cut trenching is restricted or impractical, with the extent varying by project, terrain and site conditions.

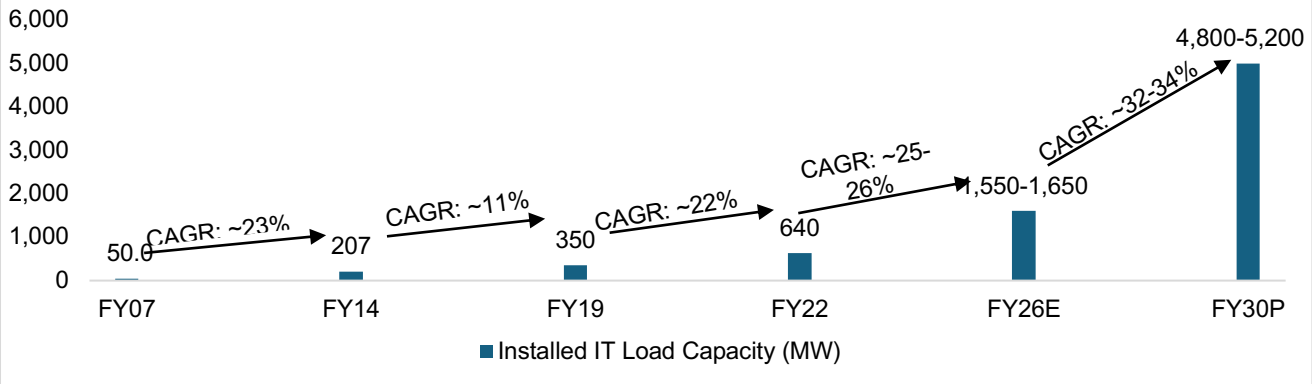
Beyond the distribution segment, PNGRB, which is empowered to authorise entities to lay, build, operate and expand natural gas pipelines, has authorised a transmission network of ~ 34,233 km, of which 25,429 km were operational as of June 2025 and the balance remains under construction. The progressive completion of this network is expected to positively influence HDD demand, as HDD may be required in specific segments such as rail and river crossings or locations with traffic and other site constraints, subject to project-specific conditions.

Furthermore, the demand will also be supported by an evolving regulatory environment. The Natural Gas and Petroleum Products Distribution Order, 2026, issued in March 2026, seeks to streamline permissions for last-mile pipeline laying and associated facilities, which may help ease commonly cited constraints around right-of-use and road-cutting approvals from multiple civic authorities. This will positively influence execution timelines and compliance with authorisation obligations, thereby supporting greater visibility of the resulting order flow.

Expansion of data centre capacity in India

The data centre industry has emerged as a critical component of the digital economy, underpinning cloud computing, AI, 5G connectivity, IoT applications and a widening range of digital services. In India, installed capacity has expanded more than threefold since FY19 to reach ~1,550 to 1,650 MW by FY26, and is projected to increase further to ~4,800 to 5,200 MW by FY30, translating into a CAGR of 30-32%, supported by rising internet penetration, increasing cloud adoption, and data localisation requirements.

Data centre capacity in India -In MW (fiscal 2007-30P)



Note: E – Estimated; P – Projected

Source: Crisil Intelligence

The composition of demand is also expected to change, with AI workloads estimated at ~5 to 10% of installed capacity in FY26 and projected to account for ~35 to 40% by FY30, the balance comprising conventional cloud, enterprise and colocation workloads.

Split of Data centre capacity as per AI workload and non-AI workload:

	AI Workload	Non-AI Workload
FY26E	5-10%	90-95%
FY31P	35-40%	60-65%

Note(s): E: Estimated, P: Projected

Source: Crisil Intelligence

Consequently, capex towards new data centre development is estimated to increase from ~Rs 778 billion during FY22 to FY26 to ~Rs 3,900 to 4,300 billion during FY27 to FY31, implying a nearly five to sixfold increase in construction linked investment. The resultant increase in construction activity, together with the associated requirement for fibre and underground power cable connectivity at each facility, is expected to have a positive bearing on allied drilling activity, including HDD, over the medium term.

Projected Data centre construction Capex

Data centre Capex Investment	FY22-26	FY27-31P
Data centre Capex Investment (Rs. Billion)	778.0	3,900 - 4,300

Notes: The above figure includes only the capex towards new Data centre construction inclusive of land

Source: Crisil Intelligence

Replacement and modernisation of ageing underground utility infrastructure

Beyond the creation of new networks, demand for HDD services may also be supported by the replacement and modernisation of existing underground utilities. Water supply, sewerage, gas and electricity distribution networks in older urban areas, as well as legacy telecommunication networks, may require replacement or upgradation over a period of time, which could translate into demand for HDD services depending upon the specific requirements of the works undertaken.

3.3. Key challenges and entry barriers in the industry

Key challenges and risks

Key risks/ challenges	Description
Cyclicality in end-use industries	• Demand for HDD services is derived from the capital expenditure cycles of end-use sectors, including telecommunications, oil and gas, and city gas distribution. Accordingly, any deferment or curtailment of capital outlay in these sectors can affect order inflow. • Furthermore, order books remain dependent on the quantum and timing of disbursements under government schemes, as well as on the pace at which projects are tendered and awarded, thereby limiting revenue visibility over the near term. • Additionally, even where orders are secured, execution timelines can be affected by uncertainties relating to geological and soil conditions encountered at project sites, which may necessitate re-alignment of bores, additional mobilisation and cost escalation.
Technological disruptions	• The sector may be exposed to substitution risk arising from alternative trenchless methodologies, including micro-trenching, robotic and guided boring systems, and other emerging drilling technologies, the wider adoption of which could reduce the addressable market for conventional HDD deployment. • Consequently, operators are required to undertake periodic upgradation and replacement of rig fleets and ancillary equipment in order to retain technical qualification and cost competitiveness.

Key risks/ challenges	Description
	• Furthermore, since such upgradation entails recurring capital outlay, any inability to fund or complete the same within the timelines expected by customers can result in loss of pre-qualification eligibility, with a consequent effect on order book visibility.
Regulatory challenges	• Commencement of work at each site is conditional upon receipt of Right of Way approvals and clearances from statutory, municipal and utility authorities. As such approvals often involve time-consuming procedural formalities, mobilisation at site can be delayed beyond the schedule envisaged at the time of bidding. • Furthermore, as permission frameworks, levies and restoration charges differ across states and local bodies, contractors may be required to absorb additional compliance costs and timelines, thereby increasing cost pressures. • Additionally, the sequential nature of such approvals can result in idling of rigs and deployed personnel between sites, thereby extending execution timelines and elongating working capital cycles. • Apart from the above, non-adherence to prescribed environmental and safety conditions, including those governing drilling fluid disposal and protection of sub-surface utilities, may attract monetary penalties, claims for damages or suspension of work.
Structural challenges	• The industry is fragmented, with the presence of a large number of unorganised operators that generally compete on the basis of price. This constrains the ability of participants to pass on cost increases to customers and may sustain pressure on realisations. • Consequently, in the absence of adequate pricing flexibility, escalation in input costs and equipment downtime arising from delays may have to be absorbed within contracted margins, with a corresponding effect on profitability. • Furthermore, dependence on a limited pool of skilled employees like rig operators and supervisory personnel can constrain the ability of participants to undertake execution across multiple sites concurrently, thereby restricting participation in larger contracts.

Source: Crisil Intelligence

Key entry barriers

Entry barrier	Description
Technical qualification	• Technical qualification requirements create a significant entry barrier, as tenders typically mandate prior project experience, minimum execution track records, and financial eligibility criteria. More complex applications, such as long-distance or pipeline crossings, may additionally require specialised engineering capabilities, certifications, and insurance cover.
Customer empanelment	• Major telecom operators, infrastructure providers, and utility companies generally award work through empanelled contractor networks. Obtaining and maintaining empanelment requires demonstrated technical capability, operational performance, financial strength, and compliance with safety and quality standards, giving established players a competitive advantage. • As empanelment processes can be periodic and time-consuming, entities that are not already empanelled may have limited access to available opportunities.
Execution capability	• Timely completion of bores under varying soil and site conditions requires demonstrated execution capability, including project planning, survey and utility mapping, and the ability to manage restoration obligations. • Hence, established contractors benefit from proven project management systems, compliance understanding, regional presence, supervisory teams, and the financial capacity to support large-scale execution.

Entry barrier	Description
Skilled workforce	• Operations require trained rig operators, supervisory staff and survey personnel, availability of which can be limited. • Consequently, new entrants may face challenges in recruitment and retention, and in building the operating experience required to execute projects within contracted timelines.
Equipment requirements	• Execution depends upon ownership or assured access to capital-intensive equipment, comprising drilling rigs of varying capacity, mud recycling units and HDPE fusion equipment. Deployment of such assets entails significant upfront investment together with recurring maintenance and spares expenditure, which can constrain entry by smaller entities. • While smaller participants may seek to lease or hire equipment on a project-specific basis in order to limit capital outlay, such arrangements can result in dependence on third-party lessors for timely availability and serviceability of assets, while also affecting cost structures.
Geographical reach	• Projects in the HDD segment are generally spread across multiple states and are often awarded on a package or region-wise basis. Accordingly, the ability to mobilise rigs, crew and support infrastructure across dispersed locations can influence competitiveness at the tendering stage. • Furthermore, mobilisation over longer distances entails transportation, logistics and site establishment costs, together with lead time for obtaining local permissions. Participants without an established presence in the relevant region may therefore incur higher costs or require longer mobilisation periods, which can affect bid competitiveness. • Additionally, familiarity with prevailing soil profiles, local approval processes and availability of local manpower and vendors can support timely execution. Entities operating across multiple states may consequently be better positioned to bid for and execute geographically spread contracts, and to redeploy assets between regions as demand shifts.

Source: Crisil Intelligence

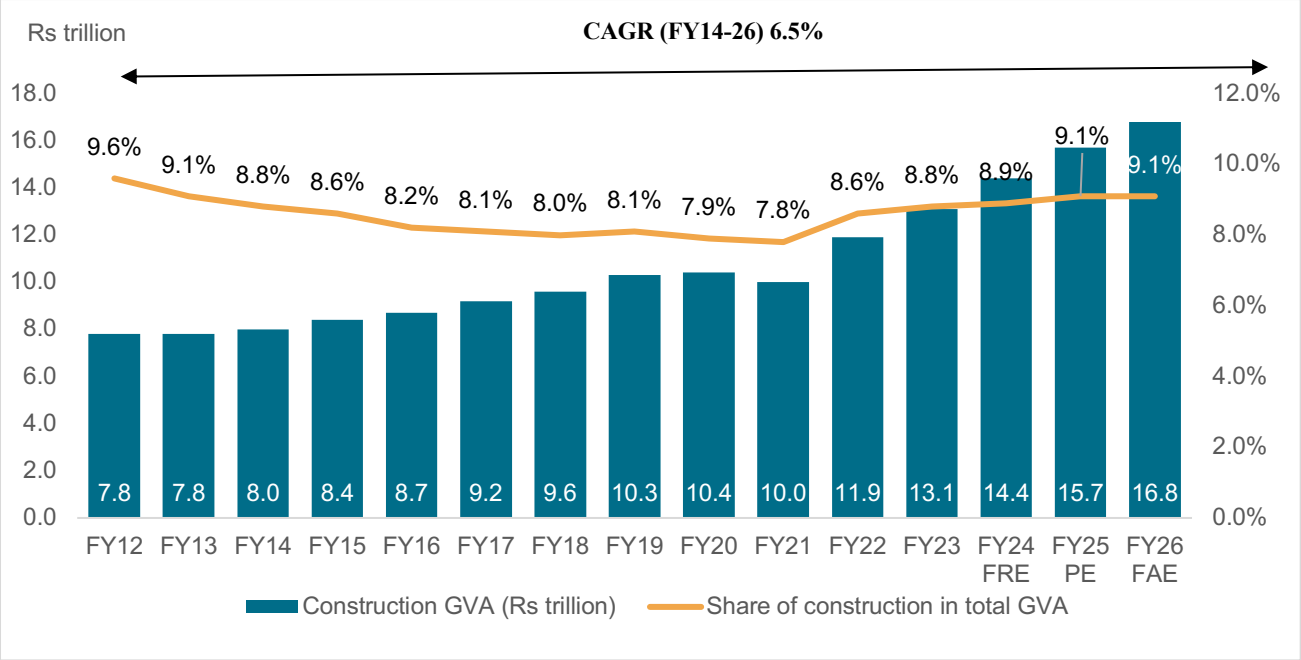
4. Overview of construction industry in India

4.1. Construction sector's share in overall GVA estimated to have risen further in fiscal 2026

Construction GVA is a critical indicator of economic activity since it represents the value generated by the construction sector, which includes activities related to building infrastructure, real estate and other construction projects.

In India, construction GVA increased to Rs 16.8 trillion in fiscal 2026FAE from Rs 8.0 trillion in fiscal 2014, which was 6.5% CAGR. Several factors contributed to the growth, including economic expansion, the government's commitment to infrastructure development, particularly roads, railways and energy projects, and increase in foreign direct investment, which boosted private sector investment. Furthermore, increasing demand for affordable housing, driven by rising urbanisation and an expanding middle-class population, has also played a significant role in elevating construction GVA. However, in fiscal 2021, the country's GVA was under pressure amid challenges heaped by the pandemic. In fiscal 2022, though, the share of construction GVA in the overall GVA rebounded to 8.6%, increasing further to 8.8% in fiscal 2023. As per the provisional estimates for fiscal 2025, construction GVA is around Rs 15.7 trillion, thereby contributing to 9.1% of overall GVA.

Share of construction GVA (FY12-FY26)



FAE—First advance estimate, FRE – Final revised estimate, PE – provisional estimates

Source: MoSPI, Crisil Intelligence

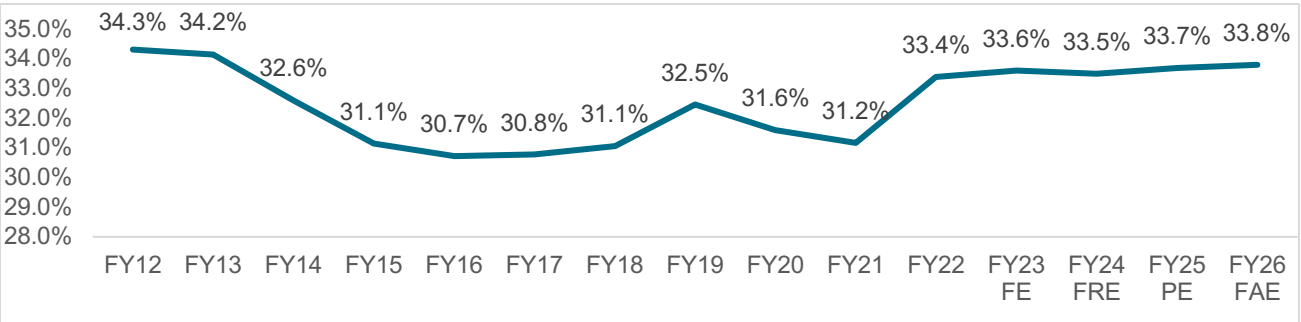
4.2. India's gross fixed capital formation as % of GDP to have further improved in fiscal 2025

Gross fixed capital formation (GFCF) measures the level of investment in creating physical assets and infrastructure, which plays a crucial role in fostering economic growth and development. Gross fixed capital formation includes land improvements (fences, ditches, drains, and so on); plant, machinery, and equipment purchases; and the construction of roads, railways, and the like, including schools, offices, hospitals, private residential dwellings, and commercial and industrial buildings.

GFCF % of GDP (CY2023)

This is a sharp reversal from fiscals 2020 and 2021, when the GFCF had fallen to 31.6% and 31.2% of GDP, respectively, as investments in physical assets were impacted by disruptions in supply chains and business operations owing to the pandemic. It, however, recovered to 33.4% of GDP in fiscal 2022 and 33.6% of GDP in fiscal 2023, attributed to factors such as easing of pandemic-related restrictions, the government's focus on infrastructure development, economic reforms and increase in urbanisation, which boosted demand for affordable housing. As per the first advance estimates for fiscal 2026, GFCF as % of India's GDP to remain at 33.8%.

GFCF as % of India's GDP (FY12 - FY26)



Note: FE: Final Estimates; FRE: First Revised Estimates; FAE: First Advance Estimates; PE: Provisional Estimates;

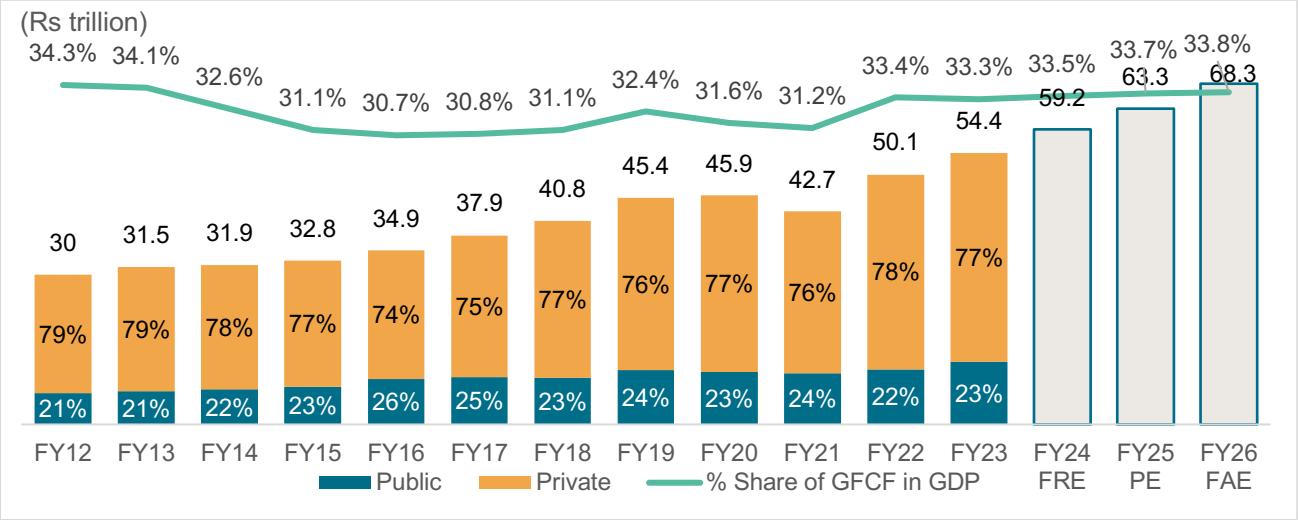
Source: First Advance Estimates of Annual GDP for 2025-26, MoSPI, Crisil Intelligence

A large part of the rise in fiscal 2023 was because of dwellings, other buildings and structures, which had a significant ~55% weightage in the GFCF. Key factors contributing to the vertical's dominant share were economic growth, the government's commitment to infrastructure development, particularly in roads, railways, and energy projects, and increase in FDI, which boosted private sector investment. A growing middle class and increasing urbanisation contributed significantly to the rising demand for housing and commercial spaces, thereby spurring investment in the construction sector.

4.3 Private sector is a major contributor to GFCF

The distribution of GFCF between the private and public sectors has been relatively constant in India, with the private sector consistently the predominant contributor. In fiscal 2023, the private sector accounted for ~77% of total GFCF.

Share of public and private sectors in GFCF



PE – provisional estimate, FRE: First Revised Estimates, FAE: First Advance Estimates,

Note: Private fixed capital formation includes household sector

Source: MoSPI, Crisil Intelligence

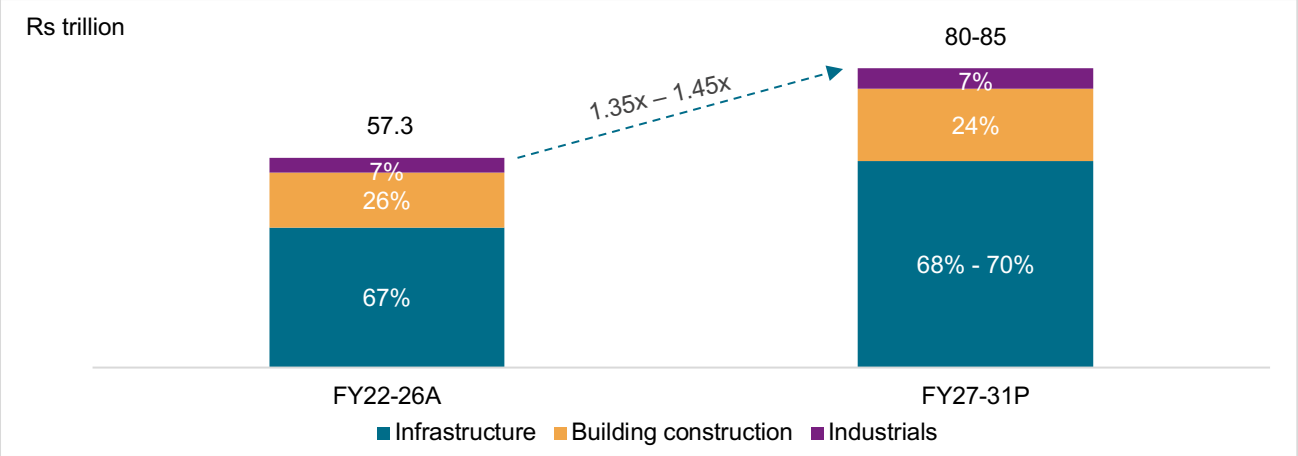
4.4. Investments in construction sector

The construction industry in India is expected to grow steadily at an annual rate of 6-8% between fiscal years 2026 and 2030. This growth will be mainly driven by increased spending on infrastructure projects such as roads and railways, supported by both central and state government investments.

In fiscal year 2025, construction capital expenditure has risen by 7% compared to the previous year, reaching Rs. 12.7 trillion. This increase aligns with the government's emphasis on infrastructure development, as seen in the rising budget allocations aimed at achieving the goals outlined in the National Infrastructure Pipeline (NIP). Previously, the construction sector faced challenges like policy delays in infrastructure and low industrial investments. Residential construction also declined due to weak demand, affordability issues, and a sluggish economy. However, recent government initiatives have revitalized construction activity, especially in infrastructure.

The share of infrastructure projects is expected to stabilise in the ~68-70% range in the next five years as against ~67% for FY21-25, as Infrastructure investments are seen growing faster than the other two segments due to the Government's focus on Infrastructure under the NIP, NMP and the Gati Shakti initiative. The Central government's focus on roads, urban infrastructure and railways will boost infrastructure investments. Roads, railways, irrigation & Power sectors will continue to drive the bulk of these investments. Building & construction and industrial segments are expected to witness muted growth.

Break-up of the domestic construction sector



Note: A - Actual, P – Projected

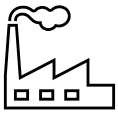
The numbers in the above chart represents cumulative investments for the specific period

Source: Crisil Intelligence

Overview of investments across building, Infrastructure and Industrial in overall construction segment

Share of infrastructure segment is estimated to increase further

FY 21-25E: **33-35 trillion** FY26-30P: **51-54 trillion** Projected growth: **1.7x-1.8x**	**Infrastructure**	• Infrastructure investments are seen growing faster than the other two sectors due to the government's focus under the National Infrastructure Pipeline (NIP), National Monetization Pipeline (NMP) and the Gati Shakti initiatives. Total construction investments in this sector is expected to attract investments of ~Rs 51-54 trillion between FY26-30P, up from Rs 34-36 trillion between FY21-25. • Moving forward, the share of infrastructure projects is expected to stabilise in the ~68-70% range in the next five years (FY26-30). Private sector involvement in infrastructure, which has been increasing, is poised to intensify with the government's renewed emphasis on the build-operate- transfer (BOT) model in roads. The power sector continues to attract substantial private investment, driven by a sharper focus on non-fossil fuel energy generation. The government's National Monetisation Pipeline is also expected to play a key role in boosting private sector participation by facilitating its greater involvement in infrastructure development.
FY 21-25: **13-14 trillion** FY25-30P: **19-20 trillion** Projected growth: **1.4x-1.5x**	**Building**	• Crisil Intelligence estimates Building & Construction sector to see stagnant growth with real estate segment showing a slowdown in demand along with rising inventory levels in key cities. The increase in execution of deferred projects and government schemes such as PMAY is expected to provide the required boost to the sector. • Between FY26-30P, the sector is expected to rise to Rs 19-20 trillion from an investment of Rs 13-14 trillion between FY 21-25

 FY 21-25: **4-4.5 trillion** FY26-30P :: **4.8 – 5.5 trillion** Projected growth: **1.2x-1.3x**	**Industrial**	• Based on an analysis of eight key sectors, Crisil Intelligence estimates construction investment in the industrial sector at Rs 4.8-5.5 trillion between FY26-30P, compared to Rs 4.5-5 trillion spends seen in FY21-25. The rise in investment is projected due to inclusion of the PLI scheme in the capex investments of the industrial sector. • Crisil have only considered 3 capex-intensive sectors in case of PLI scheme, viz., auto and auto components, textiles and specialty steel for inclusion in our estimates.

Note: A - Actual, P – Projected

Infrastructure vertical includes warehouse

Building construction includes residential, commercial and non-commercial verticals

Source: Crisil Intelligence

Building construction to grow 1.2-1.3x between fiscals 2027 and 2031

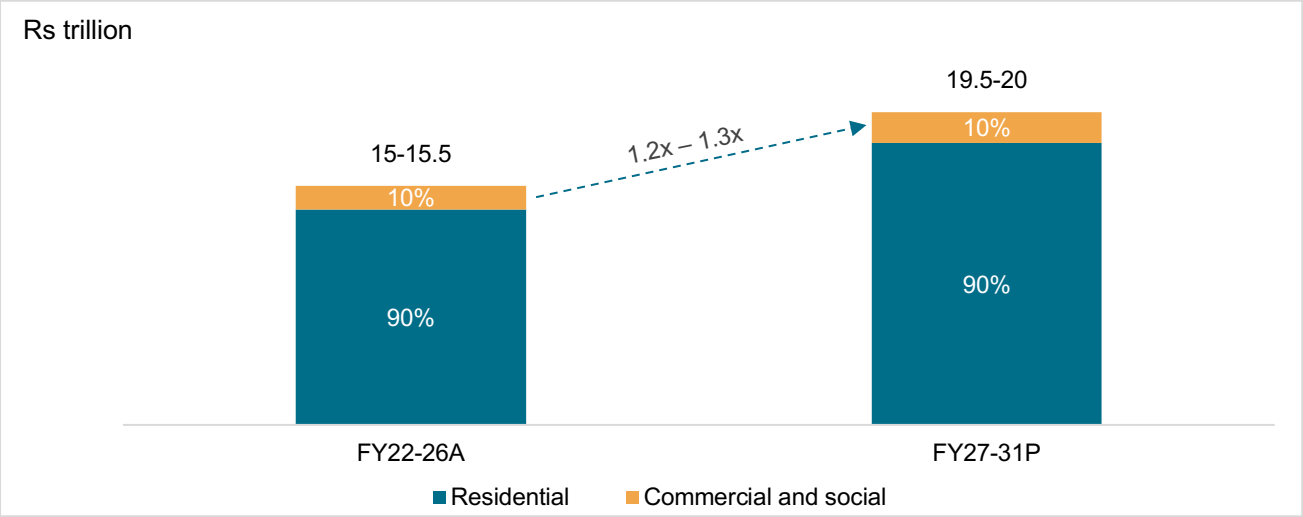
The building construction segment is largely dominated by investments in the residential real estate space with a share of ~90% as of fiscal 2026. Long-term investment in building construction is projected to increase at an average annual rate of 3-5% between fiscals 2027 and 2031, in line with growth in residential demand.

One of the primary drivers of growth in the building construction segment is the office sector, which saw a significant surge in gross leasing between January and September 2024. This represents a significant increase compared with the same period in 2023. The demand for office space is driven by both global and local occupiers, who are expanding their operations and consolidating their facilities to enhance their market presence.

Technology companies are leading the charge, accounting for one-fourth of total office leasing, followed by flexible space operators and banking, financial services and insurance (BFSI) firms. India's top office markets have experienced a notable surge in rentals, driven by robust demand and the simultaneous infusion of high-end, quality supply. After a dip during the pandemic, rentals have seen considerable growth since 2024, surpassing pre-pandemic levels.

The growth in the office sector is expected to continue, with investment in office spaces projected to increase 1.2-1.3x between fiscals 2027 and 2031, driven by the growing demand for quality office spaces and their limited supply in key markets. As a result, the building construction segment is likely to see significant activity in the coming years, aided by the office sector's strong growth prospects and increasing demand for commercial and social infrastructure construction.

Share of major segments building construction spending (%)



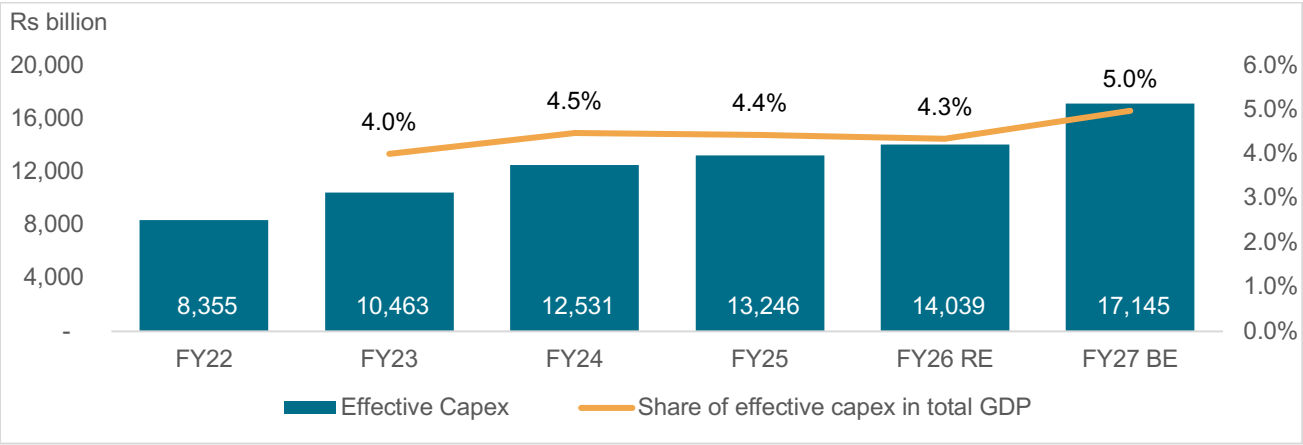
Note: A: Actual; P: Projected

Source: Crisil Intelligence

Central effective capex as a percent of total GDP is estimated to grow at ~5% in FY27

Central effective capex has risen from Rs 8,355 billion in fiscal 2022 to Rs 14,039 billion in fiscal 2026 (RE). The steepest expansion came in fiscals 2023 and 2024, at 25% and 20%, lifting the share of effective capex in GDP from 4.0% to 4.5%. This was the peak of the post-pandemic public investment push, anchored by the National Infrastructure Pipeline and PM Gati Shakti, with roads and railways absorbing most allocations and the interest-free 50-year capex loan window channelling spending through states. For construction, this meant healthy but decelerating order inflows, with contractors leaning on existing backlogs rather than fresh awards.

Share of effective capex in the real GDP of India (2022-2023 series)



Source: Union budget of India, Crisil Intelligence

Effective capex is budgeted at Rs 17,145 billion for fiscal 2027, up 22.1% over fiscal 2026 (RE) and the sharpest jump in four years, taking the GDP share to 5.0%. The increase is led by infrastructure ministries, whose budgetary capex of Rs 11.9 trillion is up 17.7% year-on-year, indicating the incremental allocation is concentrated in construction-intensive heads. Key drivers include the next phase of highway and expressway corridors, rolling stock and network expansion in railways, metro and urban infrastructure under AMRUT and allied schemes, and transmission capacity tied to the energy transition. Continued grants-in-aid to states should support sub-national execution, historically the swing factor in converting allocations into spending.

Budgetary capex for infrastructure ministries is Rs 11.9 trillion, up 17.7% from fiscal 2026

Infrastructure capital expenditure (capex) for fiscal 2027 (BE) is 17.7% higher than fiscal 2026 RE—an increase largely driven by investments in logistics, power and affordable housing. Logistics cost in India is around 8% of GDP, according to estimates of the Department for Promotion of Industry and Internal Trade. It is imperative to bring down this cost to

make transportation of goods efficient. With this in mind, the budget focuses on transportation sectors and has set aside a significant 53% of the total infrastructure capex for roads, railways, waterways and aviation

The budget allocation for the roads sector is up 8.3% increase over fiscal 2026 RE. Specifically, the National Highways Authority of India (NHAI) has received a 10% boost in allocation from the ministry. Additionally, the Gross Infrastructure Allocation (GIA) contribution towards road works has grown 5.2% over fiscal 2026 RE

Budget allocation for infrastructure sector

	Rs trillion	FY26RE	FY27BE
Capex - Infrastructure Ministries	Gross Budgetary Support GBS)	5.7	6.2
	Internal and external budgetary resources (IEBR)	2.3	2.6
	Grants allocation for capital creation (GIA)	2.1	3.1
	Total Capex- Infrastructure Ministries	**10.1**	**11.9**
Capex- Other Ministries	Gross Budgetary Support GBS)	5.2	6.0
	Internal and external budgetary resources (IEBR)	2.0	2.2
	Grants allocation for capital creation (GIA)	1.0	1.8
	Total Capex- Other Ministries	**8.3**	**10.1**
Grand Total		**18.4**	**22.0**

Note: 10 infrastructure ministries included: Road transport and highways, Housing and urban affairs, civil aviation, power, railways, shipping, rural development, water resources, New and renewable energy, Department of atomic energy

RE- Revised estimates, BE-Budgeted estimates

Source: Budget documents, Crisil Intelligence

4.5. Overview of Oil Refining & Marketing industry

The Oil Refining & Marketing (R&M) industry forms a critical part of the downstream oil and gas value chain, converting crude oil into refined products such as petrol, diesel, ATF, LPG, and petrochemical feedstocks, and distributing them through retail, industrial, aviation, and commercial channels. Industry performance is primarily driven by refining margins, fuel demand, crude oil price trends, and regulatory requirements related to fuel quality and emissions.

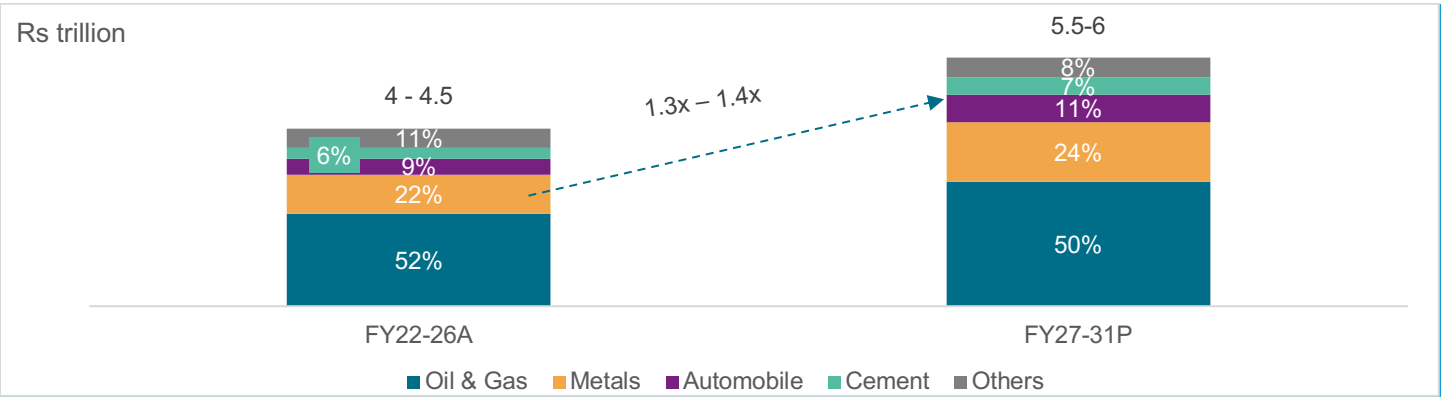
The sector continues to invest in capacity expansion, refinery modernization, petrochemical integration, and cleaner fuel technologies to improve operational efficiency and meet evolving energy demand. In parallel, companies are diversifying into low-carbon fuels and energy-transition initiatives to strengthen long-term growth prospects.

Investments in Oil & Gas segment to drive the industrial construction sector

Industrial construction capex is expected to be primarily driven by the oil and gas sector, led by investments in the refining and marketing segment, followed by contributions from the metals, automobiles, and cement sectors. Industrial construction capex peaked in FY25, driven by a sharp increase in investments in the automobile sector, alongside sustained momentum in the oil & gas and metals segments. However, capex is expected to normalize in FY26 and FY27 as investment activity reverts to more sustainable levels following the elevated spending witnessed in FY25.

Based on an analysis of eight key sectors, Crisil intelligence estimates construction investment in the industrial segment at Rs ~5 – 5.6 trillion between fiscals 2027 and 2031, rising ~1.3 – 1.4x times over spends seen in fiscals 2022 to 2026. Investment growth is expected to be led by the metals sector, where upcoming capital expenditure will largely focus on brownfield expansions aimed at enhancing existing production capacities and improving operational efficiencies. Furthermore, the growth is driven by capacity addition in refineries. In FY 2026, India's refining capacity stands at 258 MMtpa and refineries are undertaking capital expenditure to expand their capacities. Over FY 2026 to 2030, 30-50 MMtpa (Million metric tonne per annum) of refining capacities are expected to be commissioned bringing the overall refining capacity to 290-310 MMTpa by FY 2030. The rise in investments is projected due to inclusion of PLI scheme in the capex investments of industrial sector. While the PLI scheme entails 13 sectors, we have only considered 3 capex intensive sectors viz. Auto and auto components, Textiles and Specialty steel for inclusion in our estimates.

Share of major segments Industrial construction spending



Note: A: Actual; P: Projected

Source: Crisil Intelligence

Key growth drivers for the Industry

Demand for petroleum products to grow at modest pace of 1-3% in FY 2026 and at healthy rate of 3-5% in FY 2027

Petroleum product consumption is expected to grow at healthy rate of 3-5% in FY 2027 with increase in transportation fuel growth further boosted by demand from industrial fuels such as Naphtha. Petroleum product consumption is expected to reach 240-245 MMTpa (million metric tonne) in FY 2026, reaching a new all-time high, breaching the high of FY 2025 of 239 MMTpa, owing to growth of MS, Diesel and LPG fuels.

Growth in consumption will be driven by transportation fuels such as MS, HSD and ATF, at 3-5% CAGR over the next five fiscals, supported by sustained economic growth, rising per capita income levels and increasing vehicle ownership, which are expected to drive mobility demand, freight transportation and air travel. However, higher growth prospects are capped by shift-away in petrol and diesel vehicles, improving efficiencies, blending of biofuels and increase in fuel-efficient aircraft, which are expected to displace demand in the long run.

In FY 2026, the transportation sector is expected to drive a 3-5% increase in petroleum product consumption, underscoring the ongoing reliance on fossil fuels for powering vehicles, airplanes, and ships. Despite global efforts to transition to cleaner alternatives, fossil fuels are expected to remain dominant in the transportation sector. This growth is however offset by decline in industrial fuels by 6-8% largely due to decline in petcoke and naphtha consumption owing to decline in price competitiveness of both the products.

After a slow growth of 0-1% in FY 2025 due to lower road construction activity, bitumen demand is expected to normalize and improve in FY 2026 and FY 2027. The previous year's slow growth was attributed to the impact of general and state elections on road construction projects. Overall, the outlook for petroleum product consumption remains strong, but it also emphasizes the need for a more sustainable and environmentally friendly approach to energy production and consumption.

Transportation fuels

In FY2026, consumption of transportation fuels is expected to have improved by 3-5% on-year on the back of increased vehicular movement and industrial activity, increase in freight movement leading to MS fuel growth by 6-8%, diesel by 2-4% and moderate growth of 1-3% in ATF fuel.

Household (LPG)

In FY 2026, LPG fuel is expected to have shown a healthy growth of 8-9% largely driven by commercial LPG segment followed by high refill rate in domestic LPG segment in both PMUY and non-PMUY connections.

Industrial fuels

In FY 2026 industrial fuels have dragged the overall demand growth with decline in naphtha consumption by 12-14% and petcoke consumption decline by 4-6% due to reduced price competitiveness.

Bitumen

In FY 2025, bitumen consumption declined by 5.4% on-year following general and state elections scheduled during the fiscal leading to muted off-take of road implementation, this is post witnessing an exponential growth of 40% and 27% on-quarter during the third and fourth quarters of FY 2024 as the road construction was increased pre- election season, respectively. However, with increased construction activity, bitumen demand growth is expected to be healthy at 6-8% in FY 2026.

Capacity expansion and modernisation initiatives to meet future demand

Capacity expansion and modernization initiatives are expected to remain a key growth driver for the Oil Refining & Marketing industry. As domestic demand for petroleum products continues to increase, supported by economic growth, urbanization, rising mobility requirements, and industrial development, the industry is investing in expanding refining infrastructure and upgrading existing facilities to ensure adequate supply availability and operational efficiency. India's installed refining capacity currently stands at approximately ~267 MMTPA, providing a strong foundation to meet growing domestic fuel demand while maintaining its position as a major refining hub.

In addition to capacity augmentation, refiners are undertaking modernization projects focused on improving crude processing flexibility, enhancing product yields, increasing energy efficiency, and strengthening compliance with evolving environmental and fuel-quality standards. These investments enable the production of cleaner transportation fuels, optimize refinery operations, and improve overall asset utilization.

The industry is also witnessing increased emphasis on refinery-petrochemical integration, residue upgradation, process automation, and digitalization initiatives aimed at improving profitability and operational resilience. Such measures help refiners diversify revenue streams, improve margin stability, and adapt to changing demand patterns in the energy sector.

Furthermore, ongoing greenfield and brownfield expansion projects are expected to strengthen supply security, support future demand growth, and reduce infrastructure bottlenecks across the petroleum value chain. Combined with modernization efforts, these investments are likely to enhance the competitiveness of the domestic refining sector and support the industry's long-term growth trajectory.

Push towards petrochemical integration and value-added product mix by refiners

The Oil Refining & Marketing industry is increasingly focusing on petrochemical integration and the production of value-added products to enhance profitability and reduce dependence on traditional transportation fuels. With long-term demand growth for conventional fuels expected to moderate due to improving fuel efficiency, alternative fuels, and increasing electrification of mobility, refiners are strategically diversifying their product portfolios toward petrochemicals and specialty products, which generally offer higher margins and more resilient demand growth. This shift is expected to support earnings stability and improve returns on capital employed across the refining sector.

Petrochemical integration enables refiners to maximize value extraction from crude oil by converting a larger proportion of feedstock into higher-value petrochemical products rather than transportation fuels. Rising demand from end-use sectors such as packaging, consumer goods, construction, automotive, pharmaceuticals, textiles, and industrial manufacturing is driving growth in petrochemical consumption, creating significant opportunities for integrated refining and petrochemical operations.

In addition, refiners are increasingly investing in process upgrades, residue conversion facilities, and advanced refining technologies to improve product yields and increase the share of high-value products in their output mix. Such initiatives enhance operational flexibility, improve gross refining margins, and enable refiners to better respond to evolving market demand patterns. Petrochemical integration also helps mitigate the impact of cyclicality in fuel markets by providing greater diversification across revenue streams.

The growing emphasis on producing cleaner fuels, specialty chemicals, petrochemical intermediates, and other value-added products is expected to strengthen the competitiveness of the domestic refining sector over the long term. Consequently, increasing refinery-petrochemical integration and diversification towards higher-value product portfolios are likely to remain important strategic drivers for growth, margin enhancement, and long-term sustainability within the Oil Refining & Marketing industry.

Government focus on energy security and reduction of import dependence

The Government of India's continued focus on strengthening energy security and reducing import dependence is expected to support long-term growth in the Oil Refining & Marketing industry. Given the country's high reliance on crude oil imports to meet domestic energy requirements, policy measures are increasingly focused on enhancing supply security, expanding domestic refining capabilities, strengthening strategic petroleum reserves, and diversifying sources of crude procurement. These initiatives are aimed at mitigating risks arising from geopolitical uncertainties, supply disruptions, and crude oil price volatility in international markets.

A key component of this strategy is the expansion of strategic petroleum reserve (SPR) infrastructure. India has already developed strategic crude oil storage facilities with a capacity of 5.33 million metric tonnes (MMT), while additional SPR projects with a combined capacity of 6.5 MMT have been approved to further strengthen emergency storage capacity and enhance energy resilience. These reserves act as a buffer against potential supply disruptions and contribute to improving the country's energy security framework.

The government is also pursuing crude sourcing diversification and infrastructure development initiatives to reduce

concentration risks associated with imports from specific regions. Simultaneously, continued investments in refining capacity, logistics infrastructure, and downstream value addition are expected to improve the sector's ability to efficiently meet the country's growing petroleum product demand.

In addition, policy initiatives promoting alternative fuels, biofuels, natural gas, energy efficiency, and domestic energy production form part of a broader strategy to reduce dependence on imported fossil fuels and strengthen long-term energy sustainability. These measures are expected to support a more resilient energy ecosystem while creating opportunities across the refining and marketing value chain.

4.6. Overview of solar power industry

The solar power industry, a key segment of the renewable energy sector, generates electricity through photovoltaic (PV) modules and concentrated solar technologies across utility-scale solar parks, commercial and industrial (C&I) installations and residential rooftops. Growth is driven by declining technology costs, supportive government policies, sustainability commitments and rising clean-energy demand, while investments in module efficiency, battery storage, grid integration and transmission infrastructure are strengthening the sector's long-term prospects.

Overview of pan-India solar installed capacity base along with year-wise status of solar projects across various stages of development

Total capacity additions of 230-270 GW are projected over fiscals 2027-2031, primarily from projects allocated under state policies, SECI schemes and central public sector undertaking tenders in the utility segment; PM Surya Ghar Yojana and green open access policies are expected to drive the rooftop and open access segments, respectively. Regulatory attention, sufficient land availability, timely grid infrastructure and access to cost-effective financing will be essential to deliver this expansion.

Fiscal 2027 growth to build on record fiscal 2026 additions

Q1 fiscal 2027 saw ~6.9 GW of ground-mounted solar additions, mostly in Rajasthan and Gujarat, largely from a pent-up pipeline allocated over calendar years 2022 and 2023. This followed record additions of 35 GW of ground-mounted capacity (including the hybrid component) in fiscal 2026, over 75% of which came from competitively bid projects and the rest from open access, as per early market estimates. The rising ALMM-enlisted capacity base (203 GW as of July 2026) provided strong support to developers.

Key projects commissioned in Rajasthan and Gujarat, which alone contributed to a majority of the capacity in fiscal 2026 and Q1 fiscal 2027

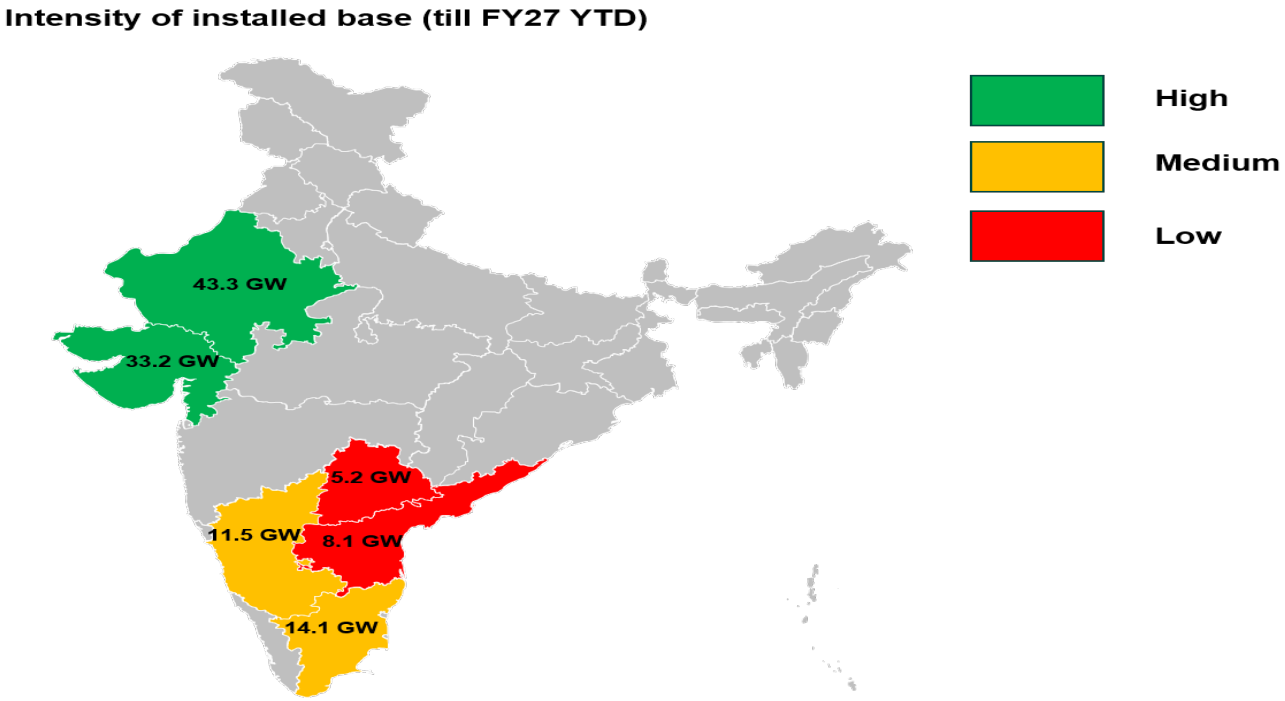
Scheme name	States	Capacity (MW)
SECI Pan India Solar-Wind Hybrid Tranche-lll, 1,200 MW, Dec-2020	Gujarat	263
SECI Pan India Solar-Wind Hybrid Tranche-IV, 1,200 MW, Aug-2021	Gujarat	300
RUVNL Rajasthan Solar, 1,000 MW, May-2023	Rajasthan	400
GUVNL Gujarat Solar Tranche-XX, 800 MW, Jul-2023	Gujarat	1600
NHPC Pan India Solar-Wind Hybrid, 1,500 MW, Feb-2024	Rajasthan	74
NHPC Pan India Solar, 2,000 MW, Apr-2020	Rajasthan	651
SECI Pan India Solar Tranche-IX, 2,000 MW, Jun-2020	Rajasthan	600
RECPDCL Pan India Solar, 500 MW, Apr-2023	Gujarat	200
SJVN Pan India Solar-Wind-Storage Hybrid (Firm Power), 1,500 MW, Nov-2023	Rajasthan	135
SECI Rajasthan Solar Tranche-IV, 1,785 MW, Dec-2021	Rajasthan	425
SECI Pan India Solar Tranche-VIII, 1,200 MW, Feb-2020	Rajasthan	500
GUVNL Gujarat Solar Tranche-XXI, 600 MW, Jan-2024	Gujarat	400
GUVNL Gujarat Solar Tranche-XIV, 500 MW, Jun-2022	Gujarat	317
SECI Pan India Solar, 7,000 MW (Manufacturing-linked), Jan-2020	Gujarat	1465
GUVNL Gujarat Solar Tranche-XVII, 600 MW, May-2023	Gujarat	600
GUVNL Pan India Solar Tranche-XVIII, 500 MW, Jan-2023	Gujarat	420

Scheme name	States	Capacity (MW)
GUVNL Pan India Solar Tranche-XIX, 500 MW, Apr-2023	Gujarat	680
GUVNL Gujarat Solar Tranche-XIII, 500 MW, Mar-2022	Gujarat	120
GUVNL Gujarat Solar Tranche-XII, 500 MW, Mar-2021	Gujarat	60
SECI Pan India Solar Tranche-XVIII, 1,000 MW, Dec-2024	Rajasthan	300

Source: Crisil Intelligence

Total pan-India solar installed base as of June 2026

Gujarat, Rajasthan and Tamil Nadu form ~56% of the total pan-India solar installed base.



State	FY15-18	FY19-21	FY22	FY23	FY24	FY25	FY26	FY27 YTD
Rajasthan (GW)	1.5	3.4	6.2	4.5	4.3	7.0	12.7	2.3
Gujarat (GW)	0.8	2.8	1.9	2.1	4.3	5.9	10.8	3.9
Karnataka (GW)	4.9	2.5	0.2	0.7	0.3	2.4	1.4	0.4
Telangana (GW)	2.8	0.6	0.5	0.1	0.1	0.08	0.2	0.1
Andhra Pradesh (GW)	2.6	2.1	0.09	0.1	0.1	1.0	2.1	0.6
Tamil Nadu (GW)	1.7	2.6	0.6	1.7	1.5	3	3.4	0.5

Note: FY27 YTD refers to April-June 2026. The data within the map represents total solar installed base for respective states.
Source: Ministry of New and Renewable Energy (MNRE), Crisil Intelligence

Rajasthan, Gujarat and Tamil Nadu together hold ~91 GW (~56%) of India's solar installed base as of June 2026, owing to attractive state policies, high irradiance and ample land availability; the three states target 90 GW, 100 GW and 20 GW of renewable energy, respectively, by fiscal 2030. Rajasthan remains the most preferred destination, further supported by RIPS 2024, while Gujarat's Renewable Energy Policy 2023 targets 50% of installed power capacity from non-fossil sources by 2030. In contrast, Karnataka's growth has moderated post FY2019 due to restrictions on additional solar procurement amid surplus solar generation.

Solar tariffs have declined rapidly on falling component prices, efficiency gains and the government's policy push. The Central Electricity Authority's (CEA) February 2025 guidelines advise mandatory storage with standalone solar, with Energy Storage Systems (ESS) of at least two-hour backup installed at 10% of solar capacity. Such auctions have

discovered tariffs of Rs 3.2-3.6 per unit, and the weighted average tariff for solar-plus-storage projects fell to Rs 3.16 per unit in fiscal 2026 from Rs 3.4 per unit in fiscal 2025. Under ALMM II (released by MNRE on July 31, 2025), projects allocated one month after the release date must procure modules from ALMM I manufacturers using cells from ALMM II manufacturers; since domestic modules are 40-60% costlier than imported cell-based modules, bid tariffs may trend upward.

Solar power capacity additions expected at 230-270 GW over fiscals 2027-2031

Crisil Intelligence foresees solar additions of 230-270 GW over fiscals 2027-2031, including 45-50 GW in fiscal 2027, spurred by robust government backing through aggressive tendering, technological advancements, affordable financing and supportive policies. However, land and connectivity constraints are affecting project momentum as of the date of analysis.

Solar to witness additions of 45-50 GW in fiscal 2027

With 11.9 GW already added in Q1 fiscal 2027, a robust project pipeline and favourable policies are expected to sustain additions at 45-50 GW for the year.

Solar capacity additions of 230-270 GW expected over fiscals 2027-2031

The additions will be driven by:

- **Central schemes:** ~58 GW allocated under SECI and other central discom tenders remains in the pipeline as of June 2026.
- **State solar policies:** ~23 GW under construction is expected to be commissioned over fiscals 2027-2031, based on state allocations as of June 2026.
- **Public sector undertakings (PSUs):** The CPSU programme under JNNSM was extended to 12 GW in February 2019. NTPC targets ~35 GW of renewable capacity by fiscal 2028, NHPC allocated 2 GW of projects in 2020, and Indian Railways has committed to 20 GW of solar by 2030; NLC, defence organisations and government establishments will also contribute.
- **Rooftop solar projects:** 70-80 GW expected by fiscal 2031, led by PM Surya Ghar Yojana and C&I consumers under state net/gross metering schemes.
- **Open-access solar projects:** 35-45 GW expected by fiscal 2031 under capex and opex modes, led by the Green Energy Open Access Rules, 2022, corporate sustainability and RE100 targets, and better tariffs and policies in states such as Uttar Pradesh and Karnataka. Extension of the ALMM List-II compliance deadline for net-metering and open-access projects to December 2026 should support near-term execution and limit supply disruption in fiscal 2027.

MNRE's amendments to the solar bidding, solar-wind hybrid and round-the-clock (RTC) procurement guidelines, covering commissioning timeline extensions, force majeure, payment security and default terms, are positive and address developer hurdles. Open-access reforms (Green Energy Open Access Rules, energy banking regulations, revised minimum contract demand and standardised charges) tackle high levies, absent banking provisions and non-standard procedures. The outlook remains highly dependent on policy support, with land acquisition, transmission connectivity and execution risk as key monitorables.

Investment to grow multifold amid large opportunity and enabling ecosystem

Continued regulatory positives and consistent policies are key to encouraging investment, while strict enforcement of renewable purchase obligation (RPO) compliance is necessary to ensure utilities continue procuring renewable power in line with the central policy push.

Domestic banking sector key lender to the segment

Domestic banks are the main source of finance, lending at 9-12% with 15-18-year tenures based on borrower creditworthiness. NBFCs such as IREDA and PFC also lend actively; in April 2026, PFC's rates for wind/solar projects were 8.95-9.70% for state-sector borrowers/CPSUs/JVs (categories A++ to A) and 9.20-9.70% for private borrowers (IR-1 to IR-3). To lower capital costs and free up bank credit for new projects, developers increasingly use private equity, debt refinancing, green bonds, external commercial borrowings, private placements and QIPs. Greenko, ReNew Power and Azure Power have raised offshore funds via green bonds, and government entities and financial institutions are also using the bond route.

NTPC Green Energy issued Rs 1,500 crore of unsecured NCDs via private placement in November 2025 (7.01% coupon, 10 years), while SECI listed its maiden Rs 600 crore debenture issue on NSE in September 2025 (7.14% coupon, 10 years); proceeds of both were earmarked for capex, refinancing/recoupment of capex already incurred and general corporate

purposes (including funding subsidiaries and JVs for NTPC Green). However, many issuances have refinanced operational, lower-risk assets rather than greenfield projects, i.e., bonds are mainly used to lower debt costs once projects are operational.

Recent bond issuances for renewable/green financing

Name of the IPP/Company	Month-Year of allotment	Value of bonds issued *(Rs. crore)*	Bond tenor *(years)*	Bond yield *(%)*
NTPC Green Energy Limited	Nov-25	1500	10	7.01%
Solar Energy Corporation of India	Sep-25	600	10	7.14%
Indian Renewable Energy Development Agency Limited	May-25	1500	5	7.00%
Indian Renewable Energy Development Agency Limited	Mar-25	910	10	7.74%
Indian Renewable Energy Development Agency Limited	Feb-25	820	11	7.40%
Indian Renewable Energy Development Agency Limited	Jan-25	1330	10	7.28%

Source: Crisil Intelligence

Rupee depreciation, higher hedging costs and high global interest rates constrain fundraising, partly offset by global investors widening funding access and supporting competitive tariffs. Key monitorables include regulatory support, resolution of banks' stressed assets, equity inflows, execution risks (transmission, grid connectivity, land, module procurement, state approvals) and uneven RCO/RPO enforcement, which may weaken demand visibility for renewable power and RECs. The push for scale is driving consolidation, as acquiring operational assets with higher tariffs and creditworthy counterparties helps buyers grow, balance tariffs and reduce construction risk, while clustering assets improves economies of scale. Well-backed platforms such as Azure, ReNew, Greenko and Adani can grow inorganically during slow auctions or aggressive bidding, and Crisil Intelligence expects consolidation to continue as smaller firms exit amid rising competition.

Key growth drivers shaping the solar power industry

Focus on solar to help meet renewable consumption obligation targets

Designated consumers (distribution licensees, open access consumers and captive users) must source a minimum share of electricity from non-fossil sources under the renewable consumption obligation (RCO) framework, formerly RPO. The Ministry of Power notified the RCO trajectory up to fiscal 2030 in October 2023 (effective April 1, 2024), superseded by an amendment on September 27, 2025.

The higher "Other RCO" share, rising to 29.94% in fiscal 2027 and 34.02% in fiscal 2030, gives discoms significant impetus to procure solar (generally counted under this category); eligible renewable energy from BESS and pumped storage also counts. Under BEE guidelines, wind, hydro and other RE obligations are fungible and distributed RE surplus can offset other shortfalls, but distributed RE shortfalls can be met only via distributed RE, RECs or the buyout price.

Declining solar module and system costs improving project economics

Advances in cell technology, manufacturing scale, production efficiency and supply chains have substantially reduced PV module and balance-of-system costs (inverters, mounting structures, cabling, EPC) over the past decade, lowering capex and levelized cost of electricity (LCOE) and making solar one of the most cost-effective sources of new generation. This has improved returns and payback periods, raised investor confidence and private participation, supported deployment under solar parks, rooftop initiatives and PM-KUSUM, and widened the addressable market across utility-scale, C&I, agricultural and residential segments. Domestic manufacturing initiatives such as the PLI scheme are expected to support long-term cost competitiveness and supply-chain resilience, keeping cost reduction a key growth catalyst.

PLI Scheme for solar modules

The PLI Scheme for High Efficiency Solar PV Modules aims to strengthen domestic manufacturing and cut import dependence, particularly on China, by incentivising production and sale of high-efficiency modules and integrated facilities spanning polysilicon, wafers, cells and modules. It has a total outlay of ₹24,000 crore (Tranche-I: ₹4,500 crore; Tranche-II: ₹19,500 crore), with incentives paid over five years after commissioning and linked to efficiency, local value addition and technology. Tranche-I awarded 8,737 MW of fully integrated capacity and Tranche-II ~39,600 MW to 11

manufacturers via SECI, totalling ~48.3 GW. As of October 2024, the scheme had attracted ~₹35,000 crore of investment and ~10,000 direct jobs.

ALMM-led capacity expansion may reduce India's solar module cost gap

Crisil Intelligence expects imported cell-based module prices of $0.15-0.17/Wp and domestic cell-based module prices of $0.24-0.26/Wp (pre-GST) in fiscal 2027. Imported-cell modules may remain cheaper near term as older inventory is cleared, while TOPCon may command a premium. China's efforts to curb PV overcapacity and enforce stricter efficiency standards from January 1, 2027 could lift polysilicon prices, though near-term impact is limited as supply remains high and prices near cash cost. Any rise would narrow the gap, but DCR modules stay significantly costlier given limited domestic cell capacity. ALMM II implementation in fiscal 2026 and the potential rollout of ALMM III by fiscal 2028 should drive upstream expansion and gradually reduce this gap.

PM-KUSUM

PM-KUSUM, a flagship programme to solarise agriculture, aims to improve farmers' energy security, reduce diesel pump use, lower utilities' subsidy burden and raise farm incomes. It targets 34.8 GW of solar capacity by March 2026 with central financial assistance of ₹34,422 crore, through three components:

Component A: 10,000 MW of decentralised grid-connected plants (500 kW-2 MW) set up by farmers, cooperatives, panchayats, FPOs and rural entrepreneurs, selling power to DISCOMs under long-term arrangements.

Component B: 14 lakh standalone solar pumps in off-grid areas, with substantial central and state capital subsidies.

Component C: Solarisation of 35 lakh grid-connected pumps, including feeder-level solarisation, allowing farmers to export surplus power for additional income.

Solar rooftop capacity expected to grow by 70-80 GW over the next five years, Surya Ghar Yojana to be the prime boost for the sector

Growth will be led by residential and C&I commissioning, with residential offtake driven by the Prime Minister's household scheme if implemented effectively, supported by C&I capacity under state net/gross metering schemes.

PM Surya Ghar Yojana kickstarts residential rooftop segment

Launched in February 2024 to support rooftop solar for 10 million households, PM Surya Ghar Yojana raised the subsidy 67% to Rs 30,000/kW (from Rs 18,000/kW) for systems up to 2 kW, capped at Rs 78,000 for 3 kW and above, offering up to 300 free units a month and targeting smaller, less affordable systems that make up most of India's rooftop potential. Backed by bank loans at floating rates with 5-10 year tenures, it is expected to add 55-60 GW over fiscals 2027-2031, lifting residential rooftop capacity to 65-70 GW by fiscal 2031 from ~9.6 GW in fiscal 2026. Beneficiaries crossed 40 lakh households by June 2026, with 75 lakh targeted by December 2026. MNRE's July 2024 guidelines targeted rooftop saturation of central government buildings by December 2025 through CPSE-led capex, RESCO, turnkey and aggregation models, with Chandigarh and Daman & Diu meeting 100% of targets by March 2025. Net metering, allowed for residential and C&I consumers in most states, lets discoms count rooftop generation and excess units (including feed-in tariff units) towards solar RPOs. At Rs 3.5-4.5/unit, rooftop solar appeals to C&I consumers facing high discom tariffs, who can consume captively, sell surplus power and cut costs further through accelerated depreciation.

4.7. Overview of Wastewater treatment landscape in India

In India, the wastewater sector is facing significant challenges, with a large portion of the population lacking access to proper sanitation and wastewater treatment facilities. The National Commission for Integrated Water Resources Development (NCIWRD) projects the country's water requirements to reach approximately 1,180 billion cubic metres by 2050, with around 70% allocated for agriculture, 9% for drinking water, 7% for industrial purposes, 6% for energy generation and the rest for other uses.

Research conducted by the Ministry of Jal Shakti shows the quality of rivers has shown some improvement, with 46% of rivers examined in 2022 designated as contaminated, compared with 70% in 2015. The Central Pollution Control Board (CPCB) has identified the release of industrial waste and untreated or partially treated municipal wastewater into water bodies, and inadequate solid waste management as some of the primary causes of water pollution.

A 2021 assessment by NITI Aayog indicates that India is one of the most water-stressed regions globally, with approximately 600 million Indians facing high water stress. By 2030, the demand for the water is expected to be twice the available supply, potentially leading to water scarcity for millions of people and impacting the country's GDP. Effective management of water resources, and reusing and recycling them, is essential for a sustainable future.

Wastewater generation and treatment capacity in India

The expected sewage generated has increased steadily over the years, from 70,517 MLD in fiscal 2020 to 82,300 MLD in fiscal 2026, based on population growth and rapid urbanisation. Sewage treatment capacity has also increased from 29,738

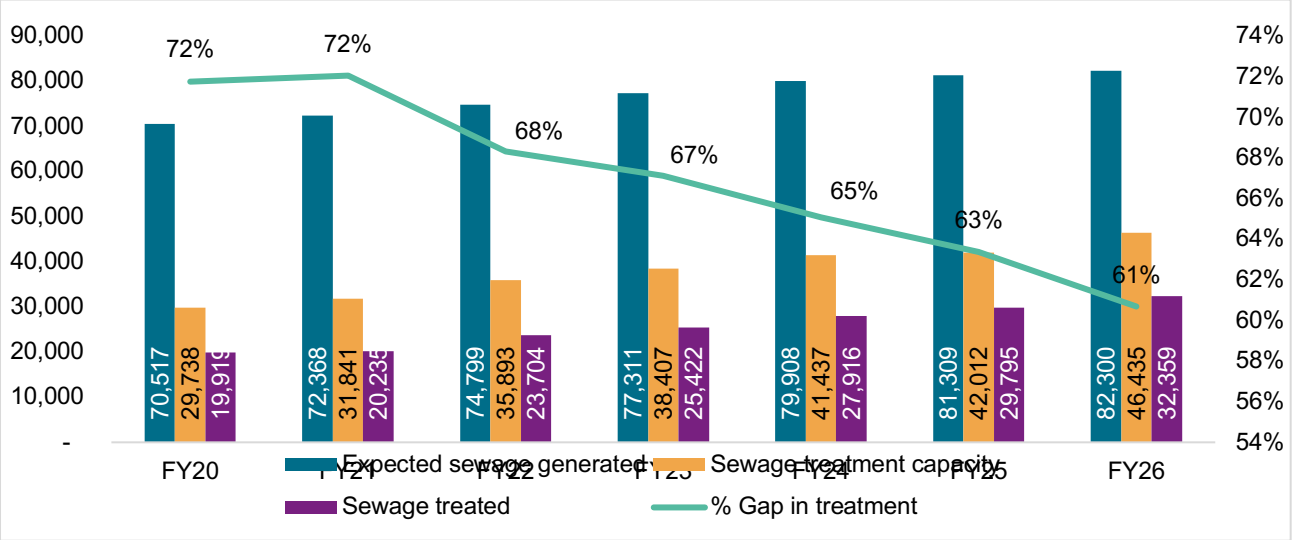
MLD to 46,435 MLD during this period, based on monthly reports submitted by state pollution control boards to the National Green Tribunal (NGT). This is a positive step towards addressing the country's wastewater management challenges.

The actual sewage treated has also shown an increasing trend, from 19,919 MLD to 32,359 MLD, indicating a growth of ~30% during the period. While there is still a significant gap between installed capacity and actual treatment, it has narrowed over the years, indicating improved utilisation of existing infrastructure.

The utilisation rate of STPs hovering around 60% can be attributed to several factors. One major reason is that STP capacities are often designed to cater to future demand, considering the projected population growth and urbanisation in the area. This means that the existing capacity may not be fully utilised, as the current sewage generation might lower than the designed capacity for the respective catchment area.

Another significant reason for low utilisation is the lack of proper sewage collection infrastructure in many areas. In some cases, the sewage collection network is incomplete, or the pipes are old and leaky, leading to significant losses of sewage during transmission. This results in a lower volume of sewage reaching the STP, which in turn affects the utilisation rate.

STP capacity vs utilisation (in Million Litres per Day (MLD), %)

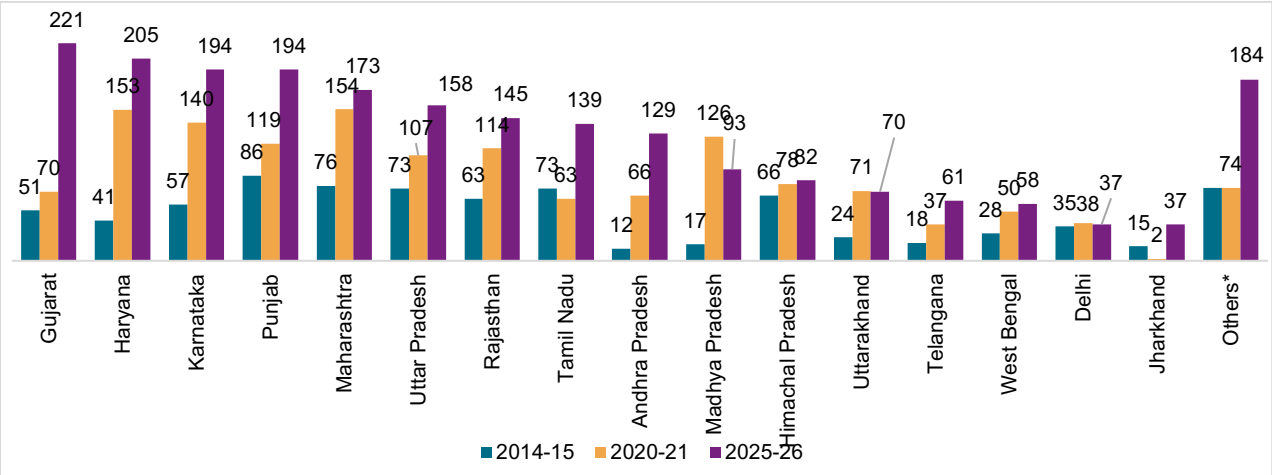


Note: For states where NGT monthly progress reports for March were not available, data from the nearest available month was used. Additionally, data for Chandigarh and Arunachal Pradesh has not been published and therefore was not included in the analysis

Source: NGT monthly progress reports, Niti Aayog, CPCB, Crisil Intelligence

Certain states, including Gujarat, Haryana, Karnataka, and Uttar Pradesh, have not only established a large number of STPs but have also demonstrated remarkable growth in their numbers between 2015 and 2026, with some even achieving triple-digit growth. This surge suggests that these states are prioritizing the development of smaller, ULB-based STPs, which has contributed to the significant increase in their overall numbers.

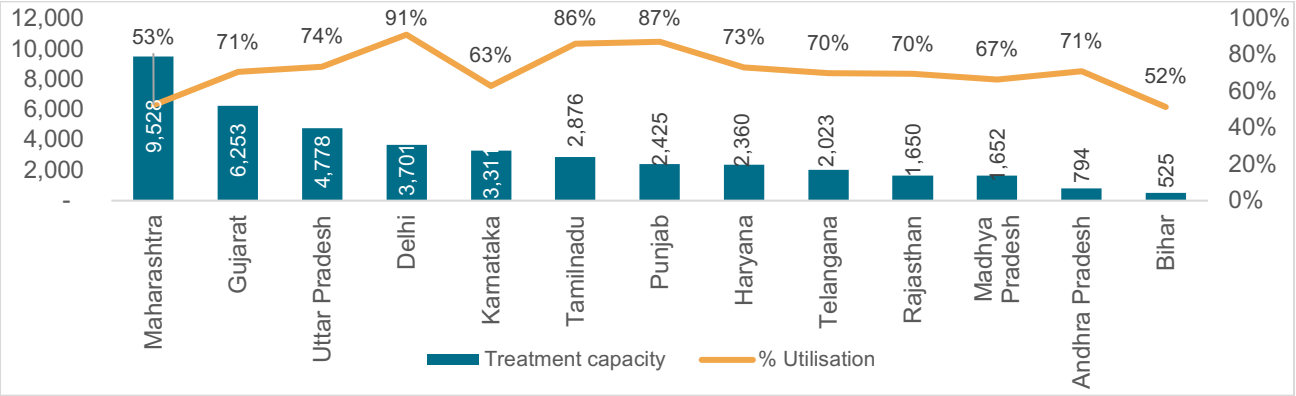
Number of Sewage Treatment Plants (STPs) across states



*Notes: * Others includes states with less than 30 operational STPs such as J&K, Chhattisgarh, Odisha, Goa, Sikkim, Puducherry, Bihar, Kerala, Mizoram, Daman & Diu, Tripura*

Source: CPCB Status of STP report, MPR report published by each SPCBs, Crisil Intelligence

STP capacity across states (FY25-26)



Note: For states where NGT monthly progress reports for March were not available, data from the nearest available month was used. Additionally, data for Chandigarh and Arunachal Pradesh has not been published and therefore was not included in the analysis
Others include states Jharkhand, J&K, Kerala, Himachal Pradesh, Goa, Puducherry, Manipur, Nagaland, Sikkim, Dadra & Nagar Haveli, A&N Island, Mizoram, Tripura, Assam, Meghalaya, and Lakshadweep

Source: NGT monthly progress reports, Crisil Intelligence

The states with the highest treatment capacity are Maharashtra, Gujarat, Uttar Pradesh, Delhi and Karnataka, accounting for approximately 59% of the country's total treatment capacity. Maharashtra has the largest share at around 21%, followed by Gujarat with 14%, Uttar Pradesh with 10%, and Delhi and Karnataka with each around 7-8%. These are among the most populous and industrialised states and their high treatment capacities reflect the significant efforts being made to manage their wastewater.

Overall, the data indicates that the top 10 states are making significant progress in managing their wastewater. This progress can be attributed to state-level initiatives, such as the New Liquid Waste Management Rules in Gujarat and Maharashtra's upgraded water policy of 2019, which added mandates on reuse and sanitation. These initiatives highlight the importance of tailored approaches to address the unique challenges and opportunities in each state.

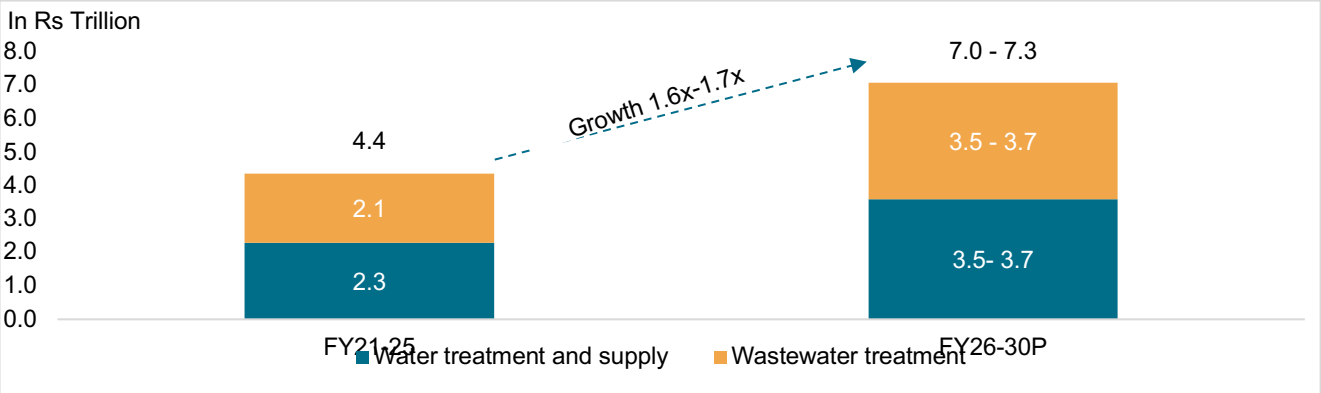
Overview of construction spend on water treatment, wastewater treatment and supply market

Govt's increased focus on water supply and sanitation to drive investments

Investments in urban infrastructure recorded a 33% CAGR between fiscal 2020-fiscal 2025 led by investments in Water supply and sanitation under schemes such as Swachh Bharat Mission, Jal Jeevan mission, AMRUT and deferred investments in Metro projects a bulk of which were under implementation and have achieved financial closure. Urban infrastructure includes construction-intensive mass rapid transit system (MRTS), bus rapid transit system (BRTS), water supply and sanitation (WSS) projects, smart cities, and related infrastructure development.

Crisil Intelligence projects ~Rs 7.0-7.3 trillion spends on water treatment, supply and wastewater treatment between fiscals 2026 and 2030, which is ~ 1.6x-1.7x higher than the amount invested in the previous five years. Water treatment, wastewater treatment and supply projects are expected to account for more than half of the total urban infrastructure investments over the next five years, driven primarily by state governments and through centrally sponsored programmes such as Jal Jeevan mission, AMRUT and Swach Bharat mission.

Construction spends on water and wastewater treatment infrastructure



Notes: P: projected

Source: Crisil Intelligence

Indian water treatment market has grown remarkably over the past five years, fuelled by the government's initiatives to enhance water supply and sanitation infrastructure. The Har Ghar Jal scheme for rural areas under the Jal Jeevan Mission and the 24x7 water supply plan for 500 cities under the AMRUT programme have been instrumental in driving this growth, with additional support from other schemes such as the Smart City Mission.

Rapid growth in water treatment and supply market can be attributed to significant investments in water infrastructure, including the augmentation of water treatment plant (WTP) capacity, renovation of existing WTPs and expansion of pipeline infrastructure. The integration of cutting-edge technologies, such as SCADA and leakage detection systems, has played a crucial role in modernising the sector. With continued urbanisation and industrialisation, the country's demand for clean water is on the rise, creating a pressing need for efficient water treatment solutions.

The Jal Jeevan Mission has already led to substantial investment in rural water infrastructure, with rural household tap water connections increasing from 16.1% in 2019 to 80% just five years later, the next phase of growth is expected to be driven by urban development. The government's plans to provide 24x7 water supply and reduce non-revenue water (NRW) in urban areas are anticipated to be major growth drivers.

Key projects across water and wastewater treatment sector in India

Project	State / Union territory	Capacity	Total cost (Rs Mn)	Status	Completion date
Water Treatment Plant (Panjrapur)	Maharashtra	910 MLD	31,450	Planning	NA
Water Treatment Plant (Bhandup)	Maharashtra	2,000 MLD	41,238.8	Planning	29-Feb-2028
Water Treatment Plant (Bilga, Ludhiana)	Punjab	580 MLD	15,460.0	Planning	31-Dec-2026
Water Treatment Plant (Aluva) and associated transmission network	Kerala	190 MLD	5,230.0	Planning	30-Apr-2028
Water Supply Scheme (Indore)	Madhya Pradesh	1,650 MLD	10,730.0	Planning	30-Nov-2027
Water Treatment Plant (Versona)	Maharashtra	270 MLD	10,362.1	Planning	30-Apr-2028
Water Treatment Plant (Bidkin) and associated transmission network	Maharashtra	70 MLD	4,000.0	Planning	30-Jun-2028

Project	State / Union territory	Capacity	Total cost (Rs Mn)	Status	Completion date
Water Treatment Plant (Vallah) associated transmission network and overhead service reservoirs	Punjab	440 MLD	6,653.2	Under execution	28-Feb-2026
Water Treatment Plant (Dighi Port Industrial Area)	Maharashtra	50 MLD	1,771.6	Under execution	31-May-2026
Pipe Water Supply Scheme (Mathura)	Uttar Pradesh	NA	33,115.0	Under execution	31-Dec-2026

Note: The above list is not exhaustive and only an indicative list of projects

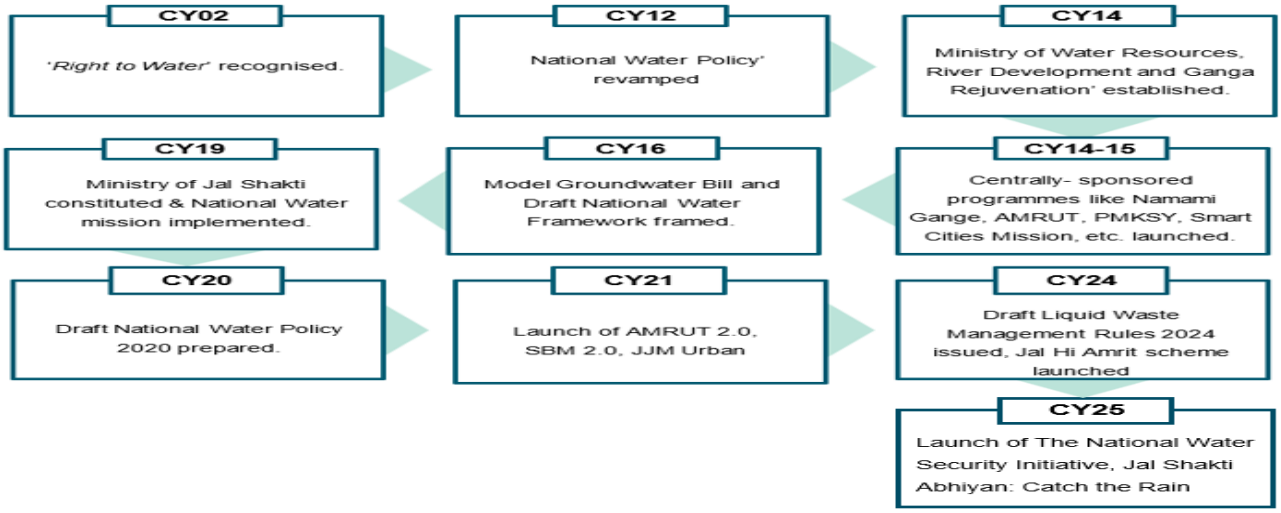
NA- Not Available, MLD - Million Litres per Day

Source: Projects Today, Crisil Intelligence

Key growth drivers and challenges of the water treatment, supply and wastewater treatment market of India

Government policies and regulatory framework in India

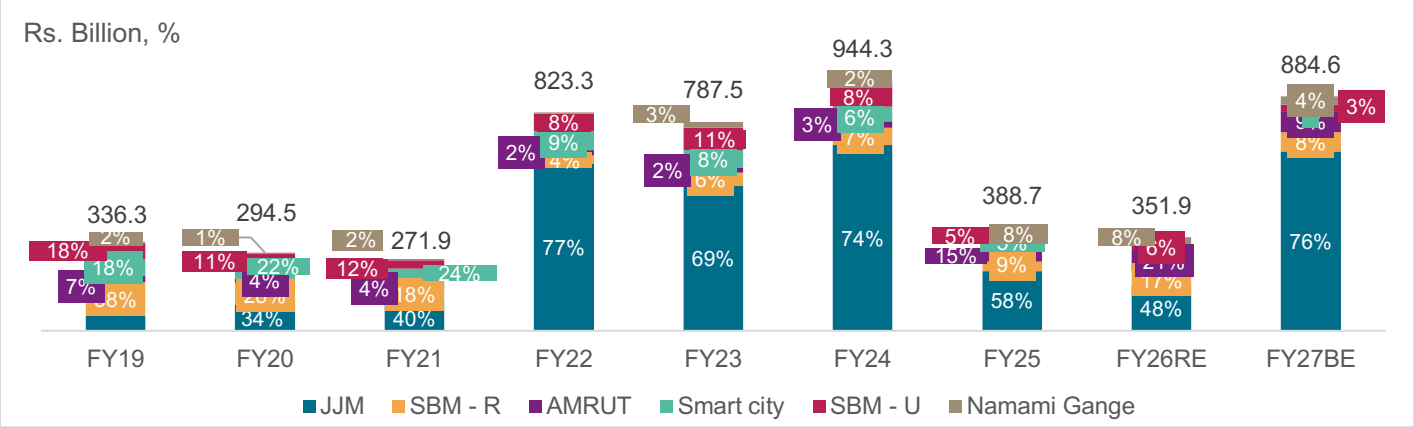
The government has various policies and frameworks that supported the growth of the water management sector in the country



In India, water management is primarily the responsibility of state governments, with the central government providing technical and financial support. Recognising the importance of water conservation, the government has made it a top priority.

The National Water Mission continues to guide the policy, prioritising water conservation, rainwater harvesting and improving efficiency to ensure long-term sustainability in water resource management. These guidelines aim to build resilient systems that ensure safe drinking water, addressing long-standing issues of competence and capacity in small water systems.

Budgetary allocation across different funds related to WSS sector



Source: India Budget, expenditure profile, Crisil Intelligence

Notes: Till FY22 Namami gange program was called as National ganga plan and ghat works; In FY26BE budget for Smart city mission is not available

Launched on August 15, 2019, the Jal Jeevan Mission (JJM) is a flagship programme of the central government, with the objective of providing functional household tap connections (FHTCs) to all rural households. It aims to improve the lives of rural communities by providing them safe and adequate drinking water and promoting sustainable water management practices.

Jal Jeevan Mission

JJM uses a multi-stakeholder approach, involving the central government, state governments and local communities. It promotes community participation in water management, with a focus on sustainable and equitable use of water resources. It also emphasises on the importance of technological innovations, such as solar-powered water supply systems, to reduce cost and improve efficiency.

The mission has made significant progress with over 74 million FHTCs provided to rural households so far. Community participation in water management is being promoted, with a focus on sustainable and equitable use of water resources. A comprehensive plan has been developed to achieve the mission's objectives, build resilient water supply systems and promote community-led initiatives. It also recognises the importance of community education and awareness about water management to ensure long-term sustainability of water resources.

The mission is being implemented in a phased manner by developing in-village piped water supply infrastructure. Local communities are given help in capacity building and training to ensure their active participation in water management. Community-led total sanitation (CLTS) will help improve the overall quality of life in rural areas.

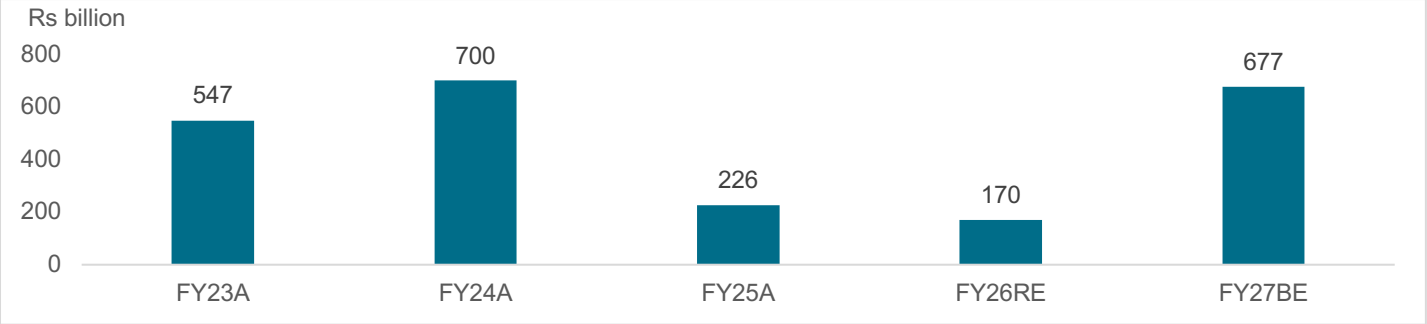
JJM's fund distribution ratio varies with states and Union Territories (UT), with Himalayan and northeastern states receiving 90% central funding, other states 50% and UTs without legislature receiving 100% central funding.

Fund distribution ratio for different states/ UTs

State/UTs	Central share (%)	State share (%)
Himalayan and northeastern sates	90	10
Other states	50	50
UT with legislature	90	10
UT without legislature	100	0

Source: JJM toolkit, Crisil Intelligence

Budgetary allocation for JJM



Note: A: Actual, RE: Revised estimates, BE; Budget Estimates

Source: Ministry of finance, Crisil Intelligence

The substantial budget allocation for JJM, though with some fluctuation over the years, also reflects the government's commitment to providing adequate funding to support the mission's objectives. The funds allocated to are utilised to provide tap water supply to households and to maintain and upgrade existing water supply infrastructure. The steady increase in household connections provided under the mission suggests it is on track to achieve its targets. Overall, the data suggests that JJM is making progress towards its objectives and the government is committed to supporting the mission through adequate funding.

AMRUT 2.0

The AMRUT 2.0 scheme was launched on October 1, 2021, by the Ministry of Housing and Urban Affairs (MoHUA) with the aim of making cities self-reliant and water secure. The scheme is a continuation of the previous AMRUT scheme, which was launched in 2015. It is designed to provide basic services such as water supply, sewerage and urban transport to households and build amenities in cities to improve the quality of life for all citizens, especially the poor and disadvantaged.

The main objectives of AMRUT 2.0 are:

- **Universal piped water supply:** Giving water tap connections to all households to ensure every household has access to clean and safe drinking water
- **Universal coverage of sewerage and septage management:** To provide universal coverage of sewerage and septage management in 500 AMRUT cities, ensuring that every household has access to proper sanitation facilities
- **Promoting circular economy of water:** Recycling and reusing treated sewage, reducing the burden on freshwater resources and minimising the environmental impact of wastewater disposal
- **Rejuvenation of water bodies:** To augment water availability, enhance amenity value and develop green spaces, which will, in turn, improve the overall aesthetic and environmental quality of urban areas
- **Making cities *atmanirbhar* and water secure:** By ensuring they have necessary infrastructure and resources to manage their water needs sustainably

The AMRUT 2.0 scheme has several key components, including:

- **Water supply:** The scheme aims to provide universal piped water supply with household water tap connections, ensuring that every household has access to clean and safe drinking water
- **Sewerage and septage management:** It aims to provide sewerage and septage management in 500 AMRUT cities, ensuring every household has access to proper sanitation facilities
- **Rejuvenation of water bodies:** It seeks to rejuvenate water bodies to augment water and enhance amenity value and develop green spaces, improving the overall aesthetic and environmental quality of urban areas
- **Technology sub-mission:** It will leverage latest technologies in the field of water to improve the efficiency and effectiveness of water supply and sewerage systems.
- **Public-private partnerships (PPPs):** The scheme encourages PPP projects in million-plus cities, with a minimum of 10% of total fund allocation at the city level committed to such project

Funds distribution ratio:

States/UTs	Central share (%)
Union Territories	100%

Northeastern states and Himalayan states	90%
Cities of states with less than one lakh population	50%
Cities of states with population one lakh to 10 lakh (both included)	On-third of the project cost
Cities of states with population more than 10 lakh	25% of the project funds by the Centre (except for projects taken up under PPP mode) *

Note: PPP projects amounting to at least 10% of total project allocation for all cities with population above 10 lakhs in a state will be mandatorily taken up under this scheme

Source: AMRUT 2 guidelines (MoHUA), Crisil Intelligence

The total indicative outlay for AMRUT 2.0 is Rs 2,990 billion, including the total Central assistance of Rs 767.6 billion, for five years (FY22 to FY26). As on November 15, 2024, Central assistance of Rs 639.77 billion was approved to states/UTs, of which Rs 117.56 billion has been released so far. The states/UTs have reported utilisation of Rs 65,40 billion of central share, and cumulatively, with state's share, the total expenditure reported by states/UTs is Rs 170.89 billion.

Budget allocation under the scheme

Mission component	Allocation (Rs billion)
Projects	667.50
Incentive for reforms (8% of CA allocation)	53.40
Administrative and other expenses (A&OE) for states/ UTs (3.25% of project CA allocation)	21.69
Administrative and Other Expenses for MoHUA (1.75% of project CA allocation)	11.68
Technology sub-mission (1% of project CA allocation)	6.67
IEC activities (1% of project CA allocation)	6.67

Source: AMRUT 2 guidelines (MoHUA), Crisil Intelligence

Namami Gange Programme

The Namami Gange Programme (NGP), also known as National Mission for Clean Ganga, is an integrated conservation programme launched in June 2014 with the aim to achieve the twin goals of conservation and restoration of the water quality of the Ganga, along with effective pollution abatement.

The initiative has been implemented, considering the significant economic, environmental and cultural value associated with the river. The programme was initially set to run until March 2021 but was subsequently extended to March 2026. The 100% centrally funded programme adopts a hybrid annuity-based PPP model.

The Ganga flows more than 2,500 km through the plains of north and eastern India, with the Ganga basin comprising 26% of India's landmass, making it a key source of livelihood and water for many citizens. The NPG covers eight states, 47 towns and 12 rivers, comprising the main river and its tributaries. The second phase of the programme, which runs from fiscal 2021 to 2026, aims to build on the success of the first phase.

The first phase of the programme, which ended in 2021, saw the completion of several key projects, including the creation of sewerage infrastructure, control of industrial pollution and improvement with regard to rural sanitation.

In addition to these efforts, the government has also promoted sustainable agricultural practices, such as organic farming, to reduce pollution and improve the overall health of the Ganga basin. The introduction of new technologies, such as the use of GIS and remote sensing, has helped monitor the health of the river as well. Public awareness and community participation have been crucial components, with initiatives such as Ganga Utsav, which aims to promote awareness and education about the river among the general public, successful in engaging the community. Ganga Amantran, a 34-day river rafting expedition, has also been instrumental in promoting community participation and public awareness.

The programme has also seen significant investment in infrastructure development, including the creation of sewerage, industrial pollution control and rural sanitation infrastructure, which has improved the overall quality of life for people living in proximity to the Ganga basin.

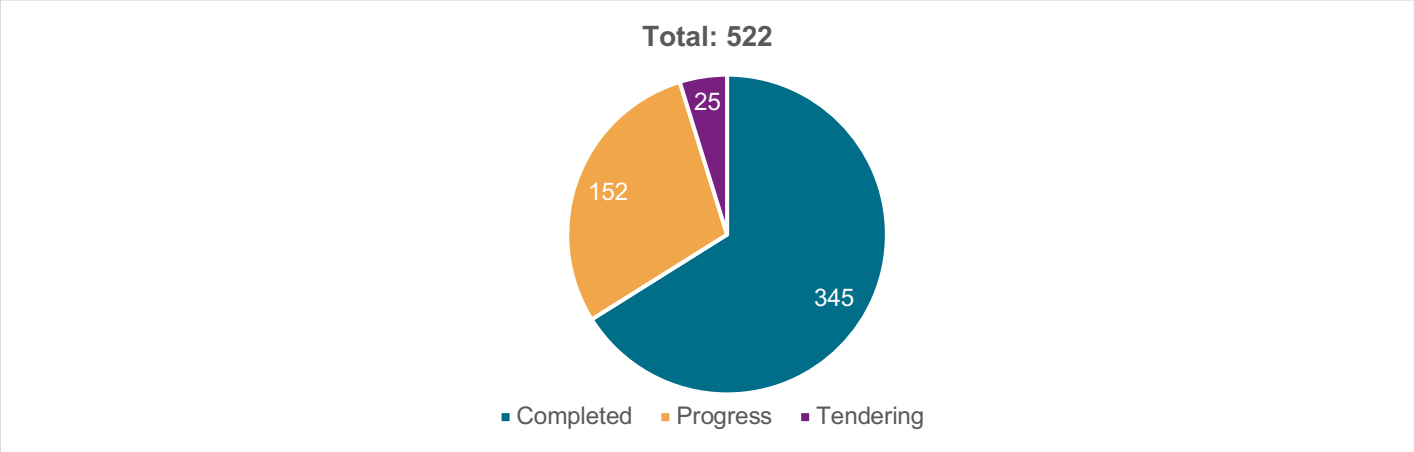
Furthermore, initiatives such as Arth Ganga aim to promote sustainable agriculture and reduce pollution in the basin area – this has seen significant success, with the adoption of sustainable agricultural practices by farmers in the Ganga basin, and the reduction of pollution from industrial and agricultural sources.

As the programme moves forward, there are plans to restore the 'wholesomeness' of the river, defined in terms of ensuring continuous flow, unpolluted flow, geologic and ecological integrity, and climatic and spatial understanding.

Towards this, the programme will continue to focus on creation of sewerage, industrial pollution control and rural sanitation infrastructure, and will introduce advanced technologies to monitor and further improve the health of the river.

Overall, of a total of 513 under NGP, 344 projects have been completed, which represents a completion rate of ~67%, which is a notable achievement, considering the complexity and scale of the programme. The fact that 143 projects are still in progress and 26 are at the tendering stage indicates that the programme continues to have a strong pipeline of projects

Projects under NGP segregated by status



Note: As of February 2026

Source: NGP dashboard, Crisil Intelligence

Uttar Pradesh has the highest number of projects, totalling 161. The state has also made significant progress, with 101 projects completed. Uttarakhand has made significant progress as well, with 60 projects of a total of 87 completed, representing a completion rate of ~69%. In contrast, Jharkhand, Delhi and Madhya Pradesh have relatively fewer projects and will need to accelerate the pace of project implementation to meet the overall objectives of the NGP.

Rapid urbanisation and rising demand for treated water and sewage management in urban and peri-urban areas

Rapid urbanisation and expansion of urban and peri-urban settlements are expected to drive sustained demand for water supply and sanitation infrastructure. Growing urban populations and increasing pressure on existing civic infrastructure are necessitating investments in water distribution networks, sewerage systems, sewage treatment plants (STPs), and wastewater recycling facilities to ensure reliable access to safe water and effective sanitation services.

Government initiatives such as AMRUT 2.0 are supporting sector growth through significant investments in urban water supply, sewerage, and septage management infrastructure. The mission aims to make cities water-secure by expanding water supply coverage, increasing sewage treatment capacity, improving sewerage connectivity, and promoting reuse of treated wastewater.

Increasing water stress and stricter environmental standards are driving investments in wastewater treatment and water recycling infrastructure. The growing adoption of treated water for industrial, horticultural, agricultural, and other non-potable applications is expected to support the development of advanced treatment facilities and strengthen circular water management practices. As a result, rising urbanisation, increasing infrastructure requirements, and greater emphasis on sustainable water resource management are expected to remain key growth drivers for the Water Supply and Sanitation (WSS) industry.

Growing industrial water demand and stricter effluent discharge norms driving wastewater recycling and Zero Liquid Discharge (ZLD) adoption

The growing requirement for reliable water supply across industrial, commercial, and urban sectors has emerged as a key driver for the Water Supply and Sanitation (WSS) industry. Rapid industrialization, urban expansion, and increasing economic activity have significantly increased the demand for freshwater resources, placing considerable pressure on existing water infrastructure. As water scarcity concerns intensify across several regions, industries and municipalities are increasingly investing in wastewater treatment, recycling, and reuse solutions to ensure sustainable water availability and reduce dependence on freshwater sources.

In parallel, environmental regulators have implemented increasingly stringent effluent discharge standards to prevent contamination of surface water and groundwater resources. Industries are required to treat wastewater to prescribed quality standards before discharge or reuse, driving demand for advanced water and wastewater treatment infrastructure. Compliance with these regulations has accelerated investments in treatment technologies such as membrane filtration, reverse osmosis, biological treatment, tertiary treatment systems, and resource recovery solutions.

The adoption of wastewater recycling and reuse practices has gained significant momentum as industries seek to optimize water consumption and enhance operational resilience. Treated wastewater is increasingly being utilized for process applications, cooling systems, landscaping, construction activities, and other non-potable uses, helping reduce freshwater withdrawal while improving overall water-use efficiency. This trend is creating substantial opportunities for water treatment service providers, equipment manufacturers, and engineering solution providers within the WSS ecosystem.

Additionally, Zero Liquid Discharge (ZLD) systems are witnessing increased adoption across water-intensive industries such as power generation, chemicals, pharmaceuticals, textiles, food and beverages, and oil and gas. ZLD technologies enable industries to recover and reuse a significant portion of wastewater while minimizing or eliminating liquid effluent discharge. This not only supports regulatory compliance but also helps mitigate water scarcity risks and strengthens long-term water security.

Growing emphasis on sustainable resource management and Environmental, Social and Governance (ESG) commitments is further encouraging industries and municipalities to invest in advanced wastewater treatment and recycling infrastructure. Organizations are increasingly viewing wastewater as a valuable resource that can be treated, recovered, and reused rather than discharged, supporting the transition toward circular water management practices.

Overall, rising industrial water demand, increasing water stress, stricter environmental regulations, and the growing focus on wastewater recycling and reuse are expected to remain key growth drivers for the Water Supply and Sanitation industry. These trends are likely to drive sustained investments in water treatment infrastructure, wastewater recycling facilities, and Zero Liquid Discharge solutions, supporting long-term growth across the WSS sector.

4.8. Key growth drivers for construction industry in India

Growth Driver	Key Discussion Points
Urbanisation trends and emergence of new growth corridors	• Rapid urban expansion is the most durable engine of construction demand: cities continue to absorb migrating populations seeking employment, education and healthcare, and this growth is no longer confined to metropolitan cores. Peripheral zones, satellite towns and Tier-II/III cities are emerging as new growth corridors, generating layered demand for transportation networks (metro rail, ring roads, expressways), civic utilities (water supply, sewerage, waste management) and wider urban infrastructure, with Tier-II/III cities now capturing a growing share of metro-rail and water-infrastructure allocations. • Policy has reinforced this decentralisation: Union Budget 2026-27 recognised Tier-II/III cities with populations above five lakh as emerging economic hubs and proposed City Economic Regions (CERs) receiving ₹5,000 crore each over five years through a challenge-based framework, alongside municipal-bond incentives and university townships near industrial and logistics corridors. • Connectivity investment is converting emerging cities into investable corridors – market research projects land-price appreciation of 25–100% in high-growth Tier-II/III corridors as expressways, industrial corridors and airports improve access – while seven proposed high-speed rail corridors are positioned as inter-city 'growth connectors' seeding future urban development along their alignments.
Demographic dividend and rising infrastructure demand	• India's young age structure is a multi-decade demand driver: over 65% of the population is under 35 with a median age of about 28 years, and the working-age share is projected to peak at ~68.9% by 2030, around 1.04 billion working-age persons, with

Growth Driver	Key Discussion Points
	the dependency ratio at a historic low. A growing working-age population directly fuels household formation, housing demand, urban mobility and consumption-linked commercial construction. • The same demographics expand the need for institutional infrastructure (education and skilling facilities), social infrastructure (healthcare and affordable housing) and physical infrastructure capacity (power, water, transport and telecom/digital networks), requirements that are progressively embedded in central and state capital-expenditure programmes. • On the supply side, construction remains one of the largest absorbers of India's incremental workforce, while the falling dependency ratio creates fiscal space that governments are channelling into infrastructure investment, though realising the dividend depends on continued skilling and enabling urban infrastructure.
Sustained government capital expenditure push	• The National Infrastructure Pipeline, launched with significant investment in spanning energy, roads, railways, urban infrastructure and affordable housing, remains the institutional backbone of this push; projects are tracked transparently on the India Investment Grid, and financing is diversified across budgetary support, PPPs, development finance institutions and asset monetisation. • The composition of spending is broadening into high-speed rail corridors, expressway expansion, renewable energy and emerging asset classes, catalysing large-scale infrastructure creation across geographies and crowding in private investment through the capex multiplier effect on economic activity.
Private sector participation and evolving PPP models	• India now deploys the full spectrum of PPP models – Build-Operate-Transfer (toll and annuity variants), Design-Build-Finance-Operate-Transfer, the Hybrid Annuity Model (HAM) and Toll-Operate-Transfer (TOT) – with standardised model RfQs, RfPs and concession agreements improving transparency and investor confidence • Infrastructure financing is diversifying beyond bank credit toward NBFCs, InvITs/REITs and capital markets, as noted in the Economic Survey 2025-26, for EPC players, HAM and monetisation-linked structures offer steadier cash-flow profiles and broaden the universe of bankable projects.
Strategic focus on multimodal connectivity and logistics	• The PM Gati Shakti National Master Plan and National Logistics Policy institutionalise integrated, GIS-based planning so that highways, railways, ports, waterways and economic zones are synchronised – explicitly targeting the planning silos, clearance delays and cost overruns that historically inflated India's logistics costs relative to advanced economies. • Dedicated Freight Corridors are reshaping freight economics – the Eastern DFC is operational and the Western DFC is nearing completion – while 30+ Multimodal Logistics Parks (MMLPs) have been approved under Bharatmala/Gati Shakti with six awarded, studies indicate MMLPs integrated with DFCs can reduce door-to-door freight costs by up to ~40%, with 200+ such parks potentially required by 2047. • Industrial corridors, rail-linked cargo terminals, port-led development and integrated warehousing clusters are creating a class of large, technically demanding projects, spanning earthworks, structures, utilities and rail sidings, that also generate ancillary demand for optical-fibre laying, HDD crossings, ducting and power works along every new alignment, a segment directly relevant to telecom-linked constructors.
Technological modernisation and sustainability focus	• Project delivery is shifting to a digital-first model: Building Information Modelling (BIM) is increasingly embedded in government-backed mega programmes such as Bharatmala, Sagarmala and metro rail systems to reduce design clashes and rework,

Growth Driver	Key Discussion Points
	while drones, 3D scanning, digital twins and AI-based project controls are improving survey speed, progress monitoring and risk management. • Prefabrication, precast systems and modular construction are gaining traction as contractors seek schedule certainty and quality consistency amid skilled-labour constraints, and green construction is mainstreaming, low-carbon materials, energy-efficient design and IGBC/LEED certification, driven by tightening regulation and ESG-linked capital. • Growing industrial water demand and stricter effluent discharge norms are driving wastewater recycling and Zero Liquid Discharge (ZLD) adoption in industrial construction, while adjacent technology-led segments – renewable energy, battery storage, data centres and 5G/fibre densification – are adding high-specification construction demand.

Source: Crisil Intelligence

4.9. Government initiatives across infrastructure sectors

PM-WANI Scheme

The Prime Minister's Wi-Fi Access Network Interface (PM-WANI) scheme was approved in December 2020 to accelerate the proliferation of affordable broadband through public Wi-Fi hotspots across India. The framework enables small businesses, local entrepreneurs, and community institutions to become Public Data Offices (PDOs) without requiring a telecom licence or registration fee, thereby lowering barriers to broadband access and supporting the objectives of the National Digital Communications Policy (NDCP) 2018. PM-WANI is designed to complement other digital infrastructure initiatives such as BharatNet by extending last-mile connectivity and improving internet access, particularly in rural and underserved regions.

As of 28 February 2026, a total of 4,09,403 operational public Wi-Fi hotspots (PDOs) were active under PM-WANI across India. Additionally, 207 PDO Aggregators (PDOAs) and 113 App Providers were registered under the ecosystem. The government also reported that 24.5 million users had accessed PM-WANI hotspots, consuming approximately 58.64 petabytes of data since launch. Recent policy reforms allowing FTTH-based PDO operations, hotspot aggregation, roaming between PDOAs, and mobile data offload are expected to further accelerate adoption.

BharatNet Project

BharatNet Project is India's flagship rural broadband programme aimed at connecting Gram Panchayats through high-speed optical fibre infrastructure. The project serves as the foundational broadband backbone enabling digital governance, online education, telemedicine, financial inclusion, and rural entrepreneurship.

As of February 2026, 2,17,805 Gram Panchayats were service-ready under BharatNet. Separately, the Ministry of Communications reported that approximately 0.22 million Gram Panchayats, representing nearly 97% of the Phase I and Phase II target, had been connected, supported by nearly 0.7 million km of optical fibre cable laid across the country.

National Broadband Mission 2.0

The National Broadband Mission (NBM) 2.0 serves as India's broadband roadmap for 2025-2030, focusing on universal access to high-speed broadband, enhanced fibre infrastructure, satellite-based connectivity, and digital inclusion. The mission seeks to connect villages and key public institutions such as schools, PHCs, Anganwadi centres, and Panchayat offices while leveraging 5G and satellite technologies.

During 2026, the government reaffirmed NBM 2.0 as the principal framework for achieving universal broadband access by 2030. The Ministry of Communications reported that India had crossed 1 billion internet subscribers, broadband subscriptions exceeded 1 billion, and mobile penetration reached 92%. NBM 2.0 has established a set of measurable 2030 targets and continues to be supported through Right of Way reforms, fibre deployment initiatives, and integration with BharatNet expansion programmes.

Amended BharatNet Programme (ABP)

The Amended BharatNet Programme (ABP), approved on 4 August 2023, is designed to upgrade the existing BharatNet network into a resilient IP-MPLS ring topology architecture with long-term service assurance and maintenance. The programme is focused not only on infrastructure deployment but also on utilization, rural FTTH adoption, and last-mile connectivity expansion.

The latest official progress data shows significant implementation momentum. As of June 2026, 13,494 Gram Panchayats had already been upgraded under ABP. Subsequently, the Digital Bharat Nidhi dashboard reported that in August 2026, the number of upgraded Gram Panchayats had increased to 28,700, supported by 55,780 km of optical fibre laid and 2,82,954 FTTH connections provided under the programme. The ABP continues to target connectivity to approximately 0.27 million Gram Panchayats, broadband access to around 0.38 million villages on demand, and 15 million rural FTTH connections over five years.

Pradhan Mantri Gram Sadak Yojana (PMGSY)

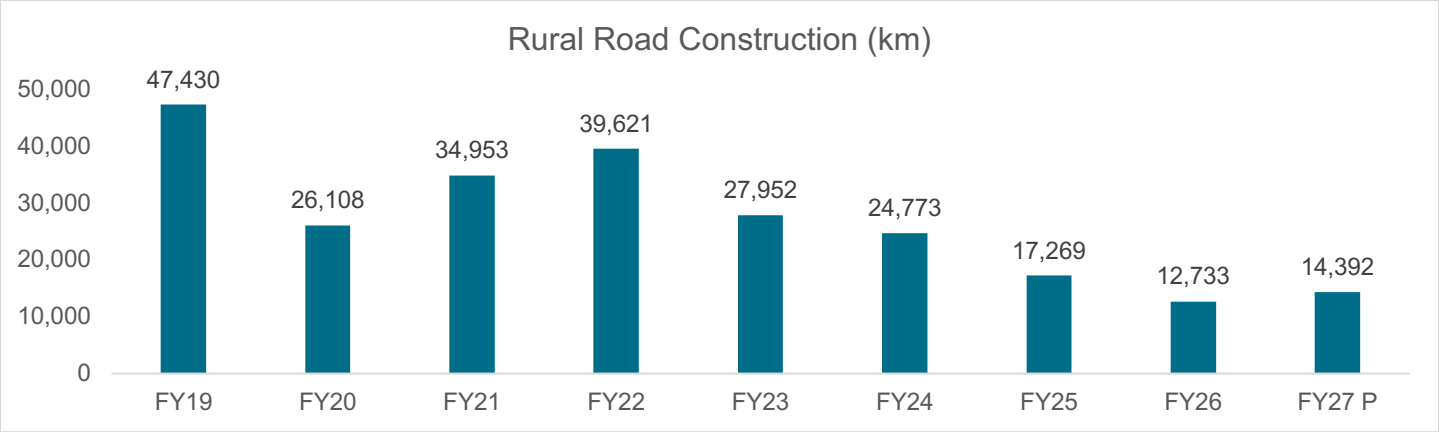
The Pradhan Mantri Gram Sadak Yojana (PMGSY) is a unique initiative aimed at enhancing rural connectivity by establishing a single all-weather road to eligible unconnected habitations with a population of 500 or more, as per the 2001 Census, in plain regions. The first phase of PMGSY was initiated in 2000, during which the government identified 172,769 habitations in need of all-weather roads. As of the fiscal year 2021, 99% of these eligible and feasible habitations have been successfully connected.

In addition, the government introduced PMGSY-II in 2013-14, focusing on the consolidation of the existing rural road network, which spans a total of 50,000 kilometres, to enhance its efficiency in providing transportation services for people, goods, and services. To date, 49,429 kilometres of rural roads have been sanctioned under PMGSY-II, with 93% of this work completed. The overarching scheme encompasses the construction and upgrading of rural roads.

In fiscal year 2020, the construction of rural roads was significantly reduced to approximately 27,000 kilometres, compared to around 49,000 kilometres in the previous year. Fiscal year 2021 saw an increase to about 37,000 kilometres, while fiscal year 2022 recorded approximately 42,000 kilometres of construction. However, in fiscal year 2023, rural road construction fell short of the target. For fiscal year 2024, the target for rural road construction has been revised down to 38,000 kilometres out of a total of over 800,000 kilometres of rural roads.

The Pradhan Mantri Gram Sadak Yojana (PMGSY), a flagship programme of the Indian government, aims at connecting rural areas by constructing roads. As of now, a total of 8,34,519 km of road length has been sanctioned under various ongoing interventions/ verticals of PMGSY. Of this, 7,82,247 km road has already been completed and upgraded.

Year-wise length constructed / upgraded under PMGSY



Source: Ministry of Rural Development

National Highways Development Programme (NHDP)

NHDP encompasses the construction of national highways and upgradation and widening of existing ones. NHDP projects are primarily awarded to public sector or private players by the National Highways Authority of India (NHAI). Implementation is done in coordination with the public works department of various states and the Border Roads Organization. Projects are awarded to private players either on an EPC (cash) contract or on a build-operate-transfer basis, and now on the newly introduced hybrid annuity model. Cash contracts are mainly financed through budgetary allocations from the Central Road Fund, negative grants/premium received, and toll revenue. Loans and grants are also received from the World Bank and the Asian Development Bank. This programme is being implemented in seven phases.

Projects under NHDP

NHDP Phases	
Phase 1	Four laning of 5,846 kms of highways along Delhi-Kolkata-Chennai Mumbai corridor

NHDP Phases	
	Connecting 10 major ports through four laned highways covering 380 kms and other miscellaneous roads covering 1,754 km
Phase 2	Constructing 7,142 kms of four laned Highways along: 1) North-South (Srinagar-Kanyakumari) corridor 2) East-West (Silichar-Porbandar) corridor
Phase 3	Four laning of 12.109 kms of high-density national highways Connecting state capitals and other important economic and tourist places
Phase 4	Two/Four laning of 20,000 kms of low density stretches. Out of which, 14,799 km is assigned to NHAI and the remaining to MORTH
Phase 5	Six laning of 6,500 kms of stretches under Golden Quadrilateral and, 800 kms under other high density stretches
Phase 6	Constructing 1,000 kms of four/six lane expressways between closely located urban areas
Phase 7	Constructing other 700 kms of highway projects like construction of ring roads, grade separators, bypasses and service roads

Source: National Highways Authority of India (NHAI), Crisil Intelligence

National Rural Drinking Water Programme (NRDWP)

NRDWP was launched by the Government of India to give impetus to the provision of basic infrastructure in rural areas. The programme aims to provide a stable source of drinking water to habitations that lack drinking water or where water available is non-potable. At the central level, about 30% of the funds are earmarked for increasing coverage, 20% for tackling water quality issues, 10% for operations and maintenance, 20% for sustainability, 10% for the Desert Development Programme, 5% for mitigating drinking water problems in the wake of a natural calamity and the remaining 5% for providing access to potable drinking water.

Pradhan Mantri Krishi Sinchayee Yojana (PMKSY)

Aiming to converge irrigation investment at the field level to maximize its impact, the government initiated PMKSY in fiscal 2016, with a spending target of Rs 500 billion until 2020. It was approved by the Cabinet Committee on Economic Affairs on July 1, 2015.

Key schemes converged include Accelerated Irrigation Benefit Programme (AIBP), Integrated Water Shed Management Programme (IWSMP), On Farm Water Management (OFWM or Har Khet ko Pani), and Per Drop More Crop, of which micro irrigation is a component. Micro-irrigation promotes efficient water conveyance and precision water application devices, such as drips, sprinklers, pivots, and rain-guns. The target is to enhance the area under cultivation to 8 million hectares by 2020.

AIBP and OFWM fall under the Ministry of Water Resources, Per Drop More Crop is under the Department of Agriculture, Cooperation and Farmer's Welfare, and IWSMP is overseen by the Department of Land Resources. In 2016-17, government allocated Rs. 57.7 billion for PMKSY, which were revised to Rs. 51.9 billion.

Atal Mission for Rejuvenation and Urban Transformation (AMRUT)

In May 2015, the government approved the Atal Mission for Rejuvenation and Urban Transformation (AMRUT) to replace the Jawaharlal Nehru National Urban Renewal Mission (JNNURM), to focus on basic infrastructure services such as water supply, sewerage, storm water drains, transport and development of green spaces and parks.

The government allocated Rs 500 billion for five years (2015-16 to 2019-20) under this scheme, higher than the Rs 360 billion spent under JNNURM over the last five years. Despite the scheme expected to end in fiscal 2020, it has continued further with Rs 65 billion as revised estimates for fiscal 2021 and Rs 73 billion budgeted allocation for fiscal 2022.

The scheme will also cover JNNURM projects sanctioned between 2005 and 2012 and those that have achieved 50% physical progress (102 projects) or have availed of 50% central government funding until now (296 projects).

Smart Cities Mission

In June 2015, the Ministry of Urban Development laid down operational guidelines for formulation, approval and execution of projects under the Smart Cities Mission. The purpose of the mission is to drive economic growth and improve the quality of life by enabling local area development and harnessing technology.

The core infrastructure elements in a smart city would include adequate water supply, assured electricity, sanitation, efficient public transport, affordable housing, robust IT connectivity and digitization, etc.

The mission will cover 100 cities (distributed among states and UTs) over 2015-16 to 2019-20. The smart city mission too has been extended with further impetus to the mission due to Covid-19 where the centralized IT systems showcased success in information dissemination, controlling crowds etc.

The Smart Cities Mission will be operated as a centrally sponsored scheme, and the proposed financial support to the mission is Rs 480 billion over five years (average Rs 1 billion per city per year). An equal amount will be contributed by the states. Bihar, Gujarat, Karnataka, Madhya Pradesh, Maharashtra, Odisha, Punjab and Tamil Nadu have successfully set up financial intermediaries. A number of schemes in the mission are expected to be taken up on public-private partnership basis.

Special purpose vehicles (SPVs) will be set up for the implementation of smart city plans, with 50:50 equity from states and urban local bodies. Further, 500 acres is the minimum area norm for retrofitting; 50 acres for redevelopment and 250 acres for greenfield projects. For north-eastern and Himalayan states, the criteria will be 50% of the mentioned norms. About 10% of the energy needs of smart cities are to be met by renewable sources. The mission also mandates 80% of buildings to be energy-efficient and green buildings and 35% of housing in greenfield projects to be reserved for economically weaker sections.

4.10. Key challenges faced by the construction industry in India and the role of consultancy services

Execution risk remains the defining constraint of the industry. As per MoSPI's monthly flash report for May 2026, 1,987 monitored central-sector infrastructure projects (each above ₹150 crore) showed a cumulative cost overrun of about ₹5.4 lakh crore against original sanctioned costs, and MoSPI reporting has indicated average time overruns of roughly 36 months among delayed projects, with land acquisition, forest and environmental clearances and infrastructure-support gaps cited as leading causes. Each umbrella challenge from the scope of work is assessed below, covering the associated sub-challenges, followed by the role of consultancy services in addressing time overruns, cost escalations, quality deficiencies and compliance gaps in infrastructure projects.

Challenges	Description
Competitive intensity	• The Indian construction market is highly fragmented, with a long tail of regional and mid-sized contractors competing against large national EPC players, and public procurement remains predominantly lowest-price (L1) driven – a combination that incentivises aggressive bidding and systematically under-prices execution risk at the tender stage. • Under-priced contracts frequently convert into funding stress mid-execution once material, labour and finance costs crystallise, contributing to slow progress, quality compromises, contractor defaults and re-tendering; the resulting thin and volatile margins stretch working-capital cycles and heighten counterparty risk for clients, lenders and subcontractors. • The scale of the public pipeline continues to attract new entrants into EPC and HAM segments, and periodic relaxation of technical and financial qualification criteria – intended to broaden participation – further intensifies rivalry, rewarding players with disciplined bid selection, cost intelligence and execution credibility.
Technical gaps	• Skilled-manpower shortages persist across specialised trades (formwork, welding, tunnelling, HDD operation, MEP) and professional roles (planning, quality, safety and BIM specialists), constraining productivity and quality even as project complexity rises – a gap consistently highlighted in industry technology literature. • Deficient detailed project reports, inadequate geotechnical and utility investigations and design gaps discovered during execution trigger scope changes, re-engineering and rework, which are leading internal causes of time and cost overruns on Indian projects. • Technology penetration remains uneven: while large players deploy BIM, drones and digital project controls, high initial costs and talent shortages slow adoption among small and mid-sized contractors; simultaneously, emerging asset classes – high-speed rail,

Challenges	Description
	tunnels, battery storage, data centres, ZLD-compliant utilities – demand capabilities the domestic contracting base is still building.
Corporate mismanagement	• Weak project governance – inadequate cost-to-complete tracking, poor subcontractor management and the absence of early-warning systems – has historically allowed execution problems to compound undetected until projects became financially distressed. • Past cycles of over-leveraging, aggressive diversification and imprudent bid pipelines pushed several prominent EPC and infrastructure developers into insolvency, leaving stalled assets and eroding lender confidence in the sector; contract-management lapses, delayed notices, weak documentation of variations and claims, dilute recoverability and lock capital in prolonged arbitration. • Governance expectations from lenders, rating agencies and capital markets – including for IPO-bound companies – are now driving formalisation of internal controls, related-party discipline, independent project assurance and transparent reporting as preconditions for financing and listing.
Land acquisition delays	• Land acquisition and right-of-way issues are consistently reported by implementing agencies as leading causes of time overruns in MoSPI's project monitoring, alongside forest, wildlife and environmental clearances, utility shifting, law-and-order disruptions and delays in civil works. • Linear projects – highways, railways, transmission lines, pipelines and optical-fibre routes – are especially exposed, because even small unacquired stretches block continuous execution; stoppages impose idle plant and machinery costs, extended site overheads, demobilisation/remobilisation expenses and input-cost escalation during the delay period, only partially compensated under standard contracts. • Mitigation is improving through Gati Shakti-based alignment planning that anticipates acquisition conflicts, digitisation of land records and appointed-date discipline in highway awards, but the risk remains material, particularly for state-level and brownfield urban projects.
Macroeconomic influences	• Construction outcomes are acutely sensitive to commodity cycles - research on Indian project overruns notes that materials and installation can account for the dominant share, so volatility in steel, cement, bitumen and fuel prices translates directly into cost escalations, particularly on fixed-price contracts without robust price-variation clauses. • Logistics issues – freight-cost pressures, port congestion and long inland leads for bulk materials – compound input-cost stress and disrupt schedules, although improving corridor infrastructure is gradually easing this constraint; global supply-chain disruptions periodically affect availability and pricing of imported components such as speciality steel, electricals and telecom equipment. • Interest-rate and liquidity cycles affect both project viability in BOT/HAM structures and contractor cash flows, while delayed client payments and retention releases cascade financial stress down the subcontractor and vendor chain.
Others as applicable	• Multi-layered compliance obligations – labour laws (including BOCW), environmental consents, GST, safety codes and state-specific regulations – create exposure to penalties, stop-work orders and blacklisting where compliance systems are weak, making structured regulatory management a core execution capability. • Dispute-resolution timelines remain a drag- despite standardised concession agreements and conciliation mechanisms, arbitration and appellate processes keep significant contractor capital locked in claims, affecting liquidity and bid capacity across the sector. • Climate and site risks – monsoon intensity, flooding, heat stress on labour productivity and adverse geotechnical conditions – increasingly require climate-resilient design and

Challenges	Description
	revised working calendars, while the digitisation of project delivery introduces newer operational risks around cybersecurity, data integrity and systems interoperability.

Source: Crisil Intelligence

Role of consultancy services in addressing key execution challenges

Consultancy services – project management consultancy (PMC), design and engineering review, cost and procurement advisory, independent quality assurance and compliance advisory – have become integral to de-risking infrastructure delivery. Their role maps directly to the four execution challenges identified in the scope of work.

Execution Challenge	Role of Consultancy Services
Time overruns	• Front-end planning and de-risking: rigorous DPR preparation and review, geotechnical and utility investigations, constructability analysis and realistic baseline scheduling prevent the downstream surprises – design changes, utility conflicts, clearance gaps – that most frequently derail programmes. • Programme and project management: PMC firms provide critical-path monitoring, look-ahead planning, interface and stakeholder coordination (land, utilities, clearances) and early-warning dashboards, mirroring the government's own shift to real-time monitoring of project slippages through data-analytics portals. • Delay analytics and recovery: forensic schedule analysis, resequencing and acceleration planning, together with contractually robust extension-of-time substantiation, help projects recover time while preserving entitlements.
Cost escalations	• Cost planning and quantity surveying: independent cost estimation, value engineering and lifecycle costing at design stage, and escalation modelling with well-structured price-variation clauses at contract stage, insulate budgets from commodity volatility. • Procurement advisory: packaging strategy, vendor development, rate-contract frameworks and commodity-price risk guidance help manage steel, cement and fuel exposure across the programme. • Contract and claims management: disciplined variation control, cost-to-complete tracking, claims preparation and defence, and dispute-avoidance mechanisms shorten resolution cycles and protect contractor and owner margins alike.
Quality deficiencies	• Independent quality assurance and control: third-party inspection, structured materials-testing regimes and digital quality workflows reduce rework and latent defects across the delivery chain. • Design proof-checking and technical audits: independent design review, proof consultancy and safety audits for complex structures – widely mandated on public projects – catch deficiencies before they are built in. • Technology enablement: consultants drive implementation of BIM, digital twins and drone-based progress verification, bridging the technology and skills gaps of smaller contractors and standardising quality outcomes.
Compliance gaps	• Regulatory advisory: management of environmental and forest clearances, labour-law and EHS compliance frameworks, and statutory audit trails avert penalties, stop-work orders and reputational damage. • Lenders' and investors' assurance: independent-engineer and lenders'-engineer roles, techno-economic viability studies and periodic monitoring reports keep financing compliant and disbursement-linked.

Execution Challenge	Role of Consultancy Services
	• Governance and transaction support: PPP structuring, concession-compliance monitoring, ESG reporting and capital-market readiness – including industry and project diligence for DRHP filings – align execution with regulatory and investor expectations.

Source: Crisil Intelligence

5. Consolidated view of growth drivers, challenges and SWOT analysis across telecom & telecom tower industry, HDD and construction industry

This section consolidates the summary of key growth drivers and challenges from across telecom & telecom tower industry, HDD and construction industry, followed by a combined SWOT assessment of the telecom and infrastructure services O&M value chain.

Consolidated growth drivers

Growth driver	Description
Expanding telecom tower base and continued 4G/5G rollout	• The nationwide rollout of 5G services is significantly increasing the demand for telecom infrastructure. Telecom operators require denser networks with additional tower sites and small cells to deliver high-speed connectivity, low latency, and enhanced coverage. Continued investments in network modernization and 4G coverage enhancement further support tower tenancy growth.
Data Center and Edge Infrastructure Development	• As cloud adoption and digital services expand, telecom tower companies are increasingly diversifying into data centers, fiber networks, and edge computing infrastructure. The convergence of telecom towers with digital infrastructure ecosystems presents new growth opportunities and revenue streams.
Rising data consumption and network densification	• Capacity growth is increasingly delivered through densification, small cells on street furniture and fibre backhaul rather than macro-tower additions, expanding high-volume, low-footprint maintenance scope.
Expansion of India's optical fibre network	• India's optical fibre network grew from 1.94 million route km in 2019 to 4.24 million route km in 2025. Every incremental route km adds permanently to the base requiring patrolling, fault restoration and route maintenance. • Demand is driven by 5G expansion, tower fiberisation, FTTH rollouts, enterprise and data-centre connectivity and government rural broadband programmes.
Low tower fiberisation base relative to requirement	• The expansion of India's optical fibre infrastructure continues to be a key driver for the optical fibre EPC and HDD industries. According to Department of Telecommunications, India's optical fibre network grew from 1.94 million route kilometres in 2019 to 4.24 million route kilometres in 2025, reflecting sustained investments in telecom and digital infrastructure • As telecom infrastructure constitutes a key end-use segment for HDD services, continued investment in optical fibre network expansion is expected to support demand for HDD
Government-led rural and underserved connectivity programmes	• **BharatNet**: 0.219 million gram panchayats service-ready as of August 2026 (CAG), with connectivity extended to over 0.215 million gram panchayats. • **Amended BharatNet Programme**: upgrades underway for 14,294 gram panchayats including ring-topology conversion, new fibre across more than 30,000 villages, supported by ~Rs 56.91 billion of investment; 43,908 km of OFC laid as of June 2026. The programme provides for operation and maintenance for 10 years with uptime monitored through a Centralised Network Operating Centre. • Around 24,000 towers commissioned under Digital Bharat Nidhi-funded projects require long-term O&M in remote terrain.
NBM 2.0 targets and right-of-way reform	• NBM 2.0 targets operational OFC connectivity to 0.27 million villages by 2030, 95% network uptime, broadband to 90% of anchor institutions and RoW approval timelines of 30 days.

Growth driver	Description
	• The 95% uptime target converts fibre from a build-once asset into an SLA-governed, continuously maintained network, structurally favourable for specialist O&M contractors. • The Telecommunications Act, 2023 and RoW Rules, 2024, the GatiShakti Sanchar Portal and Call Before u Dig improve predictability of site access and reduce utility damage risk.
Ongoing network modernisation and managed services outsourcing	• Operators are upgrading legacy infrastructure, deploying 5G, virtualising network functions and adopting cloud-native and AI-enabled network management. • These initiatives create sustained opportunities for network deployment, commissioning and integration, RF optimisation and managed services providers.
City gas distribution and pipeline network expansion	• PNGRB has authorised 307 geographical areas covering the entire Indian mainland, with authorised entities committing to a minimum work programme of 0.54 million inch-km of pipeline. • A transmission network of ~34,233 km has been authorised, of which 25,429 km was operational as of June 2025, with the balance under construction. • PNGRB targets 126 million domestic PNG connections by 2034 against 17.11 million as of April 2026, with municipal right-of-way constraints cited as a key bottleneck, a condition that favours trenchless execution. • The Natural Gas and Petroleum Products Distribution Order, 2026 seeks to streamline permissions for last-mile pipeline laying.
Rapid urbanisation and urban infrastructure programmes	• The Urban Challenge Fund provides central assistance of Rs 1,00,000 crore for FY 2025–26 to 2030–31, aiming to catalyse nearly Rs 4 lakh crore of investment. AMRUT, Jal Jeevan Mission and PMKSY continue to drive water, sewerage and distribution network laying. • Works executed along existing road alignments and congested urban corridors, where surface excavation is restricted by municipal road-cutting and traffic conditions, translate directly into HDD demand.
Sustained government capital expenditure and multimodal corridors	• The National Infrastructure Pipeline, PM Gati Shakti National Master Plan and National Logistics Policy underpin large-scale, GIS-planned infrastructure creation. • Industrial corridors, dedicated freight corridors, multimodal logistics parks and rail-linked terminals generate ancillary demand for optical-fibre laying, HDD crossings, ducting and power works along every new alignment, a segment directly relevant to telecom-linked constructors.
Oil and gas demand growth and refinery capex	• Petroleum product consumption is expected to reach 240–245 MMTpa in FY 2026 and grow at 3–5% in FY 2027, with bitumen demand recovering to 6–8% in FY 2026 on higher construction activity. • India's installed refining capacity of ~267 MMTPA, ongoing greenfield and brownfield expansion, and strategic petroleum reserve capacity of 5.33 MMT with a further 6.5 MMT approved, sustain pipeline, cross-country connectivity and industrial construction requirements.
Replacement and modernisation of ageing underground utility infrastructure	• Water supply, sewerage, gas and electricity distribution networks in older urban areas, as well as legacy telecommunication networks, require replacement or upgradation over time, which can translate into recurring trenchless works independent of greenfield build-out.
6G readiness and the next technology upgrade cycle	• The Bharat 6G Vision targets deployment by 2030 and DoT has released a 6G spectrum roadmap. Future 6G site upgrades and densification are expected to create a long-term O&M and site-works pipeline for tower and fibre infrastructure.

Source: Crisil Intelligence

Consolidated challenges and risk factors

Challenge / risk	Description
Cyclicality and dependence on client capital expenditure	• Demand is derived from the capex cycles of end-use sectors, telecommunications, oil and gas, and city gas distribution. Deferment or curtailment of capital outlay in these sectors directly affects order inflow. • Order books also depend on the quantum and timing of disbursements under government schemes and on the pace at which projects are tendered and awarded, limiting near-term revenue visibility.
Competitive intensity and industry fragmentation	• The HDD and underground utility segment is fragmented, with a large number of unorganised operators competing primarily on price, constraining the ability to pass on cost increases. • In construction, public procurement remains predominantly lowest-price (L1) driven, which incentivises aggressive bidding and systematically under-prices execution risk at the tender stage.
Pricing and margin pressure through penalty-linked SLAs	• Calibrated operator capex and cost optimisation can compress O&M rates and shift performance risk to service providers through penalty-linked service level agreements. • In the absence of adequate pricing flexibility, escalation in input costs and equipment downtime arising from delays may have to be absorbed within contracted margins.
Land, site access, zoning and community resistance	• Access to reliable power and suitable land parcels is a key constraint on tower and data-centre build-out; site acquisition and statutory siting clearances remain recurring operational hurdles. • EMF-related public apprehension, despite Indian norms at one-tenth of ICNIRP limits, can trigger site-access disputes and relocations. • Land acquisition and RoW issues are leading causes of time overruns, and linear projects, pipelines, transmission lines and optical-fibre routes, are especially exposed because small unacquired stretches block continuous execution.
Skilled manpower gaps	• Shortage of certified technicians for tower climbing, power systems and 5G equipment limits service quality and scale. • In HDD and construction, dependence on a limited pool of rig operators, supervisory personnel and specialised trades (welding, tunnelling, MEP, BIM) constrains concurrent multi-site execution and restricts participation in larger contracts.
Working capital intensity and elongated execution cycles	• Sequential approvals can result in idling of rigs and deployed personnel between sites, extending execution timelines and elongating working capital cycles. • Stoppages impose idle plant and machinery costs, extended site overheads and demobilisation/ remobilisation expenses, only partially compensated under standard contracts.
Technological disruption and equipment upgradation requirements	• Alternative trenchless methodologies, micro-trenching, robotic and guided boring systems, could reduce the addressable market for conventional HDD deployment. • Periodic upgradation and replacement of rig fleets entails recurring capital outlay; inability to fund or complete upgrades within customer timelines can result in loss of pre-qualification eligibility.
Execution risk, geological uncertainty and cost overruns	• Uncertainties relating to geological and soil conditions at project sites may necessitate re-alignment of bores, additional mobilisation and cost escalation. • As per MoSPI's flash report for May 2026, 1,987 monitored central-sector projects (each above Rs 150 crore) showed a cumulative cost overrun of about Rs 5.4 lakh crore, with average time overruns of roughly 36 months among delayed projects.
Rising regulatory and compliance obligations	• Multi-layered obligations, labour laws including BOCW, environmental consents, GST, safety codes and state-specific regulations, create exposure to penalties, stop-work orders and blacklisting where compliance systems are weak. • Non-adherence to prescribed environmental and safety conditions, including those governing drilling fluid disposal and protection of sub-surface utilities, may attract monetary penalties, claims for damages or suspension of work.

Challenge / risk	Description
Commodity, fuel and logistics cost volatility	• Volatility in steel, cement, bitumen and fuel prices translates directly into cost escalation, particularly on fixed-price contracts without robust price-variation clauses. • Freight-cost pressures, port congestion and global supply-chain disruptions periodically affect availability and pricing of imported components such as speciality steel, electricals and telecom equipment.

Source: Crisil Intelligence

Consolidated SWOT analysis — telecom and infrastructure services O&M value chain in India

S (strengths)	• **Recurring, contract-backed demand:** Long-tenure infrastructure service agreements and multi-year O&M mandates create predictable, annuity-like revenue, in contrast to one-off project execution. • **Shared infrastructure model:** Multi-tenant passive sites spread O&M costs across operators, improving per-site service economics. • **Asset-light services positioning:** Service providers do not own tower assets and are therefore not directly exposed to tower-level constraints such as blocked input tax credit, spectrum and AGR liabilities, or tenancy-linked rental economics. • **Integrated lifecycle capability:** Presence across OFC layout and maintenance, tower O&M, fibre rollout, RF optimisation, small cells, HDD, civil construction and PMC allows bundled, network-level offerings and cross-selling into the same client base. • **Enabling regulatory framework:** The Telecommunications Act, 2023 and RoW Rules, 2024 simplify permissions and penalise damage to critical telecom infrastructure; the Infrastructure Safety Rules, 2022 and Call Before u Dig support underground asset protection. • **Proven enabling technologies:** Remote monitoring, IoT sensors, lithium-ion storage and solar-hybrid systems are commercially mature for site use, supporting productivity-linked contract models.
W (weaknesses)	• **High energy intensity:** Energy is a major cost head; erratic rural grid supply sustains diesel dependence and costly fuel logistics. • **Skilled manpower gaps:** Shortage of certified tower technicians, rig operators and supervisory personnel limits service quality, scale and concurrent multi-site execution. • **Fragmented field execution:** Reliance on multi-tier local subcontractors leads to uneven workmanship, safety compliance and SLA adherence. • **Customer concentration:** O&M and rollout volumes depend on the capex cycles of a small number of telecom operators and tower companies, limiting pricing power. • **Working capital intensity:** Sequential approvals, idle rigs between sites, retention money and delayed client payments elongate working capital cycles. • **Recurring capital outlay on equipment:** Rig fleets and ancillary equipment require periodic upgradation to retain technical qualification and cost competitiveness. • **Uneven technology penetration:** High initial costs and talent shortages slow adoption of BIM, drones and digital project controls among small and mid-sized contractors relative to large EPC players.
O (opportunities)	• **5G densification:** Small cells on street furniture, enabled under the RoW framework, create demand for high-volume, low-footprint maintenance. • **Tower fiberisation gap:** With only about 1/4th of towers fiberised, closing the gap generates near-term fibre laying and HDD crossings followed by recurring route O&M. • **Long-tenure government fibre O&M:** The Amended BharatNet Programme provides for 10 years of operation and maintenance with uptime monitored through a Centralised Network Operating Centre, while NBM 2.0 targets ~95% network uptime across 0.27 million villages by 2030. • **Rural and government-funded networks:** Around 24,000 towers commissioned under Digital Bharat Nidhi-funded projects need long-term O&M in remote terrain, alongside BSNL's expanding 4G base. • **Data centre build-out:** Capacity rising to ~4,800–5,200 MW by FY30 and capex of ~Rs 3,900–4,300 billion during FY27–31 create demand for campus fibre, HDD-based connectivity, civil and interior works.

	• **Urban infrastructure programmes:** The Rs 1,00,000 crore Urban Challenge Fund, AMRUT and Jal Jeevan Mission works in congested corridors favour trenchless methods over open-cut excavation. • **In-building and neutral-host services:** TRAI's building connectivity ratings and the 2026 DCIP authorisation extend O&M scope to in-building and active assets. • **Rising tenancies:** Tenancy additions are expected to accelerate over FY27–FY28, raising equipment load and O&M value per site. • **6G readiness:** The Bharat 6G Vision targets deployment by 2030, with future site upgrades and densification creating a long-term O&M pipeline. • **Energy and sustainability retrofits:** Solar-hybrid and lithium-ion conversions at sites open performance-linked energy management mandates alongside conventional O&M scope.
T (threats)	• **Pricing and margin pressure:** Calibrated operator capex and cost optimisation can compress O&M rates and shift risk via penalty-linked SLAs; L1-driven public procurement intensifies price competition in construction and HDD. • **Counterparty and sector financial stress:** Outstanding AGR dues of over Rs 17,70,000 million as of FY24–25 and continued stress at a major operator carry receivables risk across the infrastructure services chain. • **Uneven RoW implementation:** Some states and several central departments are yet to fully align with RoW Rules 2024, delaying site access and elongating execution. • **Technology substitution:** Micro-trenching, robotic and guided boring systems could reduce the addressable market for conventional HDD deployment. • **Rising compliance obligations:** 2026 network rules mandate in-India storage of network systems, data and logs, on top of EMF, battery-waste, BOCW and environmental norms. • **Community resistance:** EMF-related public apprehension, despite norms at one-tenth of ICNIRP limits, can trigger site-access disputes and relocations. • **Input cost and scheme disbursement volatility:** Steel, cement, bitumen and fuel price movements, and the timing of government scheme disbursements, affect margins and near-term order visibility.

Source: Crisil Intelligence

6. Peer benchmarking

In this section, Crisil has analysed some key players operating in the telecom infrastructure services, optical fibre deployment, network rollout, telecom EPC, telecom tower maintenance service industry. The peer list has been based on comparable revenue, and product/service offerings. Data has been obtained from publicly available sources, including annual reports available in the public domain/ filed with the RoC, investor presentations of listed players, regulatory filings, rating rationales, and/or company websites and social media pages.

Financials in the competitive section have been re-classified by Crisil, based on annual reports available in the public domain/ filed with the RoC and financial filings by the relevant players. Financial ratios and other parameters provided in this report may not match with the reported financial parameters by the players on account of standardisation and re-classification done by Crisil.

Note: The list of competitive landscape peers considered in this section is not exhaustive but an indicative list.

Overview of key players

Company name	Year of incorporation	Geographic presence	Key offerings and services portfolio
Aerial Telecom Solutions Private Limited	2010	Pan India	Aerial Telecom Solutions Private Limited is a systems integrator and managed services provider delivering telecom and technology solutions across network deployment, managed services, digital transformation, enterprise IT, IP services, resource management, EV infrastructure, and KPO/e-commerce support. The company provides end-to-end telecom and technology lifecycle services including build, operate, and maintain capabilities.

Company name	Year of incorporation	Geographic presence	Key offerings and services portfolio
Pratap Technocrats Pvt. Ltd.	2015	Pan India	Pratap Technocrats provides telecom infrastructure and project management services with expertise in network operations and maintenance, fiber infrastructure management, and large-scale telecom deployment projects. Its offerings include tower and fiber O&M, infrastructure rollout, installation, project execution, and telecom ecosystem management for operators and government agencies.
Narula Infrastructure Private Limited (NIPL)	2005	Pan India	NIPL is a telecom infrastructure solutions provider offering OFC project rollout, fiber maintenance, telecom equipment installation and commissioning, operations and maintenance services, and energy project execution. The company supports telecom operators through nationwide network deployment and infrastructure management services.
Pace Digitek Limited	2007	Pan India, 6 countries including India	Pace Digitek provides telecom power systems, optic fiber laying, energy management solutions, renewable energy solutions, and operations & maintenance services. The company offers integrated infrastructure solutions spanning telecom power, solar solutions, fiber deployment, and energy management platforms.
Annu Projects Ltd.	2003	11 states in India	Annu Projects offers design, development, implementation, operations and maintenance of essential overhead and underground utilities infrastructure across telecom infrastructure, sewerage infrastructure vertical and gas pipeline vertical. As on March 31, 2025, the company own a fleet of over 400 machinery and equipment (such as horizontal directional drilling machine, excavators, splicing machine, digitrack machine, OTDR machine, HDPE pipe welding machine etc.
SG Encon Limited	2008	Pan India presence, operates in 10 states in India	SG Encon Limited provides telecom network lifecycle solutions including OFC layout and maintenance, telecom tower O&M, fiber rollout projects, RF optimization, and small-cell network support. The company also offers pipeline installation through HDD technology, civil construction, interior works, and project management consultancy services. The Company currently maintains 60,000+ tower sites across various categories, including E Node B, AG1, ILA, OLT, DAS, IBS, Small Cell, Metro AG2, Metro AG1, NLD AG2, JCN, IP COLO, Solar & DG and Non-DG sites. In addition, the Company maintains 92,000+ km of optical fibre and 79,000+ sites, covering inter-city/intra-city networks, enterprise networks and FTTx. SG Encon's O&M services include Preventive Maintenance & Corrective Maintenance & Corrective Fault Management Services. In FY26, the company reported Rs. 2.8 billion revenue in the O&M services segment, which accounts for ~5.7% of the overall market share within the tower maintenance industry in India.

Note: N.A.-not available

Source: Company annual reports, company website, Investor presentations, filings, Crisil Intelligence

Overview of key projects undertaken

Company name	Projects Undertaken
Aerial Telecom Solutions Private Limited	In Jan 2025, Aerial Telecom Solutions Private Limited, as the implementation partner in a consortium led by RVNL with HFCL, secured two BSNL orders for the development, upgradation, operation, and maintenance of the BharatNet middle-mile network under the Design-Build-Operate-Maintain (DBOM) model. These projects strengthen the company's presence in digital connectivity infrastructure, supporting

Company name	Projects Undertaken
	broadband network expansion across India.
Pratap Technocrats Pvt. Ltd.	Pratap Technocrats has undertaken key telecom infrastructure projects for BSNL, including BharatNet Phase III optical fibre network deployment across Rajasthan, Haryana, and Assam, and 4G Saturation programme implementation in Odisha and Andhra Pradesh. The company also delivers managed services, covering telecom network O&M, fibre maintenance, and telecom infrastructure support across 23 states and 16 telecom circles.
Narula Infrastructure Private Limited (NIPL)	Narula Infrastructure Pvt. Ltd. has undertaken optical fibre cable (OFC) laying and telecom tower infrastructure projects, including nationwide fibre and tower deployments for Bharti Airtel. The company also provides telecom network operations and maintenance services, managing extensive fibre and tower infrastructure for clients such as Bharti Airtel, Reliance Jio, Tata Communications, Indus Towers, and ATC under long-term contracts.
Pace Digitek Limited	Pace Digitek has undertaken telecom infrastructure projects for BSNL and RNS, OFC network projects for BSNL and TANFINET, ICT infrastructure projects for RailTel, Railway Kavach implementat"ion for Indian Railways, power management solutions for BSNL and Reliance, and telecom network O&M services for Tata Teleservices. The company provides end-to-end EPC, equipment supply, and long-term O&M services across these projects.
Annu Projects Ltd.	Annu Projects Limited has delivered telecom infrastructure projects, including the installation of 5,700 km of OFC across multiple states, deployment of 3,500 km of OFC under BharatNet Phase II connecting 1,007 Gram Panchayats, restoration of 2,725 km of OFC under BharatNet Phase I, and operations & maintenance of 34,000 km of OFC network supporting 8,857 Gram Panchayats in Bihar and Jharkhand.
SG Encon Limited	In 2026, SG Encon received the letter of award for their upcoming project “Civil Work of solar Cell plant at Ghanghola Manufacturing plant, Greater Noida” for construction sector valued at Rs. 382.16 million with expected timeline of 6 months. Additionally, the company stated that it has entered a MOU for joint bidding for the creation, upgradation and operation and maintenance of telecom network infrastructure under a design-build-operate-maintain model, subject to award of the project. Furthermore, amongst SG Encon’s delivered projects was “5G network rollout” for its Telecommunication services vertical which was completed in March 2024. The company was involved in the installation, integration, commissioning and RF services for 5G network infrastructure; installation and upgradation of SMPS and DCDB systems; supply and laying of XLPE insulated FR PVC sheathed cables; battery bank upgradation at Ground Based Mast (GBM) sites; installation of Equipment Grounding Busbar (EGB) and Telecommunications Grounding Busbar (TGB); installation of rack-mounted lithium-ion battery modules; over 2,500 sites installed, integrated and handed over across Delhi, Punjab and Uttar Pradesh for a work order of ₹ 202.00 million.

Note: N.A.-not available; The data provided in this section is not exhaustive but indicative in nature

Source: Company annual reports, website, Investor presentations, filings, Crisil Intelligence

Operational parameters

Revenue Segmentation (FY26)

Company name	Revenue Segmentation
Aerial Telecom Solutions Private Limited*	Product: 5.41% Services: 94.57% Export: 0.02%
Pratap Technocrats Pvt. Ltd.	N.A.
Narula Infrastructure Private Limited (NIPL)*	Operation & Maintenance Charges: 54.85% Infra Project: 0.90% OFC Project: 42.25%

Company name	Revenue Segmentation
	EB Project: 0.03% JJM Project:0.33% Railway Project: 1.64%
Pace Digitek Limited	Energy: 45.2% Telecom: 54.5% Others: 0.3%
Annu Projects Ltd.*	Products: 6.89% Services: 93.11%
SG Encon Limited[1]	Operation & Maintenance: 98.6% Construction & interiors: 0.6% Gas pipeline, sewage & solar: 0.7% Engineering Consultancy: 0.1%

*Notes: *For Aerial, Narula and Annu Projects FY25 segmentation is presented, as these companies have not disclosed their FY26 financials*

N.A.- Not Available

NIPL, Pace Digitek Limited data is on consolidated basis, Aerial Telecom Solutions Private Limited is on standalone basis.

1 For SG Encon, 98.6% of O&M revenue comprises of both telecom tower and optical fibre network O&M

Source: Company annual reports, website, Investor presentations, filings, Crisil Intelligence

Share of exports (FY26)

Company name	Share of exports
Aerial Telecom Solutions Private Limited*	0.02%
Pratap Technocrats Pvt. Ltd.	N.A.
Narula Infrastructure Private Limited (NIPL)	N.A.
Pace Digitek Limited	0%
Annu Projects Ltd.	N.A.
SG Encon Limited	0%

*Note: *For Aerial FY25 export share is presented, as the company has not disclosed its FY26 financials*

N.A.- Not Available

Source: Company annual reports, Investor presentations, filings, Crisil Intelligence

Planned Expansion

Company name	Planned Expansion
Aerial Telecom Solutions Private Limited	N.A.
Pratap Technocrats Pvt. Ltd.	N.A.
Narula Infrastructure Private Limited (NIPL)	N.A.
Pace Digitek Limited	2.5 to 10 GWh BESS Capacity Expansion
Annu Projects Ltd.	The company plans to strengthen and expand its geographic presence across India as part of its long-term growth strategy.

Company name	Planned Expansion
SG Encon Limited	The company has reported that it plans to acquire additional machinery and equipment across its business verticals, including fleet of specialised HDD machinery expansion for its oil & gas and underground utility, larger and more complex projects expansion for its infrastructure services that comprises of gas pipelines and sewer pipelines projects. Additionally, it also intends to procure additional machinery and equipment for its construction and telecommunication services verticals.

Note: N.A.-Not Available

Source: Company annual reports, website, Investor presentations, filings, Crisil Intelligence

Orderbook details (FY26)

Company name	Orderbook (Rs. millions)
Aerial Telecom Solutions Private Limited	N.A.
Pratap Technocrats Pvt. Ltd.	N.A.
Narula Infrastructure Private Limited (NIPL)	N.A.
Pace Digitek Limited	1,13,379
Annu Projects Ltd.*	13,001
SG Encon Limited	2,789

Note: N.A.-Not Available

**: As per rating rationale March 2026.*

Source: Company annual reports, website, Investor presentations, filings, Crisil Intelligence

Operating Income (Rs. millions)

Company name	FY24	FY25	FY26	CAGR%(FY24-26)
Aerial Telecom Solutions Private Limited	2,943.09	3,928.91	N.A.	-
Pratap Technocrats Pvt. Ltd.	10,768.66	13,675.07	N.A.	-
Narula Infrastructure Private Limited (NIPL)	3,506.48	5,110.38	N.A.	-
Pace Digitek Limited	24,349.47	24,389.12	26,412.70	4%
Annu Projects ltd.	1539.82	1800.66	N.A.	-
SG Encon Limited	2,363.12	2,760.15	2,871.80	10%

Note: N.A.-Not Available

On consolidated basis: Annu Projects Limited, Pratap Technocrats Pvt. Ltd, Narula Infrastructure Private Limited (NIPL), Pace Digitek Limited while others are on standalone basis

All numbers are restated as per Crisil Intelligence standards and may not match the company reported numbers.

Source: Company annual reports, Crisil Intelligence

Key observations:

- SG Encon serves as the vendor for leading telecom players like Reliance Jio, which holds ~39% share of total subscriber base as of March 2026, and Indus tower which is the largest player in terms of towers and co-locations in the telecom tower market in India.

Operating EBITDA, margin and growth

Company name	Operating EBIDTA (Rs. millions)				Op. EBIDTA Margin (%)		
	FY24	FY25	FY26	CAGR % (FY24-26)	FY24	FY25	FY26
Aerial Telecom Solutions Private Limited	154.67	231.13	N.A.	-	5.26%	5.88%	N.A.
Pratap Technocrats Pvt. Ltd.	1627.61	2766.42	N.A.	-	15.11%	20.23%	N.A.
Narula Infrastructure Private Limited (NIPL)	241.71	342.45	N.A.	-	6.89%	6.70%	N.A.
Pace Digitek Limited	4,030.92	4972.29	4586.26	7.00%	16.55%	20.39%	17.36%
Annu Projects Ltd.	286.27	323.13	N.A.	-	18.59%	17.95%	N.A.
SG Encon Limited	165.27	223.67	322.21	40.00%	6.99%	8.10%	11.22%

Note: N.A.-Not Available

On consolidated basis: Annu Projects Limited, Pratap Technocrats Pvt. Ltd, Narula Infrastructure Private Limited (NIPL), Pace Digitek Limited and while others are on standalone basis

Op. EBITDA margin = Op. EBITDA / operating income

All numbers are restated as per Crisil Intelligence standards and may not match the company reported numbers.

Source: Company annual reports, Crisil Intelligence

Net profit margins and growth (PAT)

Company name	**PAT (Rs. millions)**				**PAT Margin (%)**		
	FY24	**FY25**	**FY26**	**CAGR% (FY24-26)**	**FY24**	**FY25**	**FY26**
Aerial Telecom Solutions Private Limited	69.28	91.82	N.A.	-	2.35%	2.33%	N.A.
Pratap Technocrats Pvt. Ltd.	1,136.18	1,930.19	N.A.	-	10.40%	13.98%	N.A.
Narula Infrastructure Private Limited (NIPL)	140.33	347.37	N.A.	-	3.99%	6.57%	N.A.
Pace Digitek Limited	2,298.71	2,435.47	2,283.80	-0.32%	9.35%	9.91%	8.55%
Annu Projects Ltd.	173.68	207.26	N.A.	-	4.94%	3.92%	N.A.
SG Encon Limited	101.97	149.85	237.04	52.47%	4.31%	5.42%	8.24%

Note: N.A.-Not Available

On consolidated basis: Annu Projects Limited, Pratap Technocrats Pvt. Ltd, Narula Infrastructure Private Limited (NIPL), Pace Digitek Limited while others are on standalone basis

PAT margin = PAT / Total income

All numbers are restated as per Crisil Intelligence standards and may not match the company reported numbers.

Source: Company annual reports, Crisil Intelligence

Working capital days

Company name	FY24	FY25	FY26
Aerial Telecom Solutions Private Limited	-181.06	-314.94	N.A.
Pratap Technocrats Pvt. Ltd.	-89.15	32.03	N.A.
Narula Infrastructure Private Limited (NIPL)	-3,162.34	2,781.19	N.A.
Pace Digitek Limited	-30.81	-161.57	-141.81
Annu Projects Ltd.	-132.76	22.50	N.A.
SG Encon Limited	-783.52	-1,454.65	-848.73

Note: N.A.-Not Available

On consolidated basis: Annu Projects Limited, Pratap Technocrats Pvt. Ltd, Narula Infrastructure Private Limited (NIPL), Pace Digitek Limited while others are on standalone basis

Tangible net worth = total paid up equity share capital + gross reserves + goodwill - intangible assets

All numbers are restated as per Crisil Intelligence standards and may not match the company reported numbers.

Source: Company annual reports, Crisil Intelligence

Fixed Asset Turnover (Times)

Company name	FY24	FY25	FY26
Aerial Telecom Solutions Private Limited	15.95	15.20	N.A.
Pratap Technocrats Pvt. Ltd.	15.98	23.26	N.A.
Narula Infrastructure Private Limited (NIPL)	21.19	30.05	N.A.
Pace Digitek Limited	25.39	63.69	33.66
Annu Projects Ltd.	6.56	6.68	N.A.
SG Encon Limited	29.03	37.54	38.70

Note: N.A.-Not Available

On consolidated basis: Annu Projects Limited, Pratap Technocrats Pvt. Ltd, Narula Infrastructure Private Limited (NIPL), Pace Digitek Limited while others are on standalone basis

Fixed asset turnover ratio = operating income / gross block

All numbers are restated as per Crisil Intelligence standards and may not match the company reported numbers.

Source: Company annual reports, Crisil Intelligence

Book to Bill ratio (%)

Company name	FY24	FY25	FY26
Aerial Telecom Solutions Private Limited	N.A.	N.A.	N.A.
Pratap Technocrats Pvt. Ltd.	N.A.	N.A.	N.A.
Narula Infrastructure Private Limited (NIPL)	N.A.	N.A.	N.A.
Pace Digitek Limited	N.A.	N.A.	N.A.
Annu Projects Ltd.	N.A.	N.A.	N.A.
SG Encon Limited	113.14	94.66	97.20

Note: N.A.-Not Available

Bill to book ratio – Orderbook value/ Revenue from operations

Source: Company annual reports, Crisil Intelligence

Return of capital employed (RoCE%)

Company name	FY24	FY25	FY26
Aerial Telecom Solutions Private Limited	14.61	14.17	N.A.
Pratap Technocrats Pvt. Ltd.	38.21	45.57	N.A.
Narula Infrastructure Private Limited (NIPL)	17.42	29.07	N.A.
Pace Digitek Limited	60.30	41.92	19.08
Annu Projects Ltd.	35.29	28.16	N.A.
SG Encon Limited	34.60	35.68	36.48

Note: N.A.-Not Available

On consolidated basis: Annu Projects Limited, Pratap Technocrats Pvt. Ltd, Narula Infrastructure Private Limited (NIPL), Pace Digitek Limited while others are on standalone basis

RoCE = profit before interest and tax / (average total debt + average tangible net worth + average deferred tax liability)

All numbers are restated as per Crisil Intelligence standards and may not match the company reported numbers.

Source: Company annual reports, Crisil Intelligence

Return on Equity (RoE%)

Company name	FY24	FY25	FY26
Aerial Telecom Solutions Private Limited	28.76	28.94	N.A.
Pratap Technocrats Pvt. Ltd.	31.86	37.90	N.A.

Company name	FY24	FY25	FY26
Narula Infrastructure Private Limited (NIPL)	18.28	34.33	N.A.
Pace Digitek Limited	63.27	31.19	14.07
Annu Projects Ltd.	28.32	21.89	N.A.
SG Encon Limited	28.41	31.50	30.96

Note: N.A.-Not Available

On consolidated basis: Annu Projects Limited, Pratap Technocrats Pvt. Ltd, Narula Infrastructure Private Limited (NIPL), Pace Digitek Limited while others are on standalone basis

RoE = PAT / average tangible net worth

All numbers are restated as per Crisil Intelligence standards and may not match the company reported numbers.

Source: Company annual reports, Crisil Intelligence

OUR BUSINESS

Some information in the following section, especially information with respect to our plans and strategies, consists of certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. You should read the section "Forward-Looking Statements" on page 22 for a discussion of the risks and uncertainties related to those statements and the section "Risk Factors" on page 23 for a discussion of certain risks that may affect our business, financial condition or results of operations. We have included certain non-GAAP financial measures and various operational and financial performance measures in this Draft Red Herring Prospectus, each of which are supplemental measures of our performance and liquidity and are not required by, or presented in accordance with, Ind AS, IFRS or U.S.GAAP, and may not be derived from our Restated Financial Information or otherwise be subject to an examination, audit or review by our auditors or any other expert. 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. 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 the Restated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.

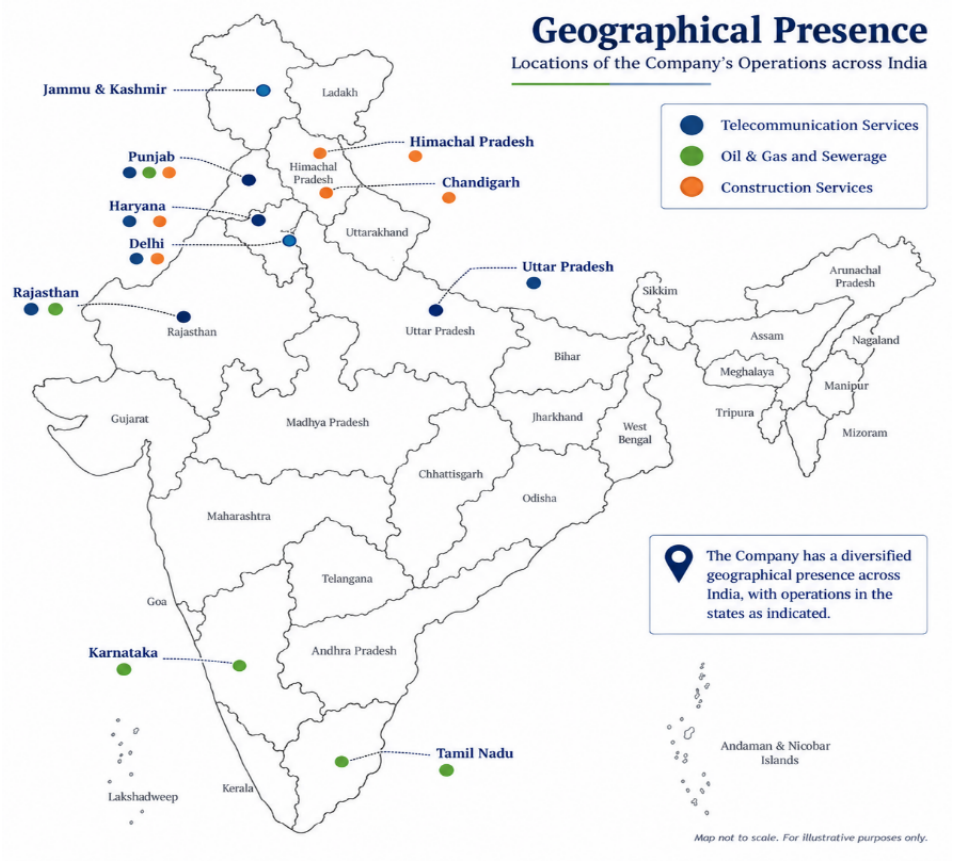
*Unless otherwise indicated, industry and market data used in this section have been extracted from the report titled "Industry Report on Assessment of O&M in Telecom Towers in India and India's Construction Industry with Focus on Horizontal Directional Drilling Segment" dated September, 2026 (the"**CRISIL Report**") prepared and released by CRISIL, which has been commissioned and paid for by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate, pursuant to a commercial proposal and technical proposal each dated July 29, 2026. For further details and risks in relation to the CRISIL Report, see "Risk Factors –Internal Risks—Certain sections of this Draft Red Herring Prospectus disclose information from the CRISIL Report which has been prepared exclusively for the Offer and commissioned and paid for by us exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 23. The CRISIL Report will form part of the material documents for inspection and is available on the website of our Company at www.sgencon.com. 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 financial year. Our financial year ends on March 31 of each year. Accordingly, references to "Fiscal 2024", "Fiscal 2025" and "Fiscal 2026", are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. The information in the following section is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in "Risk Factors", "Industry Overview", "Restated Financial Information", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 23,135,58, and 304 respectively. For definitions of technical and industry related terms used in this section, please see "Definitions and Abbreviations –Technical and Industry Related Terms" on page 2. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Information included in this Draft Red Herring Prospectus beginning on page 58.*

Overview

Our Company is engaged in providing integrated end-to-end telecommunication infrastructure services and also undertakes construction services and underground utility infrastructure projects for sectors including oil & gas, water, and sewerage. We primarily derive our revenue from the telecommunication segment, particularly through our operation and maintenance ("**O&M**") services and execute projects pursuant to work orders awarded by our customers by deploying our technical expertise, skilled workforce and project management resources in accordance with the scope specified under such work orders across the network lifecycle. Our Company undertakes projects across India through its business verticals. While our telecommunication services are primarily concentrated in North India, our construction and oil & gas sewerage projects are executed across various regions of the country.

As a vendor to leading telecom service provider and our established relationships with marquee customers, ability to secure repeat business and diversified business mix provide a strong foundation for the continued growth of our Company. Our customer, has made significant gained in market share of about 39.00% in Fiscal 2026 amongst others. *(Source: CRISIL Report)*

The below map illustrates our Company's operations in India:



Our telecommunication services include network rollouts, operation and maintenance ("**O&M**"), optical fibre cable ("**OFC**") deployment and maintenance, FTTx network deployment and maintenance, telecom tower and cell site deployment and maintenance, radio frequency ("**RF**") optimization, commissioning and integration services. Our construction services comprise civil construction, interior fit-out, data and IT infrastructure works, firefighting system installation works, electrical works and project management and consultancy services, including engineering and design services for fuel retail outlets, preparation of conceptual, statutory and detailed engineering drawings, and design modifications We also undertake underground utility infrastructure projects involving the installation of oil & gas pipelines, water pipelines, and sewer pipelines, using horizontal directional drilling ("**HDD**") technique.

A break-up of our Company's Order Book as on March 31, 2026 on account of our business verticals are as follows:

Business verticals	Total contract value (₹ in millions)	Order Book value (₹ in millions)	As a % of Order Book
Telecommunication Services	2874.40	2,774.18	99.46
Construction Services	15.02	15.02	0.54
Oil & Gas and Sewerage	18.57	0.07	Negligible
Total	**2907.99**	2,789.27	**100.00**

Since our incorporation, we have established ourselves as an infrastructure services company with a core focus on telecommunication operation and maintenance ("O&M") services, while diversifying our operations across construction services and underground utility infrastructure projects. Our Company currently operates through three business verticals, namely (i) telecommunication services, (ii) construction services and (iii) Oil & Gas and Sewerage.

Telecommunication Services

Telecommunication services constitute our principal business vertical and account for the majority of our revenue from operations. We provide telecommunication infrastructure services to telecom operators and government, public sector and

institutional customers for operation and maintenance, deployment, and expansion, of telecommunication networks. Through our integrated service offerings, we assist our customers in expanding network coverage, maintaining network availability and improving operational performance across their telecom infrastructure assets. Our projects are undertaken pursuant to work orders awarded by our customers, wherein the scope of work is determined in accordance with the customer's requirements. In accordance with the terms of the relevant work orders, the telecom equipment and other materials required for execution of such projects are generally supplied by our customers, while we undertake the execution of the specified scope of services.

Our service offerings under this vertical includes active and passive infrastructure operation and maintenance ("**O&M**") of telecom towers and cell sites, optical fibre cables ("**OFC**") deployment and maintenance, network rollouts, FTTx network deployment and maintenance, radio frequency ("**RF**") optimization, commissioning and integration services involving testing, configuration and integration of telecommunication equipment and network infrastructure for operational readiness. Our network rollout assignments encompass survey, site readiness, installation, testing, commissioning and integration of telecom equipment. We also provide ongoing operation and maintenance services for telecom sites, including preventive maintenance, breakdown maintenance, fault rectification, uptime management, energy management support, field operations and asset maintenance. We execute such projects by deploying our technical personnel, skilled workforce and project management resources in accordance with the timelines and technical specifications.

*Operation and Maintenance ("**O&M**")*

Our O&M services constitute our principal service offering under the telecommunication services vertical and account for a significant portion of our revenue from this vertical. We undertake O&M services for active and passive telecommunication infrastructure pursuant to long-term work orders awarded by our customers. Our scope of services generally includes preventive maintenance, corrective maintenance, fault identification and rectification, routine site inspections, network uptime monitoring, asset maintenance, field operations and other activities necessary to support the continuous operation and availability of telecommunication infrastructure. Our O&M contracts are awarded for a long tenure ranging from three to five years, depending upon the terms of the relevant contracts.

Our experience in providing telecommunication infrastructure services, particularly operation and maintenance ("**O&M**") services, is reflected in the scale of our operations. As of March 31, 2026, we have maintained 79,445 telecom sites and have deployed and maintained over 92,002.68 route kilometres of optical fibre cable ("**OFC**") across various projects.

OFC O&M and laying solutions

We provide installation and maintenance of OFC to address requirements of high-speed data transmission in telecommunications and various other sectors. The process begins with thorough planning and design tailored to the unique requirements of each project. We collaborate with clients to assess their connectivity needs and develop customized solutions that optimize network performance. Our O&M services include regular inspection and maintenance of OFC networks, identification and rectification of faults, cable route monitoring, preventive maintenance and restoration of network connectivity in case of cable cuts or other disruptions. Through our O&M capabilities, we seek to support the availability and reliability of customers' OFC networks and enable timely resolution of network-related issues. During the Fiscal 2026, 2025 and 2024 we have maintained OFC network of 92002.68 KMs, 96310.82 KMs and 95579.95 KMs, respectively.

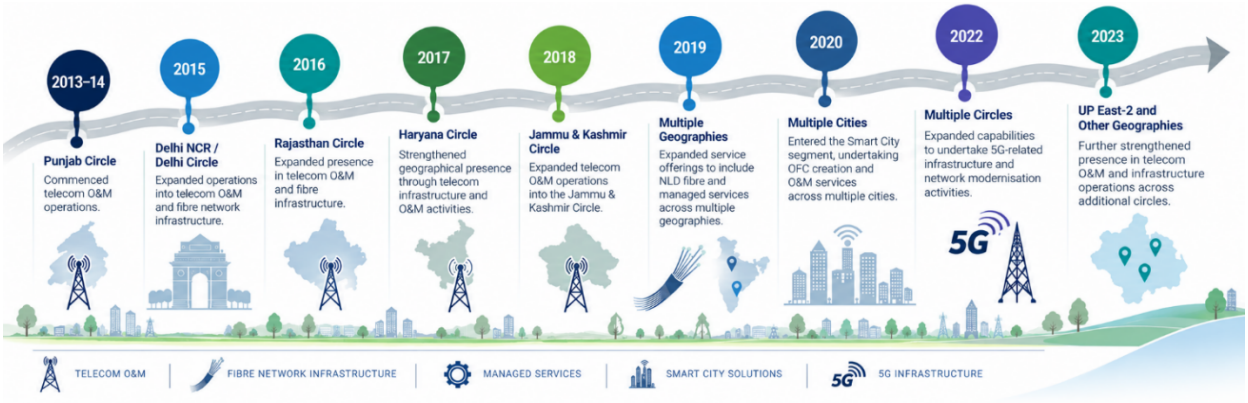


Our telecommunication infrastructure capabilities also extend to specialised projects involving installation, integration and commissioning of critical network infrastructure, including Media Convergence Node ("**MCN**") facilities executed in accordance with customer requirements and applicable technical standards.

The table below sets forth the telecommunication circles in which our Company has executed projects under its telecommunication services vertical:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
No. of on-going circles (Count)	5	5	5
Value of order book (Value in ₹ millions)	2774.18	2,584.91	2,580.44
No. of towers / Kms maintained	Tower 79445 EA Fiber 92002.68 KMs	Tower 74574 EA Fiber 96310.82 KMs	Tower 71491 EA Fiber 91579.95 KMs
Revenue from operations (₹ in millions)	2,830.21	2,734.54	2,306.02

Our Journey in Telecommunication Services



Construction Services

Our Company also undertakes construction services pursuant to work orders awarded by its customers. Our construction services primarily comprise civil construction, interior fit-out works, electrical works and project management and consultancy services for commercial, industrial and infrastructure projects. We execute these projects by deploying our technical personnel, skilled workforce, contract labour and project management resources in accordance with the customer's specifications and project timelines. We continue to broaden the scope of services offered under our

construction services, we have expanded the scope of our construction services to include engineering design and project management consultancy services for retail outlets and fuel stations, thereby broadening our service offerings.

Our construction capabilities have evolved through the execution of civil, electrical and firefighting works for retail infrastructure across multiple states. We subsequently expanded our construction services to include end-to-end development of fuel retail infrastructure and engineering, design and project management consultancy services for fuel retail outlets and to interior of retail outlets of reputed garments. Further, vide the work order dated September 18, 2026 have been awarded for construction work of cell plant, having a contract value of ₹ 382.16 million which is expected to be completed by January 2027.

The table below sets forth the industries served by our Company across our construction vertical:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Order Value (in ₹ millions)	15.02	9.88	0.42
Revenue from operations (₹ in millions)	19.37	21.44	24.73

Oil & Gas and Sewerage

Our Company undertakes projects involving the installation of underground utility infrastructure for the oil & gas, water, and sewerage sectors. We have diversified into oil & gas and sewerage in Fiscal 2023 and have laid approximately 10,000 metres of water supply and sewerage pipelines in the state of Rajasthan.

We execute such projects using horizontal directional drilling ("HDD"), a trenchless construction technique that enables the installation of underground pipelines and other utility infrastructure while minimising surface disruption by reducing the need for road excavation and avoiding interference with existing underground utilities. Our specialised HDD machinery, with high capacities of up to 40 ton fleet and 50 ton fleet, enables us to undertake installations of underground pipelines across varying geological conditions, including soil and rock strata, as well as in challenging terrains such as rocky areas, depending on project-specific site conditions and technical requirements. Maxi HDD rigs typically exceed 100,000 lb (445 kN) of pullback capacity and are designed for large-diameter, long-distance pipeline installations and major infrastructure crossings. *(Source: CRISIL Report)* We undertake such projects pursuant to work orders awarded by our customers by deploying specialised HDD machinery and technical and non-technical workforce. We entered urban infrastructure HDD services for sewage pipeline projects in Rajasthan and subsequently expanded into the cross-country oil and gas pipeline segment, executing HDD works in Karnataka and Tamil Nadu. For further details, please see *"- Machinery & Equipment's"*.

Our Company also undertakes projects on a subcontract basis for EPC contractors and other infrastructure companies executing large-scale infrastructure projects. Under such arrangements, we are engaged for the execution of specified portions of the overall project based on our specialised HDD capabilities, machinery and project execution experience.

The table below sets forth the key metrics across our oil & gas and sewerage vertical as of March 31, 2026:

Particulars	Fiscal 2026
No. of on-going projects (in metre)	5959
Contract Value of the on-going projects (value in ₹ millions)	18.57
No. of on-going projects (value in ₹ millions)	0.07
Revenue from operations (value ₹ in millions)	20.10

Our geographical reach

In our journey so far, we have executed projects across 10 states in India. We undertake projects across various regions in India, with our operations primarily concentrated in North India. Our execution capabilities enable us to mobilise resources and undertake projects across multiple locations depending upon customer requirements.

A breakup of our revenue on account of our geographical presence for the last three Fiscals as indicated is set forth below:

(₹ in million, except percentages)

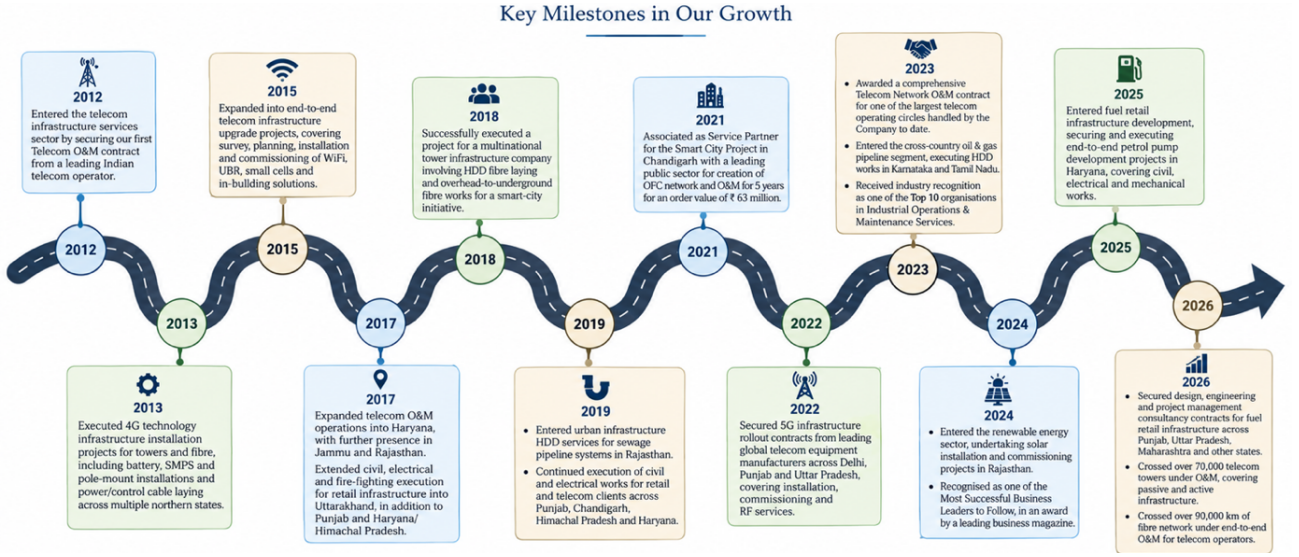
Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations
Punjab	638.41	22.25	634.90	23.00	628.33	26.86
Haryana	657.12	22.90	618.77	22.41	517.49	22.13
Uttar Pradesh	1,046.35	36.46	993.00	35.97	740.58	31.66
Delhi	426.72	14.87	458.43	16.60	449.37	19.21
Rajasthan	101.08	3.52	55.72	2.02	3.10	0.13
Total	**2,869.68**	**100.00**	**2,760.82**	**100.00**	**2,338.87**	**100.00**

Journey

Our Company was originally incorporated as *"HemOnc Infusion Resources Private Limited"* on February 12, 2008. Subsequently, the name of our Company was changed to *"S. G. Encon Private Limited"* in accordance with the applicable provisions of the Companies Act. Thereafter, our Promoters, Rajiv Gandhi and Pankaj Setia, acquired the entire shareholding of our Company from its *erstwhile* promoters pursuant to duly executed share transfer deeds dated May 31, 2011, following which they assumed the control and management of our Company.

Our business is supported by our focus on maintaining quality, safety and operational standards across our telecom infrastructure and Operations & Maintenance ("O&M") activities. We are committed to complying with applicable health and safety laws, regulations, standards and other statutory and regulatory requirements governing our operations. Given the nature of our telecom infrastructure and O&M activities, including tower O&M, fibre network operations and related field activities, we have established processes and procedures aimed at maintaining safe working conditions at our project and service locations. We undertake regular monitoring and supervision of our field operations and deploy appropriate safety practices and technological solutions, wherever applicable, to support safe and efficient execution of our projects and services. We believe that our focus on quality, safety and compliance enables us to maintain operational discipline, support timely execution and enhance the reliability of our services to customers. In 2023, our Company has been recognized as one of the "*Top 10 Industrial Operations and Maintenance services*" by Industry Outlook.

Our Promoters possess over 15 years of experience in the telecommunication infrastructure industry. Since assuming control and management of our Company, they have been instrumental in expanding our operations and service offerings, enabling us to establish an execution-focused business providing telecommunication infrastructure, construction and underground utility infrastructure services across multiple states in India. Our Promoters, Rajiv Gandhi and Pankaj Setia has been awarded as certificate of appreciation as "*the Most Successful Business Leader to follow in 2024*" by Business Connect in Fiscal 2025. As of March 31, 2026, we had 6000+ comprising personnel across technical, field, operational and support functions.. In addition, we engage contractual manpower for project execution based on operational requirements.



Market Opportunity *(Source: CRISIL Report)*

- **5G densification:** Small cells on street furniture, enabled under the RoW framework, create demand for high-volume, low-footprint maintenance.
- **Long-tenure government fibre O&M:** The Amended BharatNet Programme provides for 10 years of operation and maintenance with uptime monitored through a Centralised Network Operating Centre, while NBM 2.0 targets ~95% network uptime across 0.27 million villages by 2030.
- **Rural and government-funded networks:** Around 24,000 towers commissioned under Digital Bharat Nidhi-funded projects need long-term O&M in remote terrain, alongside BSNL's expanding 4G base.
- **Data centre build-out:** Capacity rising to ~4,800–5,200 MW by FY30 and capex of ~Rs 3,900–4,300 billion during FY27–31 create demand for campus fibre, HDD-based connectivity, civil and interior works.
- **Urban infrastructure programmes:** The Rs 1,00,000 crore Urban Challenge Fund, AMRUT and Jal Jeevan Mission works in congested corridors favour trenchless methods over open-cut excavation.
- **Rising tenancies:** Tenancy additions are expected to accelerate over FY27–FY28, raising equipment load and O&M value per site.
- **6G readiness:** The Bharat 6G Vision targets deployment by 2030, with future site upgrades and densification creating a long-term O&M pipeline.

Key Performance Indicators (KPIs)

(₹ in million except percentage and ratios)

Particulars	Unit	For the Financial Year ended March, 2026	For the Financial Year ended March, 2025	For the Financial Year ended March, 2024
Total Income[(a)]	₹	2,876.40	2,764.21	2,371.66
Revenue from Operations[(b)]	₹	2,869.68	2,760.82	2,338.87
EBIDTA[(c)]	₹	308.98	208.40	120.93
EBIDTA Margin [(d)]	%	10.77%	7.55%	5.17%
Net Profit for the Year[(e)]	₹	228.85	139.37	91.83
Net Profit Margin [(f)]	%	7.97%	5.05%	3.93%
Return on Equity [(g)]	%	24.03%	26.67%	24.26%
Return on Capital Employed [(h)]	%	29.49%	30.98%	22.45%
Current Ratio[(i)]	Times	3.26	1.95	1.94
Debt-Equity Ratio[(j)]	Times	0.09	0.27	0.37

Notes:

a. Total Income includes Revenue from Operations and Other Income.

b. Revenue from Operations represents the income from the projects executed by the Company as recognized in the financial information.

c. EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax and adding back finance costs, depreciation, and amortization expense less other income.

d. EBITDA margin is calculated as EBITDA as a percentage of Revenue from Operations.

e. Net Profit for the year represents profit after tax.

f. Net Profit margin is calculated as profit & loss after tax as a percentage of Revenue from Operations.

g. Return on equity (%) = Net profit for the period/year attributable to Equity Shareholders of the Company / Total equity as at the end of the period/year.

h. Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the total current assets by total current liabilities.

i. ROCE (return on Capital Employed) is calculated as earnings before interest and tax divided by capital employed. Earnings before interest and tax is calculated as aggregate of restated profit before tax, finance costs, less other income for the relevant year. Capital employed is calculated as tangible net worth plus total debt plus deferred tax liability (if any).

j. Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings including lease liabilities. Total equity is the sum of equity share capital and other equity.

Details of the Operational KPIs for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024

Particulars	Unit	For the Financial Year ended March, 2026	For the Financial Year ended March, 2025	For the Financial Year ended March, 2024
Operational KPIs				
Order Book	₹	2,789.27	2,613.36	2,646.09
Book-to-Bill Ratio*	Times	0.97	0.95	1.13
Bids awarded *(₹ in million)*^	₹	3,261.98	2,602.18	2,698.85

*.*Book-to-Bill ratio is calculated as the Order Book at a particular period divided by the revenue from operations for that period.*
^Bids Awarded represents the aggregate contract value of projects awarded to the Company during the respective period, exclusive of GST and other applicable taxes.

Our Strengths

We are an integrated end-to-end operations and maintenance provider in the telecom infrastructure sector

We are an integrated end-to-end service provider in the telecom infrastructure sector, offering a comprehensive range of operations and maintenance ("O&M"), deployment, rollout, optimization, commissioning and integration services. Our service portfolio encompasses active and passive infrastructure O&M for telecom towers and cell sites, optical fibre cable ("OFC") deployment and maintenance, network rollouts, FTTx network deployment and maintenance, radio frequency ("RF") optimization, and commissioning and integration of telecommunication equipment and network infrastructure. Our broad service capabilities enable us to address multiple requirements across the telecom infrastructure lifecycle through a unified service offering, thereby supporting operational continuity and network readiness for our customers.

Our integrated capabilities are further complemented by our ability to undertake activities involving testing, configuration, commissioning and integration of telecommunication equipment and network infrastructure, supporting customers in making newly deployed infrastructure operational. Our technical and field capabilities, together with our experience in managing geographically distributed infrastructure, enable us to undertake assignments across multiple locations and service requirements. We have progressively expanded our telecom O&M operations across multiple geographic markets, including the Punjab, Delhi NCR / Delhi, Rajasthan, Haryana and Jammu & Kashmir Circles, and subsequently across other geographies through NLD fibre and managed services, Smart City OFC creation and O&M services and 5G-related infrastructure and modernisation activities, including Uttar Pradesh. Our Company has established capabilities in telecom infrastructure deployment, restoration and network operations across multiple states in India.

Our operational scale and experience are reflected in the number of telecom sites maintained by us, OFC deployed and maintained, telecommunication circles covered, customers served and the contribution of O&M services to our revenue from operations. The table below sets forth certain key operational metrics of our telecommunication services business as for the period ended March 31, 2026:

Metric	Number
Years of experience	14
States / telecom circles covered	5
Telecom towers / cell sites under O&M	79445
OFC deployed / maintained	92002.68 km
Employees / technical workforce	4081+
Order book	₹ 2774.18
Revenue from O&M services	₹ 2830.21 millions / 98.62 % of revenue from operations
Revenue from other telecom services	₹ 39.47 millions / 1.38 % of revenue from operations

Our execution experience across diverse assignments, including telecommunication infrastructure projects undertaken for Smart City initiatives and other institutional projects, further reflects the breadth of our service capabilities.

Accordingly, our combination of O&M capabilities, complementary telecom service offerings, geographic presence, technical workforce, execution experience enable us to address diverse customer requirements across the telecom infrastructure lifecycle. Our ability to provide multiple complementary services through a unified platform enhances our capability to serve customers through different stages of their infrastructure requirements and supports our objective of expanding our presence across the telecom infrastructure services market. Through our operational capabilities and commitment, we continue to drive the successful execution of projects.

Strong business foundation anchored by a marquee customer base and diversified business mix, enabling sustained growth

We have established long-standing relationships with our customers across our business verticals. Our customer base primarily comprises national telecom service providers, infrastructure companies, commercial establishments and public sector entities. We believe that our consistent execution capabilities, timely delivery of projects and quality of services have enabled us to secure repeat orders and contracts from our existing customers. In addition to repeat business from our existing customers, we also participate in government tenders to secure projects across our business verticals, which has contributed to the expansion of our customer base and growth of our business.

In accordance with Crisil Report, our Company is serving one of the leading telecom service providers across the Delhi telecom circles for operation and maintenance services. Our presence across these telecom circles reflects the depth of our relationship with Reliance Jio and our ability to manage geographically distributed telecom infrastructure operations

The table below sets forth the number of repeat customers and customers served by us across our business verticals during the Fiscal 2026:

Particulars	Metrics
Number of Customer Repeated for more than 3 years	6
Revenue generated from such repeated Customer during Fiscal 2026	₹ 2,616.42 millions
% to Revenue from operations of such repeated Customers during Fiscal 2026	91.17
Total Number of Customer served during Fiscal 2026	18

As a vendor to leading telecom service provider and our established relationships with marquee customers, ability to secure repeat business and diversified business mix provide a strong foundation for the continued growth of our Company. Our customer, has made significant gained in market share of about 39.00% in Fiscal 2026 amongst others. *(Source: CRISIL Report)*.

We have established and maintained long-standing relationships with several prominent players in the telecommunications and infrastructure industry. The average relationship with our leading telecom operator was approximately more than a decade as of March 31, 2026, reflecting the continuity of our customer engagements and our ability to provide consistent and reliable services over an extended period.

We believe that our customer retention is supported by our ability to provide timely, reliable and quality telecom infrastructure and Operations & Maintenance ("O&M") services, our understanding of customer-specific operational requirements, responsive execution capabilities and our established processes for managing projects and service requirements. Our experience across telecom circles and our field execution capabilities enable us to respond to customer requirements and support continuity of operations. In addition to repeat business from our existing customers, we also participate in government tenders to secure projects across our business verticals, which has contributed to the expansion of our customer base and growth of our business.

Our long-standing relationships with prominent industry players have also enabled us to diversify our revenue streams across different segments of the telecommunications and construction services. This diversification has enabled us to broaden our service offerings and reduce dependence on any single segment of our business. We believe that our established customer relationships, understanding of customer requirements and ability to execute projects across multiple service segments provide us with a platform to deepen existing relationships and pursue opportunities across our areas of operation.

Employee Base Supporting Execution Capabilities

We have a strong and geographically distributed workforce of 6000+ employees supporting our operations across various locations in India. Our workforce comprises personnel engaged across operations and maintenance ("O&M"), project execution, network deployment and rollout, OFC and FTTx activities, RF optimization, commissioning and integration, project management and other operational and support functions. The scale of our workforce supports our ability to undertake field-intensive and geographically distributed telecom infrastructure assignments.

Our telecom infrastructure services involve activities across multiple locations and require deployment of personnel for site-level operations, preventive and corrective maintenance, network rollout, fibre deployment, fault rectification, testing, commissioning and other field activities. Our workforce enables us to deploy personnel across different project locations based on the nature, scope and technical requirements of assignments undertaken by us.

Our employee base also includes personnel with experience in telecom infrastructure operations and project execution. We undertake role-based training and on-the-job learning to familiarise personnel with technical requirements, operating procedures, safety practices, customer-specific requirements and other aspects relevant to their respective functions. Such training is undertaken based on the requirements of projects and the nature of services provided by us. The scale of our workforce, combined with our experience in managing geographically distributed operations, provides us with an established manpower base for undertaking multiple assignments concurrently.

As of August 31, 2026, our workforce comprised 6000+ employees across technical, field, operational and support functions. We believe that our sizeable workforce, supported by technical and operational capabilities, provides us with the manpower base required to execute and manage telecom infrastructure services across multiple locations and service categories.

Diversified service offerings with strong order book

We provide a range of services across the telecommunication, construction and oil & gas and sewerage segments. Within our telecommunication vertical, our services include operation and maintenance ("**O&M**") of telecom towers and cell sites, optical fibre cables ("**OFC**") deployment and maintenance, network rollouts, FTTx network deployment and maintenance, radio frequency ("**RF**") optimization, commissioning and integration services. We also undertake civil construction, interior fit-out works, electrical works, project management and consultancy services, as well as underground utility infrastructure projects for the oil & gas, water, and sewerage, sectors using horizontal directional drilling ("**HDD**") technology. We believe that our diversified service portfolio enables us to cater to varied customer requirements across multiple sectors.

In Fiscal 2011, following the acquisition of the Company by our Promoters, we commenced our operations in the Telecommunication and Construction services segments. In the Telecommunication services segment, we initially commenced operations with Telecom Operations & Maintenance ("O&M") services in one telecom circle. Over the years, leveraging our execution capabilities, industry experience and established customer relationships, we expanded our presence from one circle to five telecom circles and progressively broadened our service offerings. Our Telecom business has evolved from providing O&M services to undertaking fibre network infrastructure, NLD fibre and managed services, and 5G-related infrastructure and network modernisation activities.

In parallel, we have developed and expanded our Construction services capabilities. We initially undertook civil, electrical, interior and refurbishment works and subsequently expanded our scope of services to composite construction works, including execution of projects across multiple locations. Our capabilities have further evolved to support the multi-location roll-out and execution of retail outlets and fuel stations, enabling us to undertake projects involving multiple sites and diverse execution requirements.

In Fiscal 2024, as part of our efforts to diversify our service offerings, we expanded into the Oil & Gas and sewerage infrastructure vertical, undertaking projects as a sub-contractor for a prominent infrastructure company. As part of this diversification, we have executed the laying of approximately 10,000 metres of water supply and sewerage pipelines in the State of Rajasthan, further broadening our execution capabilities and presence across infrastructure-related services.

Over the years, this progressive expansion across our business verticals has enabled us to broaden our service capabilities, strengthen our geographical presence and develop experience in executing projects across multiple locations and service categories.

Owing to our growing expertise across these infrastructure verticals, supported by a strong Order Book, strengthens our ability to deliver projects efficiently and meet the evolving requirements of our customers. Our Book-to-Bill ratio stood at 0.97x, 0.95x and 1.13x in Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. The Book-to-Bill ratio represents the relationship between the value of orders received during a particular period and the revenue recognised from execution of projects during such period.

During Fiscal 2026, Fiscal 2025 and Fiscal 2024, we secured work orders aggregating to ₹ 3,261.98 million, ₹ 2,602.18 million and ₹ 2,698.85 million, respectively. The receipt of these orders across our various verticals reflects the continued demand for our services and our ability to secure projects from established customers. The combination of our order inflows, existing order book and execution capabilities provides us with revenue visibility and supports our ability to undertake and execute projects across multiple geographies and business segments.

Details of our order book during the last three Fiscal Years:

(₹ in millions, except %)

Business Verticals	Fiscal 2026			Fiscal 2025			Fiscal 2024		
	Total Contract Value (₹)	Order book Value (₹)	% of Order Book (%)	Total Contract Value (₹)	Order book Value (₹)	% of Order Book (%)	Total Contract Value (₹)	Order book Value (₹)	% of Order Book (%)
Telecommunication Services	2,874.40	2774.18	99.46	2,666.80	2,584.91	98.91	2,656.76	2,580.44	97.52
Construction Services	15.02	15.02	0.54%	9.88	9.88	0.38	0.42	0.42	0.02
Oil & Gas and Sewerage	18.57	0.07	Negligible	25.23	18.57	0.71	72.20	65.23	2.47
Total	**2,907.99**	**2,789.27**	**100.00**	**2,701.92**	**2,613.36**	**100.00**	**2,729.38**	**2,646.09**	**100.00**

Continuous project addition is essential for our Company to provide revenue visibility in future. We have grown steadily over the years and have adopted systematic approach in execution activities. We believe that consistent receipt of orders has materialized due to our continued focus on our ability to successfully bid and win new projects. The optimum utilisation of resources, technical capabilities, price competitiveness and systematic execution approach of our projects provide us a competitive edge to enable us to successfully bid and win new projects. The strong order book provides clear visibility into our future revenue streams. This predictability allows for better financial planning, budgeting and resource allocation.

Strong financial performance and healthy balance sheet

We have established a track record of healthy financial performance, supported by our execution capabilities, long-standing customer relationships and diversified service offerings across our business verticals. Our focus on timely project execution, operational efficiency and prudent cost management has enabled us to maintain consistent financial performance over the years. As per our Restated Financial Information, our revenue from operations increased from ₹ 2,338.87 million in Fiscal 2024 to ₹ 2,869.68 million in Fiscal 2026 representing revenue CAGR of 10.77% from the period Fiscal 2024 to Fiscal 2026, while our profit after tax increased from ₹ 91.83 million in Fiscal 2024 to ₹ 228.82 million in Fiscal 2026. In addition to the growth in revenue and profitability, our key financial ratios reflect the strength of our operations. Our return on equity ("**ROE**"), return on capital employed ("**ROCE**") and profit after tax margin have remained healthy during the relevant periods. We believe our financial position enables us to support our future growth plans, strengthen our execution capabilities and capitalise on emerging business opportunities.

For further details, see "*Financial Information*" and *"-Key Performance Indicators*" beginning on pages 293 and 334. respectively.

Experienced management team supported by integrated execution capabilities and a skilled workforce

Our Company is led by an experienced management team with industry experience across the telecommunication and infrastructure sectors. Our management is supported by a technical workforce and project execution teams responsible for planning, mobilisation, execution and supervision of projects. As of March 31, 2026, we had 6000+ employees on our payroll, including a substantial technical workforce with capabilities across various aspects of project planning, execution and supervision. Our workforce has expanded over the years in line with the growth of our operations and expansion across telecommunication circles. We believe that the combined experience of our management and employees enables us to efficiently execute projects across our business verticals while maintaining the quality and timelines required by our customers.

Proven execution track record across business verticals

Over the years, we have developed execution capabilities across our three principal business verticals, namely Telecommunication Services, Construction Services and Horizontal Directional Drilling ("HDD") Services. Our experience across these verticals has enabled us to undertake projects involving active and passive telecommunication infrastructure, civil and electrical construction, interior fit-outs, underground utility infrastructure and related project management and consultancy services. Our track record across these verticals is set out below:

Telecommunication Services

As on March 31, 2026, we have operated and maintained over 79,445 telecom sites and deployed and maintained over 92,002.68 route kilometres of optical fibre cable ("OFC"). Our experience includes telecom Operations & Maintenance ("O&M"), fibre network infrastructure, NLD fibre and managed services, as well as 5G-related infrastructure and network modernisation activities. We have undertaken projects involving installation, integration, commissioning and related RF services, as well as maintenance of telecom infrastructure across multiple geographical locations.

Construction Services

Our construction services experience includes civil construction, interior fit-out, electrical works and project management and consultancy services for commercial, industrial and infrastructure projects. We have executed projects across multiple locations and have experience in undertaking works involving diverse site requirements, including retail outlets, fuel stations and other infrastructure projects. Our execution capabilities enable us to coordinate multiple activities and deliver projects in accordance with customer requirements and project schedules.

Oil & Gas and Sewerage

Our Oil & Gas and Sewerage vertical focus on the installation of underground utility infrastructure, including oil & gas, water supply and sewerage pipelines, using HDD technology. Our capabilities are supported by specialised machinery and technical personnel for undertaking underground utility works across different site conditions. During the last three Fiscals, we have laid approximately 10,000 metres of water supply and sewerage pipelines in the State of Rajasthan, demonstrating our experience in executing underground utility infrastructure projects.

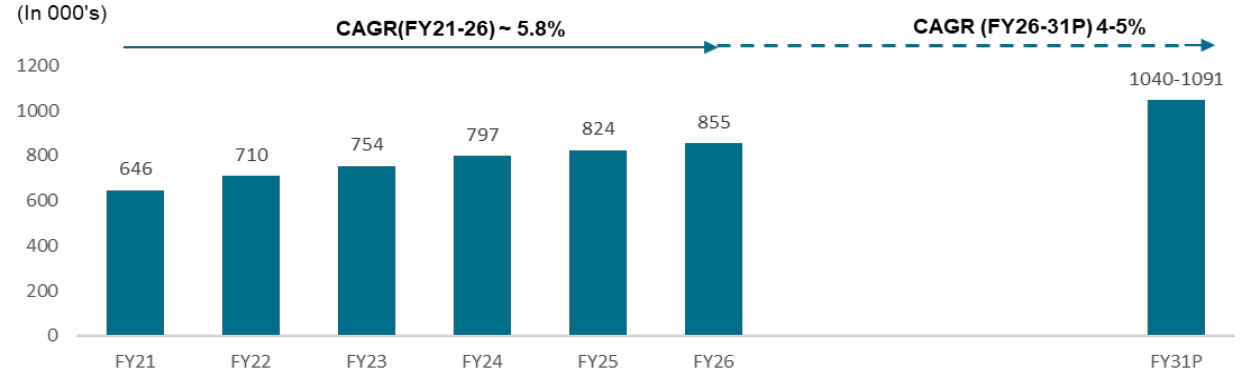
Our Strategies

Continue to strengthen our telecommunication services business with a focus on operation and maintenance ("O&M") services

We intend to continue strengthening our position in the telecommunication infrastructure services sector by expanding our operation and maintenance ("**O&M**") services. We believe that O&M services provide opportunities to develop long-term customer relationships while enabling us to leverage our execution capabilities and technical expertise. We also intend to continue focusing on delivering quality services and securing repeat work orders from our existing customers. We are also selectively entering into joint bidding arrangements with established industry players. Such arrangements enable us to enhance our ability to participate in large-ticket telecom infrastructure projects. Pursuant to this, we have entered into a MOU for joint bidding for the creation, upgradation and operation and maintenance of telecom network infrastructure under a design-build-operate-maintain model, subject to award of the project.
Our Company intends to strengthen its geographical presence by expanding its operations beyond its existing footprint in North India into the western, eastern and central regions of the country. We propose to leverage our execution capabilities, customer relationships and industry experience to secure projects across additional telecommunication circles and geographies. Our geographical expansion will primarily be undertaken through opportunities arising from our existing and prospective customer relationships, customer empanelment processes, tenders and other business development opportunities. We intend to leverage our existing execution capabilities, technical expertise and experience in telecom infrastructure services while evaluating projects in new geographies. We believe that expanding into new regions will enable us to enhance our market presence and create opportunities for sustained business growth across our business verticals. We undertake projects across various regions in India, with our operations primarily concentrated in North India.

In accordance with CRISIL Report, CRISIL intelligence estimates the number of telecom towers to grow at a CAGR of 4-5% between fiscals 2026 and 2031. While growth will continue to be driven by rural coverage expansion, increasing adoption of data-intensive services and network densification initiatives, the pace of tower additions is expected to moderate compared with the previous five-year period due to the maturation of the initial 5G rollout cycle and stabilisation in demand for new BTS (Base Transceiver Station) deployments, with operators increasingly focusing on optimising and enhancing existing network infrastructure and possible 6G deployments in the future.

Number of towers in India (FY21-31P)



P:Projected
Source: Crisil Intelligence

We will continue to evaluate opportunities across telecom circles in different regions of India while maintaining our existing operations in North India. As on the date of this Draft Red Herring Prospectus, our Company does not have any fixed commitment regarding the number of new telecommunication circles or geographies to be entered or the timing of such expansion, and any expansion will be undertaken based on identified business opportunities and customer requirements.

Leveraging core competencies in project execution and expand into other verticals within the infrastructure development spaces

While we continue to focus on telecom infrastructure sector projects as part of our growth strategy, we intend to diversify into and will continue to bid for projects related to the gas pipeline and sewerage infrastructure. We think that diversifying into new functional areas will help us strengthen our position in the infrastructure industry and fully utilize our expertise in managing such projects. Additionally, this will enable us to build expertise in these fields and position ourselves for future, strategic expansion in these fields. As on March 31, 2026, our Company has executed various projects in the States of Rajasthan, Tamil Nadu and Karnataka.

Additionally, our Company intends to strengthen its presence in the power infrastructure sector by leveraging its experience in civil construction, electrical, mechanical, design and interior works. We aim to participate in large-scale thermal power and other infrastructure projects through engagements with public sector entities, public sector undertakings and EPC contractors. The table below sets forth details of certain large-scale power and infrastructure project opportunities identified by our Company and the current status of our engagement in relation to such opportunities:

Project	Sector / Vertical	Project Value	Current Stage	Expected Timeline
Civil Work of solar Cell plant at Ghanghola Manufacturing plant, Greater Noida	Construction	₹ 382.16 Million	Letter of Award	6 Months
1X800 MW ULTRA SUPER CRITICAL EXPANSION UNIT, DEEN BANDHU CHHOTU RAM THERMAL POWER PLANT, YAMUNA NAGAR	Construction	-	Negotiation	2 months

The inclusion of any project opportunity in the table above should not be construed as an assurance that the relevant project will be awarded to us or that any revenue will be generated from such project, as the award and execution of such opportunities remain subject to the outcome of the relevant evaluation, negotiations and/or other applicable processes.

We believe that our project execution capabilities and diversified construction expertise position us to capitalise on opportunities arising from investments in the power infrastructure sector.

Expand our machinery and equipment base to enhance execution capabilities

We intend to strengthen our execution capabilities through the acquisition of additional machinery and equipment across our business verticals. In our oil & gas and underground utility infrastructure services, we propose to expand our fleet of specialised HDD machinery to undertake larger and more complex projects, including gas pipelines and sewer pipelines projects. We also intend to procure additional machinery and equipment for our construction and telecommunication

services verticals to improve operational efficiency, enhance project execution capabilities and support future business growth. The proposed expansion of our machinery and equipment base is expected to provide us with greater deployment capabilities and enable us to support projects of varying scale and requirements. For further details, see "*Objects of the Offer – Details of the Objects of the Fresh Issue – Funding capital expenditure requirements of our Company for purchase of machinery or equipment*" on page 97.

Description of our Business and Operations

Our Company operates through three business verticals, namely telecommunication services, construction services and oil & gas and sewerage services. Through these business verticals, we provide a diversified range of infrastructure services to telecom operators, public sector entities, public sector undertakings and other customers across various sectors. The following sections set forth a detailed description of our business verticals and operations. For further details, see "- *Our Business*" on page 232.

Our experience across multiple sectors has enabled us to execute projects for the telecommunication, oil & gas, water, sewerage sectors.

Our Projects

Over the last two decades, we have developed experience across our key business verticals, including Operations and Maintenance ("O&M") services, construction activities, Oil & Gas related services and sewerage and allied infrastructure works. Our experience across these business verticals has enabled us to develop technical expertise, project execution capabilities and operational processes required to undertake assignments of varying scope and complexity. We have executed and managed assignments across diverse geographical locations and have developed the capabilities to deliver services in accordance with the technical, operational and project-specific requirements of our customers.

Our representative completed projects across our business verticals, demonstrating the range of projects undertaken by us across the sectors we serve, are set forth below:

Key highlights of the Completed Projects
Project Name: Media Convergence Node ("MCN") Building Infrastructure Development *Vertical:* Telecommunication Services *Date of work completion:* September 30, 2019 The project involved execution of installation and infrastructure development works comprising installation of server racks, switched mode power supply ("**SMPS**") systems, battery banks, inverters, fibre distribution management systems ("**FDMS**"), optical distribution frames ("**ODFs**"), cable trays, power and DC cabling, earthing systems, miniature circuit breaker ("**MCB**") terminations, precision air conditioning ("**PAC**") units, lighting systems, battery exhaust systems, fire-fighting systems, anti-static flooring, main LT panel installation and EB/DG power integration, thereby enabling operational readiness of the telecommunication facility.
Project Name: Smart City Infrastructure Development *Vertical:* Construction Services *Date of work completion:* August 22, 2022 We have been entrusted with the creation of an Optical Fibre Cable ("OFC") network and associated Operation & Maintenance ("O&M") services for a period of five years under the Dedicated Fibre Network Package for a smart city Project in Chandigarh by a Public Sector Enterprise Company for a work order of ₹ 135.72 million. The scope included supply and installation of OFC network infrastructure, including HDPE ducts, optical fibre cables, LIUs, joint enclosures, route markers, router cabinets, aggregation routers and related equipment, along with physical route survey, HDD and open-trench excavation, laying and blowing of optical fibre cables, installation of fibre management systems, network testing and preparation of as-built drawings.

Project Name: 4G Network Infrastructure Projects *Vertical*: Telecommunication Services *Date of work completion:* February 28, 2014 Installation of outdoor cabinets (ODC), 19-inch ETSI racks, battery units, energy meter boxes, fibre distribution panels and antenna mounts; cable tray and conduit installation, cable laying and installation, and GI clamp and vertical support installation; excavation and PCC works, shuttering and steel reinforcement works; cable termination and installation and commissioning of earth pits; and project management services for 1) GBT -100 sites 2) RTP -25 sites and 3) RTT -25 sites for a work order of ₹ 7.00 million
Project Name: 5G Network Rollout *Vertical:* Telecommunication Services *Date of work completion:* March 31, 2024 Installation, integration, commissioning and RF services for 5G network infrastructure; installation and upgradation of SMPS and DCDB systems; supply and laying of XLPE insulated FR PVC sheathed cables; battery bank upgradation at Ground Based Mast (GBM) sites; installation of Equipment Grounding Busbar (EGB) and Telecommunications Grounding Busbar (TGB); installation of rack-mounted lithium-ion battery modules; over 2,500 sites installed, integrated and handed over across Delhi, Punjab and Uttar Pradesh for a work order of ₹ 202.00 million
Project Name: Operations & Maintenance (O&M) Services for Telecom Cell/Tower Sites *Vertical: Operations & Maintenance* *Date of work completion:* July 19, 2023 24×7 operations and maintenance of telecom cell/tower sites, including electrical and technical maintenance, preventive and breakdown/corrective maintenance, fault management and troubleshooting, power and energy infrastructure maintenance, DG and diesel management, air-conditioning and cooling system maintenance, battery and power backup management, earthing and electrical safety maintenance, tower and site infrastructure maintenance, fire and safety system maintenance, site hygiene and cleaning, asset management and logistics, AMC/CAMC and OEM coordination, emergency and crisis response, site access and key management, government/regulatory coordination and cell-site administrative support.

Our experience in the infrastructure sector, coupled with our technical expertise and diversified service offerings, has enabled us to establish long-standing relationships with our customers and execute projects across our three business verticals.

The table below sets forth the revenue contribution from our business verticals and their respective percentage contribution to our revenue from operations for the Fiscals indicated:

(₹ in million, except percentages)

Business Verticals	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations
Telecommunication Services	2,830.21	98.62%	2,734.54	99.05%	2,306.02	98.60%
Construction Services	19.37	0.67%	21.44	0.78%	24.73	1.06%
Oil & Gas and Sewerage	20.10	0.70%	4.84	0.18%	8.12	0.35%
Total	**2,869.68**	**100.00%**	**2,760.82**	**100.00%**	**2,338.87**	**100.00%**

Our Order Book

Our Company's Order Book as on a particular date comprises the potential revenue from unexecuted portion of the projects that have been awarded to us, which is exclusive of other applicable taxes. Our Order Book, as on March 31, 2026, was ₹ 2789.27 million. Our Company's Order Book as on a particular date is calculated on the basis of the aggregate contract value of our ongoing projects as on such date, adjusted for any change in scope of our work for such projects, reduced by the value of work executed by us until such date. For the purpose of calculating the Order Book value, our Company does not take into account any escalation, or the work conducted by us in relation to any such escalation of such projects until such date. 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. The Order Book information included in this DRHP is not audited and does not necessarily indicate our future earnings. For further details, see "*Risk Factors –Our current Order Book may not necessarily translate into or indicate our future revenue in its entirety. We had an Order Book of ₹ 2,789.27 million, ₹ 2,613.36 million and ₹ 2,646.09 million for Fiscals 2026, 2025 and 2024 respectively. Further, some of our current orders may be modified, cancelled, delayed, put on hold or not fully paid for by our customers, which could adversely affect our business, financial condition, results of operations and future prospects*" on page 36.

The table below sets forth our Order Book from each of the business vertical we operate in for the Fiscals indicated.

(₹ in million, except percentages)

Business Verticals	**Fiscal 2026**			**Fiscal 2025**			**Fiscal 2024**		
	Total Contract Value (₹)	**Order book Value (₹)**	**% of Order Book (%)**	**Total Contract Value (₹)**	**Order book Value (₹)**	**% of Order Book (%)**	**Total Contract Value (₹)**	**Order book Value (₹)**	**% of Order Book (%)**
Telecommunication Services	2,874.40	2774.18	99.46	2,666.80	2,584.91	98.91	2,656.76	2,580.44	97.52
Construction Services	15.02	15.02	0.54%	9.88	9.88	0.38	0.42	0.42	0.02
Oil & Gas and Sewerage	18.57	0.07	Negligible	25.23	18.57	0.71	72.20	65.23	2.47
Total	**2,907.99**	**2,789.27**	**100.00**	**2,701.92**	**2,613.36**	**100.00**	**2,729.38**	**2,646.09**	**100.00**

Together, these segments highlight the diversification and resilience of our business model, enabling us to deliver consistent revenue growth across economic cycles.

The following table sets forth the projects in terms of total Order Book value as on March 31, 2026:

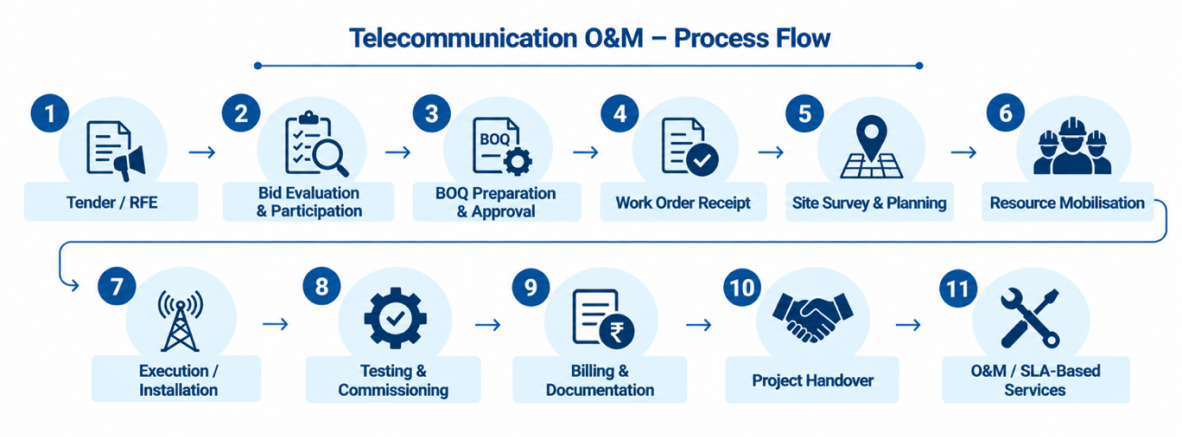
S.No.	**Name of the Project**	**Vertical**	**Location**	**Order Book value as on March 31, 2026**	**As % of Order Book Outstanding as on March 31, 2026**
1.	Customer 1	Telecommunication Services	Punjab, Delhi, Haryana, Chandigarh and Uttar Pradesh	2574.89	92.31
2.	Customer 2	Telecommunication Services	Haryana, Punjab	175.78	6.31
3.	Customer 3	Telecommunication Services	Delhi, Rajasthan	23.51	0.84
4.	Customer 4	Construction Services	-	13.04	0.47
5.	Customer 5	Construction Services	Punjab, Haryana, Delhi, UPE2	1.98	0.07
6.	Customer 6	Oil & Gas & Sewerage	Rajasthan	0.07	Negligible
Total				**2,789.27**	**100.00%**

Project Cycle

Our projects are generally executed through a structured lifecycle comprising receipt of enquiries or tenders, bid submission, award of work orders, project planning, and project completion. While the specific stages may vary depending on the nature of the project and business vertical, the following broadly represents our project execution process across our operations:

We undertake projects based on customer requirements and project opportunities identified through existing customer relationships, tenders, RFPs, quotations, invitations to bid and other business development initiatives. Our project lifecycle generally covers project evaluation and bidding, contract finalisation, planning and mobilisation, procurement, project execution, monitoring and customer acceptance, followed by billing and collection. The specific execution methodology varies depending on the nature and requirements of each business vertical.

(i) Telecommunication Services



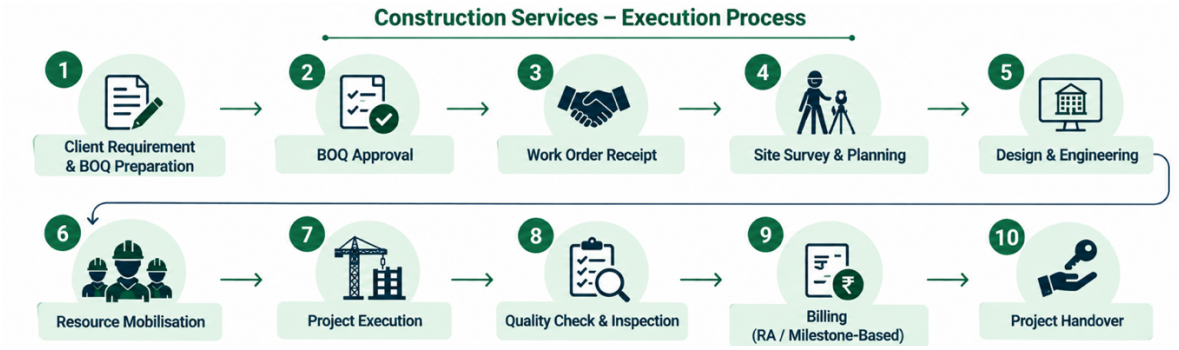
Our Company follows a structured end-to-end process for undertaking telecommunication Operations & Maintenance ("O&M") projects, covering the following key stages:

1. **RFE / Tender Float:** The process begins with receipt of a Request for Expression ("RFE") or tender from the client, containing project requirements, technical specifications, timelines and commercial terms.
2. **Bidding Participation:** The Company evaluates the tender based on technical feasibility, commercial viability, available resources and execution requirements before submitting its bid.
3. **BOQ Preparation & Analysis:** A detailed Bill of Quantities ("BOQ") is prepared and analysed, covering manpower, materials, equipment and other project requirements, along with technical specifications.
4. **BOQ Approval:** The submitted BOQ is reviewed and approved by the client, including any required clarifications, negotiations or revisions.
5. **Work Order Receipt:** Upon successful bidding, the Company receives a work order specifying the scope of work, deliverables, timelines and commercial terms.
6. **Site Survey & Planning:** The Company conducts site surveys to assess site conditions and prepares deployment and execution plans based on the identified requirements.
7. **Design & Engineering:** Technical designs, network layouts, route maps and engineering drawings are prepared in accordance with project specifications, applicable requirements and industry standards.
8. **Resource Mobilization:** Required manpower, machinery, tools and materials are mobilized to the project site to facilitate timely commencement and execution.
9. **Execution / Installation:** The Company undertakes on-ground execution, including installation, infrastructure deployment and related works in accordance with the approved plans and specifications.
10. **Testing & Commissioning:** Completed installations are tested for quality, functionality and performance and are commissioned upon successful validation.
11. **Billing:** Billing is undertaken based on the agreed contractual milestones or Rate-Based/Measurement-Based ("RA/MB") bills, supported by work completion and measurement records.

12. **Project Handover:** Upon completion, the project is handed over to the client along with relevant drawings, test reports and other execution documentation.

13. **O&M Based Services:** Following deployment, the Company provides ongoing O&M services, focusing on timely operations, preventive and corrective maintenance, network reliability and long-term service performance.

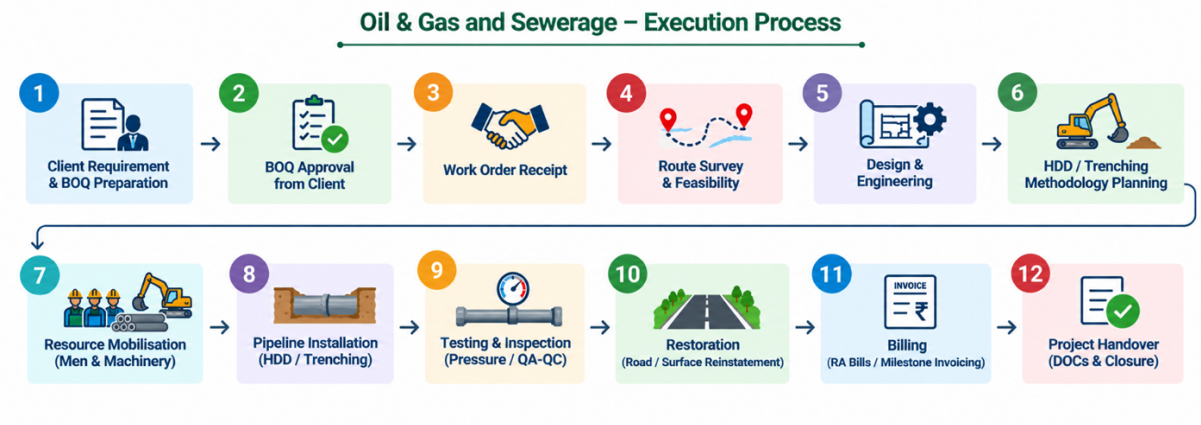
(ii) Construction Services



Our Company follows a structured execution process for undertaking construction projects, covering the following key stages:

1. **Client Requirement & BOQ Preparation –** Understand project requirements and prepare the detailed BOQ.
2. **BOQ Approval –** Submit the BOQ for client review, clarification and approval**.**
3. **Work Order Receipt –** Receive the formal work order defining scope, timelines and commercial terms.
4. **Site Survey & Planning** – Conduct site survey and prepare the project execution plan**.**
5. **Design & Engineering –** Prepare structural designs, drawings and technical plans as per project requirements.
6. **Resource Mobilisation –** Deploy required manpower, machinery, tools and materials.
7. **Project Execution –** Execute construction activities in accordance with approved plans, specifications and timelines.
8. **Quality Check & Inspection –** Conduct inspections and quality checks to ensure compliance with applicable standards.
9. **Billing –** Raise invoices based on agreed milestones and work completion.
10. **Project Handover –** Complete formal handover along with relevant completion documents and client acceptance.

(iii) Oil & Gas and Sewerage



Our Company follows a structured execution process for Oil & Gas / Sewerage Services, covering the following key stages:

1. **Client Requirement & BOQ Preparation** – Understand project requirements, prepare the technical scope, specifications, quantities and BOQ.

2. **BOQ Approval from Client** – Submit the BOQ to the client for review and incorporate necessary technical or commercial clarifications.
3. **Work Order Receipt** – Receive the formal work order defining the project scope, specifications, timelines and commercial terms.
4. **Route Survey & Feasibility** – Conduct route surveys to assess alignment, right-of-way, accessibility, terrain and feasibility.
5. **Design & Engineering** – Prepare pipeline layouts, engineering drawings, technical specifications and construction plans.
6. **HDD / Trenching Methodology Planning** – Select the appropriate installation methodology, including HDD or open trenching, based on site conditions and project requirements.
7. **Resource Mobilisation** – Mobilise required manpower, machinery, equipment and materials at the project site.
8. **Pipeline Installation** – Execute pipeline laying through HDD, trenching, jointing, welding and associated installation activities.
9. **Testing & Inspection** – Conduct pressure testing, leak testing, quality inspections and other checks to ensure compliance with applicable standards.
10. **Restoration** – Restore roads, pavements and other affected surfaces after completion of installation works.
11. **Billing & Milestone Invoicing** – Raise running account bills and milestone-based invoices based on work completed and contractual milestones.
12. **Project Handover & Closure** – Complete documentation, submit certificates and compliance records, and formally hand over the completed project to the client.

Customer Acquisition Process

We obtain projects through a combination of formal tendering processes, requests for quotations ("RFQs") floated by private entities and direct engagements with our customers, depending on the nature of the project, customer requirements and procurement process adopted by the relevant customer.

Our customer acquisition process may vary across our business verticals and is generally undertaken through the following channels:

a) In case where formal Tendering process or requests for quotations ("RFQs") is involved

Our Company identifies relevant tender opportunities issued by public sector entities, public sector undertakings, telecom operators, infrastructure companies and other customers. Based on an assessment of the project requirements, eligibility criteria, technical specifications and commercial terms, we submit our technical and financial bids. Upon successful evaluation and selection by the relevant customer or tendering authority, we are issued a letter of intent, work order or contract, following which we mobilise our resources and commence project execution in accordance with the terms of the relevant contract.

b) In case where no formal tendering process is involved

Our Company also obtains projects through direct engagements, where no formal tendering process is involved. In such cases, existing and prospective customers may approach our Company with specific project requirements. Based on the scope of work, technical requirements, project specifications and commercial terms, we prepare and submit proposals or quotations to the relevant customers. Upon mutual agreement on the scope of work, commercial terms and other contractual conditions, we receive the relevant work order or enter into a contractual arrangement with the customer, following which project execution commences in accordance with the agreed terms.

Health and safety

We are committed to maintaining a safe and healthy working environment for our employees and to promoting their overall well-being. We provide appropriate measures for the health and welfare of our employees, including employee insurance coverage, as applicable. We seek to comply with applicable laws and regulations relating to health and safety and endeavour to take appropriate measures to minimise risks to the health and safety of our employees.

Quality management, quality control and standards

Process quality assurance and product quality control are critical to ensuring customer satisfaction and driving the sustainable and profitable growth of our Company. To this end, we adhere to a robust quality assurance and quality control ("QA/QC") framework aimed at maintaining high standards across our operations, including telecom cable laying, sewerage infrastructure and gas pipeline laying. Our quality assurance framework is designed to govern all aspects of project execution, ensuring that materials, processes, and deliverables consistently meet the quality benchmarks prescribed in relevant orders and tenders. Quality verification is carried out and regularly monitored by the respective project heads to ensure compliance with the defined standards. Our Company also tracks customer complaints and facilitates their technical resolution. Our QA/QC plan encompasses detailed processes for quality assurance to meet product quality acceptance criteria. The plan also outlines the resources required, the roles and responsibilities of concerned personnel, and the necessary documentation to demonstrate that the processes and end products meet all applicable requirements.

Suppliers and Service Providers

Our Company procures electrical equipment and materials, including cables, wires, switches and other project-specific items, and also engages suppliers and service providers for its operational and project execution requirements. Such requirements include site-related expenses and support services, including hiring of vehicles and transportation services for movement of personnel, tools, equipment and materials across project locations, as well as procurement of safety equipment, tool kits and other items required for carrying out field-based operations. The nature and extent of such procurement varies depending on the scope, location and requirements of the relevant project.

Given the geographically distributed nature of our operations, we engage third-party service providers for hiring vehicles and transportation services to facilitate the movement of our personnel, tools, equipment and other materials across project locations. The requirement for such services may vary depending on the location, scope and duration of the relevant project. We engage suppliers and service providers based on factors including the nature and specifications of the required products or services, availability, quality, pricing, delivery timelines and project-specific requirements.

Our Procurement Process

Our procurement process generally involves the following key steps:

1. **Requirement Identification** – We identify procurement requirements based on project specifications, operational requirements, quantities and timelines.
2. **Supplier Identification** – Suppliers and service providers are identified from our existing or approved vendor base or, where required, through project-specific identification.
3. **RFQ / Proposal** – Quotations or proposals are obtained from identified suppliers and service providers based on the relevant requirements.
4. **Technical & Commercial Evaluation** – The quotations or proposals received are evaluated based on applicable technical specifications, quality, pricing, delivery timelines and other commercial terms.
5. **Negotiation** – Where applicable, we discuss and negotiate pricing, delivery schedules and other relevant commercial and contractual terms with the shortlisted suppliers or service providers.
6. **Internal Approval** – The proposed supplier or service provider and relevant procurement terms are subject to the requisite internal approvals.
7. **Purchase Order / Work Order** – Upon approval, the relevant purchase order, work order or service order is issued to the selected supplier or service provider.
8. **Execution & Performance Monitoring** – We monitor the execution of the supply or services to ensure compliance with the agreed specifications, timelines and other requirements.
9. **Invoice Verification & Payment** – Invoices are verified against the relevant purchase order or work order and the goods or services received, following which payment is processed in accordance with the agreed terms.

The following table sets forth our top 10 suppliers and service providers based on the aggregate value of purchases and services availed during the last three Fiscals:

(₹ in millions, except %)

Suppliers and Service Providers	Fiscal 2026	% of Total Purchase / Service	Fiscal 2025	% of Total Purchase / Service	Fiscal 2024	% of Total Purchase / Service
Top 3	78.36	15.78%	82.62	16.02%	69.90	13.35%
Top 5	102.91	20.72%	107.38	20.82%	95.44	18.23%
Top 10	142.34	28.66%	150.11	29.10%	145.85	27.86%
Total of Cost of construction materials consumed & Construction & operating expenses	496.62	100.00%	515.76	100.00%	523.58	100.00%

Customers

Our customer base primarily comprises telecom operators, infrastructure companies, commercial establishments and public sector entities. We have established relationships with customers operating across the telecommunication and infrastructure sectors and undertake projects under our telecommunication, construction and oil & gas and sewerage business verticals.

The table below sets forth the categories of customers served by our Company across our business verticals:

(₹ in million, except percentages)

Type of Customer	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations
Telecom Operator	2,817.05	98.17%	2,739.73	99.24%	2,313.29	98.91%
Infrastructure Companies	20.10	0.70%	5.16	0.19%	0.65	0.03%
Public Sector Enterprises	26.64	0.93%	12.50	0.45%	17.11	0.73%
Private Companies	5.87	0.20%	3.43	0.12%	7.82	0.33%
Total	**2,869.67**	**100.00%**	**2,760.82**	**100.00%**	**2,338.87**	**100.00%**

We derive a significant portion of our revenues from a concentrated set of customers. In Fiscal 2026, our top 3, top 5 and top 10 customers contributed 97.11%, 98.23% and 99.63% of our revenue from operations, respectively, as compared to 98.59%, 99.32% and 99.92% in Fiscal 2025 and 96.21%, 98.31% and 99.96% in Fiscal 2024.

This trend demonstrates our ongoing initiatives to broaden our customer base across geographies and verticals. We continue to strengthen relationships with existing customers while expanding into circles, thereby reducing dependence on a limited number of customers.

We have established long term relationships with marquee customers, in accordance with Crisil Report we serve as the vendor for leading telecom players like Reliance Jio, which holds ~39% share of total subscriber base as of March 2026, and Indus tower which is the largest player in terms of towers and co-locations in the telecom tower market in India.

The table set forth below provides the revenue contribution and revenue contribution as a percentage of our revenue from operations from our top 10 customers for Fiscals 2026, 2025 and 2024:

Fiscal 2026			
Customers	**Vertical**	**Revenue from Operations (₹ in millions)**	**% to revenue from operations**
Customer 1	Telecommunication Services	2,595.00	90.43
Customer 2	Telecommunication Services	170.81	5.95

Customer 3	Telecommunication Services	20.96	0.73
Customer 4	Oil & Gas and Sewerage	17.99	0.63
Customer 5	Construction Services	14.04	0.49
Customer 6	Telecommunication Services	12.61	0.44
Customer 7	Telecommunication Services	9.80	0.34
Customer 8	Telecommunication Services	7.63	0.27
Customer 9	Telecommunication Services	5.44	0.19
Customer 10	Telecommunication Services	4.80	0.17
Total		**2,859.06**	**99.63**

Fiscal 2025			
Customers	**Vertical**	**Revenue from Operations (₹ in millions)**	**% to revenue from operations**
Customer 1	Telecommunication Services	2,581.45	93.50
Customer 2	Telecommunication Services	104.96	3.80
Customer 3	Telecommunication Services	35.60	1.29
Customer 4	Telecommunication Services	12.50	0.45
Customer 5	Construction Services	7.65	0.28
Customer 6	Oil & Gas and Sewerage	4.36	0.16
Customer 7	Construction Services	4.21	0.15
Customer 8	Construction Services	3.45	0.13
Customer 9	Construction Services	2.42	0.09
Customer 10	Construction Services	1.95	0.07
Total		**2,758.54**	**99.92**

Fiscal 2024			
Customers	**Vertical**	**Revenue from Operations (₹ in millions)**	**% to revenue from operations**
Customer 1	Telecommunication Services	1,712.24	73.21
Customer 2	Telecommunication Services	494.53	21.14
Customer 3	Telecommunication Services	43.49	1.86
Customer 4	Telecommunication Services	31.75	1.36
Customer 5	Construction Services	17.30	0.74
Customer 6	Telecommunication Services	17.11	0.73
Customer 7	Oil & Gas and Sewerage	7.47	0.32
Customer 8	Telecommunication Services	6.90	0.30
Customer 9	Construction Services	3.74	0.16
Customer 10	Construction Services	3.33	0.14
Total		**2,337.87**	**99.96**

Note: While more than 50% of our revenue from operations originates from our top 10 customers, names of the customers have not been included in the above table as consents for disclosure of certain customers names were not available. Further, since this information is commercially sensitive to our business, we are unable to disclose the names of our top 10 customers.

Machinery & Equipment's

We own and operate specialised horizontal directional drilling ("HDD") machinery used for the installation of underground utility infrastructure across our projects. The HDD machines deployed by us vary in capacity depending on the project requirements, ground conditions and scope of work.

Vermeer C500 Horizontal Directional Drill: The Vermeer C500 is a horizontal directional drilling machine with a maximum pullback and thrust capacity of 50 tonnes and maximum spindle torque of 18,000 Nm. It is equipped with a 179 kW CUMMINS engine and has a maximum mud flow of 650 L/min.

XCMG XZ400 HDD: The XCMG XZ400 HDD is a trenchless horizontal directional drilling machine with a drag/feed capacity of 400/400 kN and maximum power head torque of 14,000 Nm. It is equipped with a 179 kW CUMMINS engine and has a maximum reaming hole diameter of 900 mm.

HDD Machine	Make / Model	Drilling Capacity*	Quantity
	Vermeer C500 Horizontal Directional Drill	50 Ton Fleet Capacity	1
	XCMG XZ400 HDD Trenchless Horizontal Directional Drilling Equipment	40 Ton Fleet Capacity	1

**As certified by Power Engineers & Erectors, Independent Chartered Engineer pursuant to their certificate dated September 23, 2026*

We undertake HDD projects across varying ground and geological conditions, including soil strata, rock strata and rocky terrain, based on the specific requirements and site conditions of each project.

Competition

Our industry is highly competitive. The HDD and underground utility segment is fragmented, with a large number of unorganised operators competing primarily on price, constraining the ability to pass on cost increases. In construction, public procurement remains predominantly lowest-price (L1) driven, which incentivises aggressive bidding and systematically under-prices execution risk at the tender stage. *(Source: CRISIL Report)* Among the listed companies engaged in our industry, we consider Aerial Telecom Solutions Private Limited, Pratap Technocrats Private Limited, Narula Infrastructure Private Limited, Pace Digitek Limited, Annu Projects Limited, as our key competitors. *(Source: CRISIL Report)*

Intellectual Property

Our Company has obtained trademark registration under the Trade Marks Act, 1999 with respect of the following:

S. No.	Registration No.	Class	Status	Date of Expiry	Trademark
1.	5205481*	38	Registered	November 11, 2031	S G ENCON PVT. LTD.

**Consequent to the conversion of the Company, an application has also been filed for change of name in the trademark from S G Encon Private Limited to S. G. Encon Limited", which is pending as on the date of this Draft Red Herring Prospectus.*

Employees

As on August 31, 2026, we have 6,104 employees. The department wise breakup of such employees is as follows:

Department	Number of employees	Technical*	Non-Technical**
Admin	7	-	7
FIBER	1860	672	1188
FTTx	199	107	92
Fttx F&D	175	95	80
Fttx OLT	404	404	-
HR	17	-	17
ISP	325	322	3
Legal	11	-	11
Material	71	-	71
NHQ	18	5	13
Project	5	3	2
SHQ	57	5	52
UTILITY	2921	2454	467
Construction	7	7	
Oil & Gas and Sewerage	27	7	20
Grand Total	**6104**	**4081**	**2023**

**Technical Employees being employees who have engineering qualifications, technical knowledge, or relevant engineering experience.*
***Non-technical Employees who don't have engineering qualifications or technical expertise, including labour/workforce personnel and employees performing non-engineering or general support work.*

We attribute our growth to the strength and experience of our Directors, Key Managerial Personnel and Senior Management. For details of our Directors, Key Managerial Personnel and Senior Management, see "*Our Management*" on page 271.

We consider our employees as a key factor in our success. We invest in our employees through training and development programs under our performance-oriented development plan that includes referral programs, technical training, leadership development, rewards and recognition, management development, and soft skills development.

The table below sets forth the attrition and attrition rate of our employees during the Fiscals indicated and the number of our employees as at the dates indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total number of permanent employees	6007	6613	6293
Departure of number of employees	2056	2408	1560
Addition of number of employees	3094	4111	2017
Attrition rate of our employees (%)*	32.33	37.32	29.95

Insurance

We operate in an industry that involves various inherent risks, including equipment failure, workplace accidents, natural disasters such as earthquakes and floods, fire, explosions, acts of terrorism, and other force majeure events. These risks can result in personal injury, property damage, environmental harm, and financial loss. To mitigate such exposures, we maintain

a range of insurance policies that we consider appropriate for our operations. These policies include coverage for machinery and equipments, furniture and fittings, computers and office equipment, as well as industrial all-risk and property insurance, among others. We believe that the insurance coverage currently maintained by us represents an appropriate level of coverage required to ensure our business and operations and is in accordance with industry standards in India.

For risks in relation to our insurance, please see "*Risk Factors – Our insurance coverage may not be adequate to protect us against all potential losses, and we may incur uninsured losses or losses in excess of our insurance coverage, which may have a material adverse effect on our business, financial condition and results of operations*." on page 37.

Our properties

The table below sets forth details of the properties from which we operate our offices in India, on a leasehold or owned basis, as of the date of this Draft Red Herring Prospectus:

Sr. No.	Property	Address	Owned/Leased	Lessor/ Owner Name	Validity
1.	Registered Office	93/5, SCO No. 93, Second Floor, Mansa Devi Complex, Sector 5, Panchkula, Haryana - 134114	Leased	Neelam Gupta ("**Lessor**")	11 months from August 10, 2026
2.	Corporate Office	E-300, Phase 8A, Industrial Area, 1st Floor, SG Encon Limited., S.A.S. Nagar (Mohali)	Leased	Manpreet Singh Oberai and Harpreet Singh Oberai (**"Lessors")**	2 years from July 10, 2026
3.	Vacant Land	Plot No. DSS 173, Sector 27, Urban Estate, Panchkula	Owned	S. G. Encon Limited	NA
4.	Branch Office	Plot No 4, Mega Highway, Bhugor Bypass, Alwar, Rajasthan - 301001	Leased	Sushila Devi **("Owner")**	11 months from September 08, 2026
5.	Branch Office	House No. 99, Main Road, Near Chawla Circle, Swami Vivekanand Nagar, Kota, Rajasthan -324010	Leased	Shanti Devi **("Owner")**	11 months from July 08, 2026
6.	Branch Office	A-39/135A, Phase VIII, Industrial Area, S.A.S Nagar, Mohali, Punjab - 160071	Leased	Punjab Communications Ltd. (**"Lessor")**	11 months from March 3, 2026
7.	Branch Office	No. 418, Fourth Floor, Tower B4, Spaze I Tech Park, Sohna Road, Gurgaon, Haryana - 122018	Leased	Sushil Kumar Ohri (**"Lessor")**	2 years from August 6, 2025
8.	Branch Office	Aaraji No. Mi.210/1, Daulatpur Road, Pandeypur, Varanasi, Uttar Pradesh - 221002	Leased	Jagdamba Devi (**"Lessor")**	11 months from August 1, 2026

Additionally, our Company also enters into leases to set up site offices, for storage of materials, and for placement of machinery and equipment as required at the construction sites from time to time. Presently, our site offices are situated at Delhi, Punjab, Uttar Pradesh, Haryana and Rajasthan.

Corporate Social Responsibility

We have adopted a Corporate Social Responsibility ("CSR") Policy in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, which sets out the framework for undertaking our CSR initiatives. We have also reconstituted a CSR Committee pursuant to a resolution of our Board dated September 01, 2026. For further details, see "*Our Management – Corporate Governance*" on page 271. The implementation and monitoring of our CSR initiatives are carried out in accordance with our CSR Policy and applicable legal requirements. The table below sets forth our CSR expenditure for the periods indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
CSR Expenditure	2.89	2.37	1.32

KEY INDUSTRY REGULATIONS AND POLICIES

The business of our Company requires, at various stages, the sanction of the relevant authorities under the applicable Central, State, and local laws. The following description provides an overview of certain laws and regulations in India that are relevant to our Company. Certain information contained in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive and are intended only to provide general information to the Applicants. They are neither designed nor intended to constitute a substitute for professional legal advice. The statements set out below are based on the current provisions of Indian law, as well as judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions.

INDUSTRY-SPECIFIC REGULATIONS

The Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")

The MSMED Act was enacted to facilitate the promotion, development and enhancement of the competitiveness of Micro, Small and Medium Enterprises ("MSMEs"). The MSMED Act provides for the establishment of a National Board for MSMEs by the Central Government. In relation to enterprises engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951, the National Board has its head office at Delhi. The Government of India, through the Ministry of Micro, Small and Medium Enterprises, issued a notification dated June 1, 2020, revising the classification criteria for MSMEs, which came into effect from July 1, 2020. Pursuant to the revised criteria, a "Micro Enterprise" means an enterprise where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; a "Small Enterprise" means an enterprise where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; and a "Medium Enterprise" means an enterprise where the investment in plant and machinery or equipment does not exceed fifty crore rupees and turnover does not exceed two hundred and fifty crore rupees.

The Telecom Regulatory Authority of India Act, 1997 ("TRAI")

The Telecom Regulatory Authority of India ("the Authority"), is an independent regulatory authority for the telecommunications sector, which was established by an Act of Parliament, in 1997. The establishment of TRAI came as a consequence to the Government policies allowing private investments in telecom sector, especially in the light of a need of an impartial and independent sectoral regulator, at an arm's length from the Government. With the amendments made in 2000 to the TRAI Act, the Authority's erstwhile adjudicatory functions were moved to the Telecom Disputes Settlement and Appellate Tribunal (TDSAT). Pursuant to amendments to the TRAI Act, the adjudicatory functions previously exercised by TRAI were transferred to the Telecom Disputes Settlement and Appellate Tribunal ("TDSAT"), which adjudicates disputes and hears appeals in relation to the telecommunications sector. The Authority has the power to make recommendations, on issues concerning licenses, competition and technological improvements, development of telecommunication technology, equipment usage by service providers and efficient spectrum management.

Telecom Commercial Communications Customer Preference Regulations, 2018

The Telecom Regulatory Authority of India ("**TRAI**") has framed telemarketing guidelines which regulate commercial messages transmitted through telecommunication services pursuant to the enactment of Telecom Commercial Communications Customer Preference Regulations, 2018 issued by the TRAI on July 19, 2018 and further introduced the Telecom Commercial Communications Customer Preference (Second Amendment) Regulations, 2025 on February 12, 2025 ("CPR"). The CPR prohibits the transmission of unsolicited commercial communication via calls or SMS, except commercial communication relating to certain categories specifically chosen by the subscribers, certain exempted transactional messages and any message transmitted on the directions of the Government or their authorized agencies, impose penalties on access providers for any violations, require setting-up customer complaint registration facilities, and customer preference registration facilities by access providers and provide for blacklisting of telemarketers in specified cases. Additionally, service communications have now been limited to existing customers and the promotional messages to prospective customers have been classified. Further, all commercial communication is required to use registered headers and the specific serial numbers assigned to them and the access providers are required to suspend or disconnect unregistered senders who misuse the network.

The Telecommunications Act, 2023 ("Telecommunications Act")

The Telecommunications Act, 2023 ("Act") was enacted on December 24th, 2023. It modernizes the legal framework, replacing the Indian Telegraph Act, 1885 and Indian Wireless Telegraphy Act, 1933, governing telecommunications, encompassing development, expansion, and operation of services and networks of our company. Certain key highlights of the Act include: provisions for different licenses for various services such as cable, television, cellular and internet services merged into a single framework to potentially simplify operations for providers; empowering the central government to establish mechanisms for monitoring spectrum usage and ensuring interference-free operation, specifying various standards and conformity assessments for telecom equipment, network, and services; creating a focus on user rights and creating provisions addressing data privacy, lawful interception, and user identification.

Telecommunications (Right of Way) Rules, 2024

The Telecommunications (Right of Way) Rules, 2024 notified under the Telecommunications Act, 2023 provide the framework for establishment, operation and maintenance of telecommunication networks and telecommunication infrastructure over public and private property. The Rules prescribe procedures relating to grant of right of way permissions, restoration obligations, fees, timelines and obligations in relation to telecom infrastructure deployment, including underground optical fibre cable networks and overground telecom infrastructure.

The Petroleum and Natural Gas Regulatory Board Act, 2006 ("PNGRB Act") and the rules & regulations framed thereunder

The Petroleum and Natural Gas Regulatory Board Act, 2006 establishes the Petroleum and Natural Gas Regulatory Board (PNGRB) to regulate the downstream petroleum and natural gas sector in India. Its objectives are to protect consumer interests, promote fair competition, ensure adequate and uninterrupted supply, secure equitable distribution, monitor prices, and enforce technical and safety standards.
The Act requires entities to obtain PNGRB registration or authorization before marketing notified petroleum products or natural gas, operating LNG terminals, or laying, operating, or expanding pipelines and distribution networks. PNGRB can authorize and regulate common carrier pipelines, determine transportation tariffs, investigate violations, and adjudicate disputes. Non-compliance with PNGRB directions may result in penalties.

Scheme for Development of Solar Park and Ultra Mega Solar power Projects

The aim of this scheme Development of Solar Parks and Ultra-Mega Solar Power Projects ("Scheme") was rolled out in December 2014 with an objective to facilitate the solar project developers to set up projects expeditiously. The capacity of the Scheme was enhanced from 20,000 MW to 40,000 MW on 21-03-2017. These parks are proposed to be set up by 2023-24. The scheme envisages supporting the States/UTs in setting up solar parks at various locations in the country with a view to create required infrastructure for setting up of solar power projects.

State solar policies

Our Company's operations are also subject to the solar policies framed in the states in which the solar power projects are implemented. Such policies typically provide a framework for the governance of the solar power industry and projects, procedures for undertaking of bids, connectivity to grid lines and the measures to be taken to promote the development of solar power in the state, including incentives to manufacturer such as grants of concessions on certain taxes, research and development initiatives.

Information Technology Act, 2000

The Information Technology Act, 2000 ("**IT Act**") creates liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing or handling any sensitive personal data or information in a computer resource owned, controlled or operated by it but affords protection to intermediaries with respect to third party information liability. The IT Act also provides for civil and criminal liability including compensation, fines and imprisonment for various computer related offences. These include offences relating to unauthorized disclosure of confidential information and committing of fraudulent acts through computers, tampering with source code, unauthorized access, publication or transmission of obscene material etc.

Infrastructure Provider Category – I

Infrastructure Provider Category-I (IP-I) is a regulatory framework established by the Department of Telecommunications (DoT) in India, aimed at facilitating the provision of passive telecom infrastructure to service providers. Companies registered under the Companies Act of 1956 or 2013 can apply for this registration, which allows them to offer services such as dark fiber, right of way, duct space, and towers on a lease or rental basis. The IP-I framework emphasizes non-discriminatory access to infrastructure and does not permit providers to own or share active telecom infrastructure, thereby ensuring that these providers serve solely as facilitators for telecom operators. This structure is designed to enhance the growth of the telecom sector by enabling efficient resource sharing among service providers while maintaining regulatory oversight and compliance with foreign investment norms.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992 the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective States of India have enacted laws empowering the municipalities to issue trade license for operating stores and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

LAWS RELATED TO EMPLOYMENT AND LABOUR LAWS

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. In order to rationalize and reform labour laws in India that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, the Government of India has notified four labour codes, namely:

(a) The Code on Wages, 2019[(1)];
(b) The Occupational Safety, Health and Working Conditions Code, 2020[(2)];
(c) The Industrial Relations Code, 2020[(3)];
(d) The Code on Social Security, 2020[(4)];
(e) The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986;
(f) The Labour Welfare Fund Act, 1965; and
(g) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

(1) The GoI enacted 'The Code on Wages, 2019' which received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the GoI brought into force Sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(2)(s), 67(2)(t) (to the extent that they relate to the Central Advisory Board) and Section 69 (to the extent that it relates to Sections 7, 9 (to the extent that they relate to the GoI) and Section 8 of the Minimum Wages Act, 1948) and of the Code on Wages, 2019. Through its notification dated November 21, 2025, the GoI brought into force the remaining provisions of this code. It subsumed four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. Further, the GoI through its notification dated May 8, 2026, enacted the Code on Wages (Central) Rules, 2026.

(2) The GoI enacted 'The Occupational Safety, Health and Working Conditions Code, 2020' which received the assent of the President of India on September 28, 2020. Through its notification dated November 21, 2025, the GoI brought into force the provisions of this code. It subsumed several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. Further, the GoI through its notification dated May 8, 2026, enacted the Occupational Safety, Health and Working Conditions (Central) Rules, 2026.

(3) The GoI enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. Through its notification dated November 21, 2025, the GoI brought into force the provisions of this code. It subsumed three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Further, the GoI through its notification dated May 8, 2026, enacted the Industrial Relations (Central) Rules, 2026.

(4) The GoI enacted 'The Code on Social Security, 2020' which received the assent of the President of India on September 28, 2020. While Section 142 has been brought into force on May 3, 2021, through its notification dated November 21, 2025, the GoI brought into force the rest of the provisions of this code. It subsumed several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. Further, the GoI through its notification dated May 8, 2026, enacted the Social Security (Central) Rules, 2026.

Note: Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification dated December 18, 2020 and May 3, 2023, respectively, by the Ministry of Labour and Employment. The remaining provisions of these codes have become effective on November 21, 2025, as notified by the Government of India.

TAX RELATED LAWS

Income Tax Act, 2025

The Income Tax Act, 2025, has been published in the Official Gazette after it received the President's assent. It has come into effect from 1st April 2026. The Act applies to all companies, whether domestic or foreign, whose income is taxable under its provisions, depending on their residential status and the nature of income. It provides for the taxation of residents on their global income and of non-residents on income that is received, accrued, or arises in India, or is deemed to do so.

Goods and Service Tax (GST), 2017

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made there under. It replaces following indirect taxes and duties at the central and state levels.

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

ENVIRONMENT-RELATED LEGISLATIONS

The Environment Protection Act, 1986 and Environment (Protection) Rules, 1986

The Environmental Protection Act, 1986, is an "umbrella" legislation designed to provide a framework for coordinating the activities of various Central and State authorities established under multiple laws. The potential scope of the Act is broad, with "environment" defined to include water, air, and land, as well as the interrelationships among water, air, and land, and between human beings and other living creatures, such as plants, microorganisms, and property. Furthermore, the Ministry of Environment and Forests conducts Environmental Impact Assessments. The Ministry receives proposals for expansion, modernisation, and the setting up of projects. The Ministry assesses the environmental impact of such projects in detail before granting clearances for proposed projects.

Plastic Waste Management Rules, 2016

Plastic Waste Management Rules, 2016 Under the Plastic Waste Management Rules, 2016, all institutional generators of plastic waste, are required to inter alia, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centres, either on its own or through the authorized waste collection agency.

INTELLECTUAL PROPERTY LAWS

Trademarks Act, 1999 ("TM Act")

The Trademarks Act, 1999 ("TM Act") provides for the application and registration of trademarks in India for granting exclusive rights in respect of marks such as brands, labels and headings used for commercial purposes as trade descriptions. The TM Act prohibits registration of deceptively similar trademarks and certain prohibited marks, including those relating to chemical compounds, among others. The TM Act further provides remedies and penalties in relation to infringement, falsification and false application of trademarks.

Patents Act, 1970

The Patents Act, 1970 establishes the legal framework governing patent protection in India and seeks to promote innovation while balancing public interest considerations. The Act enables inventors to obtain exclusive rights in respect of inventions for a limited period, generally twenty years, subject to fulfilment of prescribed conditions including novelty, inventive step and industrial applicability. The Act also contains provisions relating to compulsory licensing and restrictions on patentability in specified categories. The Patents Act has undergone various amendments, including amendments in 2002 and 2005, to align the Indian patent regime with international obligations, including the Agreement on Trade-Related Aspects of Intellectual Property Rights ("TRIPS").

The Copyright Act, 1957

The Copyright Act, 1957, read with the Copyright Rules, 2013 ("Copyright Laws"), governs copyright protection in India. The Copyright Laws protect the rights of creators in relation to original literary, dramatic, musical and artistic works, cinematograph films and sound recordings by restricting unauthorised reproduction and exploitation of such works. Although registration of copyright is not mandatory for acquisition or enforcement of copyright protection, registration serves as prima facie evidence of the particulars recorded therein and facilitates infringement proceedings. The Copyright Laws prescribe penalties, including fines and imprisonment, for infringement and provide enhanced penalties for repeat offences. Copyright protection generally subsists for a period of sixty years following the death of the author. Acts including reproduction, sale, public distribution, adaptation, translation or unauthorised commercial exploitation of copyrighted works without the consent of the copyright owner constitute infringement under the Copyright Laws.

OTHER INDIAN LAWS

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, Indian Contract Act, 1872, Transfer of Property Act, 1882, The Competition Act, 2002, Prevention of Corruption Act, 1988, SEBI Listing Regulations, RBI guidelines, Insolvency and Bankruptcy Code, 2016 ("IBC"), Consumer Protection Act, 2019, Civil Procedure Code (CPC), Bharatiya Nyaya Sanhita, 2023, Bharatiya Nagarik Suraksha Sanhita, 2023, Negotiable Instrument Act, 1881, employment laws and other applicable statutes enacted by the Centre or relevant State Governments and authorities for our day-to-day business and operations. Our Company is also subject to various central and state tax laws where we operate.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as *"HemOnc Infusion Resources Private Limited"* under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated February 12, 2008, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. However, name of our Company was changed from *"HemOnc Infusion Resources Private Limited"* to *"S. G. Encon Private Limited"* to undertake the business of engineers and contractor pursuant to the board resolution dated April 1, 2011 and the special resolution passed in the extraordinary general meeting held on May 04, 2011, further to which a fresh certificate of incorporation dated May 11, 2011 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently, our Company was converted into a public limited company pursuant to the board resolution dated February 10, 2025 and the special resolution passed in the extraordinary general meeting of our shareholders held on March 15, 2025 and consequently the name of our Company was changed to *"S. G. Encon Limited"* and a fresh certificate of incorporation dated May 2, 2025 was issued by the Registrar of Companies, Central Processing Centre.

Changes in the registered office of our Company

Except as disclosed below there have been no changes in the registered office address of our Company since the date of incorporation:

With effect from	Details of the change in address of the registered office	Reasons for change
April 11, 2011	The registered office of our Company was changed from House No. 655 Sector 12, Panchkula – 134 109, Haryana, India to SCO 41-42, Cabin No. 38, 1st floor, Sector 11, Panchkula – 134 109, Haryana, India	For administrative convenience
November 1, 2018	The registered office of our Company was changed from SCO 41-42, Cabin No. 38, 1st floor, Sector 11, Panchkula – 134 109, Haryana, India to Cabin No. 1 SCO 93, Second floor, Swastik Vihar, Sector 5, Mansa Devi Complex, Panchkula – 134 109, Haryana, India.	For administrative convenience and and in order to facilitate the efficient functioning of the Company's operations

Main objects of our Company

The main objects contained in our Memorandum of Association are set forth below:

1. *To engage in infrastructure development, Power projects, erection of transmission lines, repair, and maintenance work related to transmission lines real estate promoters, developers and project management association including civil, mechanical, electrical and all other types erection, commissioning projects, project trading as well as consultant for execution of projects on turn keys basis for equipments of industrial, domestic and other purpose.*

2. *To work in telecommunications for construction of cell sites including civil, mechanical, Electrical work and telecommunication equipment installation and commissioning.*

Amendments to the Memorandum of Association in the last 10 years

Set out below are the amendments to the Memorandum of Association in the last 10 years immediately preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution	Details of amendments
March 15, 2019	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹ 1,00,000 divided into 10,000 equity shares of ₹ 10 each to ₹ 4,00,00,000 divided into 40,00,000 equity shares of ₹ 10 each.
	Clause III (B) of the Memorandum of Association was amended to reflect the title "Matter which are necessary for furtherance of the objects specified in Clause III (A)are:"

Date of Shareholders' resolution	Details of amendments
	Clause III (B) be and is hereby altered by replacing the existing clause 1 to 25 with the new clause 1 to 22 as mentioned below: 1. *To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the objects of the Company.* 2. *To enter into agreement with any company or persons for obtaining by grant of license or on such other terms of al| types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.* 3. *To establish, provide, maintain and conduct or otherwise, subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake arid carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and to award, scholarships, prizes, grants and bursaries to students and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the objects of the Company.* 4. *To acquire by concession, grant, Purchase, licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, d'invention, licences, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company* 5. *Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company,* 6. *To enter into any arrangement with any Government or Authorities Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the company or any of them and to obtain from any such Government, Authority persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith,* 7. *To apply for and obtain any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests,* 8. *To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorised to carry on. .* 9. *To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for the objects of this Company.* 10. *To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may*

Date of Shareholders' resolution	Details of amendments
	be conducive to the attainment of the objects or any of them. . *11. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged,* *12. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.* *13. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, billis of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock S0 issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and 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 power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.* *14. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949,* *15. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.* *16. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of jts business, subject to the provisions of the Companies Act, 2013,* *17. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company* *18. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money, pensions, allowances; bonus or other such payments or be creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.*

Date of Shareholders' resolution	Details of amendments
	19. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company. *20. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.* *21. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising over the internet or any other electronic media and also in print media in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards or organizing exhibitions.* *22. The company would obtain approval of the concerned authorities to carry on the objects of the company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.*
	Clause IV of the Memorandum of Association was altered by replacing the existing clause IV with the following new clause IV: Clause IV- "The liability of members is limited and this liability is limited to the amount unpaid on shares held by them"
	Clause III (C) of the Memorandum of Association was completely deleted to remove Other Objects Clause of the Memorandum of Association
March 15, 2025	Clause I of the Memorandum of Association was substituted to reflect the change in the name of our Company from "*S.G. Encon Private Limited"* to "*S.G. Encon Limited"*.
	Alteration of the numbering format of the clauses in its Memorandum of Association by changing the existing clause numbering from Roman numerals to English numerals (e.g., 1, 2, 3, etc.)
	Alteration of Object Clause of it Memorandum of Association by substituting the existing Clause III(A), "THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE" be substituted by the new sub-heading "3(a) - The Objects to be pursued by the Company on its incorporation are".
	Alteration of Object Clause of its Memorandum of Association by substituting the existing Clause III(B), "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" be substituted by the new sub-heading "3 (b) - Matters which are necessary for furtherance of the objects specified in Clause 3(a) are".
	Alteration of Objects Clause of its Memorandum of Association by merging the objects under Clause III(C) "OTHER OBJECTS" with the Clause 3(b) and delete subheading "(C) OTHER OBJECTS".
	Clause IV of the Memorandum of Association was altered by replacing the existing clause IV with the following new clause IV: Clause IV- "The liability of member(s) of the Company is limited and this liability is limited to the amount unpaid on shares held by them".
July 26, 2025	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹ 4,00,00,000 divided into 40,00,000 equity shares of ₹ 10 each to ₹ 5,00,00,000 divided into 50,00,000 equity shares of ₹ 10 each.
August 23, 2026	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹ 5,00,00,000 divided into 50,00,000 equity shares of ₹ 10 each to ₹ 40,00,00,000 divided into 4,00,00,000 equity shares of ₹ 10 each.

Major events and milestones of our Company

The table below sets forth some of the major events in the history of our Company:

Calendar Year	Events
2012	Entered the telecom infrastructure services sector by securing its first Telecom Operations & Maintenance (O&M) contract from a leading Indian telecom operator, marking the Company's foundational milestone.
2013	Executed 4G technology infrastructure installation projects for towers and fibre, including battery, SMPS and pole-mount installations and power/control cable laying across multiple northern states.
2015	Expanded into end-to-end telecom infrastructure upgrade projects, covering survey, planning, installation and commissioning of WiFi, UBR, small cells and in-building solutions.
2017	Expanded telecom O&M operations into Haryana, with further presence established in Jammu and Rajasthan, reflecting sustained client confidence in the Company's capabilities. Extended civil, electrical and fire-fighting execution for retail infrastructure into Uttarakhand, in addition to Punjab and Haryana/Himachal Pradesh
2018	Successfully executed a project for a multinational tower infrastructure company involving HDD fibre laying and overhead-to-underground fibre works for a smart-city initiative, broadening the Company's client base beyond telecom operators
2019	● Entered urban infrastructure HDD services for sewage pipeline systems in Rajasthan, supported by specialised heavy machinery of up to 50 MT capacity for hard-rock and soft-soil HDD works. ● Continued execution of civil and electrical works for retail and telecom clients across Punjab, Chandigarh, Himachal Pradesh and Haryana.
2021	Associated as Service Partner with one of the leading public sectors for the Smart City Project in Chandigarh for creation of OFC network and O&M for 5 Years for an order value of ₹ 63 million.
2022	Secured 5G rollout contracts from leading global telecom equipment manufacturers across Delhi, Punjab and Uttar Pradesh, with over 2,500 sites installed, integrated and handed over, covering installation, commissioning and RF services.
2023	● Awarded a comprehensive Telecom Network O&M contract for one of the largest telecom operating circles handled by the Company to date. ● Entered the cross-country oil & gas pipeline segment, successfully executing HDD works in Karnataka and Tamil Nadu. ● Received industry recognition as one of the Top 10 organisations in Industrial Operations & Maintenance Services, in an award for excellence in quality and delivery.
2025	● Entered fuel retail infrastructure development, securing and successfully executing end-to-end petrol pump development projects in Haryana, covering civil, electrical and mechanical works.
2026	● Secured design, engineering and project management consultancy contracts for fuel retail infrastructure across Punjab, Uttar Pradesh, Maharashtra and other states. ● Operated and maintained over 70,000 telecom sites under Operations & Maintenance, covering passive and active infrastructure including shelters, cabinets, DG sets, power plants and battery banks. ● Maintained over 90,000 km of fibre network under end-to-end Operations & Maintenance for telecom operators.

Key awards, accreditations and recognitions

Calendar Year	Events
2023	Recognized by Industry Outlook as one of the "Top 10 Industrial Operation & Maintenance Services"

Significant financial and strategic partnerships

As on the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or strategic partnerships, other than in the ordinary course of our business.

Time/ cost overrun

There have been no time and cost over-runs in respect of our business operations.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

As on the date of this Draft Red Herring Prospectus, there has been no instance of defaults or rescheduling/ restructuring of borrowings availed by our Company with financial institutions/ banks.

Guarantees given by our Promoter Selling Shareholders

As on date of this Draft Red Herring Prospectus, no guarantee has been issued by our Promoter Selling Shareholders to third parties.

Launch of key products or services, entry in 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*" and "*– Major events and milestones*" on pages 232 and 267, respectively.

Lock-out and strikes

There have been no instances of strikes or lock-outs at any time in our Company.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Draft Red Herring Prospectus.

Our holding company

As on date of this Draft Red Herring Prospectus, our Company does not have any holding company.

Our Subsidiary

As on the date of this Draft Red Herring Prospectus, our Company does not have any Subsidiary.

Our associates and joint ventures

As on date of this Draft Red Herring Prospectus, our Company has no associates and joint ventures.

Details of shareholders' agreements and other subsisting material agreements

Shareholders' Agreement ("SHA") dated November 3, 2025 executed between our Directors, certain investors and our Company for the subscription to 3,50,000 Equity Shares of our Company at a face value of ₹10 per Equity Share and a securities premium of ₹390 per Equity Share, aggregating to an investment of ₹14,00,00,000.

Pursuant to the SHA, the investors subscribed to an aggregate of 3,50,000 Equity Shares of our Company at an issue price of ₹400 per Equity Share (comprising a face value of ₹10 per Equity Share and a securities premium of ₹390 per Equity Share), aggregating to an investment of ₹14,00,00,000. The SHA records the terms and conditions governing the investment and sets out, inter alia, the rights and obligations of the parties, including matters relating to transfer of shares, information rights, pre-emptive rights, tag-along rights, exit rights, liquidation preference and other shareholder rights.

Name of the Company: S.G. Encon Limited.

Name of Investors: Certain investors who subscribed to Equity Shares of our Company pursuant to the Shareholders' Agreement dated November 3, 2025

***Relationship of the Promoters or Directors with the Investors*:** Our Directors are parties to the Shareholders' Agreement in their capacity as promoters/directors of our Company. Except as set out in the Shareholders' Agreement, our Promoters and Directors do not have any other relationship or interest with the Investors.

***Summarised Information about Valuation*:** Pursuant to the valuation report dated July 25, 2025, issued by CA Vasu Aggarwal, Registered Valuer (IBBI Registration No. IBBI/RV/06/2022/13856), the fair value of the equity shares of our Company was determined at ₹400 per Equity Share as on March 31, 2025, using the Discounted Cash Flow (DCF) Method under the income approach. Based on such valuation, the Investors subscribed to the Equity Shares at an issue price of ₹400 per Equity Share, comprising a face value of ₹10 and a securities premium of ₹390 per Equity Share.

***Effective Date of Transaction*:** November 3, 2025

Amendment Agreement to the Share Subscription and Shareholders Agreement dated August 20, 2026

Our Company, its Directors and certain investors, namely Sahasrtraa Advisors Private Limited, Jignesh Kumarpal Shah, Narjisa Vasaya, Parag Vinaychand Shah, Clear Vision Eye Hospital Private Limited, Bhavesh Shah, Pranay Shah, Dharaben Shah and Invicta Continuum Fund – I (collectively, the "Investors"), entered into an amendment agreement dated August 20, 2026 (the "Amendment Agreement") to the Share Subscription and Shareholders Agreement dated November 3, 2025 (the "SSHA"), pursuant to which the Investors had collectively subscribed to 350,000 Equity Shares of our Company. In order to facilitate the Offer, the parties to the SSHA have, pursuant to the Amendment Agreement, agreed to amend, suspend and waive certain provisions of the SSHA, including provisions relating to transfer restrictions, right of first refusal, tag-along rights, pre-emptive rights, exit rights, liquidation preference, board and shareholder meeting rights, indemnification, events of default and confidentiality, to the extent necessary to facilitate the Offer. The Amendment Agreement further provides for restrictions on the transfer of Equity Shares by the parties from the date of filing of the Draft Red Herring Prospectus, except pursuant to the Offer as disclosed in the DRHP, and that the SSHA, as amended, shall automatically terminate upon the Listing Date.

The Amendment Agreement shall stand automatically terminated upon the earlier of (i) September 30, 2027, or such extended date as may be mutually agreed, if in-principle approval has not been received from the Stock Exchange by such date; (ii) termination of the Offer Agreement; or (iii) the date on which the Board decides not to undertake the IPO or to withdraw any offer document filed with any regulator in respect of the IPO. Upon such termination, the amendments, waivers and actions taken pursuant to the Amendment Agreement shall cease to have effect and the provisions of the SSHA, as existing prior to the execution of the Amendment Agreement, shall stand reinstated with full force and effect.

Further, our Company has not entered into any other subsisting material agreement, other than in the ordinary course of business.

Other material agreements

Except as disclosed in this Draft Red Herring Prospectus, our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners or financial partners, which is not in the ordinary course of business carried on by our Company, or which needs to be disclosed or non-disclosure of which may have bearing on any investment decision in the Offer.

We confirm that there are no other inter-se agreements between our Company, Shareholders, Promoters, shareholders' agreements or other agreements of a like nature, in relation to the securities of our Company, comprising material clauses/ covenants that are required to be disclosed in this Draft Red Herring Prospectus or containing clauses / covenants that are adverse / prejudicial to the interest of public shareholders.

Other than as disclosed in *"Capital Structure – Build-up of Promoters' equity shareholding in our Company"* beginning on page 73 and *"Capital Structure – Details of secondary transactions of Equity Shares,"* beginning on page 85, we have not entered into any agreements in relation to the primary and secondary transactions of securities.

Details of agreements required to be disclosed under Clause 5A of paragraph A of part A of Schedule III of the SEBI Listing Regulations

There are no agreements entered into by the Shareholders, Promoters, Promoter Group Companies, related parties (as defined under Section 2(76) of the Companies Act), Directors, Key Managerial Personnel, Senior Management Personnel, employees of our Company, among themselves or with our Company or with a third party, solely or jointly, which, either directly, indirectly, potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not our Company is a party to such agreement.

Details of Special Rights

There are no special rights available to any shareholder of our Company or any other person as per the Articles of Association of the Company.

Agreements with Key Managerial Personnel, Senior Management, Promoters, Directors or any other employee

As on date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel, Senior Management, Promoters or Directors or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Other Confirmations

Our Company does not have a conflict of interest with the suppliers of raw materials and third-party service providers (which are crucial for the operations of the Company)

Our Company does not have a conflict of interests with the lessors of immovable properties of our Company (which are crucial for the operations of the Company).

Details of Findings/Observations of Any of the Inspections by SEBI or Any Other Regulator

Except as disclosed in this Draft Red Herring Prospectus, there are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

OUR MANAGEMENT

In terms of the Companies Act 2013 and the Articles of Association, our Company is authorized to have a minimum of three (3) Directors and a maximum of fifteen (15) Directors.

As on the date of this Draft Red Herring Prospectus, our Board has six (6) Directors (including one woman director), comprising of one (1) Managing Director, one (1) Whole-Time director and Chairperson, one (1) Executive Director and three (3) Non – Executive Independent Directors. The present composition of our Board and its committees is in accordance with the corporate governance requirements prescribed under the Companies Act and the SEBI Listing Regulations.

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

Board of Directors

S. No.	Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Directorships in other companies
1.	**Rajiv Gandhi** *Designation*: Chairperson & Whole-Time Director *Address:* House No – 812, Sector 10, Panchkula – 134109, Haryana, India *Occupation*: Business *Date of birth:* December 5, 1972 *Term:* For a period of five (05) years with effect from August 23, 2026 *Period of directorship:* Since March 3, 2011 *DIN:* 03445578 *Age:* 53	*Indian companies* *Listed companies* Nil *Unlisted companies* Nil *Foreign companies* *Listed companies* Nil *Unlisted companies* Nil
2.	**Pankaj Setia** *Designation*: Managing Director *Address:* House No – 464, Sector 32 A, Chandigarh – 160030, India *Occupation*: Business *Date of birth:* December 15, 1973 *Term:* For a period of five (05) years with effect from August 23, 2026 until August 22, 2031 and liable to retire by rotation. *Period of directorship:* Since March 15, 2011 *DIN:* 03463323 *Age:* 52	*Indian companies* *Listed companies* Nil *Unlisted companies* Nil *Foreign companies* *Listed companies* Nil *Unlisted companies* Nil
3.	**Ravinder Kumar** *Designation*: Executive Director	*Indian companies* *Listed companies*

S. No.	Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Directorships in other companies
	Address: Ward No. 1, House No – 66, Hamirpur, Near Govt. Primary School, Anu Khurd, Anu Khud (47/14), Hamirpur – 177001, Himachal Pradesh, India. *Occupation*: Service *Date of birth:* December 6, 1971 *Term:* Liable to retire by rotation *Period of directorship:* Since March 15, 2025 *DIN:* 11053450 *Age:* 54	Nil *Unlisted companies* Nil *Foreign companies* *Listed companies* Nil *Unlisted companies* Nil
4.	**Ashwani Kumar Gulati** *Designation*: Non-Executive Independent Director *Address:* Belvedere Tower, Flat A – 172, Cyber City, DLF Phase – 2, Opposite RBS Building, DLF Phase – 2, Nathupur (67), Gurgaon – 122002, Haryana, India. *Occupation*: Retired Professional *Date of birth:* January 5, 1956 *Term:* For a period of five (05) years with effect from August 23, 2026 until August 22, 2031 *Period of directorship:* Since July 23, 2026 *DIN:* 11845096 *Age:* 70	*Indian companies* *Listed companies* Nil *Unlisted companies* Nil *Foreign companies* *Listed companies* Nil *Unlisted companies* Nil
5.	**Gautam Jindal** *Designation*: Non- Executive Independent Director *Address:* 749, Palam Vihar, Pakhowal Road, Block D, Daad, Ludhiana – 142022, Punjab, India *Occupation*: CA Practice *Date of birth:* November 25, 1990 *Term:* For a period of five (05) years with effect from August 23, 2026 until August 22, 2031 *Period of directorship:* Since June 1, 2026 *DIN:* 11782876 *Age:* 35	*Indian companies* *Listed companies* Nil *Unlisted companies* Nil *Foreign companies* *Listed companies* Nil *Unlisted companies* Nil

S. No.	Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Directorships in other companies
6.	**Samridhi Batra** *Designation*: Non- Executive Independent Director *Address:* House No – 94-A, Sarabha Nagar, Ludhiana – 141001, Punjab, India *Occupation*: Professional *Date of birth:* August 19, 1992 *Term:* For a period of five (05) years with effect from August 23, 2026 until August 22, 2031 *Period of directorship:* Since June 1, 2026 *DIN:* 08532336 *Age:* 34	*Indian companies* *Listed companies* Cremica Agro Foods Limited *Unlisted companies* Suvira Industries Limited *Foreign companies* *Listed companies* Nil *Unlisted companies* Nil

Brief profiles of our Directors

Rajiv Gandhi is the Chairperson and Whole-Time Director and one of the Promoters of our Company. He has been associated with our Company since March 3, 2011. His key responsibilities includes overseeing implementation of the strategic decisions, ensuring good corporate governance, providing leadership, and exercising substantial powers of management affairs of the Company. He holds a bachelor's of engineering degree in civil from the Panjab University. He has over 15 years of experience in the operation and maintenance of telecom projects, pipeline installation, and corporate construction and interior work. He was recognised under the category of "*The Most Successful Business Leader to Follow in 2024*" by Business Connect, in recognition of the Company's growth and differentiating factors.

Pankaj Setia is the Managing Director and one of the Promoters of our Company. He has been associated with our Company since March 15, 2011. His key responsibilities includes implementing strategic plans, budgets and policies approved by the Board, exercising substantial powers of management and managing the day to day business and operations of the Company. He holds a bachelor's of engineering degree in civil from the Punjabi University. He has over 15 years of experience in the telecom infrastructure, engineering, EPC services, civil construction, optical fibre network deployment and strategic business management. He was recognised under the category of "*The Most Successful Business Leader to Follow in 2024*" by Business Connect, in recognition of the Company's growth and differentiating factors.

Ravinder Kumar is the Executive Director of our Company. He has been associated with our Company since April 1, 2022 in a capacity of a project consultant and was appointed as an Executive Director in March 15, 2025. His key responsibilities includes planning, developing, managing telecom operations and maintenance activities to ensure efficient service delivery, preparing and managing budgets, developing organizational strategies, business plans and supporting cross functional operations of the Company. He holds a bachelor's of technology degree in the civil engineering from the Himachal Pradesh University. Further holds a post-graduate diploma in marketing management and in business administration from Pondicherry University. Prior to joining our Company, he was associated with Government of Polytechnic Hamirpur and Ambuja Cements Limited. He has over 31 years of experience in technical services and business development.

Ashwani Kumar Gulati is the Non - Executive Independent Director of our Company. He has been associated with our Company since July 23, 2026. He holds a bachelor's of technology degree in the civil engineering from the University of Mysore. Prior to joining our Company, he was associated with Punjabi Chem Plants Limited, The Spectra Engineering Corporation, Simplex Infrastructures Limited, Reliance Engineering Associates (P) Limited, Emmar MGF Land Limited, JMC Projects (India) Limited, Arshiya International Limited, Lanco Infratech Limited, Himachal Futuristic Communications, Capacite Infraprojects Limited. He has over 32 years of experience as project manager.

Gautam Jindal is the Non-Executive Independent Director of our Company. He has been associated with our Company since June 1, 2026. He holds a bachelor's of commerce degree from the Punjabi University. Further holds a post-graduate

diploma in international business operations from Indira Gandhi National Open University. He is a fellow member of the Institute of Chartered Accountants of India. He is the proprietor of Gautam Jindal & Associates, a sole proprietorship, conducting internal special review audits. He has over 8 years of experience in audit, taxation and accounting.

Samridhi Batra is the Non-Executive Independent Director of our Company. She has been associated with our Company since June 01, 2026. She holds a bachelor's of commerce degree from the Panjab University. She is an associate member of the Institute of Company Secretaries of India. She is currently on the board of Cremica Agro Foods Limited and Suvira Industries Private Limited as an independent director and Superfine Knitters Limited in the capacity of a company secretary. Prior to joining our Company she was associated with Ralson Communication Technologies Private Limited, Shreyans Financial and Capital Services Limited, and Pentagon Aluminum Company Private Limited. She has over 10 years of experience in the secretarial field.

Relationship between Directors, Key Managerial Personnel and Senior Management

None of our Directors, Key Managerial Personnel and Senior Management are related to each other.

Arrangement or understanding with major shareholders, customers, suppliers or others

There is no arrangement or understanding with major Shareholders, customers, suppliers or others, pursuant to which any of our Director have been appointed as a director or member of senior management.

Terms of Appointment of our Directors

Terms of Appointment of our Whole-Time Director

Rajiv Gandhi

Our Board, at its meeting held on July 29, 2026, approved the appointment of Rajiv Gandhi as the Chairperson and Whole-Time Director of our Company for a period of 5 years with effect from August 23, 2026. Our Shareholders approved such appointment at the Extraordinary General Meeting held on August 23, 2026, setting out the terms and conditions of the appointment, including the remuneration and other terms of his employment, as provided below:

Basic Salary	₹ 6 million per annum with such increase in salary and perquisites as may be decided by the Board of Directors from time to time (which includes any committees thereof). Increment per annum may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors which shall not exceed 50% on a year-to-year basis.
Commission	Such amount which shall not exceed 6 months basic salary for each financial year as may be recommended by the Nomination and Remuneration Committee subject to the approval of the Board of Directors.
Perquisites and allowances	a) Contribution to provident fund or superannuation fund or annuity fund to the extent not taxable under the Income Tax Act, 1961. b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service. c) Leave encashment at the end of the tenure in accordance with the rules of the Company. d) Performance-linked bonus/annual bonus, as may be determined by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, from time to time, subject to the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Terms of Appointment of our Managing Director

Pankaj Setia

Our Board, at its meeting held on July 29, 2026, approved the appointment of Pankaj Setia as the Managing Director of our Company for a period of five (05) years with effect from August 23, 2026 and liable to retire by rotation. Our Shareholders approved such appointment at the Extraordinary General Meeting held on August 23, 2026, setting out the terms and conditions of the appointment, including the remuneration and other terms of his employment, as provided below:

Basic Salary	₹ 6 million per annum with such increase in salary and perquisites as may be decided by the Board of Directors from time to time (which includes any committees thereof). Increment per annum may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors which shall not exceed 50% on a year-to-year basis.
Commission	Such amount which shall not exceed 6 months basic salary for each financial year as may be recommended by the Nomination and Remuneration Committee subject to the approval of the Board of Directors.
Perquisites and allowances	a) Contribution to provident fund or superannuation fund or annuity fund to the extent not taxable under the Income Tax Act, 1961. b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service. c) Leave encashment at the end of the tenure in accordance with the rules of the Company. d) Performance-linked bonus/annual bonus, as may be determined by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, from time to time, subject to the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Terms of appointment of our Executive Director

Ravinder Kumar

Our Board, at its meeting held on January 15, 2025, approved the appointment of Ravinder Kumar as the Executive Director of our Company with effect from March 15, 2025. Our Shareholders approved such appointment at the Extraordinary General Meeting held on March 15, 2025, setting out the terms and conditions of the appointment, including the remuneration and other terms of his employment, as provided below:

Remuneration	Gross remuneration of ₹ 1.77 million per annum, subject to the provisions of section 197 read with schedule V and other applicable provisions of the Companies Act, 2013, and such approvals as may be required.

Terms of appointment of our Independent Directors

Pursuant to a resolution passed by our Board on July 29, 2026, each of our Independent Directors are entitled to receive a sitting fee of up to ₹ 20,000 for attending each meeting of our Board and committees constituted by our Board, respectively.

Payment or benefit to Directors of our Company

Details of the sitting fees or other remuneration paid to our Directors in Fiscal 2026 are set forth below.

Remuneration paid to our Executive Directors

The details of the gross remuneration paid to our Directors in Financial Year 2026 is as follows:

(in ₹ million)

Name of Director	Designation	Remuneration
Rajiv Gandhi	Chairperson and Whole-Time Director	6.00
Pankaj Setia	Managing Director	6.00
Ravinder Kumar	Executive Director	1.88

Remuneration paid to our Independent Directors

The Independent Directors of our Company were appointed in Fiscal 2027. Accordingly, no sitting fees were paid to them during Fiscal 2026.

Remuneration paid or payable by our Subsidiary

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

Bonus or profit-sharing plan for our Directors

None of our Directors is party to any bonus or profit-sharing plan of our Company.

Shareholding of our Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification Equity Shares.

As on the date of this Draft Red Herring Prospectus, our Directors hold Equity Shares in our Company in the following manner:

Sr. No.	Name of Director	Number of Equity Shares held	Percentage of the pre-Issue Equity Share Capital (%)	Percentage of the post-Issue of Equity Share Capital (%)
1.	Rajiv Gandhi	11,879,640	44.18	[●]
2.	Pankaj Setia	11,879,640	44.18	[●]
3.	Ravinder Kumar	120	Negligible	[●]
Total		**23,759,400**	**88.36**	[●]

For more details on shareholding of our Company, see "*Capital Structure*" on page 73.

Contingent and deferred compensation payable to our Directors

There is no contingent or deferred compensation payable at a later date to our Directors which accrued in Fiscal 2026.

Loans to Directors

None of our Directors has availed loans from our Company.

Service contracts with Directors

There are no service contracts entered into with any Directors, which provide for benefits upon termination of employment.

Interest 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 a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them in connection thereof.

Our Directors may also be interested to the extent of Equity Shares, of our Company, if any (together with dividends in respect of such Equity shares), held by them or entities in which they are associated as partners, promoters, directors, proprietors, members or trustees, 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 and any dividend and other distributions payable in respect of such equity shares.

None of our Directors is interested in any property acquired or proposed to be acquired of or by our Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.

Except for Rajiv Gandhi and Pankaj Setia, who are also the Promoters of our Company, none of our Directors has an interest in the promotion or formation of our Company, as on the date of this Draft Red Herring Prospectus.

Confirmations

None of our Directors have given any guarantees to any third party, with respect to the Equity Shares, as on the date of this Draft Red Herring Prospectus.

Our Directors are not, and during the five years prior to the date of this Draft Red Herring Prospectus, have not been on the board of any listed company whose shares have been/ were suspended from being traded on the stock exchange(s) during the term of their directorship in such company.

None of our Directors has been or are directors on the board of any listed companies which was or has been delisted from any stock exchange(s) during the term of their directorship in such companies.

No consideration in cash or shares or otherwise has been paid, or agreed to be paid to any of our Directors, or to the firms or companies in which they are interested as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/ her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

None of our Directors have 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 a Fraudulent Borrower issued by the RBI.

There is no conflict of interest between the third-party service providers of our Company (crucial for operations of our Company) and the Directors.

There is no conflict of interest between the lessors of the immovable properties of our Company (crucial for operations of our Company) and the Directors.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name of Director	Date of change	Reasons
Ravinder Kumar	March 15, 2025	Appointed as Executive Director
Samridhi Batra	June 1, 2026	Resigned due to retirement
Gaurav Jindal	June 1, 2026	Resigned due to retirement
Samridhi Batra	June 1, 2026	Appointed as Additional Independent Director*
Gaurav Jindal	June 1, 2026	Appointed as Additional Independent Director*
Ashwani Kumar Gulati	July 23, 2026	Appointed as Additional Independent Director*
Rajiv Gandhi	August 23, 2026	Re-designated to Chairperson and Whole-Time Director
Pankaj Setia	August 23, 2026	Re-designated to Managing Director

**Regularized by way of a special resolution of the Shareholders passed at their EGM dated August 23, 2026*

Borrowing Powers

In accordance with our Articles of Association and the applicable provisions of the Companies Act, 2013, and pursuant to a resolution passed by our Board at its meeting held on July 29, 2026 and the special resolution passed by our Shareholders on August 23, 2026, our Board is authorised to borrow, from time to time, such sum or sums of money as it may deem appropriate, provided that the aggregate amount of monies so borrowed by our Company (excluding temporary loans obtained or to be obtained in the ordinary course of business) does not exceed ₹ 3,000 million.

Corporate Governance

As on the date of this Draft Red Herring Prospectus, we have six Directors on our Board, out of which one is Chairperson & Whole time Director, one is Managing Director, one is Executive Director and three are Non-Executive Independent Directors.

Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act 2013 in relation to the composition of our Board and constitution of committees thereof.

Our Company undertakes to take all necessary steps to continue to comply with all the above-mentioned applicable requirements of SEBI Listing Regulations and the Companies Act 2013.

Board committees

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act 2013:

(a) Audit Committee;
(b) Nomination and Remuneration Committee;
(c) Stakeholders' Relationship Committee; and
(d) Corporate Social Responsibility Committee

For purpose of the Issue, our Board has also constituted an IPO Committee.

Audit Committee

The Audit Committee was constituted by a resolution passed by our Board dated September 01, 2026. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:4

The Audit Committee currently comprises of:

Sr. No.	Name	Designation	Position in the Committee
1.	Gautam Jindal	Non-Executive Independent Director	Chairperson
2.	Samridhi Batra	Non-Executive Independent Director	Member
3.	Ashwini Gulati	Non-Executive Independent Director	Member
4.	Rajiv Gandhi	Whole-Time Director	Member
5.	Pankaj Setia	Managing Director	Member

The Company Secretary shall act as the secretary to the Audit Committee.

Scope and terms of reference:

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference;
2. to seek information from any employee;
3. to obtain outside legal or other professional advice;
4. to secure attendance of outsiders with relevant expertise, if it considers necessary; and
5. such other powers as may be prescribed under the Companies Act, 2013, as amended and SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
2. recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. formulation of a policy on related party transactions, which shall include materiality of related party transactions;
5. examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    a. matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    b. changes, if any, in accounting policies and practices and reasons for the same;
    c. major accounting entries involving estimates based on the exercise of judgment by management;
    d. significant adjustments made in the financial statements arising out of audit findings;

e. compliance with listing and other legal requirements relating to financial statements;

f. disclosure of any related party transactions; and

g. modified opinion(s) in the draft audit report.

6. reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

7. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take up steps in this matter;

8. reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

9. seeking information from any employee, obtain external professional advice, and secure attendance of outsiders with relevant expertise if necessary.

10. reviewing, at least on a quarterly basis, the details of the related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

11. approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

12. scrutiny of inter-corporate loans and investments;

13. valuation of undertakings or assets of the Company, wherever it is necessary;

14. evaluation of internal financial controls and risk management systems;

15. reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

16. 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;

17. discussion with internal auditors of any significant findings and follow-up thereon;

18. 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;

19. 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;

20. looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

21. reviewing the functioning of the whistle blower mechanism;

22. monitoring the end use of funds raised through public offers and related matters;

23. overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

24. approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading

the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

25. reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and

26. considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its Company's shareholders;

27. approving the key performance indicators for disclosure in the offer documents; and

28. to review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively; and

29. carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

(i) Management discussion and analysis of financial condition and results of operations;

(ii) Management letters / letters of internal control weaknesses issued by the statutory auditors;

(iii) Internal audit reports relating to internal control weaknesses;

(iv) The appointment, removal and terms of remuneration of the chief internal auditor;

(v) Statement of deviations in terms of the SEBI Listing Regulations:

a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and
b. annual statement of funds utilised for purposes other than those stated in the Offer document/ prospectus/ notice in terms of the SEBI Listing Regulations.

(vi) review the financial statements, in particular, the investments made by any unlisted subsidiary; and

(vii) Such information as may be prescribed under the Companies Act, 2013, as amended and SEBI Listing Regulations.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by way of a Board resolution dated September 01, 2026. The composition and the terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

Sr. No.	Name	Designation	Position in the Committee
1.	Ashwani Kumar Gulati	Non-Executive Independent Director	Chairperson
2.	Gautam Jindal	Non-Executive Independent Director	Member
3.	Samridhi Batra	Non-Executive Independent Director	Member

Scope and terms of reference:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

- Formulation of the criteria 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 ("Remuneration Policy");

- For appointment of an independent directors, evaluation of the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparation of a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

    a. use the services of an external agencies, if required;

    b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

    c. consider the time commitments of the candidates.

- Formulation of criteria for evaluation of independent directors and the Board;

- Devising a policy on Board diversity;

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

- 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;

- Recommend to the board, all remuneration, in whatever form, payable to senior management;

- The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that-

    a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

    b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

    c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

- perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

    a. administering the employee stock option plans of the Company, as may be required;

    b. determining the eligibility of employees to participate under the employee stock option plans of the Company;

    c. granting options to eligible employees and determining the date of grant;

    d. determining the number of options to be granted to an employee;

    e. determining the exercise price under the employee stock option plans of the Company; and

    f. construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company;

    g. the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

    h. the exercise period within which the employee should exercise the option and that option would lapse on failure

to exercise the option within the exercise period;

i. the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

j. the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

k. re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

l. the grant, vest and exercise of option in case of employees who are on long leave;

m. allow exercise of unvested options on such terms and conditions as it may deem fit;

n. the procedure for cashless exercise of options;

o. forfeiture/ cancellation of options granted;

p. formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration.

- the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
- for this purpose, follow global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
- the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.
- To make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board.
- The committee is authorised by the Board to:

  a. investigate any activity within its terms of reference;

  b. seek any information from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties;

  c. call any director or other employee to be present at a meeting of the Committee as and when required, and

  d. If the Committee considers it necessary so to do, it is authorised to obtain appropriate external advice including but not limited to legal and professional advice to assist it in the performance of its duties and to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend at meetings of the Committee. The cost of obtaining any advice or services shall be paid by the Company within the limits as authorised by the Board.

- frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

  a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

  b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

- ensuring proper induction program for new directors, key managerial personnel and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Companies Act, 2013;
- developing a succession plan for our Board and senior management and regularly reviewing the plan;

- carrying out any other activities as may be delegated by the Board and other functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was reconstituted by a resolution of our Board dated September 01, 2026. The composition and terms of reference of the Stakeholders' Relationship Committee are in compliance with Section 178 of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises:

Sr. No.	Name	Designation	Position in the Committee
1.	Samridhi Batra	Non-Executive Independent Director	Chairperson
2.	Rajiv Gandhi	Whole-Time Director	Member
3.	Pankaj Setia	Managing Director	Member

Scope and terms of reference:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

1. considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;
2. resolving the grievances of the security holders of the listed entity including complaints related to allotment of shares transfer/of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, depository receipt, non-receipt of annual report, balance sheet or profit and loss account non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints.;
3. formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
4. giving effect to allotment of Equity Shares, approval of transfer or transmission of equity shares, split of Equity Shares, compliance with all the requirements related to shares, debentures or any other securities;
5. issue of duplicate certificates and new certificates on split/consolidation/renewal/replacement, etc.;
6. review of measures taken for effective exercise of voting rights by shareholders;
7. review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar & share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
8. to monitor and expediate the status and process of dematerialization or rematerialization of shares, debentures and other securities of the Company;
9. 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; and
10. carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;
11. To authorise affixation of common seal of the Company.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was reconstituted by a resolution of our Board dated September 01, 2026. The composition and terms of reference of the Corporate Social Responsibility Committee are in compliance with Section 135 and other applicable provisions of the Companies Act 2013. The Corporate Social Responsibility Committee currently comprises:

S. No.	Name	Designation	Position in the Committee
1.	Samridhi Batra	Non-Executive Independent Director	Chairperson
2.	Gautam Jindal	Non-Executive Independent Director	Member
3.	Pankaj Setia	Managing Director	Member

Scope and terms of reference:

The Corporate Social Responsibility Committee shall be authorized to perform the following functions:

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 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

b. formulate and recommend an annual action plan in pursuance of its Corporate Social Responsibility Policy which shall list the projects or programmes undertaken, manner of execution of such projects, modalities of utilisation of funds, monitoring and reporting mechanism for the projects;

c. identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

d. delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

e. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);

f. monitor the corporate social responsibility policy of the Company and its implementation from time to time; and

g. to perform such other functions or responsibilities and exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act, 2013, as amended and the rules framed thereunder.

h. to provide assistance to the Board to ensure that our Company spends towards the corporate social responsibility activities in every fiscal, such percentage of average net profit/ amount as may be prescribed in the Companies Act, 2013;

i. to provide explanation to the Board if the Company fails to spend the prescribed amount within the financial year.

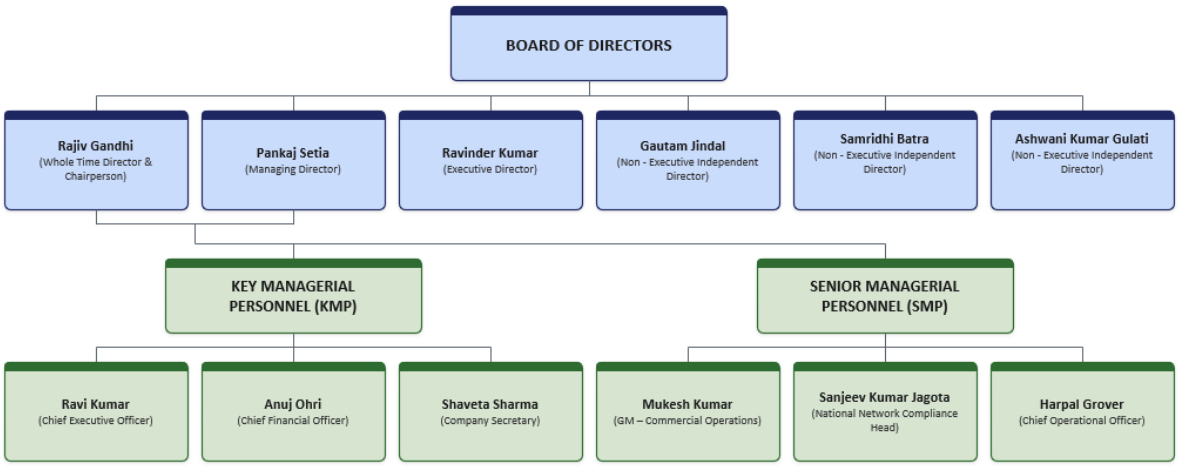
Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

IPO Committee

The IPO Committee was constituted by a resolution passed by our Board dated September 01, 2026. The IPO Committee currently comprises of:

Sr. No.	Name	Designation	Position in the Committee
1.	Rajiv Gandhi	Whole-Time Director	Member
2.	Pankaj Setia	Managing Director	Member
3.	Samridhi Batra	Non-Executive Independent Director	Member

Management Organization Chart



Note: KMP – Key Managerial Personnel | SMP – Senior Managerial Personnel

Key Managerial Personnel and Senior Management

Key Managerial Personnel

The details of the Key Managerial Personnel, as of the date of this Draft Red Herring Prospectus are as follows:

In addition to, Rajiv Gandhi, our Chairperson and Whole-Time Director and Pankaj Setia, our Managing Director, whose details are provided in "*Brief Profiles of our Directors*" above, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below:

Ravi Kumar is the Chief Executive Officer of our Company. He has been associated with our Company since December 24, 2025 in the capacity of a professional consultant. Thereafter, he was appointed as the Chief Executive Officer on August 10, 2026. His key responsibilities includes providing strategic leadership, developing business opportunities, ensuring efficient execution, overseeing finance and commercial operations, leading human resources, maintaining corporate governance and regulatory compliance, and representing the Company before key stakeholders in the telecom industry. He holds a bachelor's degree in technology in mechanical engineering from the Kurukshetra University and post graduate diploma in marketing management from Indira Gandhi National Open University. Prior to joining our Company, he was associated with Government Institute of Engineering, Sonepat, Department of Science and Technology, Haryana, National Fertilizers Limited, Indraprastha Gas Limited and Reliance Industries Limited. He has over 22 years of experience in operations & maintenance . In Fiscal 2026, he was not paid any remuneration.

Anuj Ohri is the Chief Financial Officer of our Company. He has been associated with our Company since August 10, 2026. His key responsibilities in our Company includes managing the financial operations, developing and implementing financial strategies, monitoring working capital to ensure effective financial planning, control, compliance and financial stability. He holds a bachelor's degree in commerce from Panjab University. He is a fellow member of the Institute of Chartered Accountants of India. Prior to joining our Company, he was associated with Reliance Communications Limited, Indus Towers Limited, Reliance Jio Infocomm Limited, ATC Telecom Infrastructure Private Limited, Altruist Technologies Pvt Ltd, Quadrant Televentures Limited and Finvasia Securities Private Limited. He has over 18 years of experience in the financial services sector. In Fiscal 2026, he was not paid any remuneration.

Shaveta Sharma is the Company Secretary of our Company. She has been associated with our Company since August 10, 2026. Her key responsibilities in our Company includes ensuring compliance with the applicable provisions of the Companies Act, 2013, SEBI Regulations and other corporate laws governing the Company, convening and coordinating Board Meetings, Committee Meetings, and General Meetings, maintaining and updating statutory registers, records and returns. She holds a bachelors' degree in commerce and law from Panjab University. She is a fellow member of the Institute of Company Secretaries of India. Prior to joining our Company, she was associated with James Hotels Limited, Punjab State Industrial Development Corporation Limited, Punjab Infrastructure Development Board, Indo Farm Equipment Limited and Chandigarh Smart City Limited. She has over 15 years of experience in corporate governance, legal compliance, and strategic advisory roles. In Fiscal 2026, she was not paid any remuneration.

Senior Management

In addition to our Chief Executive Officer, who is also our Key Managerial Personnel and whose details have been disclosed above, the details of our Senior Management as on the date of this Draft Red Herring Prospectus are set forth below:

Mukesh Kumar is the General Manager, Commercial Operations of our Company. He has been associated with our Company since December 02, 2013. His key responsibilities includes leading the commercial operations. He holds a diploma in electronics & communication engineering from Government Polytechnic, Himachal Pradesh and bachelor's degree in commerce from the IEC University. Prior to joining our Company, he was associated with Reliance Communications Limited as operation support engineer. He has over 14 years of experience in the telecom & infrastructure sector. In fiscal 2026, he has received a gross remuneration of ₹ 0.88 million.

Harpal Grover is the Chief Operation Officer of our Company. He has been associated with our Company since December 27, 2017. His key responsibilities includes providing strategic leadership and operational direction for all telecom operation & maintenance projects. He holds a diploma in electronics & communications engineering from the Punjab State Board of Technical Education and Industrial Training. He holds bachelor's degree in electronics & instrumentation engineering from the Punjab Technical University. Prior to joining our Company, he was associated with Reliance Communications as deputy manager and Essjay Ericsson Private Limited as specialist. He has over 15 years of experience in telecom infrastructure management. He has not received any remuneration in his capacity as Chief Operating Officer during Fiscal 2026.

Sanjeev Kumar Jagota is the National - Network Compliance Head for NHQ Team of our Company. He has been associated with our Company since May 01, 2023. He holds a bachelor's degree in engineering in electrical & electronics from Karnataka University. He key responsibilities includes leading and governing nationwide compliance of preventative maintenance and corrective maintenance activities across all telecom infrastructure. Prior to joining our company, he was

associated with Auro Spinning Mills, Torrent Pharmaceuticals Limited, Pidilite Industries Limited, Reliance Next Link Private Limited, Essjay Ericsson Private Limited and Netizen Engineering Private Limited. He has over 24 years of experience in maintenance and utilities management. In Fiscal 2026, he received a gross remuneration of ₹ 2.02 million.

Status of Key Managerial Personnel and Senior Management

All of our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel or Senior Management are party to any bonus or profit-sharing plan of our Company as on the date of this Draft Red Herring Prospectus.

Shareholding of Key Managerial Personnel and Senior Management in our Company

Other than as provided under "*Capital Structure – Shareholding of the Directors, Key Managerial Personnel and Senior Management in the Company*" none of our Key Managerial Personnel or Senior Management holds any Equity Shares as on the date of this Draft Red Herring Prospectus.

Service contracts with Key Managerial Personnel and Senior Management

Our Company has not entered into any service contracts, pursuant to which its Key Managerial Personnel or Senior Management are entitled to benefits upon termination of employment.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable at a later date to our Key Managerial Personnel and Senior Management which accrued in Fiscal 2026.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of the Key Managerial Personnel or Senior Management of our Company has been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Interest of Key Managerial Personnel and Senior Management

In addition to the details as provided in "*– Terms of appointment of our Executive Director*" beginning on page 274 of this Draft Red Herring Prospectus with respect to our Chairperson, Managing Director and Executive Director, none of our Key Managerial Personnel or Senior Management has any interest in our Company except to the extent of their remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them in the ordinary course of business and equity shares held by them.

Changes in Key Managerial Personnel or Senior Management during the last three years

Other than the changes in our Directors, as disclosed under "*Our Management - Changes to our Board in the last three years*" above, following are the changes in our Key Managerial Personnel or Senior Management in the three years immediately preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name	Date	Reason
1.	Himanshu Ranga	August 31, 2025	Appointed as Company Secretary
2.	Mukesh Kumar	November 1, 2025	Re-designated as General Manager
3.	Harpal Grover	April 1, 2026	Re-designated as Chief Operating Officer
4.	Ravi Kumar	December 24, 2025	Appointed as Chief Executive Officer
5.	Anuj Ohri	August 10, 2026	Appointed as Chief Financial Officer
6.	Himanshu Ranga	August 10, 2026	Resigned as Company Secretary
7.	Shaveta Sharma	August 10, 2026	Appointed as Company Secretary

Attrition of Key Managerial Personnel and Senior Management vis-à-vis industry

The rate of attrition of our Key Managerial Personnel is not high in comparison to the industry in which we operate.

Employee stock option and stock purchase schemes

Our Company does not have any Employee Stock Option Scheme and Employee Stock Purchase Scheme.

Payment or benefit to Key Managerial Personnel and Senior Management of our Company

No amount or benefit has been paid or given to any officer of our Company within the three years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

Conflict of Interest

There is no conflict of interest between the suppliers of raw materials and third-party service providers of our Company (crucial for operations of our Company) and the Key Managerial Personnel.

There is no conflict of interest between the lessors of the immovable properties of our Company (crucial for operations of our Company) and the Key Managerial Personnel.

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OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Rajiv Gandhi and Pankaj Setia.

As on date of this Draft Red Herring Prospectus, our Promoter, Rajiv Gandhi holds 11,879,640 Equity Shares in our Company, representing 44.18 % of the pre-Offer paid-up Equity Share capital of our Company.

Further, as on date of this Draft Red Herring Prospectus, our Promoter, Pankaj Setia holds 11,879,640 Equity Shares in our Company, representing 44.18 % of the pre-Offer paid-up Equity Share capital of our Company.

For details, see "*Capital Structure –Build-up of Promoters' shareholding and Lock-in of Promoters' Shareholding and Lock-in of other Equity Shares*" on page 82.

Details of our Promoters

	***Rajiv Gandhi***, aged 53 years, is one of our Promoters and is also the Whole-Time Director and Chairperson of our Company. He is an Indian national. ***Date of Birth***: December 5, 1972 ***Permanent account number***: ADIPG7891E For the complete profile of Rajiv Gandhi, along with details of his educational qualifications, professional experience, position/posts held in the past and directorships held, business and financial activities, other ventures and special achievements, please see "*Our Management – Brief Profiles of our Directors*" on page 273.
	***Pankaj Setia***, aged 52 years, is one of our Promoters and is also the Managing Director of our Company. He is an Indian national. ***Date of Birth:*** December 15, 1973 ***Permanent account number***: AKCPS0142B For the complete profile of, along with details of his educational qualifications, professional experience, position/posts held in the past and directorships held, business and financial activities, other ventures and special achievements, please see "*Our Management – Board of Directors*" on page 273.

Our Company confirms that the permanent account numbers, bank account numbers, passport numbers, Aadhaar card numbers and driving license numbers of our Promoters, to the extent applicable, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Change in the management and control of our Company

Inderjit Kaur and Adarsh Jot are the original promoters of our Company. However, Inderjit Kaur and Adarsh Jot transferred 10,000 Equity Shares aggregation to 100% of the paid up Equity Share Capital of our Company to Rajiv Gandhi and Pankaj Setia on May 31, 2011, pursuant to which Rajiv Gandhi and Pankaj Setia are the promoters of our Company.

There has been no change in control of our Company in the five years preceding the date of this Draft Red Herring

Prospectus.

Interests of our Promoters

i. Our Promoters are interested in our Company to the extent (i) that they are the Promoters of our Company; (ii) to the extent of their respective shareholding in our Company, their directorship in our Company and the dividends payable, if any and any other distributions in respect of their respective shareholding in our Company or the shareholding of their relatives in our Company. For details of the shareholding of our Promoters in our Company, see "*Capital Structure – Notes to Capital Structure – History of build-up of Promoter' shareholding and lock-in of Promoter' shareholding – Build-up of Promoter' shareholding in our Company*" on page 82

ii. Our Promoters who are also Directors of our Company, may be deemed to be interested in the terms of their appointment as such, including in relation to benefits, remuneration, reimbursement of expenses, etc., payable to them, if any, in their capacity as Directors by our Company, as applicable. For further details, see "*Our Management*" on page 271.

iii. Our Promoters may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by our Company with any company which is promoted or controlled by them, in which they hold shares or in which they are a member or in the case of Rajiv Gandhi and Pankaj Setia in which they hold directorships or any partnership firm in which they are partner. For further details, please see "*Related party transactions*" and "*History and Certain Corporate Matters – Details of the shareholders' agreement and other material agreements*" on pages 64 and 263, respectively.

iv. No sums has been paid or agreed to be paid to our Promoters or to the firms or companies in which our Promoters are interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify them as directors or otherwise for services rendered by such Promoters or by such firms or companies in connection with the promotion or formation of our Company.

Interest in property, land, construction of building and supply of machinery

Except as disclosed below and as disclosed in "*Restated Financial Information – Note 4*" on page 293, our Promoters do not have an interest in any property acquired by our Company during the three preceding years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Payment or benefits to Promoters or Promoter Group

Except as disclosed herein and as stated in "*Restated Financial Information – Note 36*" and *"Our Management- Terms of Appointment of the Executive Directors of our Company"* on pages 293 and 274, respectively, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoters have disassociated in the last three years

Our Promoters have not dissociated themselves from any companies or firms in the three years preceding the date of this Draft Red Herring Prospectus.

Material guarantees given by our Promoter to third parties with respect to Equity Shares

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

There is no conflict of interest between our Promoters and members of our Promoter Group and lessors of immovable properties of our Company (which are crucial for the operations of our Company).

There is no conflict of interest between the suppliers of raw materials and third-party service providers of our Company (which are crucial for the operations of our Company) and our Promoters and Promoter Group.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of our Promoter Group
The natural persons who are part of our Promoter Group, other than our Promoters, are as follows.

Name of the Promoter	Name of member of our Promoter Group	Relationship with our Promoter
Rajiv Gandhi	Ritu Gandhi	Spouse
	Nitu Kumar	Sister
	Seema Narang	Sister
	Tanya Gandhi	Daughter
	Kavya Gandhi	Daughter
	Adhvan Gandhi	Son
	Prem Lata Dhingra	Spouse's Mother
	Rajiv Dhingra	Spouse's Brother
	Archana Mehta	Spouse's Sister
Pankaj Setia	Om Parkash Setia	Father
	Santosh Setia	Mother
	Gurpreet Setia	Spouse
	Anupam Setia	Sister
	Sudhir Setia	Brother
	Udaiveer Setia	Son
	Yudhveer Setia	Son
	Chandeep Singh Sawhney	Spouse's Brother
	Navneet Kaur	Spouse's Sister
	Jasgeet Kaur	Spouse's Sister

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group, are as follows:

Sr. No.	Name of Entities	Nature
1.	Preferrack	Partnership Firm
2.	Dystinction Technologies Private Limited	Private Company
3.	SB Infracon	Partnership Firm

DIVIDEND POLICY

The dividend distribution policy of our Company was approved and adopted by our Board on September 23, 2026 ("**Dividend Policy**"). In terms of the Dividend Policy, the declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable laws including the Companies Act, read with the rules notified thereunder, each as amended.

Our Company may declare dividend out of the profits of our Company for the year or out of the profits for any previous year or years or out of the free reserves available for distribution of dividend, after having due regard to the parameters, including but not limited to profits of the Company, past dividend pattern, major capital expenditure to be incurred by the Company, cash flow requirements of the Company, debt-equity ratio of the Company, cost of borrowing of the Company, keeping in view the growth opportunities, debt obligations of the Company, investments in new business, provisioning for financial implications arising out of unforeseen events and/or contingencies, reputation of the Company, restrictions/covenants if any, contained in any lender agreements or any other arrangement or agreement entered into by the Company, prospective growth opportunities/threats/concerns of the Company, inadequacy or absence of profits and higher working capital requirements for business operations of the Company. Additionally, we may retain all our future earnings, if any, for growth, expansion and diversification including acquisitions to be made by it, and also as a means to meet contingency. In addition, the ability of our Company to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our funding requirements for our business activities. For details in relation to risks involved in this regard, see "*Risk Factors - Our Company has not paid dividends during the last three. There can be no assurance that our Company will be in a position to pay dividends in the future. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flow*" on page 50.

Our Company may from time to time, pay interim dividends. Our past practices in relation to declaration of dividend and or the amount of dividend paid is not necessarily indicative of our future dividend declaration. There is no guarantee that any dividends will be declared or paid on Equity Shares or with any frequency, in the future. Our Company has not declared and paid any dividends on the Equity Shares during Fiscal 2026, 2025 and 2024 until the date of this Draft Red Herring Prospectus.

SECTION V: FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

Sr. No	Particulars	Page Nos.
2.	Restated Financial Statement	F- 1 to F- 51

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

The Board of Directors
S. G. Encon Limited
S C O 41-42, Cabin No. 38,
1st Floor, Sector 11, Panchkula,
Haryana – 134 109

Dear Sirs,

1. This report is issued in accordance with the terms of our agreement dated September 26, 2026.
2. We **Dhillon & Associates**, Chartered Accountants have examined, the attached Restated Financial Information of S. G. Encon Limited (the **"Company"** or the **"Issuer"**, comprising of:
    a. The "Restated Statement of Assets and Liabilities" of the Company as at March 31, 2026, March 31, 2025, March 31, 2024 under Indian Accounting Standard (**"Ind AS"**);
    b. The "Restated Statement of Profit and Loss" (including other comprehensive income) of the Company for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 under Ind AS;
    c. The "Restated Statement of Cash Flows" of the Company for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 under Ind AS;
    d. The "Restated Statement of Changes in Equity" for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 under Ind AS;
    e. The "Material Accounting Policies to the Restated Financial Information" for the years ended March 31, 2026, March 31, 2025 and March 31, 2024 under Ind AS;
    f. The "Notes to Restated Financial Information" of the Company for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 under Ind AS;
    g. The Statement of Adjustments to the Audited Financial Statement for the year ended March 31, 2026 and Audited Special Purpose Financial Statements for the year ended March 31, 2025 and March 31, 2024 under Ind AS;

    (hereinafter together referred to as the **"Restated Financial Information"**), for the purpose of inclusion in the draft red herring prospectus (**"DRHP"**) prepared by the Company in connection with its proposed initial public offer (**"IPO"**) of equity shares of face value of ₹ 10 each of the Company (**"Equity Shares"**) comprising of fresh issue of Equity Shares. The Restated Financial Information which has been approved by the Board of Directors of the Company at their meeting held on September 23, 2026 have been prepared by the Company in connection with its IPO prepared in terms of the requirements of:

    a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the **"Act"**), as amended from time to time;

    b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"ICDR Regulations"**); 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"**).

Management's Responsibility for the Restated Financial Information

3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India (**"SEBI"**), the stock exchanges where the equity shares of the Company are proposed to be listed on BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") and the Registrar of Companies, Delhi and Haryana ("ROC"), in connection with the proposed IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Note 2.1 to the Restated Financial Information.

    The responsibility of the Company's Board of Directors includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

Auditor's Responsibilities

4. We have examined such Restated Financial Information taking into consideration:
   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated September 23, 2026 in connection with the proposed IPO of equity shares of the Company;
   b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
   d) The requirements of Section 26 of the Act, the ICDR Regulations.

   Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO.

5. These Restated Financial Information has been compiled by the management from:
   a) The audited statutory purpose Ind AS financial statements as at and for the year ended March 31, 2026, prepared in accordance with the Ind AS, as prescribed under section 133 of the Act with Companies (Indian Accounting Standards) Rules 2015, as amended, and other recognized accounting practices and policies generally accepted in India including requirements of the Act. These statutory purpose Ind AS financial statements for year ended March 31, 2026 were approved by the Board of Directors of the Company at their meeting held on July 29, 2026.
   b) The audited special purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2025, prepared in accordance with Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other recognized accounting practices and policies generally accepted in India, and presentation requirements of Schedule III of the Act, including the requirements of the Act except for presentation and disclosure requirements relevant for the comparative period has not been provided and after taking into consideration the requirements of the general directions issued by SEBI on October 2021 ('SEBI Communication') through the Association of Investment Banker of India. The special purpose Ind AS financial statements for the year ended March 31, 2024 were approved by the Board of Directors on July 29, 2026.
   c) The audited special purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2024, prepared in accordance with Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other recognized accounting practices and policies generally accepted in India, and presentation requirements of Schedule III of the Act, including the requirements of the Act except for presentation and disclosure requirements relevant for the comparative period has not been provided and after taking into consideration the requirements of the general directions issued by SEBI on October 2021 ('SEBI Communication') through the Association of Investment Banker of India. The special purpose Ind AS financial statements for the year ended March 31, 2024 were approved by the Board of Directors on July 29, 2026.

   The special purpose Ind AS financial statements for the years ended March 31, 2025 and March 31, 2024 have been prepared using the financial statements which were earlier prepared in accordance with Accounting Standards prescribed under section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021, and other accounting principles generally accepted in India (hereinafter referred to as 'India GAAP financial statements' for the respective aforementioned periods, being the applicable financial reporting framework of the Company for such periods. The said audited Indian GAAP financial statements have been adjusted for the differences in the accounting principles on transition to Ind AS, as per the requirements of Ind AS 101, First time adoption of Indian Accounting Standards (Ind AS 101). Such audited Indian GAAP financial statements for the years ended March 31, 2025 and March 31, 2024 were approved by the Board of Directors at their meeting held on September 2, 2025 and September 5, 2024 respectively.

   As at and for the year ended March 31, 2025 and March 31, 2024 included in these Special Purpose Financial Statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2021, specified under Section 133 and other relevant provisions of the Act audited by us 'Dhillon & Associates' having firm registration no. 002783N who have issued an unmodified audit opinion vide audit report dated September 2, 2025 for the year ended March 31, 2025 and

have issued an unmodified audit opinion vide audit report dated September 5, 2024 for the year ended March 31, 2024.

6. For the purpose of our examination, we have relied on:
    a) Auditor's report issued by us dated July 29, 2026 on the Financial Statements of the Company as at and for the period ended March 31, 2026 as referred in Paragraph 5 above.
    b) Auditor's report issued by us dated July 29, 2025 on the Special Purpose Ind AS financial statements of the Company as at and for the years ended March 31, 2025 and March 31, 2024, respectively as referred in Paragraph 5 above.
    c) Auditor's reports issued by us dated, September 2, 2025 and September 05, 2024 on the audited previous GAAP Financial Statements of the Company as at and for the years ended March 31, 2025, March 31, 2024, respectively, as referred in Paragraph 5 above.

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

Opinion

8. Based on our examination and according to the information and explanations given to us for the respective years as mentioned in paragraph 5 and 6 above, we report that the Restated 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, 2025 and March 31, 2024 to reflect the same accounting treatment as per the accounting policies and Companying/classifications followed as at and for the year ended March 31, 2026.
    b) does not contain any qualifications which requires financial adjustments. However, qualifications in the Auditors Report and Annexure to the Auditors' Report issued under Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, as applicable, on the financial statements for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, which do not require any corrective adjustments in the Restated Financial Information have been disclosed in Note 55 to the Restated Financial Information; and
    c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. The Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Special Purpose Audited Financial Statements and audited financial statements mentioned in paragraph 5 above except which is mentioned in Note 49(xii) of Restated Financial Information.

10. 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

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Restriction on Use

12. Our report is intended solely for use of the Board of Directors of the Company for inclusion in the DRHP to be filed with SEBI, the Stock Exchanges and the Registrar of Companies in connection with the proposed IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Dhillon & Associates
Chartered Accountants
Firm's Registration Number: 002783N

Rajesh Malhotra
Partner
Membership Number: 090661
UDIN: 26090661KZPYVG4870

Place: Chandigarh
Date: September 23, 2026

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S. G. Encon Limited

Annexure I - Restated Statement of Assets & Liabilities **(₹ in million, unless otherwise stated)**

Particulars	Note	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
I ASSETS				
Non-current assets				
Property, plant and equipment	3	40.01	43.54	47.91
Investment property	4	21.96	21.96	21.96
Intangible assets	5	0.16	-	-
Right of use assets	6	2.24	2.09	2.14
Financial assets				
-Other financial assets	7	67.32	71.69	24.75
Deferred tax asset (net)	34(c)	7.33	7.47	5.35
Income tax asset (net)	8	8.28	20.25	5.91
Total non-current assets		**147.30**	**167.00**	**108.02**
Current assets				
Financial assets				
-Trade receivables	9	577.78	529.25	496.88
-Cash and cash equivalents	10	134.46	30.01	76.24
-Bank balances other than cash & cash equivalents	11	-	-	-
-Other financial assets	12	0.14	0.36	0.01
Other current assets	13	540.76	341.77	172.28
Total current assets		**1,253.14**	**901.39**	**745.41**
Total assets		**1,400.44**	**1,068.39**	**853.43**
II EQUITY AND LIABILITIES				
Equity				
Equity share capital	14	44.81	40.00	40.00
Other equity	15	907.36	482.64	338.60
Total equity		**952.17**	**522.64**	**378.60**
Liabilities				
Non-current liabilities				
Financial liabilities				
-Borrowings	16	33.81	46.19	61.81
-Lease liabilities	17	0.69	0.79	0.64
Provisions	18	29.82	37.32	28.92
Total non-current liabilities		**64.32**	**84.30**	**91.37**
Current liabilities				
Financial liabilities				
-Borrowings	16	51.77	91.47	77.28
-Lease liabilities	17	1.65	1.41	1.66
-Trade payables	19			
Total outstanding dues of micro and small enterprises		26.83	39.98	26.94
Total outstanding dues of other creditors		93.08	127.10	95.20
-Other financial liabilities	20	127.38	127.83	117.56
Other current liabilities	21	73.14	70.75	62.75
Provisions	22	10.10	2.91	2.07
Current tax liabilities (net)	23	-	-	-
Total current liabilities		**383.95**	**461.45**	**383.46**
Total liabilities		**448.27**	**545.75**	**474.83**
Total equity and liabilities		**1,400.44**	**1,068.39**	**853.43**

The above Statement should be read with Annexure V- Material accounting policies to restated financial information, Annexure VI - Notes to Restated financial information and Statement of Restatement Adjustment to Audited financial statements.

This is the Restated Statement of Assets and Liabilities referred to in our report of even date.

For Dhillon & Associates
Chartered Accountants
Firm's Registration Number: 002783N

For and on behalf of Board of Directors of
S. G. Encon Limited (Formerly known as "S. G. Encon Private Limited")
CIN-U45208HR2008PLC037614

Rajesh Malhotra
Partner
Membership No.: 090661

Rajiv Gandhi
Chairman & Whole Time Director
DIN: 03445578

Pankaj Setia
Managing Director
DIN: 03463323

Anuj Ohri
Chief financial officer
Membership No.: 503241

Shaveta Sharma
Company Secretary & Compliance Officer
Membership No.: A23537

Place: Chandigarh
Date: September 23, 2026
UDIN: 26090661KZPYVG4870

Place: Chandigarh
Date: September 23, 2026

Place: Chandigarh
Date: September 23, 2026

S. G. Encon Limited

Annexure II - Restated Statement of Profit & Loss **(₹ in million, unless otherwise stated)**

Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
INCOME:				
Revenues from Operations	24	2,869.68	2,760.82	2,338.87
Other Income	25	6.72	3.39	32.79
Total Income		**2,876.40**	**2,764.21**	**2,371.66**
EXPENSES:				
Cost of construction materials consumed	26	46.99	39.04	50.00
Construction & operating expenses	27	720.62	678.12	506.41
Employee benefits expense	28	1,692.78	1,728.27	1,562.65
Finance costs	29	17.81	22.74	19.57
Depreciation and amortisation expense	30	5.78	6.78	6.38
Other expenses	31	100.31	106.99	98.88
Total expenses		**2,584.29**	**2,581.94**	**2,243.89**
Profit before tax		**292.11**	**182.27**	**127.77**
Tax expense				
- Current tax	32	65.87	46.59	39.50
-Deferred tax charge/(credit)	33	(2.61)	(3.69)	(3.56)
Total tax expense		**63.26**	**42.90**	**35.94**
Profit/(Loss) for the year		**228.85**	**139.37**	**91.83**
Other comprehensive income				
(A) Items that will not be reclassified to statement of profit and loss				
a) Remeasurement gain/(loss) on defined benefit plans		10.93	6.24	19.26
b) Income tax effect on (a) above		(2.75)	(1.57)	(4.85)
(B) Items that will be reclassified to statement of profit and loss		-	-	-
Other Comprehensive Income for the year (net of tax)		**8.18**	**4.67**	**14.41**
Total comprehensive income for the year		**237.03**	**144.04**	**106.24**
Earnings per equity share	39			
Basic and diluted earnings per equity share (face value of shares ₹ 10 each (In ₹)		**9.11**	**5.81**	**3.83**

The above Statement should be read with Annexure V- Material accounting policies to restated financial information, Annexure VI - Notes to Restated financial information and Statement of Restatement Adjustment to Audited financial statements.

This is the Restated Statement of Profit & Loss referred to in our report of even date.

For Dhillon & Associates
Chartered Accountants
Firm's Registration Number: 002783N

For and on behalf of Board of Directors of
S. G. Encon Limited (Formerly known as "S. G. Encon Private Limited")
CIN-U45208HR2008PLC037614

Rajesh Malhotra
Partner
Membership No.: 090661

Rajiv Gandhi
Chairman & Whole Time Director
DIN: 03445578

Pankaj Setia
Managing Director
DIN: 03463323

Anuj Ohri
Chief financial officer
Membership No.: 503241

Shaveta Sharma
Company Secretary & Compliance Officer
Membership No.: A23537

Place: Chandigarh
Date: September 23, 2026
UDIN: 26090661KZPYVG4870

Place: Chandigarh
Date: September 23, 2026

Place: Chandigarh
Date: September 23, 2026

S. G. Encon Limited

Annexure III - Restated Statement of Changes in Equity **(₹ in million, unless otherwise stated)**

a) Equity share capital

Particulars	No. of shares	Amount
Balance as at March 31, 2023	**4,000,000**	**40.00**
Changes in equity share capital during the year	-	-
Balance as at March 31, 2024	**4,000,000**	**40.00**
Changes in equity share capital during the year	-	-
Balance as at March 31, 2025	**4,000,000**	**40.00**
Changes in equity share capital during the year	481,250	4.81
Balance as at March 31, 2026	**4,481,250**	**44.81**

b) Other equity

Particulars	Reserves & surplus		Total
	Securities premium	Retained earnings	
Balance as at March 31, 2023	**-**	**232.36**	**232.36**
Issue of shares	-	-	-
Restated profit/(loss) for the year	-	91.83	**91.83**
Other comprehensive income			
Remeasurement of the net defined benefit plan gain/(loss) (net of tax)	-	14.41	**14.41**
Balance as at March 31, 2024	**-**	**338.60**	**338.60**
Issue of shares	-	-	-
Restated profit/(loss) for the year		139.37	**139.37**
Other comprehensive income			**-**
Remeasurement of the net defined benefit plan gain/(loss) (net of tax)	-	4.67	**4.67**
Balance as at March 31, 2025	**-**	**482.64**	**482.64**
Issue of shares	187.69	-	**187.69**
Restated profit/(loss) for the year	-	228.85	**228.85**
Other comprehensive income			**-**
Remeasurement of the net defined benefit plan gain/(loss) (net of tax)	-	8.18	**8.18**
Balance as at March 31, 2026	**187.69**	**719.67**	**907.36**

Notes:

Securities premium

Securities premium is used to record the premium received on issue of shares. The reserve can be utilised only for limited purpose such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013

Retained earnings

Retained earnings represents the amount that can be distributed by the company as dividends considering the requirements of the Companies'Act, 2013. Remeasurements of definedbenefit liability/ (asset) comprises actuarial gains and losses and return on plan assets (excluding interest income). These will not be reclassified to Restated Statement of Profit and Loss subsequently.

Other Comprehensive Income

Other Comprehensive Income (OCI) includes all those items of income and expense (including reclassification adjustments) that are not recognized in profit or loss as required or permitted by Indian Accounting Standards (Ind AS).

The above Statement should be read with Annexure V- Material accounting policies to restated financial information, Annexure VI - Notes to Restated financial information and Statement of Restatement Adjustment to Audited financial statements.

This is the restated statement of changes in equity referred to in our report of even date

For Dhillon & Associates
Chartered Accountants
Firm's Registration Number: 002783N

For and on behalf of Board of Directors of
S. G. Encon Limited (Formerly known as "S. G. Encon Private Limited")
CIN-U45208HR2008PLC037614

Rajesh Malhotra
Partner
Membership No.: 090661

Rajiv Gandhi
Chairman & Whole Time Director
DIN: 03445578

Pankaj Setia
Managing Director
DIN: 03463323

Anuj Ohri
Chief financial officer
Membership No.: 503241

Shaveta Sharma
Company Secretary & Compliance Officer
Membership No.: A23537

Place: Chandigarh
Date: September 23, 2026
UDIN: 26090661KZPYVG4870

Place: Chandigarh
Date: September 23, 2026

Place: Chandigarh
Date: September 23, 2026

S. G. Encon Limited

Annexure IV - Restated Cash Flow Statement **(₹ in million, unless otherwise stated)**

	Particulars		Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
I	**Cash flow from/(used in) operating activities**				
	Profit /(loss) before tax		292.11	182.27	127.77
	Adjustment for:				
	Interest income		(4.55)	(2.89)	(3.99)
	Interest expense		17.81	22.74	19.57
	Depreciation and amortisation expense (including right-of-use assets)		5.78	6.78	6.38
	Expected credit loss/(reversal) on financial assets		0.29	(0.04)	1.44
	Operating cash flows before working capital changes		**311.44**	**208.86**	**151.17**
	Changes in working capital:				
	Adjustments for (increase) / decrease in operating assets:				
	Trade receivables		(48.82)	(32.33)	(191.43)
	Other financial assets		4.59	(47.29)	56.28
	Other current assets		(198.99)	(169.49)	557.29
	Adjustments for increase / (decrease) in operating liabilities:				
	Trade payables		(47.17)	44.94	(5.59)
	Provisions		10.62	15.48	14.51
	Other current liabilities		2.39	8.00	23.19
	Other financial liabilities		1.47	12.05	(580.48)
	Cash generated from /(used in) operations		**35.53**	**40.22**	**24.94**
	Income taxes paid (net)		(53.90)	(60.93)	(53.68)
	Net cash flow from operating activities	**(A)**	**(18.37)**	**(20.71)**	**(28.74)**
II	**Cash flow from investing activities**				
	Purchase of property, plant and equipment (including intangible assets, capital advances, capital work in process)		(2.56)	(2.36)	(2.49)
	Sale of property, plant and equipment (including intangible assets, capital advances, capital work in process)		-	-	-
	Investment of fixed deposits (net)		-	-	-
	Redemption of fixed deposits (net)		-	-	-
	Interest received		4.55	2.89	3.99
	Cash generated from / (used in) investing activities	**(B)**	**1.99**	**0.53**	**1.50**
III	**Cash flow from financing activities**				
	Proceeds from long term borrowings (net)		-	-	9.25
	Repayment of long term borrowings (net)		(12.38)	(15.62)	-
	Proceeds from short term borrowings (net)		-	14.19	58.31
	Repayment of short term borrowings (net)		(39.70)	-	-
	Interest paid on lease liability		(0.18)	(0.21)	(0.23)
	Repayment towards lease liabilities (net)		(1.78)	(1.88)	(1.32)
	Proceeds from issue of share capital (net)		192.50	-	-
	Interest paid		(17.63)	(22.53)	(19.34)
	Cash generated from /(used in) financing activities	**(C)**	**120.83**	**(26.05)**	**46.67**
	Net increase/(decrease) in cash and cash equivalents	**(A+B+C)**	**104.45**	**(46.23)**	**19.43**
	Cash and cash equivalent at beginning of the year		**30.01**	**76.24**	**56.81**
	Cash and cash equivalent at end of the year		**134.46**	**30.01**	**76.24**
	Net increase/(decrease) as disclosed above		**104.45**	**(46.23)**	**19.43**

Notes:

The above statement of cash flows has been prepared under the "indirect method" as set out in 'Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows'.

2. Cash and cash equivalents as per above comprise of the following:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Cash on hand	4.35	3.25	7.66
Balances with bank - current accounts	130.11	26.76	68.58
Cheques in hand	-	-	-
Balances with bank - deposit accounts with original maturity less than three months	-	-	-
Total	**134.46**	**30.01**	**76.24**

3. Reconciliation of Liabilities arising from financing activities

Particulars	As at April 1, 2025	Net Cash Flow	Others	Non cash changes	As at March 31, 2026
Long term borrowings	46.19	(12.38)	-	-	**33.81**
Short term borrowings	91.47	(39.70)	-	-	**51.77**
Lease liability	2.20	(1.96)	0.18	1.92	**2.34**
Particulars	**As at April 1, 2024**	**Net Cash Flow**	**Others**	**Non cash changes**	**As at March 31, 2025**
Long term borrowings	61.81	(15.62)	-	-	**46.19**
Short term borrowings	77.28	14.19	-	-	**91.47**
Lease liability	2.30	(2.09)	0.21	1.78	**2.20**
Particulars	**As at April 1, 2023**	**Net Cash Flow**	**Others**	**Non cash changes**	**As at March 31, 2024**
Long term borrowings	52.56	9.25	-	-	**61.81**
Short term borrowings	18.97	58.31	-	-	**77.28**
Lease liability	2.82	(1.55)	0.23	0.80	**2.30**

The above Statement should be read with Annexure V- Material accounting policies to restated financial information, Annexure VI - Notes to Restated financial information and Statement of Restatement Adjustment to Audited financial statements.

This is the Restated Cash flow Statement referred to in our report of even date.

For Dhillon & Associates
Chartered Accountants
Firm's Registration Number: 002783N

For and on behalf of Board of Directors of
S. G. Encon Limited (Formerly known as "S. G. Encon Private Limited")
CIN-U45208HR2008PLC037614

Rajesh Malhotra
Partner
Membership No.: 090661

Rajiv Gandhi
Chairman & Whole Time Director
DIN: 03445578

Pankaj Setia
Managing Director
DIN: 03463323

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Chief financial officer
Membership No.: 503241

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Company Secretary & Compliance Officer
Membership No.: A23537

Place: Chandigarh
Date: September 23, 2026
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Place: Chandigarh
Date: September 23, 2026

Place: Chandigarh
Date: September 23, 2026

1 Corporate information

S. G. Encon Limited (CIN: U45208HR2008PLC037614) is a company incorporated on February 12, 2008 and domiciled in India. The registered office of the Company is situated at S C O 41-42, Cabin No. 38, 1st Floor, Sector 11, Panchkula, Haryana – 134 109. The Company is engaged in the business of execution of telecom and infrastructure projects, including operation and maintenance services, pipeline installation, construction and interior works for corporate clients. The Company also undertakes industrial, civil, electrical, networking and allied works. The Company specializes in deployment and end-to-end operation and maintenance of fiber networks (Inter-city, Intra-city and FTTx), tower sites and cell sites. It is also involved in telecom network rollouts including 5G networks, fiber networks and construction of tower and cell site infrastructure.

2 Material accounting policies

2.1 Statement of compliance and basis of preparation

The Restated Financial Information of the Company has been specifically prepared for inclusion in the Draft Red Herring Prospectus (the "DRHP"), Red Herring Prospectus (RHP) and the Prospectus to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offer of equity shares ("IPO") of the Company (referred to as the "issuer"). Accordingly, the Restated Financial Information may not be suitable for any other purpose and this report should not be used, referred to or distributed for any other purpose. The Restated Financial Information comprises the Restated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024 the Restated Statement of Profit and Loss including Other Comprehensive Income, the Restated Statement of Changes in Equity and the Restated Statement of Cash Flows and the material accounting policies and explanatory notes to Restated Financial Information for the years ended March 31, 2026, March 31, 2025 and March 31, 2024 (hereinafter collectively referred to as "Restated Financial Information").

These Restated Financial Information have been prepared by the Management of the Company to comply with 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 (the "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 (the "Guidance Note").

The restated financial information have been prepared to comply in all material respects with the Indian Accounting Standards ('Ind AS') as specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the financial statements and other relevant provisions of the Act.

The Restated Financial Information have been compiled by the Management from:

a) The audited statutory purpose Ind AS financial statements as at and for the year ended March 31, 2026, prepared in accordance with the Ind AS, as prescribed under section 133 of the Act with Companies (Indian Accounting Standards) Rules 2015, as amended, and other recognized accounting practices and policies generally accepted in India including requirements of the Act. These statutory purpose Ind AS financial statements for year ended March 31, 2026 were approved by the Board of Directors of the Company at their meeting held on July 29, 2026

b) The audited special purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2025, prepared in accordance with Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other recognized accounting practices and policies generally accepted in India, and presentation requirements of Schedule III of the Act, including the requirements of the Act except for presentation and disclosure requirements relevant for the comparative period has not been provided and after taking into consideration the requirements of the general directions issued by SEBI on October 2021 ('SEBI Communication') through the Association of Investment Banker of India. The special purpose Ind AS financial statements for the year ended March 31, 2024 were approved by the Board of Directors on July 29, 2026

c) The audited special purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2024, prepared in accordance with Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other recognized accounting practices and policies generally accepted in India, and presentation requirements of Schedule III of the Act, including the requirements of the Act except for presentation and disclosure requirements relevant for the comparative period has not been provided and after taking into consideration the requirements of the general directions issued by SEBI on October 2021 ('SEBI Communication') through the Association of Investment Banker of India. The special purpose Ind AS financial statements for the year ended March 31, 2024 were approved by the Board of Directors on July 29, 2026

The special purpose Ind AS financial statements for the years ended March 31, 2025 and March 31, 2024 have been prepared using the financial statements which were earlier prepared in accordance with Accounting Standards prescribed under section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021, and other accounting principles generally accepted in India (hereinafter referred to as 'India GAAP financial statements' for the respective aforementioned periods, being the applicable financial reporting framework of the Company for such periods. The said audited Indian GAAP financial statements have been adjusted for the differences in the accounting principles on transition to Ind AS, as per the requirements of Ind AS 101, First time adoption of Indian Accounting Standards (Ind AS 101). Such audited Indian GAAP financial statements for the years ended March 31, 2025 and March 31, 2024 were approved by the Board of Directors at their meeting held on September 2, 2025 and September 5, 2024 respectively.

The Company has transitioned to Ind AS in the financial year March 31, 2026 and accordingly has prepared financial statements for the year ended March 31, 2026 in accordance with Indian Accounting Standards as specified under Companies (India Accounting Standards) Rules 2015 prescribed by section 133 of the Act using April 1, 2024 as transition date for the statutory requirements under 129 of the Act, in accordance with the roadmap on transition to Ind AS applicable to Companies as announced by the Ministry of Corporate Affairs and specified in Rule 4 of Companies (Indian Accounting Standards) 2015. Such statutory purpose financial statements were approved by the Board of Directors at their meeting held on July 29, 2026

However, in accordance with the general directions issued by the SEBI, the transition date considered for the purpose of Special Purpose Ind AS Financial Statements for the years ended March 31, 2025 and March 31, 2024 is April 1, 2023, which is different from the transition date (i.e., April 01, 2024) adopted by the Company for the preparation of first Ind AS compliant financial statements for the year ended March 31, 2026 under section 129 of the Act. Accordingly, the Company has applied the accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as on April 1, 2023 for these Special Purpose Ind AS financial statements.

The accounting policies have been consistently applied by the Company in preparation of the Restated Financial Information and are consistent with those adopted in the preparation of the statutory purpose Ind AS financial statements as at and for the year ended March 31, 2026, special purpose Ind AS financial statements as at and for the year ended March 31, 2025, March 31, 2024 and March 31, 2023.

The Restated Financial Information does not reflect the impact of any subsequent events or changes in estimates from the respective dates of the Board of Directors meetings held for the adoption of the statutory purpose financial statements for the respective financial years, except for the events mentioned in note 49(xii) to Annexure VI of the Restated Financial Information.

The Restated Financial Information:

(a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and reclassifications retrospectively in the financial years ended March 31, 2025, and March 31, 2024 to reflect the same accounting treatment as per the accounting policies and classifications followed as at year ended March 31, 2026; and

(b) do not require any adjustment for modification as there is no modification in the underlying audit reports. However, those qualifications in the Auditor's report and Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, as applicable, on the financial statements for the years ended March 31, 2026, March 31, 2025 and March 31, 2024 which do not require any corrective adjustments in the Restated Financial Information have been disclosed in note 46 to the Restated Financial Information.

(c) have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.
These Restated Financial Information were approved in accordance with a resolution of the Board of Directors on September 23, 2026

The Restated Financial Statements are presented in Indian Rupees (INR). All amounts have been rounded-off to the nearest million, unless otherwise indicated. Certain amounts that are required to be disclosed and do not appear due to rounding-off are expressed as "0.00"/"-" (less than ₹ ten thousand).

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

2.2 Summary of Material Accounting Policies

The following are the material accounting policies applied by the Company in preparing its Restated Financial Information:

a. Financial Instruments

i. Initial recognition

Financial instruments i.e. Financial Assets and Financial Liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which Company has applied the practical expedient, Company initially measures a financial instrument at its fair value plus transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial instruments at fair value through profit or loss) are added to or deducted from the fair value of the financial instruments. Transaction costs directly attributable to the acquisition of financial instruments assets or financial liabilities at fair value through profit or loss are recognized in profit or loss.

ii. Financial Assets - Subsequent Measurement

The Company subsequently measures all financial assets at amortized cost (amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR) using effective interest method except for financial assets carried at fair value through Profit and Loss (FVTPL) or fair value through other comprehensive income (FVOCI) which are measured at fair value at the end of each reporting period with any gains or losses arising on remeasurement recognized in profit or loss or other comprehensive income respectively. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Under Appendix D to Ind AS 115, Revenue from Contracts with Customers, this arrangement is accounted for based on the nature of the consideration. Financial asset is recorded when the Company has an unconditional right to receive cash or another financial asset from or at the direction of the grantor.

Financial assets at fair value through Other comprehensive income (FVOCI) – Equity Instrument:

Financial assets at FVOCI are initially recognized at transaction value (fair value) and subsequently measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in OCI. Gains and losses on these financial assets are never recycled to profit or loss.

Financial assets at fair Value through Profit and Loss (FVTPL):

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise. Financial assets that are initially recognized at transaction value (fair value) and subsequently measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement are recognised in profit or loss.

iii. Financial Assets - Derecognition

The Company derecognizes financial asset primarily when the right to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass through' arrangement; and either a) the Company has transferred substantially all the risks and rewards of the asset, or b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

iv. Financial Assets - Impairment

At each date of balance sheet, the Company assesses whether a financial asset carried at amortised cost are credit-impaired. The Company applies the expected credit loss (ECL) model for measurement and recognition of impairment losses. The Company follows a simplified approach for recognition of impairment allowance on all trade receivable and/or contract assets and/or deposits. The application of the simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment allowance based on lifetime. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets and recognized in the statement of profit and losses under the head of "Other Expenses".

v. Financial Liabilities – Classification

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

vi. Financial Liabilities - Subsequent Measurement

Loans and borrowings are subsequently measured at amortised cost using Effective Interest Rate (EIR). Gains and losses are recognised in profit or loss through the EIR amortisation process. Amortisation arising on unwinding of the financial liabilities as per EIR is included as a part of Finance Costs in the Statement of Profit and Loss.

Financial liabilities at Fair Value through Profit and Loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities at FVTPL, are measured at fair value at the end of each reporting date. Resultant Gains or losses on fair valuation of financial liabilities are recognized in the statement of profit and loss. The net gain or loss recognized in profit or loss includes any interest paid on the financial liability

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115

vii. Financial Liabilities – Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

viii. Reclassification

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets, such as equity instruments designated at FVTPL or FVOCI and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent.

ix. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Restated Statement of Assets and Liabilities when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

b. Fair values measurement

The Company measures financial instruments at fair values at each balance sheet date.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as quoted financial assets measured at fair value and for non-recurring fair value measurement such as asset under the scheme of business undertaking.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Restated Financial Information are categorised within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement as a whole.

For assets and liabilities that are recognised in the Restated Financial Information on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing 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.

The Company has an established control framework with respect of fair values. This includes a financial reporting team that has overall responsibility for overseeing all significant fair value measurements and reports directly to the Chief Financial Officer.

The financial reporting team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as pricing services, is used to measure fair values, then the financial reporting team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

For the purpose of fair value disclosures, the Company 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.

c. Property, plant and equipment

Land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and impairment. Historical Cost comprises of the purchase price including import duties and non-refundable taxes and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation

Depreciation is recognised so as to expense the cost of assets (other than freehold land) less their residual values over their useful lives, using Straight Line Method (SLM) basis over the estimated useful lives as prescribed under Schedule II of the Act except below property plant and equipment which is based on technical evaluation done by the management and they believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Asset	Management estimate of useful life
Land	Over the life of asset
Office equipment	3-5 years
Computer	3 years
Plant and machinery	3-15 years
Furniture and fixtures	2-10 years
Vehicles	5-10 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions / disposals is provided on a pro-rata basis i.e. from / upto the date on which asset is ready for use / disposed off. Further, assets individually costing ₹ 5,000 or less are depreciated fully in the year of acquisition.

d. Capital work in progress

Cost of assets not ready for intended use, as on balance sheet date is shown as capital work in progress. Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Cost of CWIP comprises direct cost, related incidental expenses, borrowing cost and other directly attributable costs Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as other non-current assets.

e. Intangible assets

Intangible assets including those acquired by the Company are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

On transition to Ind AS, the Company has elected to continue with the carrying value of its intangible assets recognized as at April 1, 2024 measured as per the previous GAAP and use that carrying value as the deemed cost of the intangible assets.

Amortization

Amortization is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method and is included in depreciation and amortization in financial statement.

The estimated useful lives are as follows

Software 3 years

The carrying amount of an intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognised in the Restated Statement of Profit and Loss when the asset is derecognized.

f. Impairment of non-financial assets

The Company assesses at each reporting date, whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicator The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five year For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment loss is reduce from the carrying amounts of the assets of the CGU (or Company of CGUs).

In respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

g. Revenue from contracts with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods and services.

The accounting policies for the specific revenue streams of the Company as summarized below:

i. Engineering, procurement and construction contracts ('EPC')

The Company recognises revenue from engineering, procurement and construction contracts ('EPC') over the period of time, as performance obligations are satisfied over time due to continuous transfer of control to the customer. EPC contracts are generally accounted for as a single performance obligation as it involves complex integration of goods and services.

The performance obligations are satisfied over time as the work progresses. Revenue, where the performance obligation of long-term construction contract is satisfied over time since the Company creates an assets that the customer controls and it has an enforceable right to payment (i.e. right to invoice) for performance completed to date, is recognised in proportion to the stage of completion of the contract. The stage of completion is assessed by reference to surveys of work performed and /or on completion of physical proportion of the contract work. In case of project is at an initial stage then contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. Contract costs are recognised as an expense in the Restated Statement of Profit and Loss in the accounting periods in which the work to which they relate is performed. If the consideration in the contract includes price variation clause or there are amendments in contracts, the Company estimates the amount of consideration to which it will be entitled in exchange for work performed.

Due to the nature of the work required to be performed on many of the performance obligations, the estimation of total revenue and cost of completion is complex, subject to many variables and requires significant judgment. Variability in the transaction price arises primarily due to liquidated damages, price variation clauses, changes in scope, incentives, if any. The Company considers its experience with similar transactions and expectations regarding the contract in estimating the amount of variable consideration to which it will be entitled and determining whether the estimated variable consideration should be constrained. The Company includes estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved.

The estimates of variable consideration are based largely on an assessment of anticipated performance and all information (historical, current and forecasted) that is reasonably available. Progress billings are generally issued upon completion of certain phases of the work as stipulated in the contract.

Billing terms of the over-time contracts vary but are generally based on achieving specified milestones. The difference between the timing of revenue recognised and customer billings result in changes to contract assets and contract liabilities.

For contracts where the aggregate of contract cost incurred to date plus recognised profits (or minus recognised losses as the case may be) exceeds the progress billing, the surplus is shown as contract asset and termed as "Unbilled revenue". For contracts where progress billing exceeds the aggregate of contract costs incurred to-date plus recognised profits (or minus recognised losses, as the case may be), the surplus is shown as contract liability and termed as "Excess of billing over revenue". Amounts received before the related work is performed are disclosed in the Balance Sheet as contract liability and termed as "Advances from customer". The amounts billed on customer for work performed and are unconditionally due for payment i.e. only passage of time is required before payment falls due, are disclosed in the Balance Sheet as trade receivables. The amount of retention money held by the customers pending completion of performance milestone is disclosed as part of contract asset and is reclassified as trade receivables when it becomes due for payment.

Contractual retention amounts billed to customers are generally due upon expiration of the contract period. The contracts resulting in revenue recognised in excess of billings which presented as contract assets on the statement of financial position. Amounts billed and due from customers are classified as receivables on the statement of financial position. The portion of the payments retained by the customer until final contract settlement is not considered a significant financing component since it is usually intended to provide customer with a form of security for Company's remaining performance as specified under the contract, which is consistent with the industry practice. Contract liabilities represent amounts billed to customers in excess of revenue recognised till date. A liability is recognised for advance payments and it is not considered as a significant financing component because it is used to meet working capital requirements at the time of project mobilization stage. The same is presented as contract liability in the statement of financial position.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in Restated Statement of profit and loss in the period in which the circumstances that give rise to the revision become known by management.

For construction contracts the control is transferred over time and revenue is recognised based on the extent of progress towards completion of the performance obligations. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. The percentage of completion was calculated according to the nature and the specific risk of each contract in order to reflect the effective completion of the project. This percentage of completion could be based on technical milestones or as per the contractual terms specified. A construction contract is considered completed when the last technical milestone is achieved, which occurs upon contractual transfer of ownership of the asset.

ii. Sale of Services

Incomes from services rendered are recognised on the completion of the services as per the terms of contract. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts offered by the Company as part of the contract, to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

iii. Income from scrap sales and others

Income from scrap sales and other ancillary sales is recognised when the control over the goods is transferred to the customer

iv. Interest income and insurance claim

Interest income is recognised using the effective interest method in accordance Ind AS 109.
Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

h. Employee benefits

i. Short-term employee benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits. Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Defined contribution plans

A defined contribution plan in the form of provident fund or superannuation fund are a post-employment benefit plan under which an entity pays fixed contributions and the Company has no legal or constructive obligation other than the contribution payable to the provident fund or superannuation fund. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

iii. Defined benefit plans

Gratuity liability is a defined benefit obligation and is computed on the basis of an actuarial valuation by an actuary appointed for the purpose as per projected unit credit method at the end of each financial year. The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

iv. Accumulated Leave

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company recognizes the expected cost of short-term employee benefit as an expense, when an employee renders the related service.

v. Social security plans

Employer's contribution payable with respect to the social security plans, which are defined contribution plans, is charged to the statement of profit and loss in the year in which employee renders the services.

Effective November 21, 2025, the Government of India consolidated 29 existing labour regulations into four Labour codes, namely, The Code on Wages, 2019, The Industrial Relations Code, 2020, The Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, collectively referred to as the 'New Labour Codes'. Based on the requirements of New Labour Codes and relevant Accounting Standards, the Company has evaluated the requirements of the New Labour Codes and their impact on employee benefit obligations in accordance with the applicable Accounting Standards. Based on such evaluation, there is no material impact on the employee benefit obligations or the financial statements of the Company for the year ended March 31, 2026 arising from the implementation of the New Labour Codes.

i. Taxes

Tax on Income comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.

The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income (OCI) or in equity).

Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is recognised 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. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets –unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Goods and service tax taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of goods and service taxes paid, except: when the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable or when receivables and payables are stated with the amount of tax included. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the restated balance sheet.

j. Borrowing cost

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the Restated Statement of Profit and Loss in the period in which they are incurred. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete.

k. Earnings per share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares, if any.

l. Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of Company.

Segment accounting policies are in line with the accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:
(i) Segment revenue includes sales and other operational revenue directly identifiable with/allocable to the segment including inter segment revenue.
(ii) Expenses that are directly identifiable with/allocable to segments are considered for determining the segment result.
(iii) Most of the common costs are allocated to segments mainly on the basis of the respective segment revenue estimated at the beginning of the reporting period.
(iv) Income and expense not allocable to segments is included in “Unallocable corporate income net of expenditure.
(v) Segment result represents profit before interest and tax and includes margins on inter-segment capital jobs, which are reduced in arriving at the profit before tax of the Company.
(vi) Segment result includes the finance costs incurred on interest bearing advances with corresponding credit included in “Unallocable corporate income net of expenditure”.
(vii) Segment results are not adjusted for any exceptional item.
viii) Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole.
ix) Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price which are either determined to yield a desired margin or agreed on a negotiated basis

m. Cash and cash equivalents

Cash and cash equivalent in the Restated Statement of Assets and Liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. Net of outstanding bank overdrafts, if any, as they are considered an integral part of the Company's cash management.

n. Exceptional item

Exceptional items are generally non-recurring items of income and expense within profit or loss from ordinary activities, which are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the year/ period.

o. Assets Classified as Held for Sale

The non-current assets are classified as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets classified as held for sale are presented separately from the other assets in the Restated Statement of Assets and Liabilities .

An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

Non-current assets are not depreciated or amortised while they are classified as held for sale.

p. Securities premium

(i) Securities premium includes:
A. The difference between the face value of the equity shares and the consideration received in respect of shares issued.
B. The fair value of the stock options which are treated as expense, if any, in respect of shares allotted pursuant to Stock Options Scheme
(ii) The issue expenses of securities which qualify as equity instruments are written off against securities premium

q. Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not in use by the Company, is classified as investment property. Land held for a currently undetermined future use is also classified as an investment property. Investment property is measured at its acquisition cost, including related transaction costs and where applicable, borrowing costs.

2.2. Other accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the Restated Statement of Assets and Liabilities based on current/non-current classification. An asset is current when it is:

1) Expected to be realized or intended to be sold or consumed in the normal operating cycle;
2) Held primarily for the purpose of trading;
3) Expected to be realised within twelve months after the reporting period; or
4) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:
1) It is expected to be settled in normal operating cycle.
2) It is held primarily for the purpose of trading.
3) It is due to be settled within twelve months after the reporting period, or
4) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. All other liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities

Operating cycle

The Company has adopted operating cycle based on project period i.e. start of project till completion of project (achievement of Provisional Completion Date or Completion Date) and accordingly all project related assets and liabilities are classified into current and non-current. Other than above, 12 months period is considered as normal operating cycle.

b. Foreign currency transaction

Functional and presentation currency

The Restated Financial Information of the Company are presented using Indian Rupee (INR), which is also the functional currency i.e. currency of the primary economic environment in which the Company operates.

Transaction and balances

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the Spot rates on the date of the transaction or at an average rate if the average rate approximates the actual rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Exchange differences are recognized in profit or loss.

c. Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured based on management's estimate required to settle the obligation at the balance sheet date and are discounted the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent liability is disclosed when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets are not recognized but are disclosed in the notes where an inflow of economic benefits is probable.

d. Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether (i) the contract involves the use of identified asset; (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of lease and (iii) the Company has right to direct the use of the asset.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. Lease term which is a non-cancellable period together with periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. The Company uses judgement in assessing the lease term (including anticipated renewals/termination options).

The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Short-term leases and leases of low-value assets

The Company has elected not to recognize right of use assets and lease liabilities for short term leases of all the assets that have a lease term of twelve months or less with no purchase option and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense in the statement of profit and loss over the lease term. The related cash flows are classified as operating activities.

2.3 Significant accounting judgements, estimates and assumption

The preparation of the Restated Financial Information in confirmity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure 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 Company based its assumptions and estimates on parameters available when the Restated Financial Information were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The following are the key judgement, estimation and assumptions concerning the future, and other key sources of estimation uncertainty that may have a significant effect on the amounts recognized in the Restated Financial Information.

a. Revenue recognition

Revenue recognition from construction contracts involves significant degree of judgements and estimation such as identification of contractual obligations, measurement and recognition of contract assets, determination of variable consideration, change of scope and determination of onerous contract which include estimation of contract costs. The Company reassesses these estimates on periodic basis and makes appropriate revisions accordingly.

b. Fair value measurement of financial instruments

In estimating the fair value of financial assets and financial liabilities, the Company uses market observable data to the extent available. Where such Level 1 inputs are not available, the Company establishes appropriate valuation techniques including the Discounted Cash Flows (DCF) model and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

c. Impairment of Non-Financial Assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows (consisting of annuity, Interest rate, discount rate, future operating income and cost as well as finance cost) are derived from the Business Projections and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

d. Impairment of financial assets (including Trade Receivables and contract assets)

Impairment testing for financial assets (other than trade receivables and contract assets) is done at least once annually and upon occurrence of an indication of impairment. The recoverable amount of the individual financial assets is determined based on value-in-use calculations which required use of assumption. These assumptions are about risk of default and expected credit loss. The Company makes judgement in making these assumptions and selecting inputs to the impairment calculation, based on the Company's past history, existing condition and forward-looking estimates at the end of each reporting year of counter party's credit worthiness.

Allowances for doubtful trade receivables and contract assets represent the estimate of losses that could arise due to inability of the customer to make payments when due. These estimates are based on the Company's past history, performance issues, existing market conditions as well as forward looking estimates at the end of each reporting period.

e. Useful life of Property, Plant and Equipment

Determination of the estimated useful life of property, plant and equipment and the assessment as to which components of the cost may be capitalized. Useful life of these assets is based on the life prescribed in Schedule II to the Companies Act, 2013 or based on technical estimates, taking into account the Company's historical experience with similar assets, nature of the asset, estimated usage, expected residual values and operating conditions of the asset. Management reviews its estimate of the useful lives of depreciable at each reporting date, based on the expected utility of the assets. The depreciation for future periods is revised if there are significant changes from previous estimates.

f. Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity obligation is 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 attrition 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.

g. Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates.

h. Provisions and Contingencies

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates. The Company uses significant judgements to assess contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the restated financial information.

i. Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated.

2.4 Recent Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1) Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 - The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date, and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities

2) Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments - Disclosures, applicable w.e.f April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

3) Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively. The amendments also require companies to provide new disclosures to compensate for potential loss of information resulting from the relief. Such disclosures are to be provided for annual reporting periods beginning on or after April 1, 2025. The Company has determined that the rules are not applicable as of now.

2.5 Amendment issued but not effective (effective from April 01, 2026):

The below amendments to the existing standard which are notified by Ministry of Corporate affairs but are not yet effective:

Amendment to Ind AS 1 'Presentation of Financial Statements'- Classification of Liabilities as current or non-current and non-current liabilities with covenants. The amendment includes specific provisions that will take effect for reporting periods beginning on or after 1 April 2026, retrospectively, as outlined below:

a) Breach of material covenant for long-term loan arrangement on or before end of reporting period with effect that liability becomes payable on demand as on reporting date, then it shall be classified as current liability, if lender agreed after reporting period and before approval of financial statements to not demand payment as a consequence of breach.

b) Classify as non-current liability, if lender agreed by end of reporting period to provide grace period ending at least 12 months after reporting period within which entity can rectify the breach provided lender does not demand immediate repayment.

c) Disclose information about the timing of settlement to understand the impact of the liability on the financial statements.

The Company does not expect this amendment to have an impact on its operations or financial statements.

3. Property, plant & equipment

Particulars	Land	Office Equipments	Computer	Plant and Machinery	Furniture and Fixtures	Vehicles	Total Tangible Assets
Gross Carrying cost							
Balance as at April 1, 2023	**-**	**1.60**	**0.78**	**57.29**	**0.33**	**7.81**	**67.81**
Additions	-	0.20	0.19	1.02	0.28	-	1.69
Disposals/Adjustments for the year	-	-	-	-	-	-	-
Balance as at March 31, 2024	**-**	**1.80**	**0.97**	**58.31**	**0.61**	**7.81**	**69.50**
Additions	-	0.24	-	0.09	0.22	-	0.55
Disposals/Adjustments for the year	-	-	-	-	-	-	-
Balance as at March 31, 2025	**-**	**2.04**	**0.97**	**58.40**	**0.83**	**7.81**	**70.05**
Additions		0.08	0.18	-	0.13	-	0.39
Disposals/Adjustments for the year	**-**	**-**	**-**	**-**	**-**	**-**	-
Balance as at March 31, 2026	**-**	**2.12**	**1.15**	**58.40**	**0.96**	**7.81**	**70.44**
Accumulated Depreciation							
Balance as at April 1, 2023	**-**	**1.13**	**0.65**	**9.35**	**0.10**	**5.42**	**16.65**
Charge for the Year	-	0.09	0.09	3.69	0.05	1.02	4.94
Disposals/Adjustments for the year	-	-	-	-	-	-	-
Balance as at March 31, 2024	**-**	**1.22**	**0.74**	**13.04**	**0.15**	**6.44**	**21.59**
Charge for the Year	-	0.10	0.08	3.68	0.07	0.99	4.92
Disposals/Adjustments for the year	-	-	-	-	-	-	-
Balance as at March 31, 2025	**-**	**1.32**	**0.82**	**16.72**	**0.22**	**7.43**	**26.51**
Charge for the Year	**-**	0.11	0.05	3.68	0.08	-	**3.92**
Disposals/Adjustments for the year	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Balance as at March 31, 2026	**-**	**1.43**	**0.87**	**20.40**	**0.30**	**7.43**	**30.43**
Net Carrying amount							
Balance as at March 31, 2024	**-**	**0.58**	**0.23**	**45.27**	**0.46**	**1.37**	**47.91**
Balance as at March 31, 2025	**-**	**0.72**	**0.15**	**41.68**	**0.61**	**0.38**	**43.54**
Balance as at March 31, 2026	**-**	**0.69**	**0.28**	**38.00**	**0.66**	**0.38**	**40.01**

The company has elected to continue with the carrying value for all of its Property, plant and equipments and other intangibles as recognised in its previous GAAP (Indian accounting principle generally accepted in India as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014), as deemed cost at the transition date i.e. April 1, 2024 as per option permitted under Ind AS 101 for the first time adoption

Title deeds of Immovable Properties:

The title deeds of all the immovable properties including investment property (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial information included in property, plant and equipment are held in the name of the Company as at the balance sheet date.

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4 Investment property

Class of assets	Cost						Depreciation					Book value
	As at March 31, 2025	Additions	Transfers*	Classified as held for sale	Deductions	As at March 31, 2026	As at March 31, 2025	For the period	Transfers	Classified as held for sale	Deductions	As at March 31, 2026	As at March 31, 2026
Land	21.96	-	-	-	-	21.96	-	-	-	-	-	-	21.96
Total	**21.96**	**-**	**-**	**-**	**-**	**21.96**	**-**	**-**	**-**	**-**	**-**	**-**	**21.96**

** Transfer (to)/from Property plant & equipment / Inventory*

Class of assets	Cost						Depreciation					Book value
	As at March 31, 2024	Additions	Transfers*	Classified as held for sale	Deductions	As at March 31, 2025	As at March 31, 2024	For the period	Transfers	Classified as held for sale	Deductions	As at March 31, 2025	As at March 31, 2025
Land	21.96	-	-	-	-	21.96	-	-	-	-	-	-	21.96
Total	**21.96**	**-**	**-**	**-**	**-**	**21.96**	**-**	**-**	**-**	**-**	**-**	**-**	**21.96**

** Transfer (to)/from Property plant & equipment / Inventory*

Class of assets	Cost						Depreciation					Book value
	As at March 31, 2023	Additions	Transfers*	Classified as held for sale	Deductions	As at March 31, 2024	As at March 31, 2023	For the period	Transfers	Classified as held for sale	Deductions	As at March 31, 2024	As at March 31, 2024
Land	21.96	-	-	-	-	21.96	-	-	-	-	-	-	21.96
Total	**21.96**	**-**	**-**	**-**	**-**	**21.96**	**-**	**-**	**-**	**-**	**-**	**-**	**21.96**

** Transfer (to)/from Property plant & equipment / Inventory*

Disclosure pursuant to Ind AS 40 "Investment Property"

(i) Amount recognised in the Statement of Profit and Loss for investment property:

S. No.	Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
1	Rental income derived from investment property	-	-	-
2	Direct operating expenses pertaining from investment property that generated rental income	-	-	-

(ii) Details with respect to fair valuation of Investment property:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Fair valuation by Independent Registered Valuer	60.50	60.50	60.50
Total fair value	**60.50**	**60.50**	**60.50**

Note: Above valuation is based on government rates, market research, market trend and comparable values as considered appropriate. The fair value of the investment property as at March 31, 2026 has been determined based on an independent valuation carried out by an external valuer. For the comparative years ended March 31, 2025 and March 31, 2024, no separate independent valuation was obtained. The management has assessed that there were no significant changes in the market conditions, physical characteristics, use or other factors affecting the valuation of the investment property during these periods. Accordingly, the fair value determined as at March 31, 2026 has also been considered as representative of the fair value of the investment property as at March 31, 2025 and March 31, 2024.

5 Other intangible assets

Particulars	Softwares	Total
Gross Carrying Amount		
Balance as at April 1, 2023	**-**	**-**
Additions	-	-
Disposals	-	-
Balance as at March 31, 2024	**-**	**-**
Additions	-	-
Disposals	-	-
Balance as at March 31, 2025	**-**	**-**
Additions	0.24	0.24
Disposals	-	-
Balance as at March 31, 2026	**0.24**	**0.24**
Accumulated Amortization		
Balance as at April 1, 2023	**-**	**-**
Amortization Expenses	-	-
Deductions/Adjustments	-	-
Balance as at March 31, 2024	**-**	**-**
Amortization Expenses	-	-
Deductions/Adjustments	-	-
Balance as at March 31, 2025	**-**	**-**
Amortization Expenses	0.08	0.08
Deductions/Adjustments	-	-
Balance as at March 31, 2026	**0.08**	**0.08**
Net Carrying Amount		
Balance as at March 31, 2024	**-**	**-**
Balance as at March 31, 2025	**-**	**-**
Balance as at March 31, 2026	**0.16**	**0.16**

6 Right of use assets

Particulars	Category of RoU Asset Building	Total
Balance as at April 1, 2025	2.09	2.09
Additions during the year	1.93	1.93
Modifications during the year	-	-
Depreciation during the year	1.78	1.78
Balance as at March 31, 2026	**2.24**	**2.24**

Particulars	Category of RoU Asset Building	Total
Balance as at April 1, 2024	2.14	2.14
Additions during the year	1.81	1.81
Modifications during the year	-	-
Depreciation during the year	1.86	1.86
Balance as at March 31, 2025	**2.09**	**2.09**

Particulars	Category of RoU Asset Building	Total
Balance as at April 1, 2023	2.78	2.78
Additions during the year	0.80	0.80
Modifications during the year	-	-
Depreciation during the year	1.44	1.44
Balance as at March 31, 2024	**2.14**	**2.14**

(i) Interest expense on lease liabilities amounts to ₹ 0.18 million (previous year: ₹ 0.21 million).

The Company applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. The Company also applies the recognition exemption for leases of low-value assets.

Lease payments associated with short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Total cash out flow for leases amounts to ₹ 1.97 million during the year (previous year: ₹ 2.08 million) excluding cash outflow of short-term and low value leases.

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7 Non current assets: Financial assets - Others

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Fixed deposits for more than 12 months	61.24	68.84	22.63
Recoverable from NBFC	3.54	1.48	0.99
Security Deposits	2.54	1.37	1.13
Total	**67.32**	**71.69**	**24.75**

8 Income tax assets (net)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Advance tax (net of provision of tax)	8.28	20.25	5.91
Total	**8.28**	**20.25**	**5.91**

9 Current assets: Financial assets - Trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Undisputed trade receivables - considered good	579.47	530.65	498.32
Undisputed trade receivables - which has significant increase in credit risk		-	-
Undisputed trade receivables - credit impaired		-	-
Disputed trade receivables - considered good		-	-
Disputed trade receivables - which have significant increase in credit risk		-	-
Disputed trade receivables - credit impaired		-	-
Sub total	**579.47**	**530.65**	**498.32**
Less: Allowance for expected credit loss	1.69	1.40	1.44
Total	**577.78**	**529.25**	**496.88**

Ageing schedule of trade receivables

As at March 31, 2026

Particulars	Outstanding from the due date of payment						
	Not due	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Undisputed trade receivables - considered good^	-	556.76	9.45	11.29	1.01	0.96	579.47
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Less: Allowance for expected credit loss	-	-	(0.01)	(0.56)	(0.16)	(0.96)	**(1.69)**
Total	**-**	**556.76**	**9.44**	**10.73**	**0.85**	**-**	**577.78**

As at March 31, 2025

Particulars	Outstanding from the due date of payment						
	Not due	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Undisputed trade receivables - considered good^	-	450.00	69.63	10.01	0.33	0.68	**530.65**
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	**-**
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	**-**
Disputed trade receivables - considered good	-	-	-	-	-	-	**-**
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	**-**
Disputed trade receivables - credit impaired	-	-	-	-	-	-	**-**
Less: Allowance for expected credit loss	-	-	(0.17)	(0.50)	(0.05)	(0.68)	**(1.40)**
Total	**-**	**450.00**	**69.46**	**9.51**	**0.28**	**-**	**529.25**

As at March 31, 2024

Particulars	Outstanding from the due date of payment						
	Not due	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Undisputed trade receivables - considered good^	-	456.40	36.74	2.82	1.35	1.01	**498.32**
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	**-**
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	**-**
Disputed trade receivables - considered good	-	-	-	-	-	-	**-**
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	**-**
Disputed trade receivables - credit impaired	-	-	-	-	-	-	**-**
Less: Allowance for expected credit loss	-	-	(0.09)	(0.14)	(0.20)	(1.01)	**(1.44)**
Total	**-**	**456.40**	**36.65**	**2.68**	**1.15**	**-**	**496.88**

10 Current assets: Financial assets - Cash & cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balances with banks in current accounts	130.11	26.76	68.58
Cash on hand	4.35	3.25	7.66
Term deposits with original maturity within three months	-	-	-
Total	**134.46**	**30.01**	**76.24**

11 Current assets: Financial assets - Bank balances other than cash & cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Term deposit with maturity for more than 3 months but less than 12 months	-	-	-
Total	**-**	**-**	**-**

12 Current assets: Financial assets - Others

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good unless otherwise stated			
Security deposits	0.14	0.36	0.01
Total	**0.14**	**0.36**	**0.01**

13 Other current assets

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Contract assets	410.93	311.92	147.57
Advance to directors & employees	0.35	0.04	0.91
Retention	41.05	8.52	11.56
Prepaid expenses	0.47	0.08	0.24
Balance with statutory/government authorities	8.03	8.92	1.89
Advance to supplier	37.62	10.93	8.99
Advance for IPO expenses	38.00	-	-
Recoverable from NBFC	-	1.27	0.96
Imprest fund	3.78	0.09	-
Interest accrued on fixed deposits	0.53	-	0.16
Total	**540.76**	**341.77**	**172.28**

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14 Equity Share Capital

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Authorised share capital:			
50,00,000 equity shares of ₹ 10/- each (40,00,000 equity shares of ₹ 10/- each for fiscal 2025 and fiscal 2024)	50.00	40.00	40.00
Issued, subscribed and fully paid up			
44,81,250 equity shares of ₹ 10/- each fully paid (40,00,000 equity shares of ₹ 10/- each fully paid for fiscal 2025; 40,00,000 equity shares of ₹ 10/- each fully paid for fiscal 2024)	44.81	40.00	40.00
Total	**44.81**	**40.00**	**40.00**

a) The reconciliation of number of equity shares outstanding and the amount of share capital at the beginning and at the end of

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Shares outstanding at the beginning of the year	4,000,000	40.00	4,000,000	40.00	4,000,000	40.00
Add: Increase on account of shares issued during the year	481,250	4.81	-	-	-	-
Shares outstanding at the end of the year	**4,481,250**	**44.81**	**4,000,000**	**40.00**	**4,000,000**	**40.00**

1. The authorized share capital of the company has been increased from ₹ 40,000,000 to ₹ 50,000,000 by the members of the company at its extra ordinary general meeting held on July 26, 2025, by way of ordinary resolution.
2. Pursuant to the approval of the Board in the Board Meeting of the Company held on September 03, 2025, the Company has allotted 37,500 shares of ₹ 1,50,00,000 by way of rights issue on September 03, 2025 having a nominal face value of ₹ 10 each at a premium of ₹ 390 per share.
3. The Company has allotted 87,500 shares of ₹ 3,50,00,000, 2,81,250 shares of ₹ 11,25,00,000, 6,250 shares of ₹ 25,00,000 and 68,750 shares of ₹ 2,75,00,000 by way of private placement on September 19, 2025, November 19, 2025, November 20, 2025 and January 16, 2026 respectively having a nominal face value of ₹ 10 each at a premium of ₹ 390 per share.

b) Rights, preference and restrictions attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder is entitled for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation of the Company, the equity shareholders are entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

c) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

The Company has not issued any bonus shares, nor issued shares pursuant to contract for consideration other than cash or bought back any shares.

d) List of shareholders holding more than 5% of the equity share capital of the Company at the beginning and at the end of the year: #

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	No. of equity shares	% of shareholding	No. of equity shares	% of shareholding	No. of equity shares	% of shareholding
Pankaj Setia	1,979,940	44.18%	2,000,000	50.00%	2,000,000	50.00%
Rajiv Gandhi	1,979,940	44.18%	2,000,000	50.00%	2,000,000	50.00%
Total	**3,959,880**	**88.37%**	**4,000,000**	**100.00%**	**4,000,000**	**100.00%**

As per the records of the Company including its register of member

e) Details of Shares held by promoters

Promoter name	As at March 31, 2026			As at March 31, 2025			As at March 31, 2024		
	No. of equity shares	% of shareholding	% Change during the year	No. of equity shares	% of shareholding	% Change during the year	No. of equity shares	% of shareholding	% Change during the year
Pankaj Setia	1,979,940	44.18%	-1.00%	2,000,000	50.00%	0.00%	2,000,000	50.00%	0.00%
Rajiv Gandhi	1,979,940	44.18%	-1.00%	2,000,000	50.00%	0.00%	2,000,000	50.00%	0.00%
	3,959,880	**88.37%**		**4,000,000**	**100.00%**		**4,000,000**	**100.00%**	

f) Capital Management:

The Company continues its policy of a conservative capital structure which has ensured that it retains the highest credit rating even amidst an adverse economic environment. Low gearing levels also enable the Company to navigate business challenges on one hand and raise growth capital on the other. This policy also provides flexibility of fund-raising options for future, which is especially important in times of global economic volatility. The gross debt equity ratio is 0.09 times as at March 31, 2026 (as at March 31, 2025: 0.26 times, as at March 31, 2024 0.37 times)

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15 Other equity

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Reserves & surplus			
Securities premium	187.69	-	-
Retained earnings	719.67	482.64	338.60
Other comprehensive income	-	-	-
Total	**907.36**	**482.64**	**338.60**

Particulars	Reserves & surplus		Other comprehensive income
	Securities premium	Retained earnings	
Balance as at April 1, 2025	**-**	**482.64**	**-**
Profit for the year	-	228.85	
Shares issued on premium	187.69	-	-
Other comprehensive income for the year			
-Remeasurement gain/(loss) on defined benefits plans (net of tax)	-	8.18	-
Total comprehensive income for the year	**187.69**	**237.03**	**-**
Balance as at March 31, 2026	**187.69**	**719.67**	**-**

Particulars	Reserves & surplus		Other comprehensive income
	Securities premium	Retained earnings	
Balance as at April 1, 2024	**-**	**338.60**	**-**
Profit for the year	-	139.37	-
Other comprehensive income for the year			
-Remeasurement gain/(loss) on defined benefits plans (net of tax)	-	4.67	-
Total comprehensive income for the year	**-**	**144.04**	**-**
Balance as at March 31, 2025	**-**	**482.64**	**-**

Particulars	Reserves & surplus		Other comprehensive income
	Securities premium	Retained earnings	
Balance as at April 1, 2023	**-**	**232.36**	**-**
Profit for the year	-	91.83	-
Other comprehensive income for the year			
-Remeasurement gain/(loss) on defined benefits plans (net of tax)	-	14.41	-
Total comprehensive income for the year	**-**	**106.24**	**-**
Balance as at March 31, 2024	**-**	**338.60**	**-**

Notes:

Securities premium

Securities premium issued to record the premium received on issue of shares.The reserve can be utilised only for limited purpose such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Retained earnings

Retained earnings represents the amount that can be distributed by the company as dividends considering the requirements of the Companies' Act, 2013. Remeasurements of defined benefit liability/ (asset) comprises actuarial gains and losses and return on plan assets (excluding interest income). These will not be reclassified to Restated Statement of Profit and Loss subsequently.

Other Comprehensive Income

The term "Other Comprehensive Income (OCI)" refers to revenues, expenses, gains, and losses that are excluded from net profit or loss as required or permitted by Indian Accounting Standards (Ind AS).

According to Ind AS 1 – Presentation of Financial Statements, OCI includes items that are not recognized in profit or loss but are shown in the Statement of Profit and Loss under the section 'Other Comprehensive Income'.

16 Financial Liabilities: Borrowings

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Non current borrowings			
Term loans - Secured			
Business loans-From banks & financial institutions	14.48	19.94	26.88
Less: Current maturity of non current borrowings	(0.44)	(5.46)	(6.94)
Sub-total A	**14.04**	**14.48**	**19.94**
Unsecured loans			
Business loans-From banks & financial institutions	70.10	117.72	112.21
Less: Current maturity of non current borrowings	(50.33)	(86.01)	(70.34)
Subt total B	**19.77**	**31.71**	**41.87**
Total (A+B)	**33.81**	**46.19**	**61.81**
Current borrowings			
Secured (C)			
Current maturity of non current borrowings	0.44	5.46	6.94
Unsecured (D)			
Current maturity of non current borrowings	50.33	86.01	70.34
Loans from related parties	1.00	-	-
Total (C+D)	**51.77**	**91.47**	**77.28**

Terms of borrowings

Sr. No.	Name of Lender	Secured or unsecured	Sanction Amount	Rate of Interest p.a.	Tenure	Installment	Outstanding Balance as at March 31, 2026	Outstanding Balance as at March 31, 2025	Outstanding Balance as at March 31, 2024
				Long term loans from banks					
1	IndusInd Bank Ltd	Unsecured	5.00	15.50%	36	0.17	3.19	4.67	-
2	IDFC First Bank Ltd	Unsecured	4.08	15.25%	36	0.14	0.28	1.81	3.13
3	Yes Bank Ltd	Unsecured	5.50	16.00%	36	0.19	1.11	3.08	4.76
4	IDFC First Bank Ltd	Unsecured	4.43	15.50%	36	0.15	2.10	3.51	-
5	ICICI Bank Ltd	Unsecured	8.00	15.50%	36	0.28	4.05	6.58	-
6	HDFC Bank Ltd	Unsecured	7.50	14.00%	18	0.46	1.36	6.35	-
7	Kotak Mahindra Bank Ltd	Unsecured	10.00	15.25%	24	0.49	4.11	8.93	-
8	Kotak Mahindra Bank Ltd	Unsecured	10.00	15.25%	36	0.35	0.34	4.15	7.43
9	Kotak Mahindra Bank Ltd	Unsecured	4.00	15.25%	36	0.14	3.63	-	-
10	IDFC First Bank Ltd	Unsecured	6.35	15.25%	36	0.22	5.77	-	-
11	HDFC Bank Ltd	Unsecured	3.56	9.25%	48	0.11	0.45	1.70	2.85
12	HDFC Bank Ltd	Secured	15.31	11.05%	180	0.15	14.48	14.58	14.81
13	ICICI Bank Ltd	Unsecured	5.50	15.00%	36	0.19	-	-	4.08
14	HDFC Bank Ltd	Unsecured	6.00	14.00%	36	0.21	-	-	4.42
15	IndusInd Bank Ltd	Unsecured	5.00	16.00%	36	0.18	-	-	3.72
16	IDFC First Bank Ltd	Unsecured	5.78	15.50%	36	0.20	-	-	-
17	Yes Bank Ltd	Unsecured	5.00	15.00%	36	0.17	-	-	-
18	HDFC Bank Ltd	Secured	11.90	9.50%	47	0.30	-	-	-
19	HDFC Bank Ltd	Secured	25.00	7.50%	47	0.62	-	5.37	12.07

Sr. No.	Name of Lender	Secured or unsecured	Sanction Amount	Rate of Interest p.a.	Tenure	Installment	Outstanding Balance as at March 31, 2026	Outstanding Balance as at March 31, 2025	Outstanding Balance as at March 31, 2024
				Long term loans from NBFCs					
1	Clix Capital Services Ltd	Unsecured	5.00	15.00%	36	0.23	0.07	1.00	3.22
2	FedBank Financial Services Ltd	Unsecured	3.49	15.50%	36	0.12	0.70	1.95	3.01

3	Godrej Finance Ltd	Unsecured	3.50	16.00%	36	0.12	0.71	1.96	3.03
4	Hero Fincorp Ltd	Unsecured	4.04	16.50%	36	0.14	2.04	3.31	-
5	IIFL Finance Ltd	Unsecured	3.50	17.00%	36	0.12	0.83	2.07	3.11
6	Oxyzo Financial Services Pvt Ltd	Unsecured	27.50	15.50%	24	1.34	15.94	27.50	-
7	Tata Capital Financial Services Ltd	Unsecured	2.53	16.50%	36	0.09	1.20	2.01	-
8	Cholamandalam	Unsecured	3.02	16.50%	36	0.11	0.71	1.78	2.68
9	Aditya Birla Finance Ltd	Unsecured	7.50	16.00%	36	0.27	0.26	3.13	5.57
10	Tata Capital Financial Services Ltd	Unsecured	5.00	15.50%	36	0.17	0.17	2.08	3.71
11	Kisetsu Credit Saison Finance India Pvt Ltd	Unsecured	5.00	16.00%	36	0.18	0.51	2.38	3.96
12	SME Finance Services-Moneywise Financial	Unsecured	6.54	15.75%	36	0.23	0.23	2.72	4.86
13	L&T Finance Ltd	Unsecured	5.02	16.00%	36	0.18	1.01	2.81	4.34
14	Fullerton India Credit Co Ltd	Unsecured	6.46	15.50%	36	0.23	1.29	3.60	5.58
15	Shri Ram Finance Ltd	Unsecured	5.00	16.00%	36	0.18	1.01	2.80	4.33
16	Bajaj Finance Ltd	Unsecured	4.08	16.50%	36	0.14	1.95	3.24	-
17	Ugro Capital	Unsecured	3.54	16.50%	36	0.13	1.69	2.81	-
18	Protium	Unsecured	5.00	16.00%	30	0.20	1.71	3.70	-
19	Aditya Birla Finance Ltd	Unsecured	3.00	16.00%	36	0.11	1.51	2.35	-
20	Axis Finance Ltd	Unsecured	3.00	16.00%	36	0.11	2.00	2.87	-
21	SMFG India Credit Co Ltd	Unsecured	3.66	15.00%	36	0.13	3.33	-	-
22	Aditya Birla Finance Ltd	Unsecured	6.00	15.00%	36	0.21	5.46	-	-
23	Oxyzo Financial Services Pvt Ltd	Unsecured	11.50	15.75%	24	0.56	-	-	11.50
24	Oxyzo Financial Services Pvt Ltd	Unsecured	25.00	15.75%	36	0.88	-	-	18.47
25	FedBank Financial Services Ltd	Unsecured	3.00	16.00%	36	0.11	-	-	-
26	Poonawala Fincorp Ltd	Unsecured	2.50	16.00%	18	0.16	-	0.16	1.88
27	Axis Bank Ltd	Unsecured	5.00	15.50%	36	0.17	-	1.90	3.56

Particulars	**As at March 31, 2026**	**As at March 31, 2025**	**As at March 31, 2024**
Processing fee & EIR impact	(0.62)	(1.16)	(0.99)

Sr. No.	Name of Lender	Secured or unsecured	Sanction Amount	Rate of Interest p.a.	Tenure	Installment	Outstanding Balance as at March 31, 2026	Outstanding Balance as at March 31, 2025	Outstanding Balance as at March 31, 2024
				Short term loans from Director					
1	Pankaj Setia	Unsecured	10.00	NA	NA	NA	1.00	-	-

Details of security:

Long term secured loan is secured by exclusive hypothecation of assets created out of the term loan, both present and future.
1. Land - Plot No. 173, Sector - 27, Urban Estate, Panchkula, Haryana
2. XCMG, XZ400 Horizontal Directional Drilling Machine (CUMMINS) (Machine work at Jodhpur)
3. 1879 - C500, Horizontal Directional Drilling Machine, LVCW290ECNA000178 (Vermeer) (Machine work at mandleshwar, MP)

Unsecured loans from Related Party:

Majorly, the loans are interest-free loans repayable on demand. These loans are classified as current borrowings, as the Company does not have a contractual right to defer settlement of the liabilities for a period of more than twelve months from the reporting date.

Utilization of proceeds received from borrowings from Banks and Financial Institutions
The company has utilized the proceeds from Banks and Financial Institutions towards the specific purpose for which they were raised.

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17 Financial Liabilities: Lease liabilities

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Non current lease liabilities	0.69	0.79	0.64
Current lease liabilities	1.65	1.41	1.66
Total	**2.34**	**2.20**	**2.30**

Movement of lease liabilities

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	2.20	2.30	2.82
Additions during the year	1.92	1.78	0.80
Finance cost accrued during the year	0.18	0.21	0.23
Modifications during the year	-	-	-
Payment of lease liabilities during the year	(1.96)	(2.09)	(1.55)
Translation differences	-	-	-
Balance at the end of the year	**2.34**	**2.20**	**2.30**

18 Non current provision

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits (Gratuity)	29.82	37.32	28.92
Total	**29.82**	**37.32**	**28.92**

Refer note 36 for details

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19 Financial Liabilities: Trade payables

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises	26.83	39.98	26.94
Total outstanding dues of trade payables other than micro and small enterprises	93.08	127.10	95.20
Total	**119.91**	**167.08**	**122.14**

i) Trade payable ageing

Ageing schedule as at March 31, 2026

Particulars	Not Due	Outstanding for following periods from due date of payment				
		Less than 1 Year	1-2 Year	2-3 Year	More than 3 year	Total
i) MSME	-	26.34	0.49	-	-	**26.83**
ii) Others	-	52.22	4.73	4.69	31.44	**93.08**
iii) Disputed Dues - MSME	-	-	-	-	-	**-**
iv) Disputed dues - Others	-	-	-	-	-	**-**
Total	**-**	**78.56**	**5.22**	**4.69**	**31.44**	**119.91**

Ageing schedule as at March 31, 2025

Particulars	Not Due	Outstanding for following periods from due date of payment				
		Less than 1 Year	1-2 Year	2-3 Year	More than 3 year	Total
i) MSME	-	39.59	0.39	-	-	**39.98**
ii) Others	-	83.10	6.47	6.19	31.34	**127.10**
iii) Disputed Dues - MSME	-	-	-	-	-	**-**
iv) Disputed dues - Others	-	-	-	-	-	**-**
Total	**-**	**122.69**	**6.86**	**6.19**	**31.34**	**167.08**

Ageing schedule as at March 31, 2024

Particulars	Not Due	Outstanding for following periods from due date of payment				
		Less than 1 Year	1-2 Year	2-3 Year	More than 3 year	Total
i) MSME	-	26.94	-	-	-	**26.94**
ii) Others	-	51.86	12.95	12.67	17.72	**95.20**
iii) Disputed Dues - MSME	-	-	-	-	-	**-**
iv) Disputed dues - Others	-	-	-	-	-	**-**
Total	**-**	**78.80**	**12.95**	**12.67**	**17.72**	**122.14**

ii) Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 (27 OF 2006) ("MSMED ACT, 2006"):

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	26.83	39.98	26.94
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	0.36	0.63	0.40
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-	-
(iv) The amount of interest due and payable for the year	0.36	0.63	0.40
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	0.36	0.63	0.40
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-

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20 Financial liability: Other - current

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Employees dues payable	127.38	127.83	117.56
Total	**127.38**	**127.83**	**117.56**

21 Other liability - current

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Contract liability	1.44	0.16	-
Statutory dues payable	68.46	69.88	60.46
Other payables*	3.24	0.71	2.29
Total	**73.14**	**70.75**	**62.75**

**Includes ₹ 0.36 million (As at March 31, 2025: ₹ 0.63; As at March 31, 2024 ₹ 0.40 million) outstanding towards interest provision on dues of micro enterprises and small enterprises as per MSMED ACT, 2006.*

22 Current provisions

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Provision for employee benefit (gratuity)	10.10	2.47	1.58
Provision for audit fee	-	0.44	0.49
Total	**10.10**	**2.91**	**2.07**

23 Current tax liability (net)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Provision for income tax (net of advance tax)	-	-	-
Total	**-**	**-**	**-**

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24 Revenue from operations

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from contracts with customers			
Operation & maintenance	2,830.21	2,734.54	2,306.02
Construction & interiors	19.37	21.44	24.73
Gas pipeline, sewage & solar	20.10	4.84	8.12
Total	**2,869.68**	**2,760.82**	**2,338.87**

I Changes in contract liabilities is as follows:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Balance at the beginning of the year	0.16	-	-
Less: Revenue recognized during the year from opening balance	-	-	-
Add: Amounts billed excluding revenue recognized during the year	1.28	0.16	-
Balance at the end of the year (Refer note 21)	**1.44**	**0.16**	**-**

II Changes in contract assets is as follows*:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Balance at the beginning of the year	311.92	147.57	91.42
Less : Invoices raised during the year from opening balance	(311.92)	(147.57)	(91.42)
Add : Revenue recognized excluding amounts billed during the year	410.93	311.92	147.57
Balance at the end of the year	**410.93**	**311.92**	**147.57**

** Contract assets represent the Company's right to consideration in exchange for goods or services transferred to customers where such right is conditional on factors other than the passage of time. These primarily comprise revenue recognised for work performed in accordance with the terms of customer contracts but for which invoices have not been raised as at the reporting date.*

III Reconciliation of revenue recognized with the contracted price is as follows:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Contracted price	2,869.68	2,760.82	2,338.87
Less: Reductions towards variable consideration components*	-	-	-
Revenue Recognized	**2,869.68**	**2,760.82**	**2,338.87**

25 Other income

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Interest income			
Interest on fixed deposit	3.72	2.89	3.50
Reversal of expected credit loss	-	0.04	-
Other non-operating income			
Interest on income tax refund	0.83	-	0.49
GST Refund	1.49	-	-
Miscellaneous income*	0.68	0.46	28.80
Total	**6.72**	**3.39**	**32.79**

** Miscellaneous includes balances written back*

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26 Cost of construction material consumed

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Cost of raw material & components used	46.99	39.04	50.00
Total	**46.99**	**39.04**	**50.00**

27 Construction expenses

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Power & fuel	287.61	303.46	278.54
Freight Inward	0.34	1.08	1.83
Site Expenses	161.68	172.18	193.21
Recovery expenses	270.99	201.40	32.83
Total	**720.62**	**678.12**	**506.41**

28 Employee benefits expense

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Salary & wages	1,522.98	1,557.44	1,401.52
Director's remuneration	13.88	12.08	14.40
Contribution to provident & other funds	137.52	137.78	124.83
Staff welfare expenses	4.48	3.71	5.31
Gratuity expense	11.62	15.67	14.21
Contribution to pension/insurance plans	1.15	1.02	2.05
Other employee benefits	1.15	0.57	0.33
Total	**1,692.78**	**1,728.27**	**1,562.65**

29 Finance cost

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Interest expense*	17.51	21.58	18.47
Other borrowing cost	0.30	1.16	1.10
Total	**17.81**	**22.74**	**19.57**

**Includes ₹ 0.36 million (As at March 31, 2025: ₹ 0.64; As at March 31, 2024 ₹ 0.40 million) outstanding towards interest provision on dues of micro enterprises and small enterprises as per MSMED ACT, 2006.*

30 Depreciation and amortisation expense

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation on tangible assets	3.92	4.92	4.94
Amortisation of intangible assets	0.08	-	-
Depreciation on right of use assets	1.78	1.86	1.44
Total	**5.78**	**6.78**	**6.38**

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31 Other expenses

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Electricity & water expenses	1.93	6.24	5.06
General repair & maintenance	0.95	1.60	1.50
Security charges	6.23	5.88	5.17
Audit fee	1.15	0.74	0.65
Legal & professional charges	11.24	8.96	5.20
Postage, telegram & telephone	12.33	12.85	10.89
Printing & stationary	0.28	0.29	0.28
Insurance expense	1.22	1.41	1.12
Rent expenses	44.83	45.36	40.13
Travelling & conveyance	14.03	16.26	19.62
Bank charges	0.13	0.83	0.55
Expected credit loss provision	0.29	-	1.44
Directors' sitting fees	-	-	-
Corporate social responsibility expense	2.89	2.37	1.32
Rates, fees and taxes	1.71	2.75	5.35
Marketing & advertisement expenses	-	0.34	0.06
Miscellaneous	1.10	1.11	0.54
Total	**100.31**	**106.99**	**98.88**

Payment to auditors

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
As auditors			
- For statutory audits & tax audits	1.04	0.67	0.59
- For Certification fee & others	0.12	0.07	0.07
- For reimbursement of expenses	-	-	-
Total	**1.15**	**0.74**	**0.65**

32 Current tax

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Income tax	65.87	46.29	38.51
Adjustment for prior period tax	-	0.30	0.99
Total	**65.87**	**46.59**	**39.50**

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33 Deferred tax

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Deferred tax (charge)/credit	2.61	3.69	3.56
Total	**2.61**	**3.69**	**3.56**

34 Disclosure pursuant to Ind AS 12 'Income taxes'

a) Major components of tax expense/(income)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
1. Profit or loss section			
(i) Current income tax:			
Current income tax expense	65.87	46.29	38.51
Tax expense of earlier years	-	0.30	0.99
(ii) Deferred tax			
Tax expense on origination and reversal of temporary differences	(2.61)	(3.69)	(3.56)
Total tax expense reported in profit or loss account	**63.26**	**42.90**	**35.94**
2. Other comprehensive income			
Items not to be reclassified to Profit or Loss in subsequent periods:			
Current tax expense/(income):			
On remeasurement of defined benefit plans	(2.75)	(1.57)	(4.85)
Total tax expense reported in the OCI section	**(2.75)**	**(1.57)**	**(4.85)**

b) Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate applicable in India

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Profit before income taxes	292.11	182.27	127.77
Enacted tax rates in India	25.17%	25.17%	25.17%
Computed expected tax expense	73.52	45.87	32.16
Effect of non-deductible expenses (including deductions)	(10.26)	(0.66)	2.55
Effect of transition to Ind AS	-	(2.61)	0.24
Effect of prior period tax	-	0.30	0.99
Total tax expense as per statement of profit and loss	**63.26**	**42.90**	**35.94**

The Government of India, vide Taxation Laws (Amendment) Ordinance, 2019 dated September 20, 2019, introduced section 115BAA in the Income Tax Act, 1961 (now section 200 of The Income Tax Act 2025) providing domestic companies an irrevocable option to adopt reduced corporate tax rate, subject to certain conditions.

c) The significant component of deferred tax assets / (liabilities) and movement during the year are as under:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Deferred tax asset/(liability)	7.33	7.47	5.35
Total	**7.33**	**7.47**	**5.35**

Particulars	Deferred tax (liability)/asset as at April 1, 2025	(Charge)/ Credit in statement of profit & loss	(Charge)/ Credit in statement to OCI	Deferred tax (liability)/asset as at March 31, 2026
Gross deferred tax assets/(liabilities)				
Difference between WDV of property, plant and equipment as per books and income tax	(2.91)	(0.27)	-	(3.18)
Allowance for expected credit losses-doubtful trade receivables	0.35	0.08	-	0.43
Provisions for employee benefits	10.01	2.79	(2.75)	10.05
Lease liabilities	0.55	0.04	-	0.59
Right of use assets	(0.53)	(0.03)	-	(0.56)
Net deferred tax assets/(liabilities)	**7.47**	**2.61**	**(2.75)**	**7.33**

Particulars	Deferred tax (liability)/asset as at April 1, 2024	(Charge)/ Credit in statement of profit & loss	(Charge)/ Credit in statement to OCI	Deferred tax (liability)/asset as at March 31, 2025
Gross deferred tax assets/(liabilities)				
Difference between WDV of property, plant and equipment as per books and income tax	(2.73)	(0.18)	-	(2.91)
Allowance for expected credit losses-doubtful trade receivables	0.36	(0.01)	-	0.35
Provisions for employee benefits	7.68	3.90	(1.57)	10.01
Lease liabilities	0.58	(0.03)	-	0.55
Right of use assets	(0.54)	0.01	-	(0.53)
Net deferred tax assets/(liabilities)	**5.35**	**3.69**	**(1.57)**	**7.47**

Particulars	Deferred tax (liability)/asset as at April 1, 2023	(Charge)/ Credit in statement of profit & loss	(Charge)/ Credit in statement to OCI	Deferred tax (liability)/asset as at March 31, 2024
Gross deferred tax assets/(liabilities)				
Difference between WDV of property, plant and equipment as per books and income tax	(2.32)	(0.41)	-	(2.73)
Allowance for expected credit losses-doubtful trade receivables	-	0.36	-	0.36
Provisions for employee benefits	8.95	3.58	(4.85)	7.68
Lease liabilities	0.71	(0.13)	-	0.58
Right of use assets	(0.70)	0.16	-	(0.54)
Net deferred tax assets/(liabilities)	**6.64**	**3.56**	**(4.85)**	**5.35**

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35 Contingent liabilities and capital commitments

Contingent liabilities

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Guarantees issued by the banks on behalf of the company	-	-	-
-Indirect tax matters	9.69	-	-
-Direct tax matters	-	-	-
-Others	-	-	-
Total	**9.69**	**-**	**-**

During the year, the Company received orders from the Goods and Services Tax authorities in the States of Haryana, Punjab and Uttar Pradesh under Section 74 of the respective Goods and Services Tax Acts in relation to FY 2019-20. The aggregate demand raised pursuant to these orders amounts to ₹ 9.69 million, comprising tax of ₹ 3.49 million, interest of ₹ 2.62 million and penalty of ₹ 3.59 million. The Haryana order relates to alleged excess availment of input tax credit, while the orders pertaining to Punjab and Uttar Pradesh refer to the matters detailed in the respective proceedings/attachments.

The Company has disputed the aforesaid demands and [has filed/is in the process of filing] appeals before the appropriate authorities. Based on management's assessment and advice obtained from its tax/legal advisors, the Company believes that it has a reasonable case on merits and that the possibility of an outflow of resources is not probable. Accordingly, no provision has been recognised in the financial statements and the aforesaid amount has been disclosed as a contingent liability.

Capital commitments

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-	-
Other Commitment	-	-	-
Total	**-**	**-**	**-**

36 Employee benefits

Table Showing Changes in Present Value of Obligations

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Present value of the obligation at the beginning of the period	39.79	30.50	35.55
Interest cost	3.08	2.36	2.75
Current service cost	8.54	13.31	11.46
Past Service Cost	-	-	-
Benefits paid (if any)	(0.55)	(0.15)	-
Actuarial (gain)/loss	(10.93)	(6.24)	(19.26)
Present value of the obligation at the end of the period	**39.92**	**39.79**	**30.50**

Bifurcation of total Actuarial (gain) / loss on liabilities

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Actuarial gain / loss from changes in Demographics assumptions (mortality)	Not Applicable	Not Applicable	Not Applicable
Actuarial (gain)/ loss from changes in assumptions	(2.37)	-	-
Experience Adjustment (gain)/ loss for Plan liabilities	(8.56)	(6.24)	(19.26)
Total Actuarial (gain)/ loss	**(10.93)**	**(6.24)**	**(19.26)**

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Key results (The amount to be recognized in the Balance Sheet)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Present value of the obligation at the end of the period	39.91	39.78	30.50
Fair value of plan assets at end of period	-	-	-
Net liability/(asset) recognized in Balance Sheet and related analysis	39.92	39.79	30.50
Funded Status - Surplus/ (Deficit)	**(39.92)**	**(39.79)**	**(30.50)**

Expense recognized in the statement of Profit and Loss:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Interest cost	3.08	2.36	2.75
Current service cost	8.54	13.31	11.46
Past Service Cost	-	-	-
Expected return on plan asset	-	-	-
Expenses to be recognized in P&L	11.62	15.67	14.21

Other comprehensive (income) / expenses (Remeasurement)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Cumulative unrecognized actuarial (gain)/loss opening b/f	(25.50)	(19.26)	-
Actuarial (gain)/loss - obligation	(10.93)	(6.24)	(19.26)
Actuarial (gain)/loss - plan assets	-	-	-
Total Actuarial (gain)/loss	(10.93)	(6.24)	(19.26)
Cumulative total actuarial (gain)/loss c/f	**(36.43)**	**(25.50)**	**(19.26)**

Net Interest Cost

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Interest cost on defined benefit obligation	3.08	2.36	2.75
Interest income on plan assets	-	-	-
Net interest cost (Income)	3.08	2.36	2.75

Experience adjustment

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Experience Adjustment (Gain) / loss for Plan liabilities	(8.56)	(6.24)	(19.26)
Experience Adjustment Gain / (loss) for Plan assets	-	-	-

Summary of membership data at the date of valuation and statistics based thereon:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Number of employees	6,077.00	6,613.00	6,283.00
Total monthly salary	42.90	45.82	42.30
Average Past Service(Years)	2.60	2.10	1.80
Average Future Service (yrs)	28.00	28.50	29.30
Average Age(Years)	32.00	31.50	30.70
Weighted average duration (based on discounted cash flows) in years	25.00	26.00	27.00
Average monthly salary	0.01	0.01	0.01

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Actuarial assumptions provided by the company and employed for the calculations are tabulated:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Discount rate	7.50 % per annum	7.75 % per annum	7.75 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum	5.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14
Attrition / Withdrawal Rate (per Annum)	10.00% p.a.	10.00% p.a.	10.00% p.a.

Benefits valued:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Normal Retirement Age	60 Years	60 Years	60 Years
Salary	Last drawn qualifying salary	Last drawn qualifying salary	Last drawn qualifying salary
Vesting Period	5 Years of service	5 Years of service	5 Years of service
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit	2.00	2.00	2.00

Current Liability (*Expected payout in next year as per schedule III of the Companies Act, 2013)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Current Liability (Short Term)*	10.10	2.47	1.58
Non Current Liability (Long Term)	29.82	37.32	28.92
Total Liability	**39.92**	**39.79**	**30.50**

Funding arrangements and funding policy		NA	NA

Expected contribution during the next annual reporting period

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
The Company's best estimate of Contribution during the next year	19.51	19.38	17.07

Maturity profile of defined benefit obligation: Weighted Average

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Weighted average duration (based on discounted cash flows) in years	25	26	27

Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations.

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
01 Apr 2024 to 31 Mar 2025	-	-	1.58
01 Apr 2025 to 31 Mar 2026	-	2.46	0.62
01 Apr 2026 to 31 Mar 2027	10.09	0.78	0.67
01 Apr 2027 to 31 Mar 2028	2.33	0.90	0.75
01 Apr 2028 to 31 Mar 2029	2.71	1.13	0.87
01 Apr 2029 Onwards	2.35	-	26.01
01 Apr 2029 to 31 Mar 2030	-	1.19	-
01 Apr 2030 Onwards	-	33.31	-
01 Apr 2030 to 31 Mar 2031	1.98	-	-
01 Apr 2031 Onwards	20.45	-	-

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

(In ₹)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Defined Benefit Obligation (Base)	3,99,12,067 @ Salary Increase Rate : 5%, and discount rate :7.50%	3,97,79,053 @ Salary Increase Rate : 5%, and discount rate :7.75%	3,04,95,372 @ Salary Increase Rate : 5%, and discount rate :7.75%
Liability with x% increase in Discount Rate	3,89,82,929; x=1.00% [Change (6)%]	3,70,97,603; x=1.00% [Change (6)%]	2,84,28,732; x=1.00% [Change (7)%]
Liability with x% decrease in Discount Rate	4,08,85,009; x=1.00% [Change 7%]	4,28,45,322; x=1.00% [Change 7%]	3,28,61,469; x=1.00% [Change 8%]
Liability with x% increase in Salary Growth Rate	4,09,01,636; x=1.00% [Change 7%]	4,28,99,823; x=1.00% [Change 7%]	3,29,03,574; x=1.00% [Change 8%]
Liability with x% decrease in Salary Growth Rate	3,89,50,046; x=1.00% [Change (6)%]	3,70,06,758; x=1.00% [Change (6)%]	2,83,58,757; x=1.00% [Change (7)%]
Liability with x% increase in Withdrawal Rate	3,95,77,543; x=1.00% [Change 1%]	3,97,81,274; x=1.00% [Change 2%]	3,04,94,931; x=1.00% [Change 2%]
Liability with x% decrease in Withdrawal Rate	4,02,49,063; x=1.00% [Change 1%]	3,96,89,807; x=1.00% [Change 2%]	3,04,28,251; x=1.00% [Change 2%]

Reconciliation of liability in balance sheet

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Opening gross defined benefit liability/ (asset)	39.79	30.50	35.55
Expenses to be recognized in P&L	11.62	15.67	14.21
OCI- Actuarial (gain)/ loss-Total current period	(10.93)	(6.24)	(19.26)
Benefits paid (if any)	(0.56)	(0.14)	-
Closing gross defined benefit liability/ (asset)	39.92	39.79	30.50

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37 Financial instruments by category

I) Carrying value and fair value of financial instruments by categories are as follows:

Assets	As at March 31, 2026					As at March 31, 2025					As at March 31, 2024				
	Fair value through P&L (FVTPL)	Fair value through OCI (FVTOCI)	Amortized cost	Total carrying value	Total fair value	Fair value through P&L (FVTPL)	Fair value through OCI (FVTOCI)	Amortized cost	Total carrying value	Total fair value	Fair value through P&L (FVTPL)	Fair value through OCI (FVTOCI)	Amortized cost	Total carrying value	Total fair value
Trade receivables	-	-	577.78	577.78	577.78	-	-	529.25	529.25	529.25			496.88	496.88	496.88
Cash and cash equivalents	-	-	134.46	134.46	134.46	-	-	30.01	30.01	30.01	-	-	76.24	76.24	76.24
Other bank balances	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other financial assets	-	-	67.46	67.46	67.46	-	-	72.05	72.05	72.05			24.76	24.76	24.76
Total	**-**	**-**	**779.70**	**779.70**	**779.70**	**-**	**-**	**631.31**	**631.31**	**631.31**	**-**	**-**	**597.88**	**597.88**	**597.88**

Liabilities	As at					As at					As at				
	Fair value through P&L (FVTPL)	Fair value through OCI (FVTOCI)	Amortized cost	Total carrying value	Total fair value	Fair value through P&L (FVTPL)	Fair value through OCI (FVTOCI)	Amortized cost	Total carrying value	Total fair value	Fair value through P&L (FVTPL)	Fair value through OCI (FVTOCI)	Amortized cost	Total carrying value	Total fair value
Borrowings	-	-	85.58	85.58	85.58	-	-	137.66	137.66	137.66	-	-	139.09	139.09	139.09
Trade payables	-	-	119.91	119.91	119.91	-	-	167.08	167.08	167.08	-	-	122.14	122.14	122.14
Lease liabilities	-	-	2.34	2.34	2.34	-	-	2.20	2.20	2.20	-	-	2.30	2.30	2.30
Other financial liabilities	-	-	127.38	127.38	127.38	-	-	127.83	127.83	127.83	-	-	117.56	117.56	117.56
Total	**-**	**-**	**335.21**	**335.21**	**335.21**	**-**	**-**	**434.77**	**434.77**	**434.77**	**-**	**-**	**381.09**	**381.09**	**381.09**

The Management assessed that fair value of Trade receivables, Loans, Other financial assets, Trade payables, Borrowings, Lease liabilities and Other financial 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.

II) Fair value hierarchy:

Level 1- Quoted prices (unadjusted) in the active markets for identical assets or liabilities.

Level 2- Inputs other than quoted prices included within level 1 that are observable for assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3- Inputs for assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis as at March 31, 2026, March 31, 2025 , March 31, 2024

Particulars	As at				As at				As at			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-	-
Liabilities	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended March 31, 2026, March 31, 2025 and March 31, 2024.

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III) Financial risk management

The Company's activities expose it to a variety of financial risks - currency risk, interest rate risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize the potential adverse effects on its financial performance.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of interest rate risk. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customer The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below :

a) Interest risk

The Company's exposure to changes in interest rates relates primarily to the Company's outstanding floating rate debt. While most of the Company's outstanding debt in local currency is on fixed rate basis and hence not subject to interest rate risk, some portion of debt is generally linked to interest rate benchmarks like MCLR, RBI Repo rate, 3 months T-Bill, 6 months T-Bill. The Company may hedge a portion of these risks by way of derivatives instruments like interest rate swaps and currency swaps.

Sensitivity analysis

A hypothetical 50 basis point shift in respective currency MCLR, RBI Repo rate, 3 months T-Bill, 6 months T-Bills and other benchmarks, holding all other variables constant, on the unhedged loans would result in a corresponding increase/decrease in interest cost for the Company on a yearly basis in million is as follows:

Particulars	Impact on profit & loss after tax			Impact on equity		
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Change in base rate						
Increase by 0.50%	(0.02)	(0.03)	(0.02)	(0.02)	(0.03)	(0.02)
Decrease by 0.50%	0.02	0.03	0.02	0.02	0.03	0.02

b) Credit risk

Credit risk refers to the risk of default on its obligation by a counterparty resulting in a financial loss. The carrying amount of all financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 1,190.63 million, ₹ 943.23 million and ₹ 745.45 million as at March 31, 2026, as at March 31, 2025 and March 31, 2024 respectively being the total of the carrying amount of loans, trade receivables, unbilled revenue, cash and other bank balances and all other financial assets.

The principal credit risk that the Company exposed to is non-collection of trade receivable and late collection of receivable and on unbilled revenue leading to credit loss. The risk is mitigated by reviewing creditworthiness of the prospective customers prior to entering into contract and post contracting, through continuous monitoring of collections by a dedicated team. The Company makes adequate provision for non-collection of trade receivable and unbilled receivables. Further, the Company has not suffered significant payment defaults by its customer. The Company has considered the latest available credit-ratings of customers to ensure the adequacy of allowance for expected credit loss towards trade and other receivables.

In addition, for delay in collection of receivable, the Company has made a provision for Expected Credit loss ('ECL') based on an ageing analysis of its trade receivable and unbilled revenue. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables and unbilled revenue based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward looking information.

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customer Exposure to customers is diversified and the percentage of revenue from its top five customers is 98.05 % for the years ended March 31, 2026 (March 31, 2025: 99.28% and March 31, 2024: 98.27%).

ECL allowance for non-collection and delay in collection of receivable and unbilled revenue, on a combined basis was ₹ 1.69 million, ₹ 1.40 million and ₹ 1.44 million as at March 31, 2026, March 31, 2025 and March 31, 2024 respectively. The movement in allowance for expected credit loss comprising provision for both non-collection and delay in collections of receivable and unbilled revenue is as follows:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Balance at the beginning of the year	1.40	1.44	-
Allowance for expected credit loss	0.29	(0.04)	1.44
Amounts written-off	-	-	-
Translation differences	-	-	-
Balance at the end of the year	**1.69**	**1.40**	**1.44**

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Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high ratings assigned by international and domestic credit rating agencies and analyzing market information on a continuous and evolving basis. Ratings are monitored periodically and the Company has considered the latest available credit ratings as well any other market information which may be relevant at the date of approval of these financial information.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's treasury department is responsible for liquidity, funding, investment as well as settlement management. Surplus funds are invested in non-speculative financial instruments that include highly liquid funds and corporate deposits.

Liquidity position of the Company is given below:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Cash and cash equivalents*	134.46	30.01	76.24
Other bank balances*	-	-	-
Total	**134.46**	**30.01**	**76.24**

**Excludes cash and bank balances not available for immediate use and earmarked balances with banks*

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The contractual maturities of undiscounted financial liabilities is as follows:

Particulars	As at March 31, 2026				As at March 31, 2025				As at March 31, 2024			
	Within a year	One to five years	More than five years	Total	Within a year	One to five years	More than five years	Total	Within a year	One to five years	More than five years	Total
Trade payables	78.56	41.35	-	**119.91**	122.69	44.39	-	**167.08**	78.80	43.34	-	**122.14**
Other financial liabilities	127.38	-	-	**127.38**	127.83	-	-	**127.83**	117.56	-	-	**117.56**
Lease liabilities	1.65	0.69	-	**2.34**	1.41	0.79	-	**2.20**	1.66	0.64	-	**2.30**
Borrowings	51.77	33.81	-	**85.58**	91.47	46.19	-	**137.66**	77.28	61.81	-	**139.09**
Total	**259.36**	**75.85**	**-**	**335.21**	**343.40**	**91.37**	**-**	**434.77**	**275.30**	**105.79**	**-**	**381.09**

e) Commodity price risk

Commodity price risk arises due to fluctuation in prices of key inputs such as steel, cement, copper, aluminium, fuel. The Company has a risk management framework aimed at prudently managing the risk arising from the volatility in commodity prices and freight costs. The Company's commodity price risk is managed centrally through well-established trading operations and control processes. In accordance with the risk management policy, the Company has procurement strategies such as advance bulk purchases, back to back arrangements with vendors, long term supply contracts, freight exposure and monitoring mechanism for commodity price movements.

38 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital as well as the level of dividends on its equity shares. The Company's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

The capital structure is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total equity	**952.17**	**522.64**	**378.60**
As percentage of total capital	91.75%	79.15%	73.13%
Non current borrowings	33.81	46.19	61.81
Current borrowings	51.77	91.47	77.28
Total borrowings	**85.58**	**137.66**	**139.09**
As a percentage of total capital	8.25%	20.85%	26.87%
Total capital (Equity and borrowings)	**1,037.75**	**660.30**	**517.69**

The Company is predominantly equity financed which is evident from the capital structure table.

Net gearing ratio at the end of the reporting period is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Borrowings	85.58	137.66	139.09
Less: Cash & cash equivalents	134.46	30.01	76.24
Less: Other bank balances	-	-	-
Net debt (A)	**(48.88)**	**107.65**	**62.85**
Total equity (B)	**952.17**	**522.64**	**378.60**
Net gearing ratio (A/B)	**(0.05)**	**0.21**	**0.17**

39 Basic and diluted earnings per share

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Profit after tax	228.85	139.37	91.83
Weighted average number of shares for calculation of Basic EPS and Diluted EPS (face value of shares is ₹ 10 each)	25,121,712	24,000,000	24,000,000
Basic and diluted earnings per equity share (face value of shares ₹ 10 each (In ₹)	**9.11**	**5.81**	**3.83**

Subsequent to the reporting period, on September 21, 2026, the shareholders approved a bonus issue of equity shares in the ratio of 5:1. The bonus issue is a non-adjusting event under Ind AS 10. However, in accordance with Ind AS 33, the basic and diluted EPS for all periods presented have been adjusted retrospectively to give effect to the bonus issue.

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40 Related party disclosure

In accordance with the requirements of Ind AS 24, 'Related Party Disclosures', the names of the related party where control exists/able to exercise significant influence along with the transactions and year-end balances with them as identified and certified by the management are given below:

a) Details of related parties

Description of related parties	Name of related parties
Key managerial personnel (KMP)	
Chairman & Whole Time Director	Rajiv Gandhi from August 23, 2026
Managing Director	Pankaj Setia from August 23, 2026
Chief Executive Officer	Ravi Kumar from August 10, 2026
Executive Director	Ravinder Kumar Minhas from March 15, 2025
Chief Financial Officer	Anuj Ohri from August 10, 2026
Company Secretary & Compliance Officer	Himanshu Ranga from August 31, 2025 Shaveta Sharma from August 10, 2026
Non executive Directors	Gautam Jindal from June 1, 2026 Samridhi Batra from June 1, 2026 Ashwani Kumar Gulati from July 23, 2026

b) Transaction with related parties are as follows:

Particulars	Relation	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Unsecured loans obtained during the year				
Pankaj Setia	KMP	1.00	-	-
Expenses				
(Short term employee benefits)				
Remuneration				
Rajiv Gandhi	KMP	6.00	6.00	7.20
Pankaj Setia	KMP	6.00	6.00	7.20
Ravinder Kumar Minhas	KMP	1.88	0.08	-
(Long term employee benefits)				
Contribution to pension/insurance plans				
Rajiv Gandhi	KMP	0.55	0.51	1.03
Pankaj Setia	KMP	0.60	0.51	1.02
Ravinder Kumar Minhas	KMP	-	-	-
Salary*				
Himanshu Ranga	KMP	0.18	-	-
**As post employment obligations and other long-term employee benefits/ obligations are computed for all employees in aggregate, the amounts relating to key management personnel cannot be individually computed and hence are not included in the above.*				
Imprest				
Rajiv Gandhi	KMP	0.66	0.25	0.99
Pankaj Setia	KMP	1.40	0.76	1.16
Ravinder Kumar Minhas	KMP	0.61	-	-
Loans and advances				
c) Outstanding balances at the year end				
Director's remuneration payable				
Rajiv Gandhi	KMP	-	-	-
Pankaj Setia	KMP	-	-	-
Ravinder Kumar Minhas	KMP	-	-	-

Particulars	Relation	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Salary payable				
Himanshu Ranga	KMP	-	-	-
Borrowings				
Pankaj Setia	KMP	1.00	-	-
Imprest balance				
Rajiv Gandhi	KMP	0.07	-	-
Pankaj Setia	KMP	0.09	-	-
Ravinder Kumar Minhas	KMP	0.06	-	-

d) Terms and conditions with related parties
All transactions with related parties are made on the terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business.

e) Personal guarantee
The loans are guaranteed by the directors of the Company

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41 Segment reporting

In accordance with the requirement of Ind AS 108 - "Segment reporting", the Company is primarily engaged in the business of execution of telecom and infrastructure projects, including operation and maintenance services, pipeline installation, construction and interior works for corporate clients. The Company also undertakes industrial, civil, electrical, networking and allied works. The Company specializes in deployment and end-to-end operation and maintenance of fiber networks (Inter-city, Intra-city and FTTx), tower sites and cell sites. It is also involved in telecom network rollouts including 5G networks, fiber networks and construction of tower and cell site infrastructure and has no other reportable segments. The Board of Directors of the company allocates the resources and assess the performance of the Company as Chief Operating Decision Maker("CODM"). The CODM monitors the operating results of the business into three segments, namely a) Operation & maintenance, b) Construction & interiors, and c) Gas pipeline, sewage & solar. Thus, the segment revenue, segment result, total carrying value of segment assets, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation and amortization during the year are all as reported in the financial information for the years ended March 31, 2026, March 31, 2025 and March 31, 2024 and as on the respective dates is shown in the details given below:

Segment revenue

March 31, 2026

Particulars	Operation & maintenance	Construction & interiors	Gas pipeline, sewage & solar	Inter-segment elimination	Total
External	2,830.21	19.37	20.10	-	**2,869.68**
Inter Segment Revenue	-	-	-	-	**-**
Total revenue from operations	**2,830.21**	**19.37**	**20.10**	**-**	**2,869.68**

March 31, 2025

Particulars	Operation & maintenance	Construction & interiors	Gas pipeline, sewage & solar	Inter-segment elimination	Total
External	2,734.54	21.44	4.84	-	**2,760.82**
Inter Segment Revenue	-	-	-	-	**-**
Total revenue from operations	**2,734.54**	**21.44**	**4.84**	**-**	**2,760.82**

March 31, 2024

Particulars	Operation & maintenance	Construction & interiors	Gas pipeline, sewage & solar	Inter-segment elimination	Total
External	2,306.02	24.73	8.12	-	**2,338.87**
Inter Segment Revenue	-	-	-	-	**-**
Total revenue from operations	**2,306.02**	**24.73**	**8.12**	**-**	**2,338.87**

Segment results

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Operation & maintenance	356.10	240.16	169.32
Construction & interiors	0.77	1.31	1.72
Gas pipeline, sewage & solar	0.82	0.64	1.48
Total segment result	**357.69**	**242.11**	**172.52**
Less: Unallocated Finance cost	(17.81)	(22.74)	(19.57)
Less: Unallocated Other Expense	(54.49)	(40.49)	(57.97)
Add: Other Income	6.72	3.39	32.79
Profit before tax	**292.11**	**182.27**	**127.77**
Current tax	65.87	46.59	39.50
Deferred tax	(2.61)	(3.69)	(3.56)
Profit after tax	**228.85**	**139.37**	**91.83**

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Segment assets and liabilities

Particulars	March 31, 2026		March 31, 2025		March 31, 2024	
	Segment asset	Segment liability	Segment asset	Segment liability	Segment asset	Segment liability
Operation & maintenance	560.53	110.69	520.53	162.05	491.27	117.19
Construction & interiors	10.30	2.71	7.21	2.04	4.15	1.76
Gas pipeline, sewage & solar	8.64	1.28	7.37	1.25	7.35	1.01
Total segment assets/liabilities	**579.47**	**114.68**	**535.11**	**165.34**	**502.77**	**119.96**
Add: Unallocated assets/liabilities	820.97	333.59	533.28	380.41	350.66	354.87
Total assets/liabilities	**1,400.44**	**448.27**	**1,068.39**	**545.75**	**853.43**	**474.83**

Other information

Particulars	March 31, 2026		March 31, 2025		March 31, 2024	
	Capital expenditure	Depreciation & Amortization	Capital expenditure	Depreciation & Amortisation	Capital expenditure	Depreciation & Amortisation
Operation & maintenance	-	-	-	-	-	-
Construction & interiors	-	-	-	-	-	-
Gas pipeline, sewage & solar	-	-	-	-	-	-
Sub-total	**-**	**-**	**-**	**-**	**-**	**-**
Unallocated	0.63	5.78	0.55	6.78	1.69	6.38
Total	**0.63**	**5.78**	**0.55**	**6.78**	**1.69**	**6.38**

Additional disclosure of major customers (more than 10% of the Company's total revenue)

During the year ended March 31, 2026, revenue of ₹ 2,495.18 million was derived from one external customer (representing more than 10 per cent of the Company's total revenue). The revenues from this customer is attributable to the following reportable segments:
– Customer 1: Revenue of ₹ 2,495.18 million, primarily in Segment One (Operation & Maintenance).
This amounts is included in the segment revenues disclosed in the segment information.

During the year ended March 31, 2025, revenue of ₹ 2,417.09 million was derived from one external customers (representing more than 10 per cent of the Company's total revenue). The revenues from this customer is attributable to the following reportable segments:
– Customer 1: Revenue of ₹ 2,417.09 million, primarily in Segment One (Operation & Maintenance).
This amount is included in the segment revenues disclosed in the segment information.

During the year ended March 31, 2024, revenue of ₹ 1,656.10 million, ₹ 494.53 million were derived from two external customers (each representing more than 10 per cent of the Company's total revenue). The revenues from these customers are attributable to the following reportable segments:
– Customer 1: Revenue of ₹ 1,656.10 million, primarily in Segment One (Operation & Maintenance).
– Customer 2: Revenue of ₹ 494.53 million, primarily in Segment One (Operation & Maintenance).
These amounts are included in the segment revenues disclosed in the segment information.

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42 Corporate social responsibility

Amount required to be spent by the Company on Corporate Social Responsibility (CSR) related activities during the year ended March 31, 2026 is ₹ 2.88 million and the actual amount spent is ₹ 3.00 million for the year ended March 31, 2026, excluding any provision. The CSR initiatives are primarily in relation to major thrust areas of Education, Health and Wellness, Livelihood, Environment, Women Empowerment, and upliftment of Persons with Disabilities.

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
(i) Amount required to be spent by the Company during the period	2.89	2.36	1.32
(ii) Excess spend of previous year utilized	0.01	-	-
(iii) Spend obligation [i-ii]	2.88	2.36	1.32
(iv) Actual spent*	3.00	2.37	1.32
Of which amount recognized in			
(a) Balance Sheet	0.12	0.01	-
(b) Statement of profit and loss	2.88	2.37	1.32
(v) Excess spend shown as asset in previous year charged to profit & loss on its utilization	0.01	-	-
(vi) Total amount shown in statement of profit & loss	**2.89**	**2.37**	**1.32**

Note:

** Promoting healthcare including preventive healthcare, education and literacy, women empowerment, skill development and livelihood enhancement for underprivileged and underserved communities.*

The Company meets the criteria specified under Section 135 of the Companies Act, 2013 and has formed a Corporate Social Responsibility (CSR) Committee to monitor the CSR activities implemented as per the CSR policy of the Company. The Company spends in each financial year at least 2% of its average net profit for the immediately preceding three financial years as per provisions of Section 135 of the Act and is in compliance of its CSR policy. The funds allocated are utilised through the year on the activities which are specified in Schedule VII of the Act.

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43 Analytical ratios

Ratio	Numerator	Denominator		Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024	Variance from March 31, 2025 to March 31, 2026	Refer note	Variance from March 31, 2024 to March 31, 2025	Refer note
Current Ratio	Total current assets	Total current liabilities	Times	3.26	1.95	1.94	67.08%	A1	0.49%	NA
Debt-Equity Ratio	Debt consists of borrowings (short term and long term) and lease liabilities	Total equity	Times	0.09	0.27	0.37	-65.49%	A2	-28.34%	B1
Debt Service Coverage Ratio	Earning for Debt Service = Net profit after taxes + Non-cash operating items + Interest + Other adjustments	Debt service = Interest & Lease Payments + Principal Repayments to be made during the year	Times	2.17	1.59	2.04	36.29%	A3	-21.90%	NA
Return on Equity Ratio	Profit for the year less Preference dividend (if any)	Average total equity	%	31.03%	30.93%	28.21%	0.34%	NA	9.62%	NA
Inventory turnover ratio	Cost of goods sold/Sales	Average inventory	Times	NA	NA	NA	NA	NA	NA	NA
Trade Receivables turnover ratio	Revenue from operations	Average trade receivables	Times	5.18	5.38	5.82	-3.65%	NA	-7.54%	NA
Trade payables turnover ratio	Purchases	Average trade payables	Times	5.35	4.96	4.45	7.87%	NA	11.35%	NA
Net capital turnover ratio	Revenue from operations	Working capital (i.e. Total current assets less Total current liabilities)	Times	3.30	6.28	6.46	-47.39%	A4	-2.88%	NA
Net profit %	Net profit after tax	Revenue from operations	%	7.97%	5.05%	3.93%	57.97%	A5	28.57%	B2

	EBITDA %	Earnings before interest, taxes, depreciation, amortization and other income	Revenue from operations	%	10.76%	7.51%	5.12%	43.30%	A6	46.51%	B2
	EBIT %	Earnings before interest, taxes and other income	Revenue from operations	%	10.56%	7.26%	4.85%	45.37%	A7	49.69%	B3
	Return on Capital employed	Earnings before interest and taxes	Capital employed (Capital employed = Net worth + Borrowings+Lease liabilities)	%	29.26%	30.46%	22.01%	-3.94%	NA	38.40%	B4
	Return on investment	Net gain from investment	Average amount invested	%	NA	NA	NA	NA	NA	NA	NA

Reasons for variance from fiscal 2025 to fiscal 2026

A1 The increase in current ratio is primarily attributable to higher current assets, coupled with a reduction in current liabilities during the year
A2 The decrease in debt-equity ratio is primarily attributable to repayment/reduction of borrowings and increase in shareholders' equity during the year.
A3 Primarily due to improved operating profitability/cash accruals and/or reduction in debt servicing obligations during the year.
A4 The decrease in net capital turnover ratio is primarily attributable to an increase in working capital relative to revenue during the year
A5 The increase in net profit ratio is primarily attributable to improved operating performance and profitability during the year.
A6 Primarily due to improved operating performance and better absorption of operating costs during the year
A7 Primarily due to improved operating profitability and better absorption of operating costs and depreciation during the year

Reasons for variance from fiscal 2024 to fiscal 2025

B1 The decrease in debt-equity ratio is primarily attributable to repayment/reduction of borrowings and increase in shareholder's equity during the year.
B2 Net Profit Ratio increased due to higher revenue growth coupled with proportionately lower growth in operating expenses, resulting in improved overall profitability.
B3 Primarily due to improved operating performance and better absorption of operating costs during the year
B4 Primarily due to improved operating profitability and better absorption of operating costs and depreciation during the year
B5 Primarily due to improved operating profitability and efficient utilization of capital employed during the year

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44 Statement of Restatement Adjustments to Audited Statutory Financials Statements

Reconciliation between audited total comprehensive income/(loss) and restated total comprehensive income/(loss):

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Total comprehensive income as per Audited Special Purpose Financial Statements (A)	**237.03**	**144.04**	**106.24**
Adjustments:			
Restatement Adjustments	-	-	-
Prior period Item	-	-	-
Total impact of adjustments (B)	**-**	**-**	**-**
Total comprehensive income as restated (A+B)	**237.03**	**144.04**	**106.24**

Reconciliation between audited total equity and restated total equity:

Particulars	Year ended March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total equity as per Audited Special Purpose Financial Statements (A)	**952.17**	**522.64**	**378.60**
Adjustments:			
Restatement Adjustments	-	-	-
Prior period Item	-	-	-
Total impact of adjustments (B)	**-**	**-**	**-**
Total equity as restated (A+B)	**952.17**	**522.64**	**378.60**

45 Material regroupings

Appropriate regroupings have been made in the Restated Financial Information., wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the audited financial statements for the year ended March 31, 2026 prepared in accordance with Schedule III to the Act, requirements of Ind AS 1, 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended. However, the impact of such regroupings / reclassification are not material to the Restated Financial Information.

46 Non - adjusting items

Qualification/ modifications in the Auditors' report which do not require any corrective adjustments in the Restated Financial Information.

a) There are no audit qualification in auditor's reports as of and for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, nor there are any other observations which require any other adjustments in the Restated Financial Information.

b) There are no Emphasis of matters in auditor's reports as of and for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 which require adjustments in the Restated Financial Information.

c) There are no observations under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

d) No other matters reported in the Auditor's report issued under Companies (Auditor's Report) Order, 2020 ('CARO, 2020'), on the financial statements of the Company for the years ended March 31, 2026, March 31, 2025 and March 31, 2024

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47 Balance with struck off companies

The company does not have any transaction with struck off companies

48 Dividends

The company has not declared and paid any dividend during any of the period mentioned above

49 Additional disclosure / Regulatory Information as required by Notification no. GSR 207(E) dated 24.03.2021

(i) Utilisation of borrowed funds and share premium:

The company have not advanced or loaned or invested funds either from borrowed funds or share premium or any other sources or kind of funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding recorded in writing or otherwise that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

The company have not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding, whether recorded in writing or otherwise that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(ii) Details of benami property held:

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act 1988 (45 of 1988) and the rules made thereunder.

(iii) Wilful defaulter

No Bank or financial institution has declared the company as "wilful defaulter"

(iv) Registration of charges or satisfaction with Registrar of Companies:

All applicable cases where registration of charges or satisfaction is required with Registrar of Companies have been done. No registration or satisfaction is pending as at March

(v) Companies with number of layers of companies:

No layers of companies has been established beyond the limit prescribed as per above said section / rules.

(vi) Compliance with approved Scheme(s) of Arrangements:

No scheme of arrangements has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.

(vii) Undisclosed income:

There is no such income which has not been disclosed in the books of accounts. No such income is surrendered or disclosed as income during the years presented in the tax assessments under Income Tax Act, 1961.

(viii) Loans or advances to specified persons

There are no loans or advances in the nature of loan are granted to promoters, directors, KMPS, and the related parties (as defined under Companies Act, 2013) either severally or jointly with other person, that are repayable on demand or without specifying any terms or period of repayments.

(ix) Valuation of PPE and intangible asset

The company has not revalued its property, plant and equipment, Investment Property or intangible assets or both during the current or previous year.

(x) The Code on Social Security, 2020

Effective November 21, 2025, the Government of India consolidated 29 existing labour regulations into four Labour codes, namely, The Code on Wages, 2019, The Industrial Relations Code, 2020, The Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, collectively referred to as the 'New Labour Codes'. Based on the requirements of New Labour Codes and relevant Accounting Standards, the Company has evaluated the requirements of the New Labour Codes and their impact on employee benefit obligations in accordance with the applicable Accounting Standards. Based on such evaluation, there is no material impact on the employee benefit obligations or the financial statements of the Company for the year ended March 31, 2026 arising from the implementation of the New Labour Codes.

(xi) Core Investment Company

The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India.

(xii) Events after reporting period:

1. Subsequent to the reporting date, the Company has made the following appointments:

a) Mr. Gautam Jindal and Ms. Samridhi Batra as Non-Executive Directors with effect from June 1, 2026.

b) Mr. Anuj Ohri as the Chief Financial Officer (CFO) with effect from August 10, 2026.

c) Mr. Ashwani Kumar Gulati as a Non-executive director with effect from July 23, 2026.

d) Ms. Shaveta Sharma as Compliance Officer & Company Secretary with effect from August 10, 2026 in place of Himanshu Ranga.

e) Mr. Rajiv Gandhi as Chairman & Whole time director with effect from August 23, 2026.

f) Mr. Pankaj Setia as Managing director with effect from August 23, 2026.

g) Mr. Ravi Kumar as Chief executive officer with effect from August 10, 2026.

The above appointments are events occurring after the reporting period and do not require any adjustment to the amounts recognised in the financial statements for the year ended March 31, 2026.

2. Subsequent to the reporting date, the Company increased its authorised share capital from ₹ 50.00 million, comprising 5 million equity shares of ₹ 10 each, to ₹ 400.00 million, comprising 40 million equity shares of ₹ 10 each, pursuant to the approval of the shareholders of the Company.

The increase in authorised share capital is a non-adjusting event after the reporting period and, accordingly, no adjustment has been made to the amounts recognised in these financial statements.

3. Subsequent to the reporting period, on September 21, 2026, the shareholders approved a bonus issue of equity shares in the ratio of 5:1. The bonus issue is a non-adjusting event under Ind AS 10. However, in accordance with Ind AS 33, the basic and diluted EPS for all periods presented have been adjusted retrospectively to give effect to the bonus issue.

(xiii) Utilisation of borrowings availed from banks and financial institutions:

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such borrowings were taken.

(xiv) Details of Crypto Currency or Virtual Currency

The company has not traded or invested in any crypto currency or virtual currency during the years presented.

(xv) Audit trail

The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which use accounting software for maintaining its books of accounts, to use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

During the years ended March 31, 2026, March 31, 2025 & March 31, 2024 the audit trail feature was enabled both at the application level and data base level in the accounting software used by the Company to maintain its books of accounts. Further audit trail has been preserved by the Company as per the statutory requirement for the record retention.

This is the summary statement of material accounting policies and other explanatory information referred to in our report of even date

For Dhillon & Associates
Chartered Accountants
Firm's Registration Number: 002783N

For and on behalf of Board of Directors of
S. G. Encon Limited (Formerly known as "S. G. Encon Private Limited")
CIN-U45208HR2008PLC037614

Rajesh Malhotra
Partner
Membership No.: 090661

Rajiv Gandhi
Chairman & Whole Time Director
DIN: 03445578

Pankaj Setia
Managing Director
DIN: 03463323

Anuj Ohri
Chief financial officer
Membership No.: 503241

Shaveta Sharma
Company Secretary & Compliance Officer
Membership No.: A23537

Place: Chandigarh
Date: September 23, 2026
UDIN: 26090661KZPYVG4870

Place: Chandigarh
Date: September 23, 2026

Place: Chandigarh
Date: September 23, 2026

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(₹ in millions except no of shares & percentage data)

Particulars	For The Year Ended 31st March		
	2026	2025	2024
Total Revenue (A)	2869.68	2760.82	2338.87
Net Profit as Restated Continuing Operations (B)	228.85	139.37	91.83
Profit before tax	292.11	182.27	127.77
Add: Depreciation	5.78	6.78	6.38
Add: Interest on Loan	17.81	22.74	19.57
Less: Other Non-Operating Income	(6.72)	(3.39)	(32.79)
EBITDA (C)	308.98	208.40	120.93
EBITDA Margin (in %) (C/A)	10.77%	7.55%	5.17%
Net Worth as Restated (D)	952.17	522.64	378.60
Return on Net Worth (in %) as Restated (B/D)	24.03%	26.67%	24.26%
Equity Share at the end of year/period (in Nos.) (E)	26887500	24000000	24000000
Weighted No. of Equity Shares (G)	25121712	24000000	24000000
Earnings per Equity Share as Restated (B/G)	9.11	5.81	3.83
Basic & Diluted (As per restated Period)	9.11	5.81	3.83
Basic Earnings per share (in Rs.)	9.11	5.81	3.83
Diluted Earnings per share (in Rs.)	9.11	5.81	3.83
Net Asset Value per Equity share as Restated (D/E)	35.41	21.78	15.78
Net Asset Value per Equity share (D/G) - (Post Bonus with retrospective effect)	37.90	21.78	15.78

Note:

1. *EBITDA Margin = EBITDA/Total Revenues*
2. *Earnings per share (₹) = Profit available to equity shareholders from continuing operations/ Weighted No. of shares outstanding at the end of the year*
3. *Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.*
4. *Return on Net worth (%) = Restated Profit after taxation / Net worth x 100*
5. *Net Worth = Equity Share Capital + Reserve and Surplus (including P&L surplus) - Revaluation Reserve, If any*
6. *Net asset value/Book value per share (₹) = Net worth / weighted average number equity shares outstanding for the period/ year*
7. *The Company does not have any revaluation reserves or extra-ordinary items.*

The figures disclosed above are based on the Restated Financial Statements of the Company.

CAPITALISATION STATEMENT

Dated: September 23, 2026

To,
The Board of Directors
S.G. Encon Limited
Cabin no. 1, Sco 93, Second Floor, Swastik Vihar,
Sector-5, Mansa Devi Complex, Panchkula,
Haryana, India, 134109
(the "**Company**")

and

Marwadi Chandarana Intermediaries Brokers Private Limited
X-Change Plaza, Office No. 1201 to 1205,
12th Floor, Building No. 53E, Zone-5, Road 5E,
GIFT CITY, Gandhinagar, Gujarat, India, 382050

(Marwadi Chandarana Intermediaries Brokers Private Limited is referred to as the "Book Running Lead Manager" or the "BRLM")

Dear Sir/Madam,

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of S.G. Encon Limited ("the Company") through a fresh issue of Equity Shares and Offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer")

Sub: Certificate on Capitalization Statement

We, "**Dhillon & Associates**", Chartered Accountants, **FRN: 002783N**, are the statutory auditors of the Company, appointed in accordance with section 139 of the Companies Act, 2013, as amended. We have been requested by the Company to verify, confirm and certify the particulars contained in the capitalization statement annexed herewith as **Annexure A** (the "**Capitalization Statement**"), to be disclosed in the draft red herring prospectus, red herring prospectus and the prospectus to be filed by the Company in connection with the Offer (collectively, the "**Offer Documents**"), in accordance with the requirements prescribed under Schedule VI of the SEBI ICDR Regulations.
We have performed following procedures:

a. Compared the items, included in the **Annexure A** Capitalization Statement**,** with the corresponding amounts in the Restated Financial Information for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024.

b. Recomputed the mathematical accuracy of the totals as appearing in **Annexure A** Capitalization Statement.

c. Verified that the amounts stated in **Annexure A** (Capitalization Statement) have been accurately extracted from the Restated Financial Statements of the Company.

Based on the procedures performed by us as stated above, and according to the information, explanations and representations given to us, we report that:

a. The items included in the **Annexure A** Capitalization Statement are in agreement with the corresponding amounts in the Restated Financial Information.

b. The totals as appearing in **Annexure A** Capitalization Statement are mathematically accurate.

In this regard: (i) to certify the capitalization statement on a pre-Offer basis, we have examined the relevant documents including the Restated Financial Statements of the Company as at a for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024; and (ii) to certify the capitalization statement on a post-Offer basis (adjusted to give effect

of the gross proceeds of the Offer), we have reviewed the minutes of the board meetings, shareholders' meetings, statutory records and corporate filings to verify the share capital of the Company from April 1, 2026 till the date of this certificate.

We confirm that the information in this certificate is true and correct and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

We have conducted our examination in accordance with the applicable guidance note on reports or certificates for special Purpose (Revised 2016)" ("Guidance Note") issued by the Institute of Chartered Accountants of India (the "**ICAI**") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI and accordingly, we confirm that we have complied with such Code of Ethics issued by the ICAI.

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

This certificate may be relied upon by the Company, the Book Running Lead Manager, and the legal counsel appointed in relation to the Offer. We hereby consent to extracts of, or reference to, this certificate being used in the draft red herring prospectus, red herring prospectus and prospectus or any other documents in connection with the Offer (collectively, the "**Offer Documents**"). We also consent to the submission of this certificate as may be necessary, to SEBI, Stock Exchanges, Registrar of Companies and to any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Offer and in accordance with applicable law. This certificate may be disclosed by the Book Running Lead Manager, if required, (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available to public for inspection.

Further, we hereby consent to this certificate being disclosed by the BRLM, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Manager until the date when the Equity Shares allotted and transferred in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Book Running Lead Manager and the legal Counsel in relation to the Offer can assume that there is no change to the above information.

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

For and on behalf of
Dhillon & Associates
Chartered Accountants
ICAI Firm Registration Number: 002783N

Rajesh Malhotra
(Partner)
Membership No.: 090661
Place: Chandigarh
Date: September 23, 2026
UDIN:

CC:

Legal Counsel to the Offer

Legacy Law Offices LLP

Legacy House, D-18, Kalkaji,
New Delhi- 110019, India.

Annexure A

(₹ in million)

Particulars [(1) (2)]	Pre- Offer as at March 31, 2026	As adjusted for the Offer [(3)]
Total borrowings		
- Non-current borrowings	33.81	[●]
- Non-current Lease liabilities	0.69	[●]
- Current borrowings	1.00	[●]
- Current maturities of non-current borrowings	50.77	[●]
- Current Lease liabilities	1.47	[●]
- Interest accrued	0.18	[●]
Debt (A)	**87.92**	[●]
Equity		[●]
- Equity Share capital	44.81	[●]
- Other equity	907.36	[●]
Equity (B)	**952.17**	[●]
		[●]
Debt equity ratio (A/B)	**0.09**	[●]

1. The above has been computed on the basis on amounts derived from the Restated Financial Information.

2. The component of debt and equity carries the same meaning as per Schedule III of the Companies Act, 2013.

3. 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.

4. Post March 31, 2026, on September 21, 2026, the shareholders approved a bonus issue of equity shares in the ratio of 5:1, and the said bonus shares were subsequently allotted by the Company.

FINANCIAL INDEBTEDNESS

Our Company avails loans and credit facilities in the ordinary course of its business for the purposes of meeting its working capital and business 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 details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers*" on page 277.

The details of the indebtedness of our Company as on August 31, 2026, are provided below:

(All amount in million)

Category of borrowings	Sanctioned amount as on the August 31, 2026	Outstanding amount as on the August 31, 2026
Borrowings of Company		
Secured		
Working capital facilities		
Fund based	15.31	14.21
Non-fund based	-	-
	-	-
Term loans	-	-
Interest accrued but not due	-	0.10
Sub-total (A)	**15.31**	**14.31**
Unsecured		
Working capital facilities		
Fund based	168.71	79.98
Non-fund based		
Term loans		
Interest accrued but not due	-	1.04
Sub-total (B)	**168.71**	**81.02**
Total	**184.02**	**95.33**

Restrictive covenants: Our borrowing arrangements typically contain various restrictive conditions and covenants mandating either the prior written consent and/or an intimation to our lenders in respect of certain corporate actions. An indicative list of such covenants is set forth below. (a)Resort to any additional borrowing in the company (b) Undertake any further capex except being funded by company's own resources. (c)Effect any change in shareholding pattern and management control in the company (d) Diversify into non-core areas viz business other than current business (e) Effect any dividend payout/capital withdrawal, in case of delays in debt servicing or breach of financial covenants. (f) Enter into any merger/amalgamation or do a buy back. (g) Permit any change in its ownership/control/management.

Events of Default: In terms of the overdraft borrowing arrangements entered into by our Company, non-payment of any payable amount, non-compliance of any obligation under agreement, repudiation of agreement, providing misleading information and other material adverse effect will constitute an event of default.

Consequences of events of default: In terms of the borrowing arrangements of the Company, the consequences of occurrence of events of default may include cancellation of the undrawn portion of facility, declaring all or part of the amount together with accrued interest due/payable immediately, right to enforce the security created, review of existing credit limits and report to take all necessary steps including recalling of the credit limit etc.

We have obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Issue. For further details of financial and other covenants required to be complied with in relation to our

borrowings, see "*Risk Factors - Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, financial condition, cash flow and result of operations*.." on page 43.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion is intended to convey the management's perspective on our financial condition and results of operations for Fiscals 2026, 2025 and 2024. This section should be read together with "Risk Factors", "Industry Overview", "Our Business", and "Restated Financial Information" on pages 23, 135, 232 and 58, respectively. Unless otherwise stated or the context requires otherwise, the financial information in this section has been derived from the Restated Standalone Financial Information included in this Draft Red Herring Prospectus. Our financial year ends on March 31 of each year. Accordingly, references to "Fiscal 2026," "Fiscal 2025" and "Fiscal 2024" are to the 12-month period ended March 31 of the relevant year.

Ind AS differs in certain respects from IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Please also see "Risk Factors – We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across our industry." on page 54. This discussion contains certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, such as the risks set forth in the chapters entitled "Risk Factors" and "Forward-Looking Statements" on pages 23 and 22, respectively.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled 'Industry Report on Assessment of O&M in Telecom Towers in India and India's Construction Industry with Focus on Horizontal Directional Drilling Segment' dated September, 2026 ("**CRISIL Report**") prepared and issued by CRISIL, which has been commissioned and paid for by our Company exclusively in connection with the Offer and prepared, only for the purposes of understanding the industry in which we operate, pursuant to an engagement letter dated July 29, 2026. The CRISIL Report will form part of the material documents for inspection and is available at the following web-link: www.sgencon.com. 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 or period, refers to such information for the relevant year or period. For further details, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the CRISIL Report which has been prepared exclusively for the Offer and commissioned and paid for by us exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 49 and "Industry Overview" beginning on page 135.*

OVERVIEW

Our Company is engaged in providing integrated end-to-end telecommunication infrastructure services and also undertakes construction services and underground utility infrastructure projects for sectors including oil & gas, water, and sewerage. We primarily derive our revenue from the telecommunication segment, particularly through our operation and maintenance ("**O&M**") services and execute projects pursuant to work orders awarded by our customers by deploying our technical expertise, skilled workforce and project management resources in accordance with the scope specified under such work orders across the network lifecycle. Our Company undertakes projects across India through its business verticals. While our telecommunication services are primarily concentrated in North India, our construction and oil & gas sewerage projects are executed across various regions of the country.

Our telecommunication services include network rollouts, operation and maintenance ("**O&M**"), optical fibre cable ("**OFC**") deployment and maintenance, FTTx network deployment and maintenance, telecom tower and cell site deployment and maintenance, radio frequency ("**RF**") optimization, commissioning and integration services. Our construction services comprise civil construction, interior fit-out, data and IT infrastructure works, firefighting system installation works, electrical works and project management and consultancy services, including engineering and design services for fuel retail outlets, preparation of conceptual, statutory and detailed engineering drawings, and design modifications We also undertake underground utility infrastructure projects involving the installation of oil & gas pipelines, water pipelines, and sewer pipelines, using horizontal directional drilling ("**HDD**") technique.

A break-up of our Company's Order Book as on March 31, 2026 on account of our business verticals are as follows:

Business verticals	Total contract value (₹ in millions)	Order Book value (₹ in millions)	As a % of Order Book
Telecommunication Services	2874.40	2,774.18	99.46

Construction Services	15.02	15.02	0.54
Oil & Gas and Sewerage	18.57	0.07	Negligible
Total	**2907.99**	2,789.27	**100.00**

Since our incorporation, we have established ourselves as an infrastructure services company with a core focus on telecommunication operation and maintenance ("O&M") services, while diversifying our operations across construction services and underground utility infrastructure projects. Our Company currently operates through three business verticals, namely (i) telecommunication services, (ii) construction services and (iii) Oil & Gas and Sewerage.

Telecommunication Services

Telecommunication services constitute our principal business vertical and account for the majority of our revenue from operations. We provide telecommunication infrastructure services to telecom operators and government, public sector and institutional customers for operation and maintenance, deployment, and expansion, of telecommunication networks. Through our integrated service offerings, we assist our customers in expanding network coverage, maintaining network availability and improving operational performance across their telecom infrastructure assets. Our projects are undertaken pursuant to work orders awarded by our customers, wherein the scope of work is determined in accordance with the customer's requirements. In accordance with the terms of the relevant work orders, the telecom equipment and other materials required for execution of such projects are generally supplied by our customers, while we undertake the execution of the specified scope of services.

Our service offerings under this vertical includes active and passive infrastructure operation and maintenance ("**O&M**") of telecom towers and cell sites, optical fibre cables ("**OFC**") deployment and maintenance, network rollouts, FTTx network deployment and maintenance, radio frequency ("**RF**") optimization, commissioning and integration services involving testing, configuration and integration of telecommunication equipment and network infrastructure for operational readiness. Our network rollout assignments encompass survey, site readiness, installation, testing, commissioning and integration of telecom equipment. We also provide ongoing operation and maintenance services for telecom sites, including preventive maintenance, breakdown maintenance, fault rectification, uptime management, energy management support, field operations and asset maintenance. We execute such projects by deploying our technical personnel, skilled workforce and project management resources in accordance with the timelines and technical specifications.

*Operation and Maintenance ("**O&M**")*

Our O&M services constitute our principal service offering under the telecommunication services vertical and account for a significant portion of our revenue from this vertical. We undertake O&M services for active and passive telecommunication infrastructure pursuant to long-term work orders awarded by our customers. Our scope of services generally includes preventive maintenance, corrective maintenance, fault identification and rectification, routine site inspections, network uptime monitoring, asset maintenance, field operations and other activities necessary to support the continuous operation and availability of telecommunication infrastructure. Our O&M contracts are awarded for a long tenure ranging from three to five years, depending upon the terms of the relevant contracts.

Our experience in providing telecommunication infrastructure services, particularly operation and maintenance ("**O&M**") services, is reflected in the scale of our operations. As of March 31, 2026, we have maintained 79,445 telecom sites and have deployed and maintained over 92,001 route kilometres of optical fibre cable ("**OFC**") across various projects.

OFC O&M and laying solutions

We provide installation and maintenance of OFC to address requirements of high-speed data transmission in telecommunications and various other sectors. The process begins with thorough planning and design tailored to the unique requirements of each project. We collaborate with clients to assess their connectivity needs and develop customized solutions that optimize network performance. Our O&M services include regular inspection and maintenance of OFC networks, identification and rectification of faults, cable route monitoring, preventive maintenance and restoration of network connectivity in case of cable cuts or other disruptions. Through our O&M capabilities, we seek to support the availability and reliability of customers' OFC networks and enable timely resolution of network-related issues. During the Fiscal 2026, 2025 and 2024 we have maintained OFC network of 92002.68 KMs, 96310.82 KMs and 91579.95 KMs, respectively.

Our telecommunication infrastructure capabilities also extend to specialised projects involving installation, integration and commissioning of critical network infrastructure, including Media Convergence Node ("**MCN**") facilities executed in

accordance with customer requirements and applicable technical standards.

The table below sets forth the telecommunication circles in which our Company has executed projects under its telecommunication services vertical:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
No. of on-going circles (Count)	5	5	5
Value of order book (Value in ₹ millions)	2774.18	2,584.91	2,580.44
No. of towers / Kms maintained	Tower 79445 EA Fiber 92002.68 KMs	Tower 74574 EA Fiber 96310.82 KMs	Tower 71491 EA Fiber 91579.95 KMs
Revenue from operations (₹ in millions)	2,830.21	2,734.54	2,306.02

Construction Services

Our Company also undertakes construction services pursuant to work orders awarded by its customers. Our construction services primarily comprise civil construction, interior fit-out works, electrical works and project management and consultancy services for commercial, industrial and infrastructure projects. We execute these projects by deploying our technical personnel, skilled workforce, contract labour and project management resources in accordance with the customer's specifications and project timelines. We continue to broaden the scope of services offered under our construction services, we have expanded the scope of our construction services to include engineering design and project management consultancy services for retail outlets and fuel stations, thereby broadening our service offerings.

Our construction capabilities have evolved through the execution of civil, electrical and firefighting works for retail infrastructure across multiple states. We subsequently expanded our construction services to include end-to-end development of fuel retail infrastructure and engineering, design and project management consultancy services for fuel retail outlets and to interior of retail outlets of reputed garments. Further, vide the work order dated September 18, 2026 have been awarded for construction work of cell plant, having a contract value of ₹ 382.16 million which is expected to be completed by January 2027.

The table below sets forth the industries served by our Company across our construction vertical:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Order Value (in ₹ millions)	15.02	9.88	0.42
Revenue from operations (₹ in millions)	19.37	21.44	24.73

Oil & Gas and Sewerage

Our Company undertakes projects involving the installation of underground utility infrastructure for the oil & gas, water, and sewerage sectors. We have diversified into oil & gas and sewerage in Fiscal 2023 and have laid approximately 10,000 metres of water supply and sewerage pipelines in the state of Rajasthan.

We execute such projects using horizontal directional drilling ("HDD"), a trenchless construction technique that enables the installation of underground pipelines and other utility infrastructure while minimising surface disruption by reducing the need for road excavation and avoiding interference with existing underground utilities. Our specialised HDD machinery, with high capacities of up to 40 ton fleet and 50 ton fleet, enables us to undertake installations of underground pipelines across varying geological conditions, including soil and rock strata, as well as in challenging terrains such as rocky areas, depending on project-specific site conditions and technical requirements. Maxi HDD rigs typically exceed 100,000 lb (445 kN) of pullback capacity and are designed for large-diameter, long-distance pipeline installations and major infrastructure crossings. *(Source: CRISIL Report).* We undertake such projects pursuant to work orders awarded by our customers by deploying specialised HDD machinery and skilled workforce. We entered urban infrastructure HDD services for sewage pipeline projects in Rajasthan and subsequently expanded into the cross-country oil and gas pipeline segment, executing HDD works in Karnataka and Tamil Nadu. For further details, please see *"-Machinery & Equipment's".*

Our Company also undertakes projects on a subcontract basis for EPC contractors and other infrastructure companies executing large-scale infrastructure projects. Under such arrangements, we are engaged for the execution of specified portions of the overall project based on our specialised HDD capabilities, machinery and project execution experience.

The table below sets forth the key metrics across our oil & gas and sewerage vertical as of March 31, 2026:

Particulars	Fiscal 2026
No. of on-going projects (in metre)	5959
Contract Value of the on-going projects (value in ₹ millions)	18.57
No. of on-going projects (value in ₹ millions)	0.07
Revenue from operations (value ₹ in millions)	20.10

Significant Factors affecting Demand

Dependence on Telecommunication Services and O&M Revenue

Telecommunication services constitute our principal business vertical and accounted for 98.62% of our revenue from operations in Fiscal 2026, compared with 99.05% in Fiscal 2025 and 98.60% in Fiscal 2024. Revenue from telecommunication services increased by 3.50% in Fiscal 2026 to ₹2,830.21 million from ₹2,734.54 million in Fiscal 2025. Our telecommunication services include network rollouts, O&M, OFC deployment and maintenance, FTTx network deployment and maintenance, telecom tower and cell site deployment and maintenance, RF optimization, commissioning and integration services.

(₹ million, except percentage)

Business Verticals	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations
Telecommunication Services	2,830.21	98.62%	2,734.54	99.05%	2,306.02	98.60%
Construction Services	19.37	0.67%	21.44	0.78%	24.73	1.06%
Oil & Gas and Sewerage	20.10	0.70%	4.84	0.18%	8.12	0.35%
Total	**2,869.68**	**100.00%**	**2,760.82**	**100.00%**	**2,338.87**	**100.00%**

Our O&M services are generally undertaken pursuant to long-term work orders and are dependent on the continued demand for telecom infrastructure and maintenance services, outsourcing requirements and operational strategies of telecom operators and other customers. Any reduction in network expansion or maintenance activities, changes in technology or network architecture, changes in outsourcing arrangements, reduction in the scope or value of work orders or reduction in demand for O&M services could adversely affect our revenue from operations and results of operations.

High Customer Concentration

Our revenue from operations is significantly concentrated among a limited number of customers. In Fiscal 2026, our top 3, top 5 and top 10 customers contributed 97.11%, 98.23% and 99.63% of our revenue from operations, respectively, as compared to 98.59%, 99.32% and 99.92% in Fiscal 2025 and 96.21%, 98.31% and 99.96% in Fiscal 2024.

(₹ million, except percentage)

Contribution from top Customer	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations
Top 3	2,786.77	97.11%	2,722.00	98.59%	2,250.26	96.21%
Top 5	2,818.79	98.23%	2,742.15	99.32%	2,299.31	98.31%
Top 10	2,859.06	99.63%	2,758.54	99.92%	2,337.87	99.96%

Although the concentration of the top three and top ten customers reduced marginally in Fiscal 2026, customer concentration remains high. Any loss of a major customer, reduction in the scope or value of work orders, non-renewal or termination of contracts, delay in awarding new projects or renegotiation of commercial terms may materially affect our revenues, profitability and cash flows.

Dependence on Order Awards and Conversion of Orders into Revenue

Our revenues depend on the availability, award and execution of projects pursuant to work orders received from customers. Our Order Book was ₹2,789.27 million as at March 31, 2026, compared with ₹2,613.36 million as at March 31, 2025 and ₹2,646.09 million as at March 31, 2024.

(₹ million, except percentage)

Business Verticals	**Fiscal 2026**			**Fiscal 2025**			**Fiscal 2024**		
	Total Contract Value (₹)	**Order book Value (₹)**	**% of Order Book (%)**	**Total Contract Value (₹)**	**Order book Value (₹)**	**% of Order Book (%)**	**Total Contract Value (₹)**	**Order book Value (₹)**	**% of Order Book (%)**
Telecommunication Services	2,874.40	2774.18	99.46	2,666.80	2,584.91	98.91	2,656.76	2,580.44	97.52
Construction Services	15.01	15.01	0.54%	9.88	9.88	0.38	0.42	0.42	0.02
Oil & Gas and Sewerage	18.57	0.07	Negligible	25.23	18.57	0.71	72.20	65.23	2.47
Total	**2,907.98**	**2,789.26**	**100.00**	**2,701.92**	**2,613.36**	**100.00**	**2,729.38**	**2,646.09**	**100.00**

The detailed business table indicates that telecommunication services represented approximately 99.46% of the Fiscal 2026 Order Book. Our Book-to-Bill ratio was 0.97x, 0.95x and 1.13x in Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. Order Book does not necessarily translate into revenue in the same period and may be affected by delays, modifications, suspension, cancellation, change in scope, site-related issues, customer approvals and other execution factors. Accordingly, delays or changes in the award and execution of projects could affect the timing and amount of revenue recognised by us.

Dependence on Suppliers and Service Providers

We engage various third-party suppliers and service providers for the procurement of materials and services required for our project execution and operational requirements, including electrical equipment and materials, safety equipment, tool kits, vehicle hiring, transportation, manpower and other project-related support services.

(₹ million, except percentage)

Suppliers and Service Providers	**Fiscal 2026**	**% of Total Purchase / Service**	**Fiscal 2025**	**% of Total Purchase / Service**	**Fiscal 2024**	**% of Total Purchase / Service**
Top 3	78.36	15.78%	82.62	16.02%	69.90	13.35%
Top 5	102.91	20.72%	107.38	20.82%	95.44	18.23%
Top 10	142.34	28.66%	150.11	29.10%	145.85	27.86%
Total Purchase / Service	496.62	100.00%	515.76	100.00%	523.58	100.00%

A majority of our procurement is undertaken on a purchase order or project-specific basis, and we have not entered into long-term agreements with all our suppliers and service providers. Any loss of one or more of our key suppliers or service providers, increase in procurement costs, shortage or delay in the availability of materials or services, or deterioration in the quality of materials or services supplied could result in delays in project execution, increased project costs and pressure on our operating margins.

Employee and Manpower Costs

Our Company is led by an experienced management team with industry experience across the telecommunication and infrastructure sectors. Our management is supported by a skilled technical workforce and project execution teams responsible for planning, mobilisation, execution and supervision of projects. As of August 31, 2026, our workforce comprised 6000+ employees across technical, field, operational and support functions and our workforce has expanded over the years in line with the growth of our operations and expansion across telecommunication circles.

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Number of permanent employees	6077	6613	6283
Attrition Rate (%)	32.33	37.32	29.95

Our ability to attract, train, retain and efficiently deploy skilled personnel across multiple project locations is important to maintaining service levels and project execution. Increases in employee compensation, recruitment, training or statutory employee-related costs may affect our operating margins..

Geographical Spread, Site Conditions, Seasonality and Weather

Our telecommunication services are primarily concentrated in North India, while our construction and underground utility infrastructure projects are executed across various regions of India. Revenue by geography in Fiscal 2026 was concentrated in Uttar Pradesh (36.46%), Haryana (22.90%), Punjab (22.25%) and Delhi (14.87%), with Rajasthan contributing 3.52%.

(₹ million, except percentage)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations
Punjab	638.41	22.25	634.90	23.00	628.33	26.86
Haryana	657.12	22.90	618.77	22.41	517.49	22.13
Uttar Pradesh	1,046.35	36.46	993.00	35.97	740.58	31.66
Delhi	426.72	14.87	458.43	16.60	449.37	19.21
Rajasthan	101.08	3.52	55.72	2.02	3.10	0.13
Total	**2,869.68**	**100.00**	**2,760.82**	**100.00**	**2,338.87**	**100.00**

Project site conditions, terrain, access, traffic, existing infrastructure, local manpower availability and logistics may affect execution costs and timelines. Outdoor activities such as OFC deployment, construction and HDD may also be affected by monsoon, rainfall, flooding and difficult soil or surface conditions, which may delay execution and increase costs.

Working capital requirements due to long certification and billing cycles

Our business model involves billing based on certification by client representatives. The certification and billing process typically includes verification of deployed manpower, measurement of executed work and approval at multiple client levels. These procedures may be time-consuming and can result in extended billing cycles. Additionally, retention money deducted by clients, milestone-based payments and staggered release of invoices further increase our working capital requirements.

Any delay in issuance of measurement books, inspection clearances, site approvals or raising of running-account bills may impact the timing of revenue recognition and cash inflows. As a result, we are required to maintain higher working capital to fund ongoing manpower expenses, mobilisation costs and site overheads. Increased dependence on short-term borrowings to bridge such gaps may lead to higher finance costs, thereby affecting our profitability and liquidity position.

Competition

Our industry is highly competitive. The HDD and underground utility segment is fragmented, with a large number of unorganised operators competing primarily on price, constraining the ability to pass on cost increases. In construction, public procurement remains predominantly lowest-price (L1) driven, which incentivises aggressive bidding and systematically under-prices execution risk at the tender stage. Our main competitors in the regions where we currently operate and on the business verticals and categories in which we are focusing include Pace Digitek Limited, Annu Projects Limited , Aerial Telecom Solutions Private Limited, Narula Infrastructure Private Limited and Pratap Technocrats Pvt. Ltd. *(Source: CRISIL Report)*

SIGNIFICANT ACCOUNTING POLICIES

Set forth below is a summary of our most significant accounting policies adopted in preparation of the Restated Standalone Financial Information:

Statement of compliance and basis of preparation
The Restated Financial Information of the Company has been specifically prepared for inclusion in the Draft Red Herring Prospectus (the "DRHP"), Red Herring Prospectus (RHP) and the Prospectus to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offer of equity shares ("IPO") of the Company (referred to as the "issuer"). Accordingly, the Restated Financial Information may not be suitable for any other purpose and this report should not be used, referred to or distributed for any other purpose. The Restated Financial Information comprises the Restated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024 the Restated Statement of Profit and Loss including Other Comprehensive Income, the Restated Statement of Changes in Equity and the Restated Statement of Cash Flows and the material accounting policies and explanatory notes to Restated Financial Information for the years ended March 31, 2026, March 31, 2025 and March 31, 2024 (hereinafter collectively referred to as "Restated Financial Information").

These Restated Financial Information have been prepared by the Management of the Company to comply with 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 (the "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 (the "Guidance Note").

The restated financial information have been prepared to comply in all material respects with the Indian Accounting Standards ('Ind AS') as specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the financial statements and other relevant provisions of the Act.
The Restated Financial Information have been compiled by the Management from:

a) The audited statutory purpose Ind AS financial statements as at and for the year ended March 31, 2026, prepared in accordance with the Ind AS, as prescribed under section 133 of the Act with Companies (Indian Accounting Standards) Rules 2015, as amended, and other recognized accounting practices and policies generally accepted in India including requirements of the Act. These statutory purpose Ind AS financial statements for year ended March 31, 2026 were approved by the Board of Directors of the Company at their meeting held on July 29, 2026

b) The audited special purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2025, prepared in accordance with Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other recognized accounting practices and policies generally accepted in India, and presentation requirements of Schedule III of the Act, including the requirements of the Act except for presentation and disclosure requirements relevant for the comparative period has not been provided and after taking into consideration the requirements of the general directions issued by SEBI on October 2021 ('SEBI Communication') through the Association of Investment Banker of India. The special purpose Ind AS financial statements for the year ended March 31, 2024 were approved by the Board of Directors on July 29, 2026

c) The audited special purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2024, prepared in accordance with Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other recognized accounting practices and policies generally accepted in India, and presentation requirements of Schedule III of the Act, including the requirements of the Act except for presentation and disclosure requirements relevant for the comparative period has not been provided and after taking into consideration the requirements of the general directions issued by SEBI on October 2021 ('SEBI Communication') through the Association of Investment Banker of India. The special purpose Ind AS financial statements for the year ended March 31, 2024 were approved by the Board of Directors on July 29, 2026

The special purpose Ind AS financial statements for the years ended March 31, 2025 and March 31, 2024 have been prepared using the financial statements which were earlier prepared in accordance with Accounting Standards prescribed under section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021, and other accounting principles

generally accepted in India (hereinafter referred to as 'India GAAP financial statements' for the respective aforementioned periods, being the applicable financial reporting framework of the Company for such periods. The said audited Indian GAAP financial statements have been adjusted for the differences in the accounting principles on transition to Ind AS, as per the requirements of Ind AS 101, First time adoption of Indian Accounting Standards (Ind AS 101). Such audited Indian GAAP financial statements for the years ended March 31, 2025 and March 31, 2024 were approved by the Board of Directors at their meeting held on September 2, 2025 and September 5, 2024 respectively.
The Company has transitioned to Ind AS in the financial year March 31, 2026 and accordingly has prepared financial statements for the year ended March 31, 2026 in accordance with Indian Accounting Standards as specified under Companies (India Accounting Standards) Rules 2015 prescribed by section 133 of the Act using April 1, 2024 as transition date for the statutory requirements under 129 of the Act, in accordance with the roadmap on transition to Ind AS applicable to Companies as announced by the Ministry of Corporate Affairs and specified in Rule 4 of Companies (Indian Accounting Standards) 2015. Such statutory purpose financial statements were approved by the Board of Directors at their meeting held on July 29, 2026

However, in accordance with the general directions issued by the SEBI, the transition date considered for the purpose of Special Purpose Ind AS Financial Statements for the years ended March 31, 2025 and March 31, 2024 is April 1, 2023, which is different from the transition date (i.e., April 01, 2024) adopted by the Company for the preparation of first Ind AS compliant financial statements for the year ended March 31, 2026 under section 129 of the Act. Accordingly, the Company has applied the accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as on April 1, 2023 for these Special Purpose Ind AS financial statements.

The accounting policies have been consistently applied by the Company in preparation of the Restated Financial Information and are consistent with those adopted in the preparation of the statutory purpose Ind AS financial statements as at and for the year ended March 31, 2026, special purpose Ind AS financial statements as at and for the year ended March 31, 2025, March 31, 2024 and March 31, 2023.

The Restated Financial Information does not reflect the impact of any subsequent events or changes in estimates from the respective dates of the Board of Directors meetings held for the adoption of the statutory purpose financial statements for the respective financial years, except for the events mentioned in note 49(xii) to Annexure VI of the Restated Financial Information.

The Restated Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and reclassifications retrospectively in the financial years ended March 31, 2025, and March 31, 2024 to reflect the same accounting treatment as per the accounting policies and classifications followed as at year ended March 31, 2026; and
b) do not require any adjustment for modification as there is no modification in the underlying audit reports. However, those qualifications in the Auditor's report and Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, as applicable, on the financial statements for the years ended March 31, 2026, March 31, 2025 and March 31, 2024 which do not require any corrective adjustments in the Restated Financial Information have been disclosed in note 46 to the Restated Financial Information.
c) have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.

These Restated Financial Information were approved in accordance with a resolution of the Board of Directors on September 23, 2026

The Restated Financial Statements are presented in Indian Rupees (INR). All amounts have been rounded-off to the nearest million, unless otherwise indicated. Certain amounts that are required to be disclosed and do not appear due to rounding-off are expressed as "0.00"/"-" (less than ₹ ten thousand).

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

2.2 Summary of Material Accounting Policies
The following are the material accounting policies applied by the Company in preparing its Restated Financial Information:

a. Financial Instruments

i. Initial recognition

Financial instruments i.e. Financial Assets and Financial Liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which Company has applied the practical expedient, Company initially measures a financial instrument at its fair value plus transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial instruments at fair value through profit or loss) are added to or deducted from the fair value of the financial instruments. Transaction costs directly attributable to the acquisition of financial instruments assets or financial liabilities at fair value through profit or loss are recognized in profit or loss.

ii. Financial Assets - Subsequent Measurement

The Company subsequently measures all financial assets at amortized cost (amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR) using effective interest method except for financial assets carried at fair value through Profit and Loss (FVTPL) or fair value through other comprehensive income (FVOCI) which are measured at fair value at the end of each reporting period with any gains or losses arising on remeasurement recognized in profit or loss or other comprehensive income respectively. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Under Appendix D to Ind AS 115, Revenue from Contracts with Customers, this arrangement is accounted for based on the nature of the consideration. Financial asset is recorded when the Company has an unconditional right to receive cash or another financial asset from or at the direction of the grantor.

Financial assets at fair value through Other comprehensive income (FVOCI) – Equity Instrument:Financial assets at FVOCI are initially recognized at transaction value (fair value) and subsequently measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in OCI. Gains and losses on these financial assets are never recycled to profit or loss.

Financial assets at fair Value through Profit and Loss (FVTPL):

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise. Financial assets that are initially recognized at transaction value (fair value) and subsequently measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement are recognised in profit or loss.

iii. Financial Assets – Derecognition

The Company derecognizes financial asset primarily when the right to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either a) the Company has transferred substantially all the risks and rewards of the asset, or b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

iv. Financial Assets – Impairment

At each date of balance sheet, the Company assesses whether a financial asset carried at amortised cost are credit-impaired. The Company applies the expected credit loss (ECL) model for measurement and recognition of impairment losses. The Company follows a simplified approach for recognition of impairment allowance on all trade receivable and/or contract assets and/or deposits. The application of the simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment allowance based on lifetime. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets and recognized in the statement of profit and losses under the head of "Other Expenses".

v. Financial Liabilities – Classification

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

vi. Financial Liabilities - Subsequent Measurement

Loans and borrowings are subsequently measured at amortised cost using Effective Interest Rate (EIR). Gains and losses are recognised in profit or loss through the EIR amortisation process. Amortisation arising on unwinding of the financial liabilities as per EIR is included as a part of Finance Costs in the Statement of Profit and Loss.

Financial liabilities at Fair Value through Profit and Loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities at FVTPL, are measured at fair value at the end of each reporting date. Resultant Gains or losses on fair valuation of financial liabilities are recognized in the statement of profit and loss. The net gain or loss recognized in profit or loss includes any interest paid on the financial liability

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115

vii. Financial Liabilities – Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

viii. Reclassification

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets, such as equity instruments designated at FVTPL or FVOCI and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent.

ix. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Restated Statement of Assets and Liabilities when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

b. Fair values measurement

The Company measures financial instruments at fair values at each balance sheet date.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as quoted financial assets measured at fair value and for non-recurring fair value measurement such as asset under the scheme of business undertaking.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Restated Financial Information are categorised within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement as a whole.

For assets and liabilities that are recognised in the Restated Financial Information on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing 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.

The Company has an established control framework with respect of fair values. This includes a financial reporting team that has overall responsibility for overseeing all significant fair value measurements and reports directly to the Chief Financial Officer.

The financial reporting team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as pricing services, is used to measure fair values, then the financial reporting team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

For the purpose of fair value disclosures, the Company 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.

c. Property, plant and equipment

Land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and impairment. Historical Cost comprises of the purchase price including import duties and non-refundable taxes and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation

Depreciation is recognised so as to expense the cost of assets (other than freehold land) less their residual values over their useful lives, using Straight Line Method (SLM) basis over the estimated useful lives as prescribed under Schedule II of the Act except below property plant and equipment which is based on technical evaluation done by the management and they believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Asset	Management estimate of useful life
Land	Over the life of asset
Office equipment	3-5 years
Computer	3 years
Plant and machinery	3-15 years
Furniture and fixtures	2-10 years
Vehicles	5-10 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions / disposals is provided on a pro-rata basis i.e. from / upto the date on which asset is ready for use/ disposed off. Further, assets individually costing ₹ 5,000 or less are depreciated fully in the year of acquisition.

d. Capital work in progress

Cost of assets not ready for intended use, as on balance sheet date is shown as capital work in progress. Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Cost of CWIP comprises direct cost, related incidental expenses, borrowing cost and other directly attributable costs Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as other non-current assets.

e. Intangible assets

Intangible assets including those acquired by the Company are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

On transition to Ind AS, the Company has elected to continue with the carrying value of its intangible assets recognized as at April 1, 2024 measured as per the previous GAAP and use that carrying value as the deemed cost of the intangible assets.

Amortization

Amortization is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method and is included in depreciation and amortization in financial statement.

The estimated useful lives are as follows

Software 3 years

The carrying amount of an intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognised in the Restated Statement of Profit and Loss when the asset is derecognized.

f. Impairment of non-financial assets

The Company assesses at each reporting date, whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicator The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five year For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment loss is reduce from the carrying amounts of the assets of the CGU (or Company of CGUs).

In respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

g. Revenue from contracts with customer
Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods and services.

The accounting policies for the specific revenue streams of the Company as summarized below:

i. Engineering, procurement and construction contracts ('EPC')

The Company recognises revenue from engineering, procurement and construction contracts ('EPC') over the period of time, as performance obligations are satisfied over time due to continuous transfer of control to the customer. EPC contracts are generally accounted for as a single performance obligation as it involves complex integration of goods and services.

The performance obligations are satisfied over time as the work progresses. Revenue, where the performance obligation of long-term construction contract is satisfied over time since the Company creates an assets that the customer controls and it has an enforceable right to payment (i.e. right to invoice) for performance completed to date, is recognised in proportion to the stage of completion of the contract. The stage of completion is assessed by reference to surveys of work performed and /or on completion of physical proportion of the contract work. In case of project is at an initial stage then contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. Contract costs are recognised as an expense in the Restated Statement of Profit and Loss in the accounting periods in which the work to which they relate is performed. If the consideration in the contract includes price variation clause or there are amendments in contracts, the Company estimates the amount of consideration to which it will be entitled in exchange for work performed.

Due to the nature of the work required to be performed on many of the performance obligations, the estimation of total revenue and cost of completion is complex, subject to many variables and requires significant judgment. Variability in the transaction price arises primarily due to liquidated damages, price variation clauses, changes in scope, incentives, if any. The Company considers its experience with similar transactions and expectations regarding the contract in estimating the amount of variable consideration to which it will be entitled and determining whether the estimated variable consideration should be constrained. The Company includes estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved.

The estimates of variable consideration are based largely on an assessment of anticipated performance and all information (historical, current and forecasted) that is reasonably available. Progress billings are generally issued upon completion of certain phases of the work as stipulated in the contract.

Billing terms of the over-time contracts vary but are generally based on achieving specified milestones. The difference between the timing of revenue recognised and customer billings result in changes to contract assets and contract liabilities.

For contracts where the aggregate of contract cost incurred to date plus recognised profits (or minus recognised losses as the case may be) exceeds the progress billing, the surplus is shown as contract asset and termed as "Unbilled revenue". For contracts where progress billing exceeds the aggregate of contract costs incurred to-date plus recognised profits (or minus recognised losses, as the case may be), the surplus is shown as contract liability and termed as "Excess of billing over revenue". Amounts received before the related work is performed are disclosed in the Balance Sheet as contract liability and termed as "Advances from customer". The amounts billed on customer for work performed and are unconditionally due for payment i.e. only passage of time is required before payment falls due, are disclosed in the Balance Sheet as trade receivables. The amount of retention money held by the customers pending completion of performance milestone is disclosed as part of contract asset and is reclassified as trade receivables when it becomes due for payment.

Contractual retention amounts billed to customers are generally due upon expiration of the contract period. The contracts resulting in revenue recognised in excess of billings which presented as contract assets on the statement of financial position. Amounts billed and due from customers are classified as receivables on the statement of financial position. The portion of the payments retained by the customer until final contract settlement is not considered a significant financing

component since it is usually intended to provide customer with a form of security for Company's remaining performance as specified under the contract, which is consistent with the industry practice. Contract liabilities represent amounts billed to customers in excess of revenue recognised till date. A liability is recognised for advance payments and it is not considered as a significant financing component because it is used to meet working capital requirements at the time of project mobilization stage. The same is presented as contract liability in the statement of financial position.
Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in Restated Statement of profit and loss in the period in which the circumstances that give rise to the revision become known by management.

For construction contracts the control is transferred over time and revenue is recognised based on the extent of progress towards completion of the performance obligations. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. The percentage of completion was calculated according to the nature and the specific risk of each contract in order to reflect the effective completion of the project. This percentage of completion could be based on technical milestones or as per the contractual terms specified. A construction contract is considered completed when the last technical milestone is achieved, which occurs upon contractual transfer of ownership of the asset.

ii. Sale of Services

Incomes from services rendered are recognised on the completion of the services as per the terms of contract. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts offered by the Company as part of the contract, to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

iii. Income from scrap sales and others

Income from scrap sales and other ancillary sales is recognised when the control over the goods is transferred to the customer

iv. Interest income and insurance claim

Interest income is recognised using the effective interest method in accordance Ind AS 109.

Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

h. Employee benefits

i. Short-term employee benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits. Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Defined contribution plans

A defined contribution plan in the form of provident fund or superannuation fund are a post-employment benefit plan under which an entity pays fixed contributions and the Company has no legal or constructive obligation other than the contribution payable to the provident fund or superannuation fund. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

iii. Defined benefit plans

Gratuity liability is a defined benefit obligation and is computed on the basis of an actuarial valuation by an actuary appointed for the purpose as per projected unit credit method at the end of each financial year. The liability or asset

recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

iv. Accumulated Leave

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company recognizes the expected cost of short-term employee benefit as an expense, when an employee renders the related service.

v. Social security plans

Employer's contribution payable with respect to the social security plans, which are defined contribution plans, is charged to the statement of profit and loss in the year in which employee renders the services.

Effective November 21, 2025, the Government of India consolidated 29 existing labour regulations into four Labour codes, namely, The Code on Wages, 2019, The Industrial Relations Code, 2020, The Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, collectively referred to as the 'New Labour Codes'. Based on the requirements of New Labour Codes and relevant Accounting Standards, the Company has evaluated the requirements of the New Labour Codes and their impact on employee benefit obligations in accordance with the applicable Accounting Standards. Based on such evaluation, there is no material impact on the employee benefit obligations or the financial statements of the Company for the year ended March 31, 2026 arising from the implementation of the New Labour Codes.

i. Taxes

Tax on Income comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.

The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income (OCI) or in equity).

Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is recognised 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. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Goods and service tax taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of goods and service taxes paid, except: when the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable or when receivables and payables are stated with the amount of tax included. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the restated balance sheet.

j. Borrowing cost

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the Restated Statement of Profit and Loss in the period in which they are incurred. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete.

k. Earnings per share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares, if any.

l. Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of Company.

Segment accounting policies are in line with the accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:

i. Segment revenue includes sales and other operational revenue directly identifiable with/allocable to the segment including inter segment revenue.
ii. Expenses that are directly identifiable with/allocable to segments are considered for determining the segment result.

iii. Most of the common costs are allocated to segments mainly on the basis of the respective segment revenue estimated at the beginning of the reporting period.
iv. Income and expense not allocable to segments is included in "Unallocable corporate income net of expenditure.
v. Segment result represents profit before interest and tax and includes margins on inter-segment capital jobs, which are reduced in arriving at the profit before tax of the Company.
vi. Segment result includes the finance costs incurred on interest bearing advances with corresponding credit included in "Unallocable corporate income net of expenditure".
vii. Segment results are not adjusted for any exceptional item.
viii. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole.
ix. Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price which are either determined to yield a desired margin or agreed on a negotiated basis

m. Cash and cash equivalents

Cash and cash equivalent in the Restated Statement of Assets and Liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. Net of outstanding bank overdrafts, if any, as they are considered an integral part of the Company's cash management.

n. Exceptional item

Exceptional items are generally non-recurring items of income and expense within profit or loss from ordinary activities, which are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the year/ period.

o. Assets Classified as Held for Sale

The non-current assets are classified as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets classified as held for sale are presented separately from the other assets in the Restated Statement of Assets and Liabilities.

An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

Non-current assets are not depreciated or amortised while they are classified as held for sale.

p. Securities premium

(i) Securities premium includes:

A. The difference between the face value of the equity shares and the consideration received in respect of shares issued.
B. The fair value of the stock options which are treated as expense, if any, in respect of shares allotted pursuant to Stock Options Scheme

(ii) The issue expenses of securities which qualify as equity instruments are written off against securities premium
q. Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not in use by the Company, is classified as investment property. Land held for a currently undetermined future use is also classified as an investment property. Investment property is measured at its acquisition cost, including related transaction costs and where applicable, borrowing costs.

2.2. Other accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the Restated Statement of Assets and Liabilities based on current/non-current classification. An asset is current when it is:

1) Expected to be realized or intended to be sold or consumed in the normal operating cycle;

2) Held primarily for the purpose of trading;
3) Expected to be realised within twelve months after the reporting period; or
4) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

1) It is expected to be settled in normal operating cycle.

2) It is held primarily for the purpose of trading.

3) It is due to be settled within twelve months after the reporting period, or

4) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. All other liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities

Operating cycle

The Company has adopted operating cycle based on project period i.e. start of project till completion of project (achievement of Provisional Completion Date or Completion Date) and accordingly all project related assets and liabilities are classified into current and non-current. Other than above, 12 months period is considered as normal operating cycle.

b. Foreign currency transaction

Functional and presentation currency

The Restated Financial Information of the Company are presented using Indian Rupee (INR), which is also the functional currency i.e. currency of the primary economic environment in which the Company operates.

Transaction and balances

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the Spot rates on the date of the transaction or at an average rate if the average rate approximates the actual rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Exchange differences are recognized in profit or loss.

c. Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured based on management's estimate required to settle the obligation at the balance sheet date and are discounted the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pretax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent liability is disclosed when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured

reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets are not recognized but are disclosed in the notes where an inflow of economic benefits is probable.

d. Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether (i) the contract involves the use of identified asset; (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of lease and (iii) the Company has right to direct the use of the asset.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. Lease term which is a non-cancellable period together with periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. The Company uses judgement in assessing the lease term (including anticipated renewals/termination options).

The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Short-term leases and leases of low-value assets

The Company has elected not to recognize right of use assets and lease liabilities for short term leases of all the assets that have a lease term of twelve months or less with no purchase option and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense in the statement of profit and loss over the lease term. The related cash flows are classified as operating activities.

2.3 Significant accounting judgements, estimates and assumption

The preparation of the Restated Financial Information in confirmity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure 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 Company based its assumptions and estimates on parameters available when the Restated Financial Information were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The following are the key judgement, estimation and assumptions concerning the future, and other key sources of estimation uncertainty that may have a significant effect on the amounts recognized in the Restated Financial Information.

a. Revenue recognition

Revenue recognition from construction contracts involves significant degree of judgements and estimation such as identification of contractual obligations, measurement and recognition of contract assets, determination of variable consideration, change of scope and determination of onerous contract which include estimation of contract costs. The Company reassesses these estimates on periodic basis and makes appropriate revisions accordingly.

b. Fair value measurement of financial instruments

In estimating the fair value of financial assets and financial liabilities, the Company uses market observable data to the extent available. Where such Level 1 inputs are not available, the Company establishes appropriate valuation techniques including the Discounted Cash Flows (DCF) model and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

c. Impairment of Non-Financial Assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows (consisting of annuity, Interest rate, discount rate, future operating income and cost as well as finance cost) are derived from the Business Projections and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

d. Impairment of financial assets (including Trade Receivables and contract assets)

Impairment testing for financial assets (other than trade receivables and contract assets) is done at least once annually and upon occurrence of an indication of impairment. The recoverable amount of the individual financial assets is determined based on value-in-use calculations which required use of assumption. These assumptions are about risk of default and expected credit loss. The Company makes judgement in making these assumptions and selecting inputs to the impairment calculation, based on the Company's past history, existing condition and forward-looking estimates at the end of each reporting year of counter party's credit worthiness.

Allowances for doubtful trade receivables and contract assets represent the estimate of losses that could arise due to inability of the customer to make payments when due. These estimates are based on the Company's past history, performance issues, existing market conditions as well as forward looking estimates at the end of each reporting period.

e. Useful life of Property, Plant and Equipment

Determination of the estimated useful life of property, plant and equipment and the assessment as to which components of the cost may be capitalized. Useful life of these assets is based on the life prescribed in Schedule II to the Companies Act, 2013 or based on technical estimates, taking into account the Company's historical experience with similar assets, nature of the asset, estimated usage, expected residual values and operating conditions of the asset. Management reviews its estimate of the useful lives of depreciable at each reporting date, based on the expected utility of the assets. The depreciation for future periods is revised if there are significant changes from previous estimates.

f. Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity obligation is 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 attrition 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.

g. Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates.

h. Provisions and Contingencies

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates. The Company uses significant judgements to assess contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the restated financial information.

i. Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated.

2.4 Recent Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1) Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 - The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date, and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities

2) Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments - Disclosures, applicable w.e.f April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

3) Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively. The amendments also require companies to provide new disclosures to compensate for potential loss of information resulting from the relief. Such disclosures are to be provided for annual reporting periods beginning on or after April 1, 2025. The Company has determined that the rules are not applicable as of now.

2.5 Amendment issued but not effective (effective from April 01, 2026):

The below amendments to the existing standard which are notified by Ministry of Corporate affairs but are not yet effective:

Amendment to Ind AS 1 'Presentation of Financial Statements'- Classification of Liabilities as current or non-current and non-current liabilities with covenants. The amendment includes specific provisions that will take effect for reporting periods beginning on or after 1 April 2026, retrospectively, as outlined below:

a) Breach of material covenant for long-term loan arrangement on or before end of reporting period with effect that liability becomes payable on demand as on reporting date, then it shall be classified as current liability, if lender agreed after reporting period and before approval of financial statements to not demand payment as a consequence of breach.

b) Classify as non-current liability, if lender agreed by end of reporting period to provide grace period ending at least 12 months after reporting period within which entity can rectify the breach provided lender does not demand immediate repayment.

c) Disclose information about the timing of settlement to understand the impact of the liability on the financial statements.

The Company does not expect this amendment to have an impact on its operations or financial statements.

Non-GAAP measures

Certain measures included in this Red Herring Prospectus, for instance This Draft Red Herring Prospectus includesGross Profit Margin, EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Return on Capital Employed, Order Book, Book-to-Bill Ratio, etc. (collectively "Non-GAAP Measures"), presented in this draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS, IFRS or U.S. GAAP. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or U.S. GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or U.S. GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. These Non-GAAP Measures and other statistical and other information relating to operations and financial performance should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the years/period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived inaccordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. In addition, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance, are not standardised terms and may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. Further, they may have limited utility as a comparative measure. Although such non-GAAP financial measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. See "*Risk Factors - We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across our industry*." on page 51. Further, for a reconciliation of the above Non-GAAP Measures used by us to the most directly comparable financial measure prepared in accordance with Ind AS, see "Other Financial Information - Non-Generally Accepted Accounting Principles Financial Measures" on page 298.

KEY COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Set forth below are the key components of our statement of profit and loss from our continuing operations:

Total Income

Our total income comprises (i) revenue from operations; and (ii) other income.

Revenue from Operations

Our Revenue from operations comprises of (i) Operation & maintenance, (ii) Construction and Interiors, (iii) Gas pipeline, sewage & solar and (iv) Engineering Consultancy.

Other Income

Other income comprises of (i) Interest Income from fixed deposits and reversal of expected credit loss and (ii) Other non-

operating income includes interest on income tax refund, GST refund and miscellaneous income.

Expenses

Our expenses comprise of Cost of construction materials consumed, Construction & operating expenses, Employee benefits expense, Finance costs, Depreciation and amortisation expense and Other Expenses.

Cost of Construction materials:

Cost of Construction materials includes the cost of raw materials and components used during the year

Construction & Operating expenses*:*

Construction & operating expenses includes expenses for Power & fuel, Freight Inward, Site Expenses and Recovery expenses.

Employee benefit expense*:*

Employee benefit expenses includes Salary & wages, Director's remuneration, Contribution to provident & other funds, Staff welfare expenses, Gratuity expense, Contribution to pension/insurance plans, and Other employee benefits

Finance Costs*:*

Finance Costs includes Interest expense and Other borrowing cost

Depreciation and amortisation expense*:*

Depreciation and amortisation expense includes Depreciation on tangible assets, amortisation of intangible assets, and Depreciation on right of use assets

Other Expenses*:*

Other Expenses includes Electricity & water expenses, General repair & maintenance, Security charges, Audit fee, Legal & professional charges, Postage, telegram & telephone, Printing & stationary, Insurance expense, Rent expenses, Travelling & conveyance, Bank charges, Expected credit loss provision, Directors' sitting fees, Corporate social responsibility expense, Rates, fees and taxes, GST expense, Marketing & advertisement expenses and other miscellaneous expenses.

RESULTS OF OPERATIONS

The following tables set forth our selected financial data from our restated standalone statement of profit and loss for Fiscal 2026, Fiscal 2025 and Fiscal 2024, the components of which are also expressed as a percentage of total income for such years:

(₹ million, except percentage)

Particulars	Fiscal					
	2026		2025		2024	
	In ₹ millions	As a percentage of total income	In ₹ millions	As a percentage of total income	In ₹ millions	As a percentage of total income
Income						
Revenue from operations	2,869.68	99.77	2,760.82	99.88	2,338.87	98.62
Other income	6.72	0.23	3.39	0.12	32.79	1.38
Total Income	**2,876.40**	**100.00**	**2,764.21**	**100.00**	**2,371.66**	**100.00**
Expenses						
Cost of material consumed	46.99	1.63	39.04	1.41	50.00	2.11

Particulars	Fiscal					
	2026		2025		2024	
	In ₹ millions	As a percentage of total income	In ₹ millions	As a percentage of total income	In ₹ millions	As a percentage of total income
Changes in inventories of finished goods, work in progress and stock in trade	720.62	25.05	678.12	24.53	506.41	21.35
Employee benefit expenses	1,692.78	58.85	1,728.27	62.52	1,562.65	65.89
Finance costs	17.81	0.62	22.74	0.82	19.57	0.83
Depreciation & amortisation expenses	5.78	0.20	6.78	0.25	6.38	0.27
Other expenses	100.31	3.49	106.99	3.87	98.88	4.17
Total expenses	**2,584.29**	**89.84**	**2,581.94**	**93.41**	**2,243.89**	**94.61**
Profit before tax	**292.11**	**10.16**	**182.27**	**6.59**	**127.77**	**5.39**
Tax expense						
Current tax	65.87	2.29	46.59	1.69	39.50	1.67
Deferred tax (credit)/charge	-2.61	-0.09	-3.69	-0.13	-3.56	-0.15
Earlier Year Taxes						
Total Tax Expenses	**63.26**	**2.20**	**42.90**	**1.55**	**35.94**	**1.52**
Profit for the period / year	**228.85**	**7.96**	**139.37**	**5.04**	**91.83**	**3.87**

FISCAL 2026 COMPARED TO FISCAL 2025

Total Income

Total income increased by 4.06 % from ₹ 2,764.21 million in Fiscal 2025 to ₹ 2,876.40 million in Fiscal 2026 primarily due to an increase in sales. This increase was primarily attributable to the following:

Revenue from operations

Revenue from operations increased by 3.94 % from ₹ 2,760.82 million in Fiscal 2025 to ₹ 2,869.68 million in Fiscal 2026 primarily due to an increase in sales. The increase in revenue from operations during Fiscal 2026 was primarily driven by growth in the Telecommunication Services segment, supported by increased contribution from the Oil & Gas and Sewerage segment, which more than offset the marginal decline in revenue from Construction Services.

(₹ in million, except percentages)

Business Verticals	Fiscal 2026		Fiscal 2025	
	Revenue from Operations (₹ In million)	As a % of Revenue from Operations	Revenue from Operations (₹ In million)	As a % of Revenue from Operations
Telecommunication Services	2,830.21	98.62%	2,734.54	99.05%
Construction Services	19.37	0.67%	21.44	0.78%
Oil & Gas and Sewerage	20.10	0.70%	4.84	0.18%
Total	**2,869.68**	**100.00%**	**2,760.82**	**100.00%**

Other income

Other income from operations by 98.23 % from ₹ 3.39 million in Fiscal 2025 to ₹ 6.72 million in Fiscal 2026primarily due

to an increase in interest on fixed deposits of ₹ 3.72 million compared with ₹ 2.89 million, interest on income tax refund of ₹ 0.83 million and GST refund of ₹ 1.49 million in Fiscal 2026, along with an increase in miscellaneous income to ₹ 0.68 million from ₹ 0.46 million.

Total Expenses

Total expenses increased marginally by 0.09 % from ₹ 2,581.94 million in Fiscal 2025 to ₹ 2,584.29 million in Fiscal 2026 primarily due an increase in construction and operating expenses and cost of construction materials consumed, which were substantially offset by lower employee benefits expense, finance costs, depreciation and standardized expense and other expenses.

(₹ in million, except percentages)

Particulars	FY2026		FY2025	
	Amount (₹ million)	% of Total Income	Amount (₹ million)	% of Total Income
Cost of construction materials consumed	46.99	1.63%	39.04	1.41%
Construction & operating expenses	720.62	25.05%	678.12	24.53%
Employee benefits expense	1,692.78	58.85%	1,728.27	62.52%
Finance costs	17.81	0.62%	22.74	0.82%
Depreciation and amortisation expense	5.78	0.20%	6.78	0.25%
Other expenses	100.31	3.49%	106.99	3.87%
Total expenses	**2,584.29**	**89.84%**	**2,581.94**	**93.41%**

Cost of construction materials consumed

Cost of construction materials consumed increased by 20.36% from ₹ 39.04 million in Fiscal 2025 to ₹ 46.99 million in Fiscal 2026 primarily due to to higher consumption of raw materials and components during the year, despite a decline in Construction & Interiors revenue.

Construction & operating expenses

Construction & operating expenses increased by 6.27% from ₹ 678.12 million in Fiscal 2024 to ₹ 720.62 million in Fiscal 2025 primarily due to higher recovery expenses during the year. This was partially offset by lower power and fuel expenses, site expenses and freight inward expenses.

Employee benefit expenses

Employee benefit expenses decreased by 2.05% from 1,728.27 million in Fiscal 2025 to ₹ 1692.78 million in Fiscal 2026 primarily due to lower salary and wages, which decreased by ₹ 34.46 million, i.e. by 2.21%, and lower gratuity expense, which decreased by ₹ 4.05 million, i.e. by 25.85%. These decreases were partially offset by higher directors' remuneration, staff welfare expenses, pension/insurance contributions and other employee benefits.

Finance costs

Finance costs decreased by 21.68% from ₹ 22.74 million in Fiscal 2025 to ₹ 17.81 million in Fiscal 2026. This is primarily due to repayment of term loan resulting lower interest expense and lower other borrowing costs.

Depreciation & amortisation expenses

Depreciation & standardized expenses decreased by 14.75% from ₹ 6.78 million in Fiscal 2025 to ₹ 5.78 in Fiscal 2026 primarily due to the fact that no new assets were purchased and old assets were written off during the period.

Other Expenses

Other expenses decreased by 6.24%, from ₹106.99 million in Fiscal 2025 to ₹100.31 million in Fiscal 2026, representing a decrease of ₹6.68 million. The decrease was primarily attributable to lower electricity and water expenses, travelling and conveyance expenses, bank charges, rates, fees and taxes, and rent expenses. Electricity and water expenses declined by ₹4.31 million, while travelling and conveyance expenses decreased by ₹2.23 million. Rates, fees and taxes decreased by ₹1.04 million and bank charges decreased by ₹0.70 million. Rent expenses also declined marginally by ₹0.53 million. These decreases were partially offset by an increase in legal and professional charges, which increased by ₹2.28 million,

and security charges, which increased by ₹0.35 million. Audit fees also increased by ₹0.41 million during the period. Further, CSR expenses increased by ₹0.52 million, while an expected credit loss provision of ₹0.29 million was recognised in Fiscal 2026 as compared to nil in Fiscal 2025. The overall decrease indicates lower expenditure across certain operating and administrative cost heads during Fiscal 2026.

Profit before tax

Our profit before tax increased by 60.26 % from ₹ 182.27 million in Fiscal 2025 to ₹ 292.11 million in Fiscal 2026 primarily due to an increase in sales and a lower growth in total expenses

Tax Expense

Our Tax Expense increased by 47.46 % from ₹ 42.90 million in Fiscal 2025 to ₹ 63.26 million in Fiscal 2026 primarily due to higher current tax arising from the improvement in profitability during the year. This was partly offset by a lower deferred tax credit compared with the previous year, resulting in a higher overall tax expense.

Profit for the year

For the various reasons discussed above, our profit for the year increased by 64.20 % from ₹ 139.37 million in Fiscal 2025 to ₹ 228.85 million in Fiscal 2026.

FISCAL 2025 COMPARED TO FISCAL 2024

Total Income

Total Income increased by 16.55 % from ₹ 2,371.66 million in Fiscal 2024 to ₹ 2,764.21 million in Fiscal 2025 primarily due to an increase in sales.

Revenue from operations

Revenue from operations increased by 18.04 % from ₹ 2,338.87 million in Fiscal 2024 to ₹ 2,760.82 million in Fiscal 2025 primarily due to higher revenue from the operation & maintenance segment, partially offset by lower revenue from Construction & interiors and Gas pipeline, sewage & solar.

(₹ in million, except percentages)

Business Verticals	Fiscal 2025		Fiscal 2024	
	Revenue from Operations	As a % of Revenue from Operations	Revenue from Operations	As a % of Revenue from Operations
Telecommunication Services	2,734.54	99.05%	2,306.02	98.60%
Construction Services	21.44	0.78%	24.73	1.06%
Oil & Gas and Sewerage	4.84	0.18%	8.12	0.35%
Total	**2,760.82**	**100.00%**	**2,338.87**	**100.00%**

Other income

Other income decreased by 89.66 % from ₹ 32.79 million in Fiscal 2024 to ₹ 3.39 million in Fiscal 2025 primarily due to lower miscellaneous income during the year. This was partly offset by interest income on fixed deposits and the reversal of expected credit loss provisions. Additionally, certain exceptional miscellaneous balances standardized in the previous year were not recorded during the current year.

Total Expenses

Total expenses increased by 15.07 % from ₹ 2,243.89 million in Fiscal 2024 to ₹ 2,581.94 million in Fiscal 2025 primarily due to higher construction and operating expenses and employee benefits expense, together with higher cost of construction materials consumed, finance costs, depreciation and amortization expense and other expenses.

(₹ in million, except percentages)

Particulars	FY2025		FY2024	
	Amount (₹ million)	% of Total Income	Amount (₹ million)	% of Total Income
Cost of construction materials consumed	39.04	1.41%	50.00	2.11%
Construction & operating expenses	678.12	24.53%	506.41	21.35%
Employee benefits expense	1,728.27	62.52%	1,562.65	65.89%
Finance costs	22.74	0.82%	19.57	0.83%
Depreciation and standardized expense	6.78	0.25%	6.38	0.27%
Other expenses	106.99	3.87%	98.88	4.17%
Total expenses	**2,581.94**	**93.41%**	**2,243.89**	**94.61%**

Cost of construction materials consumed

Cost of construction materials consumed decreased by 21.92% from ₹ 50.00 million in Fiscal 2024 to ₹ 39.04 million in Fiscal 2025 primarily due to lower consumption of raw materials and components during the year.

Construction & operating expenses

Construction & operating expenses increased by 33.91% from ₹ 506.41 million in Fiscal 2024 to ₹ 678.12 million in Fiscal 2025 primarily due to higher recovery expenses during the year. This was partially offset by lower power and fuel costs, freight inward expenses and site expenses.

Employee benefit expenses

Employee benefit expenses increased by 10.60 % from ₹ 1,562.65 million in Fiscal 2024 to ₹ 1,728.27 million in Fiscal 2025 primarily due to higher salary and wages and increased contributions to provident and other funds. These increases were partially offset by lower directors' remuneration and staff welfare expenses.

Finance costs

Finance costs increased by 16.20% from ₹ 19.57 million in Fiscal 2024 to ₹ 22.74 million in Fiscal 2025. This is primarily due to higher interest expense while other borrowing costs remained relatively stable.

Depreciation & amortization expenses

Depreciation & *amortization* expenses increased by 6.27% from ₹ 6.38 million in Fiscal 2024 to ₹ 6.78 in Fiscal 2025 primarily due to higher depreciation on right of use assets, while depreciation on tangible assets remained broadly stable.

Other Expenses

Other expenses increased by 8.20%, from ₹98.88 million in Fiscal 2024 to ₹106.99 million in Fiscal 2025, representing an increase of ₹8.11 million. The increase was primarily attributable to higher legal and professional charges, rent expenses, security charges and electricity and water expenses. Legal and professional charges increased by ₹3.76 million, from ₹5.20 million in Fiscal 2024 to ₹8.96 million in Fiscal 2025, while rent expenses increased by ₹5.23 million. Security charges increased by ₹0.71 million and electricity and water expenses increased by ₹1.18 million. Postage, telegram and telephone expenses also increased by ₹1.96 million. These increases were partially offset by a reduction in travelling and conveyance expenses of ₹3.36 million, a reduction in rates, fees and taxes of ₹2.60 million and a decrease in the expected credit loss provision of ₹1.44 million. Marketing and advertisement expenses increased marginally by ₹0.28 million, while CSR expenses increased by ₹1.05 million. Overall, the increase in other expenses during Fiscal 2025 was primarily due to higher administrative, professional and occupancy-related expenses associated with the our operations.

Profit before tax

For the reasons discussed above, Our profit before tax increased by 42.65 % from ₹ 127.77 million in Fiscal 2024 to ₹ 182.27 million in Fiscal 2025.

Tax Expense

Our Tax Expense increased by 19.37 % from ₹ 35.94 million in Fiscal 2024 to ₹ 42.90 million in Fiscal 2025 primarily due to an increase in sales, resulting in higher profit and consequently higher tax expenses

Profit for the year

For the reasons discussed above, Our Restated profit for the year increased by 51.77% from ₹ 91.83 million in Fiscal 2024 to ₹ 139.37 million in Fiscal 2025

SELECTED RESTATED STATEMENT OF ASSETS AND LIABILITIES

The table below sets forth the principal components of our total assets, equity and liabilities as at the periods indicated in the table below:

(₹ in million)

Particulars	For the Fiscals ended		
	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total non-current assets	147.30	167.00	108.02
Total current assets	1,253.14	901.39	745.41
Total assets	**1,400.44**	**1,068.39**	**853.43**
Total Equity	952.17	522.64	378.60
Total non-current liabilities	64.32	84.30	91.37
Total current liabilities	383.95	461.45	383.46
Total equity and liabilities	**1,400.44**	**1,068.39**	**853.43**

Total Non-Current Assets

Fiscal 2026 compared with Fiscal 2025

Total non-current assets decreased by 11.80%, from ₹ 167.00 million as on March 31, 2025 to ₹ 147.30 million as on March 31, 2026, primarily on account of a reduction in income tax assets and other financial assets. The reduction in fixed deposits was partly offset by higher recoverables from NBFCs and security deposits. Property, plant and equipment also decreased during the year, as depreciation exceeded additions during the year.

Fiscal 2025 compared with Fiscal 2024

Total non-current assets increased by 54.60%, from ₹ 108.02 million as on March 31, 2024 to ₹ 167.00 million as on March 31, 2025, primarily on account of lower other financial assets, mainly due to a reduction in long-term fixed deposits. This was partly offset by higher income tax assets. Right-of-use assets and property, plant and equipment also declined during the year.

Total Current Assets

Fiscal 2026 compared with Fiscal 2025

Total current assets increased by 39.02 %, from ₹ 901.39 million as on March 31, 2025 to ₹ 1,253.14 million as on March 31, 2026, primarily on account of increase in other current assets, increase in cash and cash equivalents and increase in trade receivables.

Fiscal 2025 compared with Fiscal 2024

Total current assets increased by 20.93%, from ₹ 745.41 million as on March 31, 2024 to ₹ 901.39 million as on March 31, 2025, primarily on account of an increase in trade receivables due to an increase in sales and an increase in other current assets, mainly contract assets

Total Assets

Fiscal 2026 compared with Fiscal 2025

Total assets increased by 31.08%, from ₹ 1,068.39 million as on March 31, 2025 to ₹ 1,400.44 million as on March 31, 2026, primarily on account of the increase in current assets

Fiscal 2025 compared with Fiscal 2024

Total assets increased by 25.19%, from ₹ 853.43 million as on March 31, 2024 to ₹ 1,068.39 million as on March 31, 2025,primarily on account of the increase in current assets and an additional increase in other financial assets, including fixed deposits

Total Equity

Fiscal 2026 compared with Fiscal 2025

Total equity increased by 82.18 %, from ₹ 522.64 million as on March 31, 2025 to ₹ 952.17 million as on March 31, 2026, primarily on account of an increase in retained earnings following the profit for the year and the issue of equity shares at a premium during the year.

Fiscal 2025 compared with Fiscal 2024

Total equity increased by 38.05 %, from ₹ 378.60 million as on March 31, 2024 to ₹ 522.64 million as on March 31, 2025, primarily on account of an increase in retained earnings following the profit for the year.

Total Non-Current Liabilities

Fiscal 2026 compared with Fiscal 2025

Total non-current liabilities decreased by 23.70%, from ₹ 84.30 million as on March 31, 2025 to ₹ 64.32 million as on March 31, 2026, primarily on account of a decrease in borrowings and provision for gratuity

Fiscal 2025 compared with Fiscal 2024

Total non-current liabilities decreased by 7.74 %, from ₹ 91.37 million as on March 31, 2024 to ₹ 84.30 million as on March 31, 2025, primarily on account of a decrease in long-term borrowings.

Total Current Liabilities

Fiscal 2026 compared with Fiscal 2025

Total current liabilities decreased by 16.79 %, from ₹ 461.45 million as on March 31, 2025 to ₹ 383.95 million as on March 31, 2026, primarily on account of a decrease in short-term borrowings and trade payables

Fiscal 2025 compared with Fiscal 2024

Total current liabilities increased by 20.34 %, from ₹ 383.46 million as on March 31, 2024 to ₹ 461.45 million as on March 31, 2025,
primarily on account of an increase in trade payables and short-term borrowings

Total Equity and Liabilities

Fiscal 2026 compared with Fiscal 2025

Total equity and liabilities increased by 31.08 %, from ₹ 1,068.39 million as on March 31, 2025 to ₹ 1,400.44 million as on March 31, 2026, primarily on account of an increase in retained earnings and the issue of equity shares at a premium, while total liabilities decreased mainly due to lower borrowings, trade payables and employee-related provisions.

Fiscal 2025 compared with Fiscal 2024

Total equity and liabilities increased by 25.19 %, from ₹ 853.43 million as on March 31, 2024 to ₹ 1,068.39 million as on March 31, 2025, primarily on account of an standard in retained earnings , increase in short-term borrowings and increase in trade payables.

LIQUIDITY AND CAPITAL RESOURCES

Historically, our primary liquidity and capital requirements have been to finance our capital expenditure and working capital needs for our operations. We have met these requirements through cash flows from operations and borrowings. As of March 31, 2026, we had ₹ 577.78 million in trade receivables, ₹ 134.46 million in cash and cash equivalents, and ₹ 540.76 million in other current assets. We believe that after taking into account the expected cash to be generated from operations, our borrowings and the proceeds from the Issue, we will have sufficient liquidity for our present requirements and anticipated requirements for capital expenditure and working capital for the next 12 months.

Cash flows based on Restated Standalone Financial Information

Our anticipated cash flows are dependent on various factors that are beyond our control. See "*Risk Factors*" beginning on page 23. The following table sets forth certain information relating to our cash flows in Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(*in ₹ millions*)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Net Cash from / (used in) operating activities	(18.37)	(20.71)	(28.74)
Net Cash from / (used in) investing activities	1.99	0.53	1.50
Net Cash generated from /(used in) financing activities	120.83	(26.05)	46.67
Net increase/(decrease) in cash and cash equivalents	104.45	(46.23)	19.43
Cash and cash equivalent at beginning of the year	30.01	76.24	56.81
Cash and cash equivalent at end of the period/year	134.46	30.01	76.24

Cash Flows generated from / (used in) Operating Activities

Fiscal 2026

Our net cash used from operating activities was ₹18.37 million for the Fiscal 2026. Our net profit before tax of ₹ 292.11 million for the Fiscal 2026 which was primarily adjusted against Interest Income of ₹ 4.55 million, Interest Expenses of ₹ 17.81 million, Depreciation and amortization expense (including right-of-use assets) of ₹ 5.78 million, Expected credit loss/(reversal) on financial assets is ₹ 0.29 million. Operating profit before working capital changes was ₹ 311.44 million for the Fiscal 2026.

The adjustments to operating profit before working capital changes included adjustments for (i) Increase in Trade receivables by ₹ 48.82 million, (iii) Decrease in Other financial assets by ₹ 4.59 million, (iv) Increase in Other current assets by ₹ 198.99 million, (v) Decrease in trade payables by ₹ 47.17 million, (vi) Increase in Provisions by ₹ 10.62 million, (vii) Increase in Other current liabilities by ₹ 2.39 million and (viii) Increase in Other financial liabilities by ₹ 1.47 million. Tax paid for the Fiscal 2026 amount to ₹ 53.90 million.

Fiscal 2025

Our net cash used from operating activities was ₹ 20.71 million for the Fiscal 2025. Our net profit before tax of ₹ 182.27 million for the Fiscal 2025 which was primarily adjusted against Interest Income of ₹ 2.89 million, Interest Expenses of ₹ 22.74 million, Depreciation and amortization expense (including right-of-use assets) of ₹ 6.78 million, million and Expected credit loss/(reversal) on financial assets is ₹ 0.04 million. Operating profit before working capital changes was ₹ 208.86 million for the Fiscal 2025.

The adjustments to operating profit before working capital changes included adjustments for (i) Increase in Trade receivables by ₹ 32.33million, (ii) Increase in Other financial assets by ₹ 47.29 million, (iii) Increase in Other current assets by ₹ 169.49 million, (iv) Increase in trade payables by ₹ 44.94 million, (v) Increase in Provisions by ₹ 15.48 million and (vi) Increase in Other current liabilities by ₹ 8.00 million and (vii) Increase in Other financial liabilities by ₹ 12.05 million. Tax paid for the Fiscal 2025 amount to ₹ 60.93 million.

Fiscal 2024

Our net cash used from operating activities was ₹ 28.74 million for the Fiscal 2024. Our net profit before tax of ₹ 127.77 million for the Fiscal 2024 which was primarily adjusted against Interest Income of ₹ 3.99 million, Interest Expenses of ₹ 19.57 million, Depreciation and amortization expense (including right-of-use assets) of ₹ 6.38 million, and Expected credit loss/(reversal) on financial assets is ₹ 1.44 million. Operating profit before working capital changes was ₹ 151.17 million for the Fiscal 2024.

The adjustments to operating profit before working capital changes included adjustments for (i) Increase in Trade receivables by ₹ 191.43 million, (ii) Decrease in Other financial assets by ₹ 56.28 million, (iii) Decrease in Other current assets by ₹ 557.29 million, (iv) Decrease in trade payables by ₹ 5.59 million, (v) Increase in Provisions by ₹ 14.51 million and (vi) Increase in Other current liabilities by ₹ 23.19 million and (vii) Decrease in Other financial liabilities by ₹ 580.48 million. Tax paid for the Fiscal 2024 amount to ₹ 53.68 million.

Net Cash from / (used in) Investing Activities

Fiscal 2026

Our net cash generated from investing activities was ₹ 1.99 million for the Fiscal 2026, which was primarily on account of Interest Received of ₹ 4.55 million. This was partially offset by purchase of property, plant and equipment of ₹ 2.56 million.

Fiscal 2025

Our net cash generated from investing activities was ₹ 0.53 million for the Fiscal 2025, which was primarily on account of Interest Received of ₹ 2.89 million. This was partially offset by purchase of property, plant and equipment of ₹ 2.36 million.

Fiscal 2024

Our net cash generated from investing activities was ₹ 1.50 million for the Fiscal 2024, which was primarily on account of Interest Received of ₹ 3.99 million. This was partially offset by purchase of property, plant and equipment of ₹ 2.49 million.

Cash generated from / (used in) Financing Activities

Fiscal 2026

Our cash generated from financing activities was ₹ 120.83 million for the Fiscal 2026, which was primarily on account of proceeds from issue of share capital of ₹ 192.50 million. This was partially offset by (i) Interest paid of ₹ 17.63 million, (ii) Repayment towards lease liabilities of ₹ 1.78 million (iii) Interest paid on lease liability of ₹ 0.18 million, (iv) Repayment of short-term borrowings of ₹ 39.70 million and (v) Repayment of long-term borrowings of ₹ 12.38 million.

Fiscal 2025

Our cash used from financing activities was ₹ 26.05 million for the Fiscal 2025, which was primarily on account of (i) Interest paid of ₹ 22.53 million, (ii) Repayment towards lease liabilities of ₹ 1.88 million, (iii) Interest paid on lease liability of ₹ 0.21 million and (iv) Repayment of long-term borrowings of ₹ 15.62 million. This was partially offset by Proceeds from short term borrowings of ₹ 14.19 million.

Fiscal 2024

Our cash generated from financing activities was ₹ 46.67 million for the Fiscal 2024, which was primarily on account of (i) Proceeds from short term borrowings of ₹ 58.31 million and (ii) Proceeds from long term borrowings of ₹ 9.25 million. This was partially offset by (i) Interest paid on lease liability of ₹ 0.23 million, (ii) Repayment towards lease liabilities of ₹ 1.32 million and (iii) Interest Paid of ₹ 19.34 million.

KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS

(₹ in million except percentage and ratios)

Particulars	Unit	For the Financial Year ended March, 2026	For the Financial Year ended March, 2025	For the Financial Year ended March, 2024
Total Income[(a)]	₹	2,876.40	2,764.21	2,371.66
Revenue from Operations[(b)]	₹	2,869.68	2,760.82	2,338.87

EBIDTA[(c)]	₹	308.98	208.40	120.93
EBIDTA Margin [(d)]	%	10.77%	7.55%	5.17%
Net Profit for the Year[(e)]	₹	228.85	139.37	91.83
Net Profit Margin [(f)]	%	7.97%	5.05%	3.93%
Return on Equity [(g)]	%	24.03%	26.67%	24.26%
Return on Capital Employed [(h)]	%	29.49%	30.98%	22.45%
Current Ratio[(i)]	Times	3.26	1.95	1.94
Debt-Equity Ratio[(j)]	Times	0.09	0.27	0.37
Operational KPIs				
Order Book	₹	2,789.27	2,613.36	2,646.09
Book-to-Bill Ratio*	Times	0.97	0.95	1.13
Bids awarded *(₹ in million)*^	₹	3,261.98	2,602.18	2,698.85

**Book-to-Bill ratio is calculated as the Order Book at a particular period divided by the revenue from operations for that period.*
^Bids Awarded represents the aggregate contract value of projects awarded to the Company during the respective period, exclusive of GST and other applicable taxes.

Notes:

a. *Total Income includes Revenue from Operations and Other Income.*
b. *Revenue from Operations represents the income from the projects executed by the Company as recognized in the financial information.*
c. *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax and adding back finance costs, depreciation, and amortization expense less other income.*
d. *EBITDA margin is calculated as EBITDA as a percentage of Revenue from Operations.*
e. *Net Profit for the year represents profit after tax.*
f. *Net Profit margin is calculated as profit & loss after tax as a percentage of Revenue from Operations.*
g. *Return on equity (%) = Net profit for the period/year attributable to Equity Shareholders of the Company / Total equity as at the end of the period/year.*
h. *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the total current assets by total current liabilities.*
i. *ROCE (return on Capital Employed) is calculated as earnings before interest and tax divided by capital employed. Earnings before interest and tax is calculated as aggregate of restated profit before tax, finance costs, less other income for the relevant year. Capital employed is calculated as tangible net worth plus total debt plus deferred tax liability (if any).*

b. *Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings including lease liabilities. Total equity is the sum of equity share capital and other equity*

FINANCIAL INDEBTEDNESS

As of March 31, 2026, we had total borrowings of ₹ 85.58 million. For further information on our indebtedness, see "*Financial Indebtedness*" on page 302.

The following table sets forth certain information relating to our outstanding indebtedness for Fiscal 2026, Fiscal 2025 and Fiscal 2024, and gearing ratio thereof;

(*in ₹ millions*)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Current borrowings	51.77	91.47	77.28
Non-current borrowings	33.81	46.19	61.81
Less: Cash and cash equivalents including bank balances	134.46	30.01	76.24
Total debt (A)	(48.88)	107.65	62.85
Total equity (B)	952.17	522.64	378.60
Capital and net debt(C=A+B)	903.29	630.29	441.45
Net debt to equity ratio (A/B)	(0.05)	0.21	0.17
Gearing ratio (A/C)	(0.05)	0.17	0.14

CONTINGENT LIABILITIES AND OFF-BALANCE SHEET ARRANGEMENTS

For Fiscal 2026, Fiscal 2025 and Fiscal 2024, our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, that have not been provided for, were as follows:

(*in ₹ millions*)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Guarantees issued by the banks on behalf of the company	-	-	-
-Indirect tax matters	9.69	-	-
-Direct tax matters	-	-	-
-Others	-	-	-
Total	**9.69**	**-**	**-**

During the year, the Company received orders from the Goods and Services Tax authorities in the States of Haryana, Punjab and Uttar Pradesh under Section 74 of the respective Goods and Services Tax Acts in relation to FY 2019-20. The aggregate demand raised pursuant to these orders amounts to ₹ 9.69 million, comprising tax of ₹ 3.49 million, interest of ₹ 2.62 million and penalty of ₹ 3.59 million. The Haryana order relates to alleged excess availment of input tax credit, while the orders pertaining to Punjab and Uttar Pradesh refer to the matters detailed in the respective proceedings/attachments

The Company has disputed the aforesaid demands and [has filed/is in the process of filing] appeals before the appropriate authorities. Based on management's assessment and advice obtained from its tax/legal advisors, the Company believes that it has a reasonable case on merits and that the possibility of an outflow of resources is not probable. Accordingly, no provision has been recognised in the financial statements and the aforesaid amount has been disclosed as a contingent liability.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

UNUSUAL OR INFREQUENT TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The following table sets forth certain information relating to future payments due under known contractual commitments for Fiscal 2026, Fiscal 2025, and Fiscal 2024, aggregated by type of contractual obligation:

(*in ₹ millions*)

Fiscal 2026	Within a year	1-5 years	More than 5 year
Borrowings	51.77	33.81	-
Trade payables	78.56	41.35	-
Other financial liabilities	127.38	-	-
Fiscal 2025			
Borrowings	91.47	46.19	-
Trade payables	122.69	44.39	-
Other financial liabilities	127.83	-	-
Fiscal 2024			
Borrowings	77.28	61.81	-
Trade payables	78.80	43.34	-
Other financial liabilities	117.56	-	-

The following table sets forth the ageing analysis of our outstanding trade payables as of March 31, 2026:

(*in ₹ millions*)

Particulars	Within a year	1-2 Year	2-3 Year	More than 3 year	Total
Trade payables	78.56	5.22	4.69	31.44	119.91

CAPITAL EXPENDITURES

Set forth below are additions to property, plant and equipment Fiscal 2026, Fiscal 2025, and Fiscal 2024.

Particulars	For the Fiscal ended (in ₹ Million)		
	Fiscal 2026	Fiscal 2025	Fiscal 2024
Purchase of property, plant and equipment (including capital work-in-progress and intangibles)	0.39	0.55	1.69

For further details of our Capital Expenditure, see "Restated Financial Statement– Note 3 – Property, plant and equipment, Investment Property, Other Intangible assets" on page 293.

CHANGE IN ACCOUNTING POLICIES

Other than as disclosed in the Restated Financial Information, there have been no changes in accounting policies in the last three Fiscals.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include [●], [●], [●], [●], etc. For further information relating to our related party transactions, see "*Summary of Related Party Transactions*" on page 64.

CHANGE IN ACCOUNTING POLICIES

Other than as disclosed in the Restated Financial Information, there have been no changes in accounting policies in the last three Fiscals.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS BY AUDITORS

There are no reservations, qualifications and adverse remarks included by the Statutory Auditors in the Restated Standalone Financial Information:

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's principal financial liabilities comprise borrowings, lease liabilities and other non-current financial liabilities. The main purpose of these financial liabilities is to finance and support operations of our Company. The Company's principal financial assets include investment, trade receivable, Unbilled Revenue, cash and cash equivalents, other bank balance, loans and advances and other current financials assets.

Our Company's business activities expose it to market risk, liquidity risk, interest rate risk and credit risk. The management develops and monitors the Group's risk management policies. The key risks and mitigating actions are placed before the Board of directors of our Company. Our Company's risk management policies are established to identify and analyse the risks faced by our Company, to set appropriate risk limits and to control and monitor risk and adherence to limits.

Credit risk

Credit risk refers to the risk of default on its obligation by a counterparty resulting in a financial loss. The carrying amount of all financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 1,190.63 million, ₹ 943.23 million and ₹ 745.45 million as at March 31, 2026, as at March 31, 2025 and March 31, 2024 respectively being the total of the carrying amount of loans, trade receivables, unbilled revenue, cash and other bank balances and all other financial assets.

The principal credit risk that the Company exposed to is non-collection of trade receivable and late collection of receivable and on unbilled revenue leading to credit loss. The risk is mitigated by reviewing creditworthiness of the prospective

customers prior to entering into contract and post contracting, through continuous monitoring of collections by a dedicated team. The Company makes adequate provision for non-collection of trade receivable and unbilled receivables. Further, the Company has not suffered significant payment defaults by its customer. The Company has considered the latest available credit-ratings of customers to ensure the adequacy of allowance for expected credit loss towards trade and other receivables.

In addition, for delay in collection of receivable, the Company has made a provision for Expected Credit loss ('ECL') based on an ageing analysis of its trade receivable and unbilled revenue. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables and unbilled revenue based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward looking information.

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customer Exposure to customers is diversified and the percentage of revenue from its top five customers is 98.05 % for the years ended March 31, 2026 (March 31, 2025: 99.28% and March 31, 2024: 98.27%).

ECL allowance for non-collection and delay in collection of receivable and unbilled revenue, on a combined basis was ₹ 1.69 million, ₹ 1.40 million and ₹ 1.44 million as at March 31, 2026, March 31, 2025 and March 31, 2024 respectively. The movement in allowance for expected credit loss comprising provision for both non-collection and delay in collections of receivable and unbilled revenue is as follows:

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's treasury department is responsible for liquidity, funding, investment as well as settlement management. Surplus funds are invested in non-speculative financial instruments that include highly liquid funds and corporate deposits.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of interest rate risk. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customer.

Interest rate risk

The Company's exposure to changes in interest rates relates primarily to the Company's outstanding floating rate debt. While most of the Company's outstanding debt in local currency is on fixed rate basis and hence not subject to interest rate risk, some portion of debt is generally linked to interest rate benchmarks like MCLR, RBI Repo rate, 3 months T-Bill, 6 months T-Bill. The Company may hedge a portion of these risks by way of derivatives instruments like interest rate swaps and currency swaps.

Sensitivity analysis

(*in ₹ millions*)

A hypothetical 50 basis point shift in respective currency MCLR, RBI Repo rate, 3 months T-Bill, 6 months T-Bills and other benchmarks, holding all other variables constant, on the unhedged loans would result in a corresponding increase/decrease in interest cost for the Company on a yearly basis in million is as follows:

Particulars	**Impact on profit & loss after tax**			**Impact on equity**		
	As at March 31, 2026	**As at March 31, 2025**	**As at March 31, 2024**	**As at March 31, 2026**	**As at March 31, 2025**	**As at March 31, 2024**
Change in base rate						
Increase by 0.50%	(0.02)	(0.03)	(0.02)	(0.02)	(0.03)	(0.02)
Decrease by 0.50%	0.02	0.03	0.02	0.02	0.03	0.02

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as disclosed in this Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations. See "*Risk Factors*" and *"-Significant Factors Affecting our Result of Operations*" in this section on pages 23 and 304, respectively.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been subject, and we expect it to continue to be subject, to the trends identified above in "-Significant Factors Affecting our Result of Operations" and the uncertainties described in "Risk Factors", beginning on pages 304 and 23, respectively. Further, except as disclosed in this Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenues.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "Risk Factors", "Our Business" and above in "–Significant Factors Affecting our Result of Operations" beginning on pages 23, 232 and 304, respectively, to our knowledge, there are no known factors that may adversely affect our business prospects, results of operations and financial condition

EXTENT TO WHICH MATERIAL INCREASES IN NET SALES OR REVENUE FROM OPERATIONS ARE DUE TO INCREASED SALES VOLUME, INTRODUCTION OF NEW PRODUCTS OR SERVICES OR INCREASED SALES PRICES

Changes in revenue from operations are as described in "-Fiscal 2026 compared to Fiscal 2025, -Fiscal 2025 compared to Fiscal 2024" on page 304.

SEGMENT REPORTING

Our business activity primarily falls within a 3 business verticals, i.e., (i) telecommunication services, (ii) construction services, and (iii) oil & gas and Sewerage.

STATUS OF NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this section and in the section titled "Our Business" beginning on page 232, there are no new products or business verticals, categories or sectors in which we operate that have or are expected to have a material impact on our business prospects, results of operations or financial condition

SEASONALITY/ CYCLICALITY OF BUSINESS

Our Company's business is not subject to seasonal changes

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS OR SUPPLIERS

We depend on a limited number of suppliers or customers for a significant part of our revenue from operations. For further details, see "*Risk Factors – We are dependent on our top ten customers in respect of our business. Our top 10 customers contributed to 99.63%, 99.92%, 99.96% of our revenue from operations during Fiscals 2026, 2025 and 2024, respectively. Any loss of any major customer may adversely impact revenue of our business. Any decrease in demand from such customers, the loss of such customers or our inability to diversify our customer base could have an adverse effect on our business, results of operations, financial condition and cash flows*"on page 26.

COMPETITIVE CONDITIONS

We operate in a competitive environment and expect to continue to compete with existing and potential competitors. See "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 23, 135 and 232, respectively, for further details on competitive conditions that we face across our various business segments.

MATERIAL DEVELOPMENTS AFTER MARCH 31, 2026 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed in this Red Herring Prospectus, there are, to our knowledge, no significant developments after the date of the last financial statements contained in this Red Herring Prospectus which materially and adversely affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months.

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SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding (i) criminal proceedings; (ii) actions by regulatory authorities and statutory authorities (including all penalties and show cause notices); (iii) claims relating to direct and indirect taxes; and (iv) other material outstanding proceedings including arbitration proceedings which have been determined to be material pursuant to the Materiality Policy), in each case involving our Company, Promoters or Directors (collectively, "Relevant Parties"). Further, except as stated in this section, there are no disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoters in the last five Fiscals, including any outstanding actions.

For the purposes of point (iv) above, in terms of the Materiality Policy adopted by a resolution of our Board dated September 23, 2026:

any outstanding litigation / arbitration proceedings (other than as covered in points (i) to (iii) above) involving the Relevant Parties (including tax litigation mentioned in (iii) above) shall be considered "material" for the purposes of disclosure in this Draft Red Herring Prospectus, if:

*(a) the monetary amount of claim/amount in dispute, to the extent quantifiable, involved in any such outstanding litigation or arbitration proceedings is equal to or excess of either: a) 2% of our turnover, as per the latest Financial Year included in the Restated Financial Information; or (b) 2% of our net worth, as per the latest Financial Year included in the Restated Financial Information; except in case the arithmetic value of the net worth is negative; or (c) 5% of the average of absolute value of profit or loss after tax, as per the last three Financial Years included in the Restated Financial Information of our Company, whichever is lower ("**Materiality Threshold**"). Accordingly, 5% of the average of absolute value of profit or loss after tax, for the last three Financial Years as per the Restated Financial Information, amounting to ₹ 7.67 million has been considered as the Materiality Threshold for the Relevant Parties; or*

(b) where the monetary liability is not quantifiable or lower than the Materiality Threshold specified in (a) above, any outstanding litigation/arbitration proceedings, (i) where the outcome could materially and adversely affect our Company's business, prospects, operations, performance, financial position or reputation; or (ii) where the decision in one matter is likely to affect the decision in similar matters, such that the cumulative amount involved in such matters exceeds the amount as specified in (a) above, even though the amount involved in an individual matter may not exceed the amount as specified in (a) above.

Except as disclosed below, there are no outstanding (i) criminal proceedings involving our Key Managerial Personnel and members of Senior Management; or (ii) actions by statutory and regulatory authorities against our Key Managerial Personnel and members of Senior Management, as on the date of this Draft Red Herring Prospectus.

It is clarified that for the purposes of the above, (a) first information reports (FIRs) (whether cognizance has been taken or not) initiated against the Relevant Parties shall also be disclosed in this Draft Red Herring Prospectus; and (b) pre-litigation notices received by any of the Relevant Parties from third parties (excluding those notices issued by any regulatory, government, tax or statutory authorities or notices threatening criminal action) shall, unless otherwise decided by our Board, not be considered as outstanding material litigation and accordingly not be disclosed in this Draft Red Herring Prospectus until such time that Relevant Parties, as applicable, are impleaded as defendants in litigation proceedings before any judicial or arbitral forum, tribunal or government authority.

Further, in accordance with the Materiality Policy, our Company has considered such creditors 'material' to whom the amount due is equal to or in excess of 5% of the standalone trade payables of our Company as of the end of the most recent period covered in the Restated Financial Information. The standalone trade payables of our Company as on March 31, 2026 was ₹ 119.91 million. Accordingly, a creditor has been considered 'material' if the amount due to such creditor is equal to or exceeds ₹ 6.00 million as on March 31, 2026.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus. Unless otherwise specified, the terms defined in the description of a particular legal proceeding pertains to such proceeding only.

I. Litigation involving our Company

A. Outstanding litigation proceedings against our Company

a. Criminal proceedings

Nil

b. Outstanding actions by regulatory and statutory authorities

Nil

c. Other Material civil proceedings

Nil

B. Litigation filed by our Company

a. Criminal proceedings

Nil

b. Material civil proceedings

Nil

C. ***Tax proceedings involving our Company***

Nature of Case	Number of cases	Amount involved *(in ₹ million)*
Direct Tax	Nil	Nil
Indirect Tax	3	9.69
Total	**3**	**9.69**

As certified by Statutory Auditor, M/s. Dhillon & Associates dated September 26, 2026

II. Litigation involving our Directors

A. Litigation filed against our Directors

a. Criminal proceedings

Nil

b. Outstanding actions by regulatory and statutory authorities

Nil

c. Material civil proceedings

Nil

B. Litigation filed by our Directors

a. Criminal proceedings

Nil

b. Material civil proceedings

Nil

C. Tax proceedings involving our Directors

Nature of Case	Number of cases	Amount involved *(in ₹ million)*
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	Nil	Nil

As certified by Statutory Auditor, M/s. Dhillon & Associates dated September 26, 2026

IV. Litigation involving our Promoters

A. Litigation filed against our Promoters

a. Criminal proceedings

Nil

b. Disciplinary actions including penalties imposed by SEBI or stock exchanges in the last five financial years including outstanding actions

Nil

c. Outstanding actions by regulatory and statutory authorities

Nil

d. Material civil proceedings

Nil

B. Litigation filed by our Promoters

a. Criminal proceedings

Nil

b. Material civil proceedings

Nil

C. Tax proceedings involving our Promoters

Nature of Case	Number of cases	Amount involved *(in ₹ million)*
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	**Nil**	**Nil**

As certified by Statutory Auditor, M/s. Dhillon & Associates dated September 26, 2026

V. Litigation involving our KMPs

A. Litigation filed against our KMPs

a. Criminal proceedings

Nil

b. Outstanding actions by regulatory and statutory authorities

Nil

B. Litigation filed by our KMPs

a. Criminal proceedings

Nil

VI. Litigation involving our SMPs

A. Litigation filed against our SMPs

a. Criminal proceedings

Nil

b. Outstanding actions by regulatory and statutory authorities

Nil

B. Litigation filed by our SMPs

a. Criminal proceedings

Nil

VIII. Outstanding dues to creditors

Our Board, in its meeting held on September 23, 2026 has considered and adopted the Materiality Policy. In terms of the Materiality Policy, creditors of our Company, to whom an amount ₹119.91 million as on the date of the latest period in the Restated Financial Statements was outstanding, were considered material creditors.

In accordance with the Materiality Policy, details of outstanding dues (trade payables) owed to MSME (as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at March 31, 2026, are set out below:

Types of creditors	Number of creditors	Amount involved *(in ₹ million)*
Material creditors	3	38.10
Micro, Small and Medium Enterprises	36	26.82
Other creditors	407	93.09
Total	**446**	**158.01**

As certified by the Statutory Auditors vide their certificate dated September 23, 2026. The details pertaining to net outstanding dues towards our material creditors as on March 31, 2026 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at www.sgencon.com . It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

Material Developments

Other than as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 304, 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 assets or our ability to pay our liabilities within the next 12 months from the date of the filing of the DRHP.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, consents, licenses, registrations and permits issued by relevant governmental and regulatory authorities of the respective jurisdiction under applicable rules and regulations. Set out below is an indicative list of such consents, licenses, registrations, permissions, and approvals obtained by our Company; which are considered material and necessary for the purposes of undertaking their respective businesses and operations ("Material Approvals"). In addition, certain Material Approvals may have lapsed or expired or may lapse in their ordinary course of business, from time to time, and our Company have either already made applications to the appropriate authorities for renewal of such Material Approvals or are in the process of making such renewal applications in accordance with applicable law and requirements and procedure. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus.

For details in connection with the regulatory and legal framework within which we operate, see the section titled "Key Regulations and Policies" on page 258. For details of risks associated with not obtaining or delay in obtaining the requisite approvals, please see, "Risk Factors – We are exposed to risks relating to inability of obtaining or renewing or maintaining our statutory and regulatory permits and approvals, required to operate our business, which may adversely affect our business, financial condition, results of operation and cash flow." on page 38.

I. General Details of our Company

A. Incorporation details

1. Certificate of incorporation dated February 12, 2008 issued to our Company by the Registrar of Companies, in the name of 'HemOnc Infusion Resources Private Limited'.

2. Certificate of incorporation dated May 11, 2011 issued to our Company by the Registrar of Companies, in the name of 'S. G. Encon Private Limited'.

3. Certificate of incorporation dated May 2, 2025 issued to our Company by the Registrar of Companies, in the name of 'S. G. Encon Limited'.

4. The corporate identity number of our Company is U45208HR2008PLC037614.

B. Offer related approvals

For details of the corporate and authorizations obtained by our Company in relation to the Offer, see "***Other Regulatory and Statutory Disclosures – Authority for the Offer – Corporate Approvals***" on page 350.

C. Tax - related approvals

1. Permanent Account Number being AACCH3538D issued by Income Tax Department under the Income Tax Act, 1961 ("IT Act")[**]

2. Tax Deduction Account Number being RTKS16592C, issued by the Income Tax Department of India, under the Income Tax Act, 1961[*#]

3. Goods and services tax registration certificates issued by the Government of India under the Central Good and Services Tax Act, 2017 in the states of Uttar Pradesh, Delhi, Haryana, Rajasthan and Punjab.[#]

#The abovementioned approvals are valid until cancelled.
** The abovementioned approvals are in the erstwhile name of the Company i.e. S. G. Encon Private Limited*
***The aforementioned approvals are in the name of S G Encon Limited; however, in this regard, we have applied for correction of the name to S. G. Encon Limited.*

D. Labour and employment related approvals

1. Our Company has obtained certificate of registration bearing number 24000746580001009, issued by the Employees' State Insurance Corporation, Haryana[#]

2. Our Company has obtained certificate of registration of the Company under the Employees' Provident Funds bearing

code PB/CHD/38370 issued by the Employees' Provident Funds Organisation, Ministry of Labour and Employment[#].

3. Details of shops and establishment registrations obtained have been provided below:

S.no	Details of Registration	Issuing Authority	License Number	Date of Issue	Valid upto
1.	Certificate of Registration under the Punjab Shops & Commercial Establishments Act, 1958	Department of Labour, Government of Haryana[*]	PSA/REG/PKL/LI-PKL-1/0091289	July 01, 2013	Perpetual
2.	Certificate of Registration under the Delhi Shops & Establishment Act, 1954	Department of Labour, Government of National Capital Territory of Delhi[*]	2023103510	June 30, 2023	Perpetual

[#]*The abovementioned approvals are valid until cancelled.*
** The abovementioned approvals are in the erstwhile name of the Company i. e. S. G. Encon Private Limited*

4. Details of Labour Identification Numbers obtained have been provided below:

S. no	Details of Registration	Issuing Authority	License Number	Date of Issue	Valid upto
1.	Labour Identification Number (LIN) certificate issued in respect of the Company's establishment situated in Delhi*	Unified Shram Suvidha Portal of the Ministry of Labour and Employment, Government of India	8-9921-3735-4	March 31, 2023	Perpetual
2.	Labour Identification Number (LIN) certificate issued in respect of the Company's establishment situated in Uttar Pradesh	Unified Shram Suvidha Portal of the Ministry of Labour and Employment, Government of India	8-8049-1442-0	May 08, 2023	Perpetual
3.	Labour Identification Number (LIN) certificate issued in respect of the Company's establishment situated in Haryana*	Unified Shram Suvidha Portal of the Ministry of Labour and Employment, Government of India	8-1947-0376-0	August 20, 2019	Perpetual
4.	Labour Identification Number (LIN) certificate issued in respect of the Company's establishment situated in Punjab*	Unified Shram Suvidha Portal of the Ministry of Labour and Employment, Government of India	8-5718-2364-2	January 17, 2024	Perpetual
5.	Labour License under Occupational Safety, Health and Working Conditions Code, 2020 (OSH & WC Code, 2020)	Ministry of Labour & Employment	ALCDL3/L/2026/439218	September 25, 2026	September 24, 2031

**The abovementioned approvals are in the erstwhile name of the Company i.e S. G. Encon Private Limited*
#The abovementioned approvals are valid until cancelled.

E. Other Material Approvals

(i) Our Company has obtained Legal Entity Identifier Certificate bearing number 648893NZD54F2NYS0416 issued by Legal Entity Identifier India Limited.

II. Material Approvals obtained in relation to the business and operations of our Company

As on the date of this Draft Red Herring Prospectus, our Company requires various Material Approvals under several central or state-level acts, rules and regulations to carry on our business and operations. An indicative list of the Material Approvals required by our Company for the business and operation of our manufacturing units is provided below:

S.no	Details of Registration	Issuing Authority	License Number	Date of Issue	Valid upto
1.	UDYAM Registration Certificate	Ministry of Micro, Small and Medium Enterprises	UDYAM-HR-13-0001233[#]	December 01, 2020	Perpetual

[#]*The abovementioned approvals are valid until cancelled.*

III. Material Approvals applied for but not received

S. No.	License/Application no:	Description	Authority	Issue/Application date
1.	26091513000056	Registration under the Occupational Safety, Health and Working Conditions Code, 2020 (OSH & WC Code, 2020)	Ministry of Labour and Employment	September 15, 2026
2.	E37AACCH3538D	Punjab State Development Tax	Department of Excise and Taxation	September 21, 2026
3.	26091513000056	Work Specific T-LIN of Contractor -5-8810-0547-2	Ministry of Labour and Employment	September 23, 2026

IV. Material Approvals required but not obtained or applied for

Nil

V. Intellectual Property

For details in relation to our intellectual property, see "*Our Business – Intellectual Property*" on page 254.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term "group companies" includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which the relevant issuer company had related party transactions in accordance with Ind AS 24, during the period for which financial information is disclosed in the relevant issue documents, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, in respect of point no. (i) above, all such companies (other than the Subsidiaries) with which the Company had related party transactions during the period covered in the Restated Financial Information, shall be considered as 'Group Companies', in accordance with the SEBI ICDR Regulations.

In addition, pursuant to the Materiality Policy, for the purposes of point no. (ii) above, a company (other than the Subsidiaries and the companies covered under point no. (i) above) shall be considered 'material' and will be disclosed as a "group company", if such a company is a member of the Promoter Group in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations, with which the Company has entered into one or more transactions during the last completed fiscal or relevant stub period, as applicable, and such transactions, individually or cumulatively, in value exceeds 10% of the total restated revenue from operations of our Company for the most recent Fiscal or stub period, as the case may be.

Accordingly, based on the above, our Company does not have any Group Company, as on the date of this Draft Red Herring Prospectus.

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OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on August 26, 2026, and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed at their meeting held on September 21, 2026, in accordance with Section 62(1)(c) of the Companies Act, 2013.

This Draft Red Herring Prospectus has been approved by our Board pursuant to its resolution dated September 26, 2026.

Authorisation by the Promoter Selling Shareholders

Each of the Promoter Selling Shareholders, severally and not jointly, confirm that its respective portion of the Offered Shares have been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI and are eligible for being offered in the Offer for Sale in accordance with Regulation 8 of the SEBI ICDR Regulations. Each of the Promoter Selling Shareholders, severally and not jointly, authorised its respective participation in the Offer for Sale to the extent of its respective portion of the Offered Shares pursuant to its respective consent letter and board approval/ corporate authorisation, as set out below:

Name of the Promoter Selling shareholder	Aggregate proceeds from Offer for Sale	Maximum number of Offered Shares	Date of board approval/ corporate authorization	Date of consent letter
Rajiv Gandhi	Up to ₹[●] million	Up to 6,85,650 Equity Shares of face value of ₹10 each	September 23, 2026	September 23, 2026
Pankaj Setia	Up to ₹[●] million	Up to 6,85,650 Equity Shares of face value of ₹10 each	September 23, 2026	September 23, 2026

Our Board has taken on record the authorisations and consent letters for the Offer for Sale by each of the Promoter Selling Shareholders, to severally and not jointly, participate in the Offer for Sale, pursuant to its resolution dated September 23, 2026.

In-principle listing Approvals

Our Company has received in-principle approvals from the BSE and NSE for using its name in the Offer Document for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI or other regulatory or Government authorities

Our Company, Promoters, members of the Promoter Group, Directors and the Promoter Selling Shareholders are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Promoters and Directors are not directors or promoters of any other company which is debarred from accessing the capital market under any order or direction passed by SEBI or any other authorities.

None of the companies with which our Promoters or Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

Our Company, Promoters or Directors have neither been declared as wilful defaulters 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 and our Directors have not been declared as Fugitive Economic Offenders under section 12 of Fugitive Economic Offenders Act, 2018.

None of our Directors are associated with the securities market in any manner and no outstanding action has been initiated against them by SEBI in the five years preceding the date of this Draft Red Herring Prospectus.

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.

Each of the Selling Shareholders, severally and not jointly, confirm that they have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Compliance under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, members of our Promoter Group, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Each of the Promoter Selling Shareholders severally and not jointly, confirms that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to it in relation to its respective holding in our Company, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and as in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹ 30.00 million, calculated on a restated basis, in each of the preceding three full financial years ended March 31, 2026, March 31, 2025, and March 31, 2024, of which not more than 50% of the net tangible assets are held as monetary assets.

- Our Company has an average operating profit of at least ₹ 150.00 million, calculated on a restated basis, during the preceding three full financial years ended March 31, 2026, March 31, 2025, and March 31, 2024 with operating profit in each of these preceding three years.

- Our Company has a net worth of at least ₹ 10.00 million in each of the preceding three full financial years ended March 31, 2026, March 31, 2025, and March 31, 2024, calculated on a restated basis.

- Our Company has not changed its name in the last one year prior to the date of this Draft Red Herring Prospectus except for the change in status to a public limited company from a private limited company.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profit and net worth derived from the Restated Financial Information included in this Draft Red Herring Prospectus as at, and for the three immediately preceding Financial Years are disclosed below:

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Net Tangible Assets (A) (₹ in million) *	942.44	513.08	371.11
Operating profit (B) (₹ in million) **	303.20	201.62	114.55
Net Worth (C) (₹ in million) ***	943.99	517.97	364.19
Total Monetary assets (D) (₹ in million)##	134.46	30.01	76.24
Average restated operating profit (₹ in million)	206.46		
Monetary assets as a % to net tangible assets (E)=(D)/(A) (in %)	14.27	5.85	20.54

As certified by M/s Dhillon & Associates, Chartered Accountants pursuant to their certificate dated September 26, 2026 vide UDIN: [●].

Notes:

** Net Tangible Assets, as restated, mean the sum of all net assets of the Company excluding intangible assets, and goodwill, each on restated basis and as defined in Indian Accounting Standard 38.*

*** Restated and Operating Profit has been calculated as restated profit before tax excluding other income and finance costs each on a restated basis.*

**** Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of restated statement of profit and loss, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, Net Worth is calculated as the sum of equity share capital, other equity, debit balance in treasury reserves, foreign currency translation reserve, and adjustments for re-measurement of the defined benefit plan.*

Monetary Assets as restated and consolidated as a percentage of the Net Tangible Assets' as restated means Monetary Assets as restated divided by Net Tangible Assets, as restated, expressed as a percentage.

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:

(a) Our Company, Promoters, members of the Promoter Group, each of the Promoter Selling Shareholders and our Directors are not debarred from accessing the capital markets by SEBI.

(b) The companies with which our Promoters or Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

(c) None of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower;

(d) None of our Directors (which includes individual Promoter Rajiv Gandhi and Pankaj Setia have been declared as a Fugitive Economic Offender;

(e) There are no outstanding convertible securities of our Company or any other rights to convert debentures, loans or other instruments into, or which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus, except for the options that may be granted under the ESOP Scheme.

(f) There are no outstanding stock appreciation rights granted to employees pursuant to a stock appreciation right scheme by our Company as on the date of this Draft Red Herring Prospectus.

(g) Our Company along with Registrar to the Offer has entered into tripartite agreements dated March 03, 2025 and April 24, 2026 NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;

(h) The Equity Shares of our Company held by our Promoters, members of Promoter Group, Directors, Key Managerial Personnel, Senior Management, employees and each of the Promoter Selling Shareholders, as applicable are in dematerialized form;

(i) 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;

(j) 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, excluding the amount to be raised from the Fresh Issue and existing identifiable accrual;

(k) Our Company shall not make an Allotment if the number of prospective Allottees is less than 1,000 in accordance with Regulation 49(1) of the SEBI ICDR Regulations and other applicable law. Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the conditions specified in Regulations 5 and 7(1), to the extent applicable, of the SEBI ICDR Regulations and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, MARWADI CHANDARANA INTERMEDIARIES BROKERS PRIVATE LIMITED ("BRLM") HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS, 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 THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENT SPECIFICALLY CONFIRMED OR UNDERTAKEN BY HIM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO HIMSELF FOR HIS PORTION OF OFFERED SHARES, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGES THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 26, 2026, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT ABSOLVE THE SELLING SHAREHOLDERS FROM ANY LIABILITIES TO THE EXTENT OF THE STATEMENTS SPECIFICALLY MADE OR CONFIRMED BY HIM IN RESPECT OF HIMSELF AND THE OFFERED SHARES, UNDER SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013.

All applicable legal requirements pertaining to the Offer will be complied with at the time of filing the Red Herring Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act, 2013. All applicable legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the Registrar of Companies in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Promoters, the Promoter Selling Shareholder, our Directors and the Book Running Lead Manager

Our Company, our Promoters, the Promoter Selling Shareholder, our Directors and the BRLM accept no responsibility for statements made otherwise than those confirmed in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. Anyone placing reliance on any other source of information, including our Company's website at www.sgnecon.com, or the respective websites (as applicable) of, Promoter Group entities, Group Companies, any affiliate of our Company or the BRLM would be doing so at their own risk.

The BRLM accepts no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Promoter Selling Shareholders and our Company.

All information, to the extent required in relation to the Offer, shall be made available by our Company and the BRLM to the Bidders and the public at large and no selective or additional information would be made available for a section of the Bidders in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates, trustees and representatives, as applicable, that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and each of their respective directors, officers, agents affiliates, trustees and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLM and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, Promoters, Subsidiary, affiliates or associates or third parties and their respective directors and officers, partners, trustees, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer from the Promoter Selling Shareholder

Each of the Promoter Selling Shareholders, severally and not jointly, its respective directors, affiliates, investment managers, designated partners, trustees, associates, agents, officers, and representatives, as applicable does not accept and/or undertake any responsibility for any statements made or undertakings provided in this Draft Red Herring Prospectus, other than those specifically confirmed or undertaken by such Promoter Selling Shareholders in relation to itself as a Promoter Selling Shareholders and/or its respective portion of the Offered Shares, in relation to the Offer.

Further, each of the Promoter Selling Shareholders and their respective directors, affiliates, partners, trustees, associates, officers and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Bidders will be required to confirm and will be deemed to have represented to each of the Promoter Selling Shareholders and their respective directors, officers, designated partners, associates, investment managers, agents, affiliates, trustees and representatives that they are all eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds, Life Insurance Companies, Pension Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, public financial institutions under Section 2(72) of the Companies Act, insurance companies registered with IRDAI, provident funds with minimum corpus of ₹250 million (subject to applicable law), National Investment Fund set up by the Government of India, 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 registered multilateral and bilateral development financial institutions) and permitted Non-Residents including .

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to, offer to sell or purchase the Equity Shares in the Offer in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Haryana, India, India only. This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be issued, directly or indirectly, and the 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 each of the Promoter Selling Shareholders severally and not jointly since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as at any time subsequent to this date. 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.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933 or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, such Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of

doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of this Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Offer) may violate the registration requirements of the U.S. Securities Act unless made pursuant to Rule 144A to available exemptions from or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with applicable state securities laws in the United States.

Eligible Investors

The Equity Shares are being offered and sold:

(i) within the United States to investors that are U.S. QIBs in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act; and

(ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur;

(iii) and in each case who are deemed to have made the representations set forth immediately below.

Equity Shares Offered and Sold Pursuant to the Offer Within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, each of the Promoter Selling Shareholders and the BRLM that it has received a copy of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorized to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;
2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, 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;
3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of one or more U.S. QIBs with respect to which it exercises sole investment discretion;
4. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;
5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred, only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act, or (ii) in an "offshore transaction" complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act; and (B) in accordance with all applicable laws, including the state securities laws in the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;
6. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act

for resales of any such Equity Shares;

7. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

8. the purchaser agrees that neither the purchaser nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act) nor any person acting on behalf of the purchaser or any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), is acquiring the Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares or any form of "general solicitation" or "general advertising" (as defined in Regulation D under the U.S. Securities Act) in connection with any offer or sale of the Equity Shares;

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   "THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAW AND ACCORDINGLY, THE EQUITY SHARES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED (1) WITHIN THE UNITED STATES, SOLELY TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT OR ANOTHER EXEMPTION FROM, OR TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT, OR (2) OUTSIDE THE UNITED STATES IN AN "OFFSHORE TRANSACTION" AS DEFINED IN AND IN COMPLIANCE WITH REGULATION S UNDER THE U.S. SECURITIES ACT, AND THE APPLICABLE LAWS OF THE JURISDICTIONS WHERE THOSE OFFERS AND SALES OCCUR."

10. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. the purchaser acknowledges that our Company, each of the Promoter Selling Shareholders, the BRLM, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, each of the Promoter Selling Shareholders and the BRLM, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All Other Equity Shares Offered and Sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, each of the Promoter Selling Shareholders and the BRLM that it has received a copy of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of or other jurisdiction of the United States and accordingly, may not be offered, resold, pledged or transferred 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;

3. the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an offshore transaction meeting the requirements of Regulation S under the U.S. Securities Act;

4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to the Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

5. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A, or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and (B) in accordance with all applicable laws, including the securities laws of the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

7. neither the purchaser nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act) nor any person acting on behalf of the purchaser or any of its affiliates (as defined in Rule 405 of the U.S. Securities Act) is acquiring the Equity Shares as a result of any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

8. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   "THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES."

9. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

10. the purchaser acknowledges that our Company, each of the Promoter Selling Shareholders, the BRLM, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, each of the Promoter Selling Shareholders and the BRLM, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

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 along with the Draft Abridged Prospectus will be submitted to the BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, will

be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus along with the Draft Abridged Prospectus will be submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, will be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares offered through the Red Herring Prospectus and Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares to be issued and sold in the Offer. The [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of the Equity Shares is not granted by the Stock Exchanges mentioned above, our Company will forthwith repay, 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 three Working Days from the Bid/Offer Closing Date or such other time as 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.

Consents

Consents in writing of each of the Promoter Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, legal counsels to the Company, Bankers to our Company, the BRLM, the Registrar to the Offer, Statutory Auditor, independent chartered accountant and independent architect have been obtained and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus. Further, consents in writing of the Syndicate Members, Escrow Collection Bank(s)/Refund Bank(s)/ Public Offer Account/ Sponsor Banks to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

Experts to the Offer

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

(i) Our Company has received written consent dated September 23, 2026 from M/s Dhillon & Associates, Chartered Accountants, bearing firm registration number 002783N to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated September 23, 2026 on our Restated Financial Information; and (ii) report dated September 23, 2026 on the statement of possible special tax benefits available to our Company and its Shareholders included in this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U. S. Securities Act.

(ii) Our Company has received written consent dated September 23, 2026 from Maheshwari & Co., Independent Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 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, 2013 in respect of the various certifications 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.

(iii) Our Company has received written consent dated September 24, 2026 from Power Engineers & Erectors, Independent Chartered Engineer, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as our Independent Chartered Engineer, and in respect of their report dated September 24, 2026 available to our Company and its Shareholders

included in this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U. S. Securities Act.

(iv) Our Company has received written consent dated September 25, 2026 from Krushang Shah & Associates, represented by Krushang Shah (having membership number ACS 42187), a practising company secretary holding a valid Certificate of Practice from the Institute of Company Secretaries of India, to include their name as required under Section 26(5) of the Companies Act, 2013 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, 2013, to the extent and in their capacity as a practising company secretary, and in respect of certain certificates issued by them to be included in this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Particulars regarding public or rights issues by our Company during the last five years and performance vis-à-vis objects

Other than as disclosed in "*Capital Structure – Notes to the Capital Structure – Share capital history of our Company – Equity share capital*" at page 73. Our Company has not made any rights issue during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Further, our Company has not made any public issue of Equity Shares during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company and its listed subsidiaries, group companies, associates entities during the last three years

Other than as disclosed in "*Capital Structure - Notes to the Capital Structure – History of equity share capital of our Company*" beginning on page 73, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed subsidiary.

As on the date of this Draft Red Herring Prospectus, our Company does not have any group company or associates.

Commission and brokerage paid on previous issues in the last five years

Since this is an initial public offer of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the last five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of our Company

Our Company has not undertaken any public issue in the five years preceding the date of this Draft Red Herring Prospectus. Other than as disclosed in "*Capital Structure*" on page 73, our Company has not undertaken any rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/right issue of the listed subsidiaries and listed promoters

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed Subsidiary, and we have no corporate promoters.

PRICE INFORMATION OF PAST ISSUES HANDLED BY MARWADI CHANDARANA INTERMEDIARIES BROKERS PRIVATE LIMITED (during the current Financial Year and two Financial Years preceding the current Financial Year)

For details regarding the track record of the Marwadi Chandarana Intermediaries Brokers Private Limited, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of ib.marwadichandaranagroup.com

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

Sr. No.	Financial Year	Issue Name	Issue Size (₹ in Crores)	Issue Price (₹)	Listing date	Opening Price on Listing Date (₹)	+/-% Change in Closing Price, [+/-% Change in Closing Benchmark]-30thCalendar Days from the Listing Day	+/-% Change in Closing Price, [+/-% Change in Closing Benchmark]-90thCalendar Days from the Listing Day	+/-% Change in Closing Price, [+/-% Change in Closing Benchmark]-180thCalendar Days from the Listing Day
SME Board									
1.	2025-26	N R Vandana Tex Industries Limited	27.89	45.00	June 04, 2025	45.00	-10.53 (3.19)	-3.89 (0.02)	55.49 (6.43)
2.	2025-26	Monika Alcobev Limited	165.63	286.00	July 23, 2025	288.00	-0.35 (0.88)	3.09 (1.80)	-0.56 (1.02)
3.	2025-26	Sampat Aluminium Limited	30.53	120.00	September 24, 2025	120.00	-31.30 (3.48)	-38.02 (4.17)	-61.31(-8.79)
4.	2025-26	Mother Nutri Foods Limited	39.59	117.00	December 03, 2025	118.40	38.33 (0.77)	16.69(-5.72)	-
5.	2025-26	Ravel Care Limited	24.10	130.00	December 08, 2025	201.00	-25.87 (0.05)	-17.12(-7.27)	-
6.	2025-26	Global Ocean Logistics India Limited	30.41	78.00	December 24, 2025	79.20	81.33 (-3.63)	36.21(-13.12)	-

Sr. No.	Financial Year	Issue Name	Issue Size (₹ in Crores)	Issue Price (₹)	Listing date	Opening Price on Listing Date (₹)	+/-% Change in Closing Price, [+/-% Change in Closing Benchmark]-30thCalendar Days from the Listing Day	+/-% Change in Closing Price, [+/-% Change in Closing Benchmark]-90thCalendar Days from the Listing Day	+/-% Change in Closing Price, [+/-% Change in Closing Benchmark]-180thCalendar Days from the Listing Day
7.	2025-26	PAN HR Solution Limited	17.04	78.00	February 13, 2026	78.35	-27.77(-10.06)	-14.05(-10.00)	-
8.	2026-27	Vahh Chemicals Limited	13.45	60.00	June 11, 2026	70.00	-12.29 (5.06)	-	-
9.	2026-27	Shreedhar Spinners Limited	30.68	53.00	July 01, 2026	54.40	52.36 (1.30)	-	-
10.	2026-27	H. R. Hygiene Products Limited	43.17	88.00	August 05, 2026	90.00	(27.82) (3.09)	-	-
Main Board - Nil									

Notes:

1. *The BSE SENSEX and CNX NIFTY are considered as the Benchmark Index.*
2. *Price on BSE/NSE are considered for all the above calculations.*
3. *In case 30th, 90th and 180th day is not a trading day, closing price of the previous trading day has been considered.*
4. *In case 30th, 90th and 180th day, scripts are not traded then the last trading price has been considered.*
5. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.*

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

Summary statement of price information of past issues handled by Marwadi Chandarana Intermediates Brokers Private Limited:

Financial Year	Total No of IPOs	Total Funds Raised (₹ Cr)	Nos of IPOs trading at discount as on the 30th calendar days from listing date			Nos of IPOs trading at premium as on the 30th calendar days from listing date			Nos of IPOs trading at discount as on the 180th calendar days from listing date			Nos of IPOs trading at premium as on the 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
SME Board														
2026-27	3	98.09	-	1	1	1	1	-	-	-	-	-	-	-
2025-26	7	335.19	-	2	2	2	-	1	1	1	2	1	2	-
2024-25	2	46.22	-	2	-	-	-	-	2	-	-	-	-	-
Main Board – Nil														

Track record of past issues handled by the BRLM

For details regarding the track record of the BRLM, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please refer the website of the Book Running Lead Manager at ib.marwadichandaranagroup.com for Marwadi Chandarana Intermediaries Brokers Private Limited.

For further details in relation to the BRLM, kindly refer "*General Information – Book Running Lead Manager*" on page 67

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Agreement between the Registrar to the Offer, Our Company and the Promoter Selling Shareholders 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 on the Stock Exchanges, to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

All Offer-related grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount), date of Bid cum Application 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 BRLM with whom 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 two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking

In terms of SEBI ICDR Master Circular and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI ICDR Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the post-Offer BRLM shall compensate the investors at the rate higher of ₹100 or 15% per annum of the Bid Amount for the period of such delay. Further, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the SEBI ICDR Master Circular, the following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for 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

Scenario	Compensation amount	Compensation period
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original application amount and ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher Instantly revoke the blocked funds other than the original application amount and ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Offer BRLM shall be liable to compensate the investor at the rate of ₹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 Manager, 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.

Our Company, each of the Promoter Selling Shareholders, the BRLM and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of SEBI ICDR Regulations.

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 Manager, 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.
For helpline details of the Book Running Lead Manager pursuant to the SEBI ICDR Master Circular, kindly refer "*General Information – Book Running Lead Manager*" on page 67.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Bidders can contact our Company Secretary and Compliance Officer, the BRLM or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode

Disposal of Investor Grievances by our Company

In terms of SEBI RTA Master Circular, companies intending to get listed must submit a declaration that a draft

red herring prospectus has been submitted to SEBI in order to obtain SCORES authentication. Our Company has submitted the application to 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/CIR/P/2023/156 dated September 20, 2023 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 for the redressal of routine investor grievances shall be 7 Working Days from the date of receipt of the complaint provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible. Each of the Promoter Selling Shareholders, severally and not jointly, has authorized the Company Secretary and the Compliance Officer of our Company and the Registrar to the Offer to redress investor grievances, if any, in relation to themselves and the Offered Shares, provided that in any such case requiring a written response in respect of any investor grievance, the prior written approval (which includes any approval obtained including over e-mail, and which approval shall not be unreasonably withheld and shall be promptly provided) of such Promoter Selling Shareholders on such response shall be obtained by the Company

Our Company has not received investor complaints in relation to the Equity Shares for the three years prior to the filing of the Draft Red Herring Prospectus, hence no investor complaint in relation to our Company is pending as on the date of filing of the Draft Red Herring Prospectus.

Investors can contact the Company Secretary and Compliance Officer, the BRLM or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

Our Company has also appointed Shaveta Sharma, as our Company Secretary and Compliance Officer. For details, kindly refer "*General Information – Company Secretary and Compliance Officer*" on page **Error! Bookmark not defined.**.

Name:	Shaveta Sharma
Company Name:	SG Encon Limited
Address:	Cabin No.1, SCO 93, Second Floor, Swastik Vihar, Sector-5, Mansa Devi Comp, Lex, Panchkula – 134109, Haryana, India.
E-Mail:	corporate@sgencon.com
Tel:	+91 9216053216

Our Company has constituted a Stakeholders' Relationship Committee comprising of Samridhi Batra, Rajiv Gandhi and Pankaj Setia which is responsible for redressal of grievances of the security holders of our Company. For details, kindly refer "*Our Management - Stakeholders' Relationship Committee*" on page **Error! Bookmark not defined.**.

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 Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

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

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

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SECTION VII - TERMS OF THE OFFER

The Equity Shares being issued, offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum of Association, the Articles of Association, SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Draft Abridged Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ Allotment Advice and other terms and conditions as may be incorporated in other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the Offer of capital and listing and trading of securities, issued from time to time, by SEBI, the GoI, the Stock Exchanges, the RBI, 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 the SEBI, the GoI, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer, to the extent and for such time as these continue to be applicable.

The Offer

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholders. For details in relation to the sharing of the Offer expenses amongst our Company and each of the Selling Shareholders, kindly refer *"Objects of the Offer-Offer Expenses"* beginning on page 97.

Ranking of the Equity Shares

The Equity Shares being offered and Allotted/ transferred in the Offer shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association, and our Articles of Association, and shall rank *pari passu* with the existing Equity Shares in all respects including voting, right to receive dividends and other corporate benefits. For further details, kindly refer "*Description of Equity Shares and Terms of the Articles of Association*" beginning on page 403.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, 2013, our Memorandum and our Articles of Association, dividend distribution policy of our Company and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard or any other applicable law. Dividends, if any, declared by our Company after the date of Allotment (including pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted or transferred 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 "*Description of Equity Shares and Terms of the Articles of Association*" beginning on pages 292 and 403, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹10 each and the Offer Price is ₹ [●] per Equity Share. The Floor Price is ₹ [●] per Equity Share and the Cap of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Offer price is ₹ [●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLM, and shall be published and advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Hindi language regional daily newspaper, Hindi being the regional language of Haryana, where our Registered Office is located), at least two Working Days prior to the Bid/ Offer Opening Date, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading 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 respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Offer Closing Date the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares, unless otherwise permitted by law.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity 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 or by e-voting, in accordance with the provisions of the Companies Act, 2013;
- 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 claims being satisfied;
- right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable laws including any RBI rules and regulations; and Such other rights available to the shareholder of a listed public company under Companies Act, SEBI Listing Regulations and AOA of the company

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 and/or consolidation/splitting, kindly refer "*Description of Equity Shares and Terms of Articles of Association*" beginning on page 403.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through Red Herring prospectus can be applied for in dematerialised form only. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and the Registrar to the Offer & Share Transfer Agent:

- Tripartite agreement dated March 03, 2025, amongst our Company, NSDL and Registrar to the Offer & Share Transfer Agent; and
- Tripartite agreement dated April 24, 2026 amongst our Company, CDSL and Registrar to the Offer & Share Transfer Agent**.**

Market Lot and Trading Lot

Since trading of the Equity Shares on the Stock Exchanges will be in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of [●] Equity Share subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, kindly refer "*Offer Procedure*" beginning on page 378.

Joint Holders

Subject to the provisions of the Articles of Association of our Company, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in New Delhi, India.

Period of operation of subscription list

See - "*Bid/Offer programme"* below.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, 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, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who made the nomination, by giving a notice of such cancellation or variation to our Company. 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 and Corporate Office or to the Registrar to the Offer & Share Transfer Agent of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, as amended, shall upon the production of such evidence as may be required by the 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, the 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 the nomination, they are requested to inform their respective Depository Participant.

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 dematerialized accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

(1) Our Company may, in consultation with the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

(2) Our Company may, in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs one 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 pm on Bid/ Offer Closing Date.

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a*

uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable, issued by SEBI and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with the SEBI ICDR Master Circular and any subsequent circulars or notifications issued by SEBI in this regard.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, or the Selling Shareholder or the BRLM.

Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

Whilst our Company shall ensure that all steps are taken for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges and delay in respect of final certificates from SCSB. 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. Subject to applicable law, each Selling Shareholder confirms that it shall extend reasonable cooperation in relation to its respective portion of the Offered Shares as requested by our Company and the BRLM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within the time period as may be prescribed by SEBI.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges as per the format prescribed in the SEBI ICDR Master Circular. The SCSB shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the Registrar to the Offer on a daily basis in accordance with the SEBI RTA Master Circular. To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on mandatory basis, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to the SEBI ICDR Master circular.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such period as may be prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)

Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date*	
Submission of electronic applications (Online ASBA through 3-in-1 accounts) – For RIBs	Only between 10.00 a.m. and 5.00 p.m. IST only
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 4.00 p.m. IST
Submission of electronic applications (Syndicate non-retail, non-individual applications of QIBs and NIIs).	Only between 10.00 a.m. and 3.00 p.m. IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and 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 12.00 p.m. IST
Modification/Revision/cancellation of Bids#	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date

** 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 NIBs, and
ii. until 5.00 p.m. IST, in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received from RIBs after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

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.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than 1:00 p.m. IST on the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days during the Bid/ Offer Period and revision shall not be accepted on Saturdays and public holidays. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. Bidders 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 by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company, the Promoter Selling Shareholder or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii)

the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or Non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company, in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

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

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue on the Bid/Offer Closing Date, or (ii) a minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, if any, in accordance with applicable law, or if the subscription level falls below the thresholds mentioned above after the Bid/Offer Closing Date, on account of withdrawal of applications or after technical rejections, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued or offered under the Red Herring Prospectus, the Selling Shareholders, to the extent applicable, and our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular. If there is a delay beyond such period as may be prescribed under applicable laws after our Company becomes liable to pay the amount, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest at the rate of 15% per annum.

However, in case of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2) of the SCRR, the Allotment for the valid bids will be made in the following order: (i) in the first instance, Equity Shares will first allotted by the Company towards subscription such that 90% of the Fresh Issue portion is subscribed; (ii)If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made: (a) first towards Equity Shares offered by all the Selling Shareholders in proportion to the Offered Shares being offered by each of the relevant Selling Shareholders; ; and (b)only after the sale of all of the Offered Shares, the balance Equity Shares of the Fresh Issue portion will be offered for subscription..

Each of the Selling Shareholders shall reimburse the Company, severally and not jointly, only to the extent of its respective portion of the Equity Shares offered by such Selling Shareholder in the Offer, any expenses and interest incurred by our Company on behalf of such Selling Shareholder for any delays in making refunds as required under the Companies Act and any other applicable law, provided that such Selling Shareholder shall not be responsible or liable for payment of such expenses or interest, unless such delay is caused solely by and is directly attributable to an act or omission of such Selling Shareholder in relation to its respective portion of the Offered Shares.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000

Arrangements for disposal of odd lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue and each of the Selling Shareholders, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of its respective portion of the Offered Shares, 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 and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLM, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly. In terms of the UPI Circulars, in relation to the Offer, the BRLM will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of₹100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

If our Company and Selling Shareholders, in consultation with the BRLM withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC.

Restrictions, if any on transfer and transmission of Equity Shares and on their consolidation or splitting

Except for the lock-in of the pre-Offer Equity Share Capital of our Company, including lock-in of our Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" beginning on page 73, and except as provided in our Articles of Association and under SEBI ICDR Regulations, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any Equity Shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see *"Description of Equity Shares and Terms of Articles of Association"* on page 403.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

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.

OFFER STRUCTURE

The Offer is of up to 85,61,700 Equity Shares of face value of ₹10 each, for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹ [●] million comprising of a Fresh Issue of up to 71,90,400 Equity Shares of face value of ₹10 each, aggregating up to ₹ [•] million by our Company and an Offer for Sale of up to 13,71,300 Equity Shares of face value of ₹10 each, aggregating up to ₹ [•] million by the Selling Shareholders.

The Offer shall constitute [●] % of the post-Offer paid-up Equity Share capital of our Company. For details, kindly refer "*The Offer*" beginning on page 56.

In terms of Rule 19(2)(b) of the SCRR, 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** *(2)*	**Retail Individual Bidders** *(2)*
Number of Equity Shares available for Allotment/ allocation*(2)	Not more than [●] Equity Shares of face value of ₹10 each.	Not less than [●] Equity Shares of face value of ₹10 each available for allocation or Net Offer less allocation to QIB Bidders and RIBs.	Not less than [●] Equity Shares of face value of ₹10 each available for allocation or Net Offer less allocation to QIB Bidders and NIBs.
Percentage of Offer size available for Allotment/allocation	Not more than 50% of the Offer shall be available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion, (excluding the Anchor Investor Portion) The unsubscribed portion in the Mutual Fund Portion will be available for allocation to the Net QIB Portion.	Not less than 15% of the Net Offer (a) One third of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹1.00 million provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of Non-Institutional Bidders, 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 less allocation to QIB Bidders and NIBs will be available for allocation.

Particulars	QIBs [1]	Non – Institutional Bidders [2]	Retail Individual Bidders [2]
Basis of Allotment/allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): 1. Up to [●] Equity Shares of face value of ₹10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and 2. Up to [●] Equity Shares of face value of ₹10 each shall be available for allocation on proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares of face value of ₹10 each of face value of ₹ 10 each) may be allocated on a discretionary basis to Anchor Investors. 40% of the Anchor Investor Portion will be reserved for allocation in the following manner: (i) 33.33% to domestic Mutual Funds, and (ii) 6.67% to Life Insurance Companies and Pension Funds. In the event of an under-subscription in the portion reserved for Life Insurance Companies and pension funds, the allocation shall be made to domestic Mutual Funds, subject to valid Bids being received at or above the Anchor Investor Allocation Price, in accordance with the SEBI.	The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following: One third of the portion available to NIBs being reserved for Bidders Biddings more than ₹0.20 million and up to ₹1.00 million; and Two third of the portion available to NIBs being reserved for Bidders Bidding more than ₹1.00 million.	The allotment to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For further details kindly refer, "*Offer Procedure*" beginning on page 378.
Minimum Bid	[●] Equity Shares of face value of ₹10 each in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹0.20 million.	Such number of Equity Shares face value of ₹10 each in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 0.20 million.	[●] Equity Shares of face value of ₹10 each and in multiples of [●] Equity Shares of face value of ₹10 each thereafter

Particulars	QIBs [1]	Non – Institutional Bidders [2]	Retail Individual Bidders [2]
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10 each so that the Bid does not exceed the size of the Offer, excluding the Anchor Portion, subject to applicable limits to each Bidder.	Such number of Equity Shares in multiple of [●] Equity Shares of face value of ₹ 10 each so that the Bid does not exceed the size of the Offer (excluding the QIB Portion), subject to applicable limits to each Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid Amount does not exceed ₹ 0.20 million.
Mode of Bidding	Only through the ASBA process (including the UPI Mechanism, as applicable) (except for Anchor Investors) SEBI through the SEBI ICDR Master Circular, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 0.50 million, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 0.20 million and up to ₹ 0.50 million shall be required to use the UPI Mechanism		
Mode of Allotment	Compulsorily in dematerialized form.		
Bid Lot	[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares of face value of ₹ 10 each thereafter.		
Trading Lot	One Equity Share		
Allotment Lot	[●] Equity Shares of face value ₹10 each and in multiples of one Equity hare thereafter	For Non-Institutional Bidders, allotment shall not be less than the minimum non-institutional application size/	[●] Equity Shares of face value ₹10 each and in multiples of one Equity Share thereafter subject to availability in the Retail Portion
Who can apply [3][4]	Public Financial Institutions (as specified in Section 2(72) of the Companies Act, 2013), scheduled commercial banks, multilateral and bilateral development financial institutions, Mutual Funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs Accredited Investors (as specified in Section 2(1)(ab) of the AIF regulations, 2012, FVCIs registered with SEBI, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable laws) with minimum corpus of ₹ 250.00 million, pension funds with minimum corpus of ₹ 250.00 million, registered with the Pension Fund Regulatory and Development Authority	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies, and family offices which are re- categorised as Category II FPIs (as defined in the SEBI FPI Regulations) and registered with SEBI.	Resident Indian individuals, NRIs and HUFs (in the name of the Karta).

Particulars	QIBs [1]	Non – Institutional Bidders [2]	Retail Individual Bidders [2]
	established under sub-section (1) of Section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No. 2/3/2005-DD-II 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 the applicable laws.		
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[3] **In case of all other Bidders:** Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank(s) through the UPI Mechanism(other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form^		

*****Assuming full subscription in the Offer.*

^SEBI vide its SEBI ICDR Master Circular, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, the Stock Exchange shall, for all categories of investors viz. Retail, QIB, NII and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

(1) Subject to valid Bids being received at or above the Offer Price. Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations, subject to there being (i) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100.00 million but up to ₹2,500.00 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50.00 million per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 million, and an additional 15 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of₹50.00 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100.00 million. 40% of the Anchor Investor Portion will be reserved for allocation in the following manner: (i) 33.33% to domestic Mutual Funds, and (ii) 6.67% to Life Insurance Companies and Pension Funds. In the event of an under-subscription in the portion reserved for Life Insurance Companies and Pension Funds, the allocation shall be made to domestic Mutual Funds, subject to valid Bids being received at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. In the event of under-subscription 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 the Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than the Anchor Investors) in proportion to their Bids. For further details, see "Offer Procedure" beginning on page 378. Further, not less than 15% of the Offer shall be available for allocation to NIBs and not less than 35% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to NIBs shall be reserved for Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and (ii) two-third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of NIBs. Under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

(2) Subject to valid Bids being received at or above the Offer Price. This Offer is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations.

(3) 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 price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN. For details of terms of payment of applicable to Anchor Investors, see General Information Document available on the website of the Stock Exchange and the BRLMs. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

(4) *In case of joint Bids, the Bid cum Application Form is required to contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder is required in the Bid cum Application Form and such First Bidder shall be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and 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.*

The Bids by FPIs with certain structures as described under "*Offer Procedure -Bids by Foreign Portfolio Investors ("**FPIs**")*" on page 378 and having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail 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 BRLM, and the Designated Stock Exchanges, on proportionate basis. Under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, kindly refer "*Terms of the Offer*" beginning on page 366.

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

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

*All Bidders should read the General Information Document 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 Draft 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 Manager. 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 Bidders should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to: (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/5 dated May 24, 2024 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) ("AV Circular") has introduced the disclosure of audiovisual presentation of disclosures made in Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by finfluencers.

*SEBI through its Circular No. (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 read with SEBI Circular No. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and 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 process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds 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 introduced certain additional measure for streamlining process for initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) to the extent relevant for RTAs, and rescinded these

circulars. Further, 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 (opening on or after May 1, 2022) whose application sizes are up to ₹0.50 million shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar. This circular came into force for initial public offers which opened on/or after May 1, 2022. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The SEBI ICDR Master Circular has consolidated and rescinded the aforementioned circulars, to the extent they relate to the SEBI ICDR Regulations, and also prescribed certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of the SEBI ICDR Master Circular are deemed to form part of this Draft Red Herring Prospectus.

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 BRLM 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 ICDR 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.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of this Draft Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/Offer Opening Date.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulations 31 and 32(1) of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis in accordance with the SEBI ICDR Regulations, of which 40% shall be reserved as follows: (i) 33.33% for domestic Mutual Funds; and (ii) 6.67% for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Offer Price. In case the aggregate demand from Life Insurance Companies and Pension Funds is less than 6.67%, the remaining Equity Shares will be added to the portion allocated to domestic Mutual Funds, in accordance with the SEBI ICDR RegulationsIn 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, subject to availability of Equity Shares in the respective categories, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two third of such portion

shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories, or combination of categories of Bidders at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price.. However, under-subscription, if any, in the QIB Portion, will not be allowed to be met with spill-over from other categories or a combination of categories.

Bidders must ensure that their PAN is linked with Aadhaar to ensure compliance with CBDT notification dated February 13, 2020 and with press releases dated June 25, 2021, read with press release dated September 17, 2021 and March 30, 2022, read with press release dated March 28, 2023.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors 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, PAN and UPI ID (in case of UPI Bidders using the UPI Mechanism), as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form**.** However, Allottees may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 01, 2019, until March 31, 2019, or the floating of five main board public issue, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII 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 Offer closure to listing to be six Working Days.

Phase II: This phase became 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 was later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: This phase became applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide the T+3 Circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Circular").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 will be made under UPI Phase III of the UPI Circular (on mandatory basis). The Offer will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Hindi language regional daily newspaper, Hindi being the regional language of Haryana, where our Registered Office is located), each with wide circulation on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchange for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint SCSBs as the Sponsor Bank(s) to act as conduits between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub- syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send short message service **("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.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchange and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchange platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portals for intermediaries (closed user group) from the date of Bid/Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

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 ICDR Master Circular, in compliance with circulars prescribed by SEBI and applicable law..

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 ("UPI Streamlining Circular"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining 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 Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, 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.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE Limited ("BSE") (www.bseindia.com) and the National Stock Exchange of India Limited ("NSE") (www.nseindia.com) at least one day prior to the Bid/Offer Opening Date. Further, Bid cum Application Form will have the QR code and link to access the Abridged Prospectus and Offer Documents.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in case of UPI Bidders. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

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 must provide either: (i) the bank account details and authorisation to block funds in their respective ASBA Accounts or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders using the UPI Mechanism may also apply through the mobile applications using the UPI handles as provided on the website of the SEBI.

Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

1. RIBs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

2. UPI Bidders using UPI Mechanism may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

3. QIBs and Non-Institutional Bidders (other than Non-Institutional Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The ASBA Bidders, including UPI 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 ICDR Master Circular.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders, 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 (except UPI Bidders). 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 Bank(s), as applicable at the time of submitting the Bid.

UPI Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available with the BRLM.

The prescribed color of the Bid cum Application Form for the various categories is as follows:

Category	Color of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis[(1)]	[●]
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 (1) [(1)]	[●]
Anchor Investors[(2)]	[●]

** Excluding the electronic Bid cum Application Form*

Notes:

[(1)] Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the websites of the Stock Exchanges www.nseindia.com and www.bseindia.com).

[(2)]Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLM.

In case of ASBA forms, the relevant 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 and the Stock Exchanges validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to such RIBs for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI mandate request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 03, 2022, for all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut- off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut- Off Time**"). Accordingly, UPI Bidders Bidding using the UPI Mechanism 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. 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. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Banks, NPCI or the bankers to an issue) 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 BRLM for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in circulars prescribed by SEBI/from time to time.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI in accordance 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.

Pursuant to NSE circular dated August 03, 2022, the following is applicable to all initial public offers opening on or after September 01, 2022:

1. Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and the existing process of UPI bid entry by syndicate members, Registrar to the Offer & Share Transfer Agent and depository participants shall continue till further notice.

2. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.

3. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm. on the initial public offer closure day;

4. Exchanges shall display bid details of only successful ASBA blocked applications, i.e. applications with the latest status as RC 100–Block Request Accepted by Investor Client.

Electronic registration of Bids

1. The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.

2. 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.

3. Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm for RIBs and 4:00 pm for NIBs and QIBs, on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platforms during the Bid/Offer after which the Stock Exchange(s) send the bid information to the Registrar to the Offer & Share Transfer Agent for further processing.

4. QIBs and NIBs can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by Promoters and Promoter Group of the Company, the BRLM and the Syndicate Members

The BRLM 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 BRLM 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 BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLM or any associates of the BRLM (except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities which are associate of the BRLM or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLM) or pension funds sponsored by entities which are associates of the BRLM nor; (ii) any person related to the Promoters or Promoter Group shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoter or Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoter or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLM, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLM. Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

Except for the Selling Shareholder offering its Equity Shares in the Offer for Sale, the Promoters and members of the Promoter Group will not participate in the Offer.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM reserve the right to reject any Bid without assigning any reason thereof, subject to applicable laws.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state the 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 the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value ("NAV") in equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds, sector or industry schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights, except for specialised investment funds which can invest up to 15% of the company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs Bidding are advised to use the Bid cum Application Form meant for Residents ([●] in colour). Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non- Resident External ("**NRE**") accounts, or FCNR accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of 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.

Participation of Eligible NRIs in the Offer shall be subject to compliance with the FEMA NDI Rules.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

In terms of paragraph 3(b) of Schedule I of the FEMA NDI Rules, our Company is categorised as a company that undertakes 'other financial services' that is not regulated by any financial sector regulator(s). Accordingly, in terms of the FEMA NDI Rules and the Consolidated FDI Policy, the FDI in our Company is permitted up to 100% of the paid-up share capital of our Company under the government approval route, subject to compliance with certain prescribed conditions. For further details, see "Key Regulations and Policies in India" beginning on page 258. Accordingly, participation of NRIs in the Offer is restricted to Eligible NRIs under Schedule IV of the FEMA NDI Rules only on a non-repatriation basis, in accordance with and subject to the FEMA NDI Rules.

For details of restrictions on investment by NRIs, kindly refer "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 401.

Only Bids accompanies by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made 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 maybe considered at par with Bids/Applications from individuals.

Bids by FPIs

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA NDI Rules, the total holding by each FPI (or a group) shall be less than 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis.

In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

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.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is re quired 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).

As specified in 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 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.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instrument s 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 21(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 NDI Rules.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in the Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus.*"

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "FPI Group") shall be below 10% of the total paid-up equity share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer equity share capital shall be liable to be rejected.

In terms of the SEBI FPI Regulations, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

For details see –"*Restrictions on Foreign Ownership of Indian Securities*" on page 401.

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, NBFC-SI, 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 ₹250.00 million and pension funds with a minimum corpus of ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 (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 each of the Promoter Selling Shareholders reserves 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 BRLM in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by SEBI registered Alternative Investment Funds ("AIF"), Venture Capital Funds ("VCF") and Foreign Venture Capital Investors ("FVCI")

SEBI VCF Regulations, as amended, *inter alia,* prescribe the investment restrictions on VCFs, and FVCIs registered with SEBI. SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA NDI Rules, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. 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 whose shares are proposed to be listed and at least two-thirds (66.67%) of investible funds should be invested in unlisted equity/equity-linked instruments. Additionally, the VCFs which have not migrated under a new sub-category of AIF called "Migrated VCFs") under the SEBI AIF Regulations by July 19, 2025, they shall be subject to enhanced regulatory reporting (similar to AIFs) and are prohibited from making any new investments or extensions unless they surrender their existing VCF registration. Our Company, the Promoter Selling Shareholders or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of AIFs, VCFs and FVCIs in the Offer shall also be subject to the FEMA NDI 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 Offered under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM 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 is required to be attached to the Bid cum Application Form, failing this, our Company in consultation with BRLM, reserves 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 Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2025 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 all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company's paid-up share capital and reserves.

The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make investment in a (i) subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i) of the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

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, Offered by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration Offered by IRDAI must be attached to the Bid cum Application Form. Failing this, the Company in consultation with BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the IRDAI (Actuarial, Finance and Investment Functions of the Insurers) Regulations, 2024, 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 are entitled to invest only in other listed insurance companies and insurance companies participating in the Offer are advised to refer to the IRDAI (Actuarial, Finance and Investment Functions of the Insurers) Regulations, 2024, 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 ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs

participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

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 BRLM.

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100.00 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100.00 million.

3. 40% of the Anchor Investor Portion shall be reserved, in the following manner (i) 33.33% shall be reserved for domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. Any under-subscription in the reserved category specified in clause (ii) above may be allocated 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 may finalise allocation to the Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company in consultation with the BRLM, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) minimum of 2 and maximum of 15 such investors shall be permitted for allocation up to ₹ 2,500.00 million, subject to minimum allotment of ₹ 50.00 million per such investor; (b) in case of allocation above ₹ 2,500.00 million, a minimum of 5 such investors and a maximum of 15 such investors and an additional 15 such investors for every additional ₹ 2,500.00 million shall be permitted, subject to a minimum allotment of ₹ 50.00 million per such 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 [by the BRLM 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. Equity Shares Allotted in the Ancho 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 Manager (other than mutual funds sponsored by entities which are associate of the Book Running Lead Manager or insurance companies promoted by entities which are associate of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the

entities which are associate of the Book Running Lead Manager) or pension fund sponsored by entities which are associate of the Book Running Lead Manager 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, each of the Promoter Selling Shareholders (severally and not jointly) and the Book Running Lead Manager are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this 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 and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bids.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Promoter Selling Shareholder and/or the BRLM are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

QIB Bidders and Non-Institutional Bidders are not allowed to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/ Offer Period. RIBs can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date.

Do's:

1. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023.

2. 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. 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) 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 using 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. UPI Bidders 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. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

7. 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 GID;

8. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

9. If the First Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders);

10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

11. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

12. The ASBA bidders shall ensure that bids above ₹0.50 million, are uploaded only by the SCSBs;

13. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

14. UPI Bidders Bidding in the Offer to ensure that they shall 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;

15. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;

16. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

17. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

18. 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 Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer, 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;

19. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the 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;

20. Ensure that the Demographic Details are updated, true and correct in all respects;

21. 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;

22. 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;

23. 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;

24. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

25. UPI Bidders who wish to Bid should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;

26. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, 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, PAN and UPI ID, if applicable, available in the Depository database;

27. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

28. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks by 5:00 p.m. IST on the Bid/ Offer Closing Date;

29. Anchor Investors should submit the Anchor Investor Application Forms to the BRLM;

30. 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;

31. 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 noninstitutional category for allocation in the Offer;

32. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form; and

33. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

34. 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 Bank(s) 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.

35. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

3. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

4. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

6. Do not submit the Bid for an amount more than funds available in your ASBA account;

7. 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 a Bidder;

8. In case of ASBA Bidders, do not submit more than one ASBA Form ASBA Account;

9. If you are an UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;

10. Anchor Investors should not Bid through the ASBA process;

11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

13. Do not submit the General Index Register (GIR) number instead of the PAN;

14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

15. 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;

16. 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);

17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

18. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

19. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

20. Do not Bid for Equity Shares more than what is specified for each category;

21. If you are a QIB, do not submit your Bid after 3 p.m. IST on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications);

22. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

23. 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. RIBs can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder, do not submit the ASBA Form directly with SCSBs;

25. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;

26. Do not Bid if you are an OCB;

27. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected;

28. Do not submit the Bid cum Application Forms to any non-SCSB bank;

29. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidder);

30. Do not Bid for a Bid Amount exceeding ₹0.20 million (for Bids by Retail Individual Bidders);

31. 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; and

32. 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. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time is liable to be rejected.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

a. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

b. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

c. Bids submitted on a plain paper;

d. Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

e. Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s);

f. Anchor Investors should submit Anchor Investor Application Form only to the BRLM;

g. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

h. ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;

i. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

j. Bids submitted without the signature of the First Bidder or Sole Bidder;

k. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

l. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

m. GIR number furnished instead of PAN;

n. Bids by RIBs with Bid Amount of a value of more than ₹0.20 million;

o. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

p. Bids accompanied by stock invest, money order, postal order, or cash; and

q. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Offer Closing Date and by NIBs 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 Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIBs, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

Further, in case of any pre-Offer or post -Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors can reach out the Company Secretary and Compliance Officer. For further details

of the Company Secretary and Compliance Officer, kindly refer "*General Information*" and "*Our Management*" on pages 66 and 271, respectively.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular (SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 2023) dated November 11, 2024, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please refer the General Information Document.

Names of entities responsible for finalising the Basis of Allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLM and the Registrar to the Offer & Share Transfer Agent, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to applicants other than to the RIBs, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities Allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The Allotment of Equity Shares to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to NIBs. The Equity Shares available for allocation to NIBs under the Non -Institutional Portion, shall be subject to the following: (i) one-third of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of NIBs. The allotment to each NIB shall not be less than ₹0.20 million, subject to the availability of Equity Shares in the Non -Institutional Portion, and the remaining Equity Shares if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

The allotment of Equity Shares to each RIB shall not be less than the minimum Bid Lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLM, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

1. In case of resident Anchor Investors: "[●]"

2. 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 Banks and the Registrar to the Offer & Share Transfer Agent to facilitate collections from Anchor Investors.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-offer and price band advertisement, in the form prescribed under the SEBI ICDR Regulations, all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Hindi language regional daily newspaper, Hindi being the regional language of Haryana, where our Registered Office is located).

In the pre-Offer advertisement and Price Band advertisement, our Company shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date along with Price Band. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

The Allotment Advertisement shall be uploaded on the websites of our Company, the BRLM and the Registrar to the Offer & Share Transfer Agent, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the equity shares of the Issuer are proposed to be listed, then the Allotment Advertisement shall be uploaded on the websites of our Company, the BRLM and the Registrar to the Offer & Share Transfer Agent, following the receipt of final listing and trading approval from all the Stock Exchanges;

Our Company, the BRLM and the Registrar to the Offer & Share Transfer Agent shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Hindi language regional daily newspaper, Hindi being the regional language of Haryana, where our Registered Office is located).

The information set out above is given for the benefit of the Bidders/Applicants. Our Company, each of the Promoter Selling Shareholders (severally and not jointly), and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/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

1. Our Company, the Promoter Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price but prior to the filing of the Prospectus with the RoC.

2. After signing the Underwriting Agreement, the Prospectus will be filed with the RoC in accordance with applicable law. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be completed in all material respects.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For more information, kindly refer "*Terms of the Offer*" on page 366.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed by SEBI or applicable law;
- 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, 2013, the SEBI ICDR Regulations and other applicable laws for the delayed period.
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within three Working Days from the Bid/ Offer Closing Date or such other prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- Promoter's contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;
- that if our Company do not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given by our Company as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer and price band advertisement was 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 grant of employee stock options under the ESOS 2021and/or the issue of Equity Shares to be allotted pursuant to exercise of options granted or to be granted pursuant to the ESOS 2021, 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 unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc

Undertakings by the Promoter Selling Shareholders

Each of the Promoter Selling Shareholders, severally and not jointly, in respect of itself as a Selling Shareholder and its respective portion of the Offered Shares, specifically undertake and/or confirm the following in respect of themselves and the Offered Shares that:

- the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 and 8A of the SEBI ICDR Regulations;

- it is the legal and beneficial owner of such Offered Shares, with valid and marketable title, and such Offered Shares shall be transferred pursuant to the Offer free and clear of any encumbrances;

- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until the final approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought have been received.

Utilisation of Offer Proceeds

Our Company specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

'*Any person who –*

a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities;

c. or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.'

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 1.00 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than 6 months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to 3 times such amount (provided that where the fraud involves public interest, such term shall not be less than 3 years). Further, where the fraud involves an amount less than ₹ 1.00 million or 1% 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 5 years or with fine which may extend to ₹ 5.00 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The Department for Promotion of Industry and Internal Trade ("DPIIT"), issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**FDI Policy**"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. will be valid until the DPIIT issues an updated circular.

In terms of paragraph 3(b) of Schedule I of the FEMA NDI Rules, our Company is categorised as a company that undertakes 'other financial services' that is not regulated by any financial sector regulator(s). Accordingly, in terms of the FEMA NDI Rules and the Consolidated FDI Policy, the FDI in our Company is permitted up to 100% of the paid-up share capital of our Company under the government approval route, subject to compliance with certain prescribed conditions. For further details, see "Key Regulations and Policies in India" beginning on page 258. Accordingly, participation of Non-Residents in the Offer are restricted to (i)FPIs under Schedule II of the FEMA NDI Rules, subject to the limit of the individual holding of an FPI being below 10% of the post-Offer paid up capital of our Company and the aggregate limit for FPI investment not exceeding 100% (being the sectoral limit); and (ii) and Eligible NRIs under Schedule IV of the FEMA NDI Rules only on a non-repatriation basis, each in accordance with and subject to the FEMA NDI Rules

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 FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

In terms of Press Note No. 3 dated April 17, 2020 (**Press Note**), issued by the DPIIT, the FDI Policy and the FEMA (Non-debt Instruments) Amendment Rules, as amended from time to time, all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 08, 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. Further, in accordance with the amendment to the Companies (Share Capital and Debentures) Rules, 2014 vide notification dated May 4, 2022 issued by Ministry of Corporate Affairs, a declaration shall be inserted in the share transfer form stipulating whether government approval shall be required to be obtained under Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares, as applicable. 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 & Share Transfer Agent in writing about such approval along with a copy thereof within the Bid/Offer Period.

As per the FEMA Non-debt Instruments Rules and FDI Policy read with Press Note, 100% foreign direct investment is permitted under the automatic route in our Company, however, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period. Further, pursuant to Press Note No. 2 (2026 Series), dated March 15, 2026 issued by the DPIIT, the Consolidated FDI Policy has been further amended to, inter alia, define the expression "beneficial owner" and to provide that prior approval of the Government of India

shall be required only where citizen(s) and/or entity(ies) of a country sharing a land border with India hold, directly or indirectly, individually or cumulatively, more than 10% of the shares, capital or profits of the investor entity, or exercise control over such investor entity, or exercise ultimate effective control over the investee entity. The amendments under Press Note No. 2 (2026 Series) have been notified vide the Foreign Exchange Management (Non-debt Instruments) (Amendment) Rules, 2026 dated May 1, 2026, with effect from May 2, 2026.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, kindly refer "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by Foreign Portfolio Investors (FPIs)*" on page 378.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. 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.

The above information was given for the benefit of the Bidders. Our Company, each of the Promoters Selling Shareholders and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII - DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. The main provisions of the Articles of Association of our Company are detailed below. No material clause of the Articles of Association having bearing on the Offer or the disclosures required in this Draft Red Herring Prospectus has been omitted.

This set of Articles of Association has been approved pursuant to the provisions of section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of S. G. Encon Limited (the "Company") held on August 23, 2026. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

Except as disclosed in this section, no material clause of the AoA have been left out having bearing on the IPO and the disclosures.

(THE COMPANIES ACT, 2013)

ARTICLES OF ASSOCIATION

OF

S. G. ENCON LIMITED
(Company Limited by Shares)

Article No.	Description
	Interpretation
I	In these regulations the Act means the Companies Act 2013 the seal means the common seal of the company.Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
II	***Share Capital and Variation of rights***
1	Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2	Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided one certificate for all his shares without payment of any charges or several certificateseach for one or more of his sharesupon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon. In respect of any share or shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
3	If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the

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	company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles(2) and(3) shall mutatis mutandis apply to debentures of the company.
4	Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5	The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6	If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths 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 shares of that class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
8	Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
	Lien
9	The company shall have a first and paramount lienon every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the companyProvided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The companys lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares. That the fully paid shares will be free from all lien while in the case of partly paid shares the companys lien if any will be restricted to moneys called or payable at a fixed time in respect of such shares
10	The company may sell in such manner as the Board thinks fit any shares on which the company has a lienProvided that no sale shall be madea unless a sum in respect of which the lien exists is presently payable or b until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11	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

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	money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12	The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.
	Calls on shares
13	The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed timesProvided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each member shall subject to receiving at least fourteen days notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.
14	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
15	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
17	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18	The Board - a. may if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him andb. upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding unless the company in general meeting shall otherwise direct twelve per cent per annum as may be agreed upon between the Board and the member paying the sum in advance.
	Transfer of shares
19	The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. Apart from complying with such other terms and conditions as may be laid down by a recognised stock exchange an applicant company shall satisfy the stock exchange that (a) Its articles of association provide for the following among others(i) that the company shall use a common form of transfer
20	The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.

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21	The Board may decline to recognise any instrument of transfer unlessa. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56b. the instrument of transfer is accompanied by the certificate of the 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 andc. the instrument of transfer is in respect of only one class of shares.
22	On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determineProvided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
	Transmission of shares
23	On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24	Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.
25	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. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers 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.
26	A person becoming entitled to a share by reason of the death or insolvency of the holder shall 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 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 days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.
27	In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.

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	Forfeiture of shares
28	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.
29	The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and 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.
30	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.
31	A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
32	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 to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares. 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.
33	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 The company may receive the consideration if any given for the share on any sale 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 or disposal of the share.
34	The provisions of these regulations 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.
	Alteration of capital
35	The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.
36	Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
37	Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. the holders of stock shall according to the amount of stock

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	held by them have the same rights privileges and advantages as regards dividends voting at meetings of the companyand other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.
38	The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law it share capital any capital redemption reserve account or any share premium account.
	Capitalisation of profits
39	The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the companys reserve accounts or to the credit of the profit and loss accountor otherwise available for distribution and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
40	Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members
	Buy-back of shares
41	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force the company may purchase its own shares or other specified securities.
	General meetings
42	All general meetings other than annual general meeting shall be called extraordinary general meeting. That option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting.
43	The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in

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	the same manner as nearly as possible as that in which such a meeting may be called by the Board.
	Proceedings at general meetings
44	No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.
45	The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.
46	If there is no such Chairperson or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting the directors present shall elect one of their members to be Chairperson of the meeting.
47	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting.
48	In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.
	Adjournment of meeting
49	The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
	Voting rights
50	Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
51	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52	In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.For this purpose seniority shall be determined by the order in which the names stand in the register of members.
53	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 guardian may on a poll vote by proxy.
54	Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.
55	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid

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56	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
	Proxy
57	The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
58	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
59	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 the shares in respect of which the proxy is givenProvided 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.
	Board of Directors
60	The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
61	The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.
62	The Board may pay all expenses incurred in getting up and registering the company.
63	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
64	All cheques promissory notes drafts hundis bills of exchange and other negotiable instruments and all receipts for monies paid to the company shall be signed drawn accepted endorsed or otherwise executed as the case may be by such person and in such manner as the Board shall from time to time by resolution determine
65	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
66	Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

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	Proceedings of the Board
67	The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.
68	Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
69	The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning a general meeting of the company but for no other purpose.
70	The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.
71	The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
72	A committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the memberspresent may choose one of their members to be Chairperson of the meeting.
73	A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.
74	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
75	Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.
76	In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
77	Subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board A director may be appointed as chief executive officer manager company secretary or chief financial officer

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78	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer manager company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.
	The Seal
79	The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
	Dividends and Reserve
80	The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
81	Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
82	The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve
83	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. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. 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. that any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared - there will be no forfeiture of unclaimed dividends before the claim becomes barred by law
84	The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
85	Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
86	Any one of two or more joint holders of a share may give effective receipts for any dividends bonuses or other monies payable in respect of such share.

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87	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
88	No dividend shall bear interest against the company.
	Accounts
89	The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
	Winding up
90	Subject to the provisions of Chapter XX of the Act and rules made thereunder 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. 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. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
	Indemnity
91	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in 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.
	Others
92	Lock-In of Equity Shares in connection with Initial Public Offering of the Company Notwithstanding anything to the contrary contained in these Articles where any Equity Shares held by persons other than the promoters are required to be locked in under Regulation 17 of the SEBI ICDR Regulations and such lock-in cannot be created or recorded by Depositories for any reason whatsoever including where such Equity Shares are (i) subject to pledge or (ii) under freeze balance or safe balance on a day prior to the commencement of the Lock-in Period the Company shall have the power to issue instructions to the Depositories directing them to record such Equity Shares as non-transferable for the duration of the applicable Lock-in Period. The aforementioned Equity Shares shall be treated as locked-in for the Lock-in Period as specified under the SEBI ICDR Regulations.(i) In the event of invocation of the pledge of such Equity Shares by the pledgee whether in whole or in part the Equity Shares so transferred or received by the pledgee upon such invocation shall continue to remain locked-in in the account of the pledgee for the balance Lock-in Period.(ii) In the event of release of the pledge of such Equity Shares by the pledgee whether in whole or in part the Equity Shares so released shall continue to remain locked-in in the account of the pledgor for the balance Lock-in Period.For the purposes of this ArticleLock-in Period means the period for which the entire pre-issue capital of the Company held by persons other than the promoters in case of an IPO is locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations andSEBI ICDR Regulations shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended.

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 also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. IST on all Working Days and shall be also available on the website of the Company at www.sgencon.com from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date (except for such contracts and documents that will be entered into or executed subsequent to the completion of the Bid/ Offer Closing Date).

Material contracts to the Offer

1. Offer Agreement dated September 23, 2026 entered into between our Company, the Promoter Selling Shareholders and the Book Running Lead Manager.

2. Registrar Agreement dated September 23, 2026 entered into between our Company, the Promoter Selling Shareholders and the Registrar to the Offer.

3. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

4. Cash Escrow and Sponsor Bank Agreement dated [●] amongst our Company, each of the Promoter Selling Shareholder, the Registrar to the Offer, the Book Running Lead Manager and Banker(s) to the Offer.

5. Share Escrow Agreement dated [●] amongst each of the Promoter Selling Shareholders, our Company and the Share Escrow Agent.

6. Syndicate Agreement dated [●] amongst our Company, each of the Selling Shareholders, the Book Running Lead Manager, the Registrar to the Offer and Syndicate Members.

7. Underwriting Agreement dated [●] amongst our Company, each of the Selling Shareholders, Registrar to the Offer and the Underwriters.

8. Tripartite agreement dated March 03, 2025 among our Company, NSDL and the Registrar to the Offer.

9. Tripartite agreement dated April 24, 2026 among our Company, CDSL and the Registrar to the Offer.

Material Documents

1. Certified true copy of the Memorandum of Association and the Articles of Association, as amended until date.

2. Initial Certificate of incorporation dated February 12, 2008, issued to our Company by the Registrar of Companies, National Capital Territory of Delhi and Haryana in the former name being '*HemOnc Infusion Resources Private Limited*'.

3. Fresh certificate of incorporation dated May 11, 2011 issued to our Company by the Registrar of Companies, National Capital Territory of Delhi and Haryana for a name change from "*HemOnc Infusion Resources Private Limited*" to *"S. G. Encon Private Limited"*

4. Fresh certificate of incorporation dated May 02, 2025 issued to our Company by the Registrar of Companies, Central Processing Centre upon conversion of our Company from private limited company to public limited company and consequent change in name from *"S. G. Encon Private Limited"* to *"S. G. Encon Limited"*

5. Resolution of our Board dated August 26, 2026 authorising the Offer and other related matters.

6. Shareholders' resolution dated September 21, 2026, approving the Offer and other related matters.

7. Resolution dated September 26, 2026 passed by the Board approving this Draft Red Herring Prospectus.

8. Resolution dated September 26, 2026 passed by the Board approving this Draft Abridged Prospectus.

9. Resolution dated September 01, 2026 passed by the IPO Committee approving this Draft Red Herring Prospectus.

10. Resolution of the Board dated September 23, 2026 taking on record the approval for the Offer for Sale by the Selling Shareholder.

11. Consent letter from the Selling Shareholders, authorising their participation in the Offer. For further details, kindly refer "*The Offer*" beginning on page 56.

12. Resolution dated September 23, 2026, passed by the Audit Committee approving the KPIs for disclosure.

13. Shareholders agreement dated November 03, 2025 entered into between Sahasrtraa Advisors Private Limited, Jignesh Kumarpal Shah, Narjisa Vasaya, Parag Vinaychand Shah, Clear Vision Eye Hospital Private Limited, Bhavesh Shah, Pranay Shah, Dharaben Shah and Invicta Continuum Fund – I (collectively, the "*Investors*"), Directors of our Company and our Company.

14. Shareholder amendment agreement dated August 20, 2026 entered into between Sahasrtraa Advisors Private Limited, Jignesh Kumarpal Shah, Narjisa Vasaya, Parag Vinaychand Shah, Clear Vision Eye Hospital Private Limited, Bhavesh Shah, Pranay Shah, Dharaben Shah and INVICTA CONTINUUM FUND – I (collectively, the "*Investors*"), Directors of our Company and our Company.

15. Certificate dated September 23, 2026 from M/s Dhillon & Associates, Chartered Accountants, our Statutory Auditors, certifying the KPIs of our Company.

16. Certificate dated September 26, 2026 issued by our Statutory Auditor in relation to Corporate Governance and bifurcation of Revenue and others.

17. Certificate dated September 23, 2026 issued by our Statutory Auditor in relation to remuneration to directors, KMPs and SMPs.

18. Our Company has received written consent dated September 23, 2026 from M/s Dhillon & Associates, Chartered Accountants, bearing firm registration number 002783N to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated September 23, 2026 on our Restated Financial Information; and (ii) report dated September 23, 2026 on the statement of possible special tax benefits available to our Company and its Shareholders included in this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U. S. Securities Act.

19. Our Company has received written consent dated September 23, 2026 from Maheshwari & Co., Independent Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 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, 2013 in respect of the various certifications 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.

20. Our Company has received written consent dated September 24, 2026 from Power Engineers & Erectors, Independent Chartered Engineer, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as

defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as our Independent Chartered Engineer, and in respect of their report dated September 24, 2026 available to our Company and its Shareholders included in this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U. S. Securities Act.

21. Our Company has received written consent dated September 25, 2026 from Krushang Shah & Associates, represented by Krushang Shah (having membership number ACS 42187), a practising company secretary holding a valid Certificate of Practice from the Institute of Company Secretaries of India, to include their name as required under Section 26(5) of the Companies Act, 2013 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, 2013, to the extent and in their capacity as a practising company secretary, and in respect of certain certificates issued by them to be included in this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

22. Search report dated September 25, 2026 issued by Krushang Shah & Associates, Practicing Company Secretary (vide UDIN; A042187H001602284, setting out details of filings, non-traceable records, delayed and erroneous filings with the Registrar of Companies.

23. Copies of annual reports of our Company for Fiscal 2026, Fiscal 2025 and Fiscal 2024.

24. The examination report dated September 26, 2026 of our Statutory Auditor on the Restated Financial Information, included in this Draft Red Herring Prospectus.

25. The statement of possible special tax benefits dated September 23, 2026 from our Statutory Auditors.

26. Certificates dated September 26, 2026, respectively, issued by our Independent Chartered Auditor, with respect to the (a) average cost of acquisition of shares by the Promoters and Selling Shareholders and weighted price at which equity shares of the Company were acquired; and (b) Basis for Offer Price;

27. Certificate relating to details of our manufacturing facility and utilization of capacities dated September 24, 2026 issued by Power Engineers & Erectors, Independent Chartered Engineer;

28. Industry report titled "*Industry Report on Assessment of O&M in Telecom Towers in India and India's Construction Industry with Focus on Horizontal Directional Drilling Segment*" dated September 2026 prepared and issued by CRISIL, available on our Company's website at www.sgencon.com.

29. Engagement letter dated July 2026 entered into between the Company and CRISIL.

30. Consents of the Book Running Lead Manager, the Registrar to the Offer & Share Transfer Agent, the Syndicate Members, Banker(s) to the Company, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and Sponsor Bank(s), Underwriter(s), Monitoring Agency, the legal counsel to the Company as to Indian law, our Promoters, our Directors, the Company Secretary and Compliance Officer, Chief Financial Officer and members of our Senior Management, to act in their respective capacities.

31. Due diligence certificate dated September 26, 2026 addressed to SEBI from the Book Running Lead Manager.

32. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively. SEBI final observation letter, bearing reference number [●] dated [●].

33. Final observation letter bearing number [●] dated [●] issued by SEBI.

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, with the approval of the shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, guidelines and regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY RAJIV GANDHI

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Chairman and Whole-Time Director

Place: Haryana

Date: September 26, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, guidelines and regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY PANKAJ SETIA

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Managing Director

Place: Haryana

Date: September 26, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, guidelines and regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY RAVINDER KUMAR

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Executive Director

Place: Haryana

Date: September 26, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, guidelines and regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY ASHWANI KUMAR GULATI

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Non - Executive Independent Director

Place: Haryana

Date: September 26, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, guidelines and regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY GAUTAM JINDAL

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Non - Executive Independent Director

Place: Haryana

Date: September 26, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, guidelines and regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY SAMRIDHI BATRA

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Non - Executive Independent Director

Place: Haryana

Date: September 26, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, guidelines and regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY ANUJ OHRI

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Chief Financial Officer

Place: Haryana

Date: September 26, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, guidelines and regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY SHAVETA SHARMA

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Company Secretary and Compliance Officer

Place: Haryana

Date: September 26, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the rules, guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, guidelines and regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY RAVI KUMAR

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Chief Executive Officer

Place: Haryana

Date: September 26, 2026